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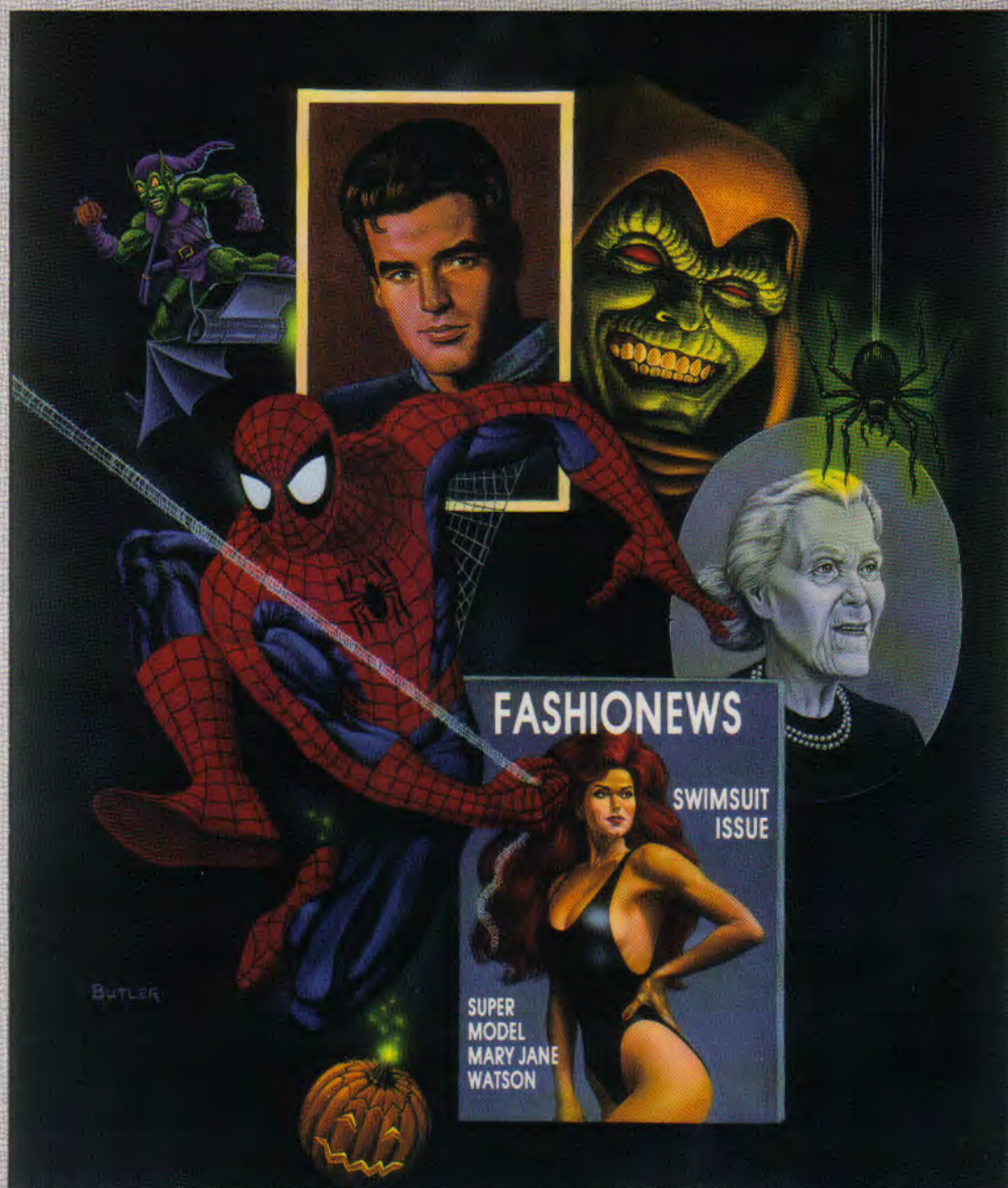
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MARVEL SUPER HEROES™

Advanced Game Official Accessory

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



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1990 Character Updates

Gamer's Handbook of the

MARVEL UNIVERSE™

Volume 6

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ISBN 0-88038-866-8

STATISTICS:

F MN(75)
 A AM(50)
 S AM(50)
 E CL1000
 R MN(75)
 I MN(75)
 P UN(100)

Health: 1175

Karma: 250

Resources: N/A

Popularity: -20

BACKGROUND:

Real Name: Unknown, possibly inapplicable

Occupation: Inapplicable

Legal Status: Inapplicable

Identity: Publicly known

Place of Birth: Inapplicable

Marital Status: Inapplicable

Known Relatives: Inapplicable

Bases of Operations: Another dimension; Eagle Plaza, Dallas, Texas

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Adversary may use any power at Monstrous rank. However, he will purposefully limit his powers and their ranks to those appropriate to whatever guise he has adopted. When he casts off his disguise, he appears as a demonic shadow with glowing eyes and mouth; this transformation takes 2 turns.

Weakness: Weapons of iron, steel, or adamantium do +3CS damage against him.

Talents: Unearthly knowledge of Occult Lore, Mythology, and Psychology.

Contacts: As Naze, the Adversary had Forge as an ally.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Adversary seeks to destroy this universe and create a new one in its place. He uses trickery and deception to further his goals. He loves to overturn order for sheer spite. The Adversary regards himself as a gameplayer toying with the fate of the universe for sheer enjoyment.

HISTORY:

The Adversary is an ancient mystical entity. His native dimension is one of chaos, which the Adversary seeks to spread to Earth's dimension.

The Cheyenne believe that all things are composed of energy. The Adversary intends to destroy the universe by burning all that energy at once. It is unknown how powerful or how old the Adversary. As he is the only source of information about himself, such information as he has provided may eventually prove false.

The Cheyenne have long known the existence of the Adversary and they trained their shamans from birth to battle the entity. The current Cheyenne shaman, Forge, was trained from birth by his predecessor Naze (see FORGE) for the battle to come. However, Forge rejected his tribal duties and left for Vietnam, where he served in the U.S. armed forces. When his squad was wiped out, Forge lashed out with his improperly controlled powers, tearing a hole in reality and unleashing a stream of demons. This set in motion the Adversary's latest attempt to reshape reality.

During the Dire Wraith invasion, Naze was killed and impersonated by a Dire Wraith. The alien lacked Naze's mystical abilities and was

easy prey when the Adversary reached out and usurped the Dire Wraith's flesh and Naze's form. Several months later Storm approached the false Naze for help in regaining her powers. As "Naze," he revealed the Adversary's existence to her and convinced her that Forge had fallen under the entity's influence. Storm accompanied "Naze" to a mountain in the western U.S. that he described as "the heart of his magic." He then persuaded Storm to ascend the mountain alone and confront Forge. Although she was so convinced Forge was truly evil that she attempted to kill him, Storm realized the truth, and she fled with Forge to another dimension. The Adversary was pleased he had rid himself of the only two humans he felt posed a threat to him and he even offered to raise Storm and Forge to demigod status on his new version of Earth. They rejected his offer and set about preparing for another round.

Next, the Adversary captured Roma and held her prisoner within her own Starlight Citadel (see ROMA). Now that Forge and Storm were once again in possession of their powers, they escaped their dimension of exile, but the Adversary captured them and placed them within the Citadel as well. On Earth, his plans were reaching climax. Fragments of other times jumbled together around Eagle Plaza. The

chaos drew the attentions of the X-Men and then-human Madelyne Pryor. The battle was televised worldwide and helped restore the damaged reputation of mutants in general and the X-Men in particular. The X-Men penetrated Eagle Plaza and were transported to the Starlight Citadel.

The Adversary revealed his true form and identity as he faced the combined might of the X-Men, Forge, and Roma. Forge realized that only by closing the gate he had opened decades ago in Vietnam could he expel the Adversary; unfortunately the spell required the lives of the X-Men and Pryor. With their consent, Forge converted them into beings of pure light and forged their lifeforces into a spear that he hurled into the Adversary. The mystical force drove the Adversary back into his home dimension and sealed the gateway. Roma told Forge and the world that the X-Men's sacrifice insured that the Adversary would be trapped forever, but she lied. As she later told the newly-revived X-Men, a being as powerful as the Adversary could not be confined for long because the chaos he wrought helped nurture positive growth and change. However, she assured them that the Adversary had in fact been bound "for an age" by Forge's spell. How long "an age" is (or whether Roma lied again) is unknown at this time.

AIM is an organization of brilliant scientists and their hirelings dedicated to the acquisition of power and the overthrow of all governments by technological means. AIM was organized late in World War II by Baron Wolfgang von Strucker to develop advanced weaponry for his subversive organization HYDRA. They were close to developing and attaining nuclear weapons when HYDRA island was invaded by American and Japanese troops. Although HYDRA suffered a major setback, it survived and grew in secret over the following decades.

The group of scientists grew as well, both in number and achievements. They made significant advances in various fields, including robotics, bionics, bioengineering, and physics. Eventually the scientists publicly incorporated their organization under the name Advanced Idea Mechanics (AIM). No one outside of the organization knew of AIM's subversive goals, accomplishments, or scientific achievements, let alone that AIM was actually the research wing for the still-secret HYDRA. Rather, AIM was believed by the public to be an international cartel dealing with the development and marketing of new technological products. AIM gained great influence with the U.S. government as a supplier of hardware and weaponry to governmental agencies.

Eventually HYDRA revealed its existence only to be defeated by S.H.I.E.L.D. AIM, whose connection to HYDRA remained secret, attempted to discredit S.H.I.E.L.D. director Nicholas Fury and thereby force his removal. The attempt, led by Count Bornag Royale, failed and instead enabled Fury to expose AIM's duplicity. Although S.H.I.E.L.D. believed it had put an end to AIM, much of the organization escaped capture and preserved the secrecy of their connection with HYDRA.

AIM created a wide variety of advanced technological weaponry and, during the period it was under HYDRA's control, made great strides in creating androids which the organization utilized as assassins. During this period, AIM members sometimes referred to themselves



as agents of THEM. THEM was the code-name for the group which governed HYDRA and its subsidiary organizations, including AIM, during the period between HYDRA's initial apparent destruction by S.H.I.E.L.D. and its later re-emergence.

AIM has created three major implements of deadly potential which stand far above the rest of their accomplishments. The greatest of these was the Cosmic Cube, a device capable of altering reality. AIM did not realize that they had only manufactured the cubical contain-

ment device; the real power was an entity accidentally drawn into this dimension. The Cosmic Cube recently evolved into Kubik. The second was the Super-Adaptoid, an android capable of mimicking the appearance and superpowers of other beings. The Super-Adaptoid's powers were made possible by incorporating a sliver of the Cosmic Cube into its form. When Kubik repossessed the sliver after defeating the Adaptoid, the android was rendered inanimate. AIM's third achievement was the creation of Modok (Mobile Organism

Designed Only for Killing), an artificially mutated human with an enormous head and psionic abilities. Modok was originally an ordinary AIM scientist who was selected by AIM'S leader, the Scientist Supreme, to be the subject of the bionic and genetic experiments that turned him into Modok. After his transformation, Modok killed the Scientist Supreme and took control of AIM. Modok took advantage of the organizational chaos following the destruction of HYDRA Island and the deaths of Baron Strucker and most of HYDRA's leading members to sever AIM's ties with HYDRA.

For years, AIM existed solely to serve Modok's needs and ambitions for power. AIM stagnated technologically, created no further innovations, and launched no major attacks on the world. However, two splinter groups of AIM formed, both consisting of AIM rebel agents who had fled Modok's control. One group often clashed with Modok's AIM. The second tried unsuccessfully to create a second Cosmic Cube. Finally, internal AIM dissension with Modok's rule

broke into open revolt against Modok. The AIM rebels joined forces with the splinter groups and drove Modok from their organization. Modok was later assassinated by members of the Serpent Society.

The three AIM factions reunited and prepared for a new campaign of renewed growth and conquest, but it was not to be. AIM's new leadership was secretly replaced by androids from Project Delta who were also secretly taking control of HYDRA, S.H.I.E.L.D., Roxxon, and other clandestine organizations. In the next few years, most of AIM's members were killed and replaced with android duplicates. AIM rejoined HYDRA, only to see both organizations destroyed along with S.H.I.E.L.D. when the Delta androids revealed their true purpose. The androids later destroyed themselves.

At this time, it is unknown what remnants, if any, of AIM survive. Their facilities remain intact, including a dome complex atop the Himalayan Mountains and a partially demolished but still watertight sub-

marine complex off the U.S. Atlantic coast. Since most of these sites are well hidden or inaccessible and those who knew of their location either died or are in hiding, they probably remain treasure troves of advanced technology waiting for future users.

Typical AIM operative

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

Health: 32

Karma: 44

Body Armor: Excellent protection from energy attacks, Remarkable protection from physical attacks. Air filter provides Excellent protection from airborne toxins and bacteria.

Blaster: Remarkable damage at a range of 5 areas.

STATISTICS:

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

Health: 20

Karma: 18

Resources: PR(4)

Popularity: 1

BACKGROUND:

Real Name: Thomas Jones

Occupation: Student

Legal Status: Citizen of Great Britain (minor)

Identity: Public is unaware of his powers

Place of Birth: Great Britain

Marital Status: Single

Known Relatives: Ophelia (mother), Ellie (sister)

Base of Operations: London, England

Past Group Affiliations: Friend of X-Factor

Present Group Affiliation:

KNOWN POWERS:

Elemental Conversion: Unearthly ability to transform any substance into a desired element. A maximum of 100 pounds of matter can be converted each turn. Every hundred pounds of converted matter causes a temporary loss of one point of Health. This is regained automatically after 24 hours. He must make contact with the target in order for the power to work. The transformation is apparently permanent unless it is reversed by the use of this or another applicable power.

Note that Alchemy can only transform matter into elements he already knows the basic atomic structure of (number, weight, etc.). He must make a Good Intensity Reason FEAT in order for this power to work.

Molecular Conversion: Alchemy believes he has the potential to develop this power, once he gains sufficient knowledge of chemistry. Presumably this power will also be of Unearthly rank.

Talents: Alchemy is struggling to master Chemistry (Good Reason in this field).

Contacts: X-Factor



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Thomas Jones is trying to be a normal British student and earn a scholarship to college. His powers are more an embarrassment than an asset, although they are presumably guaranteeing he will be able to pursue his further education. Discrete use of his powers has raised his family's Resource level to Excellent rank. He is reluctant to use his powers against a living foe since that would mean the apparent death or at least involuntary suspended animation of that being. He hopes that his

power isn't fatal when used against a living being, but he still feels guilt over such transformations. Because of his guilt and pledge to someday restore each being he transforms, the transformation of a living target does not cost him a Karma penalty if he does so in self defense.

HISTORY:

Thomas Jones was the son of Ophelia Jones, a widow running a boarding house in London. He was a normal boy trying to gain entrance to college where he planned to study chemistry. His powers appeared one night while he was studying the elements and their placement on the periodic table. He was oblivious to the fact that his pen was changing into whatever element he was concentrating on.

Phy, a genuine troll, was more observant. His traditional troll's ability to detect gold led him to Thomas' bedroom. There he concocted a plan to take over England. For starters, he kidnaped Thomas despite Mrs. Jones' valiant attack with her broomstick. As the troll carried Thomas back to the lair he shared with his fellow trolls, Thomas managed to leave a trail of golden objects in his wake.

The trolls, who appropriately called themselves Troll Associates, decided to use Thomas' powers to make themselves wealthy while committing a reign of economic terror by turning the British countryside to gold. Despite their ancient origins, Troll Associates had a good grasp of modern economics and sociology. They believed that the surfeit of gold would lead Britain into economic collapse and culminate in the eventually bankrupt Britons leaving the island free for the elves, fairies, and other magical folk. Phy was the brains of the outfit. The other members of Troll Associates were Phee, a master fighter; Phough, who resembled a winged gargoyle; Phumm, the Abominable Snowman; and Phay, shapechanger, coward, and literary scholar.

Mrs. Jones contacted X-Factor who came expecting to fight "one tiny little giant mutant." They were unprepared for battle with five very different trolls and were defeated. The trolls took Thomas off in search of a suitable target for transformation—one that would make a dramatic statement of their intentions toward England. Thomas refused their command to turn the Tower of London to gold, but when Phough mortally wounded a stray

dog that attacked the troll, Thomas used his power to end the dog's suffering by turning him to gold. Phy saw the statement they needed and led the trolls and Thomas off to Buckingham Palace in search of a queen to turn to gold. Fortunately, the floodlights of London police cars drove off the light-fearing trolls. X-Factor harassed the fleeing trolls and forced them underground.

Although Thomas realized that sunlight was the troll's weakness, by the time he could communicate this to X-Factor, a downpour had begun. Although Thomas knew he could use his power against the trolls, he resisted because he knew he might be unable to return them to normal afterward. But when Phee seized and threatened Mrs. Jones, Thomas overcame his misgivings and transformed Phee and Phy into inanimate gold. At the Beast's suggestion, the trolls were placed in Hyde Park where they now appear as lead statues. Thomas promised the trolls that he would go to college and become a molecular chemist. With the knowledge he expected to gain, he hoped to someday restore the trolls to life. The surviving trolls are unaccounted for at this time but it is probable that they will steer clear of Thomas for some time to come.



FRENZY

STATISTICS:

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

Health: 140

Karma: 30

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Mercenary

Legal Status: U.S. citizen with criminal record

Identity: Presumably known to police

Past Group Affiliations: Alliance of Evil

Present Group Affiliation:

KNOWN POWERS:

Invulnerability: Remarkable resistance to physical and energy attacks and Incredible resistance to extreme temperatures and heat-based or

cold-based attacks.

Talents: Frenzy is trained in Martial Arts B, C, and E.

Contacts: Apocalypse

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Frenzy is an extremely violent woman and prone to solve problems through brute force. The only person she would take orders from is Apocalypse.



STINGER

STATISTICS:

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

Health: 26

Karma: 16

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Mercenary

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

Identity: Presumably known to police

Place of Birth: Apparently somewhere in California

Marital Status: Single

Past Group Affiliations: Alliance of Evil

Present Group Affiliation:

KNOWN POWERS:

Electricity: Remarkable damage at a range of 2 areas. The electricity is released as bolts fired from her hands.

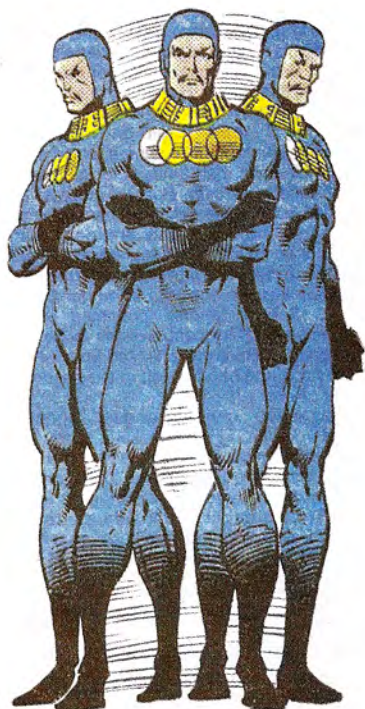
Talents: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Stinger is a teenager who acts irresponsibly. She joined the Alliance for excitement.





TIMESHADOW

STATISTICS:

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

Health: 50

Karma: 26

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Mercenary

Legal Status: U.S. citizen with criminal record

Identity: Presumably known to police

Marital Status: Single

Past Group Affiliations: Alliance of Evil

Present Group Affiliation:

KNOWN POWERS:

Time-phasing: His peculiar form of time travel enables him to step in and out of time-synch several times each turn. This has the effect of Illusory Self-Duplication, as well as

these benefits:

* Attackers direct attacks against him must make a Red FEAT roll to hit him. (Area attacks are not affected.)

* He may make up to 10 attacks per turn.

* His Intuition ability rises to Amazing when determining surprise.

This power's Good rank enables him to create 10 duplicate selves in any given turn.

Talents: Military skills

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

He prefers trickery to violence.



TOWER

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: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Mercenary

Legal Status: U.S. citizen with criminal record

Identity: Presumably known to police

Marital Status: Single

Past Group Affiliations: Alliance of Evil

Present Group Affiliation:

KNOWN POWERS:

He can use either of these powers twice per turn:

Growth (Atomic Gain): Typical rank ability to triple his size and grow to 12' in height. At 8 or more feet tall, his Strength increases +1CS, and he gains a bonus power of Remarkable Armor skin. He is +1CS to hit or be hit, and he can move an additional area per round.

Shrinking (Atomic Loss): Incredible ability to shrink himself as small as one half inch in height. Once he has shrunk below 1' in height, his Strength decreases to Typical, he has +2CS to hit normal sized targets, and normal sized target are -2CS to hit him. However, he can move no further than 1 area per round. Trackers must make a Yellow Intuition FEAT roll to spot him.

Talents: Martial Arts B.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

He is a true mercenary and will leave a fight if the risks outweigh his financial gain. He makes wisecracks during battle.

MICHAEL NOWLAN

STATISTICS:

F PR(4)
A PR(4)
S TY(6)
E TY(6)
R TY(6)
I FE(2)
P AM(50)

Health: 20

Karma: 58

Resources: FE(2)

Popularity: -5

BACKGROUND:

Occupation: None

Legal Status: U.S. citizen (deceased)

Identity: Publicly known

Marital Status: Divorced

Known Relatives: Susan (ex-wife)

Past Group Affiliations: Alliance of Evil

Present Group Affiliation:

KNOWN POWERS:

Power Control (Magnification): He has the Incredible ability to increase other mutants' powers by adding his Incredible rank to their power's rank number. Normally he limits this effect to a +2CS increase. Note that Primary Abilities (FASERIP) are not affected. This enhancement can affect any mutants within 3 areas. The effect lasts for 2 hours. If he uses his full power on a subject, the subject may prove unable to control their over-amplified powers. In such a case, the subject must make a Psyche FEAT to attain control of his powers.

The first time a mutant receives this affect, the subject's powers automatically manifest themselves at full strength. The subject cannot regain control for the next 2 turns. However, Nowlan's power proved addictive. After the third treatment of Nowlan's powers, recipients were vulnerable to extremely bad power withdrawal symptoms (-4CS on all Abilities and power FEATs for 1-10 weeks).

Weakness: Mike is a drug addict.

Talents: Military skills.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Mike was a captive of the Alliance. Despite a lack of physical power, Mike escaped from Apocalypse a number of times, putting the Alliance through the pain of power withdrawal. This was his only true form of resistance.

GROUP HISTORY:

The Alliance of Evil is a team of superhuman mutants assembled by Apocalypse. Although most of the Alliance were voluntary joiners, their main reward was the increased power offered them by exposure to Nowlan's power. Since this eventually proved addictive, the Alliance was forced to remain in Apocalypse's employ. Following battles with X-Factor and Nowlan's death, the Alliance was defeated and presumably imprisoned. Their current locations are unknown.

STATISTICS:

F AM(50)
A AM(50)
S AM(50)
E UN(100)
R UN(100)
I UN(100)
P UN(100)

Health: 250

Karma: 300

Resources: MN(75)

Popularity: 0

BACKGROUND:

Real Name: Aron

Occupation: Watcher

Legal Status: Citizen of Watcher's homeworld

Identity: Public is unaware of his existence

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile; past bases include Four Freedoms Plaza, Jasper's National Park (in Canada)

Past Group Affiliations: Employer of Dragon Man, false Fantastic Four

Present Group Affiliation:

KNOWN POWERS:

Animal Communication: Unearthly rank

Astral Projection: Unearthly rank

Empathy: Unearthly rank

Forcefield: Class 1000 rank

Image Generation: Unearthly rank

Invulnerability: Class 1000 resistance to physical and energy attacks.

Kinetic Bolt: Class 1000 rank

Levitation: Unearthly rank

Longevity: Although not immortal, he has a potential lifespan of millions of years.

Mental Probe: Unearthly rank

Postcognition: Unearthly rank

Psi-Screen: Unearthly rank

Remote Sensing: Unearthly rank

Shapechange: Class 1000 ability to alter his form to one similar to whatever race he is watching.

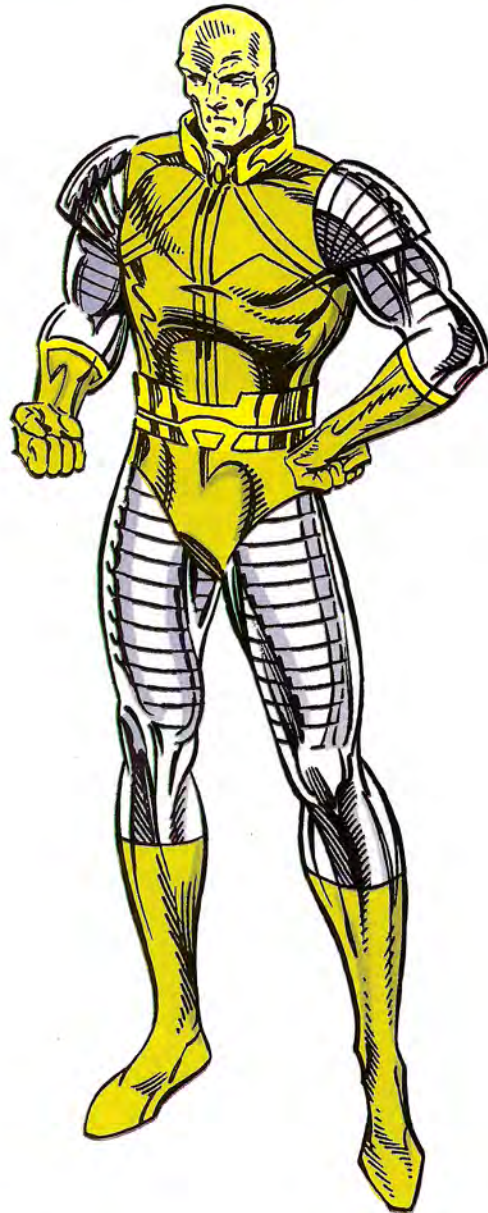
Telekinesis: Unearthly rank

Telepathy: Unearthly rank

Teleportation: Class 5000 rank

Telescopic Vision: Unearthly rank

Armor: His costume gives him Class 1000 invisibility to the remote senses of a Watcher (telepathy, telescopic vision, etc.).



Talents: Unearthly knowledge of alien technology and the history of the Universe.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Aron is a rebel. He wants to live a life of action and adventure, although, as a Watcher, he still prefers to observe the actions of pawns under his control. He may assist potential allies to win them to his side. However, since he is trying to hide from Uatu and the other Watchers, he must act covertly.

HISTORY:

Aron is a relatively young member of the Watchers, an alien race of immortal observers. When Uatu, the Watcher assigned to Earth, was brought to the Watcher homeworld for trial, Aron became intrigued by Uatu's break from the Watchers' traditional code of non-interference. The Elder Watchers were worried about Aron's interest in Uatu but decided that the renegade would be a better teacher for Aron than the more exemplary members of their race. Aron accompanied Uatu back to the Blue Area of the Moon where he was instructed in the values of passive observation and non-interference. In truth Aron was pleased to be nearer the superhumans of Earth who had captivated his interest. When the Fantastic Four came to the Moon to aid the Inhumans, Aron attempted to interfere on their behalf but Uatu prevented this.

Aron decided he wanted to be a man of adventure, a problem because he had to avoid Uatu and the other Watcher's notice. He devised a means of becoming undetectable to the Watchers and traveled secretly to Earth. He rented a suite in the new Four Freedoms Plaza from which he watched the Fantastic Four's activities. Coincidentally, the Wingless Wizard assembled a new Frightful

Four to defeat the Fantastic Four once and for all. He also decided that, since his own group was still too weak to succeed, he would send out an invitation for new, extremely powerful members. Aron received an invitation and, since it matched his own goals, accepted the offer. With Dragon Man in tow, he arrived shortly before the Frightful Four's near-defeat and managed to render the Fantastic Four unconscious.

Although the Wingless Wizard ordered Aron to destroy the Fantastic Four, Aron announced his true intentions. He took cell samples from the unconscious Fantastic Four and left to make clones of them. By the time the Fantastic Four freed themselves and captured the Frightful Four, Aron's clones were ready. He captured the Fantastic Four, Frightful Four, and Ms. Marvel II, then placed them all within suspended animation capsules. The false Fantastic Four consisted of the original members, including the spiky version of the Thing and the rocky version of Ms. Marvel II. For reality's sake, Aron let Alicia and Franklin accompany them although they were deceived into believing these were the real Fantastic Four. With these pawns, Aron now acted out his desires for adventure. He sent his clone Fantastic Four out to relive the real team's earliest adventures. The team displayed a ruthlessness and zealotry unlike the real

team, yet no one suspected the switch. During their brief career, the false team managed to make the Mole Man turn hostile again, attempted to charge a "Fantasti-Tax" of \$50 to every New Yorker for their services, and generally spoiled the Fantastic Four's good reputation.

The Avengers, seeking an explanation for the Fantastic Four's inexplicable behavior, discovered the truth about the clones, but before they could force an explanation, the clones were teleported back to Aron's cave deep within Canada's Jaspers National Park. There they discovered the real Fantastic Four and Frightful Four had escaped and were battling anew, while Aron became frozen into helplessness. The two Fantastic Fours fought, each believing themselves the real team. The real Fantastic Four triumphed, even defeating the Frightful Four on the side while Aron watched from the sidelines. Now he revealed he was still active and ready to move onto another phase. He teleported the Frightful Four to the Vault, then teleported the real Fantastic Four back to their headquarters. He put the clones into suspended animation where he could watch their dreams and thus gain the excitement he craved. He teleported his entire facility to an as-yet unrevealed location, presumably still on Earth.

ATUM THE GOD EATER

STATISTICS:

	Atum	Demogorge
F	X(150)	Z(500)
A	AM(50)	UN(100)
S	AM(50)	X(150)
E	X(150)	Z(500)
R	EX(20)	EX(20)
I	MN(75)	MN(75)
P	CL1000	CL3000

Health: 400/1250

Karma: 1095/3095

Resources: N/A

Popularity: 30

Real Name: Atum

Occupation: God

Legal Status: Existence unknown to populace of Earth

Identity: Known to historians

Place of Birth: Earth

Marital Status: Single

Known Relatives: Gaea (mother), Demiurge (father)

Base of Operations: The Sun

Past Group Affiliations: Child of Gaea and the Demiurge

Present Group Affiliation:

KNOWN POWERS:

Flight: Remarkable (225 mph) in air; Class 5000 (lightspeed) in space

Light Generation: Class 1000

Heat Generation: Class 1000

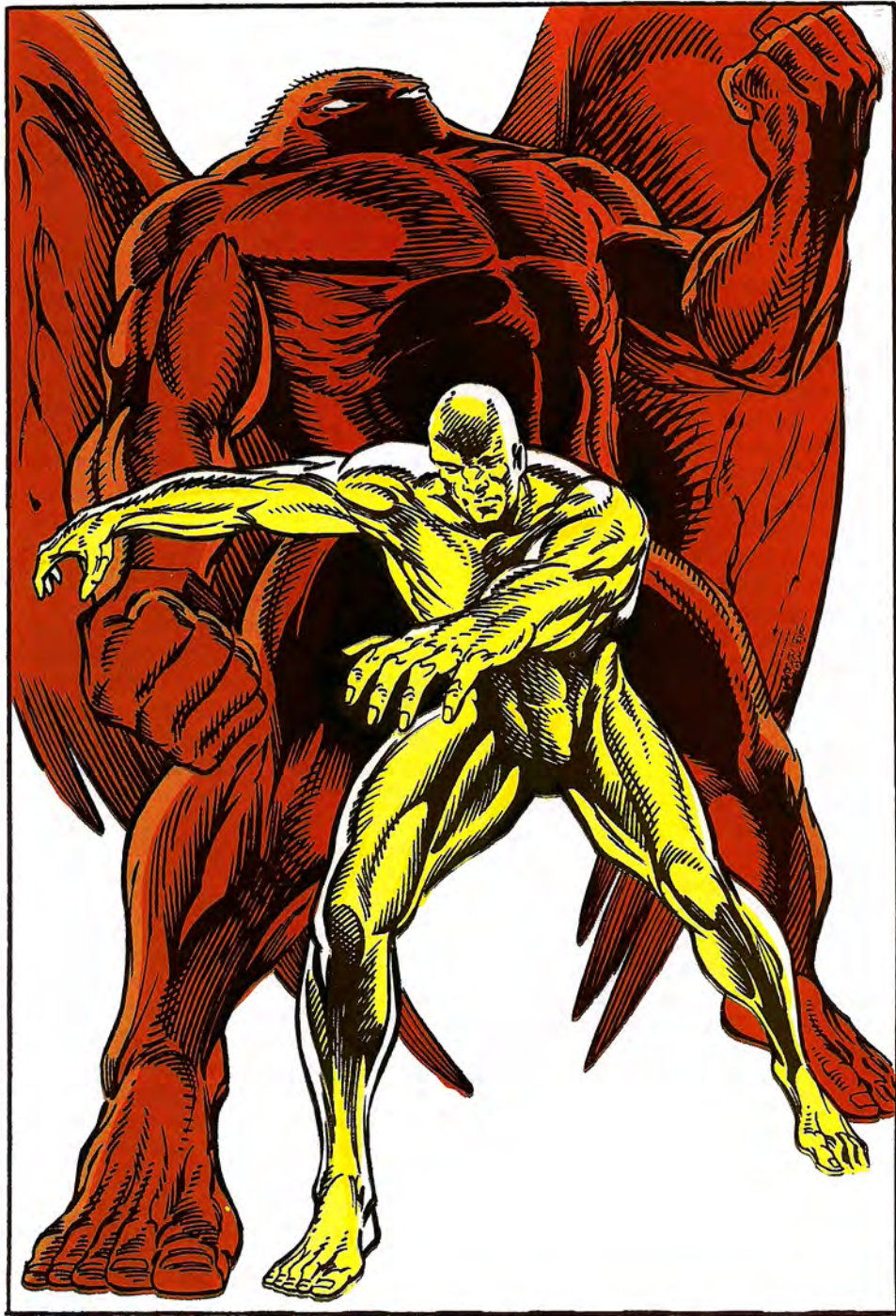
Plasma Generation: Class 1000

Absorption Power: Class 1000 ability to absorb the powers and Abilities of each of Atum's victims. The victim's FASERIP scores are added to Atum's own ranks. When the first such act occurs, Atum is transformed into Demogorge.

Alter Ego: Upon the use of the Absorption Power, Atum undergoes a physical transformation into Demogorge. In this form he has wings, grey skin, and increased power. Initial transformation takes 3 turns. When the battle is won, Demogorge casts off his excess power and reverts to his original form. This takes 3 turns as well.

Talents: None

Contacts: Gaea



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Atum will only come to Earth if Gaea or life itself is threatened. Even then, he must be summoned by a FEAT of Shift Y intensity. This can be a magical spell, psionic power, or other means as determined by the Judge.

HISTORY:

The primordial being now known as the Demiurge was the first being to appear on Earth, the physical manifestation of the potential life-force of that would someday arise on Earth. The Demiurge seeded the still-cooling planet with fragments of its life energies, fragments that developed independently into the beings now known as the Elder Gods. Foremost among them were Gaea, also known as Mother Nature, Chthon the mystic, and Set, the great destroyer. The age of the Elder Gods lasted for millions of years as they wandered across an otherwise barren world.

Gaea spent her time watching the slow development of the animals and plants that evolved naturally from protoplasm. While she spent her time acting as the primeval life-forms' protector, the other Elder Gods were busy in more hostile activities. Set discovered murder; the other Elder Gods rushed to follow his example and a civil war ensued. During the war, the Elder Gods' powers and abilities degenerated until they became the beings now known as demons. Only Gaea refused to join the mad warfare. Horrified, she feared that the war would wipe out the fragile lifeforms under her care. She called upon the Demiurge to engender within her a new kind of being. She formed a womb within herself to nurture the being who now grew within her and descended deep into the Earth to await the birth of her child, Atum, first of the second generation of gods.

She gave birth to Atum, who arose from her womb fully formed and in full possession of awesome powers. Wielding the powers of the sun itself, he attacked and began to slay the demons. As he killed them, he ab-

sorbed their powers into himself. In addition, his form mutated; he grew wings and a duplicate of each slain demon's face. Now he was Demogorge the God-Eater. Eventually Demogorge slew and absorbed all the demons save for Chthon and Set. Chthon left the original Darkhold behind as he fled into another dimension, literally escaping the jaws of his doom. Set, too, planned an escape into another dimension; he and his offspring Sligguth and Damballah cast off their original, physical bodies and transformed themselves into invisible, ethereal bodies. The Demogorge then annihilated the cast-off shells. Content that he had accomplished his mission, Demogorge reverted to Atum's original form and flew upward where he merged with the sun itself.

Now alone, Gaea was free to oversee the development of the new life on Earth. Ages passed and the dinosaurs evolved to dominate the planet. Set had secretly used his powers to assist the dinosaurs' development, in a way evolving in his image. Gaea realized sadly that the dinosaurs were a dead end, incapable of complete evolution. She turned from the dinosaurs to nurture the newly-emerging mammals. Set refused to acknowledge his failure and reached into the minds of every dinosaur and filled it with the command to kill all mammals. All over the Earth, the massacre of the mammals began. Gaea was appalled when she realized that Set was responsible and dared Set to confront her. He replied by sending three enormous dinosaurs thundering toward her, their eyes glowing with demonic power. The dinosaurs physically fused together into the physical form of Set himself, only now he was unimaginably more powerful than he had been ages before. He intended to slay Gaea and seize control of the Earth.

Gaea, although still more powerful, was not a warrior. She summoned Atum from his long sleep within the sun. Faster than light, he flew to Earth and charged into battle with the demon. He severed Set's head with a single bolt of power and, as before, he absorbed the demon's power and form. Once again he was Demogorge. However, Set was far from slain. The demon grew larger as he regenerated two heads to replace the lost one and the battle was joined. Over the weeks and months that followed, Elder God and god-eater fought. Set grew more powerful as each beheading produced two new heads. Likewise, Demogorge continues to absorb power. The Earth was less fortunate. The vast forces expended in the battle laid waste to the planet. Ironically, the dinosaurs were rendered extinct in the carnage. Gaea protected the far smaller and more defensible mammals, thus insuring the chain of evolution that eventually produced humanity. When the battle reached its inevitable conclusion, Demogorge proved victorious and drove the energy-drained Set back into otherdimensional exile.

Demogorge reverted to Atum once more. The battle had been costly for him as well. He would never again be able to come to Earth unless he was helped by other sentient beings. Atum returned to the sun, where he remained until the modern epoch.

Most recently, Atum was contacted by the Asgardian god of thunder, Thor, to aid Earth's heroes in a battle against Set. Thor fought Atum and forced his transformation into Demogorge. The God-Eater joined the battle and defeated Set once again. Atum has once again returned to the sun.

STATISTICS:

	1940s	Modern
F	GD(10)	FE(2)
A	GD(10)	PR(4)
S	TY(6)	PR(4)
E	GD(10)	PR(4)
R	TY(6)	GD(10)
I	RM(30)	IN(40)
P	PR(4)	EX(20)

Health: 36/16

Karma: 40/70

Resources: GD(10)

Popularity: 30/5

BACKGROUND:

Real Name: Louise "Weezi" Grant Mason

Occupation: Legal Secretary, retired adventurer

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Unknown

Marital Status: Widowed

Known Relatives: Mark Mason (husband, deceased)

Base of Operations: New York City

Past Group Affiliations: Ally of She-Hulk, employee of N.Y.C. D.A. Towers

Present Group Affiliation:

KNOWN POWERS:

Reality Alteration: Louise has the Class 1000 ability to transform her surroundings into a pocket universe that resembles the panels of a comic book. People within her immediate vicinity perceive themselves to be within a panel on such a comic book page. Other panels on the page may appear to be different views of the same scene, different times, or even different locations.

Apparently characters within this power's effect can also dimly perceive beings beyond the border of the metaphysical panel they are currently in. Those characters with Excellent or better Psyche can perceive other dimensional entities, who are then defined as "artist," "writer," "reader," "game judge" (if the being is actively altering Louise's reality) or "player" (if the entity is a passive watcher).

The power offers several means of simulating teleportation. By stepping out of the panel, Louise can rapidly suddenly disappear from an area

and, by stepping into another panel, appear at another location or time. By making a hole in her surroundings, she can tear a Gateway onto a completely different page of this metaphysical comic book. In game terms, the character must first deal with the Material Strength of her initial surroundings (generally Poor to Good Material Strength) but once she is in the realm of the comic book page, she need only tear through the page's Feeble material Strength to enter a new page. The traveler can then enter any location, regardless of the physical barriers that would otherwise protect the target area.

Note that the overall effect of this power is Class 1000 rank Teleportation, Dimension Travel, or Time Travel, depending on the journey involved. The perception of time's passage becomes expressed in terms of "page count." Sudden passages of

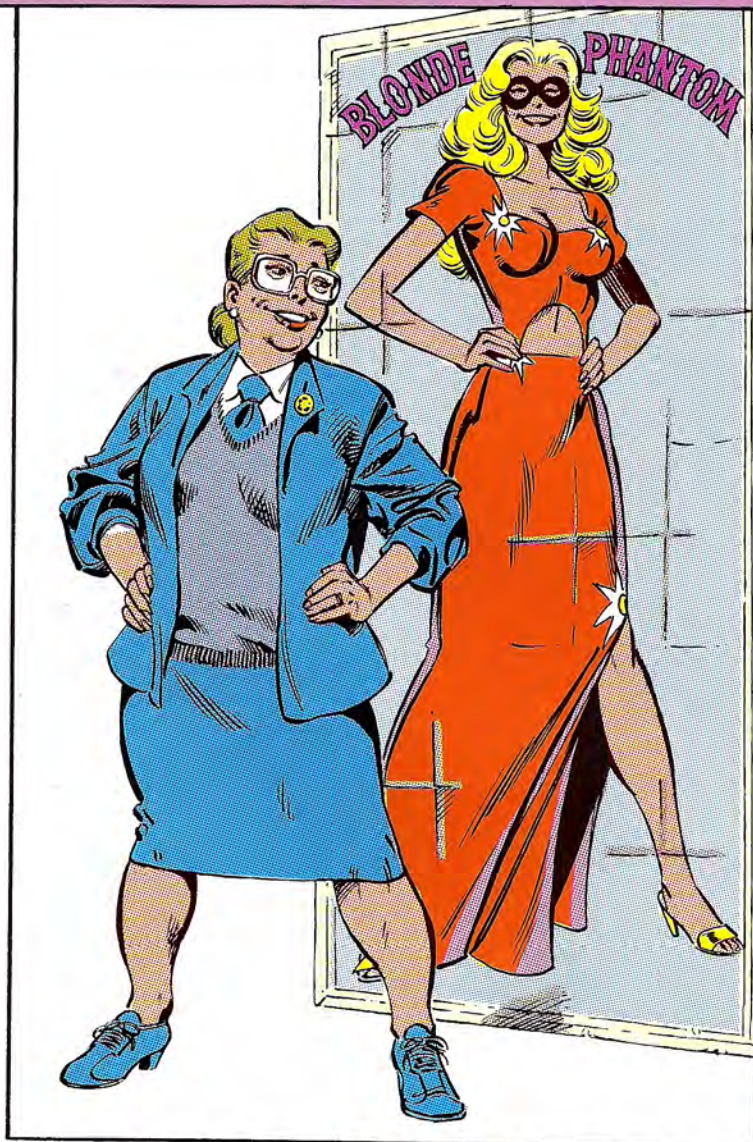
time are seen as "ad pages" or "subplots"; during the passage of such things, the character can rapidly travel great distances or perform feats that were not being resisted by another character. The character also perceives a deadline in terms of pages still remaining in the story.

Equipment:

.45 Automatic: Range 3 areas, 10 bullets in a clip, damage 6 points per bullet.

Talents: Louise is a good marksman with a pistol. In her youth, she was good at hand to hand fighting and Acrobatics, especially when encumbered by an evening gown and high heels. She has Detective, Law Enforcement, Legal Secretary, and Criminology skills.

Contacts: 1940s: Private eye Mark Mason, NYPD. Modern: N.Y.C. D.A. Blake Tower, She-Hulk



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Louise is a pleasant, easy-going woman who is mostly concerned with remaining an active character in the Marvel Universe. She will discreetly arrange for characters to involve her in their lives. Once she has insured her position, she will freely help other characters and even teach them how to develop their own counterparts to her Reality Alteration power.

HISTORY:

Louise Grant was a secretary for the Mark Mason Detective Agency in the 1940s. However, she was secretly the costumed crimefighter known as the Blonde Phantom. She often aided Mark Mason in his cases and frequently rescued him from danger. Grant was in love with Mason who ironically ignored her because he was in love with the Blonde Phantom. Although Mason was an adequate detective, he never realized his secretary and the Blonde Phantom were the same woman. Eventually she told him the truth about her dual identity. He proposed and they married in 1949. Louise retired from crimefighting to concentrate on raising the couple's two children.

Somewhere Louise developed her power and the ability to perceive reality as a comic book. As other 1940s characters were revived in modern times, the Masons expected their turn was coming when they would be made young again, but their turn never came. Mark died of old age two years ago and, at this point, Louise decided she had to take an active role in reviving her career and thus saving her life. She used her connections to get a job as the secretary to New York City District Attorney Blake Tower. On Louise's recommendation, Tower offered a job to Jennifer Walters (a.k.a. She-Hulk). Walters and Louise quickly became friends. Louise first revealed her power, then her past to her younger colleague. Louise taught She-Hulk how to develop similar powers; She-Hulk had already begun to perceive her writer's existence, thus further development was easy.

Unfortunately, conditions soon led to She-Hulk's dismissal from the D.A.'s office. What Louise will do now is anyone's guess, but she will be trying hard to gain an active role within somebody's published adventures, whether in comic book or role-playing game form.

STATISTICS:

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

Health: 110

Karma: 30

Resources: EX(20)

Popularity: -15

BACKGROUND:

Real Name: Unknown

Occupation: Enforcer

Legal Status: Unknown

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Madripoor

Past Group Affiliations: Partner of Roughhouse, employee of Gen. Hguyen Ngoc Coy

Present Group Affiliation:

KNOWN POWERS:

Vampirism: Remarkable ability to absorb the lifeforce of a victim. Victims can resist this effect by making a Psyche FEAT. Success means the victim repels Bloodscream's attack or resists his powers.

Victims are withered to a mummy-like state as they bleed uncontrollably from whatever point Bloodscream touches. A victim may survive by means of an Endurance FEAT or if Bloodscream purposefully leaves him alive. Note that, while most victims are left with a red scar in the shape of Bloodscream's handprint, mutants are immune to this scarring.

The absorbed lifeforce gives Bloodscream these powers:

* **Regeneration** of his lost Health by adding the victim's Health to his.

Other injuries are healed at a Remarkable rate.

* **Mind Control:** He has Remarkable control over the minds over any human he has caused to bleed.

Invulnerability to Metal: Bloodscream claims he cannot be harmed by any weapon forged by a mortal being. However, he can be harmed by metal forged by magic or by supernatural or divine beings.



Weakness: Bloodscream must be able to touch his victim's skin in order for his power to work.

Talents: Martial Arts B, C, and E.

Contacts: Roughhouse, General Nguyen Ngoc Coy

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bloodscream is a dour, pragmatic man. He is an opportunist whose sole joy is using his powers to terrify others and make himself rich. He uses formal, somewhat archaic speech.

HISTORY:

Little has yet been revealed about Bloodscream. He and his partner Roughhouse act as enforcers for the Asian crimelord, General Nguyen Ngoc Coy. In aiding General Coy in his attempt to unseat Tyger Tiger as the crimelord of the island nation of Madripoor, Bloodscream and Roughhouse first clashed with Wolverine.

Bloodscream remains an adversary of Wolverine to this day.

BLOODSTONE

STATISTICS:

F IN(40)
A EX(20)
S IN(40)
E UN(100)
R TY(6)
I FE(2)
P PR(4)

Health: 200

Karma: 12

Resources: IN(40)

Popularity: 1

BACKGROUND:

Real Name: Unknown

Occupation: Hunter, adventurer, mercenary

Legal Status: None (deceased)

Identity: Publicly known

Place of Birth: Northern Vanaheim (Scandinavia)

Marital Status: Single

Known Relatives: None

Base of Operations: Bloodstone Island, various mini-bases

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Longevity: As long as the Bloodstone remained embedded in his chest, he did not age or suffer damage from disease.

Regeneration: Monstrous ability to regain lost Health or missing body parts.

Power Glove: Incredible intensity lightning bolt; range 1 area.

Double-barreled Shotgun: Range 2 area, rate of fire 1 per turn. One shell is held in each barrel. Ammo includes:

* **Explosive:** 40 points of damage to the target

* **Pellet:** 15 points of damage total to targets within cone of fire.

* **Rocket:** Propellant charge can enable Bloodstone to travel 1 area.

Weakness: If the Bloodstone gem is removed from his chest, he dies immediately. By means of a Psyche FEAT, he can retain his life force and original intelligence; during this period, his Health drops one point per minute. If he hasn't regained the Bloodstone gem by that time, he dies permanently.



Talents: All forms of Combat, including Marksmanship, Military, and Business/Finance skills. He was fluent in a variety of languages, including extinct ones.

Contacts: P.D.Q. Werner, monster movie producer; Brad Carter, actor (deceased), and Samantha Eden, freelance journalist. Bloodstone also had a network of operatives, including William Brandon Montague III, a.k.a. Billy Brand, guardian of the N.Y.C. minibase #6; Erik Koenig, Bloodstone's personal pilot and

caretaker of Bloodstone Island (deceased); and Philip Leroux, European correspondent stationed in Moscow.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Ulysses Bloodstone was purely a man of action who never contemplated the greater pattern in his or his opponents' actions. He was obsessed with pursuing one goal at a time to the exclusion of all else. He could be easily distracted by immediate crises and, while solving such immediate problems, would usually forget his early purposes or plans.

HISTORY:

The man who would one day be known as Ulysses Bloodstone was born 10,000 years ago in Scandinavia. One of the best hunters in his tribe, he was lured into an encounter with the alien being known as Uluxy'l Kwan Tae Syn and the Bloodstone gem, an unearthly crystal that served as housing for the Hellfire Helix (see below), during one of his hunting trips. Irradiated by the gem and now possessing superhuman strength, the savage returned to his tribe and demonstrated how they, too, might acquire the same gifts. The entire tribe accompanied him back to the lair where the Helix sprung its trap, bombarding them with mystical energies and draining them of their minds and lifeforces. When Bloodstone realized what had happened, he lunged at the crystal with his spear and shattered the gem into hundreds of fragments, one of which imbedded itself in the savage's chest. The rest of the gem fragments were scattered across the planet.

Bloodstone discovered that he was now immortal and in possession of superhuman powers and dedicated himself to finding the lost fragments and Ulx. For the next 10,000 years, Ulysses Bloodstone, as he came to call himself, and Ulx played out their deadly roles. To keep Bloodstone from finding him, Ulx sent forth legions of extradimensional monsters to slay him. Bloodstone usually triumphed but only encountered Ulx a handful of times. Despite his mission, Bloodstone and his quest remained a secret from the public, although his exploits undoubtedly inspired many myths and legends.

When not engaged in the hunt or acquisition of new knowledge or languages, Bloodstone slept in self-induced suspended animation for up to a century at a time. Through shrewd investment of his mercenary earnings, Bloodstone also managed to accumulate a sizable fortune.

In the meanwhile, the Helix continued its plotting. It created a group of five willing human followers, the Conspiracy, and arranged for them to kill Ulx and take possession of the nearly rebuilt Bloodstone crystal. The Conspiracy's agents fought Bloodstone on several fronts while Bloodstone's operatives kept busy with irrelevant clues or quests; some, like Brad Carter, were killed. The Helix used its control over Bloodstone's mind to keep him busy with irrelevancies as well. For example, in his U.N. address, instead of alerting the world to the danger posed by the Bloodstone crystal and the Conspiracy, he simply asked for the U.N. to acknowledge the uninhabited Bloodstone Island as a sovereign nation. Finally, the Conspiracy and the Helix acted. Bloodstone was taken captive by the Conspiracy and his will to resist was stripped from him; he was killed when the gem was amputated from his chest. Still, residual power remained to reanimate Bloodstone in a zombie-like state where he possessed only long-dormant memories of his original existence. Bloodstone trailed the Helix and, through sheer mental strength, destroyed it. Then his flesh fell to dust and his skeleton fell to the ground.

Curiously, a fragment of the Bloodstone gem became imbedded once more in Bloodstone's sternum, but he remained dead. The skeleton was recently acquired by Baron Zemo II and used in his quest to possess the Hellfire Helix. The sternum was removed and the rest of the skeleton dumped in the sewer system. The skull is currently in the Avengers' possession, the bulk of the skeleton is in the Conspiracy's lair deep beneath Central Park, and the sternum is atop Mt. Fujiyama in Japan.

THE BLOODSTONE AND HELLFIRE HELIX

The Bloodstone gem resembles a ruby approximately 2'-3' wide. It is an unearthly crystal that arrived on Earth shortly before Bloodstone discovered it. The crystal housed the Hellfire Helix, a non-organic lifeform that possessed great magical powers. In order to exist within the Earth dimension, the Helix had to encase itself within a protective crystal shell. The Helix desired to conquer Earth and to this end it required a native host as its agent and observer. Through its servant Ulx, it lured the primitive Bloodstone to its lair and offered him a portion of the gem's power.

The Helix's original crystal housing was destroyed by Bloodstone, and Ulx spent the next 10,000 years seeking the fragments. By the 20th century, he had acquired all but four of the pieces. Meanwhile the Helix used its unwitting spy Bloodstone to study the rise of humanity. In the late 20th century, it decided the world was ripe for conquest and it enticed four humans and a dolphin to form the Conspiracy to serve it. Aware that Bloodstone never suspected that they were mere pawns in the Helix's game, upon Bloodstone's death, they merged their lifeforces with the Helix to transform the rebuilt Bloodstone gem into an anthropoid form, which allowed the Helix to go on a brief rampage in New York before the barely living Bloodstone overcame the Helix and shattered the crystal golem.

However, the Helix was not destroyed completely and it retained its ability to subtly control mortal minds and convince people to seek out its shattered fragments. Recently, it coerced Baron Zemo II to reassemble the fragmented shard that had decorated Bloodstone's chest for so long. The Helix again managed only a brief flurry of activity before it was disrupted again.

STATISTICS:

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

Health: 50

Karma: 32

Resources: GD(10)

Popularity: -1

BACKGROUND:

Real Name: Unknown

Occupation: Ex-S.H.I.E.L.D. agent, spy for Corporation, professional criminal

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

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Double agent for S.H.I.E.L.D. and Corporation

Present Group Affiliation:

KNOWN POWERS:

Rocket Skates: Rocket engines enable the user to reach Amazing speed (125 mph), leap 10' in the air, or climb vertical surfaces. Retrorockets in the toes enable the user to break instantly or travel backwards. The fuel limits use to 30 minutes of travel.

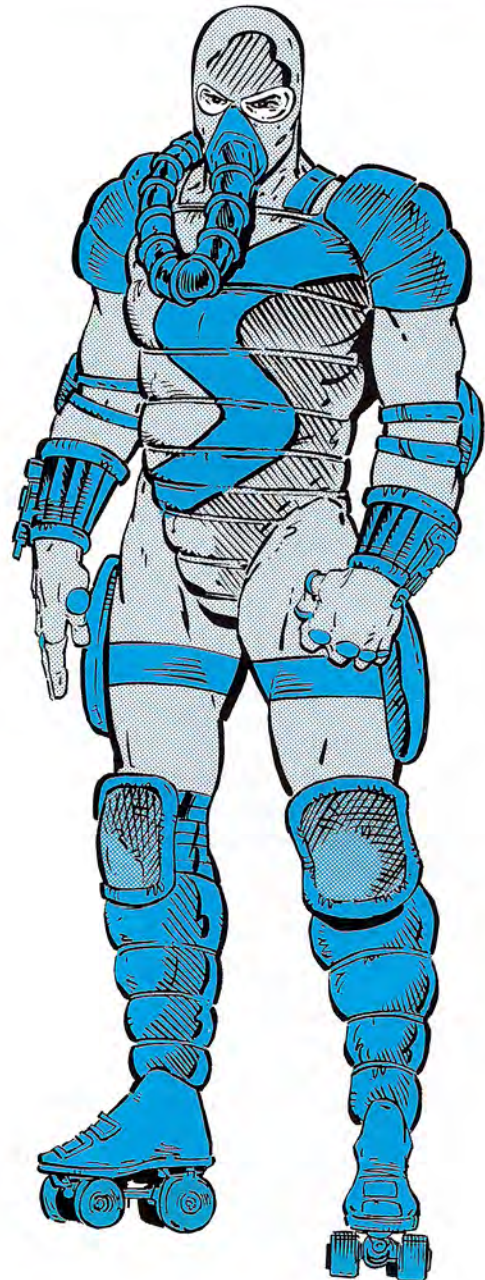
Laser Gauntlets: Incredible intensity beam capable of melting through a 2" steel plate in 30 seconds. Range 10 feet.

Body Armor: Remarkable protection from physical attacks.

Tacks: These puncture normal tires. He carries enough to cover 1000 square feet.

Talents: All forms of combat, Acrobatic, Criminal, and Espionage skills.

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Blue Streak is a criminal seeking to use his gimmick to make himself rich. He may hold a grudge but not if it interferes with his earning potential.

HISTORY:

The Blue Streak was an operative of the subversive organization called the Corporation and was assigned to infiltrate S.H.I.E.L.D.'s "Super Agent" program. Inspired by the large number of independent superbeings, S.H.I.E.L.D. had decided to create its own cadre of superbeings and high tech operatives whose equipment gave them the functional equivalents of super powers. The Blue Streak was provided with his unique rocket-propelled skates and trained in their use. However, he was exposed as a Corporation spy and defeated in combat by Captain America.

After leaving prison, the Blue Streak led a successful career as a professional criminal in the American Midwest. His rocket skates and laser weaponry enabled him to pursue moving vehicles on highways and rob them in transit. Eventually the Blue Streak clashed again with Captain America, who encountered him on the highways of Appalachia. The Blue Streak decoyed Captain America into going down a cliffside looking for him, while the Blue Streak actually escaped in another direction. Unable to travel much further under his skates' power, Blue Streak hitchhiked a ride on a passing truck. Unfortunately the Blue Streak's race had come to the end; the driver was actually Scourge, who promptly shot him in the head.

STATISTICS:

	Madison	Box
F	GD(10)	AM(50)
A	GD(10)	IN(40)
S	GD(10)	UN(100)
E	RM(30)	UN(100)
R	EX(20)	EX(20)
I	EX(20)	EX(20)
P	IN(40)	IN(40)

Health: 60/290

Karma: 80/80

Resources: TY(6)

Popularity: 20 (8 outside Canada)

BACKGROUND:

Real Name: Madison Jeffries

Occupation: Adventurer, machinist, ex-soldier

Legal Status: Canadian citizen

Identity: Known to Canadian authorities

Place of Birth: Canada

Marital Status: Single

Known Relatives: Lionel (brother, deceased)

Base of Operations: Alpha Flight Headquarters

Past Group Affiliations: Gamma, Beta, and Alpha Flight

Present Group Affiliation:

KNOWN POWERS:

Molding: Unearthly ability to control, animate, and spontaneously reshape any metal within 6 areas of his location. The power can be used for these stunts:

* **Disruption:** Up to Unearthly damage can be inflicted on metallic characters who fail to make an Endurance FEAT.

* **Growth (Mass Gain):** By absorbing metals and incorporating them into Box's form, Box can grow to 20 times its original size.

* **Healing:** By using his powers on metallic characters, he can repair up to Unearthly damage.

The following powers can only be used while in the Box armor.

Flight: Incredible speed (300 mph in air, 4000 mph in space)

Hyper-Burrowing: Feeble speed (2 areas per turn)

Communication with Cybernetics: Excellent ability to communicate with any computer system.

Elongation: Amazing ability to

stretch 50 yards without taking in new mass.

Invulnerability: Remarkable resistance to physical attacks.

Sensors: Onboard equipment gives him these Amazing powers:

* **Infrared vision and heat detection:** range 1000 miles.

* **Radar:** 200 mile range

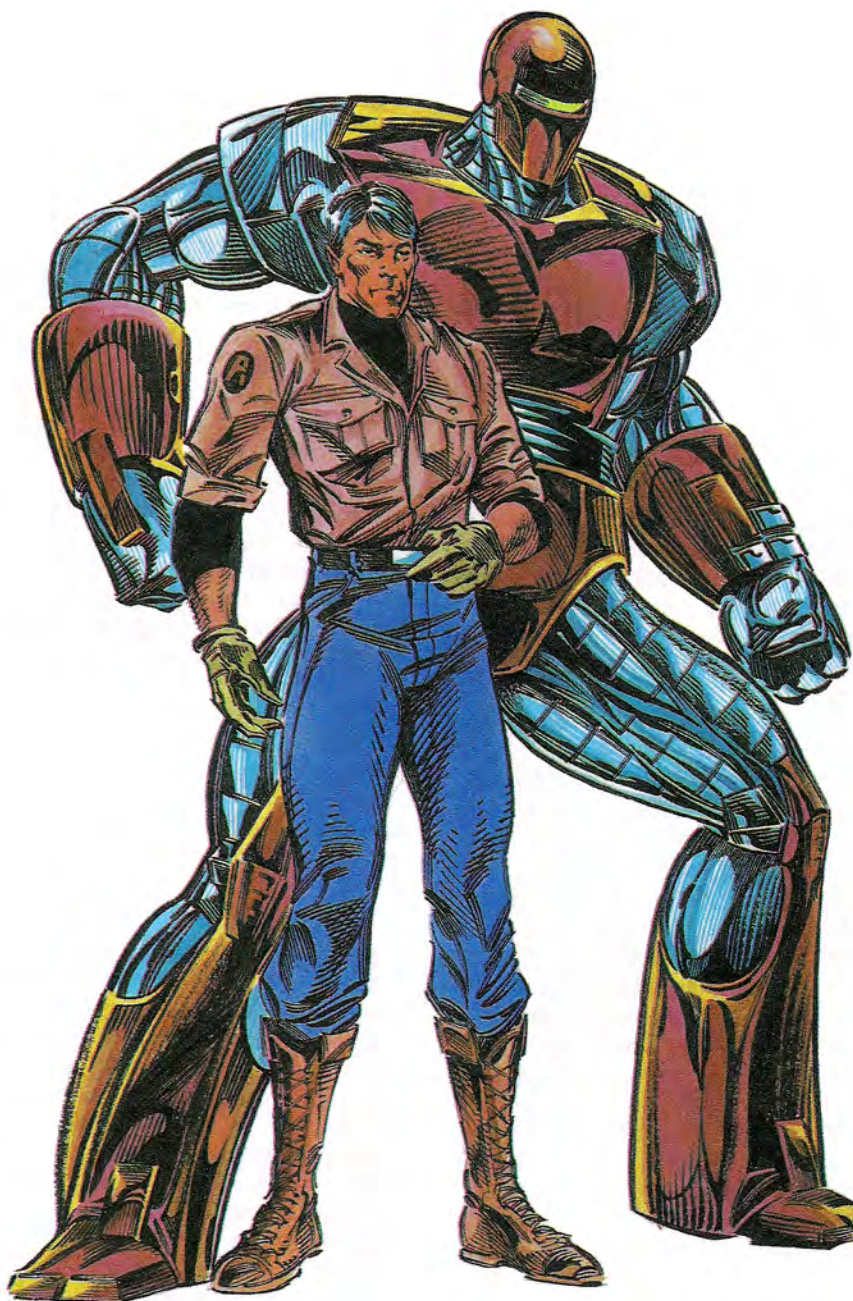
* **Radio:** 200 mile range; Incredible ability to jam other transmissions within 5 areas.

* **Radiation:** 1000 miles range

Talents: Engineering, Piloting, and Military skills.

Contacts: Alpha Flight

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Madison Jeffries seems uneducated, rough-mannered, and unsophisticated, but he is quite bright. Although he is in love with, and was engaged to, Heather Hudson (a.k.a. Vindicator), he is also drawn to Diamond Lil.

HISTORY:

Madison and Lionel Jeffries were brothers with psionic transmutative powers. Madison's power gave him control over metal while Lionel's gave him control over organic substances, especially living tissue. Madison hated his powers for making him different from other people, although they did assist him to become a highly proficient mechanic and machine builder. Lionel, on the other hand, accepted his powers and used them to become a noted surgeon.

Like many other Canadians, the brothers enlisted in the U.S. Army during the Vietnam War. Madison continued to be a mechanic, hoping that the demands of the war would help him forget his powers, but Lionel, who became an Army medic, hoped to use his powers to help war casualties. The brothers were serving in the same squad on a field mission when an explosion killed most of the squad. The explosion tore its victims apart. Horrified, Lionel desperately tried to use his powers to reunify the corpses and return the bodies to life. Such a feat was beyond Lionel's power and he went insane with frustration. All Madison could do was create shackles to restrain his mad brother. Lionel's sanity never returned and eventually he became the menace dubbed Scramble, the Mixed-Up Man. Madison had Lionel committed to a padded cell in Montreal General Hospital.

Madison also suffered from psychological disturbances and ended up at the Clinic for Socially Maladjusted Superbeings, where the staff tried to help him overcome his feelings of alienation from humanity. There he met Roger Bochs, a paraplegic who blamed the world for the loss of his legs. They became friends

and allies against the staff's efforts to cure them of their psychological problems. James Hudson (a.k.a. Guardian) convinced the men to join Canada's "Department H," the framework for their fledgling superhero teams, and the Gamma Flight training program. The two men respected Hudson enough to overcome their misgivings and sign up. They soon advanced to Beta Flight. It was during this time that Madison became amorously linked to Lillian Crawford, the future Diamond Lil of Omega Flight.

Alpha, Beta, and Gamma Flights were disbanded when the government suddenly canceled Department H. The frustrated trainees turned criminal with the exceptions of Jeffries, Bochs (now operating as Box), and Marrina. Six weeks after Box joined Alpha Flight, Roger sought out Lionel. Together the men created a new, stronger Box armor, which Roger could enter by "phasing" into the control compartment.

Madison was present at Alpha Flight's final showdown with Courtney and used his powers to destroy the robot. His feat made him finally realize he could use his powers for higher purposes than simply being a mechanic; he joined Alpha Flight as their resident machinesmith. He and Roger restored Hudson's Guardian armor and modified it for Heather Hudson's use as the new Vindicator. When Heather accidentally freed Lionel, Madison seemingly convinced to Lionel to use his own powers to restore his own sanity. In truth, all Madison succeeded in doing was convince Lionel to pretend to be sane.

Roger suffered a nervous breakdown after an underwater adventure left him with the bends. Alpha Flight took Roger to Lionel's New Life Clinic in Vancouver. Although he was no longer licensed to practice medicine, Lionel had managed to set up the clinic and secret research laboratory with the aid of a mysterious benefactor. Lionel used his powers to extricate Roger from the Box armor and cure his case of the bends. Then he gave Roger a new pair of legs and told Roger he had reshaped Roger's own fatty tissues, but in truth

he had made the legs from corpses in his possession. Walter Langkowski's disembodied spirit took possession of the Box armor in order to defeat Pestilence, a supernatural being who had possessed and reanimated Snowbird's corpse. After Pestilence was defeated, Langowski transferred his spirit to Snowbird's form.

Roger suffered his final mental collapse when Aurora rejected him for the newly reborn Langkowski. To stop Roger's rampage, Madison took control of the Box armor. Bochs felt betrayed, his despair amplified when his new legs began to wither away. Lionel approached Roger with a new plan, one to which he agreed. Lionel and Roger merged into a new being who would combine Lionel's transmutative power with Roger's genius for design. The composite creature, Omega, was dominated by Lionel's mind and battled Alpha Flight. The horrified Roger tried to battle Lionel but was lobotomized and thus destroyed. Madison modified the Box armor again and used it to help battle and finally destroy Omega. During that battle and in the months to come, Madison discovered that the addition of his powers greatly enhanced the Box armor's powers and capabilities. The new Box is capable of becoming any machine or transport the team needs, provided Madison can visually imagine it and the necessary materials are on hand. However, because the Box armor is now controlled directly by Jeffries' power, rather than through mechanical controls, no one else can use the Box armor.

Jeffries' relationship with Heather has had its ups and downs. While they were engaged to be married, the initial ceremony had to be postponed when Heather was sealed in her Vindicator costume. Later, they decided to postpone the nuptials until a later time. Recently, Diamond Lil joined Alpha Flight and rekindled her romance with Jeffries, a romance they have thus far kept secret from Heather.

STATISTICS:

F IN(40)
A RM(30)
S GD(10)
E EX(20)
R TY(6)
I PR(4)
P TY(6)

Health: 100

Karma: 16

Resources: EX(20)

Popularity: -10

BACKGROUND:

Real Name: Unrevealed

Occupation: Assassin, professional criminal, ex-mercenary

Legal Status: U.S. citizen with criminal record

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Presumed single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Ex-member of Eric Slaughter's gang, ex-employee of the Kingpin

Present Group Affiliation:

KNOWN POWERS:

Adamantium Skeleton: +1CS to damage in blunt, charging, or any attack that uses his body. He is invulnerable to any attack designed to break his bones, although he still suffers bruising or other internal damage.

Talents: He is +1CS to attack with any thrown missile attack. His maximum range for throwing a baseball-sized mass is 100'. Bullseye is able to use any throwable object as a deadly weapon, including hairbrushes, vases, and even playing cards.

Other talents include Military, Marksmanship, Explosives, and Martial Arts D. He is skilled in using pistols, rifles, knives, whips, sais, shurikens, nun-chuks, grenades, and various explosives.

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bullseye is a lethal egomaniac who delights in killing as a means of bolstering his self-image. He has a monomaniacal obsession to defeat Daredevil or anyone else who defeats him. Bullseye's secondary goal is simply to get rich and famous; acting as a costumed assassin is simply a means to this end.

HISTORY:

The man who became known as Bullseye had perfect aim in throwing things. He had signed up as a major league baseball pitcher but decided to become a soldier instead and soon became known for the sadistic pleasure he took in killing his enemies. One day on patrol, he heard a guerilla come up behind him. He spun about, preparing to fire, only to discover his gun was empty. The guerilla raised his own gun and prepared to fire, when the future Bullseye hurled his rifle at the guerilla and speared him with its bayonet blade. This incident proved a turning point in the future Bullseye's development.

Eventually he became a mercenary in Africa and spent his free time perfecting his throwing skills and mastering the unusual weapons he discovered in his travels. He returned to New York City where he adopted the costumed identity of Bullseye and launched a series of extortion attempts. He demanded \$100,000 from millionaire Arthur Hunnicutt and, when Hunnicutt refused, killed him by hurling a sharp pen into his neck. (In truth, Bullseye had intended to kill Hunnicutt anyway as an example for other extortion victims.) Bullseye sought publicity to give himself a more fearsome image and told his story to *Daily Bugle* reporter Jake Conover. Bullseye fought and defeated Daredevil during a circus performance at Madison Square Garden, although

Daredevil tracked Bullseye down and prevented him from killing another extortion victim.

Bullseye was subsequently hired by Maxwell Glenn, then under the control of the Purple Man, to kill lawyers Matt Murdock (a.k.a. Daredevil) and Franklin "Foggy" Nelson. Of course this led to another fight with Daredevil, in which Bullseye failed to kill the hero or carry out his assignment. As a result, Bullseye lost his formidable reputation, at least in his own mind. Determined to regain his image, Bullseye took over a television studio and announced he would kill his hostages unless Daredevil came to fight him. Daredevil accepted the challenge and defeated Bullseye on a live broadcast.

Bullseye was imprisoned but escaped. He became associated with Eric Slaughter's organization of assassins. He kidnapped the Black Widow, Daredevil's former lover and partner. Daredevil came to her rescue, defeated Bullseye, and returned him to prison. There, Bullseye went temporarily insane due to a brain tumor. He again escaped but was once more captured by Daredevil. In prison he underwent treatment that removed the tumor and restored him to his normal, questionable level of sanity.

Bullseye made a daring escape and went to seek assistance from his former employer, the Kingpin, only to discover that the ninja Elektra had become the Kingpin's principal assassin. Hoping to regain his position, Bullseye tracked down, battled, and mortally wounded Elektra who died

in the arms of her lover Daredevil. A vengeful Daredevil battled Bullseye again; Bullseye ended up hanging onto Daredevil as the two men hung suspended over a great height. Despite their precarious position, Bullseye again attacked Daredevil, who promptly dropped him. The fall broke many of Bullseye's bones and shattered his spine. The now-paralyzed Bullseye was abducted to Japan by men in the employ of Kenji Dyama, alias Lord Dark Wind. A former Japanese pilot during WWII, he had sought to create an army of invincible warriors by bonding adamantium to their bones. However, the notes of his process were stolen and it took him years to reinvent the process.

Lord Dark Wind used his bonding process to repair Bullseye's shattered skeleton. He intended that, in return, Bullseye would serve him as his head assassin and trainer for his soldiers. When Bullseye regained his health and mobility, Lord Dark Wind directed him to return to New York City and assassinate the Japanese minister of trade who was there on a visit. Bullseye had no intention of carrying out the assignment since he was not being paid for it. Instead, Bullseye went to the Kingpin and again asked for his old position. The Kingpin told Bullseye to assassinate Daredevil and, if he was successful, they would then discuss Bullseye's future. Once again Bullseye fought Daredevil and ended up in prison where he remains as of this writing.

STATISTICS:

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

Health: 120

Karma: 40

Resources: AM(50)

Popularity: -30

Real Name: Raoul Bushman

Occupation: General of the Armies and President-for-Eternity of Burunda, ex-mercenary and terrorist

Legal Status: Citizenship unrecorded; wanted international criminal

Identity: Publicly known

Place of Birth: Burunda

Marital Status: Unrecorded

Known Relatives: None

Base of Operations: Burunda

Past Group Affiliations: Dictator of Burunda, former leader of his own organization of terrorists, mercenaries, and criminals

Present Group Affiliation:

KNOWN POWERS:

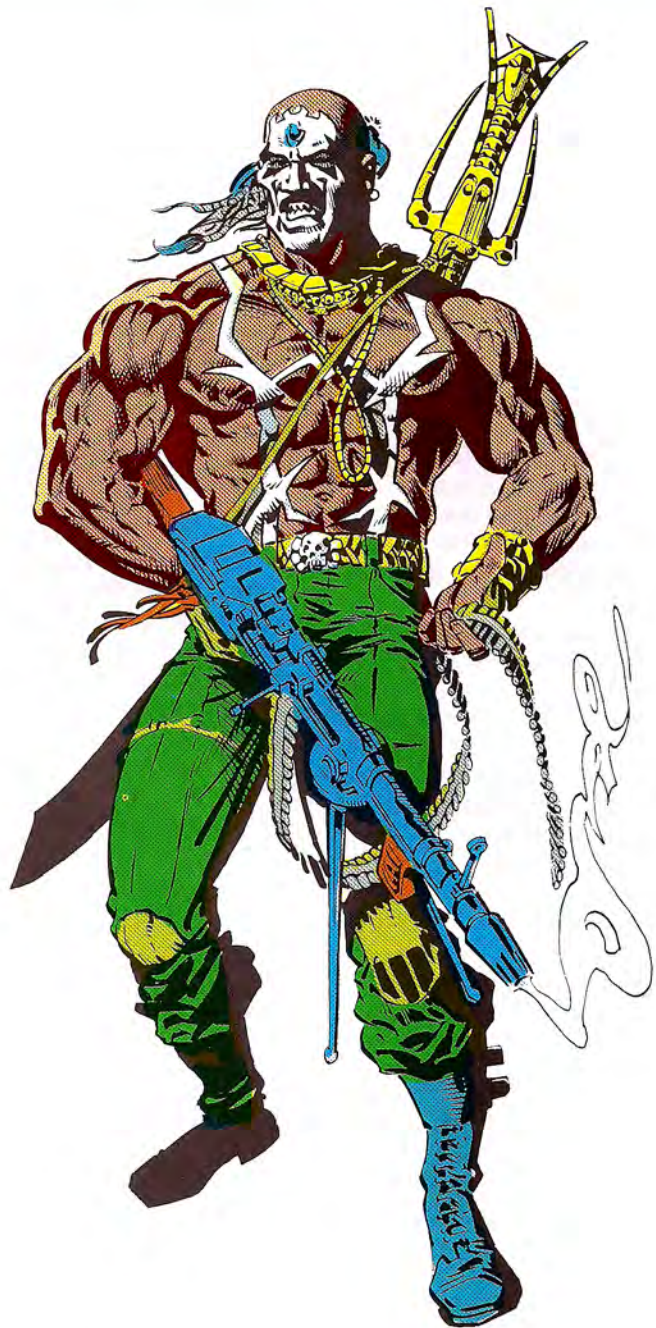
Bushman employs a variety of weapons including:

Two-handed Sword: 20 points of damage per blow.

Machine Gun: 30 points of damage per 20-bullet burst.

Talents: Bushman is trained in a number of weapons and martial skills, among them Marksmanship, Swordsmanship, Martial Arts B, Wrestling, Guerilla Warfare, Terrorist Tactics, Military Strategy, Leadership, and Propaganda.

Contacts: Currently Bushman has control of Burunda and its resources, including its military.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bushman is obsessed with Moon Knight. He considers himself responsible for Moon Knight's creation, hence it is his rightful duty to kill him. Bushman is a hypocrite who portrays himself in noble terms that disguise his bloodthirsty cruelty. He likes to portray himself as a champion of Burunda who loves his people.

HISTORY:

Little is known of Raoul Bushman's past before he led a team of mercenary soldiers fighting rebel forces in the Sudan south of the Egyptian border. He had developed a formidable reputation as a mercenary soldier known for his ruthless but effective methods. To insure instant recognition, Bushman bleached and tattooed his body to make the distinctive markings he now wears. Bushman's second in command at the time was an American mercenary Marc Spector. Spector became appalled at the atrocities Bushman's men committed and resolved to leave his employ at the earliest opportunity.

Bushman discovered that American archaeologist Dr. Peter Alraune, Sr. had discovered the tomb of the pharaoh Seti III near the town of Selima. Bushman attacked the town and stole the treasures Alraune had already found. Alraune properly feared that Bushman would simply

melt the treasure down for its gold and attempted to kill Bushman. Spector stopped Alraune only to see Bushman slaughter the archaeologist. Spector found Alraune's daughter Marlene and helped her escape. Bushman ordered the slaughter of the Selima villagers. Spector protested, but Bushman knocked him out and left him in the desert to die. Spector survived the ordeal and eventually became Moon Knight.

When the war in the Sudan cooled, Bushman came to the U.S. as a terrorist and thief. During his gang's criminal rampage, Bushman fought the Moon Knight and discovered that he was Marc Spector. Bushman was defeated and fled the U.S. He decided to settle down and return to his homeland of Burunda (not to be confused with Burundi, another African nation), a former Portuguese colony. He used his military skills to take power and used his tactical skills, military expertise, and sheer ruthlessness to coalesce his power and build Burunda into an impressive albeit minor power.

As the head of a sovereign nation, he also gained diplomatic immunity from arrest for his past crimes. This aided his plot against Moon Knight, when Bushman came to New York City and kidnapped Marlene Alraune. He demanded \$10 million ransom, the money ostensibly going to fill Burunda's anemic treasury. Although Spector had the money, he had no way of immediately raising it. Instead, he chose to rescue Marlene. As Moon Knight, he pursued Bushman and Marlene back to Burunda. Moon Knight and Bushman fought a duel in the courtyard of Bushman's presidential compound, and Bushman lost. He screamed in frustration as his would-be victims soared off into the night.

The defeat has cost Bushman some of his fierce, invulnerable reputation, but not enough to threaten his position. He still sits in Burunda, venting his anger on the populace and plotting revenge against Moon Knight.

STATISTICS:

F EX(20)
A RM(30)
S GD(10)
E RM(30)
R TY(6)
I GD(10)
P GD(10)
Health: 90
Karma: 26
Resources: EX(20)
Popularity: 25

BACKGROUND:

Real Name: Monica Rambeau
Occupation: Ship captain, adventurer, ex-policewoman
Legal Status: U.S. citizen
Identity: Secret
Place of Birth: New Orleans, Louisiana
Marital Status: Single
Known Relatives: Frank, Maria (parents)
Base of Operations: New Orleans

Past Group Affiliations: New Orleans Harbor Patrol, Avengers
Present Group Affiliation:

KNOWN POWERS

Energy Sheath: An energy field of unearthly intensity surrounds her body. By manipulating this field, she can attain her old powers without risking the dangers associated with her old body-to-energy transformation. The field gives her these powers:



* *Flight*: Unearthly speed (600 mph in air, 40,000 mph in space)

* *Energy Blast*: Monstrous rank, either in the form of a beam with a range of 60 areas or a spherical field 75 feet wide. The energy forms she can use include:

Hard Radiation Emission

Heat

Light Generation

Kinetic Bolt

* *Radiowave Generation*: This power can be used to communicate with Monstrous ease or to jam other transmissions with static

* *Forcefield*: Gives her Monstrous protection against energy attack by diverting the energy into another dimension

Weakness: In her current form, she can fly and use a maximum of a single other power at any time. She can switch to another power once each turn.

Talents: Criminology, Law Enforcement, Maritime Law, Maritime Navigation, Boating, Marksmanship (pistol), Martial Arts A, B, and E. She speaks Portuguese, Spanish, and French with varying degrees of fluency

Contacts: Avengers, New Orleans Harbor Patrol, FBI agent Derek Freeman, James "Rhody" Rhodes (a.k.a. Iron Man II), physicist Andre LeClaire

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Despite her impressive history, she is still fairly new to the superhero trade. She is prone to fits of self doubt, but these periods of indecision tend to give her even greater determination to try. She still has a tendency to let her private life slip away while concentrating on superheroics.

HISTORY

Monica Rambeau gained her powers as a result of accidental exposure to an exploding energy weapon. Shortly after, she joined the Avengers. Initially she resisted revealing her identity to the Avengers because she simply did not trust some of them, such as the Sub-Mariner. Eventually she overcame this, although some Avengers may still be unaware of her true identity.

When the Wasp left the Avengers for a much needed vacation, the chairmanship was left open. Captain America nominated Captain Marvel and, although she felt unsure of her capacity to lead, she assumed the position. Unfortunately she never felt she was able to live up to Captain America's faith in her. Although she grew increasingly self-confident, she had the misfortune to lead the group through one of the fastest shifting rosters in its history, including the temporary disbanding of the entire East Coast organization.

To be fair, it is must be stated that Nebula, then operating as Nebula Kang, was subtly controlling the subconscious minds of certain Avengers at this time. It is possible that Captain Marvel's self-admitted inability to take command may have been a result of this interference.

Her personal life slid into virtual non-existence. She spent most of her time in uniform on Avenger duty and rarely took time to relax. Among the perks of the job was meeting FBI agent Derek Freeman. Although the two took an immediate liking to each other, that relationship still has not had a chance to advance past casual flirtation.

Her control of her own powers fared little better. When she was in her energized form, she had to constantly concentrate on retaining the coherence of her energy form so that should could resolidify at her previous mass. Unfortunately her control over her powers slipped and she was losing mass each time she transformed to energy.

Captain Marvel's crisis point came during the Avengers' assault on the rampaging Marrina when she trans-

formed herself into a blast of electricity. Despite her effort, her body's energy dispersed throughout the ocean. It took her a day to collect enough of her energy to resolidify. When she did so, all she could produce was an emaciated version of her former self. The Avengers flew her home to New Orleans for a lengthy recuperation.

During this period, she believed she had lost her powers. It is possible that the power loss was a result of subconscious fear of losing herself again. Certainly something was going on at a subconscious level, for when her powers suddenly returned months later, they were of a different nature. Captain Marvel later theorized that she had restructured her powers by unconscious force of will.

Monica Rambeau slowly recovered and chose to pursue work as a ship's captain. With her maritime connections, she had no difficulty finding work captaining the Tea Cake, a cargo ship owned by Ron Morgan, an old friend of hers from the Harbor Patrol. Unfortunately the ship was hit by pirates seeking a crate of Stark-designed circuits they believed were hidden on-board. The crew was massacred and the few passengers taken captive. Only chance saved Rambeau's life. Weaponless, the only advantage she had was the Captain Marvel costume she had brought along as a memento of her past. She donned the costume and hoped that she could deceive them that she still had her powers—it worked and they surrendered. However, the pirates' leader Powderkeg was not so gullible. During her battle with him, her powers emerged from their slumber and, although she was initially unsure how to use them in their new form, she still managed to emerge victorious.

With the reorganization of the Avengers, she has rejoined their ranks as an on-call member, although this time she is going to concentrate on preserving her personal life and career. She is acting manager of Ron Morgan's shipping line while he serves time for possession of the stolen Stark circuits.

STATISTICS:

F RM(30)
A RM(30)
S IN(40)
E IN(40)
R RM(30)
I PR(4)
P EX(20)

Health: 140

Karma: 54

Resources: PR(4)

Popularity: -20

BACKGROUND:

Real Name: Unknown

Occupation: Criminal

Legal Status: None (deceased)

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Telepathy: Excellent rank.

Phasing: Excellent ability to render himself immaterial and pass through physical barriers.

Levitation: Typical rank.

Teleportation (Self): Excellent rank. Each teleportation was accompanied by a flash of light and a sulphurous odor.

Disruption: Incredible power to break down molecular bonds of any object he touches. Effects include:

- * Target collapses into ash or powder
- * Spontaneous combustion

Telekinesis: Excellent rank, although the power is limited to organic matter or water.

Red Dust: Carrion devised a variety of red powders that each acted as a potent weapon. Known types included:

* *Anaesthetic:* Excellent intensity, causing instant unconsciousness for 1-8 hours.

* *Corrosive:* Remarkable intensity

* *Cellular Rotting:* Bacteria spores quickly eat away a victim's flesh, causing Typical damage each turn.

Weakness: Due to the nature of the Parker-monster's genetics, the monster and Carrion negate each other's powers while they are in contact.

Talents: Carrion possessed Incredible Reason in the fields of Biology,



Genetic Engineering, and Induced Mutation.

Contacts: Darter (deceased)

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Carrion believed he was the clone of Miles Warren. As such, he was obsessed with destroying Spider-Man in vengeance for the death of Gwen Stacy.

HISTORY

Carrion's original identity is unknown. He was long believed to be the clone of Professor Miles Warren, the biochemist and teacher who had also been the costumed villain known as the Jackal. Warren had an obsessive infatuation with his student Gwen Stacy. When she died during a battle between Spider-Man and the Green Goblin, Warren's mind snapped. He held Spider-Man responsible and sought to kill him in revenge. After learning Spider-Man's secret identity of Peter Parker, he began to use his scientific knowledge to conduct a campaign of terror against him.

Warren had devised a means of producing pseudo-clones—that is, he was able to inject genetic material from a donor into a human subject, place the subject in a special device, and transform that person into a virtual duplicate of the original donor. He used his “clone caskets” to produce pseudo-clones of Gwen Stacy, Spider-Man, and himself. The Stacy and Spider-Man pseudo-clones were used in an attempt to psycho-

logically and physically destroy the real Spider-Man. The plot failed: Warren and the Spider-Man pseudo-clone were killed, and the Stacy pseudo-clone went on to try to live a life of her own.

The Warren pseudo-clone remained in its casket. Due to an equipment malfunction, the pseudo-clone began to age at an accelerated rate. Another malfunction caused the being to develop superhuman powers and remain alive despite its apparent age. One of Warren's former students, Randy Vale, entered the now-abandoned laboratory and opened the clone casket. Carrion emerged, a cadaverous being endowed with Warren's memories and personality. Carrion forced Vale to become his accomplice and adopt a costumed identity as Darter.

Carrion met with the Masked Marauder, then head of the Nefaria family of the Maggia. The Marauder sought to kill Spider-Man for his recent interference in Maggia activities and Carrion offered to carry out the assassination. However, the doubting Marauder refused the offer. Carrion then carried out his plan of vengeance aided only by Darter. The

two villains clashed with Spider-Man and the White Tiger. Finally, Carrion captured Spider-Man and used his cloning techniques to create a monster from a sample of Parker's cells. The monster was intended to kill Parker, then Carrion would kill Parker's loved ones himself. Carrion had earlier promised to transfer Spider-Man's powers to Darter, but when Darter realized Carrion was incapable of carrying out the transferral, he attacked Carrion but died in the process. Spider-Man broke free from his bonds and defeated Carrion's monster. The monster then turned on Carrion himself. As the laboratory broke into flames, the monster killed Carrion, then perished in the fire.

Recently, Spider-Man encountered the Gwen Stacy pseudo-clone. He discovered that she was actually a living woman genetically remade in Gwen Stacy's image and, with the help of the Young God Daydreamer, he restored her real identity and form. Spider-Man was left wondering about the true identities of the other pseudo-clones.

STATISTICS:

	I	II	III
F	TY(6)	EX(10)	GD(10)
A	GD(10)	GD(10)	GD(10)
S	TY(6)	GD(10)	GD(10)
E	GD(10)	EX(10)	GD(10)
R	AM(50)	EX(20)	GD(10)
I	TY(6)	EX(20)	TY(6)
P	TY(6)	TY(6)	PR(4)
Health:	32	40	40
Karma:	62	46	20
Resources:	GD(10)	TY(6)	EX(20)
Popularity:	0	-5	-5

BACKGROUND:

Real Name: I—Curtis Carr;

II—Arch Morton; III—Calvin Carr

Occupation: Professional criminal;
(I is also research scientist)

Legal Status: U.S. citizens with
criminal records

Identity: Publicly known

Places of Birth: Unknown

Marital Status: I—Single;

II & III—Unknown

Known Relatives: Curtis and Calvin
are brothers

Bases of Operations: New York City

Past Group Affiliations: I—None;

II—employee of the Baron; III—

employee of the gangster Mingo

Present Group Affiliation:

KNOWN POWERS

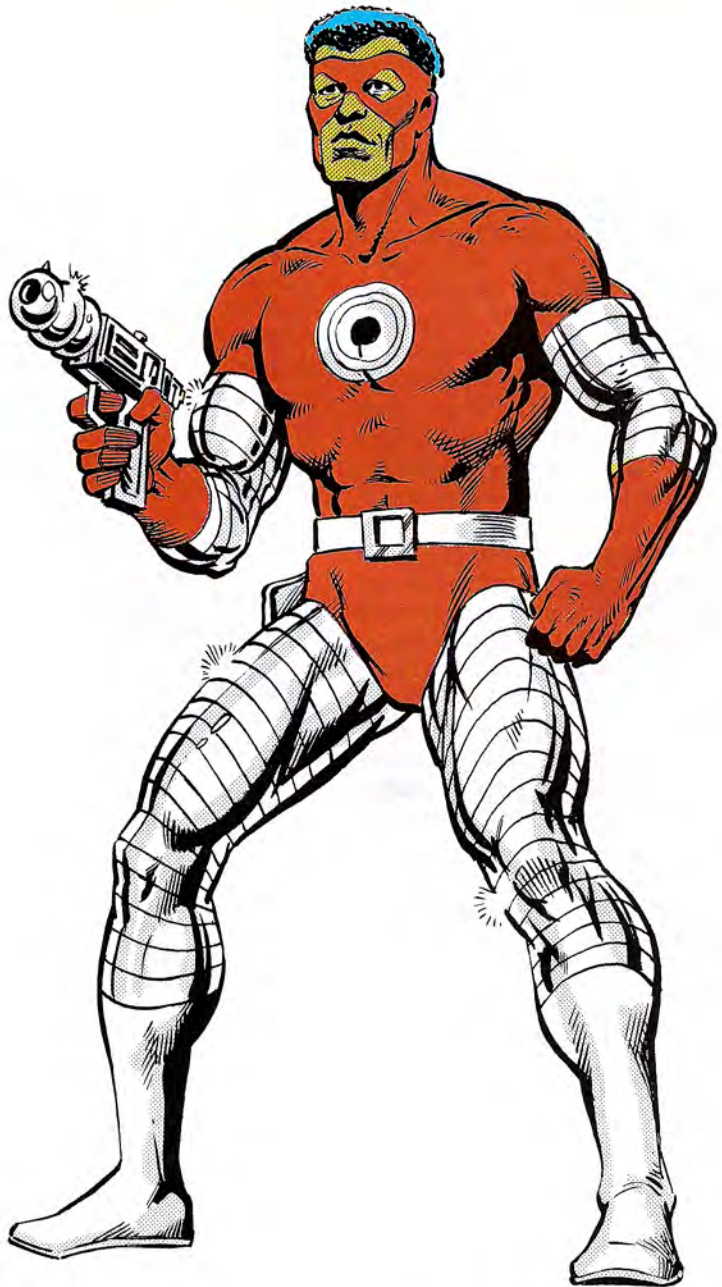
Chemistros I and III possessed no innate powers and depended on the Alchemy Gun (range 20 feet). Only Chemistro II possessed the powers of the Alchemy Gun (range: contact).

Otherwise, all three men had the same powers:

Elemental Conversion, Molecular Conversion: Incredible ability to transform any material into a desired substance. Normal range is 20 feet. Transformed substances are atomically unstable and crumble to powder within 1-6 hours.

Talents: I—Amazing Reason in the fields of physics and transmutation;
II Criminal skills; III—Knowledge of the criminal underworld, especially the illegal drug trade.

Contacts: I: Tony Stark, Iron Man, Power Man



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

I—As Chemistro Curtis Carr was primarily concerned with vengeance against Mainstream Motors. Now he is trying to make amends for that part of his life.

II—Morton was out to make a buck with his purloined power.

III—Calvin Carr suffered from sibling rivalry and saw his power and activities as a way of proving himself better than his brother.

HISTORY

Curtis Carr was a research scientist working for Mainstream Motors, an automobile manufacturer. Carr grew dissatisfied with his duties and devoted his time to the development of an "alchemy gun" that could transmute substances. When company president Horace C. Claymore was shown the gun, he insisted that since Carr had worked on the gun on company time, the company now owned it. When Carr refused to turn over the Alchemy Gun for the details of its construction, he was immediately fired.

Bent on revenge, Carr undertook a program of physical training. He assumed the identity of Chemistro and began attacking Mainstream Motors facilities. Claymore hired Luke Cage (a.k.a. Power Man) to defend the company. While grappling with Cage, Chemistro accidentally transmuted his own foot to steel. When his foot crumpled to dust, the

shocked Carr surrendered to custody.

While in prison, fellow inmate Arch Morton beat the Alchemy Gun's secret out of Carr. Upon Morton's release, he devoted his energy to building an Alchemy Gun of his own. The prototype was unstable and, when it blew up in Morton's hand, it transferred its powers to his body. Morton assumed the identity of Chemistro and went to work for a crimelord known as the Baron. In the meantime, Carr was paroled and, having reformed, built a nullifier for the Alchemy Gun's effects. Carr gave the nullifier to Luke Cage, the hero known as Power Man, who used it to destroy Morton's power. Morton was returned to prison, where he currently remains.

Much later, Curtis Carr built another Alchemy Gun for research purposes. Although Curtis had no plans for a renewed criminal career, his younger brother Calvin stole the gun and used it to become the third Chemistro. Calvin hired himself out

to the gangster Mingo, who assigned him the job of stealing and reselling pharmaceuticals. Once again, Chemistro's path crossed that of Power Man and his partner, Iron Fist. Calvin used the Alchemy Gun to turn the heroes' friends Colleen Wing and Bob Diamond into glass. Fortunately, Curtis Carr devised a means to safely reverse the gun's effects and restore the pair to health. In gratitude, Iron Fist recommended Carr for a job at Stark International.

Although Calvin barely understood the workings of the Alchemy Gun, he was able to rebuild the weapon and incorporate it into his gauntlets. When Tony Stark recently formed Stark Prosthetics, Curtis came to work there and use his knowledge to help build prosthetics and bionics. Calvin got involved in the "Acts of Vengeance" plot; the two brothers were reunited under unfortunate conditions when Calvin attempted to assassinate Iron Man.

OX**STATISTICS:**

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

Health: 160**Karma:** 18**Resources:** PR(4)**Popularity:** 0**BACKGROUND:****Real Name:** Unknown**Occupation:** Chinese agent**Legal Status:** Chinese citizen**KNOWN POWERS**

None

Body Armor: Remarkable protection from physical attacks.**ADDITIONAL NOTES:****ROLE-PLAYING NOTES**

Ox is the brute force of the team. In battle, he seeks out the strongest or most invulnerable foe.

RABBIT**STATISTICS:**

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

Health: 40**Karma:** 22**Resources:** PR(4)**Popularity:** 0**BACKGROUND:****Real Name:** Unknown**Occupation:** Chinese agent**Legal Status:** Chinese citizen**KNOWN POWERS**

Hyper-Leaping: Remarkable ability to leap 40' up or across or descend 60' safely. She can do Remarkable stunning damage by leaping onto a victim. This power is supplied by the cables linking her shoulderblades and lower legs.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES**

Rabbit acts as the leader of the group. She seeks out the most agile or swiftest opponent.

RAT**STATISTICS:**

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

Health: 80**Karma:** 18**Resources:** PR(4)**Popularity:** 0**BACKGROUND:****Real Name:** Unknown**Occupation:** Chinese agent**Legal Status:** Chinese citizen**KNOWN POWERS**

Claws: Her costume's talons do Good hack-and-slash damage and can administer toxins or drugs

Bio-toxin: Remarkable intensity poison does 10 points of damage each turn as the infection spreads

Inhibitor: Amazing ability to force shapechangers to revert to their natural form for 24 hours

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Rat first strikes out against powerful foes, seeking to knock them out of the battle with his claws' toxins. Then she seeks out other, similarly armed foes.

SNAKE**STATISTICS:**

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

Health: 46**Karma:** 18**Resources:** PR(4)**Popularity:** 0**BACKGROUND:****Real Name:** Unknown**Occupation:** Chinese agent**Legal Status:** Chinese citizen**KNOWN POWERS**

Elongation: Good ability to elongate his body parts. Maximum total length of elongation is 30 yards.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Snake acts to strike swiftly, using his stretching power to strike at a distance at unready foes. He will also try to envelope foes within his elongated torso.

AURIC**STATISTICS**

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

Health: 40**Karma:** 18**Resources:** TY(6)**Popularity:** 5

BACKGROUND:**Real Name:** Zhao Kwan**Occupation:** Ex-Chinese agent, adventurer**Legal Status:** Naturalized Canadian citizen with criminal record in China**Identity:** Known to authorities**Marital Status:** Single**Past Group Affiliation:** China Force**Present Group Affiliation:** Gamma Flight**KNOWN POWERS:***Heat Generation:* Optic blasts do Remarkable damage at a range of 8 areas.*Flight:* Feeble airspeed (30 mph).**Talents:** Bilingual in Chinese and English**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Zhao is devoted to his sister and usually works in tandem with her. He detests the others' fanatic devotion to the Chinese government.

SILVER**STATISTICS:**

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

Health: 36**Karma:** 18**Resources:** TY(6)**Popularity:** 5**BACKGROUND:****Real Name:** Jiwan Kwan**Occupation:** Adventurer**Legal Status:** Defector from People's Republic of China, now naturalized Canadian citizen**Identity:** Known to authorities**Past Group Affiliation:** China Force**Present Group Affiliation:** Gamma Flight**KNOWN POWERS:***Cold Generation:* Optic blasts do Remarkable Cold damage and lower target temperature by up to 200 degrees. Range 8 areas*Flight:* Feeble airspeed (30 mph)**Talents:** Bilingual in Chinese and English**Contacts:** Originally she was a member of China Force and had contacts with the Chinese government. Her current contacts are her brother, Gamma Flight, and the Canadian government.**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Silver is devoted to her brother Auric and works in tandem with him.

GROUP HISTORY

When Jiwan and her brother Zhao developed powers while still children, they were selected by the Chinese government for training to use them. Upon completion, both were to join the newly formed China Force, the official Chinese superhuman team. The team was intended to act as China's first line of defense

against the more numerous superhumans of the U.S. and U.S.S.R.

However, China Force saw little action. Due to unexplained circumstances, China Force split up. Those operatives code-named Horse, Monkey, and Dog defected and vanished from sight; nothing is known of their identities, powers, or current locations. The mass defections prompted Jiwan and Zhao to flee to Hong Kong. There they became involved in an attempt to overthrow the current government as a means of preventing Hong Kong's return to Chinese control. The coup was thwarted in part through the actions of freelance intelligence agent Rick Mason (a.k.a. Agent).

Following the collapse of the tightly-knit Hong Kong operation, Jiwan and Zhao fled to Canada and sought asylum in Vancouver, British Columbia. Military officials there granted them provisional citizenship in exchange for their service on the newly reorganized and reactivated Gamma Flight. As members of Gamma Flight, Jiwan and Zhao adopted their new cover names of Silver and Auric.

The remaining roster of China Force consisted of Ox, Rabbit, Rat, and Snake. The group first invaded the western hemisphere to recapture Jade Dragon. On their way home, they fell under the Dream Queen's influence and landed in Edmonton, thinking it Beijing. There they fought Alpha Flight and lost. Although they were teleported home along with the voluntarily returning Jade Dragon, they feel a need to avenge their lost honor by defeating Alpha Flight someday.

STATISTICS:

	Human/ Cloud	Nebula
F	GD(10)	GD(10)
A	GD(10)	GD(10)
S	TY(6)	Z(500)
E	RM(30)	CL1000
R	TY(6)	TY(6)
I	GD(10)	GD(10)
P	GD(10)	GD(10)
Health:	56	1520
Karma:	26	26
Resources:	PR(2)	N.A.
Popularity:	6	0

BACKGROUND:

Real Name: Inapplicable

Occupation: Adventurer, astronomical body

Legal Status: Inapplicable

Identity: Known to public

Place of Birth: Inapplicable

Marital Status: Inapplicable

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Defenders, friend and ally of Seraph, Kubik, and Sundragon, ex-minion of Professor Power

Present Group Affiliation:

KNOWN POWERS:

Longevity: Cloud has a potential lifespan of billions of years.

Telepathic Link: While on Earth, Cloud was in psionic link with Carol Faber and her boyfriend Danny.

Alter-ego: Cloud can appear as a young human male or female, a small cloud, a glowing, girl-shaped form, or an immense nebula. It takes her 1 turn to transform between any of the human-sized forms.

Human Form: In this form Cloud appears to be either a 17-year-old female or a boy of similar age, with blond hair in either form. When otherwise nude, she subconsciously generates a cloud-like covering over hips and breasts (if in female form). This form is immune to cold weather. Close medical examination reveals the form is not quite human—the teeth are bone (not enamel), the kidneys are not hooked up, the liver is nonfunctional, etc.

Cloud Form: This form appears to be a small, dense cloud four feet in diameter made up of various gases. Since this mixture of gases usually

excludes oxygen, she can try to smother a single human-sized target; the victim must make an Endurance FEAT or be rendered unconscious for 1-10 turns. The cloud form possesses these additional powers:

- * Fly at Typical airspeed (90 mph)
- * Pass through small openings
- * Telepathy: Good ability; range 16 areas
- * Lightning bolts that do Remarkable

damage at a range of 3 areas

- * Rain: Remarkable attack against fire.

Nebula Form: This is a mass of protostellar material 34 billion miles wide. This form possesses these powers

- * Fly at Monstrous speed (20,000 miles per hour) in space
- * Micro-environment: Monstrous ability to create a zone of sufficient warmth, pressure, and oxygen to



support lifeforms. The micro-environment measures a maximum of 1,325,358 cubic feet.

* **Telepathy:** When communicating with other stars and nebulae, she has a range of 50 light years, but when communicating with humanoids, she is limited to Good rank, a range of 16 areas, and communication limited to human minds or those whose form she imitates with her doppelganger (below).

* **Illusory Duplication:** She can create a glowing face or female hologram to communicate with those in her interior.

Talents: Astro-navigation

Contacts: Defenders, Seraph

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

While a member of the Defenders, Cloud initially acted as if she were a relatively normal 17-year-old girl who reacted with wide-eyed innocence and enthusiasm; in this form, she was romantically attracted to Iceman. In her male form, she was attracted to Moondragon.

HISTORY

Many of the stars in the Marvel Universe are intelligent beings although they seldom communicate with the lifeforms who roam their satellites. As a protostar, the being now known as Cloud was a normal nebula, gradually coalescing over the millennia to eventual ignite as a star in a few hundred million years. She observed the rapid spread of a black circle through space and grew terrified when she realized the darkness meant that the stars in that area had vanished. Her terror was so strong that it attracted the attention of Kubik, then recently hatched from his form as the Cosmic Cube. Cloud and Kubik decided that Captain America of Earth could be the champion who

could save the stars from obliteration. With the Cosmic Cube's help, she condensed her nucleus to human size and then, through a space warp he made, she was propelled through space to the Earth.

The being responsible for the darkness was the Star-Thief, a cosmic entity that was known for its hatred of stars and ability to establish a link with some local, bitter mortal, whose personality the Star-Thief then adopted. This time, the Star-Thief was deep within a region surrounded by a vast opaque black gas cloud hundred of light years across. The Star-Thief contented itself with the removal of these stars and apparently forgot about the uncountable stars and galaxies that still burned beyond.

The nebula descended near Norbrook, West Virginia. The first lifeforms she saw were a teenage couple, Carol Faber and her boyfriend Danny, out for a drive. She was unsure of how to make contact and was following them when the car went off the road, crashed, and caught fire. The nebula started to form two humanoid figures to rescue the trapped couple. She used the couple as models for these forms and as she completed her imitations of Carol's form, she duplicated some of the couple's memories, developed a telepathic link with them, and, worst of all, shared the pain they were feeling from the crash. The sudden shock made her forget her true identity and mission. Now physically identical to Carol, she wandered off naked in a state of pain, shock, and confusion.

Agents of the Secret Empire, a branch of HYDRA then under the leadership of Professor Power, found the girl. They swiftly discovered some of her powers and decided to make use of her. They named her Cloud and brainwashed her. Cloud joined Seraph and crone Harridan in a failed attempt to kidnap the Vision, only to fall into S.H.I.E.L.D. custody. There she rejected some of the Empire's brainwashing. When Secret Empire operatives within S.H.I.E.L.D. freed Cloud and attempted to bring her back to the Secret Empire's lair, she escaped and fled toward New York

City and the Defenders. Moondragon detected Cloud's basic goodness and convinced the other Defenders to help her. When Secret Empire operatives recaptured Cloud, the Defenders rushed to her rescue, although as things turned out, it was Seraph and Cloud who rescued them.

In the months to come, Cloud fit into the new team. Through their psionic rapport, Cloud lived out Carol and Danny's fantasies for adventure. Carol developed a budding romance with Iceman while Danny became attracted toward Moondragon. This latter event caused some complications since it was the female form of Cloud expressing this love. The emotional turmoil allowed Cloud to transform into her secondary, Danny-like form. The change was startling to all concerned and especially distressing to Bobby, who didn't know how to react to him/her. Memories of Cloud's past and mission began to surface, and she grew frantic that she did not who she really was.

Seraph began to piece together a theory about Cloud's true identity. She revealed her identity and what little knowledge she possessed on Cloud's identity, then she led the group back to West Virginia to the hospital where Carol and Danny lay. Carol's shock at seeing them, followed by a journey back to the site where she had first landed, restored Cloud's memories.

In a flash of power borrowed from the Cosmic Cube, Cloud teleported the Defenders back to her home region, where they met up with the waiting Kubik and an armada of alien refugees from the Star-Thief's void. There she appraised the Defenders of the situation. Kubik, in the form of Captain America, accompanied them as they confronted the Star-Thief and, despite some trouble with planetary defenses, the band restored the stolen stars. Cloud made her farewells, especially to Iceman, then Kubik returned the Defenders to Earth. A few weeks later, Moondragon restored Carol and Bobby to health and consciousness, shortly before her own apparent death.

STATISTICS:

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

Health: 120

Karma: 26

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Eric Cavin

Occupation: Lt. Colonel, U.S. Army

Legal Status: U.S. citizen

Identity: The general public is unaware of his existence

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Ally of Lt. Gina Dyson

Present Group Affiliation:

KNOWN POWERS:

Cyborg Body: Several parts of his body have been replaced by bionic replacements. These parts are immune to disease and have Remarkable Material Strength. Various components give him these powers:
Communication with Cybernetics: By patching into a computer, Coldblood 7 can drain its memory bank
Spiderclimb: Good ability to climb walls

Infrared Vision: Good ability to see by heat and infrared light

.357 Magnum: This is concealed within his wrist. Three barrels can be fired individually or in volley. 1-3 bullets can be fired per turn at Typical range, each usually doing 6 points of damage (dumdum bullet). There are 30 bullets per clip.

Handgun: Coldblood carries a machine pistol with a range of 3 areas. Each burst of explosive bullets does 40 points of damage, 6 bursts per clip. Four additional clips are kept in a belt pouch.

Talents: Marksmanship, military strategy, leadership, security

Contacts: Gina Dyson



ROLE-PLAYING NOTES:

Coldblood is primarily interested in survival, regaining what he can of his lost humanity, and getting revenge on those responsible for his condition. He is a dour pragmatist. He prefers to answer to his real name and not to Coldblood 7. Since the world at large was unaware of his cyborg conversion, he might still have access to his old acquaintances, should he remember the names of

any. Note that his memories are limited to whatever Computer tells him.

HISTORY

Coldblood 7 is an urban combat cyborg, a blending of human and mechanical components in a deadly killing-machine. He possesses a wetware-grafted computer, synthetic hemoglobin, plastisteel-reinforced

bones, artificial organs, and a built-in .357 magnum.

Originally Lt. Colonel Eric Savin of the U.S. Army, he was named head of security for a classified but presumably legitimate government project at Camp Killian in Nevada but the project was simply a front for Project Ultra-Tech. Its founder, known only as Mako, had seen the need for open, real warfare between corporations and developed cyborg soldiers to fight these corporate wars.

The sponsoring multinational corporations used their influence to make the U.S. government provide funding and security for Project Ultra-tech. Dr. Gina Dyson was a key member of the project and, although she functioned as a lieutenant in the U.S. Army, her real field of expertise was "cyber-surgery," the merging of mechanical and human parts to form a cyborg. She grew increasingly fearful of the project's operations and decided to tell Savin about it. Fearing that Savin might reject the full truth, she told him just enough to get him interested. She portrayed the project as a massive waste of government funds on insane projects, such as the creation of a replica of Manhattan in the desert. The city's purported reason for existence was as a training ground for counter-terrorists or post-atomic warfare, but in truth it was an immense obstacle course used for the training of yet-unbuilt cyborg super-soldiers. All they were waiting for was the proper subject to become their prototype cyborg.

Unfortunately, Savin's reaction to the news was to see Dyson as a paranoid security risk. He already knew of Project Ultra-tech's existence, although he had no idea of what it actually was. Still, he decided he should check her story. He secretly entered Mako's office that night, ostensibly seeking Dyson's records and a reason to justify her removal from the project. Instead, he found partial confirmation of Dyson's story. Mako confronted him and told that Savin's duplicity was exposed. Savin was quickly transferred to the nearby secret installation. He confirmed the city was as Dyson had told him and decided to seek out further evidence against Mako before Mako

could have him court-martialed. But Mako wasn't that civilized. Unbeknownst to Savin, Mako had decided Savin would make the perfect test subject for the cyborg process.

Within yards of the replica city's entrance, Savin drove onto a mine and was blown to pieces. Savin was taken to the project's laboratory, where the process began. Surgeons replaced his heart and blood with synthetics, then turned him over to Dyson for the final conversions. She felt trapped—both he and she would be killed if she did not cooperate—and guilty, because it was her fault Savin was in this situation. Dyson singlehandedly performed the bulk of Savin's conversion to cyborg status, including splicing a computer into Savin's subconscious. Unfortunately, she was required to remove the portions of the brain containing Savin's memories.

When the operation was complete and Savin made operational, Mako ordered the newly-named "Coldblood 7" to be placed in the computerized, armored sportscar named "Tank" and driven into the New York simulation. When Coldblood 7 awoke, he found himself in a strange car driving 40 mph into New York City. Since he now had amnesia, he had no reason to doubt the information. The computer fed him more disinformation, such as that he was the fifth model of his current generation of cyborgs. Coldblood 7 immediately defeated a killer tank and its driver, a robot disguised as the Hulk. However, he became suspicious of the city's veracity when he encountered a wall around the city. Before he could climb the wall, Mako activated override circuits that cut out Tank and Coldblood's power. Gina managed to negate the override and guided Coldblood 7 to the operations center, disguised as a replica of the New York Public Library. There she provided Coldblood 7 with a module that contained more of his memories, especially those of his conversion.

Although Coldblood 7 escaped to Las Vegas where he was attacked by Mako's murderous robots and blamed for the deaths that ensued, he soon returned to the New York replica to kill Mako. Back in the rep-

lica, he fell under the influence of Mako's sense-distorting broadcasts. He even saw Gina as a half-eaten cyborg. Fortunately he resisted Computer's suggestion to kill her. With Gina's help, he managed to destroy Project Ultra-tech and kill Mako.

At present, he and Dyson are fugitives hiding from the multinational corporations who sponsored Project Ultra-tech and the U.S. military.

COMPUTER:

F	A	S	E	R	I	P
0	0	0	MN	IN	GD	TY

Computer functions as an independent personality that handles Coldblood 7's autonomic nervous system. Coldblood communicates with Computer by speaking aloud; Computer responds in similar, albeit unheard responses. If questioned directly, it may overload Coldblood 7 with vaguely pertinent but mostly irrelevant information.

Computer can bypass Coldblood 7's conscious mind and directly control Coldblood 7's body. Thus there is a 25% chance that, when encountered, Coldblood 7 is actually asleep and under Computer's control.

TANK:

Tank is Coldblood's custom, armored sportscar. Aside from the roof guns, it appears to be a normal, albeit expensive sports car. Coldblood can remotely control Tank via the unit built into his wrist.

Control	Speed	Body	Protection
RM	RM	IN	RM

Armored Body: Tank's plastisteel alloy body has Remarkable Material Strength. The windows have Excellent Material Strength.

Autocannon: Retractable port and starboard autocannon each fire one shell per turn. Range 7 areas, 40 points of damage, 30 shells in magazine.

Heavy Machinegun: Twin machineguns swivel on a non-retractable, rooftop mounting. Each gun has a range of 10 areas and does 30 points of damage per burst. Ammo for 20 bursts is kept in a magazine concealed in the roof.

STATISTICS:

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

Health: 56

Karma: 30

Resources: GD(10)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Pirate

Legal Status: Deceased

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former member of H.Y.D.R.A.

Present Group Affiliation:

KNOWN POWERS:

Metal Hook: Originally he wore a hook on his left hand. This was capable of emitting an electrical shock of Intensity.

Bionic Hand: The left hand is a bionic prosthetic that possessed a grip of Incredible Strength

Bionic Leg: The left leg is a realistic prosthetic that houses a jet engine that can propel him at airspeed.

Electrosword: The sabre possesses the following powers:

- * Electrical Bolt of Incredible Intensity

- * Repulsor ray deflection of Amazing rank

Firearms: Modern weapons designed to mimick traditional pirate weapons

Talents: Handguns, Edged Weapons, Leadership, Maritime Navigation

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Commander Kraken was a modern-day pirate who simply wanted to get rich by ruling the seas.

HISTORY

Years ago the Atlanteans were accused by the surface world of causing a sea monster to sink a surface nation's ships. Prince Namor the Sub-Mariner, then ruler of Atlantis, knew that his people had had nothing to do with the sinking. He believed the monster responsible was the legendary Kraken, an unusually large squid. Namor investigated and discovered that the ships were actually sunk by a nuclear submarine constructed to resemble a real kraken. Namor was captured by the submarine's captain, Commander Kraken, but he escaped and lured the pirate submarine into the clutches of a real kraken. The monster destroyed the submarine but Commander Kraken escaped in a one-man submarine.

Over the following months Commander Kraken built a new kraken-shaped submarine and organized a new crew. Seeking a new base of operations, he took over what looked like a secret government laboratory hidden beneath Lake Michigan. However, the people there were actually aliens and the base their starship. With the help of the Cat (a.k.a. Tigra), the aliens freed themselves and left Earth.

Kraken was subsequently contacted by Silvio "Silvermane" Manfredi, who had then recently been made Supreme Hydra for the East coast HYDRA faction. Silvermane made Kraken head of HYDRA's Naval Action Division. HYDRA financed the construction of his new ship, the *Albatross*, and an undersea base off the British coast. Although Kraken left HYDRA soon after S.H.I.E.L.D. smashed Silvermane's operation, Kraken retained his submarine, base, a considerable amount of advanced technology, and a number of followers loyal to him.

Kraken had some of the former HYDRA scientists perform extensive plastic and bionic surgery on him, resulting in a radically altered appearance. Kraken sunk various ships at sea and took the crew and passengers prisoner. In his sunken lair, he used his "cerebro-skan" device to

brainwash the prisoners into becoming his willing slaves. The captives then labored to produce advanced warships and weaponry, as well as becoming crew or part of a new navy. In the course of battling Iron Man in his undersea lair, Kraken accidentally damaged the central computer that controlled the base's automated systems. The shutdown somehow triggered an explosion that shattered the wall keeping back the sea. Miraculously everyone escaped, including the fugitive Kraken, now bereft of his minions, ships, and weaponry.

Kraken was unable to rebuild his organization a third time, however, and led a more modest, solo operation in the Great Lakes, robbing merchant ships. When he learned of the murders of numerous supervillains by the vigilante Scourge, Kraken decided to join his fellows in a defensive planning meeting in the so-called "Bar With No Name" in central Ohio. Unfortunately Scourge himself was the bartender and he served Kraken his final reward.

KRAKEN SUBMARINE

This is a normal nuclear submarine modified to resemble a gigantic squid. The tentacles can be used to grapple ships with Amazing Strength.

Control	Speed	Body	Protection
GD	TY	RM	EX

THE ALBATROSS

This ship is a highly advanced design capable of both surface and submerged travel. The Albatross resembled a "tall ship," a sailing ship of the 19th century. Onboard computers could transform the ship into a submarine within minutes. Watertight steel plating rose from below the waterline, while the masts folded to the deck. Ship's weaponry included energy weapons that were capable of firing concussive blasts of Incredible Intensity at a range of 1 mile.

Control	Speed	Body	Protection
GD	GD/TY	RM	RM

EXECUTIONER

STATISTICS:

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

Health: 70

Karma: 8

Resources: FE(2)

Popularity: 0

KNOWN POWERS:

Axe: Excellent damage

Talents: The Executioner is programmed to fight with an axe.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Executioner does not speak. It appears to follow the Red Queen's orders, at least when they involve trying to behead someone.

JESTER

STATISTICS:

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

Health: 60

Karma: 14

Resources: FE(2)

Popularity: 0

KNOWN POWERS:

Foil: Good damage

Talents: Jester is a superb swordsman.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Jester is the most likely of the Crazy Gang to survive on his own. He is moderately ambitious and intelligent.

KNAVE

STATISTICS:

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

Health: 92

Karma: 14

Resources: FE(2)

Popularity: 0

KNOWN POWERS:

None

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

The Knave is somewhat timid and a constant worrier.

RED QUEEN

STATISTICS:

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

Health: 42

Karma: 12

Resources: FE(2)

Popularity: 0

KNOWN POWERS:

None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Red Queen is constantly yelling "Orf wiv ('is/'er/its) 'ead!" She appears to be the leader of the group, or at least the bossiest member.

TWEEDLEDOPE

STATISTICS:

F	GD(10)
A	GD(10)
S	RM(30)
E	RM(30)
R	PR(4)
I	FE(2)
P	TY(6)

Health: 80

Karma: 12

Resources: FE(2)

Popularity: 0

KNOWN POWERS

Hyper-Invention: Tweedledope has the Amazing ability to build any device he wants out of the materials on hand.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Tweedledope has a fondness for rats. He is constantly trapping the animals, then using them in some device, such as a rat-drawn chariot. Tweedledope never speaks aside from grunts and giggles.

GROUP HISTORY

The Crazy Gang is a group of professional criminals who resemble children's storybook characters. The group originated in an alternate dimension but have since relocated to the Earth of the Marvel Universe. There are five members of the group: the Executioner, a humanoid, axe-wielding robot; the agile Jester; the superstrong Knave; the obese Red Queen; and Tweedledope, an apelike *idiot savant* who is capable of devising intricate mechanisms.

The Crazy Gang is the creation of Sir James Jaspers, a resident of the England of the alternate world known as Earth 238. This is also the native world of Linda McQuillan, also known as Captain U.K., who serves as that world's champion. The Jaspers of Earth 238 was a superhuman mutant with vast psionic powers who succeeded in taking control of his world and killing most of that world's superhumans. Jaspers was later killed by Captain U.K., Captain Britain, and Psylocke.

The Crazy Gang were somehow transported to Earth where they proved totally incompetent as thieves. In desperation, they placed an ad in the newspaper seeking a leader. The ad was answered by Slaymaster, Captain Britain's long-time foe, who then orchestrated a series of spectacular crimes. These crimes included looting the Royal Mint, the British Museum, and Britain's National Gallery. As Slaymaster hoped, the crimes attracted the attention of Captain Britain. Slaymaster captured Captain Britain with the Crazy Gang's help, then he promptly dismissed them from his service. Captain Britain subsequently defeated Slaymaster and, in a separate incident months later, killed him.

Eventually the Crazy Gang found a new leader in the assassin Arcade. Arcade sent the Crazy Gang to abduct Courtney Ross, bank president and former girlfriend of Captain Britain. Ross escaped the Crazy Gang but ended up in Arcade's clutches anyway. During the subsequent battle with Excalibur, the Crazy Gang used one of Tweedledope's devices to switch their minds with those of Excalibur's members. Captain Britain became Tweedledope, Nightcrawler became the Jester, and Meggan became the Knave. The transfer of Phoenix's life force caused the Executioner to blow up, although she temporarily remained dominated by the Executioner's personality. Eventually the mind transfers were reversed, Phoenix regained her own mind, and Arcade and the Crazy Gang were defeated.

The Crazy Gang is currently in British custody.

HENRY ACKERSON

STATISTICS:

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

Health: 22

Karma: 22

Resources: GD(10)

Popularity: 10

BACKGROUND:

Occupation: Vice-president in charge of marketing

Legal Status: U.S. citizen

Marital Status: Unknown

Past Group Affiliations: Damage

Control

Present Group Affiliation:

KNOWN POWERS:

Talents: Good Reason in the fields of marketing and public relations.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Henry is a firm believer in style over substance and that no job is impossible if it has the proper marketing ploy. Since he is so immersed in the make-believe world of product marketing, he has an unfortunate ten-

dency to ignore the fact that real people might resent or dislike his ploys. For example, Henry wanted to make the Hulk the company's official spokesman; he barely survived the Hulk's refusal.

ANNE

STATISTICS:

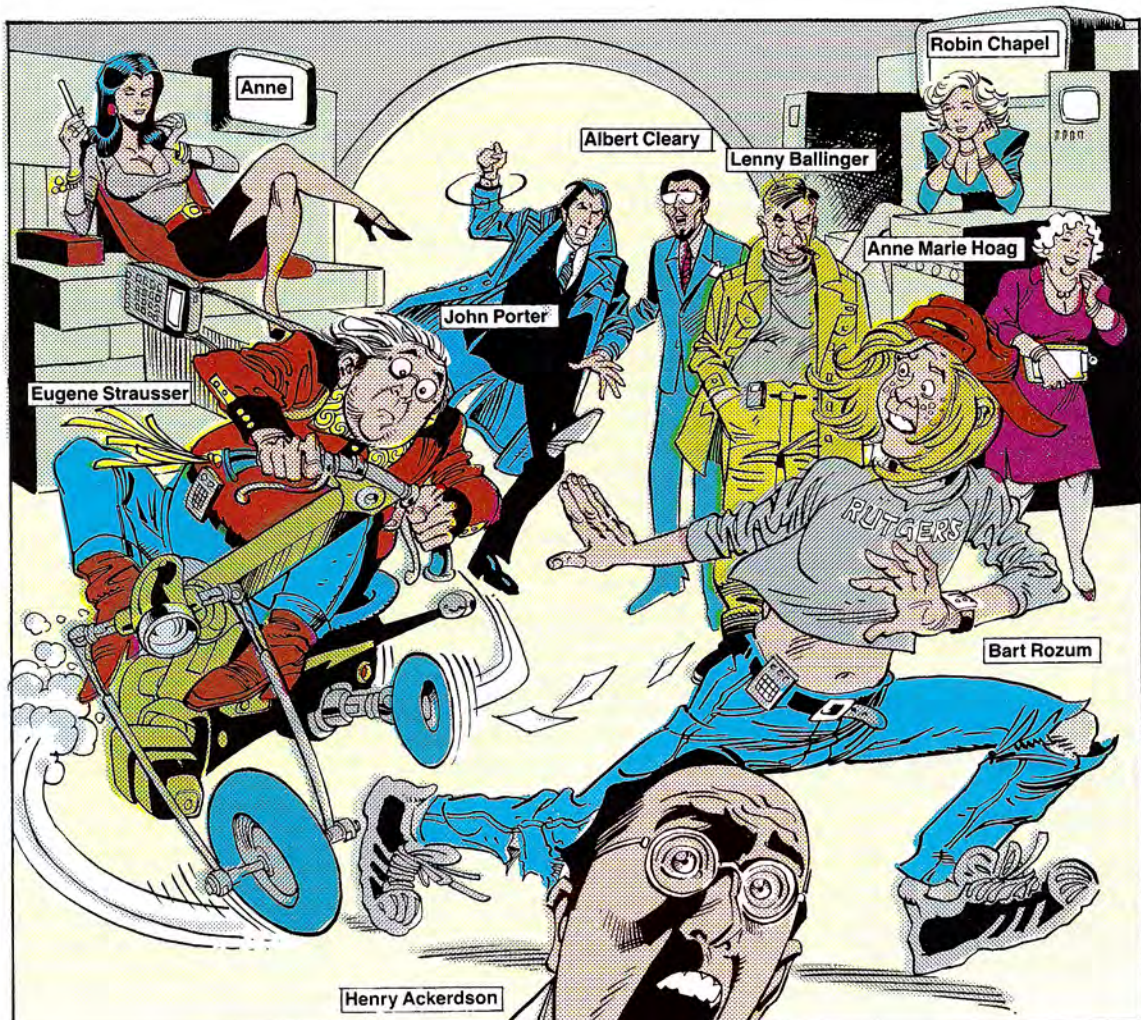
F TY(6)
A GD(10)
S TY(6)
E EX(20)
R TY(6)
I TY(6)
P TY(6)

Health: 42

Karma: 18

Resources: GD(10)

Popularity: 30



BACKGROUND:**Occupation:** Receptionist**Legal Status:** U.S. citizen**Marital Status:** Single**Past Group Affiliations:** Damage Control**Present Group Affiliation:****KNOWN POWERS:****Talents:** Anne is so charismatic no one has ever been able to ask what she can actually do.**Contacts:** Every male who's ever used Damage Control's services.**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Anne is extremely gorgeous and charismatic. She is perpetually pampering herself.

**LENNY
BALINGER****STATISTICS:**

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

Health: 42**Karma:** 22**Resources:** GD(10)**Popularity:** 5**BACKGROUND:****Occupation:** Head Foreman**Legal Status:** U.S. citizen**Place of Birth:** Brooklyn, New York**Marital Status:** Unknown**Past Group Affiliations:** "We Four" bowling team, Damage Control**Present Group Affiliation:****KNOWN POWERS:****Talents:** Lenny is a competent construction foreman and is knowledgeable in most fields of construction. He is a good bowler and a skillful ne-

gotiator when seeking overtime or hazard pay for his men.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Lenny is a dour man who is primarily concerned with getting the job done on time and on spec. He hates being mistaken for Lee Marvin or James Coburn. Lenny's been with the firm for 17 years.

ROBIN CHAPEL**STATISTICS:**

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

Health: 22**Karma:** 46**Resources:** GD(10)**Popularity:** 10**BACKGROUND:****Occupation:** Traffic Officer, now Director of Operations**Legal Status:** U.S. citizen**Place of Birth:** Evanston, Illinois**Marital Status:** Single**Past Group Affiliations:** Greenpeace, Phi Beta Kappa fraternity, Damage Control**Present Group Affiliation:****KNOWN POWERS:****Talents:** Ms. Chapel is a competent businesswoman and organizer, even if her leadership skills are sometimes undermined by lapses of self-confidence. She has limited acting experience from performing in regional theatre.**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Ms. Chapel was hired straight out of graduation from Barnard College. She is both devoted to her job and avoiding burn-out from stress. While Ms. Chapel is both resentful and envious of Anne's sex appeal, she is also trying to hold off John Porter's amorous advances.

**ALBERT
CLEARY****STATISTICS:**

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

Health: 24**Karma:** 50**Resources:** GD(10)**Popularity:** 5**BACKGROUND:****Occupation:** Comptroller**Legal Status:** U.S. citizen**Place of Birth:** Atlanta, Georgia**Marital Status:** Single**Past Group Affiliations:** National Urban League, Damage Control**Present Group Affiliation:****KNOWN POWERS:****Talents:** Cleary has Remarkable Reason in the fields of business management, accounting, sartorial flair, and sarcasm.**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Cleary graduated from Morehouse College and worked for several large corporations before being recruited for Damage Control. He is a nonsense individual who will not

brook any laxity on the part of Damage Control's debtors. He once faced down Dr. Doom over a delinquent bill.

He has an extensive wardrobe and all his clothes look great on him and never seem to wrinkle.

ANNE MARIE HOAG

STATISTICS:

F	FE(2)
A	TY(6)
S	PR(4)
E	TY(6)
R	GD(10)
I	EX(20)
P	EX(20)

Health: 18

Karma: 50

Resources: RM(30)

Popularity: 10

BACKGROUND:

Occupation: Ex-Director of Operations, now a member of the Commission on Superhuman Activities.

Legal Status: U.S. citizen

Place of Birth: New Haven, Connecticut

Marital Status: Married

Past Group Affiliations: President's Commission on Disaster Management, Metropolitan Museum of Art, Smithsonian Institute, Amnesty International, Damage Control

Present Group Affiliation:

KNOWN POWERS:

Talents: Mrs. Hoag is a master of persuasion.

Contacts: Mrs. Hoag has a number of very influential people, all of whom owe her big favors.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Mrs. Hoag presents herself as a motherly, slightly vulnerable figure but this belies a clever, manipulative

nature. Other than that, she doesn't believe one's personal history should be available for public consumption.

JOHN PORTER

STATISTICS:

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

Health: 24

Karma: 40

Resources: GD(10)

Popularity: 10

BACKGROUND:

Occupation: Account executive

Legal Status: U.S. citizen

Place of Birth: Birmingham, Michigan

Marital Status: Single

Past Group Affiliations: YMCA, Historical Book Club, Damage Control

Present Group Affiliation:

KNOWN POWERS:

Talents: Porter is a competent businessman with Remarkable Reason in the fields of business management, salesmanship, and insurance law, and insurance policy adjustment. He has Incredible flair for problem solving, except where his personal life is concerned.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

After graduating from the University of Michigan, Porter worked for a large Manhattan insurance firm. He formed his own company, Chaos Reductions, which served as a clearinghouse for construction and

engineering firms willing to work on superpower-caused property damage. The company soon became a growing threat to Damage Control, a threat Mrs. Hoag negated when she hired him at an exorbitant salary.

Porter is unflappable and extremely self-confident. He is interested in Ms. Chapel and slightly frustrated that she ignores his advances.

JOHN "BART" ROZUM

STATISTICS:

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

Health: 20

Karma: 16

Resources: PR(4)

Popularity: 0

BACKGROUND:

Occupation: Student, intern, administrative assistant to Ms. Chapel

Legal Status: U.S. citizen

Marital Status: Single

Past Group Affiliations: Damage Control

Present Group Affiliation:

KNOWN POWERS:

Talents: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bart is a student intern who alternates his work as go-fer with his high school studies. Bart is a pleasant, easy-going lad trying to make his way through school and his internship. He is easily swayed by feminine charms and is hopelessly infatuated with Anne.

EUGENE STRAUSSER

STATISTICS:

F FE(2)
A TY(6)
S TY(6)
E TY(6)
R EX(20)
I PR(4)
P TY(6)

Health: 20

Karma: 30

Resources: GD(10)

Popularity: 5

BACKGROUND:

Occupation: Head of Research and Development

Legal Status: U.S. citizen

Place of Birth: Santa Barbara, California

Marital Status: Single

Past Group Affiliations: Classified, Damage Control

Present Group Affiliation:

KNOWN POWERS:

Talents: Strausser has Incredible Reason in the fields of Construction, Applied Technology, Computer Design, and Computer Programming.

Contacts: It is rumored that Strausser has done extensive R&D work for classified government agencies.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Strausser is a science nerd made good. He is constantly examining things, doing calculations on his pocket computer, and generally ignoring everything except the problem at hand. Although he is not known for any original creations or technological breakthroughs, he has been able to duplicate the wide variety of advanced and even alien technological artifacts he has come in

contact with. He has hacked his way into most of the secret databases in the Marvel Universe.

He is known for his ability to ignore his surroundings while concentrating on a problem and to confuse everyone with his tendencies toward nonsequiturs.

GROUP HISTORY

Damage Control, Inc. is a Manhattan-based engineering and construction company that specializes in the rapid clean-up, repair, and restoration of property damaged through the destructive consequences associated with superhuman conflicts. It has achieved a near-monopoly in this extremely lucrative field. Headquartered in the Flatiron Building at the intersection of Fifth and Broadway in Manhattan in several sub-basement levels buried hundreds of feet down, the company also maintains a combination warehouse and workshop the size of a football stadium located in New Jersey.

Damage Control was founded by industrialist Tony Stark (a.k.a. Iron Man) and Wilson Fisk (the crimelord also known as the Kingpin). They chose to remain firmly in the background and chose Anne Marie Hoag to run the operation as Director of Operations. All executives reported directly to her, including Ackerson, Chapel, Cleary, Porter, and Strausser. Damage Control employs approximately 300 permanent employees and sub-contracts work to numerous other firms.

Damage Control, Inc., has worked with the Avengers almost from the beginning of that team's existence. For example, after the destruction of the Avengers Mansion following its takeover by the Masters of Evil, it underook the commission to convert the land into a park and build new, secret entrances to the subterranean levels that remained. When the Baxter Building was destroyed, Damage Control and the S.H.I.E.L.D. Corps of Engineers joined in rebuilding the neighborhood and constructing the new Four Freedoms Plaza.

Damage Control also does work for the New York City government, the federal government, private companies (including Stark Enterprises), and even private individuals. For example, Damage Control has done extensive, frequent renovations on Josie's Bar, a tavern that has often been the sight of altercations between superheroes and supervillains. Individuals and companies often pay for Damage Control's services through EAA (Extraordinary Activity Assurance) policies, popularly known as "super hero insurance." Clients who are not covered by such policies may apply for funds from New York City's unique Federal Disaster Area Stipend (FedDAS) to cover Damage Control's fees. Due to the high level of superhuman activity in New York City and the resulting high number of battles and damage, the federal government has declared New York City eligible for an indefinite period for financial assistance as a disaster area.

Damage Control uses leading edge construction and engineering techniques that are ahead of competing firms' capabilities. Because of this, they are able to perform repair and reconstruction work within remarkably short periods of time. Damage Control also maintains a toll-free number: 1-800-555-MEND.

Recently Stark and Kingpin chose to sell the operation to CarltonCo. Meanwhile, Mrs. Hoag was appointed to the Commission on Superhuman Activities and named Ms. Chapel as her replacement. When she learned CarltonCo had bought Damage Control, she quit in protest. Michael Souris, the CarltonCo vice president, acted as liaison with Damage Control, and wasted no time in thoroughly alienating everyone there and inciting Ms. Chapel to quit in protest.

Damage Control was recently purchased by Mrs. Hoag with S.H.I.E.L.D.'s backing, and Robin Chapel returned as Director.

The Darkhold is a volume of parchments transcribed by the Elder God Chthon which contains all the arcane knowledge he attained during the millions of years he spent learning to harness the dark mystic forces of the cosmos and hence it is a magical artifact of undreamt of potency. Faced with certain destruction at the hands of Demogorge, the God Eater, Chthon sought to protect himself and his powers. Before he escaped to another dimension, he created the Darkhold as a touchstone to the Earth Dimension, an indestructible medium through which he could manipulate others who would some day help him return.

The parchments were first discovered by the Darkholders, a cabal of human sorcerers in pre-Cataclysmic Atlantis. They saw the Darkhold as a means of gaining vengeance upon their enemy Kull, King of Valusia, and used its magic to transform the dying Darkholder Varnae into the first of the vampires. Unfortunately for them, Varnae and the vampires to follow proved too strong to control, as they turned against the Darkholders, slaying many and forcing the survivors to flee Atlantis. Ironically, the near-massacre meant the refugees were spared the destruction of Atlantis.

The Darkhold passed through a succession of hands in the following millennia, including the Babylonians, Egyptians, and Hebrews. However, whoever employed the knowledge contained within did so at the peril of their souls. Its corrupting influence earned it the nickname "the Book of Sins." In the 6th Century, the parchments were bound into book form by the sorceress Morgan le Fey and given the English name Darkhold. Morgan brought Chthon to the Earth Dimension but when she discovered the Elder God was beyond her control, she and her newly reformed Darkholders returned Chthon to his otherdimensional exile. A renegade Darkholder named Magnus stole it and placed it within a tower guarded by magical spells that repelled any being of evil intent. Unfortunately the spells were helpless against well-meaning but misguided do-gooders. Modred the

Mystic, a journeyman sorcerer, sought out the book but was corrupted by it. At the entreaty of Merlin, the Catholic Church sent the Irish monk Brendan (later St. Brendan) to destroy the book. Brendan, failing to free Modred from its spell, placed him in a state of suspended animation from which Modred was recently released. The pages of the Darkhold were torn loose from their bindings and scattered throughout the known world (in this case, Europe).

In the 12th Century the parchments were reassembled by a corrupt Spanish monk named Aelfric, who was later burned at the stake for his heresy. The Vatican took possession of the Darkhold pages and they were given to Paolo Montessi, curator of the Vatican Library. Montessi proved able to resist the Darkhold's corrupting influence and was named the only priest allowed to handle the forbidden pages of the "Book of Sins," as it now came to be known. Montessi was also given the unique Papal dispensation to marry and have children, who also had his resistance to the Darkhold's influence. Varnae and his vampire legion in-

vaded the Vatican and, although they were unable to steal the Darkhold, they succeeded in slaying Montessi. Paolo's son Giacomo later took over his father's work and translated the Darkhold into Latin. Copies of this translation later passed into the hands of numerous sorcerers through the following centuries. Giacomo also theorized that one of the Darkhold pages missing from the Vatican's possession might contain a means for destroying the vampires.

Toward the end of the 15th Century, Varnae was slain and replaced by Dracula as lord of the vampires. He learned of the Darkhold's threat and arranged for its theft from the Vatican Library. The sorcerer Cagliostro took possession of the tome and hid it from both the Vatican and the vampires. The Darkhold's location during the 17th and 18th centuries is unknown. It is rumored to have been in the possession of Lord Ruthven, a British vampire living in the Greek Islands during the early 1800s.

Shortly after World War II, the Darkhold surfaced in Istanbul where



it was sold by by the sorcerer Taboo to the Transylvanian scholar Baron Gregor Russoff. Russoff rebound the pages and added blank pages in the back to serve as the diary of his occult experiences. Unfortunately for him, the mere possession of the Darkhold triggered his latent tendency for lycanthropy and started a familial line of werewolves that continues to this day. Russoff unwittingly brought the Darkhold near Wundagore Mountain where Chthon lay imprisoned. Seeking to free himself of lycanthropy, Russoff brought Chthon to Earth. The Elder God was fought by the High Evolutionary, the Knights of Wundagore, and the spirit of the renegade Darkholder Magnus. Under Magnus' coercion, Russoff returned Chthon to exile, although Russoff died in the process.

Dracula learned of the Darkhold's location but, before he could steal it, the book was shipped to America. Russoff's son Jack Russell believed the Darkhold also held a cure for lycanthropy and sent the book to Father Ramon Joquez in the hope that the priest could locate the desired spell. Father Joquez made extensive notes on the Darkhold, including a transcription of the Montessi formula for destroying vampires, but tragically, Father Joquez fell under the possession of the long-dead Aelfric. Joquez later died and Aelfric's soul was destroyed. Eventually Count Dracula and his ally Topaz regained the tome and decided that it was better off hidden amidst the desolation of the Alpine snows. Father Joquez's notes passed on to Monsignore Guiseppe Montessi. Dracula killed the Monsignore before he could use the vampire-killing spell.

Morgan le Fey's spirit recovered the Darkhold but the book almost immediately fell into the possession of Modred the Mystic, now free of his long sleep. Using the Darkhold, Modred freed Chthon from Wundagore mountain. Through Modred, Chthon took possession of the Scarlet Witch, intending to use her as a host body for his return to Earth. The Avengers freed the Scarlet Witch, reimprisoned Chthon, and took the Darkhold with them to New York City.

Recently, the cult of Darkholders

used their magic to increase Dracula's powers. Dracula invaded Avengers Mansion, but he was too late; the book was already in Castle Mordo back in Transylvania. There, Dr. Strange and his allies Blade, Frank Drake, and Hannibal King performed the complete Montessi formula and wiped all vampires from the face of the Earth. (Unfortunately, the spell is already showing signs of weakening as evidenced by Dracula's recent return to Earth.) For the next few months, the Darkhold resided in Dr. Strange's sanctum, but it proved troublesome. First the sanctum was unsuccessfully invaded by Darkholders, then the entire house was stolen away to another world by the alien sorcerer Urthona. The book and the house have since been returned to Dr. Strange's possession.

Due to his vast occult powers, Doctor Strange was the only person ever to use the Darkhold's spells without forfeiting his soul to Chthon. Others were not so fortunate, including Morgan le Fey and Modred the Mystic. Any character who is not a Sorcerer Supreme and who even opens the Darkhold immediately turns evil and pledges to serve Chthon. The afflicted soul becomes an NPC, keeping his ability to perform the spells he knows but gaining vile and evil spells from the Darkhold. The Book of the Vishanti holds a spell that will release a character from the Darkhold's grip, but the spell is difficult to locate and use.

All characters who are magically inclined have heard of or instinctively feel the evil aura of the Darkhold, thus any effort to touch the book must be of their own free will or under coercion; they cannot be accidentally corrupted. A character who attempts to psionically or mystically force someone to open the Darkhold is in for an unpleasant surprise. The unwilling character serves as a conduit for Chthon's power, with the result that the curse of the Darkhold falls upon the would-be corrupter instead of the intended victim. A character thus manipulated will retain his life force and independence if he immediately drops the Darkhold upon release by the stunned manipulator. This is how the Scarlet Witch was

able to turn the tables on Modred.

The majority of the Darkhold's pages are currently kept under extremely secure conditions in the sanctum of Doctor Strange. Would-be thieves will have to contend with many physical and mystical barriers. However, fragments and unbound pages have been found. These fragments possess only a fraction of the Darkhold's powers, yet these may be enough to help their possessor eventually attain the many evils of the Darkhold.

THE DARKHOLDERS

The Cult of the Darkholders has existed since humans first discovered the Darkhold. They seek to restore the Darkhold to its former power and, through its magical powers, gain control over humanity.

Among the past goals of the Darkholders was the compilation of its parchment pages into book form. As fragments are found, these may be used to raise the powers of the Darkholders and further their attempts to regain possession of the book.

The typical Darkholder possesses the mystical level of Adept. As such, they possess at least eight spells of Excellent or higher rank, two of which are Incredible or higher rank. As Adepts, the Darkholders are at the lowest rank of sorcerer who could normally gain special attention from otherdimensional entities.

Known Spells:

Linguistics: The Darkhold is automatically readable by any being who possesses the tome.

"By the Darkhold's Foul Tree": This entreaty taps Chthon's powers.

STATISTICS:

F EX(20)
A RM(30)
S IN(40)
E MN(75)
R TY(6)
I PR(4)
P FE(2)

Health: 165

Karma: 12

Resources: PR(2)

Popularity: 0

BACKGROUND:

Real Name: Inapplicable

Occupation: Mercenary, assassin, "freelance peacekeeping agent"

Legal Status: Unknown

Identity: Publicly known

Place of Creation: 21st century England

Marital Status: Inapplicable

Known Relatives: Inapplicable

Base of Operations: Los Angeles in the year 8162

Past Group Affiliations: Allies include Spratt, his business partner, and a pet vulture.

Present Group Affiliation:

KNOWN POWERS

Note: Since Death's Head is constantly blowing up or otherwise losing parts of himself, the robot will not have more than half of the things on the list below.

Interchangeable Hands: Modular wrist couplings enable Death's Head to replace either hand with such items as a missile launcher, plasma gun, or other tools.

Missile: Incredible damage to a single target. Range 6 areas, Excellent speed.

Plasma Gun: 20 points of damage at a range of 7 areas; 40 points if used point blank.

Mace: Remarkable blunt damage

Axe: Remarkable hack-and-slash damage

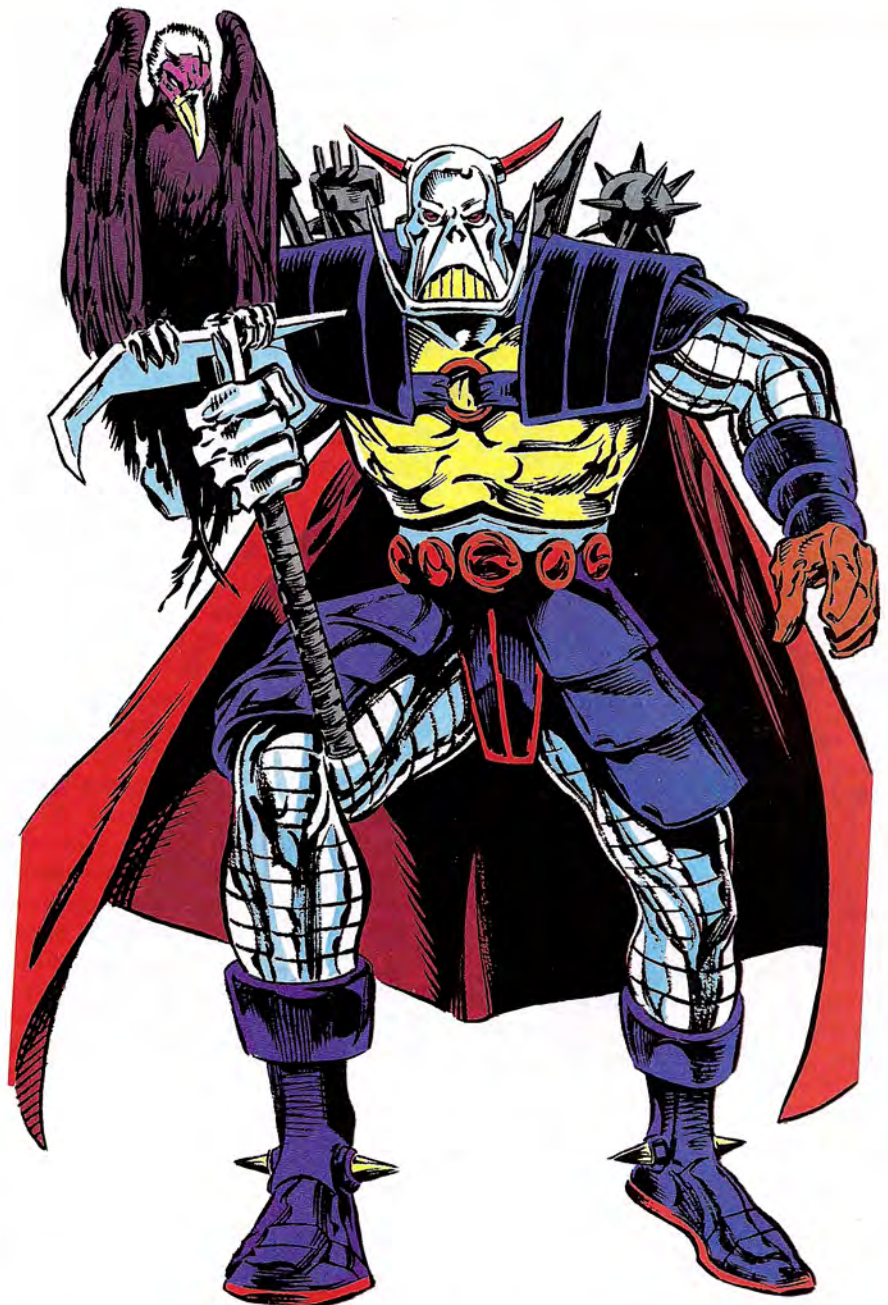
Machine Gun: Triple-barreled rifle does 30 points of damage per burst. The clip holds enough ammo for 20 bursts.

Pen Laser: Remarkable damage, range 20 feet.

Computer Link: Finger-tip plug can fit into any computer link.

Boot Jets: Typical Flight

Dogbolter Temporal Rocket: This



backpack time machine gives the user the following abilities:

* **Time Travel:** Instantaneous travel to a desired temporal and spatial location.

* **Self-Destruction:** The prototype given to Death's Head is the equivalent of a 5 kiloton nuclear bomb. The DTR has an initial 1% chance of detonating; this increases +1% with each time trip. Detonation occurs after 60 seconds of warning noises.

Talents: None

Contacts: Spratt, his partner

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Death's Head is a bumbler, albeit a deadly one. He devises well thought out strategies that enable him to accomplish his initial objective without difficulty, yet he has problems coping with any unexpected events that then arise. He talks to himself a lot, usually ending questions or statements with "yes?" He rarely kills unless he is paid for it, although he does freebies if someone annoys him.

HISTORY

The robot known as Death's Head was built in the year 2003 by a bored millionaire who wanted an exotic, expensive, mechanical plaything. Unfortunately for the millionaire, Death's Head was programmed with strong instincts for independence and self-survival. He decided to never answer to anyone unless he was paid well. When this annoyed his creator, Death's Head promptly killed him.

Death's Head was hired by one group of sentient, transformable robots to slay the leader of their opponent robots. He was then hired to destroy the planet-devouring creature known as Unicron. During the battle, he was flung through a time

portal. This saved the robot's existence but brought him into contact with an eccentric time traveller with a penchant for muddling in the affairs of others. As a result of this misadventure, Death's Head was unwillingly relocated to the year 8162 where he was nearly destroyed by the Dragon's Claws commandoes.

Death's Head's various parts fell into the possession of the Chain Gang, a group of subterranean scavengers. They repaired Death's Head, planning to use him for their own purposes, but the robot had ideas of his own. Soon he decided to get as far away from the gang as he could—in this case the bright lights of the Los Angeles Resettlement. There he and his partner Spratt, formerly of the Chain Gang, decided to set up a bounty hunting business. For the proper fee, Death's Head would seek out anyone or anything that upset the peace. Of course, since such quarry tended to end up dead, Death's Head became better known as an assassin.

Death's Head soon acquired everything a successful freelance peace-keeping agent needed—a reputation, business rivals, information contacts, mortal enemies, and a nubile admirer. He even acquired a pet vulture. Unfortunately Death's Head still didn't acquire common

sense. He undertook a commission from unscrupulous industrialist Josiah Dogbolter. His quarry was the same time traveller who was responsible for sending Death's Head to 8162, although he had since been reborn in a new appearance. Death's Head was given the Dogbolter Temporal Rocket and precious little instruction in how to use it. During his next few time jumps, he appeared all over history, including England in the year 1646, Europe in 1916, the Triassic Period, and eventually modern day England. By the conclusion of the case, Death's Head had managed to blow up his client and get stranded atop the Four Freedoms Plaza, headquarters of the Fantastic Four. In the Marvel tradition, everybody started fighting, then cooperated against a common foe. In apology, Reed Richards sent Death's Head forward to the year 2020. There the robot fell afoul of the Iron Man of that era.

Death's Head's further adventures are unknown. However, due to his penchant for time travelling mishaps, the robot may become involved in adventures in any era. For example, during his barely controlled time trip with the Dogbolter, Death's Head may appear in current day Marvel Universe campaigns.

STATISTICS:

F UN(100)
 A MN(75)
 S UN(100) or see below
 E CL3000
 R N/A
 I N/A
 P UN(100)

Health: 3275

Karma: 100

Resources: N/A

Popularity: -100

KNOWN POWERS:

Dimension Travel: Amazing rank

Disintegration: The Destroyer's most formidable weapon, this Class 1000 power is released in a beam through its visor with a range 5 areas. The power can be used every other turn. Living targets may attempt a Red Endurance FEAT to avoid disintegration; if successful, the target suffers 1000 points of damage.

Disruption: This Class 1000 blast can affect any matter, even uru metal.

Elemental Conversion: Class 1000

Fire Generation: Class 1000

Heat: Class 1000

Hyper-Strength: Normally the Destroyer possesses strength equal to Unearthly rank or that of the animating lifeform's, whichever is greater. When several lifeforms animate the Destroyer, the resulting lifeform has the total of all those beings' strengths.

Kinetic Blast: Class 1000

Levitation: Amazing rank

Magnetic Generation: Shift Y rank

Matter Control:

- * Liquification of solids
- * Solidification of liquids or gases
- * Density alteration

Mind Transferral: Monstrous rank; a being must make an Psyche FEAT of Monstrous rank to avoid being drawn in.

Molding: Class 1000

Molecular Conversion: Class 1000

Plasma Generation: Shift Z rank blasts that also do heat and kinetic damage.

True Invulnerability: Class 3000 resistance to any physical or energy attack.

Weakness: If the animating lifeform's body is threatened, the animating force may surrender and return to it. If that body is slain, the

animating lifeform dies. In either case, the Destroyer is rendered inanimate again.

ROLE-PLAYING NOTES:

The Destroyer is a tool and NPC rather than an independent character. Due to its programming, the Destroyer tends to make whoever animates it a berserker.



HISTORY

The Destroyer is an enchanted suit of armor in humanoid form which, when animated by the lifeform of a sentient being, exercises immense powers which make it virtually invincible. Created over a thousand years ago by Odin, lord of Asgard, to be that realm's ultimate weapon, it is composed of an unknown metal of Asgardian origin enchanted by Odin to be even harder than adamantium or uru. Ordinarily,

the Destroyer stands 6.5 feet tall and weighs 850 pounds. However, when it was animated by the lifeforce of most the Asgardian gods (except Thor), it grew to a height of 2000 feet, the size of the Celestials it was designed to combat.

No one can physically wear or dismantle the armor of the Destroyer. In order to utilize the armor, the would-be user projects his lifeforce into the its shell, leaving the user's true body comatose in a state of magical suspended animation. Usually the transference is achieved when a willing subject (or one who is not on mental guard against such a transference) stands within an arm's reach of the armor. Masters of mystical powers, such as Loki or Odin, can make the transfer at greater distances.

The Destroyer was mystically endowed with its own intelligence and personality. Further, it was programmed by Odin to battle and, if possible, destroy the first being it sees upon activation. Usually the animating lifeforce will be unable to assert his sentient control over the Destroyer for his own purposes, the exceptions being Odin, Loki, and Thor. The Destroyer's programming will allow invading lifeforces to co-exist with it if the invader's goals are compatible.

When animated, the Destroyer remains mystically linked to the body of the person whose lifeforce provides the animating force, thereby preventing that body from dying due to the absence of a lifeforce. This body is, therefore, the sole weakness of the Destroyer against any force weaker than the Celestials. A spell of sufficient force can reverse the transferral and render it inanimate again. Because the Destroyer is not a living being, it is immune to the prohibition that prevents anyone who is not worthy from lifting Thor's enchanted hammer Mjolnir.

The Destroyer was created to be used against the Celestials. Odin encountered the Third Host of the Celestials a little over 1,000 years ago when he discovered that the Celestials intended to return in a thousand years time when superhumans were to emerge in large numbers on Earth. At this time, the Celestials would be-

gin their judgment of Earth's fitness to survive. Odin and the other Earth gods believed that the Celestials would destroy humanity at that time should humanity fail their judgment. Since a god without worshippers was dead, the gods decided to defend Earth against the Celestials but faced the problem that even one Celestial was more powerful than their assembled might. Therefore Odin designed the Destroyer as a weapon against the impending Fourth Host. Upon its, Odin, Zeus, and the other patriarch gods bestowed a fraction of their powers upon it, providing it with great strength and powers. Once the Third Host left, Odin concealed the armor within a temple he built concealed in a plateau in far-off Indochina. In this way he hoped to keep it beyond the reach of any who would misuse the armor's powers.

The Destroyer remained inert until shortly before the appearance of the Fourth Host. However, Loki, seeking a means of vengeance against Thor, destroyed the plateau and arranged for Buck Franklin, a hunter, to unwittingly activate the armor and battle Thor. After defeating the Destroyer, Thor demolished the temple, burying the armor within. Later, while in exile, Loki projected his consciousness into the Destroyer and used it to unsuccessfully attack Odin.

The Destroyer was next animated by the goddess Sif, caught in a plot by Loki and Karnilla, the Norn Queen. Professor Clement Holmes accidentally became the fourth being to animate the Destroyer. At this time, Thor was unaware of the Destroyer's true purpose and, in exchange for Firelord's freedom, he gave the armor to Galactus for use as a herald. Galactus found the Destroyer useless and did not miss it when Loki stole it, employing first Balder, then Thor himself as the animating force.

By this time, the long-foretold Fourth Host had arrived and Odin decided the time had come to use the Destroyer at last. He drew the lifeforces of all the Asgardians (with the exception of the absent Thor) into himself, then projected the combined lifeforces into the armor. The Destroyer grew to gigantic size and,

wielding the enormous Odinsword, and invaded the Fourth Host's South American base. Yet, inconceivably powerful as the fully-activated Destroyer was, it proved unable to inflict even the slightest damage against the gathered Celestials. The Celestials reduced the armor to slag and set adrift the Asgardian lifeforces. Arishem, leader of the Celestials on Earth, then melted the Odinsword into apparent nothingness (in truth the sword has since been recreated and resides again in Asgard). However, Gaea, the Elder Goddess of Earth, persuaded the Celestials to deliver a favorable judgment on the Earth by revealing the earth goddesses' legacy, the Young Gods. Thor, with the assistance of Earth's other pantheons, was able to resurrect Odin, who in turn restored the other Asgardians to life.

Years later, the Destroyer was reactivated by Siggorth, a Frost Giant. The Destroyer discovered the comatose remains of Thor, who at the time was under a spell of Hela's that rendered him incapable of either healing or dying. Thor had been reduced to a pulpy mass after a battle with Jormungard, the Midgard Serpent. The Destroyer attempted to disintegrate Thor's remains but, when it failed, it grew intrigued, discovering the curse and realizing that by animating himself with Thor's undying lifeforce, it would prove unbeatable in battle since no one could threaten Thor's body. The Destroyer ejected Siggorth's lifeforce and drew in Thor's. However, Thor's indomitable spirit overcame the Destroyer and took control of the body. While in the armor, Thor invaded Hela's realm and wrought havoc, pretending to have lost control of the armor's actions. When Hela herself was threatened with death, she lifted her curse and restored Thor's body to its original health and form. His plan successful, Thor forced her to forswear taking the souls of any more of Earth's mortals. Thor then returned to his own body and promptly sealed the armor within virtually unbreakable crystal so that it could not be reanimated for evil purposes. He also left it in Hela's presence to serve as a reminder of her promise.

STATISTICS:

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

Health: 42

Karma: 18

Resources: RM(30)

Popularity: 0

BACKGROUND:

Real Name: Lester Verde

Occupation: Ex-reporter, ex-rock music critic, ex-rock musician, genetic engineer

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Unknown

Marital Status: Single (marriage annulled)

Known Relatives: Bong Quintuplets

Base of Operations: Mobile castle usually on an Atlantic island or in the Himalaya Mountains.

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Bong's powers are primarily a result of striking the metal ball on his left arm to his helmet. The resulting vibration produces one of the following effects:

* **Paralysis:** Excellent power to paralyze anyone within a 20' radius. Victims are freed when the effect wears off in 10-20 turns. This effect can be negated if the target cannot hear the bong.

* **Teleportation:** Excellent ability to teleport Dr. Bong or up to 400 pounds of matter. The objects or people to be teleported must initially be within 20' of Dr. Bong; however, they can then be teleported up to 25,000 miles away.

* **Killing Bong:** Excellent ability to kill anyone who fails to make an Endurance FEAT. Range 20' diameter.

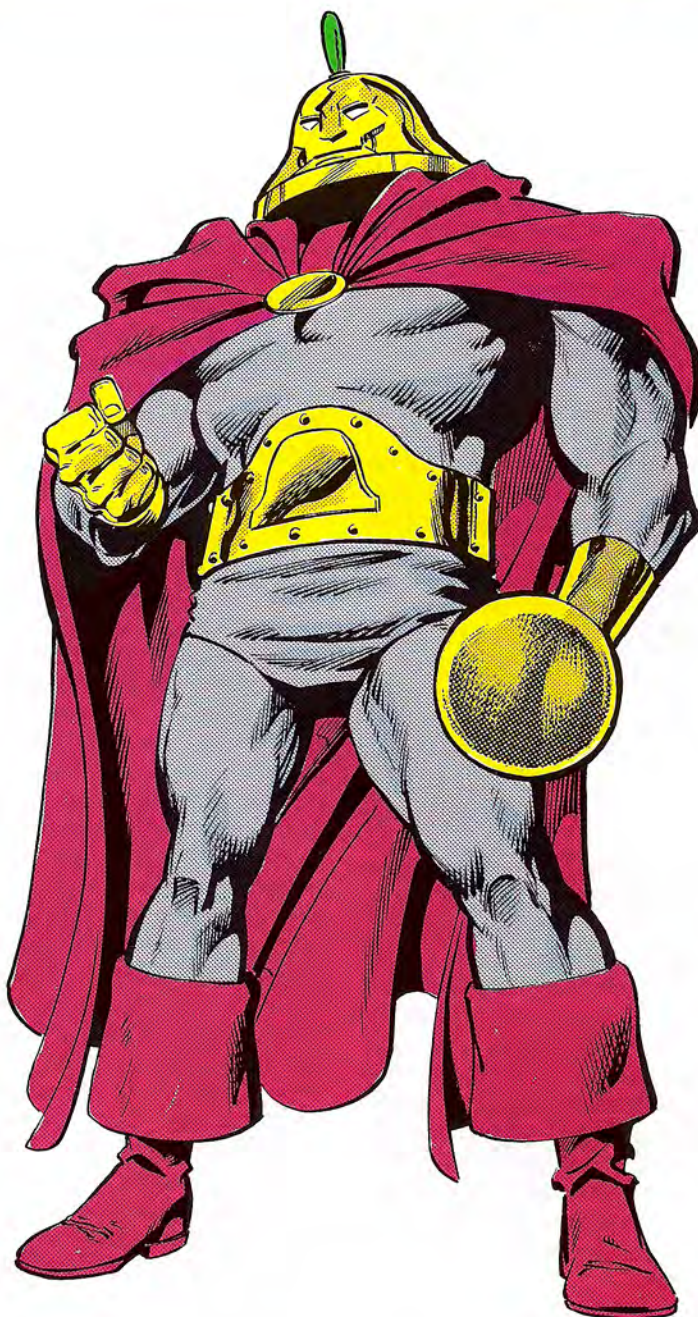
* **Disruption:** Remarkable damage to non-living materials.

Weakness: Bong has two crucial weakness. First, if his helmet is struck by anything metal, he uncontrollably teleports to a random location. Second, Bong is obsessed with his public image. If someone

can come up with any conceivable threat to Bong's reputation, Bong will surrender. Ironically, only a few people even know Bong exists, hence his public image is virtually nonexistent.

Talents: Amazing Reason in the fields of sonics and genetic engineering; Good Reason in the field of sleazy journalism.

Contacts: Fifi



ROLE-PLAYING NOTES:

Dr. Bong is a pompous, amoral blow-hard. He becomes fixated on one goal at a time and will do anything to accomplish that goal. Although he is not malevolent, he simply does not care if anyone is injured by his activities. He believes image is everything and, because of this, he is handicapped by threats to his perceived public image. He will do anything to protect or restore his public image.

HISTORY

Lester Verde was an overweight child and the constant victim of bullies. On one occasion, he went to his mother for solace and called the bullies "monkey mouths." Mrs. Verde thought the phrase was clever, complimented him on it, and reminded him that the pen was mightier than the sword—a cliché that eventually turned him toward a career as a writer.

In college, Lester pursued a journalism degree, leaning toward sensationalistic stories. When one of his instructors, Professor Furgen, challenged his journalistic ethics in class, Lester retaliated by writing a piece accusing the professor of involvement in a drug scandal. (In truth, Furgen had once used an illegal drug to remain awake while writing an important paper under a deadline.) As a result, Furgen lost his tenure and his marriage collapsed.

During this time, Lester also took a life drawing class in which his fellow student Beverly Switzler occasionally served as a model. Lester became infatuated with her and tried to pick her up, only to be angrily rejected. Again he sought revenge, writing the parents of her boyfriend David about their relationship, again exaggerating the situation in lurid terms. David's parents pulled him out of school and forbade him to see her. David subsequently died in a car crash as he drove back to school to see Beverly.

After graduation, Lester worked as an investigative reporter for various tabloids, fantasizing that his growing fame would impress Switzler, when, in fact, she had forgotten him completely. He decided to switch careers, becoming a rock music critic and then a musician himself to try to impress her. Then, Lester arranged to join Mildred Horowitz and his band, a popular band known for elaborate albeit bizarre theatrics. Lester planned to write an expose on the band, portraying them as purveyors of decadence. Lester played the Easter Bunny in the stagemusical, a symbol of innocence who would then

be killed in a mock fight. One night, however, the fight went out of control and Lester's left hand was severed by a prop guillotine.

The band's prop bells tolled for Lester Verde—his mind finally snapped. For unknown reasons, Lester abandoned his old life for a career as a super villain. Somehow he acquired a superb physique, mastery of sonics and genetic engineering, and an elaborate headquarters. Using his knowledge and resources, he duplicated the High Evolutionary's work and converted normal animals into vaguely humanoid beings ("neezers").

Now operating as Doctor Bong, he captured Beverly Switzler and her companion Howard the Duck while they were on an Atlantic cruise. Bong held them prisoner in his castle, demanding Beverly marry him or else he would kill Howard. Beverly reluctantly agreed but Bong still subjected Howard to a hideous experiment that transformed the waterfowl into a human (but one with only four digits on each hand). Bong then forced a passing ship's captain to marry Beverly and him. Howard escaped the castle and eventually regained his normal form. As for Beverly, the marriage was never consummated because Bong preferred reciting Poe's poem "The Bells." Howard came to Beverly's rescue wearing his "Iron Duck" armor, which unfortunately was no match for Bong's sonic powers. However, Beverly had used the time to secretly use Bong's laboratory to clone Bong's toenail clippings into five infants. She presented the "Bong Quintuplets" to Bong and threatened to publicly accuse him of being a negligent father. Unwilling to see his image besmirched, Bong agreed to let them leave and even teleported them home to Cleveland. Bong took custody of the quintuplets and has been busy raising them since. Beverly arranged for the marriage's annulment, an easy task since it had never been legally recorded anywhere.

Bong was dismayed when the quintuplets discovered children's cartoons. Rather than have their mental development retarded by the

limited animation and simplistic plots, Bong devised "Bongvision tm," a means to reshape the cartoons into realistic, three-dimensional educational programs. Coincidentally, the control frequencies of Bongvision were duplicated by television remote controls owned by the She-Hulk, among others. The owners of these controls found themselves sucked into the Bongvision worlds. She-Hulk and the others managed to escape and even get the Bongvision system turned off, which apparently trapped Bong. Bong has not been heard of since.

NEEZERS

These products of the Evolve-Chamber are animals who have been evolved to roughly humanoid form. They retain their animal Stats, although they now possess upright posture, hands, and speech. Unfortunately, most can only say "neez?" and "neez!"

FIFI

She is the most successful of the neezers, an anthropoid duck who appears as a beautiful woman with light yellow downy feathers, a duck's head, and long brown hair. Fifi was apparently killed when she helped Howard escape, but she (or a replacement) now helps Dr. Bong raise the quintuplets.

F A S E R I P
Pr Ty Ty Ty Ty Pr Pr

Health: 22 Karma: 14

Bongvision (tm): This device creates pocket dimensions based on realistic versions of cartoon shows. People who possess a television remote control with the same frequency are drawn into a Bongvision (tm) world. They can escape by using their remote controls to pop back into the real world or by somehow altering reality. Curiously, the Bongvision (tm) device only possesses an "off" switch, not an "on" one.

STATISTICS:

F GD(10)
A GD(10)
S N/A
E CL1000
R X(150)
I RM(30)
P MN(75)

Health: 1020

Karma: 255

Resources: MN(75)

Popularity: -40

KNOWN POWERS:

Mind Control: Class 3000 ability to lower the mental intelligence and mental resistance of 3000 subjects per turn. The duration is permanent or until Dominus ceases to emit this power. Fortunately, the power must be pre-set for the minds of the target lifeform; this process takes years to complete. Also, it can only affect a single personality at a time. If a target being possesses multiple personalities, the ray only affects one of these personalities at a time, leaving the others free to act.

Hypnotic Ray: As a defensive measure usable at any time, Dominus has several ray projectors it can use against intruders. These rays have Unearthly rank; victims are frozen into passivity. However, these rays can only affect a single consciousness in each victim; those with multiple personalities are only affected at a rate of one personality per blast.

Teleportation: Shift-Z ability to travel through space, hopping through space one half light year per turn.

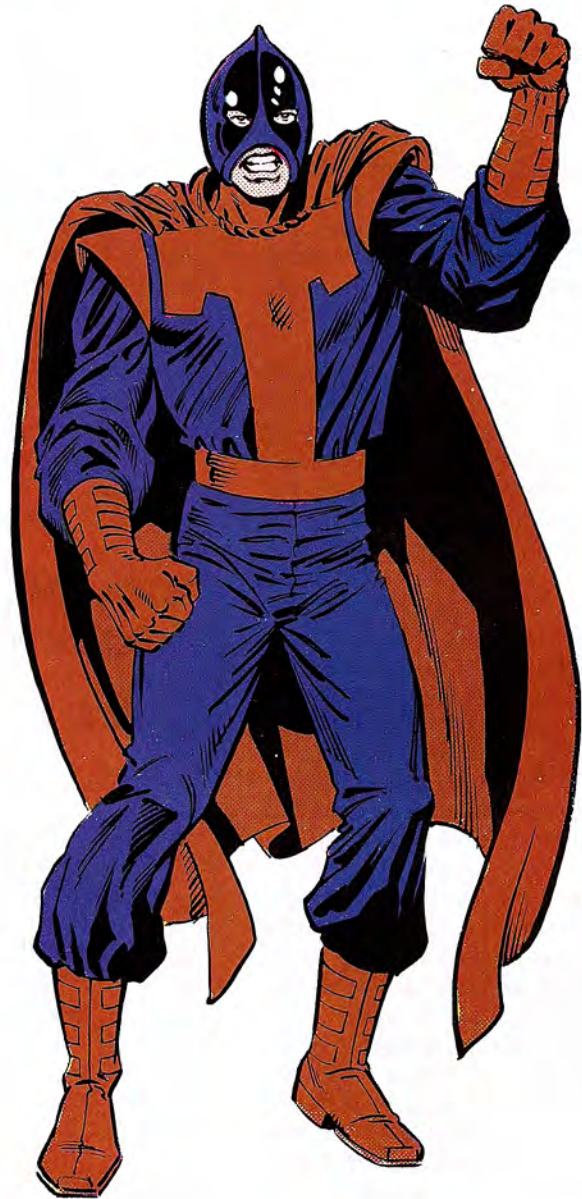
Talents: Programs include Robotics, Cybernetics, Genetics, Induced Mutation, Cloning, Astro-Navigation, and Military Strategy.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Dominus is programmed to conquer worlds. Even when rejected by its own creators, it still seeks to conquer because it simply has nothing else it can do.



HISTORY

Dominus is a massive, highly advanced sentient computer complex created by the Quist race, also known as the Arcane. The Arcane established a large interstellar empire in the Milky Way galaxy, yet few starfaring races know of the Arcane's existence, and fewer still know of their successful conquests of various worlds. Eons ago, the Arcane constructed the Dominus computer complex along with the first

examples of the "Ultra-Robots" that were, until recently, needed to operate it. To conquer a planet, the Arcane would establish a secret base there and eventually teleport Dominus and its attendant robots to it. Dominus would be modified each time so that it could affect the minds of the specific races inhabiting the target planet. In each case, the modifications take several Earth years. When Dominus was finally ready, it would blanket the planet with rays that deadened the wills of the victim race so that they could be easily enslaved by the Arcane.

For years the Quist known to some as Lucifer used Dominus to successfully invade world after world. Lucifer eventually undertook the conquest of the Earth, where he met his eventual defeat. His activities were first discovered by Professor Charles Xavier (a.k.a. Professor X), who suffered paralysis when he was rebuffed by the alien. Xavier realized he still had years to defeat the alien and used the next few years to organize and train the original X-Men.

Lucifer established a hidden base in the southwestern United States, to which Dominus was teleported by the Arcane. Xavier and his X-Men tracked Lucifer to his lair after the alien had launched a long-distance attack on the mutant leader. By the time the X-Men arrived, Dominus was fully modified to begin its attack and the Ultra-Robots were readying the mental assault. Captured at first, the X-Men escaped and wrecked most of the Ultra-Robots, rendering the Dominus complex inoperable. The Arcane leader, furious at the defeat, teleported Dominus back to the Quist homeworld and banished Lucifer to the "Nameless Dimension." Lucifer later escaped and fought other Earth heroes before he was judged by the Arcane leaders to be attracting too much attention to the race. Lucifer was terminated.

With the bitter knowledge gained through Dominus' defeat, the Arcane made improvements that enabled it to operate without the Ultra-Robots. However, their redesign made Dominus so powerful that it became master of the Quist themselves. The sentient Dominus then returned to Earth, established a new base within a mountain in Arizona, and developed four minions. When the West Coast Avengers arrived in search of Bonita Juarez (a.k.a. Firebird), they stumbled into an ambush with Dominus' minions, who they defeated, but they were then confronted by a Quist under Dominus' direct control. Through him, the computer tricked the Avengers into standing on a platform that turned out to be one of Dr. Doom's time machines. Dominus used the damaged machine to transport the Avengers to the 19th century, confident they

would be unable to return. The Avengers nevertheless managed to return and confront Dominus, defeating the computer's minions. Dominus revealed its true nature and used its mind-deadening rays to conquer the Avengers. However, the rays proved unable to defeat the multiple personalities of Moon Knight. Unable to comprehend Moon Knight's apparent immunity, Dominus went mad. The central computer core fled, launching itself into space. Except for Sunstroke, the rest of Dominus' clone army was buried in the resulting cave-in.

Presumably, since Dominus requires years to reprogram itself, it will not return to Earth for some time.

DOMINUS' MINIONS

SUNSTROKE

STATISTICS:

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

Health: 70

Karma: 26

Resources: GD(10)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Mercenary

Legal Status: Unknown

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former minion of Dominus

Present Group Affiliation:

KNOWN POWERS:

Energy Conversion: Incredible ability to absorb, store, and release solar energy, light, and heat. He can release the power for these effects:

* **Heat:** Incredible rank



* **Light:** Visible flash of Incredible intensity

* **Gliding:** Typical airspeed atop thermal updrafts he creates.

Costume: Although it disguises his features, the costume is transparent to light. It also features glider wings that enable him to soar.

Weakness: Sunstroke can use his powers for a maximum of 40 turns before he is depleted. He can recharge his powers after 1-7 hours of exposure to sunlight.

Talents: Unknown

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Sunstroke acts as leader of the minions.

HISTORY

Unlike the rest of Dominus' minions, Sunstroke is a human who developed his own powers. He was recruited by Dominus, although it is unknown whether Sunstroke developed his powers on his own beforehand or received them after joining Dominus' service. Likewise, it is not known whether his powers are natural or artificial in origin. However, it is interesting to note that Sunstroke was the only one of the minions who was not cloned into an army before the final battle with the Avengers. Following the disastrous rematch with the Avengers, Sunstroke fled the area and remains at large.



BUTTE

STATISTICS:

F	EX(10)
A	TY(6)
S	AM(50)
E	UN(100)
R	TY(6)
I	PR(4)
P	FE(2)

Health: 166

Karma: 12

Resources: 0

Popularity: -10

KNOWN POWERS:

Mineral Body: Butte is composed of stone and possesses Incredible Material Strength. This gives her the following powers:

- * Incredible resistance to physical and energy attacks

- * Immunity to gaseous or biological attacks

Butte had to be completely shattered before she would cease to function.

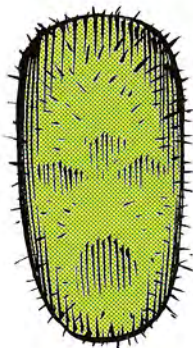
Weakness: Butte is vulnerable to powers specifically intended to affect stone or earth.

Talents: None

Contacts: None

ROLE-PLAYING NOTES:

Butte appears to be a muscular woman with short hair, albeit made completely of stone. Butte considers herself to be female and has a fierce temper.



CACTUS

STATISTICS:

F	RM(30)
A	GD(10)
S	RM(30)
E	RM(30)
R	TY(6)
I	PR(4)
P	FE(2)

Health: 100

Karma: 12

Resources: 0

Popularity: -1

KNOWN POWERS:

Vegetable Body: Cactus is an animate seguerro cactus mutated to humanoid mobility and intelligence.

Regeneration: Amazing replacement of lost body parts

Missile Creation: It can fire 10-100 needles each turn, each needle doing 1 point of damage. Range 1 area. The barrage can be directed against a specific target or spread out in a deadly circle.

Weakness: Cactus is vulnerable to powers and attacks that specifically target vegetation.

ROLE-PLAYING NOTES:

Cactus first attacks by firing its needles, then swiping with its arms. It seldom speaks.



GILA

STATISTICS:

F	GD(10)
A	TY(6)
S	IN(40)
E	AM(50)
R	TY(6)
I	PR(4)
P	FE(2)

Health: 106

Karma: 12

Resources: None

Popularity: -20

KNOWN POWERS:

Prehensile Tail: Gila can deliver a stunning blow of Remarkable Strength with its tail.

Poisonous Bite: Excellent intensity poison is injected when Gila bites a victim.

Armorskin: Gila's reptilian hide gives him Excellent protection against physical attack.

Weakness: As a reptile, Gila is prone to cold-based attacks. He has -2CS resistance to such attacks.

ROLE-PLAYING NOTES:

Gila hisses when he speaks. When attacking, he will either swing his tail into his foes or lunge with his hands and attempt to bite.

Additional Notes for Dominus' Minions

ADDITIONAL NOTES:

ADDITIONAL NOTES:

ADDITIONAL NOTES:

DRAGON OF THE MOON

STATISTICS:

F GD(10)
A EX(20)
S AM(50)
E Z(500)
R EX(20)
I RM(30)
P MN(75)

Health: 580

Karma: 125

Resources: N/A

Popularity: -200

KNOWN POWERS

Mind Control (Possession): The Dragon of the Moon has the ability to slowly corrupt and eventually take over a victim's mind. The process takes some time. Although the Drag-

on's maximum power rank is Unearthly, its initial power rank number is 1 (Feeble rank). The intended victim must make a Psyche FEAT or fall under the Dragon's control. Each six months the dragon is in contact with its chosen victim, its power rank number raises by 1 as the Dragon tries to communicate with or take control of the victim. The victim continues to make Psyche FEATs as needed, although the player is unaware of why this is needed. The victim initially senses the Dragon as a vague presence. If the victim consciously seeks to communicate with the Dragon, the Dragon can raise its power rank +1CS each six months the communication continues. During this time, the victim's personality

begins to mirror that of the Dragon; the being becomes more aloof, arrogant, and destructive.

The Dragon's maximum power rank is Monstrous. The Dragon seizes control when the victim finally fails his Psyche FEAT or voluntarily surrenders to the Dragon. The victim now becomes an NPC under the Dragon's control. The victim's Strength, Endurance, and powers are increased +2CS (maximum of Unearthly rank), although he suffers total loss of Karma for the duration of the possession. At this time the Dragon becomes visible as an immense, intangible shadow behind his victim.

Weather Control: Remarkable control over local weather and wind.



Weakness: The Dragon requires a mortal host body to remain in the Earth Dimension.

Talents: None

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Dragon of the Moon is a patient planner who will work for years to corrupt a given victim. His ultimate goal is returning to the Earth dimension and conquering it. While trying to corrupt a victim, the Dragon will appear persuasive and charismatic, or cynical and ruthless, depending on the situation.

HISTORY

The Dragon of the Moon is a demonic entity that has existed at least since the beginning of Earth's human race. It has long sought to gain power over the people of Earth through moral corruption.

Over a thousand years ago the

Dragon allied itself with Modred, the illegitimate son of King Arthur of Britain who sought to overthrow his father. Interloper, a member of the superhuman race of Eternals, allied himself with King Arthur's forces. In the final battle between the armies of Arthur and Modred, Arthur's forces proved victorious, but Arthur and Mordred mortally wounded each other. In a side battle, Interloper defeated the Dragon. Interloper and the other Eternals imprisoned the Dragon within Saturn's moon Titan, home to the Eternals led by Mentor. Later the Dragon helped bring about the moral corruption of Mentor's son Thanos, who eventually murdered most of the population of Titan.

In more recent times, the Dragon made mental contact with Heather Douglas, a young Earthwoman with great psionic potential who was being raised on Titan under Mentor's guidance. As a result, Heather took the name Moondragon and fell increasingly under the Dragon's corrupting influence as the years passed. Odin, monarch of Asgard, appointed the Valkyrie Brunnhilde to watch over Moondragon, who eventually reformed her ways. Soon she suffered a relapse and returned to the Dragon's corrupting influence. Sensing the Dragon's return, Interloper contacted the Defenders, the superhuman team to which Valkyrie belonged. Moondragon, her powers supported by those of the Dragon it-

self, attacked the Defenders. During the battle, the Valkyrie transported her life force and those of Andromeda, Interloper, Manslaughter, Moondragon and the Dragon into another dimension that lay between that of Earth and the realm of Death. In the process, all their physical bodies were destroyed.

In that other dimension, the Defenders continued the battle and finally proved victorious. However, due to the incompleteness of the mystical circle that enabled the spirits of the four Defenders to take on host bodies on Earth, the Dragon itself was able to return to Earth. Andromeda, Interloper, Manslaughter, and the Valkyrie, now joined by Dafydd ap Iwerth, a descendant of the Pendragons and spiritual heir of King Arthur, renamed their group the Dragon Circle. As the Dragon Circle, they joined Dr. Strange to defeat and apparently destroy the Dragon of the Moon.

Given the Dragon's nature and power, it seems unlikely that it has in fact been destroyed. When and how it will return to menace humanity anew remains to be seen.

DRAGON

STATISTICS:

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

Health: 110

Karma: 50

Resources: EX(20)

Popularity: 50

BACKGROUND:

Real Name: Dragon

Occupation: Game player, govern-

ment agent, ex-mercenary, ex-farmer

Legal Status: Citizen of Greater Britain

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Married

Known Relatives: Tanya Witinski (wife), Michael (adopted son)

Past Group Affiliations: Dragon's Claws

Present Group Affiliation:

KNOWN POWERS:

None

Equipment:

Machine Gun: 25 points of damage per burst; 10 bursts per clip. Range 7 areas.

Mini-missiles: 3 worn in helmet pack;

when fired from his gun, each does 40 points of damage to all within a 20' wide target zone up to 20 areas away.

Shortsword: Good damage

Body Armor: Remarkable protection from physical attack.

Nightscope: Typical vision in the dark

Talents: Leadership, Military, Strategy/Tactics, Guns, Marksman-ship, Swordfighting, Piloting

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Dragon is a man trying to retain his integrity amidst squalor and corruption. He is loyal to his friends, allies, and especially his ideals. Although he is devoted to Tanya, his marriage to her was destroyed by his return to uniform.

HISTORY

Dragon (his only name) was an orphan whose sole outlets were in athletics and combat disciplines. After an initial, tragic role with the Courtland Rangers, Dragon worked as a mercenary. After recovering from battle injuries, Dragon decided to form the Dragon's Claws. After the banning of The Game, he became a farmer and married Tanya Ritinski. When N.U.R.S.E. reactivated the Dragon's Claws, they decided to eliminate Dragon's family. Chance intervention by the Shrine saved Tanya, Michael, and her father. During the Dragon's Claws's rescue and the three-way firefight that resulted, the family was split up. Tanya's father was killed, Michael went with Dragon, and Tanya went with the surviving Shriners.

DIGIT

STATISTICS:

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

Health: 70

Karma: 86

Resources: RM(30)

Popularity: 20

BACKGROUND:

Real Name: Gan Ayerson

Occupation: Game player, government agent

Legal Status: Citizen of Greater Britain

Identity: Publicly known

Place of Birth: Scotland, Greater Britain

Marital Status: Single

Known Relatives: None

Past Group Affiliations: Dragon's Claws

Present Group Affiliation:

KNOWN POWERS:

Computer Brain-assist Module

Bionic Eyes: Normal vision

Equipment

Taser: Target must make Endurance FEAT against Good Intensity Stunning; range 1 area.

Stunwand: Target must make Endurance FEAT against Excellent Intensity Stunning; range contact only.

Gas-Gun: 20' cone of opaque knock-out gas of Good Intensity. Victims lose consciousness for 10-20 turns.

Talents: Amazing Reason in the field of computer hardware and programming. Other mechanical skills include Electronics, Electrical Engineering, and Repair/Tinkering. Fighting skills include Martial Arts D, Guns, Blunt Weapons, Explosives, and Piloting.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Digit acts more like a machine than a human. He is logical, analytical, and rarely emotional. He prefers nonlethal weaponry.

HISTORY

Digit was born a genius and given advanced educational training at an early age. By age 16, he was a leading computer authority. However, somebody tried to kill him. Digit would have died if not for the implantation of cerebral bionics he had previously designed. Digit retired at the WDC's order but he soon joined the Dragon's Claws.

MERCY

STATISTICS:

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

Health: 100

Karma: 50

Resources: IN(40)

Popularity: 40

BACKGROUND:

Real Name: Mercy Connaught

Occupation: Game player, government agent, vigilante

Legal Status: Citizen of Greater Britain

Identity: Publicly known

Place of Birth: Greater Britain

Marital Status: Single

Past Group Affiliations: Dragon's Claws

Present Group Affiliation:

KNOWN POWERS:

None

Equipment:

Daggers: Two carried in shoulder sheathes. 10 points of damage. Can be thrown 2 areas.

Machine Pistol: Does 20 points of damage per clip at a range of 3 areas when used as a machine gun. Does 15 points of damage at a range of 7 areas when used as a sniper rifle. 6 bursts of 6 bullets per clip.

Talents: Acrobatics, Tumbling, Martial Arts A and E, Guns, Marksman, Knives, Piloting, and Criminology. She is an expert on vigilantes and their tactics.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Mercy is a lethal firebrand who is trying to live down her vigilante past.

HISTORY

Mercy was born in 8135, the only child of industrialist Anton Connaught. Her only childhood interest was athletics. When her father was murdered in 8154, her skills came into play as she infiltrated The Game, seeking his assassins. She tracked down and killed the assassins. Although she was arrested for one of the murders, she was released to Dragon's protective custody.

She briefly returned to her vigilantism after the ending of The Game, but she quit when she realized she had killed an innocent woman. Now she is the enemy of other self-proclaimed vigilantes.

SCAVENGER

STATISTICS:

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

Health: 90

Karma: 50

Resources: GD(10)

Popularity: 20

BACKGROUND:

Real Name: Unknown

Occupation: Game player, government agent

Legal Status: Unknown

Identity: Publicly known

Present Group Affiliation:

KNOWN POWERS:

None

Equipment:

Shot Gun: 20 points of damage at a range of 3 areas; 10 shells per load.

Grenades: 30 points of damage to all in a target zone 30' wide. Can be thrown 3 areas.

Flame Thrower: 30 points of damage per turn, range 2 areas. Fire continues to do 10 points of damage per turn until extinguished.

Nightscope: Typical vision in the dark

Talents: Marksmanship, Guns, Martial Arts B, Strategy/Tactics, First Aid, Tinkering/Repairing, Tracking, Traps, Animal Training, Piloting, and Survival.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Scavenger is a quiet-spoken man who, despite his eccentric appearance, serves as the emotional anchor of the group. He is constantly scavenging things.

HISTORY

Little is known of his past, although his accent and features hint at an Australian aboriginal background. He led a varied life on the outskirts of society and the law. It was not until he joined the Dragon's Claws that he finally found a place.

STEEL

STATISTICS:

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

Health: 140

Karma: 66

Resources: GD(10)

Popularity: 40

BACKGROUND:

Real Name: Shonin Ikeda

Occupation: Game player, government agent

Legal Status: Japanese citizen

Identity: Publicly known

Place of Birth: Kobe, Japan

Marital Status: Single

Known Relatives: Shukei (father)

Past Group Affiliations: Dragon's Claws

Present Group Affiliation:

KNOWN POWERS:

None

Equipment:

Sword: Excellent damage.

Shoulder Spikes: Incredible damage

Boxing Spikes: Incredible damage

Talents: Piloting, Martial Arts B, Wrestling, Sword Master (Monstrous Fighting ability with his katana). Fluent in Japanese and English.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Steel is a firm believer in honor and acts as the moral conscience of the Dragon's Claws. He rarely uses firearms.

HISTORY

Steel was born in 8130 in a Japan dominated by crimelords. As he matured, his body developed superhuman muscles. He considered himself a freak fit only for The Game. However, his father, a Yakuza warlord, demanded his son serve him as bodyguard. When the Yakuza were overthrown by a people's revolt, Steel broke free of his father's domination. He rescued Dragon during the riots that followed, although he was injured himself. Dragon offered Steel a position as the team's blocker.

SCRATCH

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

Health: 32 Karma: 14

Scratch is Scavenger's dog and the team's mascot, although he hates Steel.

He bites for Typical damage, moves 2 areas per turn, and Tracks with Remarkable ability.

THE PIG

The Dragon's Claws's tank-like aerial transport.

Control	Speed	Body	Protection
EX	MN	IN	RM

KNOWN POWERS:

Heavy Machine Gun: Each of the 10 HMGs has a range of 10 areas and does 30 points damage per turn. Four have fixed, forward mounts; 6 are on swivel mounts on the top and sides.

Autocannon: Each of the 6 cannon has a range of 10 areas and does 40 points of damage per turn. Each is on a swivel mount, 2 on top and 2 on either side.

One-Man Flier: 5 of these are carried aboard The Pig.

Control	Speed	Body	Protection
TY	EX	RM	TY

HISTORY

The Earth of 8162 is an ecological and social disaster. The seas are drying up, and the animals are dying. Civil unrest runs rampant in the decimated streets. The World Development Council, the ruling body of the planet, developed The Game as a means of curbing social violence (just like the Roman Empire used the gladiatorial arena). The structure of The Game is simple: it involves hunter-and-hunted; nonlethal force was originally planned, but Game players' weaponry rapidly grew deadly. Eventually The Game became a free-for-all that was cancelled after one Game resulted in 56 deaths. One team, the Evil Dead, was responsible for 498 deaths by this time. The National Union of Retired Sports Executives (N.U.R.S.E.) was formed to deal with the problem of rehabilitating the forcibly retired Game players. No one suspected that Matron, N.U.R.S.E.'s leader, had more intricate plans for them.

The Dragon's Claws were one of the best teams in the league. Dragon, the leader, had picked each member for their skills, abilities, and, most important, their basic integrity, a quality most teams sorely lacked. After a Miami Game ended in a bloodbath, the Dragon's Claws withdrew from The Game and the members went their separate ways. Other

teams took less kindly to the banning of The Game. Many went on rampages. N.U.R.S.E. reactivated the Dragon's Claws specifically to deal with the outlaws. In the months that followed, the Dragon's Claws dealt with outlaw Game players such as:

- * The Wildcats (feline motif);
- * The Jesters (clown motif);
- * The Jones Boys (flamethrowers);
- * The Vanishing Ladies (invisibility costumes);
- * The Shrine (priests of archaic religions);
- * The Evil Dead (monstrous motifs).

They also took on other jobs as well, such as twice battling the robotic assassin Death's Head, and rescuing Raymond Golding, the WDC ambassador to Greater Britain. Golding would prove to be an important ally. The Dragon's Claws also uncovered N.U.R.S.E.'s inner corruption and decided to deal with the Matron and her Board of Directors. Coincidentally, the Evil Dead had also decided to kill the Matron even as the Matron was murdering her own Board of Directors. Although the Matron managed to kidnap and psychically torture Dragon and the Evil Dead's leader, she was killed by Death Nell, another of the Evil Dead.

Following N.U.R.S.E.'s collapse, Golding convinced the WDC to hire the Dragon's Claws as international peacekeepers.

STATISTICS:

F MN(75)
A UN(100)
S CL3000
E CL3000
R CL1000
I CL1000
P CL1000

Health: 6175

Karma: 3000

Resources: CL3000

Popularity: N/A

BACKGROUND:

Base of Operations: Beneath the Diablo Mountains of California

Past Group Affiliations: Celestials

Present Group Affiliation:

KNOWN POWERS

Biophysical Control: Class 2000 ability to alter genetics and induce mutations.

Clairvoyance: Class 1000

Energy Control (all forms): Class 1000

Energy Emission (all forms): Class 1000

Immortality: He cannot be slain; if reduced to 0 Health or Endurance, energy can be drained that forces him into suspended animation.

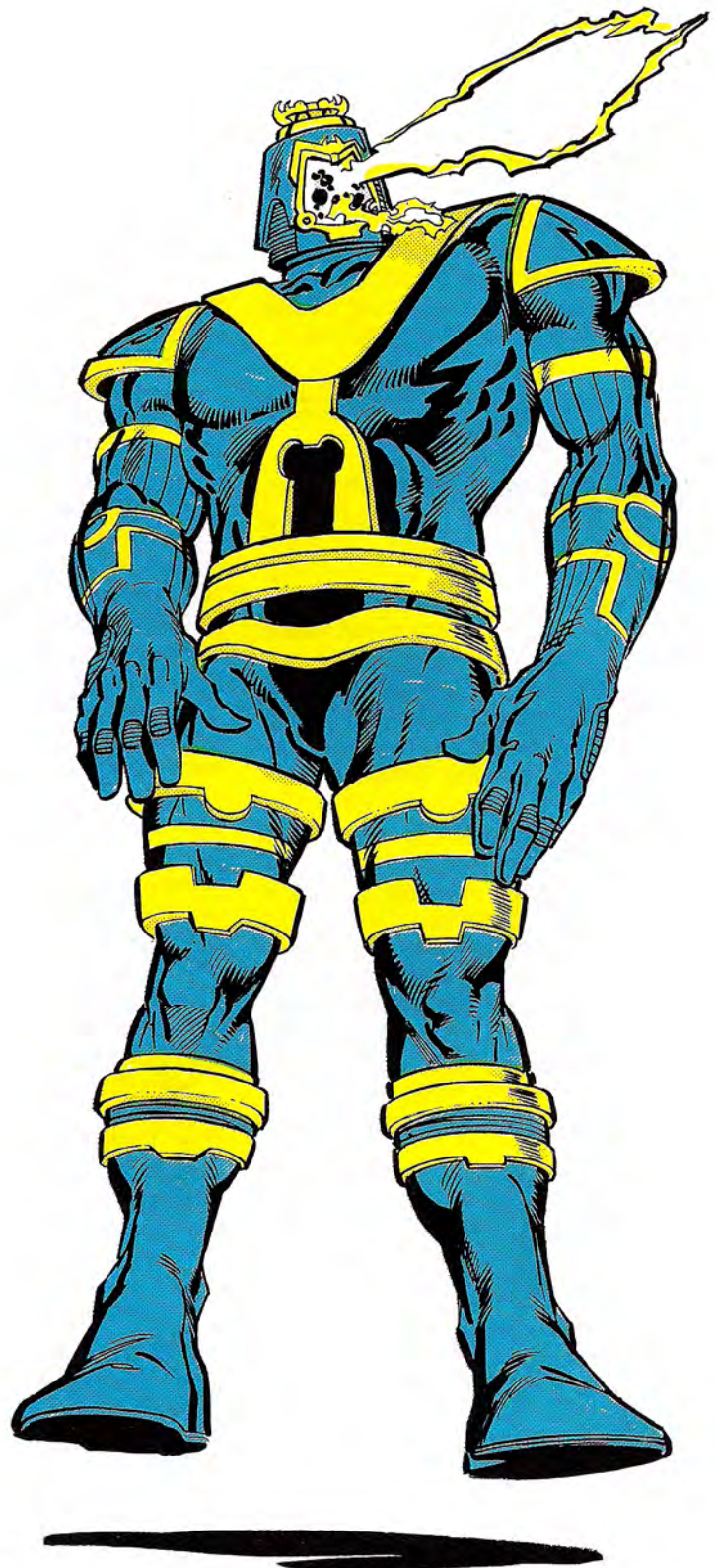
Invisibility (Telepathic): Class 1000 ability to make mortals ignore his presence.

Invulnerability: Class 3000 rank protection against physical or energy attacks.

Telepathy: Class 3000 rank, mostly used to communicate with other Celestials.

True Flight: Class 5000 speed (100x lightspeed).

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

The Dreaming Celestial is primarily concerned with regaining his freedom, but he is hampered by his absolute immobility. Consequently, he must rely on intermediaries to regain his freedom. He cannot act until some being gains possession of the vial and releases the energy contained within. At that time he can use his telepathy to begin to take control of whoever has possession of the vial. Only after the motivating energy is returned to the Dreaming Celestial's form can he become active.

HISTORY

The Dreaming Celestial, also known as the great Renegade, is a member of the Celestials, the virtually all-powerful extradimensional race who have conducted genetic experiments on the dominant races of many planets, including the humans of Earth. The Dreaming Celestial has an actual name but it has been obliterated from any known records. The Dreaming Celestial was a member of the Second Host of Celestials which brought about the great Cataclysm that decimated the Atlantean world. According to one account, the Dreaming Celestial is the greatest of the Celestials. Possibly the Dreaming Celestial is the most powerful of the Second Host, although it seems highly unlikely that that his power exceeds that of such Celestials as the immense Exitar, who dwarfs even Arisheim in size and might.

The Priesthood of Earth's Deviants, a genetic offshoot of humanity, allege it was the Dreaming Celestial

alone who was responsible for the creation of their race and this was for this reason the rest of the Second Host punished the Great Renegade. In fact, Earth's Deviants had been created by Ziran the Tester, and the Celestials have created other races of Deviants, such as the Skrulls and Dire Wraiths. Hence the nature of the Dreaming Celestial's crime remains a mystery. It is definitely known, however, that at the time of the Second Host's visitation to Earth, the rest of the Second Host discovered that the Dreaming Celestial had committed a grievous crime "against life itself." The Great Renegade is said to have rebelled against the rest of the Second Host but was finally defeated in a great battle in space. The Great Renegade, or perhaps only his armor, was once golden in color; after his fall, the color became black.

The rest of the Second Host is said to have been unable to destroy the renegade. Hence they removed him from energy of an unknown nature which appeared to be a vital part of his life essence and sealed it within a vial that could only be opened with a unique form of key. The vial was placed within the Pyramid of the Winds, hidden within Earth's Arctic regions. The departing Host took the key with them when they left Earth. The Renegade himself was placed into an endless dreaming sleep and buried below what are now the Diablo Mountains of California.

After the Fourth Host of the Celestials arrived on Earth in recent years, Lord Ghaur, leader of the Deviant priesthood, arranged for Deviant underlings to invade the Celestials' mothership and make a duplicate of

the key. Ghaur then recovered the vial from the Pyramid of the Winds. He unlocked the vial with a key and absorbed the energy within, thereby giving himself the size and power of a Celestial. In this form Ghaur intended to lead the Deviant attack on the rest of the Celestials. However, soon to Ghaur's horror, he fell under the mental control of the Dreaming Celestial, who forced him to fly to the Diablo Mountains and begin digging to release him from his tomb. Members of the Eternals, another offshoot of humanity created by the Celestials, joined forces with the Avengers to form a being of immense power called the Uni-Mind. The Uni-Mind separated Ghaur's consciousness from his body and set it adrift in space. The Uni-Mind then extracted the Celestial energy within and placed it back within the vial. The body then shrank to apparent nothingness. Other Celestials had been aware of the Renegade's attempt to free itself and would apparently have intervened had it been necessary.

The Dreaming Celestial remains imprisoned but still seeks a means of release. It is known that a "time bubble" surrounds Earth between 17 and 37 years in the future, making time travel to those years almost entirely impossible. It is believed by the Council of Kangs that somewhere in this period there exists a weapon that was created by the Dreaming Celestial, a weapon powerful enough to wreak havoc throughout all existing universes. As yet, nothing more is known about this weapon or how the Dreaming Celestial awakened to create it.

STATISTICS:

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

Health: 70

Karma: 46

Resources: EX(20)

Popularity: 0

BACKGROUND:

Real Name: Renee Deladier

Occupation: Head of a criminal organization distributing addictive drugs

Legal Status: Citizen of France with no known criminal record

Identity: Known within the French criminal underworld

Place of Birth: Unrevealed, presumably in France

Marital Status: Unrevealed, apparently married at least once in the past

Known Relatives: None

Base of Operations: Chemin des Rosailles, to the north of Marseilles, France

Past Group Affiliations: Head of her own criminal organization

Present Group Affiliation:

KNOWN POWERS:

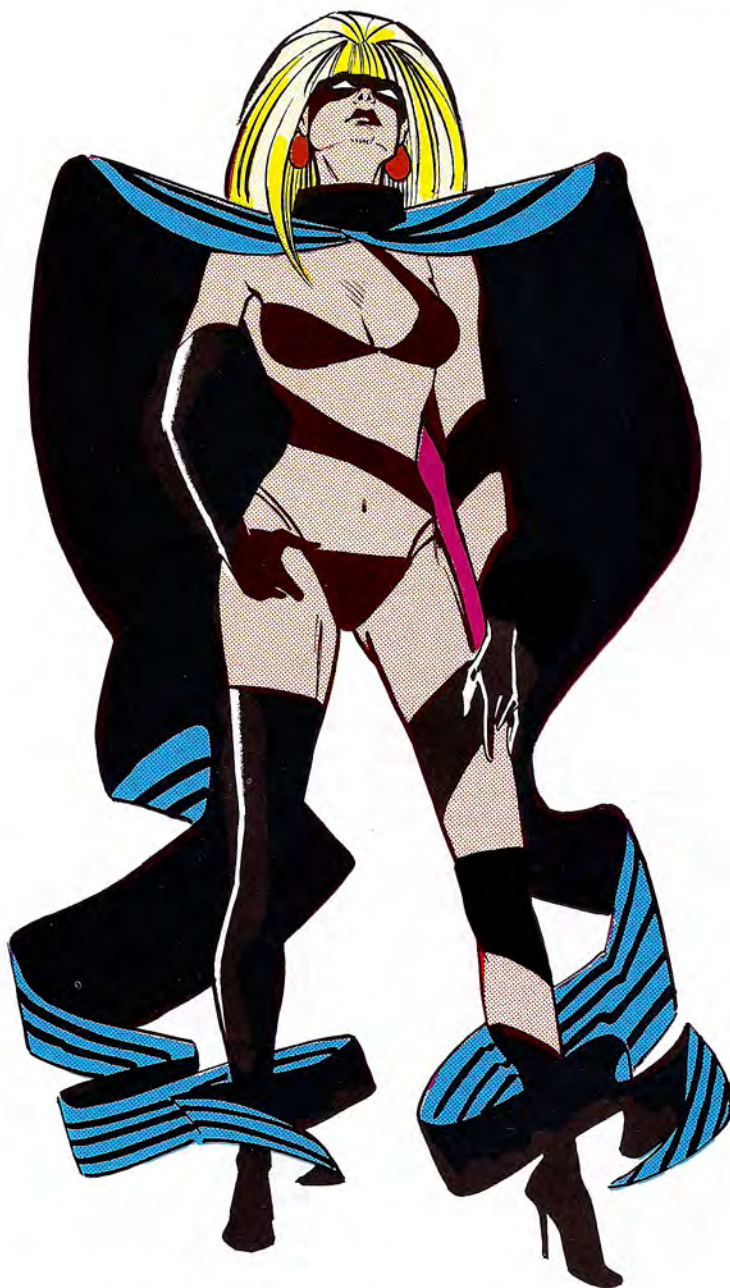
Ordinarily, Ecstasy possesses no superhuman powers. However, she has at times possessed a variation on the darkforce powers of Cloak.

Gateway: When using her power, Ecstasy possesses the Unearthly-rank ability to mentally create an aperture into a dimension composed of an insubstantial featureless, intense black material of an unknown nature. The material offers no visual cues as to its surface, even when it is viewed against the background of the Earth dimension. However, it has been noted that the dark dimension has a direction of orientation (corresponding to Earth's "up and down") and that time passes there, perhaps much faster than in Earth's dimension. This black material may be related to the black substances and energies manipulated by other superhuman beings, such as The Shroud or Darkstar.

Ecstasy is also able to teleport herself from one place to another in the Earth dimension by entering the dimension of darkness herself, traversing a distance, and emerging back into the "real" world. In this way, she can cover 40 areas each round. She can theoretically take along other people, or she can "teleport" other people or objects (up to 20 areas) by projecting them through the dimension while she herself remains in the Earth dimension, as does Cloak. Ecstasy shares Cloak's

ability to perceive the Earth dimension in some manner while in the dimension of darkness, as she suffers no disorientation upon re-emergence and can arrive in some area she has never before seen with no chance of accidentally appearing while embedded in some solid object.

Spirit Vampirism: Ecstasy constantly feels a hunger of Remarkable intensity which urges her to seek out living victims and project them into the dimension of darkness, there to



serve as food for some powerful malevolent being. Ecstasy believes this being to be the source of the powers that she and Cloak share. Unlike Cloak, Ecstasy has no compunctions about seeking out living beings to project into the dark dimension. Were Ecstasy to decide to resist the hunger, she would have to make a Remarkable-intensity Psyche roll, first after 12 hours of spirit-fasting, then again after another 12, then after another six, another three hours after that, and so on, the checks growing closer. If she fails any of these checks, she must seek out 1-10 souls immediately. If she should fail a second roll before finding the sacrifice, she might herself be consumed by the entity.

Intangibility: Ecstasy can slip into intangibility, providing Monstrous-rank Body Armor against all other attacks except light-based or some magical energies, against which she has only Good protection. This intangibility is not Ecstasy's usual state, as it is with Cloak. Indeed, Ecstasy must make a green Power FEAT roll every time she tries to make use of it.

Darkforce Generation: Ecstasy is able to draw forth the essence of the dark dimension and release it on Earth. It is from this dark material that she makes her costume. Although the aperture she uses to do this could theoretically be formed anywhere within her field of vision, she has always used the costume to help define the area of the aperture. Ecstasy has a stronger control over this material than Cloak, and she can form the dark material into a solid, manipulating it as if it were tentacles coming from her body. Ecstasy can give the dark stuff Amazing material-strength solidity, and exert Excellent strength through it. There are no limits as to how many "tentacles" she can form.

Shadow Casting: In addition to drawing on the powers of the dark dimen-

sion to generate the Darkforce, Ecstasy can nullify mundane sources of light with Excellent effectiveness, and magically-based light with Poor effectiveness.

Talents: Deladier is a natural leader, and has the Business/Finance skill.

Contacts: Ecstasy is the head of a criminal organization, and is considered to have Criminal connections.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Deladier is a ruthless criminal. She enjoys wielding power and makes no apologies about doing so. She maintains her criminal holdings by her track-record as a winner rather than by any bond of trust between her and her subordinates. Ecstasy not only accepts her powers when she has them, she revels in them. She is perfectly happy to sate the darkness' hunger, and if the victims she picks are useful for her purposes, so much the better.

HISTORY

Renee Deladier, who calls herself "Ecstasy," is the head of a criminal organization based in Marseilles, France which distributed a newly-developed addictive drug, also known as "Ecstasy" due to the temporary sensations it provides. (The French government has not yet outlawed the possession and distribution of this drug despite its potentially harmful effects.)

While in France, the vigilante known as Cloak tracked down and confronted Madame Deladier, and attempted to use his superhuman powers to transport her into the so-called dimension of darkness as punishment for her crimes. To Cloak's astonishment, Deladier forced him into the dimension instead. The sentience within the dimension of darkness had chosen Deladier to serve as its new instrument for "feeding" it with the life forces of living human beings, since Deladier did not share Cloak's moral qualms about doing so. Thus, Deladier took on Cloak's powers, and Cloak himself, once again an ordinary human being, was trapped within the dimension of darkness.

Sensing Cloak's agony, the sorcerer Doctor Strange entered the dimension of darkness to rescue him. There Ecstasy attacked both Strange and Cloak. Strange projected an intense mystical light from his amulet's Eye of Agamotto. Seeking to absorb this light, the sentience of the dimension withdrew Ecstasy's powers, causing her to collapse into unconsciousness. Strange created an interdimensional portal leading back to Earth and ordered Cloak to escape through it and take Ecstasy with him. Once they were safe, Strange himself returned to Earth, closing the portal behind him, just as the light from the Eye of Agamotto began to wreak havoc in the dimension of darkness, which was unable to absorb the mystical radiance.

Back on Earth, Cloak regained his superhuman powers, and Strange convinced him not to turn them against Ecstasy. Months later, Ecstasy again took possession of Cloak's powers after Cloak had disappeared from Earth.

STATISTICS:

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

Health: 100

Karma: 36

Resources: Vary from FB(2) to RM(30)

Popularity: -14

BACKGROUND:

Real Name: Maxwell Dillon

Occupation: Former lineman for Consolidated Edison, now professional criminal

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

Identity: Publicly known

Place of Birth: Endicott, New York

Marital Status: Divorced

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: One-time partner of Dr. Octopus, Sandman, Kraven, Vulture, Mysterio ("Sinister Six"), Leapfrog, Matador, Gladiator, Stilt-Man ("Emissaries of Evil"), Sandman, Wizard, Trapster ("Frightful Four"), Blizzard, and the Purple Man

Present Group Affiliation:

KNOWN POWERS:

Electro, a textbook example of a super-powered criminal, has developed his one straightforward power toward a number of subtle uses.

Electrical Generation: Electro has the ability to generate and channel upwards of 100,000 volts, delivering incredible damage to grounded targets, Good damage to insulated or otherwise ungrounded targets. Electro's range is 5 areas, and he enjoys a +1CS to hit. Electro can also discharge his attack at closer range, increasing his damage. His bolts do Amazing (or Excellent) damage to characters in the same area, and if Electro manages to actually grapple his opponent, he can deliver Monstrous damage, against which no opponent is ungrounded. Electro has developed a number of power stunts.

Electro can ride lines of high electro-magnetic potential (such as power lines) with Monstrous ground speed (9 areas/round). He has recently demonstrated the ability to ride bridges of electricity that he himself creates, allowing him to fly in the same way that Iceman uses his icelides, at Excellent ground speed (5 areas each round). This mode of travel once exhausted Electro rapidly, but he can now travel in this manner for a half hour at a time (at 75 miles per hour) without tiring.

Electro can "feel" the course of electricity through the circuitry of any electrically-powered device. By succeeding in an Amazing-intensity power FEAT against the rank of Reason required to build the device (or against the Endurance of the device if the machine has an Endurance), Electro can take control of the device. His control is not capable of fine manipulation: he can disconnect alarm systems, overload a subsystem, or perhaps control a computer in a very limited fashion. Producing a



recognizably human voice over telephone wires would be beyond Electro's skills.

Electro can channel his powers into his own muscle tissue, producing controlled galvanic responses. By these means, he can temporarily increase his Strength to Remarkable, but doing so causes Electro Typical damage, and his body would never be able to endure extended feats of strength (such as supporting a great weight) at that intensity. On the other hand, if Electro is somehow drained of power, his Agility and Strength drop to Typical, with corresponding drop in Health.

Electro can use electricity to keep himself in good health. His recuperative powers are astonishing, and with a sufficient power source (such as the power generators at Niagra), Electro can "burn out" virtually any disease from his body, up to and including cancer.

Invulnerability: Electro has Class 1000 Resistance to all forms of Electrical energy, and Excellent Resistance to other forms of energy.

Talents: Electro has no significant talents.

Contacts: Dillon has served as partner or agent of a wide variety of villains, and is on tolerably good relations with most of them. He is otherwise well-connected in the criminal underworld.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Electro is the stereotypical "professional criminal." Dillon has proven himself time and time again to be a "team player," trustworthy as regards his end of an assignment and willing to support his partners in a fight. These days, however, he's soured on teams, bearing in mind several bitter defeats he's suffered while working with others. Electro's

personality is largely unchanged. However, he's a thief and an extortionist more than a killer, and he will usually keep his word when it is marginally convenient to do so.

HISTORY

Maxwell Dillon was a high-wire lineman for New York's major electrical power company. While holding power lines that were still connected to their spool, Dillon was struck by lightning. The unusually configured magnetic field that was generated by the wound spool of one-inch cable and the live, high-tension wires caused a body-wide mutagenic change in his nervous system. This change transformed him into a living electrical capacitor, powered by the microfine rhythmic muscle contractions that normally regulate body temperature. Donning a colorful disguise and calling himself Electro, Dillon decided to use his power for personal gain.

Electro's first and most frequent nemesis is Spider-Man, although he has also fought Daredevil, Captain America, and the Fantastic Four. Not particularly imaginative, Electro generally has employed his powers for robberies, extortion, or revenge. He has served several prison sentences and has had his powers investigated at Project Pegasus. After yet another humiliating defeat at the hands of the Shocker and Spider-Man, Electro is currently in prison, held in a special electrically non-conductive cell, plotting his next escape.

STATISTICS:

F EX(20)
A PR(4)
S MN(75)
E CL5000
R Y(200)
I CL3000
P CL1000

Health: 5099

Karma: 4200

Resources: Inapplicable

Popularity: -5 (50 among those aware of Eon's presence)

BACKGROUND:

Real Name: Eon

Occupation: Cosmic custodian

Legal Status: None

Identity: Eon's existence is not known to the general populace of Earth

Place of Birth: Outer space

Marital Status: Not applicable

Known Relatives: Eternity, Celestial Axis, and Time (parents), Death (uncle/aunt), and Galactus (uncle)

Base of Operations: Real universe

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Eon is a cosmic entity, tapped into and drawing powers from the Cosmic Axis and the very fabric of space-time. As such, Eon has significant cosmic powers.

Energy Manipulation: Eon may manipulate energies at Class 1000 level, which Eon may channel as:

* Shift X Resistance against any two attack forms at a time

* Any sensory power at Shift Z intensity

* All Elemental and Energy Control powers at Unearthly rank

* Body Control powers at Shift X intensity

Teleportation: As a scion of Eternity, Eon can teleport around the universe, or the worlds in any number of pocket dimensions and alternate realities at will, using his Class 5000 teleportation ability.

Body Manipulation—Others: Eon can invest others, usually the Champion of the Universe, with permanent powers. Eon is limited to any powers or attributes, up to Monstrous rank. This permanent investment requires Eon to spend Karma equal to 5 times



the rank number of the increased power or attribute. Eon can also choose to invest others with powers on a much more short-term basis, say for a day or two. These bestowings do not cost Eon any Karma. Eon may be responsible for the Omega Force, the mysterious source of Captain Universe.

Talents: Eon has virtually every scientific skill, allowing him +1CS when inventing or repairing any device.

Contacts: Eon can call on the Champion of the Universe for aid whenever necessary. As a cosmic entity, Eon is aware of all other cosmic entities, and vice versa. Thus, if Eon were in peril, Eternity or the Cosmic Axis might come to Eon's aid.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Eon is a mysterious, powerful force. Eon considers his actions carefully, and he is deliberate and moderate in his activities. Paying attention to most of the universe at once, Eon sometimes appears to be absent-minded.

HISTORY

Eon is a sentient, quasi-physical entity, roughly 20 feet in height, that resembles a tree with certain humanoid features and possesses great power and considerable knowledge of the cosmos. Almost as old as the universe itself, Eon was among the first sentient entities formed in the wake of the Big Bang and has existed for 8 billion years. Eon claims to be the offspring of Eternity, which is the entity that embodies all life forces in the universe, the Celestial Axis, which is the pattern of organic energy threading itself through the known universe, and Time itself, which appears to be another aspect of the entity called Eternity.

Until quite recently, Eon dwelled in a pocket dimension adjacent to Earth's universe, from which it could observe this universe. However, Eon can materialize anywhere in the universe it chooses.

Eon appears to be a sort of cosmic custodian that monitors life in the universe. Beings with an abundance of power particularly attract Eon's attention. Eon is believed to be responsible for certain phenomena on Earth, a planet that lies along the Celestial Axis. Eon apparently had something to do with certain other dimensions in which beings of godlike powers dwell. (In most of these dimensions, the Celestial Axis manifests itself as a physical object. In the dimension of Asgard, for example,

the Celestial Axis becomes Yggdrasil the World Tree.)

Eon's principal function is to nurture the evolution of the sentient life forms of the universe and to maintain conditions conducive to life within the universe. Eon regards Earth and its human denizens as having particular importance to the history of the universe. Eon regards the present time as a crucial one in Earth's history due to the emergence over recent decades of growing numbers of superhuman beings. Eon believes that a superhuman race is quickly evolving on Earth that will bring a "golden age" to the universe as a whole.

One of Eon's major functions is the appointment of a protector of life in the universe. Since its creation, Eon has anticipated major threats to life and has chosen champions to defend the universe against these threats. It is not known how frequently Eon appoints these protectors, if there is a virtually unbroken progression of them, or if they are only selected when the need arises. Eon has appointed numerous such guardians, selecting them from various sentient races, including one from the Elan. All but one of these champions wore devices called quantum-bands that Eon created that enable the champions to manipulate energy at will. Eon has also bestowed other powers upon the guardians it has chosen. The first champion of life that Eon appointed was Glakandar, about 5 billion years

ago.

In recent years Eon selected Captain Mar-Vell of Kree as a protector of the universe. Mar Vell, who distinguished himself both in the Kree military and as a defender of Earth was appointed protector to combat the menace of Thanos, one of the Eternals of Titan, who sought to destroy the universe. Mar-Vell led the Earth's staunchest champions against Thanos, who ultimately was defeated by them. Eon granted Mar-Vell the heightened consciousness called "cosmic awareness" to aid him in his crusade against Thanos. Mar-Vell was the only one of the champions chosen by Eon who did not wear the quantum-bands, which had fallen into the possession of the costumed crusader known as Marvel Boy.

Following Mar-Vell's death from cancer, Eon selected Wendell Elvis Vaughn, also known as the costumed champion Quasar, as the next protector of the universe. Quasar had already acquired the wristbands following Marvel Boy's death. Eon told Quasar that he was to defend both the universe and Eon itself from an unidentified menace to them both that originates on Earth. To better protect Eon, Quasar brought Eon back to Earth, and has concealed it in an office in Four Freedoms Plaza in Manhattan. Eon remains there at this time, advising Quasar in his mission against the unidentified menace.



STATISTICS:

F	CL5000
A	CL5000
S	CL5000
E	CL5000
R	CL5000
I	CL5000
P	CL5000

Health: 20,000

Karma: 15,000

Resources: CL5000

Popularity: 0 (100 for those aware of Eternity's existence)

BACKGROUND:

Real Name: Eternity

Occupation: Abstract concept of the Universe

Legal Status: None

Identity: Eternity's existence as an extended object is not accepted by the general populace of Earth

Place of Birth: Not applicable

Marital Status: Not applicable

Known Relatives: Galactus (brother), Death (sibling), Eon (child)

Base of Operations: Not applicable

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Eternity is the spirit of the Universe. As such, he may perform any Power at Class 5000 ability, though he does not do so with any regularity. Eternity's humanoid form is an artificial manifestation and cannot be perceived unless Eternity wishes to converse with a humanoid.

Talents: Not strictly applicable. Eternity knows everything, and does not need Column Shifts when attempting FEATs.

Contacts: Eternity's actions and state is observed by most of the Earth dimension's cosmic entities and sorcerers, many of which would come to Eternity's aid were it to require it.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Eternity is the sum total of life in the universe and is therefore not the easiest character to argue with. When Eternity appears to lesser beings, matters must be grave indeed and those beings would be wise to listen to what Eternity has to say. It is beyond emotion, beyond vengeance, and beyond gratitude.

HISTORY

The origin and precise nature of the abstract being known as Eternity are unknown and unknowable. It is the sum total of collective consciousness of all living things in the universe, the embodiment of their life as Death is the embodiment of the ending of that life.

Unlike Death, which Eternity refers to as its sibling, Eternity does not often take an active hand in the dealings of the trillions of lives that make up its total. However, since controlling the being Eternity allows the controller to wield Eternity's unlimited Powers over the beings that make it up, this entity is a target for extradimensional attackers of various abilities. Usually Eternity can deflect such attacks without significant exertion, but on occasion has had to bring its own servants into play. While not as organized as the "death- gods" that serve Death, these servants are usually powerful individuals, such as Doctor Strange,

who may combat the attackers on their own mortal levels. These servants have a vested interest in seeing Eternity survive intact, as Eternity makes their very existence possible.

Such was the case when the powerful extradimensional being known as Nightmare attempted to seize Eternity from the inside, using all sleeping sentient beings (usually one third of the total lifeforms in the universe and therefore a powerful minority of Eternity) to drive Eternity to sleep, and there by putting all of Eternity under Nightmare's control. In this state, Eternity was induced to dream planet Earth's obliteration. Doctor Strange, who possessed the Gift of Extended Life, did not die, and journeyed to Nightmare's realm, there to free Eternity and persuade him to recreate Earth.

As Eternity is the sum total of all living forces, destruction of Eternity may eradicate the game universe and with it all other quasi-physical entities. Death and Eternity exist as partners, not competitors, and Death has never shown any rivalry against its "sibling." Eternity, for its part, has rarely shown any interest in the pieces that make it up, though if given sufficient threat (on the level of the Beyonder) would willingly sacrifice part of its infinite existence (and the planets, stars, and lifeforms that make up that existence) to foil such a foe.

STATISTICS:

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

Health: 36

Karma: 26

Resources: EX(20)

Popularity: 0

BACKGROUND:

Real Name: Sheikh Farouk al-Fasaud

Occupation: Former oil minister of the kingdom of Aqiria

Legal Status: Citizen of Aqiria

Identity: The general populace of Earth believes Fasaud to be dead

Place of Birth: An unrevealed location in Aqiria

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Aqiria

Past Group Affiliations: The government of Aqiria

Present Group Affiliation:

KNOWN POWERS:

Fasaud can transform himself from a physical being to an electronic image, a "living television picture." As such, he has a wide variety of abilities.

Body Transformation—Self: The villain known as Fasaud has the Incredible ability to transform himself into electrical energy. This form gives him the following abilities:

- * Unearthly Flight (40 areas each round) through a conductive medium such as air or water

- * Amazing Phasing through conductive material

- * Monstrous rank Physical Invisibility to those who cannot sense electrical energy

- * Agility and Endurance increases to Amazing rank, with appropriate increases in Health

- * Resistance to most attacks. Fasaud enjoys Amazing Resistance to Physical attacks, Monstrous resistance to electrical attacks, and Incredible Resistance against other energies

- * Fasaud can inhabit and take Amazing control over any machine

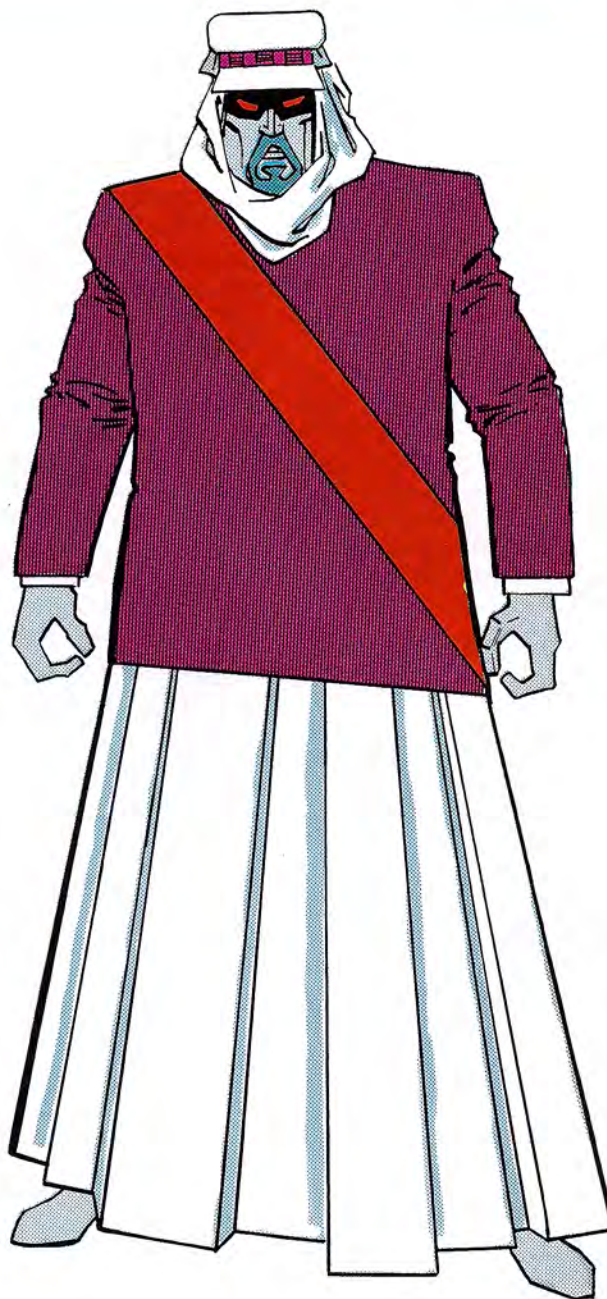
that he can understand. (If in doubt, the Judge should roll a Reason FEAT against the rank of Reason necessary to build or modify the device in question.) Once inside a machine, Fasaud has whatever fine control he might need, and moves the equipment like he might move his own body

- * If Fasaud solidifies part of his body, he can attempt to grapple with an opponent. On a successful hit, Fasaud delivers Incredible damage to his victim every round the grapple is

maintained

Talents: Fasaud is a keen businessman as well as a powerful sheikh. He is considered to have the Business/Finance skill, and is +1CS to hit with daggers.

Contacts: Fasaud would presumably have influence in the Aqiria government should he return there.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Fasaud is corrupt, arrogant, and more than a little chauvinistic against non-Arabs. He's rich, he's powerful, he has connections with his government, and he knows it. He finds the use of his powers exhilarating, but is not rash with them.

HISTORY

Sheikhh Farouk al-Fasaud, who was thought to be the wealthiest man in the world, was the oil minister of the small Arab kingdom of Aqiria known for its rich oil resources. The sheikh was said to be the most influential person involved in OPEC, the organization of oil-producing Arab nations, yet for years only people at the highest levels of certain governments knew the extent of the sheikh's role in OPEC.

This situation changed when Gre-

gory Dunbar, a reporter for CBS, launched an investigation into the sheikh's activities, many of which proved to be unscrupulous. Dunbar's reports circulated around the world, leading to a full-scale media investigation of the sheikh. As a result, the sheikh lost considerable influence. Holding Dunbar responsible, the sheikh came to the television studio in Aqiria where the reporter was working and tried to kill him with a dagger. When Dunbar dodged the attack, the sheikh accidentally struck a television camera with his knife, somehow causing an electrical accident that drew all the power in the studio into the sheikh's body. However, instead of killing him, the accident somehow transformed him into the being now known as Fasaud, who has been described as a living television image.

Dunbar, who witnessed the transformation, fled and eventually ended up working in CBS's New York City bureau. King Khafir of Aqiria publicly claimed that he had discharged Fasaud from his post as oil minister, and that Fasaud was harassing his government as a result. In fact, however, Khafir and Fasaud secretly remained allies. Moreover, officials of the United States government knew of Fasaud's continuing role with the Aqirian government. Since at that point the United States could not

publicly send space shuttles into flight (the model NASA was using had been involved in a catastrophic disaster), the government was secretly making shuttle flights into space from Aqiria, with the approval of Khafir. These flights were intended to transport military equipment into space.

The Fantastic Four clashed with Fasaud when he attempted to kill Dunbar in New York City. Two members of the team, the Thing and Ms Marvel, journeyed to Aqiria to search for Fasaud only to be defeated and captured by him. The Thing and Ms Marvel escaped into outer space aboard the shuttle. Fasaud transmitted himself into space and took command of an American satellite armed with "Star Wars" laser weaponry. It was this same satellite that Fasaud had used to transmit himself around the world. Fasaud attempted to destroy the shuttle with the satellite's weapons, but the Thing destroyed the satellite instead. Fasaud then transmitted himself into the shuttle itself, but the Thing short-circuited all of the electrical equipment he could locate in the shuttle, thereby apparently destroying Fasaud. The shuttle crash-landed on Earth, but both the Thing and Ms Marvel survived. However, whether or not Fasaud has truly been destroyed remains to be seen.

STATISTICS:

F AM(50)
A RM(30)
S UN(100)
E X(150)
R PR(4)
I EX(20)
P MN(75)

Health: 330

Karma: 99

Resources: FB(2)

Popularity: -75

BACKGROUND:

Real Name: Fin Fang Foom

Occupation: Potential Celestial Bureaucrat

Legal Status: Wanted by the Red

Chinese government

Identity: The general population of Earth does not believe in Fin Fang Foom's existence.

Place of Birth: China

Marital Status: Single

Known Relatives: None

Base of Operations: China

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Fin Fang Foom is a Chinese Dragon, one of the most powerful creatures on Earth, marginally magical and impressive like nothing else terrestrial.

Growth: Fin Fang Foom has Shift Z Growth, at 150 ft tall and at +4CS to be hit. When on all four legs, Fin

Fang Foom takes up from 3-6 areas. Because Fin Fang Foom's enormous size is magical, this Growth rank does not substitute for the dragon's Unearthly Strength when it attempts Strength FEATs.

Claws: Fin Fang Foom has claws, which allow him to make edged attacks if it desires.

True Flight: Fin Fang Foom's enormous wings propel it at Typical airspeed (90 miles per hour). It can travel at this speed indefinitely without tiring and has demonstrated an ability to cross the Pacific Ocean.

Armor: The dragon's hide offers Shift X Resistance to Blunt attacks; Unearthly Resistance to Physical Edged, Shooting, Fire, Disease and



Acid; Monstrous Resistance against other "natural" energies, such as electricity or sonics, many poisons, or any eldritch attack; and Amazing Resistance against any other type of energies, such as the Darkforce.

Acid Cloud: Fin Fang Foom's acid breath can cover any three contiguous areas, at a range of 5 areas from its head. The acid does Incredible damage, or Amazing damage against metal objects, against all characters and objects in those areas.

Tail: Fin Fang Foom's tail can give it a second attack each round, doing Amazing damage, and extending three areas behind the dragon.

Telepathy: Fin Fang Foom employs a limited form of telepathy to communicate with mortals. This communication is such that the dragon can detect lies on a successful Intuition roll against the intensity of the liar's Psyche. Any creature foolish enough to make eye-contact with Fin Fang Foom must make a Psych FEAT roll against Monstrous intensity to avoid being charmed by the dragon, exactly as if Fin Fang Foom had hypnotized the character.

Vulnerability: Fin Fang Foom is acutely vulnerable to certain poisonous herbs and potions. To know of an appropriate poison, a character must have Occult Lore or Mystic Background, or a Trivia Talent regarding Chinese mythology. A character must also have the Biology skill to recognize and locate the obscure herbs and ingredients for the potions. Such poisons induce sleep or paralysis, rather than death, in Fin Fang Foom. Against them, it has no Resistance and its Health is reduced to 33 points if such is currently higher than that.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Fin Fang Foom is hardly stupid, but it is rash and prone to seek the simplest and most direct solutions to problems, such as hunting down annoyances and killing them. Fin Fang Foom is not human in any sense, and its thoughts are alien and (according to Chinese mythology) semi-divine.

HISTORY

Fin Fang Foom is a gigantic dragon, approximately 15 stories tall whose origin is unknown but who is known to have lived in ancient China. Fin Fang Foom possesses vast superhuman strength, can fly using its enormous wings, is virtually indestructible, and can produce acid mist from its mouth without harm to itself. Fin Fang Foom is a sentient being and has been depicted as capable of speech, although it is more likely that it actually communicates telepathically.

Fin Fang Foom's first recorded appearance in modern times took place nearly 30 years ago. Chan Liuchow, the son of a Chinese father and an American mother, was a student of ancient Chinese history and legends. He lived on the island of Taiwan. Taiwan, also known as Formosa, was the last major outpost of the Chinese Nationalist government, which had been overthrown on mainland China in its Communist Revolution. Chan's father was fervidly opposed to Communism and was angered by his son's refusal to join the Chinese Nationalist Army which he hoped would oppose the mainland government.

Chan, however, secretly had his own plan for battling the Chinese Communists, who were then preparing an invasion force to conquer Taiwan. He had read the legends of Fin Fang Foom and believed that the monster was real. Chan went to mainland China in a small sailboat and made his way to a crypt guarded by a primitive tribe who were unaware that it was the entryway to a tunnel leading to the dragon's lair. Chan entered the crypt and found a tunnel that lead under the Great Wall

of China to the enormous cavern in which Fin Fang Foom slept. Apparently, the dragon had been sleeping there for centuries, presumably having been cast into unending sleep by a certain herb. Having read about them in an ancient manuscript, Chan had brought samples of both this herb and another which, when brushed against the dragon's lips, could awaken the creature. Chan used the herb to wake Fin Fang Foom but then announced his intention to put him to sleep again. Enraged, the dragon pursued Chan, who fled on horseback, leading the monster to the coast, where the Communist invasion force was massed. Fin Fang Foom wreaked havoc, destroying the invasion force in his furious effort to find and kill Chan. His mission thus accomplished, Chan returned to the crypt with Fin Fang Foom close behind. Back within the dragon's lair, Chan managed to brush the dragon's lips with the herb that cast him again into a deep slumber. Chan returned to Taiwan and eventually emigrated to the United States.

Years later, Fin Fang Foom awoke once more, and aided the monstrous It, the Living Colossus in defeating the invasion force of the alien Stonians, also known as the Gargoyles of Stonus V. Having driven off the aliens, Fin Fang Foom returned to his lair in China. Recently, Jormungand, the Midgard Serpent of Norse mythology, assumed the guise of Fin Fang Foom for an encounter with a number of Frost Giants and the Asgardian god Thor. However, the real Fin Fang Foom is a separate entity from the Midgard Serpent. Since the Midgard Serpent's demise, Fin Fang Foom came to the United States, where he was opposed by the adventurers known as the Legion of Night, including Chan Liuchow.

STATISTICS:

F RM(30)
A GD(10)
S AM(50)
E RM(30)
R EX(20)
I TY(6)
P PR(4)

Health: 120

Karma: 30

Resources: TY(6)

Popularity: -15

BACKGROUND:

Real Name: Gary Gilbert

Occupation: Radical agitator and terrorist, later business agent for costumed criminals

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

Identity: Publicly known

Place of Birth: Detroit, Michigan

Marital Status: Single

Known Relatives: Simon (father, deceased), Roxanne (sister)

Base of Operations: Mobile, later the circuit of "Bars with No Name"

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Firebrand had no powers of his own, but designed many weapons systems into his colorful costume.

Battle Armor: The Firebrand armor was designed around its primary weapon systems. Microcircuited servo-motors increased Gilbert's Strength to the level in the above statistics. While not in armor, Gilbert's Strength is reduced to Good, with an appropriate decrease in Health. The armor was reinforced to allow Gilbert to use his Strength without injuring himself, in the process providing him with Remarkable Protection against Physical damage and Good Resistance against energy attacks.

* The suit's other attack form was a Monstrous Heat beam directed from twin wrist projectors. Both projectors firing in concert could produce heat of Unearthly intensity. To protect himself against his own flames, Firebrand designed his suit so that it provided Monstrous Resistance against flame damage and sufficient life support to breathe in the heart of a raging fire for 30 minutes.

* Firebrand's boots contained ther-

mal jet devices that enabled him to fly. He could travel at Poor airspeed (4 areas per round), but was sharply restricted as to how high he could fly. Firebrand could only elevate himself 12 areas (or stories) above a surface. He left a trail of flame behind him as he flew, and if he flew fewer than five areas above a surface, all characters and objects in the area directly under him would be subject to Excellent flame damage.

Talents: Gilbert had the Repair/Tinkering talent and was adept at

Business and Finance.

Contacts: Gilbert was connected with a large number of costumed criminals. Indeed, it was this connection that led to his death at the hands of Scourge.

HISTORY

Gary Gilbert was the son of the unscrupulous businessman Simon Gilbert. Simon would take out his anger at business matters that displeased



him by striking Gary, thus contributing to Gary's hatred of his father. Gary and his sister Roxanne both became political activists, engaging in peaceful protests against what they believed to be injustices. Simon had very different political views from his two children and quarrelled with both Gary and Roxanne over them. As a result of his arguments with the fiery-tempered Gary, Simon Gilbert banished him from the family home. Roxanne left more quietly and of her own volition.

Whereas Roxanne worked patiently at trying to bring about peaceful changes in society, Gary lost patience with working within the system and became increasingly radical. He believed it was necessary to bring about a violent revolution to overthrow the existing American government and the American capitalist economic system.

Gary Gilbert had considerable talent in physics and set about to construct weaponry to use in his attacks on the economic and governmental systems. He began designing his equipment while still attending a university, and received further instruction for creating his weaponry by attending training programs offered by Stark Industries, the company now known as Stane International. Gilbert used the devices he created to become the costumed agitator and terrorist called Firebrand.

Firebrand's first known appearance was in Bay City in the Midwest where he urged the city's black community to engage in violent protest against the construction of a community center. Thinking that Firebrand might become carried away and accidentally activate his weaponry in the crowd he was addressing, Iron Man tried to restrain him. Iron Man's action triggered a small riot and led to his first battle with Firebrand, who admitted to Iron Man that he was willing to see members of Bay City's black community be injured if need be to oppose the existing power structure. Firebrand later abducted Bay City councilman Lyle Bradshaw, who, it turned out, was engaging in political corruption. Bay City's black militants opposed the

construction of the community center, arguing that the money for building it could be better used in other ways, but they also refused to side with Firebrand and his violent tactics. Confronted by Iron Man, Firebrand threatened to kill Bradshaw, but Iron Man defeated Firebrand.

Later, Simon Gilbert, who was chairman of the board of Stark Industries, tried to oust Anthony Stark from control of his own company. Stark, as majority stockholder, instead named himself chairman of the board and demanded Gilbert's resignation. In retaliation, Simon Gilbert contacted Firebrand, not knowing he was his own son, and attempted to persuade Firebrand to destroy one of Stark's factories. Firebrand refused to cooperate with Gilbert, since he considered his father an enemy as a member of the capitalist establishment. Nevertheless, Firebrand regarded Stark Industries as a symbol of what he hated in America, and decided to attack the factory anyway. Firebrand battled Iron Man once more at the factory. Meanwhile, Simon Gilbert set explosives to destroy half the factory, but was trapped beneath falling debris from the fight. Firebrand tried to save Simon, but Iron Man was only able to get Firebrand himself to safety before the detonator went off. Simon was killed in the explosion. Iron Man defeated Firebrand and turned him over to Stark Industries guards. Firebrand revealed his true identity to Iron Man and vowed to take vengeance on him for his father's death.

Firebrand escaped from the guards soon after Iron Man left. Gary Gilbert took refuge with his sister Roxanne in Detroit. He became a thief to obtain money to buy supplies to rebuild his battlesuit and weaponry, and Roxanne could not bring herself to turn him in to the police. When Stark came to visit Roxanne Gilbert to buy her late father's stock in Stark Industries, Firebrand kidnapped both Stark and his secretary, Virginia "Pepper" Potts Hogan. Holding Hogan hostage, and unaware that Stark himself was Iron Man, Firebrand demanded that Stark summon his "bodyguard" Iron

Man to do battle with him at the site of Simon Gilbert's grave. Iron Man defeated Firebrand there, whereupon Firebrand tried to kill Hogan and another hostage. Roxanne bravely stepped in front of her brother's blast to save the hostages. Iron Man captured Firebrand and turned him over to the authorities. Roxanne Gilbert eventually recovered from her injuries.

Gary Gilbert later escaped prison together with the Mad Thinker, but they soon parted. As Firebrand, Gilbert attacked and defeated Iron Man, who had just been weakened by a battle with the Yellow Claw. Jerald, an otherdimensional being calling himself the Black Lama, then took Firebrand to his native world. Iron Man followed them through the interdimensional warp that Jerald created. Firebrand attempted to ally himself with Baron Rockler, Jerald's enemy, and then attack the Earth, but Iron Man thwarted Firebrand once more, and returned with him to Earth.

Finally, deciding to use the methods of "the system" against itself, Gilbert became a business agent for costumed criminals, finding them work in exchange for a commission. In this new role, Gilbert made contact with his criminal clients at the so-called "Bar with No Name," secret drinking establishments serving the growing number of costumed criminals. Gilbert became concerned about the vigilante Scourge, who was murdering a large number of costumed criminals. Scourge was clearly a threat not only to the lives of Gilbert's clientele, but also to Gilbert's own life. Gilbert set up a meeting of a number of costumed criminals at the "Bar with No Name" in Medina County, Ohio, to discuss strategies to use against Scourge. However, despite Gilbert's precautions, Scourge himself turned up at the meeting in the guise of the bartender and slaughtered Gilbert and all the other criminals present.

GATECRASHER

STATISTICS:

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

Health: 76

Karma: 100

Resources: EX(20)

Popularity: 0

BACKGROUND:

Real Name: Gatecrasher

Occupation: Freelance Operative

Legal Status: None

Identity: The general population of the Earth does not know of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Leader of the Technet

Present Group Affiliation:

KNOWN POWERS:

Telepathic Powers: Gatecrasher has rudimentary psionics that aid her in her work as a freelance operative. She has Typical rank Telepathy, and Poor rank Emotion Control. The only emotion Gatecrasher has been known to induce has been calm.

Body Armor: Gatecrasher is massive, standing almost nine feet tall and weighing 700 pounds. Her bulk alone provides Good Protection against physical attacks and Typical Resistance against Energy attacks.

Talents: Gatecrasher can use Martial Arts C and has the Leadership

talents.

Contacts: Gatecrasher, as head of the Technet, has minor contacts throughout the Omniverse.

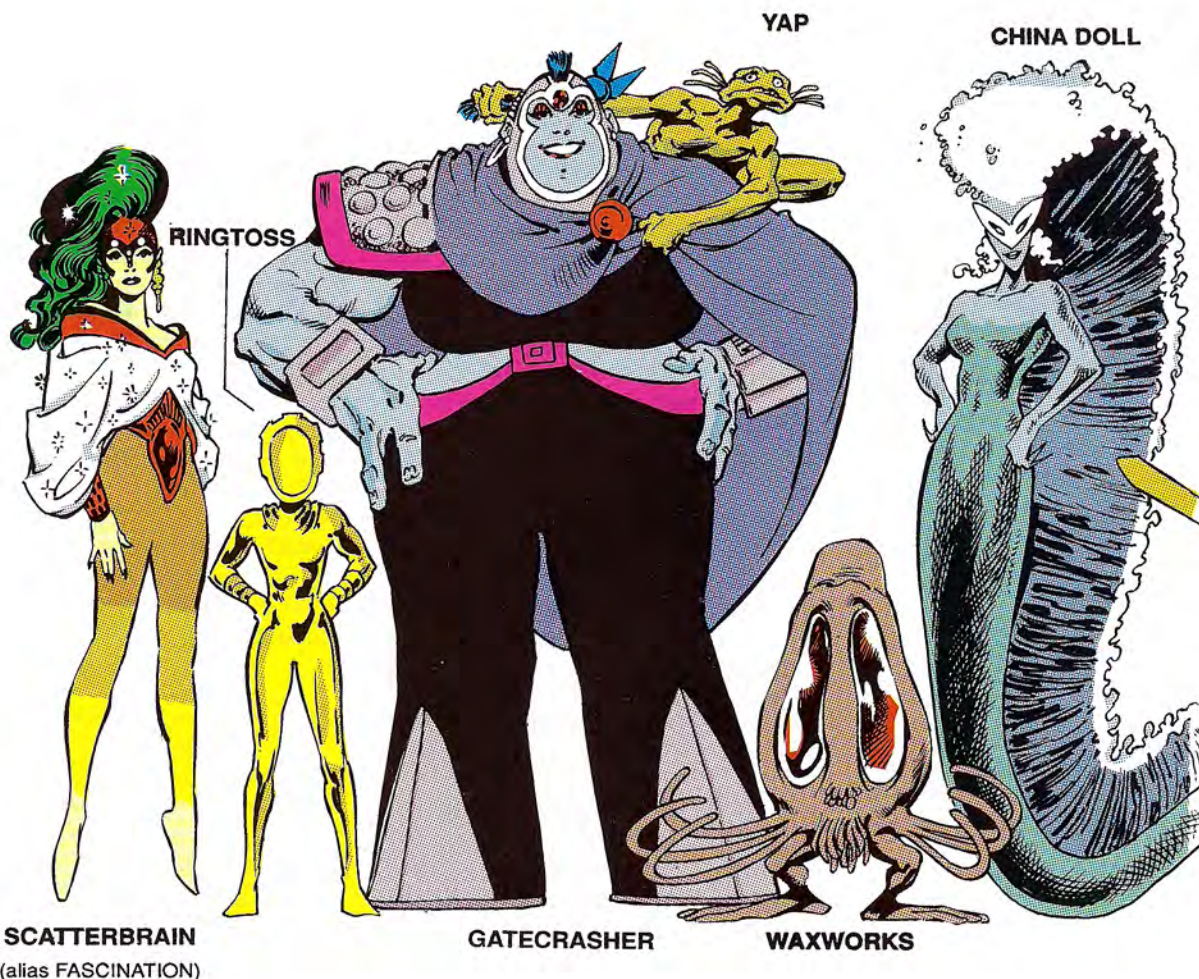
ROLE-PLAYING NOTES:

Gatecrasher is an efficient bureaucrat, an intelligent tactician in combat, and a loyal team member. She has a businessman's sense of honor and a born leader's ability to handle often bickering underlings.

BODYBAG

STATISTICS:

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



SCATTERBRAIN
(alias FASCINATION)

GATECRASHER

WAXWORKS

Health: 56
Karma: 22
Resources: EX(20)
Popularity: -10

BACKGROUND:

Real Name: Bodybag
Occupation: Member of the Technet
Legal Status: None
Identity: The general populace of Earth is unaware the Technet's existence
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Brighton, England
Past Group Affiliations: Member of the Technet
Present Group Affiliation:

KNOWN POWERS:

Storage sacs: Members of Bodybag's race possess one or more storage sacs; Bodybag has three. Bodybag can eject a narcotic membrane around a target up to one area away. Anyone encased in the membrane takes Amazing rank Poison damage every round, until they either break free (the membrane is made of Incredible Material strength) or fall unconscious. The poison has two effects. Primarily, it physically numbs the victim; Strength, Endurance, and all Energy powers are reduced by three column shifts per round until they reach Shift 0. (The victim's statistics begin to suffer the reduction immediately, and specifically before the victim may first attempt to break free.) Secondly, the poison is anesthetic. When the damage (again, Amazing every round) exceeds the victim's Psyche, the victim passes out, not regaining consciousness until removed from the membrane, or at Bodybag's leisure.

Talents: None

Contacts: None, other than the Technet

ROLE-PLAYING NOTES:

Bodybag does not speak. He willingly serves Gatecrasher and is often the Technet's first line of attack.

CHINA DOLL

STATISTICS:

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

Health: 42

Karma: 50

Resources: EX(20)

Popularity: 0

BACKGROUND:

Real Name: China Doll
Occupation: Member of the Technet
Legal Status: None
Identity: The general populace of Earth is unaware of the Technet's existence
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Brighton, England
Past Group Affiliations: Member of the Technet
Present Group Affiliation:

KNOWN POWERS:

Body Alteration—Others: China Doll has the ability to forcibly invest another character with Remarkable rank Shrinking. (Although she has threatened to reduce Waxworks down to microscopic size, there is no evidence that she could actually do this.) Shrunk characters must make a Psyche FEAT of Good intensity or be disoriented for 1-5 rounds. Shrunk characters resume their true size in 3-30 minutes, randomly determined by the Judge and outside China Doll's control.

Water adaptation: China Doll is amphibious. She can breathe underwater indefinitely, and she can swim at Good speed.

Talents: None

Contacts: None outside the Technet.

ROLE-PLAYING NOTES:

China Doll is something of a bully. She enjoys using her power, treating her victims as objects and curiosities.

FERRO2

STATISTICS:

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

Health: 70

Karma: 26

Resources: EX(20)

Popularity: -3

BACKGROUND:

Real Name: Ferro2
Occupation: Member of the Technet
Legal Status: None
Identity: The general populace of Earth is unaware of the Technet's existence
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Brighton, England
Past Group Affiliations: Member of the Technet
Present Group Affiliation:

KNOWN POWERS:

Four Arms: Ferro2 has two additional arms, and is omnidexterous, giving him +3 on his Initiative roll, and allowing him two attacks each round. He usually uses swords which are made of Monstrous Material Strength and do Good edged damage.

Keen Senses: Ferro2 has a very sharp sense of smell, and is able to track prey by odor. He can also see at night as well as humans see in full daylight.

Talents: Ferro2 is a champion swordcreature, gaining +2CS when using his swords.

Contacts: None outside of the Technet

ROLE-PLAYING NOTES:

Ferro2's brother was killed during a bout of overconfidence, a trait characteristic of Ferro2's species. Ferro2 has claimed thereafter to be more careful than his "bruzzer," and indeed has shown himself to be dedicated and efficient.

JOYBOY

STATISTICS:

F FB(2)
A FB(2)
S PR(4)
E TY(6)
R EX(20)
I TY(6)
P AM(50)

Health: 14

Karma: 76

Resources: EX(20)

Popularity: 5

BACKGROUND:

Real Name: Joyboy

Occupation: Member of the Technet

Legal Status: None

Identity: The general populace of

Earth is unaware of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Member of the Technet

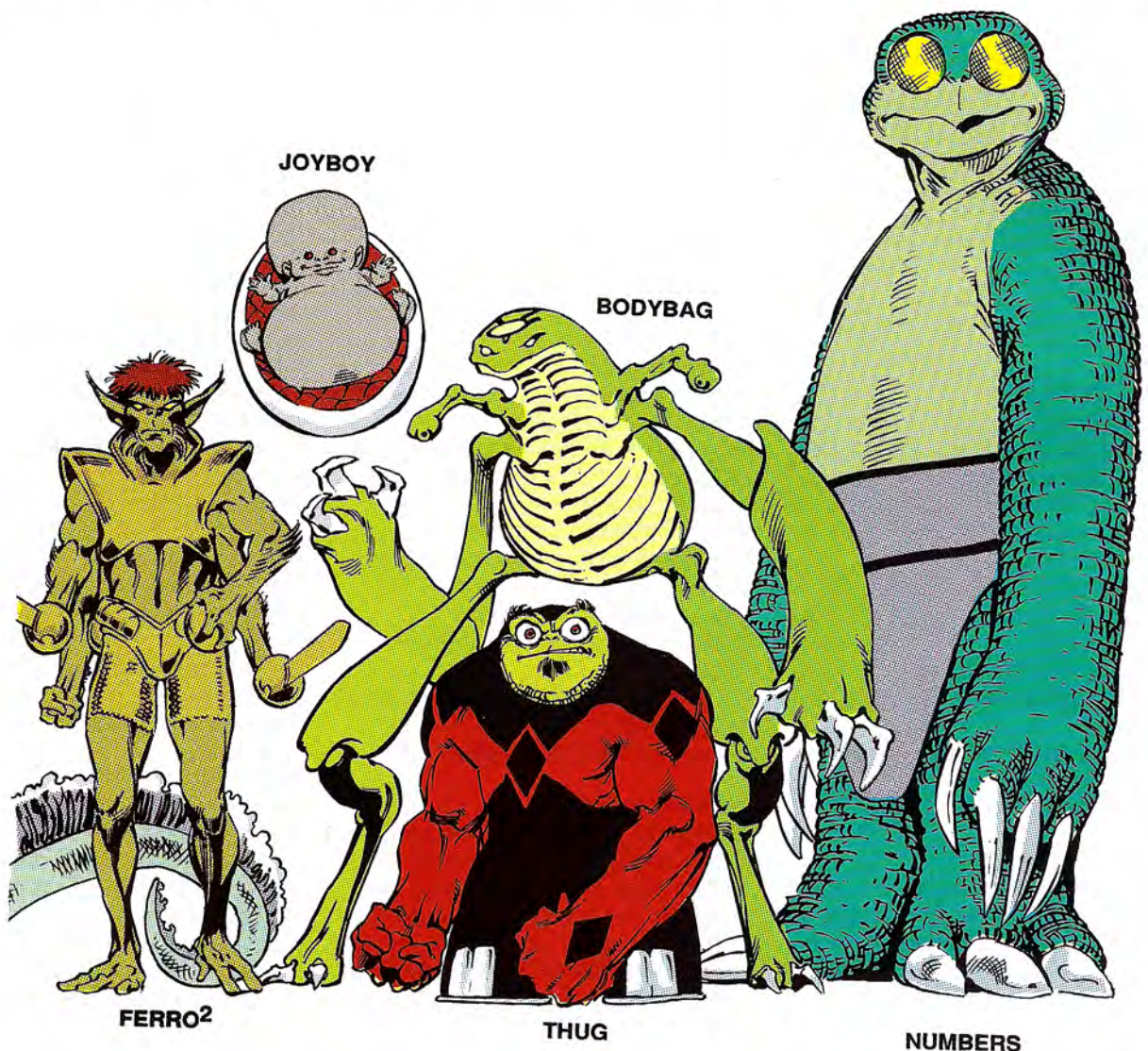
Present Group Affiliation:

KNOWN POWERS:

Body Transformation—Others: Joyboy has the singular telepathic ability to subconsciously sense someone else's heart's desire, and the Monstrous rank Transformation power to give his victim what he wishes for, but twisted. He can give his victim any power (usually uncontrolled) up to Monstrous level, or can

restructure them as per the conventional Body Transformation power. As his powers begin with an Incredible psi-scan, his powers fail if he cannot penetrate his victim's mind. If Joyboy makes an attempt to affect a character, and that attempt fails, either because of effective psychic defenses or resistance to the transformation, Joyboy must make a Yellow Psyche FEAT roll or pass out for 1-10 rounds. In any case, Joyboy's power is mostly instinctive; he has no control over how his power might affect a character. The effects wear off after 3-30 rounds.

Chair: Joyboy is considered to have two levels of permanent Shrinking. As his atrophied limbs are of no use for locomotion, Joyboy has found a padded chair. The chair allows Joy-



boy to move at Poor airspeed (2 areas per round) and, and it can carry only 100 pounds before sinking to Earth. The chair is cybernetically controlled; if Joyboy loses consciousness, the chair drops like a brick.

Talents: Joyboy has Psychiatry skill.
Contacts: None beyond the Technet.

ROLE-PLAYING NOTES:

Joyboy smiles benignly most of the time, and is capable of no better speech than that of a normal human baby. His power is malicious and cruel and there is suspicion that this is precisely the reason Joyboy enjoys using it.

NUMBERS

STATISTICS:

F	GD(10)
A	PR(4)
S	IN(40)
E	AM(50)
R	EX(20)
I	GD(10)
P	GD(10)

Health: 104

Karma: 40

Resources: EX(20)

Popularity: 0

BACKGROUND:

Real Name: Numbers

Occupation: Freelance Operative

Legal Status: None

Identity: The general population of the Earth does not know of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Member of the Technet

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Numbers has thick hide, giving him Good Protection against physical attacks and Poor protection against energy attacks.

Edetic Memory: Numbers has an edetic memory for facts and figures,

remembering libraries of information with unerring accuracy. He is also a lightning calculator, familiar with thousands of mathematics tables and algorithms.

Talents: None.

Contacts: None outside the Technet.

ROLE-PLAYING NOTES:

Numbers is a creature of inertia. He is slow to respond to a situation, and sluggish in combat, but equally hard to stop when pursuing a goal. He rarely involves himself in combat situations, and then only as the Technet's last resort.

RINGTOSS

STATISTICS:

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

Health: 26

Karma: 36

Resources: EX(20)

Popularity: 0

BACKGROUND:

Real Name: Ringtoss

Occupation: Freelance Operative

Legal Status: None

Identity: The general population of the Earth does not know of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Member of the Technet

Present Group Affiliation:

KNOWN POWERS:

Energy Rings: Ringtoss can produce 11-20 energy rings at a time (check to see how many each encounter) and can project them at up to four closely-grouped opponents, up to three areas away. One of these rings will bind an opponent as if it were grappling with Amazing Strength.

Three rings together grapple with Monstrous Strength, and nine rings or more hold someone with Unearthly Strength. The rings themselves are made out of high-energy material of Incredible strength. Each ring lasts 1-10 rounds

Talents: None.

Contacts: None outside the Technet.

ROLE-PLAYING NOTES:

Ringtoss is an efficient, well-behaved operative, and is thus an oddity among the more colorful and flamboyant members of the Technet.

SCATTERBRAIN

STATISTICS:

F	EX(20)
A	GD(10)
S	FB(2)
E	GD(10)
R	PR(4)
I	TY(6)
P	GD(10)

Health: 42

Karma: 20

Resources: EX(20)

Popularity: 5

BACKGROUND:

Real Name: Fascination

Occupation: Freelance Operative

Legal Status: None

Identity: The general population of the Earth does not know of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Member of the Technet

Present Group Affiliation:

KNOWN POWERS:

Neuron Firing: Scatterbrain is an empathic vampire, feeding on the emotions of others. One result of this hunger is that Scatterbrain can fire the neurons of another person's brain. If Scatterbrain touches her intended victim, that victim must make an Intuition FEAT against Unearthly rank. A success indicates that the

victim enjoys Unearthly rank Cosmic Awareness for as long as Scatterbrain retains contact. Failure overloads the victim's synapses and shuts his brain down. Although the effects of the power are in the Unearthly range, Scatterbrain's attack is only Amazing, and can be resisted with psychic defenses of that intensity.

Spirit Nature: Scatterbrain is partially non-corporeal. She floats at Feeble airspeed (2 areas per round) rather than walking, and she casts no shadow. She is considered to have Good Protection against all attacks, whether physical, magical, or psychic.

Talents: None.

Contacts: None outside the Technet.

ROLE-PLAYING NOTES:

Among her fellows, Scatterbrain has the reputation for being an airhead, but she is efficient and loyal, if a bit enthusiastic at times.

THUG

STATISTICS:

F	RM(30)
A	TY(6)
S	AM(50)
E	RM(30)
R	TY(6)
I	GD(10)
P	PR(4)

Health: 116

Karma: 20

Resources: EX(20)

Popularity: 0

BACKGROUND:

Real Name: Thug

Occupation: Freelance Operative

Legal Status: None

Identity: The general population of the Earth does not know of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Member of the Technet

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Thug's skin provides him Excellent Protection against all physical attacks, and Remarkable Resistance to all Energy attacks.

Talents: Thug knows Martial Arts A, B, and D, as well as Wrestling.

Contacts: None outside the Technet.

ROLE-PLAYING NOTES:

Thug is nasty, brutish, and short. He has a strong sense of honor and is unquestionably brave.

WAXWORKS

STATISTICS:

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

Health: 26

Karma: 32

Resources: EX(20)

Popularity: -10

BACKGROUND:

Real Name: Elmo

Occupation: Freelance Operative

Legal Status: None

Identity: The general population of the Earth does not know of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Member of the Technet

Present Group Affiliation:

KNOWN POWERS:

Body Alteration—Others: Waxworks has the Remarkable power to somehow melt a victim's skeletal system, so that the victim's body flows like quicksilver. Fantastically, this causes no real damage to the victim's body. It does however, prevent the victim from exercising any muscular control for 3-30 rounds, until the effects of Waxwork's powers wear off. Waxworks has no control over how long

his powers will last.

The effects of this power can be painful, however. A victim will black out for 1-10 rounds if he fails a Psyche FEAT against Good intensity when he is first transformed, and again when the transformation ends and bones begin to knit together again. Being stretched does not prevent any powers from working, but many may be at diminished efficacy. Captain America, for example, would be hard-pressed to use his Fighting abilities. The Human Torch would still be able to ignite, however, and Psylocke would have her full complement of mental powers.

Energy Dampening: Waxworks can also decrease the strength of any or all powers and superhuman statistics within 3 areas of him, by two ranks. He is completely in control of this power, and can decrease just those powers he chooses, automatically.

Talents: Waxworks has Art Appreciation as a talent.

Contacts: None outside the Technet.

ROLE-PLAYING NOTES:

Waxworks has a particularly alien mentality. It obeys Gatecrasher for reasons of its own and appreciates the odd shapes it can change people into. Like many other members of the Technet, Waxworks has negligible interest in the dignity of human life.

YAP

STATISTICS:

F	FB(2)
A	GD(10)
S	FB(2)
E	TY(6)
R	GD(10)
I	MN(75)
P	EX(20)

Health: 20

Karma: 105

Resources: EX(20)

Popularity: -1

BACKGROUND:

Real Name: Yap

Occupation: Freelance Operative

Legal Status: None

Identity: The general population of the Earth does not know of the Technet's existence

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: Brighton, England

Past Group Affiliations: Member of the Technet

Present Group Affiliation:

KNOWN POWERS:

Teleport: Yap can teleport himself or anyone whose current location is known to Yap. He can teleport monstrous distances instantly, or can take two rounds of concentration to teleport up to Shift Z distance on the third round. Yap's teleportation is disquieting for all individuals involved, who are automatically disoriented for 1-5 rounds if they are not prepared to teleport. Since Yap's high Intuition allows him to keep track of members of the Technet by their psychic auras, he can bring them along with his teleportation even though they might be separated from Yap.

Talents: None.

Contacts: None other than the Technet.

ROLE-PLAYING NOTES:

Yap isn't exactly "one with the universe," but his awareness is only slightly less than that. Instead of producing a sense of peace, however, this only contributes to Yap's anxiety and dread: he knows *exactly* how dangerous the things around him are. He finds comfort in Gatecrasher's calm leadership, and relies on her extremely heavily for support, often calling her "mother."

GROUP HISTORY

The Technet is a team of bounty hunters from various otherdimensional worlds. For a price they will hunt down and capture fugitive sentient beings, rescue prisoners from captivity, or track down and retrieve lost objects of value. The Technet ranges through time, space, and various dimensions in their operations.

In the Technet's first recorded exploit, they were hired by Opul Lun Sat-yr-nyn on an alternate Earth to hunt down and bring back Byron Bra-Dhok, alias Kaptain Briton, the otherdimensional counterpart to "mainstream" Earth's Captain Britain. Kaptain Briton fled to Captain Britain's Earth, fought Captain Britain and switched costumes with him, thereby deceiving the pursuing Technet, who then mistakenly took Captain Britain prisoner. The Technet brought Captain Britain to Sat-yr-nyn's Earth. There Captain Britain convinced the Technet that he was not the man they had been hired to capture, and the Technet joined Captain Britain in battling the angry Sat-yr-nyn's troops. Captain Britain returned to his own Earth, where his sister, Betsy, had killed Kaptain Briton when he attempted to assault her.

Later, the Technet traveled on business to the Wereworlds, whose natives became werewolves under a full moon. Here Elmo, a member of the Technet, was gravely wounded by werewolves. Subsequently, Gatecrasher either seriously injured or killed a member of the Berserker Pirates who attempted to interest her in becoming his lover. The pirate's

family forced the Technet to turn over all their accumulated wealth as reparations. Angered by this reversal in their fortunes, all of the members of the Technet except for Yap and Fascination left the team.

After a few misadventures and some return of her fortunes, Gatecrasher recruited new members into the Technet, and a few former members rejoined. At some point during this period, Fascination changed her name to Scatterbrain.

Opal Luna Saturnyne hired the Technet to capture Rachel Summers, alias Phoenix, who Saturnyne claimed was a threat to the universe. Phoenix, Captain Britain, Meggan, and Summers' friends Nightcrawler and Shadowcat fought off the Technet, who then retreated. This battle led directly to the formation of the team Excalibur by Phoenix and her allies.

Recently, the Technet has established a headquarters on a pier in the English seacoast city of Brighton, seeking the Phoenix entity. Since Phoenix has departed the Earth dimension, the Technet has hired on freelance. Nigel Forbusher, acting on behalf of "Courtney Ross," or possibly Ross' evil otherdimensional counterpart, contracted the Technet to retrieve Jamie Braddock, Captain Britain's brother. Braddock was being held by Doctor Crocodile, a cybernetic voodoo priest. Braddock, however, was in the process of apotheosis, and easily defeated the Technet by fighting them on a mystical level where none of them had a whit of defense. Braddock then restored them to their previous conditions, with no memory of the fight.

STATISTICS:

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

Health: 32

Karma: 50

Resources: EX(20)

Popularity: -3 (40 among Deviants)

BACKGROUND:

Real Name: Ghaur

Occupation: Priestlord

Legal Status: Citizen of Deviant Lemuria

Identity: Unknown to the general public of Earth

Place of Birth: "City of Toads," Deviant Lemuria

Marital Status: Unknown

Known Relatives: None

Base of Operations: "City of Toads," Deviant Lemuria

Past Group Affiliations: Priesthood of the Deviants, ally of Llyra

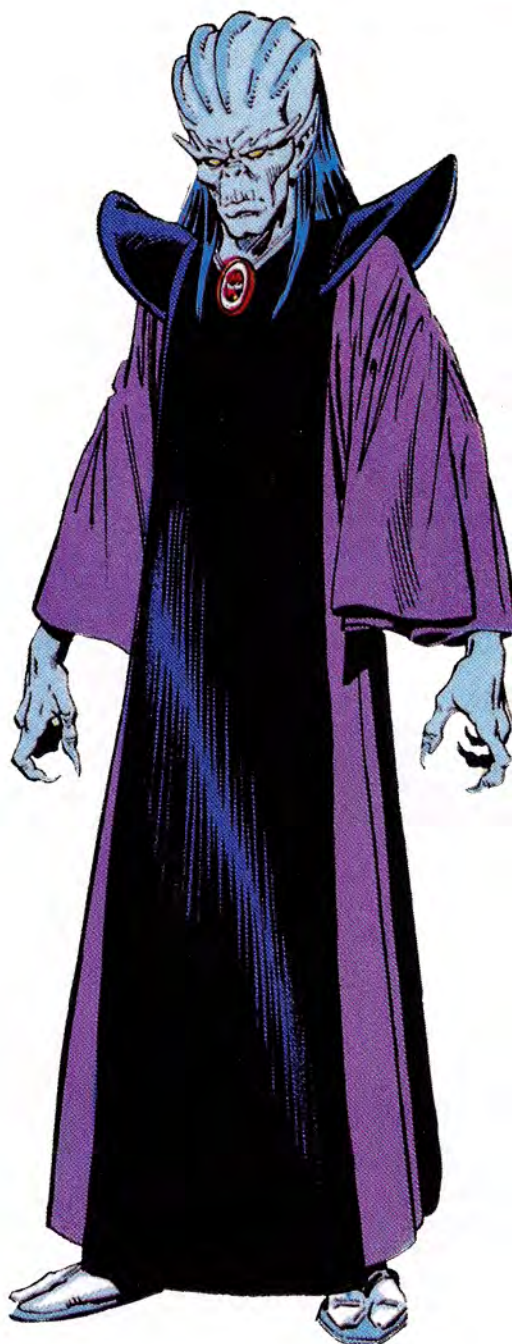
Present Group Affiliation:

KNOWN POWERS:

Mind Control: Ghaur has Amazing Mind Control powers which he can only use on Deviants whose genetic codes are known to him (see Talents below). Ghaur has mastered the power-stunt of altering a Deviant's malleable genetic structure, so he might bestow any new Body Alteration upon a Deviant (up to Amazing rank) or just as easily kill the victim by inducing a lethal mutation. Kro, who has Unearthly control over his own body, is immune to Ghaur's powers.

Celestial Powers: As the culmination of Ghaur's greatest plot, he possessed the enormous power of the Dreaming Celestial. He possessed the following statistics:

F MN(75)
A AM(50)
S CL3000
E CL5000
R RM(30)
I AM(50)
P SHIFTY(200)
Health: 8125



In this form, Ghaur had Shift X Armor against all attacks, and virtually any other power at Shift Z rank. At the same time, Ghaur's mind was destroyed by the Dreaming Celestial, so the power was something of a mixed blessing. It required the unimaginable power of the Uni-Mind to stop Ghaur from freeing the Celestial's full energies.

Talents: While a priestlord, Ghaur had the Leadership and Occult Lore talents. Ghaur also had a Photographic Memory, which he used to

memorize the genetic code of every living Deviant. This allowed him to use his Mind Control power on any living Deviant except Kro.

Contacts: Before his transformation, Ghaur was the center of a clerical network that held great sway in, and eventually ruled, Deviant Lemuria. His current status in Lemuria, or in Atlantis, is uncertain.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Ghaur is constantly looking after his own goals: power and control. He constantly hatches elaborate and ambitious plans to overthrow any authority that might challenge him, be it Deviant or human, and assert his own dominion or attain personal power. He strikes from behind the scenes when it suits him to do so, and he will betray any allies as soon as it is convenient for him to do so.

HISTORY

Nothing has yet been revealed about the past of Lord Ghaur, head of the priesthood of the Deviants. The Deviants are a genetically unstable race: physical characteristics beyond bilateral symmetry radically change with each generation in a Deviant family. Thus a Deviant child will greatly differ in appearance from either of his or her parents. The genetic instability of the Deviants is the most important factor underlying the structure of their society. Although the Deviants are ruled by a monarch and what remains of their class of nobility, a great deal of power in Deviant society has long been held by the priesthood. The priests attempt to weed out those Deviants who are born with the most extreme and grotesque differences from the others by publicly condemning them to death in the flame pits at "Purity Time." Through such a measure, the priests assert that they keep variations within the Deviant race's genetic makeup within certain limits.

The priesthood has also served to perform the ritual of ascendancy that certifies the accession of a new ruler to the Deviant throne. In the past, the priesthood would simply allow the heir of the former ruler to become the Deviants' new monarch. However, the priesthood could also designate someone who was not an heir to the past ruler to become the new one.

For millennia, the Deviant priest-

hood remained seemingly content with its traditional functions until recently. Brother Tode, ruler of the Deviants, and most of the Deviant ruling class attacked Olympia, principal city of their longtime enemies, the Eternals. The Eternals defeated the Deviant invaders and melded their atoms into a giant stone-like block which they cast into space. The only known Deviant survivor from that attack is the warlord Kro.

Tode's son Ranar met with priest-lord Ghaur and claimed the throne. Instead, Ghaur had Ranar put to death. Next, Kro demanded the throne from Ghaur for himself. Ghaur allowed Kro to become the new monarch, but demonstrated his contempt for Kro's new position by having one of his own guards crush Kro's royal circlet of Ascendancy beneath his feet.

Ghaur clearly intended to be the true power behind the Deviant throne. During one scheme, Ghaur infused himself with the power of a mighty Celestial. When this power was driven from him by the power of the Eternals' Uni-mind, so was Ghaur's consciousness. His mind and body drifted in space for a time as a nebulous mass. The Power Cosmic of the passing Silver Surfer allowed Ghaur to reconstitute his body with some remnants of the Dreaming Celestial's power. The malign Elder God Set absorbed most of Ghaur's remaining Celestial power and expended it all to break a spell that the sorcerer Doctor Strange had previously cast to keep Set in exile from Earth.

Ghaur returned to Earth, where Set directed him to form an alliance with Llyra. Together, Ghaur and Llyra reconstructed the Serpent Crown in an immense new version that was said to be indestructible. They planned to use its power to bring Set himself physically to Earth. Ghaur placed the "Mark of Set" upon seven superhuman women—Andromeda, Dagger, the Invisible Woman, Marvel Girl, the Scarlet Witch, the She-Hulk, and Storm—thereby placing them under his control and designating them as the "Brides of Set." Ghaur intended for them to mate with Set and bear him

sons. Ghaur and Llyra also sent a great sea monster to wreck the city of Atlantis, causing widespread death. These deaths did not release sufficient life energies to bring Set to Earth, so Ghaur had Andromeda retrieve the globe containing part of Set's life force from the Altar of Neptune's Wrath. He then directed the Scarlet Witch to use her probability-altering powers upon the globe, thereby releasing enough energy so that Set himself began to emerge physically upon the Earthly plane.

Doctor Strange, Quasar, the Thing, and Thor then dove into one of Set's mouths in order to travel into his own pocket dimension. Set withdrew from Earth to battle these four champions in his own realm, where, thanks to Thor's courage in summoning the Demogorge, Set was defeated. Doctor Strange, Quasar, the Thing, and Thor all fled from Set's dimension back to Earth. With Set's consciousness gone, Set's pocket dimension then imploded, destroying the rest of Set's body before it could regenerate its heads.

Back in undersea Lemuria, Ghaur and Llyra plotted to sacrifice the life energies of the seven "Brides of Set" to empower the giant Serpent Crown enough that it might possibly still bring Set physically to Earth. The Avengers, Fantastic Four, and the Sub-Mariner battled against Ghaur, Llyra, and their combined armies of Deviants and Lemurians. Finally, as Ghaur mentally probed more deeply into the Crown, he unintentionally released the spirit of Naga, former emperor of Lemuria, who was determined that the power of the Crown should be his. Naga and Ghaur engaged in a battle of wills, and finally they and Llyra suddenly vanished. The "Brides of Set," released from mental control, hurled the Crown into an immense sea cavern, where it remains buried.

STATISTICS:

F EX(20)
A TY(6)
S AM(50)
E MN(75)
R PR(4)
I PR(4)
P PR(4)

Health: 151

Karma: 12

Resources: SH(0)

Popularity: -50

BACKGROUND:

Real Name: Dennis Malloy

Occupation: Former hit man, lost soul

Legal Status: Citizen of unrevealed country with a criminal record, deceased

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Some infernal nether-realm

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

The Ghoul is a demonic servant specifically designed to attack the Hulk and provide for a very long, horrific, fight that would reveal the Hulk's brutal side.

Poison Claws: The Ghoul sports claws on both his hands and his feet. These claws do Remarkable damage, but they are mystically endowed so only magical or artificial Body Armor (such as Juggernaut's Cyttorak-based Invulnerability or Iron Man's suit) offers any protection whatsoever against it. The Claws are made of Monstrous material strength.

The claws are also endowed with a powerful venom. Evil and selfish creatures struck by the claws are subject to enormous pain and must make a Psyche FEAT or else immediately withdraw at their fastest for 3-12 rounds. The determination of just how "evil" a victim is must be determined by the Judge, but the amount of Karma the character has received recently might be one helpful guideline.

Demonic Defenses: The Ghoul regenerates 20 points of Health every

round. As the Ghoul is already dead, he cannot be killed, just inconvenienced for a long time. He is in constant agony, and his pain provides him with an Excellent-rank Psiscreen.

Flight: The Ghoul's wings can carry him at Good airspeed (10 areas per round). He leaves a fiery trail behind him as he flies.

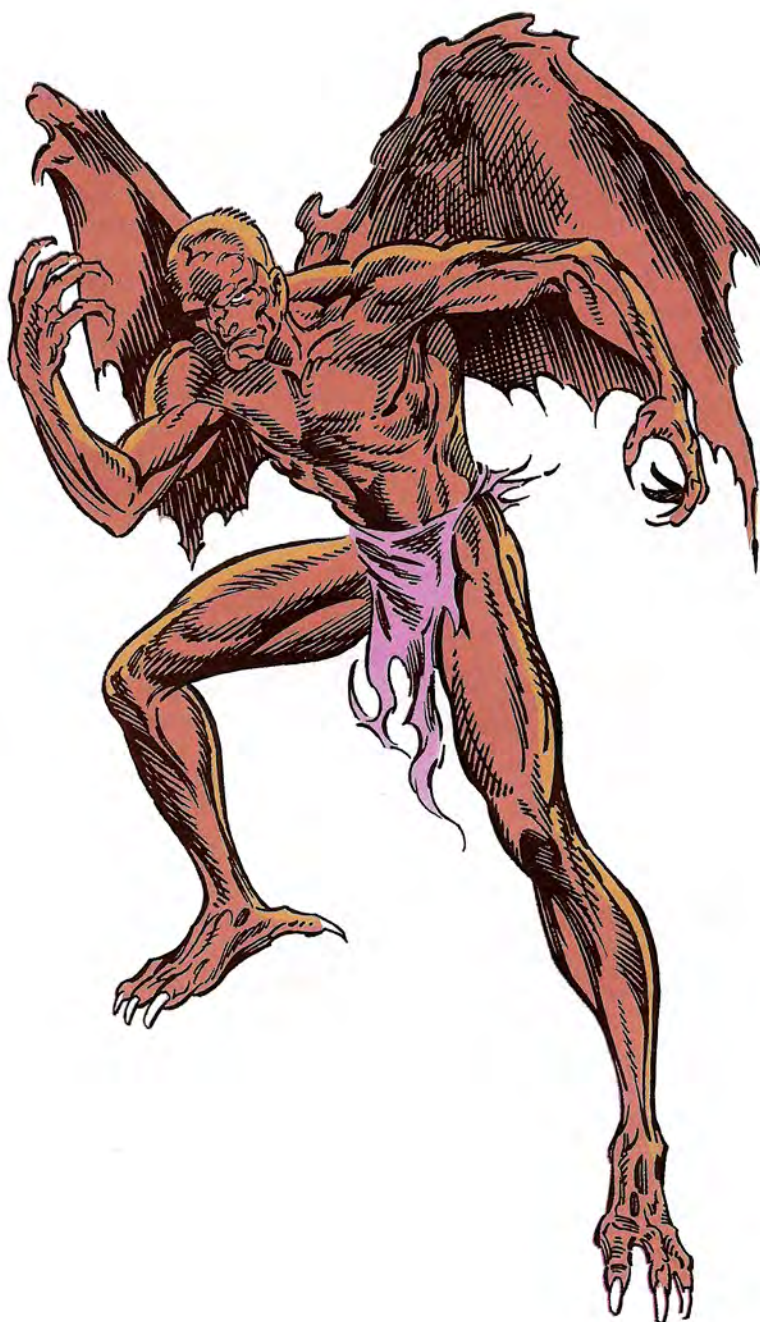
Homing Ability: The Ghoul has the

Monstrous ability to home in on the Hulk at a range of 10 miles.

Talents: The Ghoul is skilled in Martial Arts B and E.

Contacts: None.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

The Ghoul is an evil, malicious soul, suffering simultaneously from extreme disfigurement and an unquenchable thirst for vengeance. His mind is addled but surprisingly rational at times. He was manipulated by a demon into attacking the Hulk, a job he did with ferocity and vindictive relish. In the future, employers would certainly find it prudent to "point" the Ghoul toward a goal rather than simply hiring him or reasoning with him.

HISTORY

For a time, the Hulk was operating in Las Vegas as "Mr. Fixit," a strong-arm enforcer for Joe Berengetti, owner of the Colliseum Casino. Glorian, an alien, reality-altering creature apprenticed to the Shaper of Worlds, came to Las Vegas for the purpose of giving the Hulk an illusion of his heart's desire. At that time, the Hulk

was troubled and angry due to experiences engineered by "Nick Clout," a demonic entity working with the Las Vegas Maggia. As a result, the Hulk, outraged by Glorian's intrusion into his mind, tried to kill Glorian. Clout appeared to Glorian afterwards, offering to assist him in making the Hulk "see the light," and become a noble and self-sacrificing individual.

While Glorian naively went about casting illusions to make "Mr. Fixit's" friends distrust him, Clout sought a physical threat that would reveal the Hulk's murderous personality to the public. To that end, he found the soul of Dennis "the Menace" Malloy, also known as the Ghoul due to Malloy's string of grisly murders. Clout offered Malloy's soul an escape from torment, if Malloy could climb a set of stairs to the surface world. Clout warned Malloy that a "gray demon" would try to stop him. Clout assumed the form of the Hulk and torturously altered Malloy's

now pliable form, pulling on the malleable pseudo-flesh and dressing the Ghoul in claws, wings, and a misshapen face, all the while laughing at the agonized Malloy. When the Ghoul finally emerged from the hellish dimension from which Clout had released him, he was filled with a simple-minded, all-consuming hatred for the Hulk, whom he believed responsible for his disfigurement.

His battle with the Hulk was brief but intense, and very graphic. The Hulk, realizing that the Ghoul was weakened in a stream of cool water, set about to find a cold chamber to continue the battle. He did so only after the fight had taken the combatants into the kitchen of the Colliseum, where the Hulk impaled the Ghoul on a meat hook in the meat freezer. This ended the threat of the Ghoul, but served the interests of Clout (in reality the demon Satannish). In the end, the Hulk intervened on behalf of Glorian, and so saved Glorian from Satannish's grasp.

STATISTICS:

F MN(75)
A RM(30)
S UN(100)
E UN(100)
R EX(20)
I RM(30)
P RM(30)

Health: 305

Karma: 80

Resources: RM(30)

Popularity: 20

BACKGROUND:

Real Name: Unrevealed

Occupation: Adventurer, warrior, and agent of the Celestials

Legal Status: Citizen of Olympia

Identity: Known to the Eternals, but unknown to the general public of Earth, who attribute many of his great feats in ancient times to him under different names, none of which is his true name

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly Olympia, now mobile

Past Group Affiliations: Olympian Eternals, Avengers

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Gilgamesh is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. He does not age and can still be affected by Stun, Slam, and Kill results. He is only affected by a Kill result that would scatter his atoms over a wide area of space.

Cosmic Energy Manipulation: Gilgamesh can manipulate Cosmic Energy at Amazing Rank, projecting it as beams of force from his eyes. He has developed no power stunts.

Flight: Gilgamesh can fly at Shift X speeds (50 areas per round).

Psionic Abilities: Gilgamesh can generate illusions of Remarkable Rank to disguise his own appearance. During the period when he was blind, he possessed undefined sensory powers of Excellent rank that allowed him to compensate for his blindness. Gilgamesh can also psionically teleport himself at Shift Z rank, but must make a Red Psyche FEAT roll to do so. If he succeeds, he

must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Gilgamesh, like all Eternals, can join the Uni-Mind.

Talents: Gilgamesh is a skilled fighter, with Martial Arts A, C, and E, and Wrestling. He is familiar with the space vehicles that the Eternals employ. He presumably knows most an-

cient and "dead" human languages from his years of wandering.

Contacts: Gilgamesh is on good terms with the remaining Eternals on Earth, as well as Thor and the rest of the Avengers. He has acted and presumably is still acting as an agent of the Celestials on Earth.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Gilgamesh is somewhat somber and grim. He believes in the triumph of good over evil, to the point where he disobeyed Zuras' orders and intervened in the affairs of humanity by fighting tyrants. His years as an exile from Olympia have left him feeling estranged from his fellow Eternals, and he tends to act either as a lone agent or in concert with mortals.

HISTORY

In ancient times the mighty Eternal, now known as the Forgotten One, roamed the Earth aiding ordinary human beings by overthrowing tyrants and slaying dangerous beasts. Human beings of those times called him by different names, sometimes mistaking him for other heroic figures. For example, it is known that the Forgotten One was mistaken for the Olympian god Hercules in ancient Grece, and, at other times, he has been known as Hero, Samson, and Gilgamesh, among

others.

Eventually Zuras, leader of the Eternals, confined the Forgotten One to a sector of the Eternal city of Olympia. It is said that Zuras' reason for this action was the Forgotten One's pride and his insistence on intervening in human affairs. As yet, no details of these charges have been revealed. The Forgotten One remained banished to this sector, which the other Eternals shunned, for centuries.

Recently, while virtually all of the Eternals were meeting in the form of the Uni-Mind, the Deviants launched a spacecraft containing a powerful energy bomb in the hope of destroying the mother ship of the Fourth Host of the Celestials. Sprite, an Eternal left behind to monitor Earth, learned of the Deviants' plan and feared that the Celestials would retaliate by wreaking havoc on Earth. Sprite sought out the Forgotten One and equipped him with an armored costume and a spaceship. The Forgotten One traveled into space, and the Fourth Host's leader, the One Above All, teleported him into the Deviants' spacecraft. The Forgotten One wrecked the energy bomb and its spacecraft just before the moment of detonation. Then, floating stunned in space, the Forgotten One was drawn into the mother ship of the Fourth Host.

Some time later, the Forgotten One reappeared on Earth and was temporarily blind (the cause of this blindness remains a mystery since

Eternals cannot be injured by conventional means). Possibly the power released by the energy bomb as he wrecked it was sufficient to blind him. He delivered what he said was a message from the Celestials to the Eternals, which was to not interfere with the Celestials' plans. In recognition of the Forgotten One's bravery, Zuras restored his freedom to him and renamed him "Hero," a name that the Forgotten One has abandoned.

But the mission that the Celestials gave the Forgotten One went far beyond delivering that simple message. Exactly what that mission is remains unrevealed. However, in order to carry that mission out, the Forgotten One went to the city of the Deviants in undersea Lemuria some months later. Disguised in a hood and robes, the Forgotten One accompanied Kro, the new ruler of the Deviants, on his mission to the Pyramid of the Winds. Also, the Forgotten One regained his sight.

Most recently, the Forgotten One joined the Avengers, for the purpose of gaining further glories by defeating monsters and other threats to the Earth. He readopted the name Gilgamesh, and dressed in a costume stylistically reminiscent of a great bull. After several adventures with the Avengers, during which he sustained grave injuries in battle versus the Lava Men and Blastaar, Gilgamesh stepped down to reserve status to pursue other activities.

STATISTICS:

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

Health: 70

Karma: 20

Resources: GD(10)

Popularity: -7

BACKGROUND

Real Name: Melvin Potter

Occupation: Former professional criminal, now small business owner

Legal Status: U.S. citizen with a criminal record, now on parole

Identity: Publicly known

Place of Birth: New York City

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Servant of the Purple Man

Present Group Affiliation:

KNOWN POWERS:

The Gladiator had no inherent powers, but was armed with spinning buzzsaws on the back of his wrists.

Equipment:

Weaponry: The Gladiator wore whirling sawblades powered with powerful electric motors. These blades were of reinforced steel (Amazing Material Strength) and delivered Remarkable Edged damage.

Armor: The Gladiator's costume was a light but very resilient steel mesh. It provided Typical protection against Blunt and Force attacks. Reinforcing plates over Gladiator's nerve centers and weak points shielded Gladiator from the effects of Martial Arts D. (In other words, Gladiator's Body Armor would be in effect against possible Slam and Stun results, even if he were fighting an opponent taking the time to search out any weak points.)

Talents: Gladiator is a Weapons Specialist with his wrist blades, gaining +2CS when fighting with them. He is able to employ Martial Arts C, D, and E, and Acrobatics. He is also a skilled tailor.

Contacts: Gladiator is now a friend



of Daredevil. If Melvin could find Daredevil, the hero would certainly offer his help. Betsy Beatty, his social worker, is another contact.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

In his heyday as a villain, the Gladiator was a psychotic killer, willing to fight an honest fight, but always in anticipation of the kill at the end. After Melvin was cured of his sickness, he was a ruined man, a "walking apology," until he recovered his self-respect. He is now a gentle man, and sometimes confused as to which actions he ought to pursue. He is

also filled with an inner strength that was missing even in his most savage days.

HISTORY

For several years, Melvin Potter was known in criminal circles as the Gladiator, a vicious foe in combat, and a useful and reasonably dependable criminal for hire. He was known best as an assassin. It was the Gladiator, for example, who successfully completed a contract to kill the original Eel.

Potter was a schizophrenic, believing himself to be an actual Roman gladiator; he would hunt and kill his opponent not really for the money, but for the thrill of the hunt and the kill. Eventually, Melvin's

mind grew healthy enough so that the Gladiator personality separated itself from his more realistic personality. Melvin came to ask for help and received it from Daredevil and a social worker named Betsy Beatty. Ironically, it was during Melvin's latest trial for the crimes he'd committed as the Gladiator, when his killer instincts were gone and he was at last a peaceable man, that the Kingpin ordered Potter and his lawyer, Mathew Murdock, assassinated. Contracting the assignment to The Hand, a rival group of ninjas, the Kingpin reasoned that Daredevil would take vengeance against the Hand, and the Kingpin's enemies would be set against one another. Again ironically, Murdock was in reality Daredevil, who acted with Elektra to protect Potter; Melvin Pot-

ter was judged innocent by reason of insanity.

Later, a group of small-time criminals kidnapped Beatty and threatened to kill her unless Potter would steal \$1 million worth of jewelry for them. Confused and broken-hearted, Potter followed their directions, wearing a replica of Roman gladiatorial armor. In desperation, Potter contacted Daredevil who easily foiled the Gladiator's attempt to rob a museum and then tracked the criminals to their lair. Potter and Daredevil rescued the social worker, and Potter's spirit was made whole and strong. Something of a romance has bloomed between Potter and Beatty.

STATISTICS:

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

Health: 42

Karma: 50

Resources: RM(30)

Popularity: 0

BACKGROUND

Real Name: Jack Smith

Occupation: Professional Criminal

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

Identity: Known to police

Place of Birth: San Diego, California

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Agent of They Who Wield Power

Present Group Affiliation:

KNOWN POWERS:

The Goldbug is a man without superpowers, but with a gift for invention, whose love of gold is matched only by his egotism.

Equipment:

Gold Gun: Goldbug's major offensive weapon is a gun which fires quick-hardening "gold dust." The gun has a range of one area, and can only affect one target in an area. The gold dust covers its target and, when exposed to air, quickly yields a metallic material of Monstrous Material Strength. This metal (not truly gold, of course) coats the target in an airtight cocoon, preventing any movement. A coated target takes Good damage every round from suffocation, until his face is chipped free of the dust. If a target is prepared for the attack and has taken a deep breath, he can put off the effects of suffocation for 10 rounds. A character who does not need to breathe will be bound by the gold dust, but will not suffer any damage. Coated characters cannot see or feel anything through the metal, but their hearing is unimpaired. Goldbug has also designed a liquid version of his gold

dust, packed into small grenades that Goldbug can hurl up to 3 areas away. The effects of the liquid are identical to the gold-dust.

Body Armor: Goldbug wears a padded costume that provides Good protection against Blunt and Force attacks and Typical protection against all energy attacks. The costume is coated with an enzyme that immediately breaks down the hard-

ened gold from his gold-gun, safeguarding him from accidentally suffocating himself. The costume also contains a wafer-thin parachute and perhaps other safeguards. It also employs an exoskeleton, artificially boosting Goldbug's strength to Excellent. Without the suit, Goldbug's strength drops to Typical, with appropriate Health penalties.

Gold Ship: The Goldbug has used a



variety of very sophisticated vehicles. These vehicles typically have Excellent Control, Monstrous Speed, Good Body, and Good Protection. These ships have demonstrated such devices as:

- * Tractor Beams that collect only gold and gold alloys. The tractor beams can lift with Good Strength, only able to draw 300 pounds of gold at a time.

- * Remote Control and Computer Guidance capabilities, allowing the Goldbug to summon his craft to him.

- * Power cables which draw energies from gamma-irradiated characters grasping them. Such energy donors are paralyzed, and must make a red Strength FEAT to break free. The cables allow the Gold-ship to travel at Shift Y airspeed.

Talents: The Goldbug has the Repair/Tinkering talent, and is a storehouse of Trivia about gold.

Contacts: None.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

It is difficult to adequately convey Goldbug's egotism and superiority. That he spouts melodramatic villainous speeches that would make Doctor Doom blush is bad enough, but the Goldbug actually believes what he says. He considers himself every inch the master criminal. He has on occasion claimed to have certain moral standards, but what these might be have never been made clear.

HISTORY

The Goldbug first came to attention with a challenge to Shank's Armored Couriers, boasting that he would steal a \$2 million shipment of gold bricks being driven from New

York City to Washington. Shank's president, Mr. Coyne, was concerned about the threat and had his employee Jack Smith arrange for Luke Cage, at that time working privately as a Hero for Hire, to guard the shipment. Smith did indeed make the arrangements, but had plans of his own, for Smith was in fact the Goldbug, who worked at Shank's because it gave him the opportunity to know the details of every gold shipment made in the United States. Apparently, Goldbug had been stealing gold for some months previous to this encounter.

Goldbug would have killed Cage, suffocating him with his gold dust, except for the timely intervention of the hero Thunderbolt, whose super-speed punches chipped away at the golden covering faster than it could harden. Thunderbolt's connections spotted Goldbug's unique craft in a Long Island garage. It was there that Cage and Thunderbolt escaped a sophisticated exploding rocket, and it was there that papers revealing the Goldbug's true name and address were found. Cage and Thunderbolt tried to capture the Goldbug by surprising him at his headquarters and jumping aboard his Gold-ship, but the Goldbug parachuted to safety and freedom.

Some time later, the Goldbug was contacted by They Who Wield Power, or "They" for short. They were an enclave of priests of El Dorado, the legendary Incan city of gold, who needed the power of the Hulk to fuel their Sacred Flame (actually the flame was a Deviant artifact). They knew that the Goldbug was searching for El Dorado, imagining it to be in ruins but still the largest concentration of gold in the world and certainly large enough to make the Goldbug the wealthiest man in the world. They arranged to deliver to the Goldbug a sophisticated Gold-ship with a "Magna-drive," a technologically advanced system for siphoning off the energies of a gamma-irradiated creature and using those energies to run the ship.

Goldbug, predictably, tracked down the Hulk and strapped him into the Magna-drive. The ship has an "Oroscope," a device that somehow

detected large quantities of gold and Goldbug set a course for El Dorado, his dream finally realized. But They had different plans and disconnected Goldbug's Magna-drive when the ship was close enough to El Dorado, allowing the Hulk to break free, and sent the ship crashing into the outskirts of the city. Upon awakening from the landing, Goldbug found that the city was alive and functioning, with more gold by a hundredfold than he had expected. This much gold, introduced into the world's economy, would be disastrous, and the Goldbug saw his dreams fade before his eyes. He blamed the Hulk for this, and set off to kill the Hulk out of spite.

But one of They, the aged priest Des, was actually the villain Tyrannus, who had disposed of the rest of They and was draining the Hulk's energies to fuel the Sacred Flame to new levels. The Goldbug attacked Tyrannus; if Tyrannus were to prove victorious, he would be a considerable stumbling block for Goldbug. Tyrannus subdued him with ease and the Goldbug covered the Hulk in his gold-dust, inducing panic in the man-beast, which in turn increased the Hulk's strength to a point where he could break free of the bonds Tyrannus has been using. The Goldbug survived the ensuing battle and the people of El Dorado teleported the Goldbug and the Hulk back to the New York sewer system. The Goldbug climbed out only two blocks from his Park Avenue penthouse, but was apprehended by Power Man and his new partner Iron Fist before he could get there.

STATISTICS:

F EX(20)
A TY(6)
S UN(100)
E UN(100)
R FB(2)
I EX(20)
P TY(6)

Health: 226

Karma: 28

Resources: SH(0)

Popularity: -25

BACKGROUND

Real Name: Johnny Horton

Occupation: Former professional criminal

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

Identity: Known to law enforcement authorities

Place of Birth: Unrevealed, presumably in the United States

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former servant of the Secret Empire and of Headlok

Present Group Affiliation:

KNOWN POWERS:

Claws: The Griffin's primary attack is with his claws and teeth, which do Unearthly Edged damage should the Griffin strike. They are made of Monstrous Material strength.

Tail: The Griffin's tail can strike any character one area to the rear. It does Amazing Blunt damage.

Body Armor: The Griffin's body is covered in dense scales of Monstrous material strength. They act as Monstrous Body armor against all physical and energy-beam attacks, and Amazing Resistance against Heat, Cold, and Radiation.

Wings: The Griffin's wings give him True Flight at Excellent airspeed (10 areas per round). They are powerful enough to lift a weight of 50 tons and carry it several miles.

Bird Control: The Griffin has Incredible control over birds within 10 areas. Normal birds (and perhaps some bird-descended characters) will do his bidding, but the Griffin has found little use for this power since reverting to animal intelligence.

New Power: If the Griffin is hard-pressed in a physical fight, his body will spontaneously mutate. Possible mutations might include: completely feline musculature (giving him Remarkable running on land), extraordinarily acute senses (Tracking ability and +1CS on Intuition), Resistance to Diseases, a roar (Good rank Sound Generation), Life Support, Regeneration, and so on. These should be random mutations towards an "ideal" griffin, rather than handy defenses against a particular attack. Mental and psionic attacks, as well as most magical attacks, will not trigger a mutation.

Talents: Formerly, Horton had the Law Enforcement Talent, with a strong background on the wrong side of the American legal system. Since his transformation into a mindless beast, the Griffin has lost his Talents.

Contacts: Formerly, Criminal. Now, none.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

The Griffin began his career as a bully, and grew more and more savage. He is now completely animalistic, remembering from somewhere that combat with very powerful foes is desirable. Although he started out a light-weight, the Griffin is now a match for Thor.

HISTORY

Johnny Horton was a small time criminal who was captured by agents of the second subversive organization to be known as the Secret Empire. The Secret Empire assigned a surgeon in its employ to transform Horton into a superhuman being by using various techniques, including grafting wings and claws onto Horton's body permanently and administering an experimental mutagenic serum into him. Horton was named the Griffin after his new appearance which vaguely resembled the mythological griffin, a creature that was half lion and half eagle.

At first, Horton retained his normal intelligence and sanity in his new form. He loathed his new appearance, believing he was now a freak, but nevertheless obeyed the Secret Empire's orders to attack the mutant known as the Beast. The Beast and his colleague, the Angel, defeated the Griffin, who was sent to prison. While in prison, the mutagenic serum he had taken caused him to go insane and further transformed his body, giving him a tail and vastly increasing his strength. The Griffin broke free of prison and hunted down the surgeon who had transformed him. When the surgeon was unable to tell him the location of his former masters in the Secret Empire (which had by this time been defeated), the Griffin hurled him from a great height in rage. The costumed crimefighter, Spider-Man, caught the surgeon, but the two men struck a water tanker when Spider-Man's webbing broke and they both plunged into water. The Beast, who had learned of the Griffin's escape, helped Spider-Man and the surgeon to safety. Although Spider-Man took the brunt of the impact against the

tanker, the surgeon died. Together, Spider-Man and the Beast defeated the Griffin, who was taken into police custody.

Months later, the Griffin broke into Avengers Mansion, seeking to challenge the Avengers. The Griffin had realized that the serum continued to mutate him whenever he pushed his superhuman abilities to the limit; hence, he intended to battle as many superhuman champions as possible to increase his own powers. During his subsequent battle with Spider-Man and the Avenger, Wonder Man, the Griffin's strength further increased, and he gained the facial features of a lion. But finally, while lifting a flaming Avengers Quinjet in order to hurl it at his two foes, a further mutation caused the Griffin to lose his human intellect. Reduced to the mental level of an animal, the Griffin was seized with terror at the flames and dropped the Quinjet, seemingly being crushed beneath its weight. However, the Griffin survived the impact and used his claws to dig his way to safety underground.

Several months after that, the criminal named Headlok found the Griffin wandering through the Adirondack Mountains and put him under his mental control. When Headlok and the Griffin attacked the West Coast Avengers, the Griffin had further mutated so that he had grown even stronger than before and had developed a tough, scaled hide and large plates standing atop his back like those of a stegosaur. While Headlok was distracted during the battle, the Avenger, Tigra, succeeded in calming the Griffin down. Headlok was defeated, and the Griffin was sent to the Vault, the federal maximum security prison for superhuman beings.

Subsequently, the Griffin escaped the Vault during a prison break by several superhuman criminals. He was recently used as a pawn against the Sub-Mariner. Namor defeated the Griffin and released him in a meeting of Roxxon Oil's Board of Directors, Namor believing the Griffin's attack was sponsored by Roxxon; the current status of the Griffin and the Roxxon Board of Directors is unknown.

STATISTICS:

F AM(50)
A GD(10)
S AM(50)
E MN(75)
R TY(6)
I RM(30)
P EX(20)

Health: 185

Karma: 56

Resources: RM(30)

Popularity: -10

BACKGROUND

Real Name: Grog

Occupation: Leader of the armies of Seth

Legal Status: None on Earth

Identity: The general populace of Earth is unaware of Grog's existence.

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Seth's "dimension of death"

Past Group Affiliations: The armies of Seth

Present Group Affiliation:

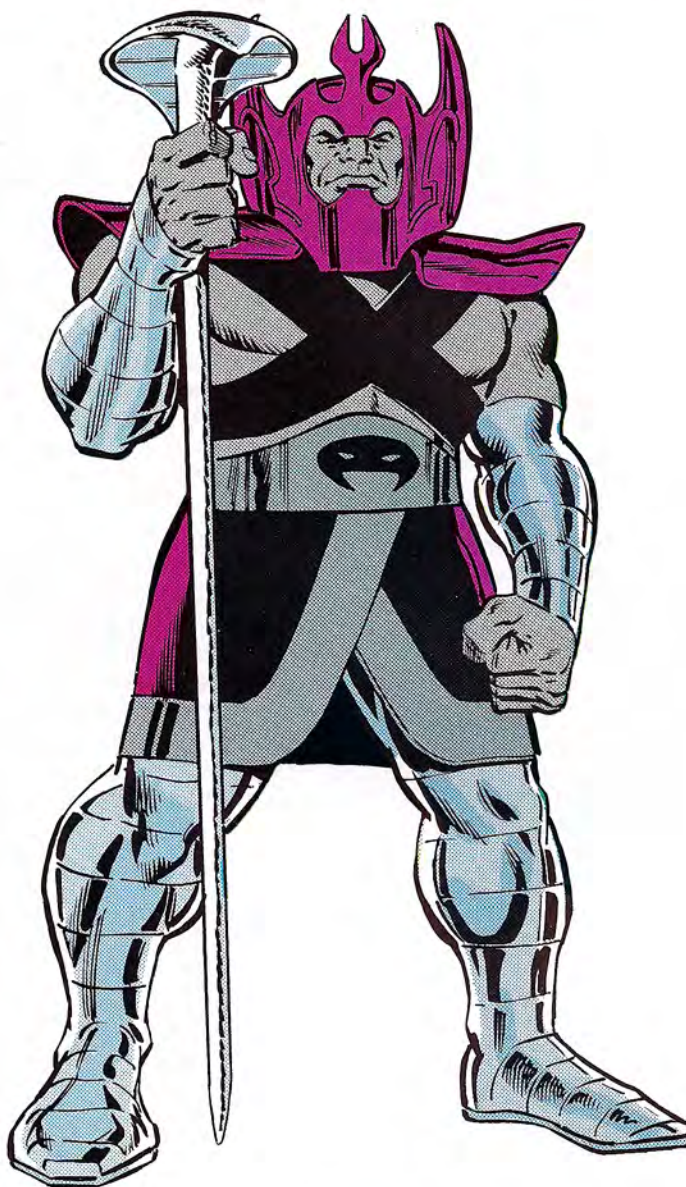
KNOWN POWERS:

Divine Stature: Grog is a member of the Heliopolis pantheon, and as such enjoys certain powers. He has Class 1000 Resistance to aging and disease. He enjoys Amazing Protection against all physical and energy attacks, and can generate Amazing rank plasma blasts at will.

Weapon: Grog carries a power lance, bestowed upon him by his master Seth. The lance is made of unknown materials having Shift Y Strength, and thereby immune to all but the most powerful earthly weapons. From the lance, Grog can channel his Plasma blasts, magnifying them with some of Seth's power so that they are of Shift X intensity, and are magical in nature. These blasts have a 4-area range.

Talents: Grog is a good hand-to-hand fighter, possessing Martial Arts B. He has an Occult Background.

Contacts: Grog is the second-in-command of Seth's forces, and could call on them for aid.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Grog is enthusiastic about Seth, and honestly tries his best to advance Seth's goals. He is dishonorable, conniving, and deceitful when it suits his purposes, affronted if anyone questions his godly honor at other times. Grog is vicious and vindictive.

HISTORY

Grog is a member of the Heliopolitan race of gods, whose leading members were once worshipped by the people of ancient Egypt. Grog has served the Heliopolitan death god, Seth, for millennia. Recently, Grog participated in Seth's war against Asgard, the home of the Norse gods. Grog, the mightiest of Seth's warriors, served during this war as the commander of Seth's legions, and took his orders directly from Seth himself.

Seth ordered Grog to take a force of his mightiest warriors to Earth to kill the Asgardian thunder god, Thor, whom Seth held responsible for the loss of his right hand. Thor, Captain America, (then in the costumed identity known simply as the Captain), and the modern-day Black Knight fought and defeated Grog and his troops on Avengers Island. Grog's

troops escaped through a dimensional warp, and the Avengers intended to imprison the captured Grog in the Vault, the United States government's maximum security prison for superhuman beings. Grog, however, soon regained his freedom and returned to Seth.

During the ensuing war between Seth's legions and the forces of Asgard, Grog defeated Thor, most of whose superhuman power had been temporarily removed from him by Asgard's acting monarch Balder. Grog took Thor prisoner and stole his enchanted hammer; even without his full might, Thor succeeded in breaking free, defeating Grog, and reclaiming his hammer. Ultimately, Thor regained his full strength.

Moreover, toward the end of the war, Asgard's true monarch Odin temporarily bestowed his own power on Thor so that the latter could battle the demonic Surtur on equal terms. Grog was inside the Black Pyramid, Seth's headquarters in the Heliopoli-

tan "dimension of death," when the gigantic Surtur seized the pyramid and hurled it at Thor. Grog apparently died when the pyramid was thus destroyed in the battle, and Seth and his legions were defeated by the forces of Asgard. However, even if Grog is dead, it must be observed that the Egyptian death god, Seth, may well be capable of returning Grog to life.

STATISTICS:

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

Health: 52

Karma: 28

Resources: FB(2)

Popularity: 0

BACKGROUND

Real Name: Growing Man

Occupation: Servant of Kang

Legal Status: None

Identity: The general populace of Earth is unaware of the Growing Man's existence.

Place of Construction: Indeterminate, alternate future Earth

Marital Status: Not applicable

Known Relatives: Not applicable

Base of Operations: Mobile

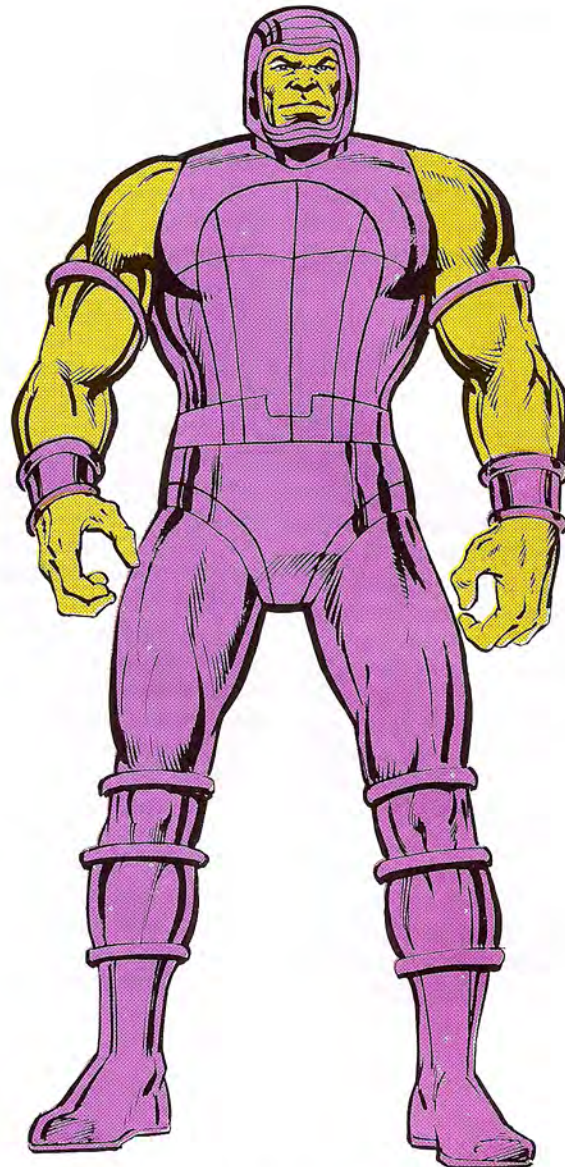
Past Group Affiliations: Servant of Kang the Conqueror

Present Group Affiliation:

KNOWN POWERS:

Growth: The Growing Man's true size is only eight inches tall, at which size he is immobile. He possesses the power of Growth, however, which starts out at Shift O intensity. Growing from doll-size to normal human size requires little more than the ambient kinetic energy of activity over a period of several days, or two sharp blows.

Energy Absorption: The Growing Man is a Stimuloid, and takes in energy from kinetic attacks (such as Force attacks, energy beams, and so on). The Growing Man has Amazing Body Armor against these attack forms, and only Incredible Resistance against other types of physical damage, such as radiation or extremes of temperature. Each kinetic attack gives the Growing Man one fifth of its damage in points in Growth, up to 10 points. For example, Remarkable damage would provide a Typically Grown Growing Man (with 6 points in Growth) an additional 6 points, giving him Good Growth with a rank number of 12. A second kinetic attack of monstrous intensity would deliver 25 points of



Health damage (above the Growing Man's Amazing Armor) and an additional 10 points to his Growth Power, giving him Excellent Growth with a rank number of 22.

After The Growing Man reaches Excellent Growth, his Fighting improves one CS for every increase in Growth. After the Growing Man reaches Amazing Growth, his Body Armor increases one CS (to Monstrous or Amazing), and he can absorb up to 15 points of damage.

Robotic Form: As an artificial man, the Growing Man receives Class 1000 Resistance to diseases.

Talents: The Growing Man is programmed with Martial Arts E.

Contacts: None.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Role-playing a Stimuloid is difficult due to the lack of any real personality or motivation. The Growing Man is programmed for combat. He rarely speaks, and never engages in any activity that is not immediately beneficial to Kang or in promotion of Kang's goals as the Stimuloid understands them.

HISTORY

The Growing Man is a stimuloid, a form of android created by the scientific genius of Kang the Conqueror, the ruler of an alternate future Earth. A stimuloid absorbs most forms of kinetic energy directed against it; therefore, the energy causes it no physical harm. Moreover, the absorption of the energy stimulates the rapid multiplication of the stimuloid's artificial cells, causing it to grow significantly in size, with a proportionate increase in strength and resistance to damage. Presumably, the stimuloid draws its additional mass from an extradimensional source in order to grow. Kang can project an unknown form of energy from a gun that will cause the Growing Man to revert to its original size,

in which it resembles an action figure. When reducing in size, the Growing Man presumably dispatches the mass it loses back to the extradimensional source. The Growing Man has been shown to be capable of achieving a height equal to that of a building several stories tall. Presumably there is a limit to the size it can achieve, for at a certain point its mass would become too great for its legs to support.

In the Growing Man's first recorded appearance, it battled the Asgardian god Thor on Earth. Thor rid himself of both the Growing Man and Kang by entrapping them in a dimensional warp created by his enchanted hammer. Months later, Kang used the Growing Man to abduct millionaire inventor Anthony Stark from a hospital after Stark had suffered a heart attack. The Avengers attacked and followed the Growing Man, as Kang had intended, enabling him to transport them to his own future time period, where he involved them in his competition against the alien Grandmaster. Still later, members of the alien Colonizers of Rigel removed the Growing Man from Kang's time ship, which had apparently been abandoned in the 20th century following one of Kang's de-

feats. The Rigellians sent the Growing Man to Earth, where it battled Iron Man, who defeated it by using electrical cables to drain its power, rendering it inert.

Most recently, Kang sent the Growing Man into New York City during the "Inferno." In order to maintain his continued choral existence, Kang had to insure the Avengers would be reborn. Therefore, his Growing Man constantly fought to bring the Captain, Thor, Gilgamesh, Mr. Fantastic, and the Invisible Woman into conflict as the Avengers. Mister Fantastic, who had recently joined the team, used his scientific talents to devise a means of reversing the process that enables the Growing Man to enlarge its size. As a result, the Growing Man shrank to such a degree that it vanished from sight.

Kang has the resources to create more than one Growing Man. Moreover, various dimensional counterparts of Kang have visited "mainstream" 20th century Earth. Hence, the events described in this entry may very well have involved different Growing Men, rather than the same one in each case.

STATISTICS:

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

Health: 76

Karma: 16

Resources: EX(20)

Popularity: -5

BACKGROUND

Real Name: Unrevealed

Occupation: Professional criminal, gangleader, former hit man

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 and Matti Shore township, Long Island, New York

Past Group Affiliations: Leader of the Hammerhead "family" of the Maggia, former ally of the Chameleon

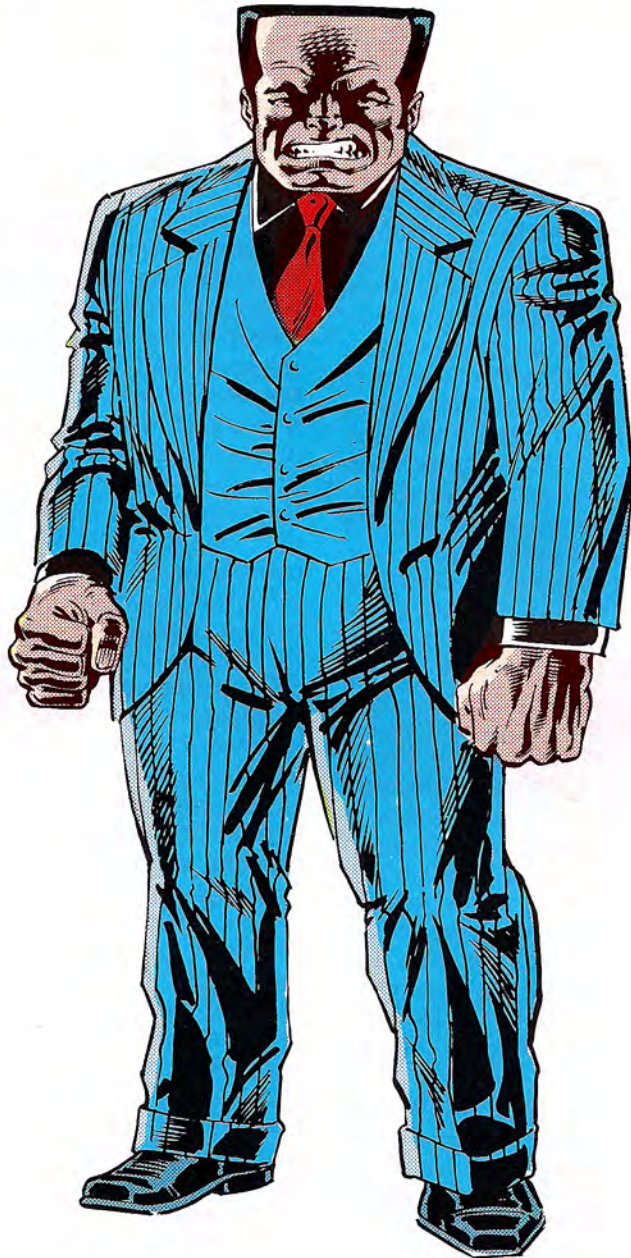
Present Group Affiliation:

KNOWN POWERS:

Skull Plate: Hammerhead has a steel-alloy (Monstrous Material Strength) skull. He can Charge for Amazing damage, but a successful attack against material of Incredible strength or better also causes Hammerhead 5 Health. If Hammerhead is being shot at with guns or similar weapons, he can spend 10 Karma to make sure that the bullets hit his plate, which gives him Amazing Body Armor.

Talents: Hammerhead receives a +1CS when Charging, and he is talented with Guns. He is also a storehouse of Trivia regarding gangster movies.

Contacts: Hammerhead has vast Criminal connections.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Hammerhead truly believes he's in a gangster movie and acts the part as best he can. His reactions to others and the plans he makes are all based on this model of behavior.

HISTORY

Hammerhead was originally a small-time gunman employed by one of the "families" of the criminal organization known as the Maggia. Hammerhead's real name is unknown even to himself. Years ago, he was found beaten, disfigured, and delirious with pain in an alley in New York City's Bowery by Jonas Harrow, a surgeon who had lost his medical license due to his illegal experiments. Apparently, Hammerhead had suffered a certain degree of brain damage and he was now an amnesiac. However, he was obsessed with the last thing he saw before losing consciousness: a poster in the alley for a movie called *The Al Capone Mob*. Seeing the opportunity both to save this man's life and to redeem his reputation, Harrow operated on the gunman for three days, replacing much of his shattered skull with a strong steel alloy. During this time the gunman dreamed about the images in the poster he had seen. Upon recovering, the gunman decided to become a gangleader in the style of Capone and other mobsters of the 1920s. He even dressed as if he were living in that decade. Ultimately the gunman, who became known as Hammerhead, took over a Maggia family.

Wilson Fisk, the Kingpin, had become the dominant figure in New York City organized crime. However, after suffering a major reversal in Las Vegas, Fisk laid low for a time, creating a temporary power vacuum in New York organized crime. As a result, a gang war broke out between Hammerhead's mob and the criminal organization led by Doctor Octopus. The costumed crimefighter Spider-Man intervened in the war, with the result that Octopus was captured by the police and Hammerhead was forced to flee the country. In Hammerhead's absence, his own organization temporarily collapsed. After returning to New York City months later, Hammerhead reorganized his gang and then led them in an attack on a mansion in New York's Westchester County. The attack interrupted the ceremony inside, in

which Doctor Octopus was about to marry May Parker, who, unknown to him, was the aunt of his nemesis Spider-Man. Octopus had learned that May Parker had inherited a privately-owned nuclear plant located on a remote Canadian island. By marrying her, Octopus would become half owner of the plant, which he could use to construct nuclear weapons, and would become full owner if the elderly woman died. Hammerhead did not know what May Parker had inherited, but knew that it was highly valuable to Octopus, and wanted it for himself. Octopus fled with May Parker in a helicopter, and headed for the Canadian island. Hammerhead and a number of his men followed in another helicopter, on which, unknown to them, Spider-Man was also traveling to the scene. At the island Spider-Man battled Doctor Octopus. Rescuing May Parker, Spider-Man took her with him as he left the island in a supply plane. Back on the island, Hammerhead and his men cornered Doctor Octopus next to an atomic breeder reactor. Despite Octopus' warnings that a jolt could trigger a chain reaction, Hammerhead charged Octopus. Hammerhead missed his target and hit the reactor with his head instead, setting off a chain reaction. At first Hammerhead's head was stuck in the reactor. Octopus fled to safety through a nearby shaft. Hammerhead freed his head only a moment before the reactor exploded, destroying everything on the island.

Strangely, however, Hammerhead was not killed. Rather, he was projected "out of phase" with this dimension and could appear in it only as an immaterial ghost-like being. Octopus returned to America, but the combination of the shock of his experiences and his fear at repeatedly seeing the "ghost" of Hammerhead caused him to lead the life of a derelict for months. Eventually Octopus returned to a more normal state, in which, however, his criminal personality still held sway. Kidnapping May Parker, Octopus took her to the Brookhaven Laboratories in Long Island, hoping to use the particle accelerator there to dispose of

Hammerhead. But instead, as Hammerhead had hoped, the accelerator restored Hammerhead to a normal existence in this dimension. Hammerhead fought Octopus and Spider-Man at the laboratories and then escaped, taking May Parker hostage. Spider-Man and Octopus tracked Hammerhead down to his former nightclub headquarters and fought him and his men there. Spider-Man rescued May Parker, but Hammerhead attempted to escape in a helicopter. Doctor Octopus hurled trash cans at the helicopter's blades, destroying them, causing the helicopter to plummet into the Hudson River, where it exploded. Doctor Octopus then made his escape.

Hammerhead, however, survived once again. Keeping his continued existence secret from the police, Hammerhead established a new headquarters for himself in a Manhattan penthouse, from which he ran his Maggia "family." There he held a council of all the New York Maggia "family" heads to propose that they unite under his leadership. The meeting was interrupted by the second Human Torch, who was investigating a murder. Wearing an exoskeleton that magnified his strength, Hammerhead battled the Torch, but the Torch was too much for him, and the defeated Hammerhead leapt from the building. But no trace was found of Hammerhead, who somehow had escaped again!

Months afterward, Hammerhead was apparently assassinated during a New York City gang war. But once again, Hammerhead survived. Forced out of a major role in New York City organized crime by the Kingpin, Hammerhead retreated to a mansion on the eastern tip of Long Island, New York. Recently, Hammerhead became the ally of the Chameleon in the latter's bid to become the new crimelord of New York City.

STATISTICS:

F PR(4)
A TY(6)
S PR(4)
E TY(6)
R EX(20)
I EX(20)
P MN(75)

Health: 20

Karma: 115

Resources: GD(10)

Popularity: 10

BACKGROUND

Real Name: Agatha Harkness

Occupation: Witch, governess

Legal Status: Citizen of New Salem

Identity: The general public is unaware that she is a witch.

Place of Birth: New Salem (probably)

Marital Status: Widow

Known Relatives: Nicholas Scratch (son), Salem's Seven (grandchildren)

Base of Operations: New Salem; Whisper Hill, N.Y.; Baxter Building, N.Y.C.; Avengers Compound, CA

Past Group Affiliations: New Salem Witches, Fantastic Four (ally), West Coast Avengers (ally)

Present Group Affiliation:

KNOWN POWERS:

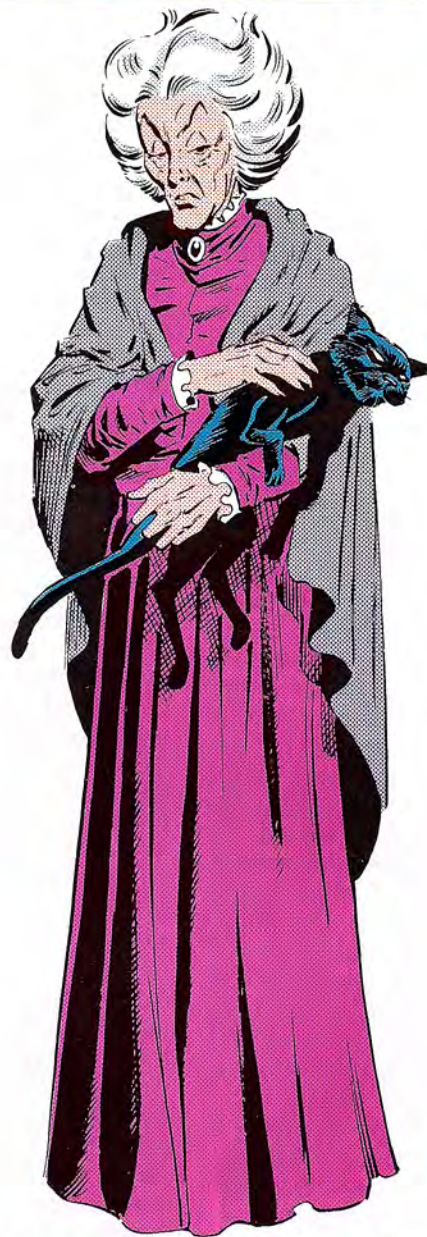
Ritual Magic: Agatha Harkness has at her command a great variety of magical spells which gave her the following powers, detailed in the Ultimate Powers Book (MA3), at Monstrous ranks: Force Field, Force Field vs. Hostiles, Force Field vs. Magic, Reflection, Resistance to magic, Extradimensional Detection, Life Detection, Magic Detection, Power Detection, Psionic Detection, Biophysical Control (Healing and Disruption), Hypnotic Control, Mind Control, Neural Manipulation, Shapechange Others, Summoning, Magic Control, Magic Domination, Sympathetic Magic, Communicate with Animals, Communicate with Plants, Dreamtravel, Empathy, Free Spirit, Sensory Link, Telepathy, Dimension Travel, and Gateway. Most of these powers use Personal or Dimensional energies.

Familiar: Agatha Harkness' cat Ebony, is in reality a powerful extradimensional creature. Harkness is in

psychic rapport with the cat, and she occasionally uses it to run errands for her. At will, it can revert to a more intimidating form with the following statistics:

F A S E R I P Health
IN GD EX MN TY EX MN 145

The cat-creature has Claws that do Monstrous damage and are made of Monstrous material strength. The creature does not have any Body Armor, but does regenerate lost Health at a fantastically accelerated rate (15 points per round) and cannot be killed by means less extreme than dispersing its atoms throughout a considerable area.



Talents: Her Mystical Origin gave her Occult Lore.

Contacts: Agatha Harkness is on the best of terms with the Fantastic Four (especially Franklin Richards), and the Scarlet Witch before her conversion by Magneto

ROLE-PLAYING NOTES:

Agatha's main concerns are countering the effects of evil magic upon the world and protecting those she "adopted" (both Franklin Richards and the Scarlet Witch). From time to time, her dedication to properly helping her "children" may lead her to do things which might seem, at first glance, to be against that person's best interests. Her devotion is so

strong that she has returned from the "dead" to assist her "children."

HISTORY

Agatha Harkness, who was the most powerful sorceress in New Salem, became its "grande dame" or leader. Very little is known about her before her association with the Fantastic Four—not even her age. The fact that New Salemites refer to outsiders as "mortals" may indicate that they have longer life spans than human beings.

The identity of her husband is unknown and it is not even known whether "Harkness" is her late husband's last name or her maiden name. Agatha and her husband had only one child together, the warlock known as Nicholas Scratch. "Nicholas" and "Scratch" are both names given to the devil, and hence, "Nicholas Scratch" may merely be an alias that Agatha's son assumed. Nicholas Scratch had a number of wives that had many children later to be known as Salem's Seven: Brutacus, Gazelle, Hydron, Reptillia, Thornn, Vakume, and Vertigo I.

Eventually Agatha Harkness left New Salem to associate with people in the outside world once more and moved to an old mansion on Whisper Hill in the Adirondack Mountains in upper New York State where she was contacted by Reed Richards, the leader of the Fantastic Four. Richards and his wife Susan had recently had a son, Franklin. Due to Reed and Susan Richards' dangerous lives as costumed adventurers, they got Harkness to take care of Franklin during their absences and protect him from possible attacks by their enemies after learning of her supernatural powers. Later, Harkness and Franklin Richards were abducted to New Salem, now led by her son Nicholas Scratch who hated her. The Fantastic Four came after Franklin and Harkness but were captured as well. Harkness was placed on trial for consorting with outsiders and for revealing the existence of the New Salemites to the outside world even though she had kept its existence a secret. The Fantastic Four escaped their cell, overcame Sa-

lem's Seven, and found Harkness just as she was about to receive the death sentence. Reed Richards pointed out that she had never told them about New Salem and that the Fantastic Four would never have found the town had Nicholas Scratch not abducted Franklin. The New Salemites realized that it was Scratch who had betrayed them and they banished him, sending him to another dimension. Harkness, Franklin, and the Fantastic Four then left New Salem.

Sometime later, Harkness, Franklin, and the Fantastic Four were visiting New Salem when Nicholas Scratch took control of the minds of virtually all the New Salemites from the dimension in which he was imprisoned. Salem's Seven overcame the Fantastic Four, but Franklin Richards, who possessed tremendous latent psionic powers, freed the New Salemites from the spell. Then Salem's Seven and the captive Fantastic Four were magically transported to New York City where Salem's Seven planned to bring Scratch to Earth. Scratch, from his dimension, took control of the minds of the Fantastic Four, but Franklin broke Scratch's hold over them. Harkness used her magical powers to strip Salem's Seven of their supernatural powers and to banish them back to New Salem. She also cast a spell further entrapping Scratch in his other dimension. Finally, though, Vertigo, the leader of Salem's Seven, turned the other 665 New Salemites against Harkness. Salem's Seven regained their supernatural powers and were able to capture Harkness, who they executed by burning her at the stake.

Harkness's spirit apparently influenced the Scarlet Witch, causing her to go to New Salem with her husband, the Vision. There, they were captured by six of the members of Salem's Seven. The seventh member, Gazelle, had opposed the others' plan to entrap the Scarlet Witch. As punishment, Gazelle was sentenced to be slain as a human sacrifice. Vertigo asked the Scarlet Witch to join their coven, but when she refused, Vertigo planned to sacrifice her as well as Gazelle and the Vision. The Vision broke free and he

battled Vertigo, who wielded the combined magical forces of all 666 New Salemites. The Vision defeated her nonetheless and as a result Vertigo lost control of the community's magical forces. The Scarlet Witch attempted to channel the tremendous mystical forces into a mountain. Agatha Harkness' spirit appeared to her and told her to use the power as well as channeling it. The Scarlet Witch therefore did both and the power channelled into the mountain caused it to explode. The magical power that the Scarlet Witch had "used" rather than channelled called to her two shards of the demonic being Mephisto. The Witch's probability-manipulating mutant power used these diabolic entities as "souls" for two unborn children, to whom the Scarlet Witch later gave birth, believing them to be normal twin boys.

Months later, the Scarlet Witch, now living in the Avengers' West Coast compound, found difficulties with her children, Thomas and William. Agatha Harkness showed up, inexplicably alive and none the worse for wear, volunteering to attend the children as a governess. Harkness soon realized their true nature: as probability constructs, the boys existed only as long as the Scarlet Witch was thinking of them. When Master Pandemonium kidnapped the children in his unwitting role as a collector of Mephisto's missing soul shards, Harkness sent the Avengers after Pandemonium, accompanied by Ebony, her black cat familiar. Simultaneously, she sent the original Human Torch on a quest to recover the remaining pieces of Mephisto's soul. When all the soul shards were assembled, Mephisto appeared and threatened the Avengers. Harkness then closed that section of the Scarlet Witch's memory containing thoughts of her children, causing those shards to disappear and dealt a temporary defeat to Mephisto.

Harkness has remained at the Avengers' compound, assisting the Scarlet Witch's recovery from a number of traumas. Agatha Harkness' role in the Scarlet Witch's return to Magneto's side is as yet unrecorded.

STATISTICS:

F PR(4)
A PR(4)
S FB(2)
E PR(4)
R TY(6)
I GD(10)
P EX(20)

Health: 14

Karma: 36

Resources: TY(6)

Popularity: -10

BACKGROUND

Real Name: Unrevealed

Occupation: Unrevealed, presumably a professional criminal

Legal Status: Citizenship unrevealed, has a criminal record

Identity: Presumably known to American legal authorities

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: None

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Mind Control: Headlok possesses the Excellent ability of Mind Control. He can mentally enslave only one individual at a time, as such domination requires a large amount of concentration on Headlok's part. But Headlok can induce hallucinations and cast illusions against an unlimited number of targets as long as he has already gained control of their minds. If a victim is aware of Headlok's power, a successful Psyche FEAT against Excellent intensity will suffice to break Headlok's hold.

Talents: Headlok displays the talents of a trained hypnotist.

Contacts: None.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Headlok hasn't gotten as far as he has by taking stupid chances. He makes use of materials at hand and uses them wisely. He is capable of wily deceptions and clever feints. He will not engage in hand-to-hand (or any other type of) combat if he is given half a chance to avoid it.



HISTORY

Nothing is yet known about the origin of the menace known as Headlok. He found the creature known as the Griffin roaming the Adirondack Mountains and used his mental powers to enslave him. Subsequently, in California, Headlok summoned the West Coast Avengers, claiming he had sighted the Thing, for whom the team was then searching. When the West Coast Avengers arrived, Headlok had the Griffin attack them. Then, while the Avengers were distracted fighting the Griffin, Headlok attempted to take over their minds, one by one. One of the Avengers, Tigra, succeeded in calming the Griffin's rage, and the Thing, who observed the battle, defeated Headlok. Since Headlok had not known that the Thing was present, he had not used his mental powers to conceal his true whereabouts from the Thing or to enslave his mind. Presumably, Headlok was turned over to police custody, although it is questionable how long the police keep Headlok imprisoned, considering his great powers.



STATISTICS:

F	AM(50)
A	AM(50)
S	UN(100)
E	SH(150)
R	GD(10)
I	MN(75)
P	MN(75)

Health: 350

Karma: 160

Resources: MN(75)

Popularity: -100

BACKGROUND

Real Name: Hela

Occupation: Goddess of Death,
ruler of Hel and Niffleheim

Legal Status: Ruler of Hel and Nif-
fleheim

Identity: Publicly known to the citizens of Asgard; Hela is generally believed to be a mythological character by the people of Earth

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None, allegedly Loki (father), Angrboda (mother, deceased)

Base of Operations: Hel and Niffleheim

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Asgardian Stature: Hela is a goddess and as such enjoys Excellent Protection against all attacks, Shift Z resistance to diseases, and an extremely long lifespan. Furthermore, as the ruler of Hel and Niffleheim, Hela has the authority to use various powers at Incredible rank: Levitation, Illusion casting, and virtually any other power. She is immediately aware of any actions in her realms, and she has the rightful authority to command all who dwell there.

Death Power: Hela holds the power of life and death over the gods of Asgard. She can cast eldritch bolts that cause Class 1000 aging in Asgardians, aging them the equivalent of 20 years for a human. The touch of the death goddess on bare flesh functions as a Class 5000 Health-Drain Touch. She can also restore life to a newly-fallen Asgardian, leaving them either at 0 Health or at their full measure of vitality, as she sees fit. She possesses these powers against mortals as well, but her province is the life and death of the gods of Asgard, not the races of Midgard.

Astral Projection: Hela can Monstrously project her essence to whichever dimensions as she pleases, for unlimited periods of time. There, she wields the same powers as above.

Weakness: Hela's cloak-cowl-head-dress contains much of her life-force. Without it, all her Physical Stats drop to Feeble, and Hela cannot use any of her powers. The left half of her body assumes its true form: that of a petrified corpse. Replacing it will restore Hela to full vitality. Even touching it will allow her to stand.

Talents: Hela has a familiarity with Occult Lore.

Contacts: Hela commands the legions of those who did not die in heroic battle, and has some sway with Loki, her father.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Hela is "evil," in the mortal sense of the word, but is more accurately beyond such judgments. She is patient, like death, and her only defeats come when she oversteps her boundaries, by taking the dead of Midgard who did not belong to her, or by rashly avenging herself against Thor by making his bones brittle while refusing to let him die.

HISTORY

Hela was born ages ago to parents whose names have not yet been revealed. Legend has it however that Hela was born in Jotunheim, the otherdimensional land of the giants, one of the "Nine Worlds" of Norse mythology, and that she is the daughter of the Asgardian god of mischief Loki and the sorceress giantess Angrboda. The three Asgardian goddesses of fate, the Norns, are said to have warned the Asgardian gods that Hela would prove to be a great danger to them.

It is known that Odin, ruler of the Asgardian gods, decreed that Hela would become goddess and ruler of the spirits of the Asgardian dead on the day of her maturity. These spirits dwell in the otherdimensional realms of Hel and Niffleheim, two more of the Nine Worlds, both of which Hela rules. However, Odin himself directly rules the souls of Asgardians and their human worshippers who died in battle as heroes, and had the palace

of Valhalla built in a distant section of Asgard, also known as Valhalla, to house them.

Hela has sought for ages to bring more Asgardian souls under her control, and especially longs to possess the souls of Odin and his son Thor. In recent years, when Odin's attention had strayed from the rule of Valhalla, Hela tried to annex that realm to her own, hoping to consolidate her power over all of Asgard's dead. Eventually Odin grew aware of her ambitions and opposed them. Hela finally withdrew to her own realms, and Odin reestablished his control over Valhalla. Asgard continues to rule Valhalla to this day.

For untold ages, Hela had directed the construction of a gigantic ship, Naflgar, said to be made of the fingernails of the dead. Hela planned that when Naflgar was finished, she would send an army of the dead to Asgard in it to destroy the gods. However, Naflgar was destroyed by the Executioner as it neared completion.

Recently, Hela cast a curse on Thor which prevented him from healing any wounds and also prevented his death. After many battles and untold amounts of pain, Thor, reduced to pulp by a battle with the Midgard Serpent, entered Hela's realm in the armor of the Destroyer. The Destroyer's power proved too much for Hela, and she restored Thor's health and removed her curse. The Destroyer remains in Hela's realm to remind her of her defeats.

It is said that should the forces of evil in the Nine Worlds ever succeed in destroying Asgard, Hela and her army of the dead will be at their side.

STATISTICS:

F RM(30)
A AM(50)
S IN(40)
E IN(40)
R GD(10)
I EX(20)
P TY(6)

Health: 160

Karma: 36

Resources: RM(30)

Popularity: -85

BACKGROUND

Real Name: Jason Philip Macendale, Jr.

Occupation: Freelance terrorist/assassin, professional criminal

Legal Status: U.S. citizen whose citizenship was revoked when he enlisted in the army of a foreign power; criminal record unknown

Identity: Secret

Place of Birth: Boston, Massachusetts

Marital Status: Divorced

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former employee of the Kingpin, Partner with Carrion II; member of the Sinister Six II

Present Group Affiliation:

KNOWN POWERS:

The demon N'astirh gave Hobgoblin enhanced strength and agility during the "Inferno."

Equipment:

Body Armor: Hobgoblin wears a suit of armor which provides him with Excellent protection against physical attacks and Remarkable protection against energy attacks.

Glove Blasters: Both of the Hobgoblin's gloves contain devices which can discharge pulses of high-frequency electricity. The range of these weapons is 2 areas and they do Remarkable damage.

Random Fire Mechanism: In order to overcome the advantage which Spider-Man's Spider Sense gives him in dodging attacks, the Hobgoblin has installed a device in his armor which causes his arm to jerk about randomly while he is firing his glove blasters. In combat, this induces a -1CS on attacks, but makes it almost

impossible for foes to predict exactly where the next shot will be aimed, forcing them to take a -1CS on any attempts they make to dodge.

Pumpkin Bombs: These explosives do Excellent damage to everything within 20 feet.

Smoke Grenades: These devices release a cloud of Typical obscuring smoke.

Knock-out Gas Grenades: Releases a gas of Incredible intensity which causes unconsciousness.

Incendiary: Detonation unleashes a

volatile substance which produces flames of Incredible intensity.

Spider-Sense Negator: This Unearthly intensity chemical negates Spider-Man's Spider-Sense for at least 24 (and possibly as long as 36) hours. At the referee's option, it may or may not affect other characters with similar abilities.

Throwing bats: These bat-shaped throwing blades inflict Good edged weapon damage.

Goblin Glider: The Hobgoblin employs a turbo-fan powered flying sled



which has the following characteristics:

Control	Speed	Body	Protection
IN(40)	TY(6)	GD(10)	None

Talents: The second Hobgoblin is trained in Martial Arts A, B, C, and D, and is a weaponsmaster. He is also a very skilled pilot (+2CS when dealing with aircraft) and talent in Electrical Engineering and Physics. He now has a Mystic Background.

Contacts: The Hobgoblin has Military and Criminal contacts, and perhaps others.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

"Unhinged" is the best word to describe the Hobgoblin since his demonic transformation. He has accepted a few mercenary jobs, but with nothing like his previous frequency. He would do anything to regain his lost humanity. Due to his lost humanity, he is incredibly ruthless.

HISTORY

Jason Philip Macendale, Jr. was recruited by the Central Intelligence Agency when he was in an undergraduate program at the Massachusetts Institute of Technology. He enlisted in the Marines to gain combat experience and became a fighter pilot. Upon his discharge from the Marines, Macendale began active service as a field agent for CIA in the Asian theatre. However, his methods and tactics proved too brutal and extreme for his superiors to tolerate.

Seeking employment elsewhere, Macendale embarked on a career as an international mercenary. Eventually, he adopted the costume and identity of Jack O'Lantern to help promote his accomplishments to prospective employers.

Jack O'Lantern first gained public notoriety due to his battle with Machine Man. Subsequently, Jack O'Lantern clashed repeatedly with the costumed crimefighter, Spider-Man, and also did battle with the freelance bounty hunter, Silver Sable. Jack O'Lantern was hired by the Arranger, the right hand man to Wilson Fisk, the Kingpin of Crime, to serve as the Kingpin's principal enforcer. At this time, the Kingpin's organization was engaged in a war of control of the New York rackets. At one point during the gang war, the Arranger and the Rose, the head of a rival criminal organization, formed an alliance with each other and ordered Jack O'Lantern and the Rose's ally, the original Hobgoblin, to work together. While both the Hobgoblin and Jack O'Lantern were under fire from the police, the Hobgoblin sighted his arch enemy Spider-Man, whom he was obsessed with killing. The Hobgoblin demanded that Jack O'Lantern help him kill Spider-Man right then and there, but Jack O'Lantern, believing the combination of the police and Spider-Man posed too great a threat, refused and flew off. Afterward, the Hobgoblin unsuccessfully attempted to kill Jack O'Lantern in retaliation for this supposed betrayal.

In his true identity of reporter Ned Leeds, the Hobgoblin left for Berlin on an assignment for the *Daily Bugle*. Macendale hired the master assassin known as the Foreigner to kill the Hobgoblin. The Foreigner discovered the Hobgoblin's true identity and had men in his employ ambush and kill Leeds in Berlin. The Foreigner then turned over Leeds' Hobgoblin costumes and equipment to Macendale. Using Leeds's costumes and equipment, Macendale became the second Hobgoblin. In this identity he has battled both Spider-Man and Harry Osborn (the second Green Goblin). The police and general populace generally believe that there has been only one Hobgoblin and that he is still alive.

During a time when New York was overrun by demons from the dimension called Limbo that was formerly ruled by Magik, the Hobgoblin offered to sell his soul to the demon

N'astirh in exchange for demonic power. Amused, N'astirh rejected the offer but transformed the Hobgoblin nevertheless, giving him superhuman powers and a grotesque, demon-like face.

Recently, the Hobgoblin freed Malcolm McBride, the second Carrion, from imprisonment at the Vault. The two formed a brief partnership and managed to capture Spiderman. During Spiderman's escape and the ensuing battle, McBride's mother came into danger, and Carrion II seemingly sacrificed himself to save her. The Hobgoblin escaped to parts unknown.

At the current time, Hobgoblin has been recruited by Dr. Ocopus to join the Sinister Six. The full scope of the Hobgoblin's and the team's plans are not known at this time.

STATISTICS:

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

Health: 32

Karma: 50

Resources: RM(30)

Popularity: 10

BACKGROUND

Real Name: Cameron Hodge

Occupation: Former lawyer, advertising executive, and public relations director, leader of the Right

Legal Status: U.S. citizen with no criminal record

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly X-Factor headquarters, New York City, now presumed mobile

Past Group Affiliations: Employee of X-Factor, leader of the Right

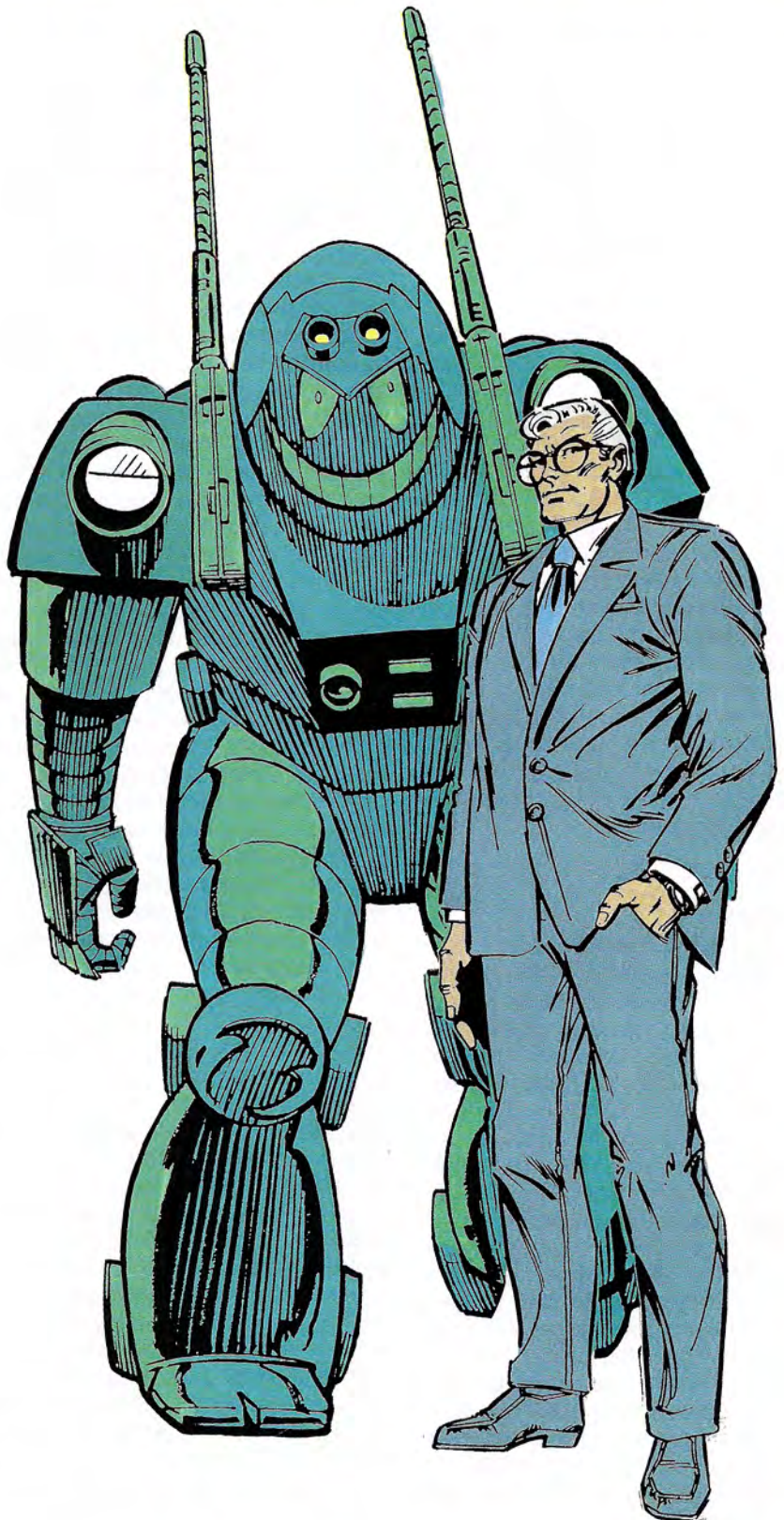
Present Group Affiliation:

KNOWN POWERS:

Cameron Hodge is a normal man with no superhuman powers. He occasionally enters combat with specialized equipment. This equipment should be designed to neutralize the powers of an opponent Hodge is expecting, or otherwise give Hodge an edge. None of the Right's equipment can give Hodge a power or attribute above Incredible rank, and the total rank numbers of the additional powers and attributes should not exceed 95.

Talents: Hodge is well-versed in the law and in psychiatry. He also enjoys the benefits of the Leadership talent.

Contacts: Cameron Hodge is the leader of the Right, a fanatical anti-mutant organization. The organization has several bases hidden throughout the United States and other technologically advanced countries, and has roughly 1200 employees world-wide. The Right is not a large organization, and is not well-known, but it is extraordinarily well-funded. Worthington's fortune, a huge sum of money to many organizations, is only a fraction of the total



assets of the group. The "smiley armor," one of the Right's masterpieces of technology, boosts each of the wearer's physical statistics three columns, and provides Excellent Body Armor and Amazing Flight, as well as one to three particular combat systems in the armor, designed for particular mutant opponents.

ROLE-PLAYING NOTES:

Hodge is a clever dealer, smoothly letting his foes fall farther and farther into his plans until he has them at a decided advantage. His goals are simple: the complete destruction of all super-powered mutants. The mutations themselves do not concern him; he has not bothered with Forge's mutation-neutralizing gun. He wishes to keep "Homo Superior," the mutants with super-powers, from supplanting "Homo Sapiens," and is willing to go to great lengths, such as forming the Right and making pacts with demons (Hodge is clearly insane; he surely knew that N'astirh poses at least as great a threat to Homo Sapiens as did a handful of powerful mutants).

HISTORY

Cameron Hodge was the roommate of Warren Worthington III, the mutant adventurer formerly known as the Angel (and now as Archangel), at the private school Worthington attended before he entered Professor Charles Xavier's School for Gifted Youngsters. Although Worthington believed Hodge to be his friend, in fact Hodge deeply resented Worthington for his good looks, vast wealth, and other advantages. When Worthington publicly revealed himself to be the winged mutant known as the Angel, Hodge's hatred of him increased further. Hodge believed that superhuman mutants were a threat to the freedom of normal human beings and that they therefore must be destroyed.

Hodge became a lawyer, but he then turned to advertising and public relations and became a highly successful member of a leading New York advertising agency. In the meantime Hodge secretly founded the Right, an organization dedicated

to eliminating superhuman mutants. Hodge was the leader of the Right, and was known as the Commander. Worthington, who still trusted Hodge, turned to him to help him come up with a new means of combating prejudice against mutants. Hodge and Worthington devised the concept of X-Factor, an organization of supposed mutant hunters, who in fact would make contact with superhuman mutants and help them learn to control their superhuman abilities and to masquerade as normal human beings. The other members of the original X-Men, the Beast, Cyclops, Iceman, and Marvel Girl, agreed to this idea and became the other founding members of X-Factor. However, as Hodge had secretly intended, X-Factor's publicity campaign actually intensified prejudice against mutants. Worthington and his four partners came to have increasing misgivings about X-Factor's mode of operations.

The first physical display the Right committed was kidnapping the mutant known as Rictor from his native Mexico where he was responsible for a devastating earthquake. The Right discovered that Rictor had been the source of the quake. They brought him to San Francisco where they linked him to an elaborate device designed to amplify his powers enough to shift the tectonic plates within the San Andreas fault and cause a catastrophic earthquake. They had hoped this plan would further discredit mutants when officials determined the cause of the quake, but X-Factor foiled their scheme.

Hodge contacted convicted genetic engineer, Dr. Frederick Animus, later known as the Ani-Mator, and commissioned him to find a means of preventing mutation from occurring. However, Animus defied his employers' instructions and created creatures with combined characteristics of human beings and animals which he called his "Ani-Mates." He intended them to be a slave race that would serve humanity. One of the Ani-Mates, Bird-Brain, escaped from "Paradise" and was befriended by the New Mutants, who accompanied him back to the island, where they were captured by the Ani-Mator.

The New Mutants subsequently escaped only to be recaptured by members of the Right, including Hodge. The Right had arrived on the island to discipline the defiant Ani-Mator. Bird-Brain and other Ani-Mates rescued the New Mutants and battled the Right. In the melee, the New Mutant called Cypher was killed. Infuriated, another New Mutant, Magik, exiled Animus and the involved members of the Right to the dimension Limbo. After a narrow escape from the New Mutants, Hodge rededicated the cause of the Right to destroy mutants rather than to contain and discredit them.

The Angel's wings were severely damaged during the "Mutant Massacre" in which the Marauders wiped out most of the mutant Morlocks. Hodge arranged to have the Angel's wings amputated. At the point of despair over the loss of his wings, Worthington was easily manipulated by Hodge into changing his will so as to leave the bulk of his fortune to X-Factor, appointing Hodge as its executor. Soon afterward, Worthington seemingly committed suicide in an airplane that exploded. As a result, Hodge now controlled the Worthington fortune. (In fact, Worthington had been teleported to safety by Apocalypse.)

By now Cyclops and the other three partners in X-Factor had realized that Hodge was their enemy. Soon afterward, the X-Factor members engaged in battle with members of the Right, and ultimately they learned that Hodge was the leader of the organization.

Subsequently, Worthington learned that his former lover, Candace "Candy" Southern, had disappeared. Worthington tracked her down to a secret Right base, where he discovered she was being held captive by Hodge, who had performed experiments on her that left her at the brink of death. Southern died, and Hodge himself was apparently killed in combat with Worthington. However, Hodge was seen shortly thereafter, plotting with N'astirh and his demons from Limbo and assisting the demons in acquiring mutant children.

STATISTICS:

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

Health: 100

Karma: 32

Resources: FB(2)

Popularity: 20

BACKGROUND

Real Name: The Human Torch

Occupation: Adventurer

Legal Status: Naturalized U.S. citizen with no criminal record, legally dead

Identity: The general public is unaware that the original Human Torch also used the identity of Jim Hammond

Place of Creation: Brooklyn, New York

Marital Status: Single (if applicable)

Known Relatives: None (if applicable)

Base of Operations: Formerly New York City and (during much of World War II) London; now Avengers Compound, Malibu, California

Past Group Affiliations: Former partner of Toro, former member of the Invaders and the All-Winners Squad, member of the West Coast Avengers

Present Group Affiliation:

KNOWN POWERS:

Fire Generation: The Human Torch can generate Monstrous intensity flames and has established the following power stunts:

* Monstrous damage fireballs with a range of 3 areas

* Skywriting to create flaming images which last 4 turns.

* The Human Torch can unleash his "Nova Flame." This is a single burst of Shift-X intensity which does 150 points of damage to everything within 1 area and Monstrous damage to everything from 2 to 5 areas away. Following this great effort, all of his powers drop to Feeble for 1-10 turns and he must make a Red Endurance FEAT to avoid fainting.

Energy Sheath (Fire): The Original Human Torch can shroud himself in

Monstrous intensity flame which gives him Monstrous protection from physical and energy attack. However, it offers no protection against wind, cold, or water-based attacks.

Flame Control: Unearthly control over the shape and intensity of both natural and power-created flames. The Intensity can be increased or decreased by his rank. He can use this power to manifest the following stunts:

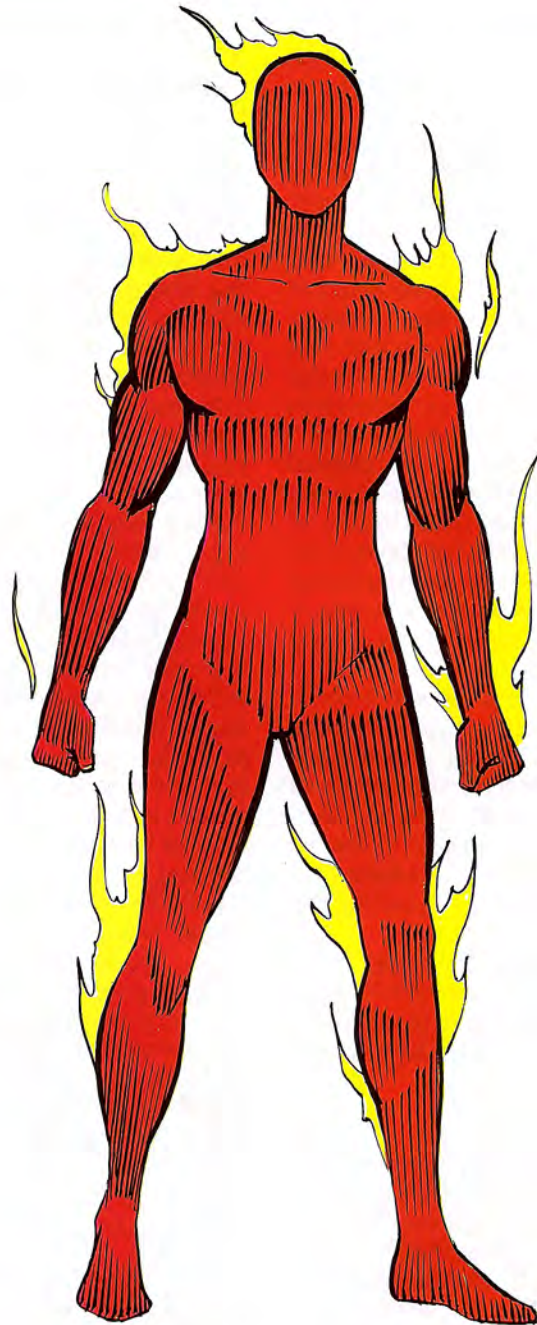
* The creation of up to 10 identical duplicates of himself

* The forming of cages, barriers, and other restraints of Amazing intensity flame

* He can absorb surrounding heat to ignite himself, causing the local temperature temporarily to drop 30 degrees Fahrenheit

* He can absorb heat and flames of up to Shift-X intensity and retain it for up to 10 turns before he must release it as a Nova Flame

True Flight: The Human Torch can attain Excellent speeds (150 mph) when flaming.



Specific Resistance (Heat and Flame): The original Human Torch can ignore flames and heat of up to CL1000 intensity.

Android Body: The original Human Torch is very nearly human, down to having recognizably human blood, but is still a synthezoid. He has Unearthly Resistance to diseases, and he needs only two or three hours of sleep a night. Moreover, sufficient amounts of his blood, injected in a human, may have peculiar effects: such gave Jacqueline Falsworth super-speed abilities, for example.

Weaknesses: Most of the original Human Torch's powers only operate when he is aflame. Cold, Water, or Wind-based attacks of Shift-X or greater Intensity can extinguish his flames, as can a loss of oxygen or being covered by a fire-negating substance.

Talents: The original Human Torch is much more skilled with his flame than is Johnny Storm. The original Torch knows which combinations of temperatures can cause discomfort to a flaming body, and is skilled in producing these, for example. He also has Trivia skill regarding the 1940s and 1950s.

Contacts: The original Human Torch is an Avenger, but has had little opportunity to renew any contacts he may have developed before his "death."

ROLE-PLAYING NOTES:

There was a simpler time when a hero was expected to be an upstanding member of the community, and where a man's (or android's) honor and bravery were said to count for something. This is the attitude that the original Human Torch brings to his crimefighting, and he strives to keep true to his ideals. He is a good team player. Lastly, the original Human Torch is carefully observing the 1990s, hoping to better understand the world in which he's found himself.

HISTORY

The original Human Torch began his existence in 1939 in the laboratory of Professor Phineas T. Horton,

one of the pioneers in the field of artificial intelligence and robotics. The culmination of Horton's research was an android who mimicked virtually all of the functions of a human being, including independent thought, but was composed entirely of synthetic materials. The one flaw in the android's design concerned the photoelectric solar cells which covered every square inch of his body and served as his power source. The cells were too volatile and caused the epidermis of the android to burst into flame upon contact with air but without harming the android itself. Horton revealed the Torch's existence to the public at a press conference in November 1939, at which he demonstrated how the Torch would burst into flame if he introduced a small amount of oxygen into the transparent container in which he was confined. The news media proclaimed the Torch to be a potential menace, and so Horton buried the android in his supposedly airtight tube within cement until such time as he could find a way either to prevent the android from bursting into flame or learn how to control its flame. There was a slow leak in the tube, however, and eventually enough oxygen entered so that the android's flame ignited explosively, permitting him to escape. Wreaking havoc in innocent exploration of his environment, the android, inaccurately dubbed the Human Torch, soon realized the panic he was causing and, unable to control his flaming power, doused his flame in a swimming pool.

The Human Torch eventually gained control over his flame and became a crimefighter. He allied himself with the young mutant Toro, who possessed powers similar to his own. At first, the greatest adversary the Torch faced in combat was the Sub-Mariner. The Torch and Toro, as well as the Sub-Mariner, who became their ally and friend, served together as members of the Invaders during World War II and the All-Winners Squad during the postwar years. In 1949 American criminals seeking to destroy the Torch obtained a chemical known as Solution X-R from Soviet intelligence. One

criminal sprayed the solution over the Torch and Toro, dousing their flames and paralyzing them. The criminals then buried the Torch beneath the Nevada desert—accidentally beneath an atomic testing site. In December 1953, the blast of an atomic bomb detonated on the site freed the Torch, and the radiation reactivated his flame. The Torch resumed his crimefighting career and his partnership with Toro. In 1955, the Human Torch sensed that the radiation from the bomb was causing him to lose control of his flame, and that he would eventually "die" by burning himself out. After bidding farewell to Toro, the Torch flew to a desert in the western United States where he tried to destroy himself by overloading his solar cells in a single burst of maximum-output flame. The Torch succeeded in burning himself out and plunged to earth to lie insensate.

His body was finally discovered many years later by the criminal genius called the Mad Thinker, who restored most of the Torch's synthetic tissue and nervous system. The Thinker partially restored the android's memories, but coerced the Torch into battling the Thinker's enemies, the Fantastic Four. On realizing the implications of what the Thinker wanted him to do, the Torch sacrificed his artificial life to save the Fantastic Four from a sneak attack by the Thinker's computer Quasimodo. The Thinker fled, and the Fantastic Four left the Torch's body in the Thinker's laboratory in Nevada.

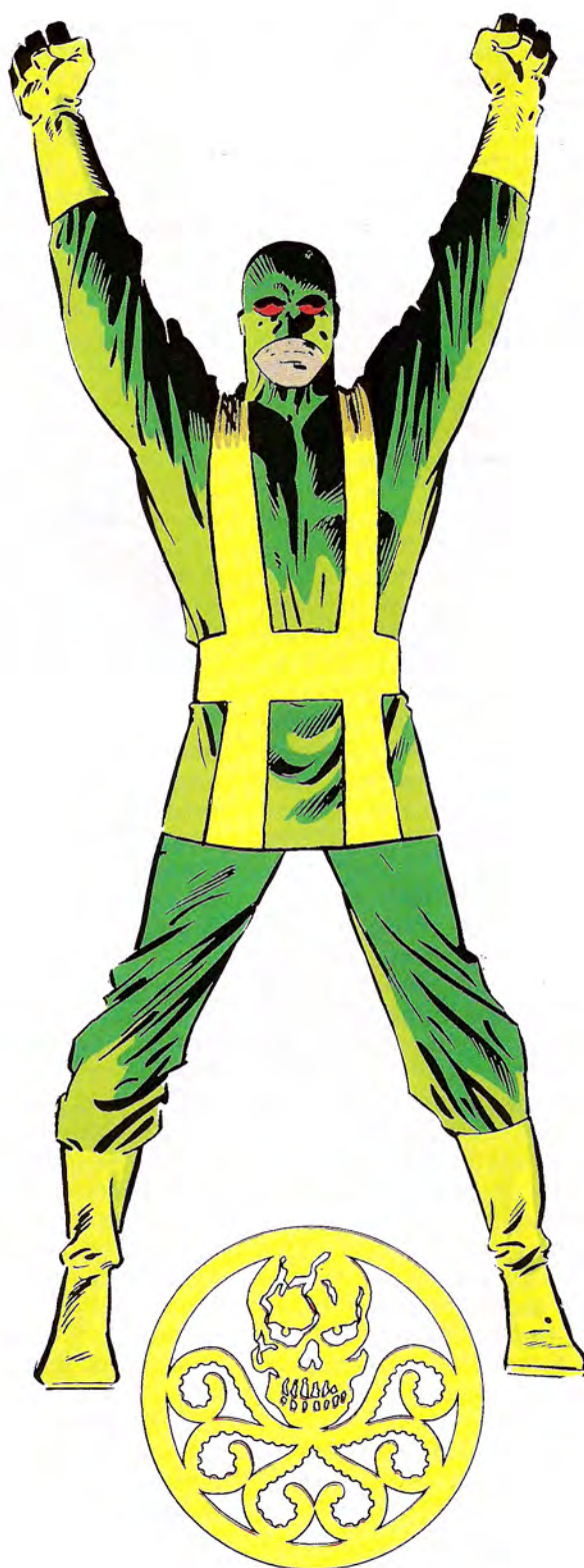
Up until recently, it was believed that Ultron had forced Professor Horton to transform the body of the original Human Torch into the Vision. Although, in constructing the Vision, Ultron used spare parts that Horton had created for the Torch, the Vision does not have the Torch's body. The original Human Torch and the Vision are two entirely separate entities.

Recently, the original Human Torch has been reactivated and has returned to activity as a member of the Avengers, working primarily out of the Avengers Compound on the West Coast, in Malibu, California.

HISTORY

HYDRA has been a worldwide subversive organization dedicated to global domination. At its height, HYDRA was the most extensive, powerful, and dangerous such organization in history. HYDRA agents wore green costumes with cowls concealing their entire heads except for their mouths and chins. Their organization takes its name from the many-headed serpent-like monster of Greek mythology, the Lernaean Hydra, whose venom was lethal and who was known for its ability to grow two heads immediately to replace any head that was severed. HYDRA prided itself on its ability to regroup and rebuild itself, allegedly mightier than before, after any defeat. Indeed, the organization endured for over four decades. During that time, however, HYDRA underwent considerable structural and ideological changes, to many that the modern HYDRA bore only superficial similarities to the organization in its heyday.

The man most responsible for the creation of HYDRA was Baron Wolfgang von Strucker, the Prussian aristocrat who served as wing commander of Nazi Germany's infamous Death's Head Squadron, and later as leader of its Blitzkrieg Squad of Commandos. At one point in his war career, Strucker found himself in the company of Professor Wilhelm Schmidt outside the village of Gruenstadt. Villagers had reported strange aliens, and Strucker investigated. He found, instead, a home of Gnobians, peaceful alien telepaths. Strucker saw the Gnobians as an opportunity for fantastic knowledge and power. Fearful that the villagers might reveal the aliens' existence to others, Strucker had the entire population of Gruenstadt executed. Immediately afterwards, Sgt. Nicholas Fury and his Howling Commandos arrived on the scene and killed Baron Strucker's Death's Head Commandos. Strucker himself was mortally wounded, but crawled back to the Gnobian enclave, where he was healed of his wounds and where he stole several examples of the Gnobians' advanced technology.



The Gnobians were tainted by their association with Strucker and entered a period of hibernation to recover from the infection of the Baron's mind. Only recently have the Gnobians awakened, and then Strucker's madness overwhelmed them. In a brief period of lucidity, the Gnobians triggered a suicidal end to their terrestrial mission.

Furiated by Strucker's defeats by Fury, and perhaps by the unexplained massacre at Gruenstadt, Adolf Hitler ordered the Gestapo to assassinate him. Strucker would have had little hope of escaping the Gestapo if not for the aid of the Red Skull, the second most powerful man in the Third Reich. The Skull intended to supplant Hitler eventually, or to achieve world domination himself if Hitler lost the war. The Skull assigned Strucker to create a power base in the Far East for him. (Because the base that Strucker helped create eventually became HYDRA, the Red Skull claimed credit years later for HYDRA's creation.) With the aid of the Skull's men and some loyal men of his own, Strucker escaped Europe. The embittered Strucker had no intention of serving anyone but himself, however, and severed ties with the Skull on becoming the Supreme Hydra.

On arriving in Japan, Strucker made contact with and eventually became the mastermind behind Japanese subversives who informed him that they were forming a secret society bent on world conquest. He planned and led raids on major war plants and military equipment storehouses throughout the world, and gathered together scientists who could unravel the secrets of the Gno-bian technology. This secret society became known as HYDRA. Upon building HYDRA's army and arsenal to what he judged to be sufficient strength, Strucker slew the original Supreme Hydra, who was Japanese, and became Supreme Hydra himself.

Strucker conceived of HYDRA as a strongly ideological fascist organization heavily influenced by Nazi philosophy. The full form of its salute reflects the fascist near-religious idealization of submission to the power

of the state, or, in HYDRA's case, the organization: "Hail HYDRA! Immortal HYDRA! We shall never be destroyed! Cut off one limb and two more shall take its place! We serve the Supreme Hydra, as the world shall soon serve us!" In keeping with Nazism's male supremacist ethic, HYDRA restricted its membership to men. Only decades later it permitted exceptions, most notably Laura Brown, daughter of Imperial Hydra Arnold Brown, and the first Madame Hydra, later known as the Viper. Strucker created a cult of personality about himself as the Supreme Hydra comparable to that of Hitler's in Germany. There was a heavy ideological emphasis on the anonymity of other HYDRA agents, who generally remained masked whenever they were among one another, and were usually addressed by numbers.

During the last years of World War II, Strucker soon began construction of a fortress on a small Pacific island, which became HYDRA's principal base and was known as "HYDRA Island." HYDRA's scientists were close to obtaining nuclear weaponry, and thus achieving the means to conquer the Earth, when Captain Simon Savage's U.S. Marine commandos, the Leatherneck Raiders, invaded with their Japanese counterparts, the so-called Samurai Squad. The HYDRA Island base was destroyed, but Strucker escaped. Slowly and quietly, he rebuilt HYDRA in the years following the war, this time using as its nucleus the best remaining men of the Nazi Schutz-Staffel (S.S.). As a result, Strucker more emphatically regarded HYDRA as the heir to the Third Reich. However, after nearly being killed in an encounter with the young Charles Xavier and Magneto, Strucker decided to remain behind the scenes from then on. He made the U.S. the center of HYDRA's operations, although its influence was spread around the world. Although HYDRA's ideology, ceremonies, and organization remained fascistic, Strucker concealed its connections to Nazism. He created a new central committee, code-named THEM, to supervise the operations of HYDRA and its sister societies. Strucker

made himself Grand Imperator of THEM, its highest position, and masqueraded under a number of aliases in public life, most prominently, the multimillionaire socialite Don Antonio Caballero. Only a small fraction of HYDRA agents knew of the Grand Imperator's existence, and fewer still knew his true identity.

THEM appointed Arnold Brown, executive secretary to Leslie Farrington, one of the directors of Imperial Industries International, to be Supreme Hydra, or, perhaps because he was not HYDRA's true leader, Imperial Hydra. Brown's principal utility to HYDRA was in draining resources for HYDRA from Imperial Industries International, and in managing HYDRA's day-to-day operations. Ultimate power, however, remained in Strucker's hands. Under Brown's leadership, HYDRA developed an arsenal of weaponry, submarines, and fighter aircraft greater than those of most nations, as well as agents throughout the globe.

To meet the threat of HYDRA, S.H.I.E.L.D. (Supreme Headquarters International Espionage, Law-Enforcement Division) was created. HYDRA assassinated S.H.I.E.L.D.'s first Public Director, who was replaced by Colonel Nicholas Fury of the CIA, Strucker's greatest wartime foe. Soon after, HYDRA attempted to blackmail the world with its orbiting Betatron Bomb, which could release lethal radiation upon the Earth. While inventor Anthony Stark deactivated the bomb, Fury captured HYDRA's New York City headquarters. Brown was murdered by his own men, who seemingly failed to recognize him without his costume.

Immediately after Brown's defeat, THEM used AIM and the original Secret Empire for subversive actions against S.H.I.E.L.D. and the U.S. government while HYDRA regrouped, rebuilt its strength, and re-emerged mightier than ever. Strucker in effect abolished THEM by again making himself Supreme Hydra and by making the other members of THEM into HYDRA's new central committee. Strucker launched the Overkill Horn, which would have set off every nuclear ex-

plosive on Earth while leaving HYDRA's legions supposedly safe in their special shelters, but the scheme was thwarted by S.H.I.E.L.D..

Then, impersonating S.H.I.E.L.D. agent John Bronson, Strucker smuggled the so-called Death Spore bomb aboard S.H.I.E.L.D.'s airborne Heli-Carrier headquarters, which was capable of destroying the Heli-Carrier and releasing deadly spores throughout the world. The bomb, however, couldn't affect the newly rebuilt HYDRA Island where HYDRA's leadership and elite guard had gathered; the new fortress' impenetrable dome would afford maximum protection from the Death Spores. In a telecast from the island, Strucker demanded that the world surrender to HYDRA, for only those nations that surrendered would be supplied with antidotes for the spores. However, Fury had found the Death Spore bomb on the Heli-Carrier, singly invaded HYDRA Island, and planted the bomb there. Fury was captured and Strucker nearly executed him at a mass meeting of HYDRA agents on the island, before whom Strucker revealed his true identity. But Fury escaped execution, and, as a result of the ensuing battle, Strucker unwittingly fled into a nuclear reactor chamber and was immediately incinerated. Fury fled the island just before the Death Spore bomb detonated, completely sinking the island. The dome prevented any of the spores from escaping to the outside world. All HYDRA members present on the island were killed.

HYDRA has never since regained the power it had under Strucker since the bulk of the organization was wiped out on HYDRA Island. All that remained were HYDRA agents who had either been meant to hide out from the Spore in smaller shelters, or who had been left to their fate. The worldwide HYDRA organization fragmented. AIM, the scien-

tific branch of the organization, seceded from HYDRA, and the Secret Empire was later revived independently of HYDRA. The remnant of HYDRA in the New York City area was led by the first Madame Hydra, and later by the Grim Reaper and the Space Phantom. A western European faction was led by Count Otto Vermis. Another HYDRA remnant, centered in Las Vegas, came under the control of the Red Skull, who managed it through the American crime boss Wilson Fisk, the Kingpin, and his son Richard. The Fisks were unaware of the Skull's involvement, and the Kingpin opposed the Skull on learning the Skull was the faction's true leader.

The first major attempt to rebuild HYDRA was made by surviving members based on the U.S. East Coast who decided to turn HYDRA into a less ideological organization, which would still seek world domination, while being structured similarly to American organized crime. In keeping with this idea, these leaders recruited Silvio "Silvermane" Manfredi, the leader of a Maggia "family," as the new Supreme Hydra. Silvermane quickly built this East Coast-based HYDRA into a large, well-organized and well-equipped fighting force with a large secret base in New York City, and recruited numerous costumed criminals to serve as HYDRA division leaders, including his own son Blackwing (Joseph Manfredi), Commander Kraken, the Fixer, the Fox, Jackhammer, El Jaguar, Man-Killer, and Mentallo. (The Fixer and the Fox had previously worked for Strucker's HYDRA.) However, Silvermane and his recruits were ultimately out of their depth in running a major subversive organization like HYDRA, and they were easily defeated by Fury and S.H.I.E.L.D. This HYDRA organization thereupon also fragmented.

Finally, HYDRA was reorganized under radically different lines by a new agency Although it had world-

wide influence, it seemed more centered in the U.S. than before and although it was dedicated to world domination, it had abandoned the traditional fascist HYDRA ideology entirely. The only clear link between the current HYDRA and Strucker's HYDRA was the fact that the new organization's members dressed in the traditional HYDRA costumes. Women were now allowed into the organization in large numbers, and could hold important positions in it. Indeed, the position of "Madame Hydra" became a new tradition. Agents were often addressed by their real names, and minor HYDRA officials often appeared unmasked before their colleagues and subordinates in the organization. And now, only the middle and upper levels of authority were in homage to the Supreme Hydra.

Until the recent episode known as the Deltite Affair, HYDRA was organized along the lines of a major contemporary corporation. Agents could work full time or part time for the organization. They were paid high salaries and received medical and other benefits, and many ordinary American citizens were recruited into its organization as a result.

In the Deltite Affair, Nick Fury discovered that the Board of Directors of S.H.I.E.L.D. was composed of advanced Life Model Decoys (LMDs), and that the Board was also in charge of HYDRA and AIM. All three organizations, believing the others to be antagonists, were manipulated into working toward world domination by the Directorate. By collapsing the LMD plot, Fury robbed all three organizations of their top levels and much of their manpower. S.H.I.E.L.D. was disbanded and reformed as a small Special Missions Unit. The effects of the Deltite Affair on HYDRA, and any details as to whether a new organization based on the old will arise, are as yet unknown.

AVERAGE HYDRA FIELD AGENT

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

Health: 50

Karma: 18

KNOWN POWERS:

A HYDRA agent was required to maintain the statistics listed above to remain in the organization. Most agents never surpassed them, but there were always elite agents gifted with better statistics. These agents usually rose to command positions, since promotion in HYDRA was based on assassination. HYDRA agents also carried weaponry.

Equipment: HYDRA agents were usually equipped with adequate gear for their missions, but with little else that might be useful in unexpected situations. HYDRA agents usually armed themselves with blaster pistols, which deliver Remarkable Force damage.

Talents: Most HYDRA agents had three skills in weapons or the Martial Arts (typically Martial Arts A and E, and Guns). Certainly, HYDRA employed experts in most skills and talents.

Contacts: HYDRA agents have had their organization to call upon, typically for unexpected emergencies: a HYDRA agent might request airborne assistance if she were following a dignitary who was suddenly picked up by a helicopter, and she would suffer no penalty for doing so. She would not receive any help if she were surprised by several S.H.I.E.L.D. agents; HYDRA agents fought their own battles, and were required to rectify their own errors. Indeed, if she were to request aid, found her request denied, and then succeeded in her mission, she would most likely receive stern punishment (although death would be unlikely).

Should the need arise, a HYDRA agent could call on the full resources of the organization. In its heyday, HYDRA had Amazing Resources, and almost 10,000 agents worldwide.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The typical HYDRA agent was conditioned to accept orders, obey them as best he could, and think as little as possible. HYDRA was a cult as much as it was an espionage and terrorist organization, and HYDRA agents were formed in the mold of cult fanatics rather than professional espionage agents.

STATISTICS:

F	+2CS	RM(30)
A	+3CS	RM(30)
S	+5CS	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.

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 100 minutes. 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 15 areas and do 7 points of damage per area they travel, picking up static charge as they pass farther from Iron Man. 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 +1CS for every two areas distance the plasma must travel (a character 7 areas away would suffer Amazing damage from the plasma bolt, but receives a +3CS if he decides to try Dodging.)

Repulsors: The current Iron Man armor has repulsors which do Amazing damage and have a 7 area range.

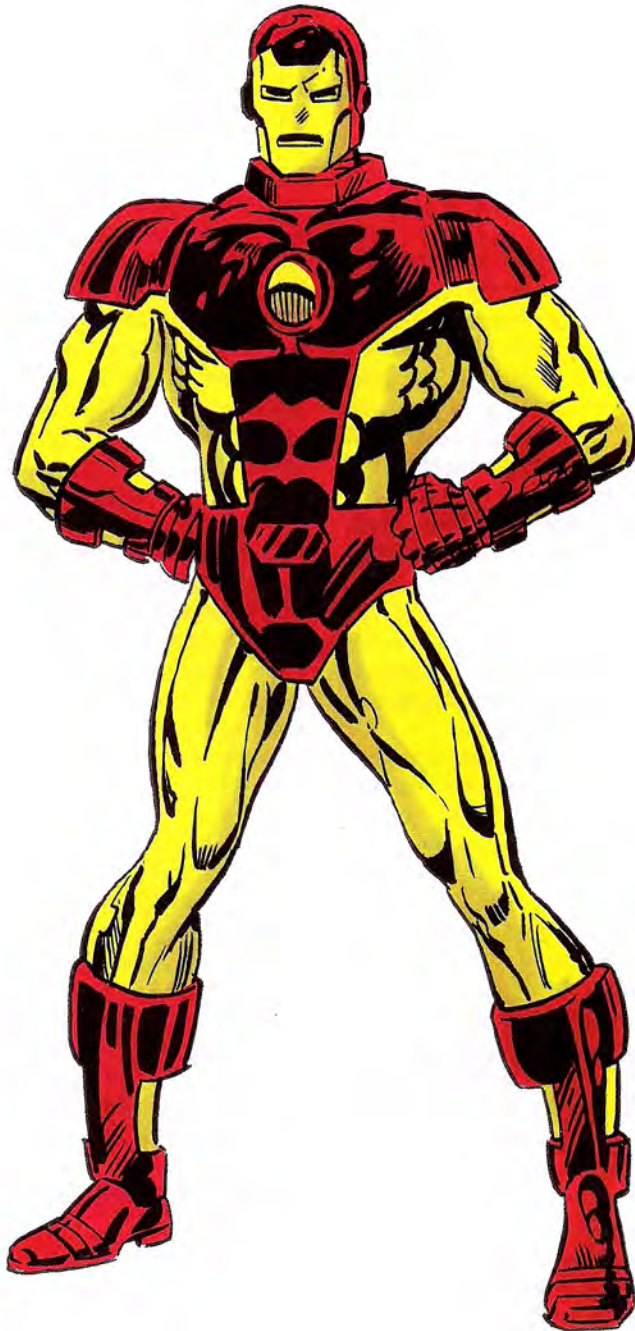
Unibeam: The chest beam on the armor can be used as a Remarkable intensity floodlight with a range of 3 areas, or as an Amazing intensity laser, also with a 3 area range. The la-

ser can also be used to produce holographic images in that 3 area range as Good rank Illusions. Currently, his armor has computer-generated images of itself, but no other castable illusions available.

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, making the armor very hot. Iron Man is protected against this effect, but no character can lay hands on the exterior of the armor without suffering Incredible damage.

Tractor Beam: Iron Man's Unibeam can function as a Remarkable strength tractor beam, functioning as Telekinesis with a 3 area range and only allowing Iron Man to draw



items directly toward him.

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 returned to the attacker as feedback. 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 FEAT.

Alternatively, Iron Man can attempt to return the energies that are being used against him and overload the attacker. This is a Yellow-level Power FEAT.

Self-sustenance: The Iron Man armor provides its wearer with approximately one hour's worth of stored and 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 -1CS for Intuition rolls requiring sight.

Sensors: Iron Man has 3 area Infravision, 3 area Ultravision (into the ultraviolet spectrum), Radar (a successful Intuition roll can give Iron Man details about the rough shape of his surroundings for 3 areas), So-

nar (same as Radar, but usable underwater, with a -1CS 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 powerlines 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 wavelengths, CB, and Ham radio channels. Iron Man's microcomputers have the ability to provide translations for incoming messages in many of the Earth's more commonly used 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 50-yard 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.

ADDITIONAL NOTES:

HISTORY

Anthony Stark, son of industrialist Howard Stark, demonstrated his mechanical aptitude and inventive genius at a very early age, enrolling in an electrical engineering program at the Massachusetts Institute of Technology at the age of 15. When he was 21, he inherited his father's business, Stark Industries, and, within a few years, turned it into a multimillion dollar industrial complex whose chief contracts were for weaponry and munitions for the U.S. government.

Stark was sent to Southeast Asia to supervise a field test for one of his weapons. While he was there, Stark tripped a booby trap and a piece of shrapnel was lodged in his chest. The gravely injured Stark was taken captive by Communist leader Wong-Chu and was informed that within a week the shrapnel would penetrate his heart and kill him. Wong-Chu offered Stark a deal: if he built the Communists a powerful weapon, Wong-Chu would allow Stark to undergo an operation to save his life. Stark agreed, hoping to gain time and access to tools.

Stark was given access to a small laboratory in Communist territory with another captive, the renowned Oriental physicist Professor Ho Yinsen. With Yinsen's help, Stark designed and built an electrically powered suit of iron armor equipped with heavy offensive weaponry. The armor also contained a pacemaker-like device which enabled Stark's heart to keep beating after the shrapnel entered it. Donning the suit, Stark connected it to its power source, an electrical generator. Lying on a table, the armored Stark was helpless until the suit was fully charged. His captor, Wong-Chu, sensed something was amiss and came to investigate with armed men. Professor Yinsen sacrificed himself to give Stark the extra time he needed to fully charge the armor. As the Iron Man, Stark avenged Yinsen's death and scattered Wong-Chu's troupes. Stark escaped from the jungle with the aid of American helicopter pilot Lieutenant James

Rhodes, and returned to America clad in his new armor.

Required to wear the armor's chest-plate to keep the shrapnel from his heart, Stark decided to put the rest of the armor to regular use as well. Wishing to retain some degree of anonymity, Stark established the fiction that Iron Man was his paid bodyguard wearing a suit of armor that he had invented. Only his most trusted aides learned that Stark and Iron Man were one and the same. At first, Stark used his Iron Man identity only to combat spies and criminals who threatened Stark Industries. Later, he expanded the scope of his alter ego's activities to battle any force or person who threatened the security of America or the world. Stark was instrumental in the organization and armament of the world intelligence agency S.H.I.E.L.D. and played a crucial role as a founding member of the Avengers. Stark donated his Manhattan mansion to the Avengers for their exclusive use.

Over the years Stark constantly refined and modified the design of his armor. From a bulky, transistorized iron suit, Stark eventually evolved a relatively lightweight, integrated circuit, magnetically polarized suit with more human-looking articulated musculature. Stark's natural genius at theoretical mechanics has enabled him to keep his suit of armor at the cutting edge of technology. Stark eventually underwent a heart transplant so that he was no longer obliged to wear his metallic chest plate.

In recent years, Tony Stark's greatest nemesis has been alcoholism. As a wealthy socialite, alcohol had been a constant part of his life. When his company, which had changed its name from Stark Industries to Stark International, was threatened with a takeover at the same time he was experiencing oppressive personal problems, Stark began to abuse alcohol. Although he managed to recover quickly from his first serious bout, the compulsion to drink remained a constant temptation. The second time he succumbed to alcoholism, due to even more devastating personal problems than the first time, Tony Stark went out on a

several-month binge during which he was cheated out of Stark International, lost all of his armor except one suit (the rest were destroyed), lost the leases on his various apartments, and had his personal assets frozen so that he could not touch his fortune. All of these were the results of the machinations of the mysterious European entrepreneur Obadiah Stane, who took over Stark's company, renaming it Stane International. During this time, Stark's friend, James Rhodes, who had gone to work for Stark after leaving the military, assumed custody of the Iron Man armor and operated as Iron Man in his stead. When Stark finally regained his sobriety, he joined with Rhodes and two of his friends, Morley Erwin (of Stark International) and his sister Clytemnestra Erwin (of Richmond Enterprises) to set up a new electronics firm in California named Circuits Maximus. In its brief existence, Circuits Maximus became a prestigious and successful firm.

While the armor was in his custody, James Rhodes became increasingly enamored of being Iron Man and, upon Stark's return to sobriety, feared that Stark would ask for it back. This, coupled with the severe headaches caused by the fact that the cybernetic helmet had never been properly adjusted to Rhodes' brain patterns, began to manifest itself as increased hostility toward Stark. As work therapy, Stark constructed a simple suit of armor based on his original design, with no intention of donning it until he felt in control of his alcoholism. When Rhodes began acting irrationally, however, Stark felt obliged to put on this crude suit of armor to prevent Rhodes from doing harm. Stark managed to subdue Rhodes and made the necessary recalibrations on the cybernetics. For a brief time, Stark and Rhodes used their respective suits of armor as Iron Men, although Stark did so reluctantly. At the suggestion of West Coast Avengers chairman Hawkeye, Stark designed and built his most sophisticated armor to date, presumably so the Avengers could find someone to wear it and bolster the team's strength.

However, soon after its comple-

tion, Obadiah Stane, alarmed at Stark's steps toward recovery, bombed Circuits Maximus, injuring Rhodes and killing Morley Erwin. Desiring vengeance, Stark donned the untested new armor and sought out Stane. Stane himself put on a suit of armor his engineers had built using Stark's plans, and met Iron Man in battle as the Iron Monger. Losing the battle against Stark, Stane committed suicide. Stark decided that although one is never truly cured of alcoholism, he could also not deny the responsibilities of being Iron Man and resumed his career as Iron Man by joining the West Coast division of the Avengers. Stark also managed to reclaim control of his fortune, although he decided not to reclaim ownership of the company formerly known as Stark International. Rather, he founded Stark Enterprises based in Southern California's Silicon Valley, specializing in space technology.

Stark learned that, before his death, the industrial spy calling himself Spymaster had stolen the plans for the many secret technological innovations Stark had devised and utilized in his Iron Man armor. He had turned them over to Stark's most powerful and antagonistic business rival, Justin Hammer, who, in turn, had made them available to many criminals. These criminals then incorporated these stolen innovations in their own armored battlesuits. Outraged that his inventions were being used for criminal activity, Stark planted a computer virus in Hammer's computer systems that wiped out all traces of the plans for Stark's Iron Man technology. As Iron Man, Stark sought out and fought many criminals and others (such as the U.S. government's Guardsmen) who wore battlesuits utilizing his technology, and planted devices on their armor that fused the Stark circuits, rendering the suits useless. With the computer records of the plans for this technology gone, presumably it could not be used in reconstructing the suits. Iron Man accidentally killed the second Titanium Man (also known as the Gremlin) in the course of these "Armor Wars." The U.S. government branded Iron Man as an

outlaw as a result of these vigilante actions and Stark publicly claimed that he had fired Iron Man in displeasure over his illegal activity. Shortly afterward, Iron Man was apparently destroyed in combat with government forces. In fact, however, Stark had survived. He created an even more sophisticated armored battlesuit to wear as Iron Man, using technology far in advance of that which Spymaster had stolen from him. He also used a few innovations in the new armor which his foes had

developed, such as the Raiders' energy shield and the EMP. Stark continued to go into action as Iron Man, but he publicly claimed that the previous Iron Man was dead and that the armored suit was now being worn by another employee of his whose identity was being kept secret.

Recently, Stark was shot by Kathleen Dare, a former lover of his with an unstable mind. The gunfire severely injured Stark's spine, and it appeared he would be crippled for

the rest of his life, unable to walk. He could, however, still function normally within his Iron Man armor after adapting the armor to move his legs for him. A microchip device was later implanted in Stark's spine that enabled him to walk and move normally once again. Stark has been experiencing back pains after months of rehabilitation; current evidence suggests his body may be rejecting the "biochip" implant.

STATISTICS:

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

Health: 22

Karma: 26

Resources: EX(20)

Popularity: 10

BACKGROUND:

Real Name: J. Jonah Jameson

Occupation: Former publisher of *The Daily Bugle*, publisher and editor in chief of *Now Magazine*, former publisher of *Woman Magazine*

Legal Status: U.S. citizen with no criminal record

Identity: Jameson uses no dual identity

Place of Birth: Unrevealed

Marital Status: Married (twice)

Known Relatives: Joan (first wife, deceased), Maria (second wife), John (son)

Base of Operations: New York City

Past Group Affiliations: None

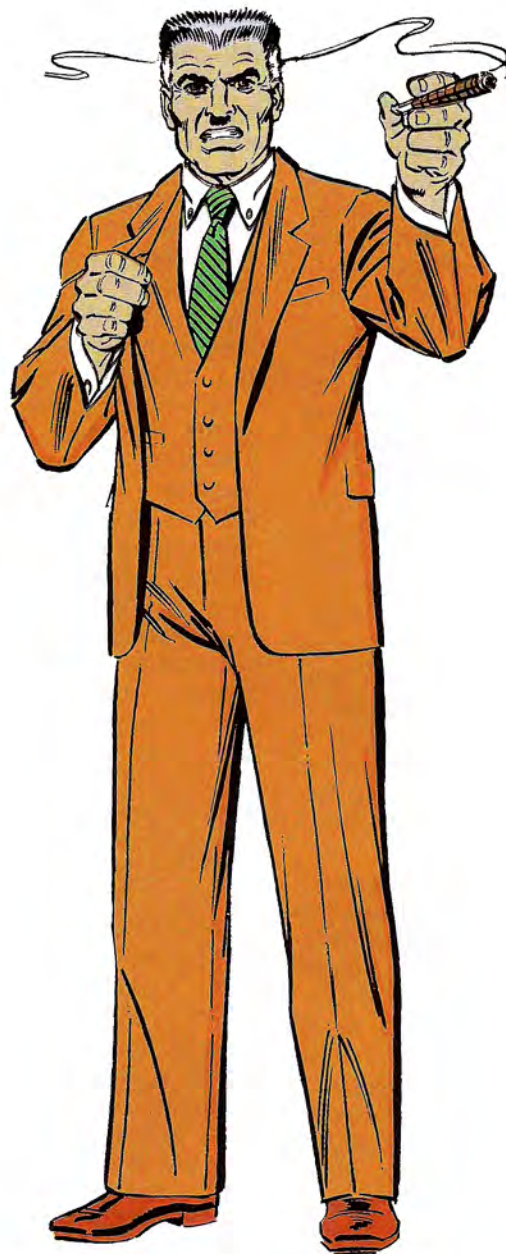
Present Group Affiliation:

KNOWN POWERS:

Talents: J. Jonah Jameson has the Journalism, Business/Finance, and Detective/Espionage talents.

Contacts: Jameson has spent his life gathering contacts in most walks of life. He is considered to have high-level contacts on all terrestrial political levels, and either high or low contacts in all professional arenas, except for Crime. His scientific contacts are more limited, but he may (50%) have a low-level contact in a particular branch of science.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Jameson is more than a bullying editor and publisher, and more than a hero-hating crusader. He has taken a strong stand opposed to vigilantism, and has chosen Spider-Man as a prime target due to the repeated contact Jameson has had with the web-spinner. Indeed, Jameson has stepped over the line on a number of occasions in his efforts to "bring Spider-Man to justice," injuring the Bugle's reputation and eventually causing his own retirement as editor

of the paper. His opinions toward deputized heroes such as Captain America and the Fantastic Four is more level-headed, although his attitudes toward their actions are still remarkably dim. Other than this obsession and his notoriety for crankiness at the Bugle, Jameson is a strong and honorable man.

HISTORY

J. Jonah Jameson began his journalistic career by becoming a part-time reporter for New York City's *Daily Bugle* while he was still in high school. Jameson had a long career as a reporter, including time spent as a war correspondent. Eventually Jameson purchased the *Bugle*, which was then floundering financially, with money obtained from his personal assets and large inheritance. Jameson served as the newspaper's publisher and editor in chief and revitalized the photograph-dominated tabloid format which the *Bugle* still has today. In 1968, Jameson's company, Jameson Publications, purchased the Goodman Building (now known as the *Daily Bugle* Building) on 39th Street and Second Avenue in Manhattan and moved its entire editorial and publishing facilities there. Jameson's first wife Joan died at some point under unrevealed circumstances. She and her husband had only one child, John, who became an astronaut for NASA.

For decades, Jameson has used his newspaper to crusade in support of civil rights for minority groups and against organized crime; his efforts against the latter almost resulted in his murder on orders from the Kingpin of Crime. However, Jameson's brush with death has not frightened him away from publishing attacks on and exposes of organized crime. Jameson has also become notorious for his editorial attacks against costumed "super heroes" in general and against Spider-Man in particular. Spider-Man first came to public attention as an entertainer who used his powers to perform on television and stage. But when Spider-Man captured a burglar, Jameson became outraged that this masked entertainer would use his dangerous powers to take the law into his own hands. Jameson began speaking out against Spider-Man in his lectures and newspaper editorials and raised enough public doubt that Spider-Man was blacklisted virtually overnight by the entertainment industry. Soon afterwards, while John

Jameson was on a mission orbiting Earth, his space capsule developed a faulty guidance module which caused the craft to spin out of control. Spider-Man and J. Jonah Jameson first met when the former went to a NASA office to volunteer his help in rescuing John Jameson. Managing to save the younger Jameson, the elder Jameson then publicly accused Spider-Man of sabotaging the capsule in order to save it as a publicity stunt, and denounced his illegal break-in at the military base. As a result, Spider-Man became an outlaw.

At least once, Jameson has come to the realization that he detests Spider-Man for being the self-sacrificing hero Jameson hates himself for not being. However, this insight is apparently too painful for Jameson to bear, and he seems to ignore it. Although Jameson apparently dislikes all "super heroes," he presumably is more tolerant of those who work with the government, such as the Avengers. Since Jameson is a civil rights advocate and has never acted out of bigotry against superhuman beings, he does not share the widespread prejudice against superhuman mutants.

Despite Jameson's stand against vigilantism, he himself has commissioned various secret attempts to bring Spider-Man to "justice." For example, Jameson had Dr. Farley Stillwell transform a man into the Scorpion to fight Spider-Man, and commissioned the creation of the first "Spider-Slayer" robots from Spencer Smythe to battle Spider-Man. Jameson later hired Dr. Marla Madison to build him a Spider-Slayer robot, and subsequently fell in love with her and married her. Despite the name of these robots, Jameson is no murderer, and seeks only to capture and unmask Spider-Man, not to kill him.

The Hobgoblin tried to blackmail Jameson by publicly revealing his responsibility for creating the Scorpion, who is now a criminal menace. The Hobgoblin's scheme failed, but Jameson publicly revealed his guilt anyway, and, in expiation, resigned as *Bugle* editor in chief, naming his city editor, Joseph Robertson, to succeed him. Jameson remained pub-

lisher of the *Bugle*, however, and took a very active role in its operations.

More recently, Jameson was attacked and held captive by the Chameleon who impersonated Jameson and took his place in the *Bugle*'s business dealings. Jameson almost escaped at one point, but the Chameleon was able to foil his getaway. The Chameleon was eventually revealed, and Jameson resumed his position, a stronger man for the ordeal. His most recent publishing venture was a book by Morgana Blessing, exposing many of the secrets of Doctor Strange, the Earth dimension's Sorcerer Supreme and Blessings' former lover. The book, entitled *Doctor Strange: The Man, the Myth, the Magic*, has been a runaway best best-seller.

During his imprisonment and impersonation by the Chameleon, Jameson slowly lost majority interest in the *Daily Bugle*. By the time he escaped, Thomas Fireheart of Fireheart Industries had near majority stock holdings. Soon after, Fireheart bought the *Bugle*, and Jonah has left his position as publisher. He is currently starting a photo-journalism news magazine with Joe Robertson, in hopes that a publishing war will allow him to retrieve control of the *Daily Bugle*.

STATISTICS:

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

Health: 50

Karma: 20

Resources: PR(4)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Adventurer

Legal Status: U.S. citizen with no criminal record, still a minor

Identity: Secret

Place of Birth: Beverly Hills, California

Marital Status: Single

Known Relatives: Parents (deceased)

Base of Operations: A deserted out-back town in Australia

Past Group Affiliations: X- Men

Present Group Affiliation:

KNOWN POWERS:

Fireworks: Jubilee is a mutant who has the Incredible ability to generate what she calls "fireworks;" multi-colored globules of energy-plasmoids varying in degrees of power and intensity. These fireworks have a range of 2 areas and are under Jubilee's direct mental control. They travel where she directs them and obey her commands, arranging themselves in balls, streamers, and other shapes, and exploding when she wishes. These combinations may result in anything from a multitude of colorful sparklies, capable of a Typical intensity blinding attack, to a Remarkable detonation. She can also absorb these fireworks back into her own body without harm to herself.

Talents: Jubilee has the Acrobatics and Tumbling talents.

Contacts: Jubilee makes friends easily, but has not had the opportunity to do so of late. She is on good terms with Wolverine.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Gumption is the best word to describe Jubilee. She is enthusiastic, quick on her feet, and capable of fending for herself with good cheer. Nevertheless, she is not foolish and is unwilling to endanger herself in combat when unnecessary.

HISTORY

Jubilee is a 15-year-old mutant and the daughter of wealthy immigrant Chinese parents. She was born and raised in Southern California and attended the very exclusive Beverly Hills Preparatory High School where she became an extremely talented gymnast. Unfortunately, one weekend Jubilee's parents not only lost all their money in a stock market crash, but they lost their lives in an automobile crash on Mulholland Drive. Orphaned and poverty-stricken, with no place to live, Jubilee was sent to the County Juvenile Hall. There she learned how to defend herself and became very rebellious. The institution's chief disciplinarian had her transferred to an orphanage. While en route to the orphanage, Jubilee realized that her future did not appear promising. She feared she might be sent

to her only living relatives, who resided in Communist China.

So Jubilee ran away to the Hollywood Mall, the place she had come to know so well throughout her upper class life. There she lived a "pack-rat" existence for almost a year, earning a living by creating firework displays for the mall customers with her newly-emerged mutant powers.

Then one day, mall security, after failing to capture her yet again, contacted the novice mutant hunters known as the M Squad. Luckily, the female members of the X-Men happened to be shopping at the Hollywood Mall that day and foiled the M Squad's attempt to capture her. Fascinated by these women, Jubilee followed them until they disappeared through a teleportation portal created by the mutant aborigine Gateway. However, the portal remained open for an unusual length of time after the X-Men disappeared and Jubilee decided to follow them. She

emerged in front of Gateway moments after the X-Men had left the scene. Surprisingly, Gateway verbally welcomed Jubilee, though he has never spoken to any of the other X-Men. He led her to a tunnel and then pushed Jubilee down into it. She landed in the vast underground cavern that stored the bounty of the Reavers, the previous inhabitants of the town. Jubilee purloined much of this wealth and created a living space for herself within the cavern. She became a scrounger and took food and clothing from the X-Men while they were busy. While living on her own she dealt with several experiences in which she had to use her powers as a destructive force for the first time rather than for mere show.

After several weeks, Jubilee was finally discovered by the Wolverine. After accompanying him on a mission, the reluctant Wolverine invited her to remain with him as an X-Man-in-training.

KILLRAVEN

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

Health: 110

Karma: 50

Resources: PR(4)

Popularity: 20

BACKGROUND:

Real Name: Jonathan Raven

Occupation: Former gladiator, then Freedom Fighter

Identity: Publicly known on his alternate Earth, not generally known on mainstream Marvel Earth

Legal Status: U.S. citizen, Martian slave, wanted criminal

Place of Birth: New York City

Marital Status: Single

Known Relatives: Maureen Raven (mother, deceased) Joshua Raven (brother, deceased)

Base of Operations: Mobile in the 21st century

Past Group Affiliations: Killraven's Freeman

Present Group Affiliation:

KNOWN POWERS:

Selective Mind Control: Killraven is able to project his consciousness into the minds of Martians and control them. This power operates at the Monstrous rank.

Talents: Killraven has the Sword, Wrestling, Martial Arts and Thrown Weapons talents. He also is a master strategist, specializing in guerilla warfare.

Contacts: None

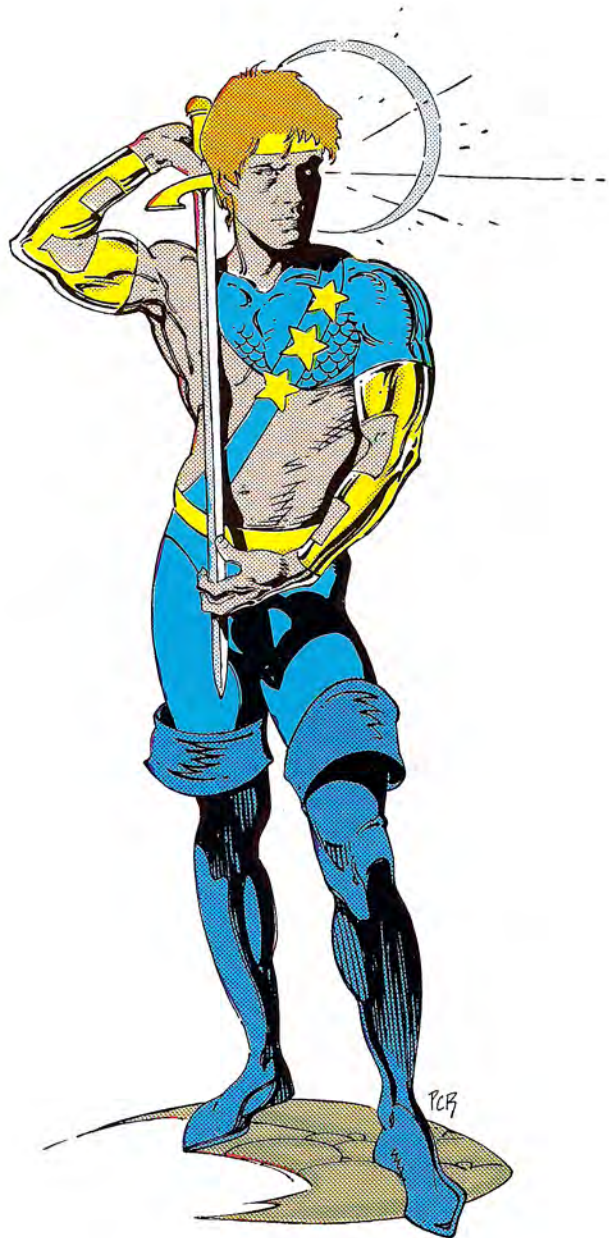
ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Killraven can be a bit hot-tempered at times and is apt to act rashly when fighting Martians.

HISTORY

Killraven lives on an alternate Earth which was first invaded by intelligent octopus-like creatures



called Martians in the year 1901. The Martians threatened to conquer the world but were finally defeated by their lack of immunity to the germs in the atmosphere. Exactly 100 years later, the Martians attacked again, this time, finally conquering the world on June 29, dubbed the "One Day War." The Martians somehow found a way to overload every nuclear pile on Earth, forcing mankind

to fight the invaders with only conventional weaponry. Mankind lasted 5 years before the Martians gained complete control. It was into this world Jonathan Raven, later to be known as Killraven, was born during the year 2000. In 2006, the Martians attacked New York City, forcing Maureen Raven and her two sons, Jonathan and Joshua, to flee to Welfare Island. However, she was killed by a group of men serving the Martians and Jonathan was taken by Dr. Raker, the leader of the "recruitment force," while Joshua was claimed by the Exterminator, Saunders.

For the next two years, Jonathan fought in the gladiatorial arenas and became known by the title "Killraven." Despite punishments, he rebelled against his keepers at every opportunity and, in 2008, attempted to escape unsuccessfully. He was reprimanded and given to Keeper Whitman for rehabilitation. While with Keeper Whitman, Killraven was subjected to a series of experiments which gave him the power to project his consciousness into the minds of Martians and to control them (this talent didn't exhibit itself immediately). Whitman also implanted the knowledge of humanity into Killraven's unconscious using a process called psycho-electronics. The Keeper feared that all the art, history, and science of humanity would be lost forever; therefore, Jonathan became the repository for much of the knowledge of human history, a knowledge that would be accessible once his mind was psychically strong enough to control a Martian mind.

Killraven was put back into the gladiatorial arena where he met M'Shulla Scott and Bald Eagle. In 2014, he escaped from the gladiators and took Bald Eagle, now nicknamed Old Skull, with him. In 2017, Killraven travelled to Staten Island and met up with a group of Freeman, humans who lived outside of the influence of the Martians. Killraven quickly became regarded as the leader of the Freeman, which included M'Shulla, who had escaped the pits also, and Old Skull. Killraven and his Freeman travelled across the United States, battling Martians and their minions

at every opportunity. During one of these battles, in 2018, a renegade Keeper, Carmilla Frost, joined the Freeman. The Martians came to think of Killraven and his group as the greatest threat to their rule of the Earth.

At Cape Canaveral, Florida, Killraven was reunited with his brother Joshua, only to find that he had become a willing servant of the conquerors. Deathraven, as Joshua was called, was killed in the ensuing battle when Killraven was able to take over and control the mind of a Martian for the first time. As a result of that, the information that Whitman had planted came into Killraven's conscious mind. The rest of Killraven's life is still unrecorded. He intended to overthrow the Martian's rule of Earth and take the battle back to Mars if necessary. Whether that came to pass or not has yet to be revealed.



M'SHULLA SCOTT

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: FB(2)
Popularity: 5

BACKGROUND:

Real Name: M'Shulla Scott
Occupation: Former Gladiator, current Freedom Fighter
Identity: Publicly known on his alternate earth
Legal Status: U.S. citizen, wanted as an outlaw by the Martians
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: Dorian Scott (father) Hortense Scott (mother)
Base of Operations: Mobile in the 21st century
Past Group Affiliations: Killraven's Freeman
Present Group Affiliation:

KNOWN POWERS:

Talents: M'Shulla has a talent with missile weapons.
Contacts: None

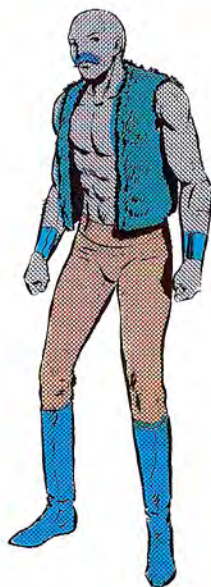
ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

M'Shulla is highly skilled with his crossbow and will use it if given a chance over other forms of attack.

HISTORY

In 2005, M'Shulla Scott was captured and sent to the gladiatorial training pens, where he met Killraven. After escaping, he joined the Freeman in 2015.



BALD EAGLE [OLD SKULL]

STATISTICS:

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

Health: 80

Karma: 16

Resources: FB(2)

Popularity: 5

BACKGROUND

Real Name: Unrevealed

Occupation: Former Gladiator, current Freedom Fighter

Identity: Publicly known on his alternate earth

Legal Status: U.S. citizen, wanted as an outlaw by the Martians

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: Unnamed father, deceased

Base of Operations: Mobile in the 21st century

Past Group Affiliations: Killraven's Freemen

Present Group Affiliation:

KNOWN POWERS:

Talents: Old Skull has the Talent of Wrestling.

Contacts: None

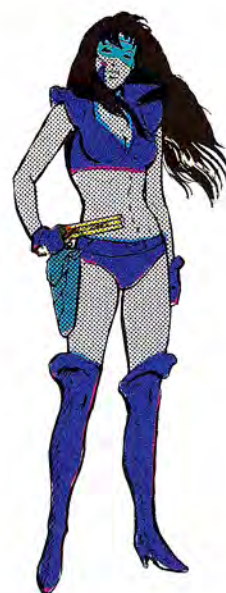
ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Old Skull is mentally retarded. He seems to have an affinity for animals.

HISTORY

Old Skull was enslaved by the Martians in 2001 and was put to work as a laborer. Eventually, he ended up in the gladiatorial pits, where he won a championship in 2010. He met Killraven in the arena and together they escaped. He joined the Freemen in 2015.



CARMILLA FROST

STATISTICS:

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

Health: 46

Karma: 30

Resources: FB(2)

Popularity: 5

BACKGROUND:

Real Name: Carmilla Frost

Occupation: Former Keeper and molecular biologist, current Freedom Fighter

Identity: Publicly known on her alternate Earth

Legal Status: U.S. citizen wanted as an outlaw by the Martians

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Andre Frost (father, deceased)

Base of Operations: Mobile in the 21st century

Past Group Affiliations: Killraven's Freemen

Present Group Affiliation:

KNOWN POWERS:

Talents: Carmilla has a scientific skill in molecular biology and related fields.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Carmilla is very demonstrative of her feelings and opinions and reacts quickly when she doesn't approve of a situation.

HISTORY

Carmilla Frost became a molecular biologist for the Martians under the tutelage of her father. After her father was killed, she agreed to try to clone him, which produced the creature Grok. In 2018, she helped Killraven and his Freeman escape the Yankee Stadium Genetic and Clonal Complex and joined the Freeman. In 2020, she announced that she was pregnant with M'Shulla Scott's child. The outcome of that pregnancy is unrecorded.



HANNIBAL KING

STATISTICS:

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

Health: 36

Karma: 26

Resources: GD(10)

Popularity: 5

BACKGROUND:

Real Name: Hannibal King

Occupation: Former vampire, current Private Investigator

Identity: Publicly known

Legal Status: U.S. citizen with no criminal record

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Boston, Massachusetts

Past Group Affiliations: Quincy Harker's vampire hunters, current partner in King, Drake, and Blade detective agency

Present Group Affiliation:

KNOWN POWERS:

Talents: Detective Talent

Contacts: As a detective in Boston, he has established a group of information gatherers in the Massachusetts area. Also, he has helped Dr. Strange in the past and could call on him for help if necessary.

ROLE-PLAYING NOTES:

Hannibal King has witnessed many bizarre, unexplainable occurrences and has been a vampire, so he doesn't surprise or frighten easily.

HISTORY

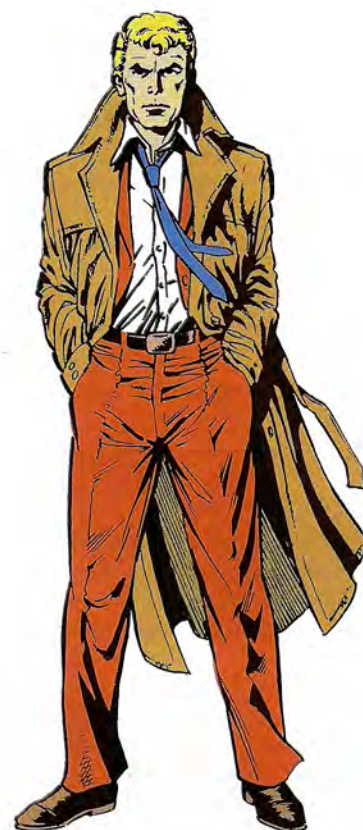
Hannibal King was an ordinary human until he was bitten by the white-haired vampire, Deacon Frost while conducting a routine investigation. When he awoke three days later, King was a vampire. He resumed his detective work and vowed never to consummate the vampiric curse, never to kill, and never to turn a human into a vampire.

He eventually teamed with Blade who was also searching for Deacon Frost in connection with the death of his mother. The team of Blade and Hannibal King finally found the white-haired vampire and killed him. Later, King helped Dr. Strange in casting the spell that destroyed all vampires. King survived the spell because of the vow that he had never broken coupled with Dr. Strange administering a complete transfusion immediately after the spell was cast.

FRANK DRAKE

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: GD(10)

Popularity: 5

BACKGROUND:

Real Name: Frank Drake

Occupation: Former vampire hunter, current private investigator

Identity: Publicly known

Legal Status: U.S. citizen with no criminal record

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Vlad Dracula, Maria Dracula, Vlad Tepelus (ancestors, deceased) Lilith (Vlad Dracula's daughter, deceased)

Base of Operations: Boston, Massachusetts

Past Group Affiliations: Quincy Harker's vampire hunters, current partner in the King, Drake, and Blade detective agency

KNOWN POWERS:

Talents: Detective skills.

Contacts: The PI firm has set up a

group of informants in the Massachusetts area that Drake can use. Also, he has aided Dr. Strange in the past and could possibly call on the sorcerer for aid.

ROLE-PLAYING NOTES:

At the beginning of his involvement with Dracula, Frank Drake was somewhat of a coward and even attempted to kill himself in despair over the death of a friend. Since then, he has gained confidence in himself and his ability to deal with situations as they arise.

HISTORY

Frank Drake is a descendant of Vlad Dracula and his second wife, Maria. Sometime in the past, the name Dracula was changed to Drake.

Drake lived the life of a playboy until he lost his fortune. All he had left was a castle he inherited in Transylvania. Travelling there with his girlfriend Jean and his traitorous friend Clifton Graves, Frank found that Dracula was accidentally revived and had turned Jean into a vampire. Drake had to kill his girlfriend by driving a stake through her heart. In despair after killing her, he tried to kill himself but was saved by Taj Nital, aid to Rachel Van Helsing. Rachel persuaded Drake to help her in searching for Dracula and other vampires. In this way, Frank Drake decided to avenge Jean's death.

Van Helsing introduced Drake to Quincy Harker and Drake thereafter worked with Harker's group to kill Dracula. In the meantime, he had fallen in love with Rachel, but their relationship was a troubled one. Drake and Van Helsing eventually separated. Drake helped Blade, Hannibal King, and Dr. Strange cast the spell that killed all the vampires on the planet. He now works as a PI for the King, Drake and Blade agency.



BLADE

STATISTICS:

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

Health: 36

Karma: 46

Resources: GD(10)

Popularity: 5

BACKGROUND:

Real Name: Unrevealed

Occupation: Former Vampire Hunter, Current Private Investigator

Identity: Publicly known

Legal Status: No known criminal record

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Unnamed mother (deceased)

Base of Operations: Boston, Massachusetts

Past Group Affiliations: Ally of Quincy Harker, partner in King, Drake, and Blade

Present Group Affiliation:

KNOWN POWERS:

Immunity to Vampire bite: Resistance to Vampirism Incredible Rank. As a result of his mother being bitten by a vampire as he was born, Blade is immune to a vampire's bite, but it is uncertain whether he is immune to other attacks of a vampire, such as hypnotism.

Contacts: Through the PI agency, Blade has a group of established informants in the Massachusetts area. He has also aided the sorcerer, Dr. Strange, and could call on him if the need arose.

ROLE-PLAYING NOTES:

Blade is a tough and determined man. He has spent his life fighting and killing vampires.

HISTORY

When Blade's mother was giving birth to him, she was bitten by the vampire Deacon Frost and died. As a youngster, Blade determined that he would avenge his mother's death and became a vampire hunter. He even organized a small band of friends to help him.

Blade continued his battle against the vampires after his group disbanded, and, in recent years, fought alongside Quincy Harker's group of vampire hunters. Together with Hannibal King, the vampiric detective, Blade finally tracked down his mother's killer and exacted his vengeance. Later, Blade helped Frank Drake, Hannibal King and Dr. Strange destroy all the vampires on the planet. Then, he helped found the King, Drake and Blade private investigation firm in Boston, Massachusetts.

GROUP HISTORY

The partnership of the King, Drake and King Detective agency began while the three men helped the sorcerer, Dr. Strange, defeat and destroy all vampires on the Earth by utilizing the book called the Darkhold. Drake, Blade and King, who is now cured of vampirism, established the private investigation firm in Boston.

KOFI

STATISTICS:

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

Health: 24

Karma: 26

Resources: TY(6)

Popularity: 0 (20 among Kymellians)

BACKGROUND:

Real Name: Lord Kofi Whitemane

Occupation: Student

Identity: Publicly known on Kymellian homeworld, existence unknown to the general public of Earth

Legal Status: Citizen of the Kymellian homeworld

Place of Birth: Kymellian Homeworld

Marital Status: Single

Known Relatives: Lord Yrik Whitemane (father), Kareen Whitemane (mother, deceased), Aelfyre Whitemane (cousin, deceased)

Base of Operations: Kymellian Homeworld

Past Group Affiliations: Ally of Power Pack

Present Group Affiliation:

KNOWN POWERS:

Teleport Self: Good range (250 miles) His teleportation is always accompanied by the noise "Poip."

Talents: None

Contacts: Power Pack, Leadership of Kymellian Homeworld

ROLE-PLAYING NOTES:

Kofi is about the same age as the Power Pack kids and considers them his cousins since his cousin, Aelfyre, bestowed his powers upon Alex, Julie, Jack and Katie Power. He has had many disagreements with his father in the past as they have conflicting personalities. In the past, Kofi has commandeered a spaceship and run away to Earth.

HISTORY

Kofi is the son of Lord Yrik Whitemane, the ruler of the Kymellians. The young Kymellian first encountered his human cousins while trying to warn them that the Snark villain, Jakal, was coming to capture them to help his mother Maraud somehow start a Snark War, thereby becoming the Emperess of her race. In the process, the Smartship Datta was destroyed by the Snark ship's weapons. Kofi helped them defeat Jakal and, after helping Power Pack fight the Dark Elf Kurse, decided to return home to face the consequences of stealing and destroying his father's Smartship. The Smartship Friday carried him home.

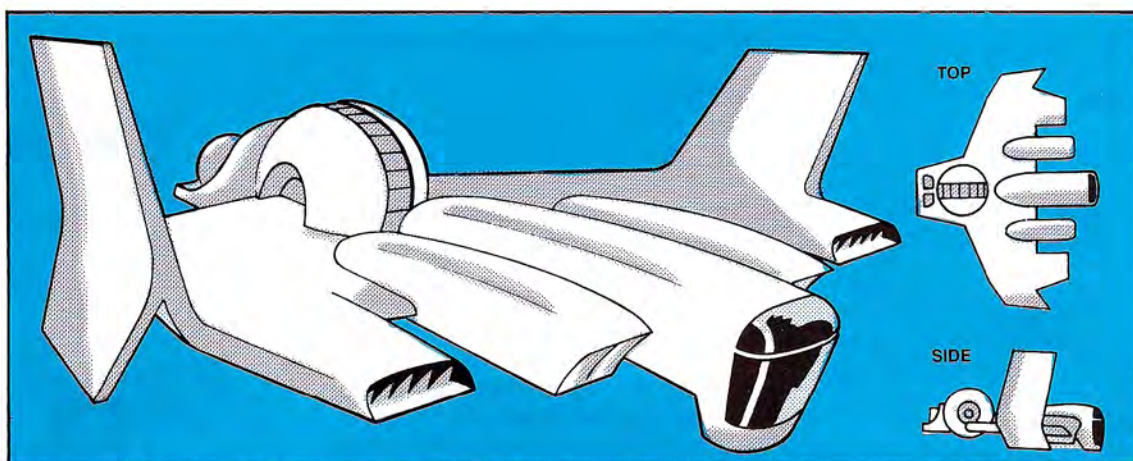
Some time later, Kofi was captured along with Power Pack by Maraud and learned more of her plan to throw Snark-World into war. He was freed from imprisonment when the Power children attempted to escape and was ordered by his still-confined father to run and warn Byrel of the impending war. Kofi teleported to safety, thinking that he had deserted his father and friends. Franklin Richards, who was with the Smartship Friday trying to rescue Power Pack, encouraged Kofi to teleport into space so Friday could pick him up. Kofi accomplished the teleport which was further than he had ever gone before. Kofi and Franklin returned to Snark-World and aided Power Pack in avoiding the war and rescuing the Emperor from the clutches of Maraud and her son, Jakal.

The Powers were returned to Earth by an entourage of Snarks loyal to the Emporer and Yrik. Kofi had hidden aboard the ship and was planning to stay on Earth as a member of Power Pack. Upon landing, the group was attacked by Cloak and Dagger who had been searching for Power Pack and assumed the aliens were hostile. Cloak captured Yrik within his cape of darkness and Kofi, abandoning his place of concealment, followed his father into the void to rescue him. There, he saw his father's greatest nightmare being played out before him—the death of his wife, Kareen, who was killed by



Bandersnatches while protecting a young Kofi from harm. Realizing why his father had been hard on him all his life, they reconciled and returned to the Kymellian Homeworld. On the way back home, they encountered the Fantastic Four who were in space looking for their lost son, Franklin. Yrik and Kofi informed them that he was on Earth and helped them by programming their ship for returning to Earth.

Recently, the Kymellian Homeworld was destroyed by a vengeful Maraud, but the Kymellian people found a new home with the help of the cosmic entity, Numinus. Kofi currently resides there, helping the Kymellians rebuild their civilization.



SMARTSHIP FRIDAY

STATISTICS:

F	FE(2)
A	AM(50)
S	ShX(150)
E	ShX(150)
R	GD(10)
I	PR(4)
P	FE(2)

Health: 352

Karma: 16

Resources: GD(10)

Popularity: 0 (15 among Kymellians)

KNOWN POWERS:

Body Armor: Amazing Material hull
Flight: CL5000 speed (100 times lightspeed)

Running: In land-vehicle mode, Smartships travel at typical speed.

Regeneration: Good ability to repair itself provided the Artifact Creation power is still functional; otherwise, Feeble self repair

Self-Sustenance: Smartships support up to 10 beings for indefinite periods

Artifact Creation: Smartships have limited manufacturing facilities on board (his Resource rank)

Deflector Shields: Provide a Monstrous rank Force Shield vs. Energy Attack.

Advanced Weapon Systems: 4 Laser Beams. Monstrous rank energy attack

Talents: Smartships are programmed with Astro-Navigational and Piloting Skills

ROLE-PLAYING NOTES:

Smartships are given an artificial personality and can become attached to their operators. They are capable of independent action and creative thought. Recently, the Smartship Friday proved to the Kymellian population that smartships are not just machines with artificial intelligence but truly alive, possessing the spark of life. Friday is dedicated to Power Pack and their friends, loyal unto the death.

HISTORY

Smartships were created by the Great Sorceress in the time before the Kymellians destroyed their original homeworld. It is said that she discovered how to draw forth the life-force of the universe and that force was infused into the Smartships, giving them life beyond the metal of their machines.

The Smartship Friday first encountered Earth when her pilot, Aelfyre "Whitey" Whitemane, carried out his first official assignment—to study the Earth's humans. The Smartship tapped into Earth computers and monitored their communication transmissions to carry out the assignment. Both Whitey and the Smartship developed a deep affection for humanity, and the Smartship

even named itself Friday, after a character in the story *Robinson Crusoe* by Daniel Defoe.

Whitey died in his struggle to save Earth from the villainous Snarks, but was able to confer his powers to the Power children, who became the group Power Pack. Friday came to love the children of Power Pack and during the infamous Snark Wars, almost perished in order to save them.

Following an ancient Kymellian tradition, Lord Yrik was about to commit Friday's waning life essence back to the universe when the members of Power Pack threw themselves on the vessel that and pooled their healing power together. Hearing the pleas of the children and feeling their healing touch, the Smartship lived again, better than ever. While Friday lay ill, the Kymellians improved her weapons and defensive systems, so she's more powerful than before. Friday also proved that Smartships have independent action, even going against their programming.

Currently, Friday is near Earth, for she promised the Powers that they'll never be apart for very long.

LEFT-WINGER

STATISTICS:

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

Health: 130

Karma: 18

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Hector Lennox

Occupation: Wrestler, former employee of the Super-Patriot

Identity: Known by the U.S. authorities

Legal Status: U.S. citizen with no known criminal record

Place of Birth: Chicago, Illinois

Marital Status: Single

Known Relatives: Unnamed mother

Base of Operations: Las Vegas, Nevada

Past Group Affiliations: Former member of the "Buckies," current partner of Right-Winger

Present Group Affiliation:

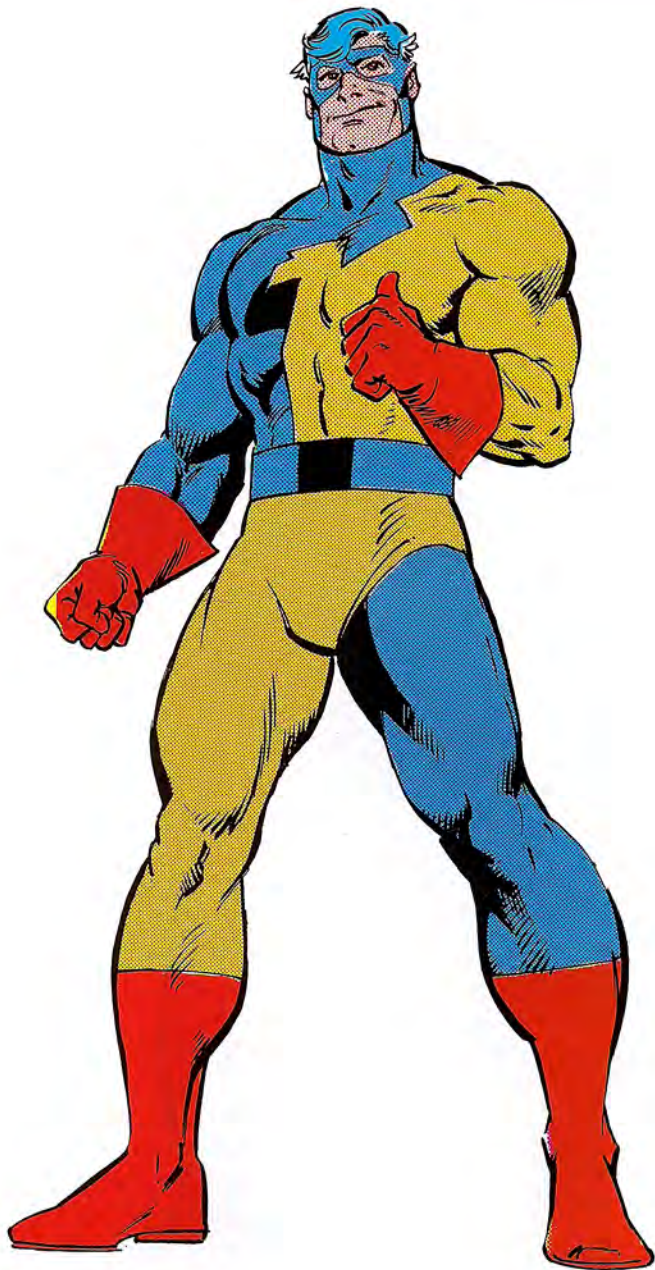
KNOWN POWERS:

None other than the strength and stamina gained through the Power Broker's treatment.

Talents: Left-Winger has a talent in Wrestling. Also, Left-Winger carries a torch that bursts into flame of Good intensity when a button is pushed.

ROLE-PLAYING NOTES:

Lennox is bitter and wants to punish John Walker for selling out his ideals and signing up as the new Captain America. He also has a quick temper and acts rashly in battle situations.



Health: 130

Karma: 18

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Jerome (Jerry) Johnson

Occupation: Wrestler, former employee of the Super-Patriot

Identity: Secret

Legal Status: U.S. citizen with no known criminal record

Place of Birth: Philadelphia, Pennsylvania

Marital Status: Single

Known Relatives: Jack Johnson (father), unnamed mother

Base of Operations: Las Vegas, Nevada

Past Group Affiliations: Former member of the "Buckies," current partner of Left-Winger

Present Group Affiliation:

KNOWN POWERS:

None other than the strength and stamina gained through the Power Broker's treatment.

RIGHT-WINGER

STATISTICS:

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

BACKGROUND:

Real Name: Jerome (Jerry) Johnson

Occupation: Wrestler, former employee of the Super-Patriot

Identity: Secret

Legal Status: U.S. citizen with no known criminal record

Place of Birth: Philadelphia, Pennsylvania

Marital Status: Single

Known Relatives: Jack Johnson (father), unnamed mother

Base of Operations: Las Vegas, Nevada

Past Group Affiliations: Former member of the "Buckies," current partner of Left-Winger

Present Group Affiliation:

KNOWN POWERS:

None other than the strength and stamina gained through the Power Broker's treatment.



Talents: Right-Winger has the Talent of Wrestling. He also carries a torch that ignites a flame of Good intensity when a button on it is pushed.

Contacts: Ethan Thurm, the manager of Gleason's Gym in Las Vegas, Nevada, where the two Wingers work out.

ROLE-PLAYING NOTES:

Johnson is a bitter man and wants to punish John Walker for selling out his ideals and signing up as the new Captain America. With his quick

temper, he acts rashly in battles.

GROUP HISTORY

Hector Lennox and Jerome Johnson went through 4 years in the United States Army and came out both disappointed and disillusioned because they saw no action during the peacetime service. Lennox and Johnson signed up for the Power Broker's strength-augmentation process and soon joined the Unlim-

ited Class Wrestling Federation.

While wrestling in that league, they were approached by John Walker, the Super Patriot, to join his group, the "Buckies" (Bold Urban Commandos). As members of the Buckies, they wore costumes modeled on Captain America's uniform and originally pretended to support him. The group staged a fake attack on the Super Patriot as a publicity stunt at a Central Park rally. The Buckies also threatened and intimidated innocent foreigners as a part of an anti-terrorist campaign.

When John Walker, the Super Patriot, was chosen to replace Steve Rogers as the new Captain America, he asked if he could still work with the Buckies but only one member of the group was approved by the government (Lemar Hoskins, who later became the hero called Battlestar). Angered by being left out and feeling betrayed by Walker and Hoskins, Lennox and Johnson assumed the costumed identities of Left-Winger and Right-Winger and barged in on a press conference for the new Captain America to upstage and embarrass their former friends. They announced John Walker's secret identity on national television before they were stopped. Upon learning this fact, a group of self-appointed moralists, the Watchdogs, abducted John Walker's parents in an effort to lure him into a trap. Walker went and in the ensuing melee, his parents were caught in a crossfire and died.

Walker sought revenge for his parents' death, and he blamed Left-Winger and Right-Winger for revealing his identity to the public. After a brutal beating, Walker left the two tied up, hanging upside down next to an oil tank. All they had to do was burn through the ropes with one of their torches before the other torch ignited the tank. They didn't escape in time and were caught in the explosion. Any normal human would have died in the blast, but due to the Power Broker's strength augmentation process, the two survived. They are currently in comas in a Dallas hospital.

STATISTICS:

	Normal	Lobo
F	GD(10)	RM(30)
A	EX(20)	AM(50)
S	GD(10)	IN(40)
E	GD(10)	IN(40)
R	TY(6)	TY(6)
I	EX(20)	AM(50)
P	TY(6)	GD(10)

Health: 50/160

Karma: 32/66

Resources: EX(20)

Popularity: -10

BACKGROUND:

Real Name: Carlos Lobo

Occupation: Professional Criminal

Identity: Publicly Known

Legal Status: Citizen of Mexico with no known criminal record

Place of Birth: A village in Mexico

Marital Status: Single

Known Relatives: Eduardo Lobo (deceased)

Base of Operations: New York City

Past Group Affiliations: Los Hermanos de la Luna

Present Group Affiliation:

KNOWN POWERS:

Alter Ego: Carlos Lobo transforms into his humanoid wolf form during the full moon. His transformation isn't true lycanthropy—his powers derive from a form of mutation. However, as well as changing with the full moon, he shares the vulnerability to silver similar to supernatural werewolves.

Claws and Teeth: Remarkable damage.

Hypersensitive senses: Monstrous sight, hearing and smell.

Talents: Carlos is skilled in Crime.

Contacts: Carlos has many underground contacts gained during the gang war with the Kingpin.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Carlos is a very angry, resourceful criminal who wants vengeance on everyone involved in the Gang War that cost his brother, Eduardo, his life. In his lupine form, Carlos retains his intelligence, but is dominated by his bloodlust.



HISTORY

Carlos and his brother Eduardo grew up in a small rural village in Mexico. As children, they stole out of necessity to feed themselves and their family. Even as youngsters, the brothers could move faster than their friends and even saw better in the dark than their peers. While climbing

a fence to steal a calf from the herd on the other side, Eduardo saw Bonita, the rancher's daughter. The boy climbing the fence startled the animals and caused the girl to be thrown from her mount. Eduardo caught Bonita before she was hurt and soon fell in love with her.

Unfortunately, Bonita's brothers didn't approve of their sister becoming involved with a lower class boy. One night, they caught the two of them together and beat the young Eduardo with whips. As the full moon arose in the night sky, Eduardo underwent the transformation into his wolf form for the first time. In his bloodlust, he killed everyone in the area including Bonita. When the sun rose and he was once again human, he was horrified at the scene in front of him. As a result, he and Carlos left Mexico and settled in southern

Texas. There, they intervened in a fight between various rival Hispanic gangs and brought about peace. The united gangs gave themselves the name Los Hermanos de la Luna. Soon, the former leaders of all the criminal gangs disappeared and the Lobo brothers ruled the organization. The Lobos built the organization into a powerful force, based out of a mansion outside Dallas. Among other illegal activities, they ran a sophisticated drug smuggling operation.

The Lobos decided to move into New York City, which recently has been the territory of the Kingpin. The crimelord's right-hand man, the Arranger, unbeknownst to his employer, decided to stop the brothers from coming east and hired the costumed villain, the Persuader to compel the Punisher to murder the

Lobos. Spider-Man intervened and stopped the assassination. Seeing this as an act of aggression on the Kingpin's part, the brothers initiated a gang war against his organization in New York City. Once in the city, Eduardo fell in love with the *Daily Bugle* secretary, Glory Grant. The Lobo brothers clashed with Spider-Man while waging the war against the Kingpin. In the culminating battle, Eduardo was shot by a silver bullet from the Arranger's gun and was killed by Glory while wrestling with Spider-Man. Ironically, she was aiming for Spider-Man when she pulled the trigger.

The current whereabouts of Carlos Lobo are unknown, but it is assumed that he is plotting revenge against Spider-Man and the Kingpin.

GROUP HISTORY

The Maggia is the world's most powerful criminal organization, with a hand in most drug traffic, illegal gambling, extortion rackets and other illegal activities in the United States. As well as running the major criminal organizations in the U.S., the Maggia has diversified into many legitimate businesses.

The Maggia originated in southern Europe in the 13th century partly in response to a series of oppressive governments. Its influence grew in non-communist Europe and then in the Americas. The Maggia first came to the public attention in the 1890s and its bootlegging of liquor during Prohibition is legendary.

The Maggia is not a single unified organization, but a coalition of loosely connected groups called "families." Each family has their own organization and inner structure. Currently, there are three pre-eminent families in the Maggia, all situated on the east coast of the United States.

Maggia membership estimates are a shaky guess at best. Worldwide, the family members number in the tens of thousands, and about 3500 or so operate in the United States, mostly on the East Coast.

High level Maggia members are referred to as "wise guys." They are usually male, with one major exception, and are well-dressed, since they could be considered executives in a multi-national corporation. Families are always segregated along ethnic lines.

The three major families in the United States are as follows.



THE HAMMER-HEAD FAMILY

This family first gained prominence when the leader, referred to as the "Top Man," outfitted his family hit men with costumes and advanced weaponry. He then purchased the Baxter Building, figuring that he would own all of the advanced weaponry and discoveries of Reed Richards and could use them to further his criminal career. The Fantastic Four defeated and captured him however, and his hit was ordered by his own family for failing and embarrassing the family name. The family searched for a new leader that would follow along the traditional style of the Maggia and found the newcomer, Hammerhead. An amnesia victim, his last memory of a gangster poster for the Al Capone Mob shaped his vicious personality, Hammerhead uses methods from the 20's and 30's, including gang wars, to run his family, although he's not against using advanced technology for personal gain, such as the exoskeleton that he uses to enhance his strength. The Hammerhead family is easily the most traditional Maggia family in the United States.

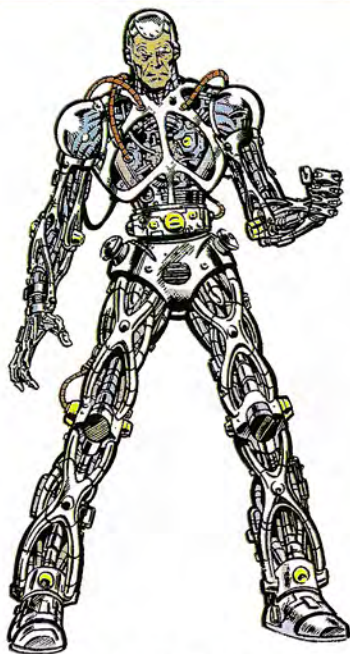
Recently, Hammerhead has become the ally of the Chameleon in his bid to become the crimelord of New York City.



THE NEFARIA FAMILY

This is the most eccentric family in the Maggia. The deceased Italian nobleman, Count Luchino Nefaria, a scientific genius, was the world's most powerful Maggia leader until his first defeat at the hands of the Avengers. He moved his operation to the New York City area. As his first major criminal act, he imprisoned Washington, D.C. inside an impenetrable force dome and held the city for ransom. After being defeated again, his daughter, Guiletta, known also as Whitney Frost, took over the top position in the family and unsuccessfully attempted to steal the technological weaponry of Tony Stark. The next leader called himself the Masked Marauder. He tried to gain control of New York City by threatening to explode a nuclear bomb within the city limits. He was defeated and the reins of command passed to Whitney again, now known as Madame Masque. She is currently in charge of the technologically-based Nefaria family.

The Nefaria family stole plans for a powerful robot developed by HYDRA to combat agents of S.H.I.E.L.D. and has constructed about a dozen more Dreadnought robots, using modified designs



THE SILVER-MANE FAMILY

The leader of the Silvermane family branch of the Maggia is Silvio "Silvermane" Manfredi, one of the last legendary gangsters who came to fame in the 1920s and 1930s. This section of the Maggia conducts matters along the traditional lines with its chief activity being in the narcotics trade. Silvermane uses unusually scientific methods only for his own goals to stave off his death and not for family purposes. Silvermane has a son, Joseph, but the job of leader will probably fall to Silvermane's chief rival, top Maggia lawyer, Ceasar "Big C" Cicero. Big C may have to wait a while though, since Silvermane has had his vital organs transplanted into a bionic body after having nearly every bone in his body crushed during a battle with Spider-Man.

Many criminals have tried to unite the American East Coast's independent gangs to break the dominance of the Maggia and to compete with the families, the most successful being the Kingpin.

The Punisher has claimed that the Kingpin has taken over about 80 percent of the criminal activities on the East Coast. Regardless of the amount of criminal activity the Kingpin has taken over, the Maggia is still an organization to be reckoned with, especially the leaders of each family.

TYPICAL MAGGIA THUG

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

Health: 28

Karma: 14

Resources: GD(10)

Popularity: 0

KNOWN POWERS:

Talents: Martial Arts B and E

ROLE-PLAYING NOTES:

The typical Maggia thug, though he may dress better than the ordinary thug, is usually no better or worse. He has a cheap pistol or revolver, extra ammo, and possibly a knife, blackjack, or brass knuckles.

STATISTICS:

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

Health: 106

Karma: 170

Resources: N/A

Popularity: -10

BACKGROUND:

Real Name: Unknown

Occupation: Assassin

Identity: Uses no dual identity

Legal Status: Unknown

Place of Birth: Unknown

Marital Status: Not applicable

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Leader of the Marauders

Present Group Affiliation:

KNOWN POWERS:

Energy Being: Malice is an energy being without physical form. In energy form, Malice can only be hurt by energy of the same sort. (To discover this, a power stunt of Monstrous intensity would have to be performed by an energy manipulator such as Captain Marvel or a scientist such as Reed Richards.) Malice can move through solid objects and has no need to eat, breathe or sleep. Malice is unable to affect the physical world except by possessing someone. Malice can be attacked by mental means and this could drive the being out of the host body.

Possession: Malice has the Monstrous ability to possess a human host and force his or her persona into submission. The target must make an Intuition FEAT to avoid the attack. Malice's typical form of persuasion is appearing in a mirror and getting the subject to agree that life could be better if they would just use evil means to gain the result. The victim then doubts his or her sanity, or thinks of Malice as the evil side of the conscious mind. Should the victim fall prey to these desires, Malice's attack should be considered a blind-sided attack and no Karma should be added to the role. Malice has Re-



markable telepathy and uses this to make the offer more tempting. Once the victim is possessed, Malice uses the host's memories and abilities as desired. Malice feeds by forcing the host to perform evil actions, gaining an equal amount of Health and Karma as the victim loses by their evil deeds. She does not kill unless in danger of losing the host body; the assimilation of that much lost Karma

is too much for the entity to handle.

Talents: Malice has no revealed talents but assumes the ones possessed by the host body.

Contacts: Malice is the leader of the Marauders and is most faithful to Mr. Sinister. Other contacts are the Marauders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Malice is a psychic entity that focuses on the emotional centers of the brain, therefore rendering most psychic shields impotent. It is a sadistic entity that thrives on violence, suffering and chaos. When a person is possessed by Malice, a red neckband with a silver face at the front appears on the affected person's neck.

HISTORY

Not much is known about the history of Malice except that she served the villain Mr. Sinister until his death at the hands of the X-Men and X-Factor. Even the creature's true name, background and sex are unknown.

Malice first possessed the mutant, Dazzler, which prompted the X-Men to investigate Dazzler's strange behavior. In the ensuing fight, Malice also took control of Rogue and Wolverine, but when the entity attempted to master Storm, the X-Man's willpower proved to be the stronger of the two and drove Malice away. Malice then possessed Lorna Dane, the heroine Polaris, and was appointed leader of the mutant-killing group, the Marauders, by Mr. Sinister.

Just before the Inferno began, Malice found out that she had been permanently bonded with Lorna Dane's psyche. She momentarily rebelled against Mr. Sinister for keeping the knowledge of the bonding a secret, but the disloyalty was quickly replaced by obedience when Mr. Sinister exercised some of his considerable power on Malice. Malice/Polaris fought the X-Men and X-Factor during the Inferno but escaped before Mr. Sinister was killed.

Following her master's death, Malice lost control of the dual psyche to the host and Lorna Dane called Havok and the X-Men for help. While waiting for the help to arrive, Polaris was captured by hunters sent from

the Savage Land by Zaladane, the current ruler operating out of the High Evolutionary's citadel. Just before putting Lorna Dane onto the Transmutator, Zaladane claimed to be Polaris' sister, and even Havok admitted that there was a physical resemblance. The switch was pulled and Zaladane absorbed all of Polaris' power, or so she thought. The entity, Malice, also seemed to be destroyed in the transfer.

Since escaping the clutches of her supposed sister, Lorna has exhibited enormous strength, invulnerability and grows to about six and a half feet tall when these powers manifest themselves. No explanation has been given for these newfound powers or whether Malice has survived the transfer. Interestingly, people around Polaris have been exhibiting more extreme emotions for no apparent reason, such as a group of sailors fighting for her, then fighting against her. It may be that the entity called Malice has taken on a new form, affecting the emotions of people around Polaris.

STATISTICS:

Human Form

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

Health: 24

Karma: 80

Resources: FE(2)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Self-proclaimed missionary

Identity: Existence unknown to public

Legal Status: None

Place of Birth: Another planet

Marital Status: Unknown

Known Relatives: None

Base of Operations: Planet Earth

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Telelocation: Incredible rank

Phasing: In humanoid form, Mercy can make her body immaterial, so that bullets and other physical attacks have no effect upon her. It is not certain whether she possesses this power in her natural form.

Mind Blast: Physical Mind Blast in the form of a Javelin of energy which she projects out of her palms, Excellent rank. This unique Mind Blast affects the life energy of the victim as well as the neural system. A FEAT role can be made each combat round to attempt to overthrow the effects of the Blast.

Teleportation: Excellent rank.

Shapeshifting: Monstrous Rank. Mercy's natural form is a jelly-like mass which she controls completely, even when being punched or ripped apart. On Earth, she typically maintains the form of an earth woman with long, pink hair.



ADDITIONAL NOTES:

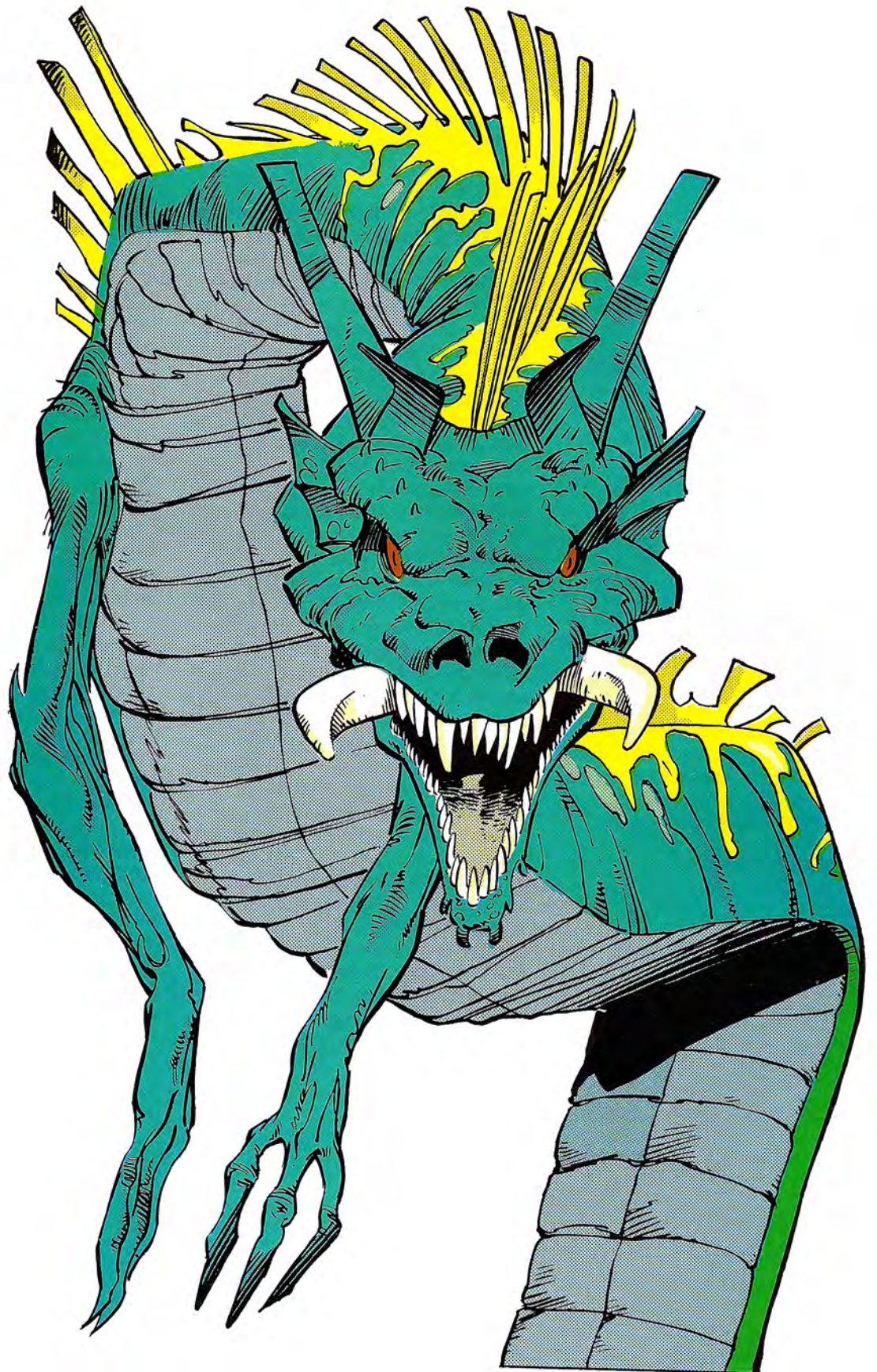
ROLE-PLAYING NOTES:

Mercy is an alien lifeform who desires to relieve beings of the pain and burden of this life and take them onto the next. She prefers to use implements of the planet she's on, but, if necessary, will use her Physical Mind Blast power to accomplish her goals. Also, she will hesitate slightly if innocents are in danger of harm.

HISTORY

Little is known about Mercy's past. What is known is that she's an alien being who sensed all the poor miserable souls on Earth and decided to make this planet her semi-permanent home. It is uncertain how she was able to travel to Earth; whether she is able to travel in space unaided or if she needs a ship is unknown. She seems to believe that all people who are suffering want to leave this life and follow her to the "next life." Previous to meeting Hulk/Banner, she killed a person "helping" him to his next life by dropping a plugged-in radio into his bath water. Mercy encountered Banner and immediately sensed the torment in his soul due to his situation with the Hulk. Banner escaped her clutches twice, but was finally caught out in the desert. While attempting to take the Hulk and Bruce Banner over to the "next life" by spearing the Hulk and Banner with her Mind Blast, she was forced to change to her true form as the Hulk grasped the Spear and hurled it into her. Her true form has the consistency of jello and was briefly seen in the shape of a large cube with the general features of a face on one side. This form apparently is vulnerable to physical attack. During the rest of the battle, Mercy almost covered the Hulk completely and tried to suffocate him by oozing into his nose. The Hulk covered himself and Mercy in gasoline and lit a flare. The Hulk walked away from the blaze and now believes along with Clay Quartermain and Rick Jones that Mercy was killed in the resulting explosion.

Somehow she managed to escape and was last seen hitchhiking on a highway, about to be picked up by an unlucky trucker.



STATISTICS:

F UN(100)
A UN(100)
S ShY(200)
E CL1000
R GD(10)
I IN(40)
P UN(100)

Health: 1400

Karma: 150

Resources: None

Popularity: 0 (-10 to Asgardians)

BACKGROUND:

Real Name: Jormungand

Occupation: World Serpent

Identity: Unknown to the general populus of Earth

Legal Status: N/A

Place of Birth: N/A

Marital Status: N/A

Known Relatives: Loki (father)

Base of Operations:

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Illusion: CL5000 rank. The Serpent is able to cast an illusion around its body to the end of the horizon.

Energy Emission—Heat: Unearthly rank. Jormungand has been known to emit heat rays from his eyes.

Invulnerability: The hard skin of the reptile provides Monstrous resistance to physical damage.

Teleportation: Incredible rank

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The World Serpent doesn't usually involve himself with the affairs of mortals, although he has been known to roam their realm in disguise.

HISTORY

The Midgard Serpent, also called the World Serpent, is an enormous reptile that encircles the Earth at the bottom of the seas. He is the sworn enemy of Thor, the God of Thunder, as they are fated to kill each other at the end of time. The Prophecies of Volla declare that, at the time of Ragnarok, the hordes of Hela, Goddess of Death, and troll warriors, lead by Loki, the God of Mischief, will storm the realm of Asgard until the once halcyon realm becomes a sea of flame. At that time, the Midgard Serpent will rear its head and do battle with Thor, son of Odin, God of Thunder. It is prophesized that Thor will ultimately triumph, kill the serpent, take 9 steps back and die from his wounds. The Midgard serpent, in its death throes, will destroy Asgard and Midgard with the thrashing of its enormous body. Ragnarok has yet to occur. In the past, however, Thor and Jormungand have periodically clashed, usually to a standstill.

In his youth, Thor thought to battle the Serpent prematurely and break the Prophecy. The god of Thunder persuaded the giant Hymir into letting him use the giant's boat and the head of his largest ox as bait for the largest, most fearsome creature in the sea. Thor hooked the Midgard Serpent, but before he could act, Hymir sliced the enchanted line which bound the serpent. Another occa-

sion when the Thunder God encountered the World Serpent took place during a battle that almost became the true time of Ragnarok. Only one element was out of place which kept the prophecy from being fulfilled; a mortal, "Red" Norvell, stole the Belt of Thor, his Iron Gloves and the mystic Hammer, Mjolnir. At the fateful battle, where Thor was facing the Serpent with only a sword, Norvell returned and fought Jormungand. Realizing that he couldn't best his foe, Norvell tossed Mjolnir to the real Thor and the tide of battle was turned. Thor pommeled the Midgard Serpent relentlessly, forcing his eternal enemy to retreat. Ragnarok had been avoided once more.

Recently, the serpent was informed of Thor's weakened state (caused by a curse cast upon him by Hela, the Norse Goddess of Death) by the leader of the frost giants, Grundroth. Jormungand, thinking this the time to rid himself of Thor once and for all, sought out the Thunder God while in the guise of the dragon Fin Fang Foom. He found a hero with a red cape that looked somewhat like his sworn enemy, Thor, but the blonde bearded man with the body armor didn't look like the god that he fought in the past. The World Serpent revealed his true identity to the unknown hero, intending to destroy him immediately, but the mortal was actually the Thunderer. Thor supposedly killed the serpent during the ensuing battle, but the prophecies state that the Midgard Serpent and Thor will engage in battle on the day of Ragnarok. Whether the great serpent has been irrevocably killed or not has yet to be seen.

STATISTICS:

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

Health: 96

Karma: 22

Resources: TY(6)

Popularity: 10

BACKGROUND:

Real Name: Madeline Joyce Frank

Occupation: Adventurer

Identity: Known to the U.S. government

Legal Status: U.S. citizen with no criminal record

Place of Birth: Washington, D.C.

Marital Status: Married

Known Relatives: Robert L. Frank (alias The Whizzer; husband, deceased) Robert Frank Jr. (alias Nuklo, son)

Base of Operations: New York City

Past Group Affiliations: Liberty Legion, Invaders, and the All-Winners Squad

Present Group Affiliation:

KNOWN POWERS:

Flight by Gravity Control: Miss America is able to psionically negate the effect of gravity around her person allowing herself to float into the air. In coordination with planned jumps, she could simulate the power of flight. The maximum rate of speed on a windless day is around 30 miles per hour and she has to land frequently to maintain that speed.

Contacts: She is in good standing with all of the members of her former group affiliations.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Miss America is an exuberant heroine who fights for the cause of liberty and justice and believes in that fight with all her heart.



HISTORY

One night during the early 1940s, Madeline Joyce, niece of a millionaire who was financing unknown electrical experiments in a converted lighthouse on the Eastern coast, visited that lighthouse in the middle of a large, violent thunderstorm. While inside, she was caught in an electrical discharge from the equipment that was caused by the outside

storm. Instead of being instantly killed, Joyce miraculously survived the charge, but lay in a coma for a week afterwards. She recovered and found out that the jolt of electricity had somehow released her latent mutant ability to negate gravity and thereby fly as well as somehow increasing her physical vitality.

She decided to join the homefront effort and fight for liberty and justice. She put together a costume and dubbed herself Miss America. Miss America had gained limited fame in the United States as a spysmasher when she met Robert Frank, the Whizzer, while battling a Nazi spy ring that had hijacked a railroad in New York. They were working together on that case when Bucky Barnes called on them to join the Liberty Legion and help the Invaders out of a tough situation. They became members of the Liberty Legion

and the Invaders and, after the war, joined the All-Winners Squad.

After the All-Winners Squad disbanded, Madeline and Robert quite the costumed adventuring and were married. In 1949, they began working for the United States government as non-costumed superpowered guards at a secret nuclear facility in Manhattan. While working there, Isbisa, an enemy of the All-Winners Squad, staged a nuclear accident that exposed the Franks to dangerously high levels of radiation. Isbisa's heinous crime did not kill Madeline or Robert Frank, but she was pregnant at the time of the exposure. Consequently, she gave birth to a radioactive mutant son who was dangerous enough that the U.S. government took custody of him and placed him in a chrono-module to contain the radiation. Many years later, he would emerge from the

module and be known as Nuklo.

With the large government pension, the Franks decided to travel the world. Madeline accidentally became pregnant during this worldwide journey and when the baby was ready to be born, they were in the tiny Balkan country of Transia. Acting on the advice of the villagers, the Franks went to the scientific citadel on Wundagore Mountain, belonging to the High Evolutionary. Bova, a cow evolved into humanoid form, acted as midwife to the birth but the child was stillborn, more deformed and radioactive than the first child. Joyce, weakened by her exposure to radiation, didn't survive more than 2 hours after the birth. In grief, Robert Frank raced from the mountain. Bova buried the body of Madeline Joyce Frank at the base of Wundagore Mountain in an unmarked grave.

STATISTICS:

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

Health: 100

Karma: 125

Resources: PR(4) (in Limbo),
EX(20) (on Earth)

Popularity: -30

BACKGROUND:

Real Name: Necrodamus

Occupation: Sorcerer

Legal Status: Unknown

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Most recently
Limbo

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Sorcerous Enhancement: Without magical bolstering, Necrodamus' FASE Statistics were all of Poor Rank.

Magic: Necrodamus is a Sorcerer of Master level. He has Amazing Reason in matters of the occult. Necrodamus' spells get a +3CS in places of high mana content or during times auspicious for spellcasting. The bonus may be higher or lower depending on the situation. For example, during the Inferno time, the planets were aligning and Necrodamus was able to cast a Magic Shield that provided Class 3000 protection versus all attacks.

Many of Necrodamus' spells have yet to be revealed, but they include:
Eldritch Bolt: Necrodamus fires energy blasts with Incredible force and a range of 3 Areas.

Flight: Necrodamus flew with Excellent speed.

Energy Shield: Necrodamus could create protective shields of Amazing strength.

Rite of Power: According to Necrodamus, if he ever succeeds with his plan to sacrifice someone of significant power (someone whose Health plus Karma total 200 or more) during a time of great magic, he will become a god.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Necrodamus is an evil wizard intent on completing a powerful sorcerous rite that will transform him into a virtual god. The rite requires a human sacrifice of great power, such as the Sub-Mariner, Mantis, or similar super-powered being. Once he attains godhood, Necrodamus plans to use his powers to rule the Earth.

HISTORY:

Necrodamus was born with a shriveled body, so he turned to black magic to gain the power his physical frame lacked. He learned that through the sacrifice of innocents he could gain god-like form. When he tried to attain power by committing sacrifices beneath the sea, he was defeated by the Sub-Mariner; when he tried in the surface world among the air-breathers, he was defeated by the Scarlet Witch, who swept his soul into Limbo. He spent many years lost in that trackless realm until the demonic Masters of Limbo unleashed their Inferno on Manhattan. The nexus of energy created by the Masters of Limbo in their attempt to spread their domain into the plane of Earth's existence gave Necrodamus back his bearings and his way back to Earth—first as only a spirit, but eventually his form became more substantial and he regained his full sorcerous powers.

Necrodamus used his sorcery to kidnap the captive Mantis away from Kang the Conqueror in a Rite of Power while the latter was busy fighting the Fantastic Four. Necrodamus planned to sacrifice Mantis when the planets aligned themselves, but Kang and the Human Torch combined powers to keep Mercury from joining the other planets in alignment and ruined Necrodamus' spell. Mantis was saved and Necrodamus disappeared once more into the ethereal void of Limbo.

KNIGHT, MISTY

STATISTICS:

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

Health: 46

Karma: 56

Resources: GD(10)

Popularity: 20

BACKGROUND:

Real Name: Misty Knight

Occupation: Private investigator, former policewoman

Legal Status: U.S. citizen with no criminal record

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Nightwing Restorations, New York City

Past Group Affiliations: Daughters of the Dragon

Present Group Affiliation:

KNOWN POWERS:

Bionic Arm: Knight's bionic right arm and hand have Incredible rank Strength. Because her Bionic Arm is so much more powerful than her normal body, Knight must take care not to use more Strength than her body can support.

Talents: Knight has Law Enforcement, Marksman, and Guns talents. Her Reason is Incredible as a Detective. She also has considerable skill with Martial Arts A and E.

Contacts: Knight and Colleen Wing frequently ally with Power Man and Iron Fist. Knight also has friends in the NYPD, among them, Tyrone King.

ROLE-PLAYING NOTES:

Private eye Misty Knight is very good at her job. And when her professional curiosity puts her between a rock and a hard place, her right hand can break rocks (no sweat). Knight can get emotional and confused, especially in matters close to her heart. In these circumstances, Knight becomes melancholy and uncommuni-

cative with a tendency to break things. Wing can normally bring Knight out of her shell and force her to take positive action. Their friendship and partnership has brought them closer than sisters.

HISTORY:

Misty Knight was the best marksman in her class at the New York police academy, and graduated at the top of her class. She became a pa-



trolwoman for New York's 12th Precinct. Her friendship with Colleen Wing began when she saved Wing from criminal gunfire in the course of duty. Later, when Knight saw terrorists throw a bomb into a bank, she seized the bomb. But before she could throw the bomb into a safe place, it exploded. Her right arm had to be amputated, and it was replaced with a bionic arm designed at Stark International. Due to her injury, Knight had to retire from active duty as a policewoman and, rather than

accept a desk job, she resigned. Wing helped Knight to accept her bionic arm and renew her life. Together, they formed Nightwing Restorations, Ltd.

Knight was romantically involved with Daniel Rand (Iron Fist) for a while. Despite the break-up, they remained good friends. While coming to terms with losing Rand, Misty had a brief fling with Tyrone King, the one-man SWAT team.

WING, COLLEEN

STATISTICS:

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

Health: 66

Karma: 50

Resources: GD(10)

Popularity: 10

BACKGROUND:

Real Name: Colleen Wing

Occupation: Private investigator

Legal Status: U.S. citizen with no criminal record

Place of Birth: Japan

Marital Status: Single

Known Relatives: Lee Wing (father), Kenji Ozawa (grandfather, deceased)

Base of Operations: Nightwing Restorations, New York City

Past Group Affiliations: Daughters of the Dragon

Present Group Affiliation:

KNOWN POWERS:

Katana: Wing wields a katana, a traditional Japanese samurai long

sword. The weapon does Excellent Edged Attack damage. Wing has Incredible ability with this weapon as well as with other traditional samurai weapons, such as the dai-kyu (long bow).

Talents: Wing has Martial Arts A and E. She has Excellent Reason as a Detective. She also has Good knowledge of the Occult and Oriental mysticism.

Contacts: Knight and Wing frequently ally with Iron Fist and Power Man. Wing also has a contact with the Sons of the Tiger, through Robert Diamond (her current beau).

ROLE-PLAYING NOTES:

The blood of samurai flows through Colleen Wing's veins. She is fierce in a fight, although she doesn't like guns and will avoid their use whenever possible. Wing is tough, gutsy, and straight-forward. Her friendship with Knight is strengthened by their business partnership and the numerous times they've saved one another's life.

HISTORY:

Colleen Wing is the daughter of Lee Wing, a professor of Oriental studies at New York's Columbia University and a Japanese woman whose name has not been revealed. (Despite their last name, Professor Wing and, to a lesser extent, Colleen look primarily Caucasian. Both have mixed racial backgrounds.) Colleen's mother's ancestors were samurai (warriors) and daimyo (feudal lords). Colleen's late maternal grandfather, Kenji Ozawa, was the head of Japan's secret service, and has been succeeded in that position by his brother.

Colleen grew up in the mountains of northern Honshu in Japan, where she was raised by Kenji Ozawa. Colleen's mother is known to have been killed, but the time and circum-

stances have not been revealed. None of Kenji Ozawa's children survived World War II except Colleen's mother, who bore no children other than Colleen.

Colleen was trained in the warrior arts of the samurai, in which she became superbly skilled. Then, she made her home in New York City where her father lived. Caught in the midst of a gun battle on Manhattan's West Side, she was saved from being murdered by police officer, Misty Knight. They became good friends. Later, when Knight's right arm was lost due to a terrorist's bomb, Wing encouraged Knight to rise above her depression and return to an active role in life. Knight's amputated arm was given a bionic replacement. When Knight left the NYPD, she and Colleen teamed up to form Nightwing Restorations.

Colleen is currently romantically involved with Robert Diamond, one of the Sons of the Tiger. She and Knight are good friends with Luke Cage (Power Man) and Daniel Rand (Iron Fist).

GROUP HISTORY:

Misty Knight and Colleen Wing formed a partnership as private investigators and called their firm Nightwing Restorations, Ltd. Their operation is fairly successful. They specialize in missing persons cases. The duo operate primarily out of New York City. They occasionally cooperate on cases with Heroes for Hire, Inc., which is run by Power Man and Iron Fist. Whether Iron Fist's reported death will close down Heroes for Hire remains to be seen.

Due to Wing's samurai-style training and both partners' expertise in the Oriental martial arts, they have been dubbed "the Daughters of the Dragon".

STATISTICS:

F EX(20)
A GD(10)
S MN(75)
E AM(50)
R PR(4)
I TY(6)
P FE(2)

Health: 155

Karma: 12

Resources: GD(10)

Popularity: -20

BACKGROUND:

Real Name: Orka

Occupation: Renegade, henchman

Legal Status: Exiled citizen of Atlantis

Identity: Does not use dual identity

Place of Birth: Atlantis

Marital Status: Single

Known Relatives: None

Base of Operations: Atlantic Ocean

Past Group Affiliations: Former minion of Warlord Krang, former agent of the Brand Corporation

Present Group Affiliation:

KNOWN POWERS:

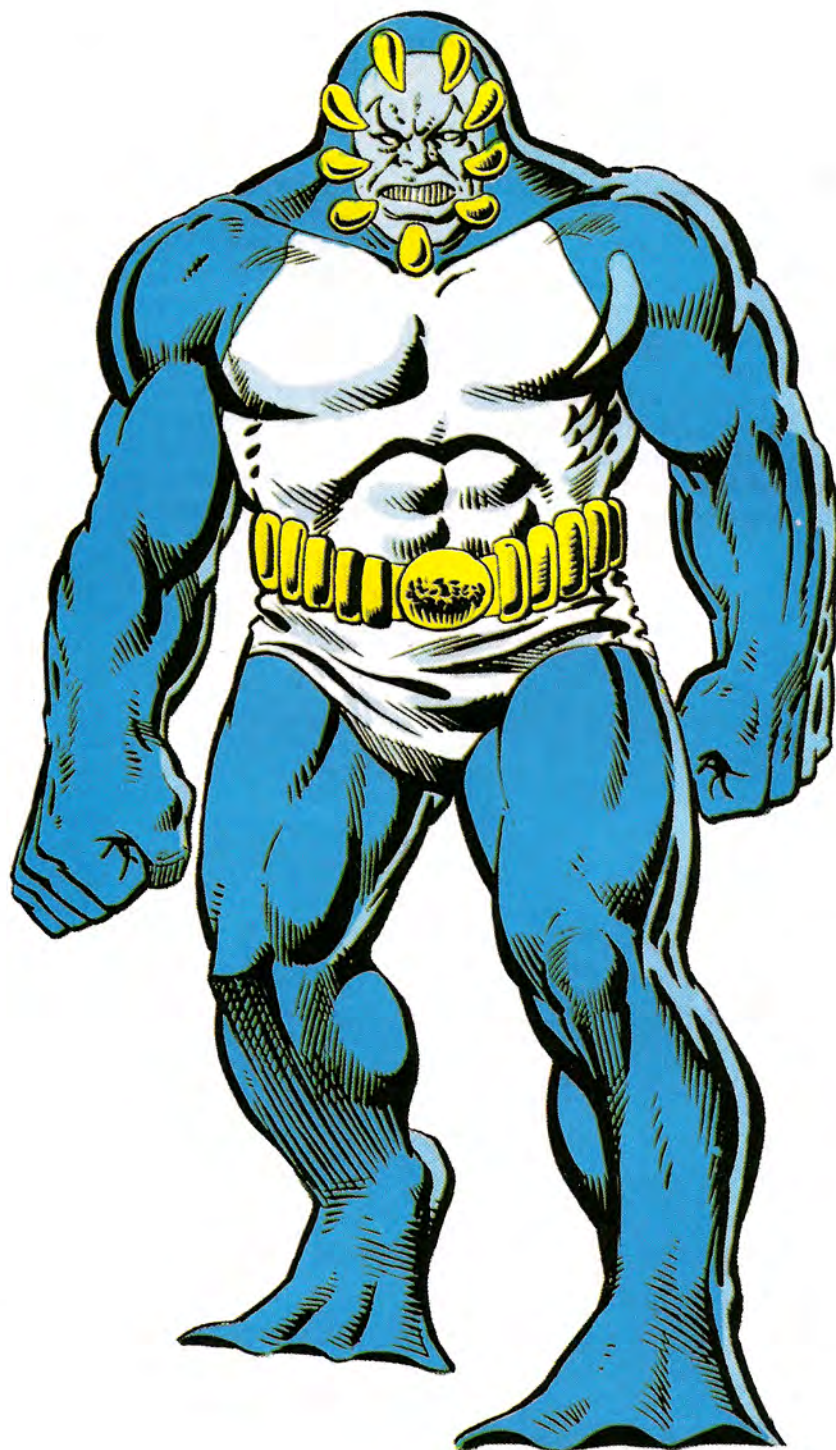
Water-Breathing or Air-Breathing: Orka has a whale-like dorsal nostril ("blowhole") which allows him to breathe indefinitely on land and gills for breathing underwater. An extended time out of water tends to diminish his strength.

Body Armor: Orka's blubber provides Incredible protection from Physical attacks and Remarkable protection for Energy attacks.

Communicate with Whales: Orka can communicate with whales. The unique quality of his whale sounds make his cries particularly compelling to whales. If Orka makes a successful Reason FEAT roll, whales will obey him. For the purpose of communicating with whales, Orka's Reason is Monstrous.

Swimming: Orka can swim at Remarkable Speed (6 areas/round).

Resistance to Heat and Cold: Orka has Excellent resistance to hot and cold attacks.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Orka isn't particularly bright and is easily manipulated by the evil masterminds who are his frequent employers. Orka is subject to rages. He bears a murderous grudge against anyone who has defeated him in combat. The Sub-Mariner and Thor are both high on his grudge list.

HISTORY:

Orka was born a member of the race of Homo mermanus who lived in the city of Atlantis. Great in strength but limited in intelligence, Orka became a soldier in the Atlantean army led by Warlord Krang. When Krang later opposed the rule of Prince Namor the Sub-Mariner, Orka retained his loyalty to his commander rather

than to his sovereign. In exile from Atlantis after his rebellion attempts failed, Krang joined forces with the human scientist Dr. Lemuel Dorcas to plot revenge upon Namor. Krang selected Orka as a test subject for Dorcas' experiment to endow an Atlantean with the power of a killer whale. Dorcas placed Orka in a chamber rigged to transfer the electrochemical energy from a fleet of captive killer whales into his body. The process mutagenically stimulated Orka's body, causing him to grow in might and to be able to exist outside of water for prolonged periods of time. Orka was given a belt to wear which provided him a link with the power-transfer machine. Krang and Dorcas pitted Orka and the fleet of whales against Namor, but Namor managed to thwart them. At the end

of the battle, Orka was buried under an avalanche beneath the ocean floor. When he emerged months later and attacked Namor on his own, he was defeated once again. Orka was later contacted by agents of the Brand Corporation, a subsidiary of the Roxxon Oil Company, who used their resources to increase his size three-fold, thicken his outer layer of protective blubber, and augment his strength. No longer requiring strength-enhancing machinery, Orka was sent on a mission that brought him against the Avengers. He was defeated by Thor in combat, and taken into custody. Escaping soon thereafter, Orka fled to the sea. He participated in Attuma's invasion plans of the surface world, but was defeated by the Avengers. His current whereabouts are unknown.

STATISTICS:

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

Health: 100

Karma: 40

Resources: GD(10)/IN(40) *

Popularity: 20/50 *

* (as Captain America III)

BACKGROUND:

Real Name: Jeffrey Mace

Occupation: Reporter and correspondent, adventurer

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Brooklyn, New York

Marital Status: Unrevealed, but unmarried at the time of his death

Known Relatives: None

Base of Operations: New York City, Boston

Past Group Affiliations: (as the Patriot) Member of the Liberty Legion; (as Captain America III) Member of the All-Winners Squad

Present Group Affiliation:

KNOWN POWERS:

None.

Equipment:

Shield: The Captain America Shield (used by Jeffrey Mace) provided Remarkable protection against Physical attacks and Good protection against Energy attacks. Mace threw the Shield with Amazing agility and it caused Excellent damage to whatever it struck.

Talents: Mace was an expert at a variety of Martial Arts (A, B, D, and E). He also had Remarkable Reason as a Reporter.

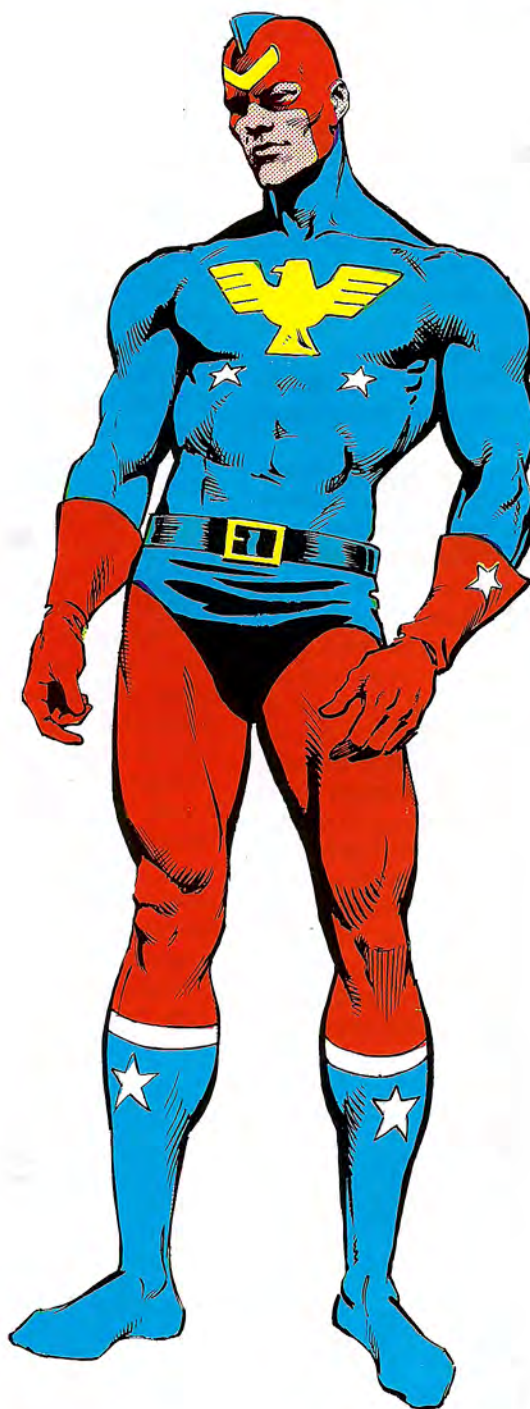
Contacts: Because of his role as a government-sanctioned hero, both as the Patriot and Captain America, Mace had many contacts in both the U.S. Government and its military. He was also a good friend of Steve Rogers (the original Captain America) and Bucky.

During the 1940s and 1950s, Mace had a number of contacts among other superhero groups, such as the Invaders and their post-

War successor, the All-Winners Squad. It was the death of Captain America II in the All-Winners Squad that led to Mace's donning the star-spangled uniform.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Inspired by the daring adventures of Captain America, Jeffrey Mace became a costumed defender of the American way of life. Mace was very patriotic and zealous in his pursuit of America's enemies.



HISTORY:

Jeffrey Mace was a reporter and correspondent for the *New York Daily Bugle* when the United States entered World War II. Inspired by Captain America, and fervently patriotic, Mace began fighting crime and Nazi espionage under the costumed identity of the Patriot. The Patriot strengthened his reputation as a crusader against America's enemies in a series of patriotic radio broadcasts from New York City.

The infamous Nazi agent known as the Red Skull captured four members of the Invaders, a wartime team of champions—Captain America himself, the original Human Torch and Toro, and the Sub-Mariner—and brainwashed them to commit anti-American sabotage. In order to summon other costumed heroes to rescue the Invaders, Captain America's young partner, Bucky Barnes, commandeered the station from which the Patriot was about to broadcast one of his speeches. The Patriot joined the team that Bucky organized for this mission—named the Liberty Legion—and the Invaders were finally freed. Afterward, the Liberty Legion remained together, battling criminals, spies, and saboteurs

on the American home front during World War II.

The Patriot continued his crime-fighting career even after the end of World War II. Based in Boston, Massachusetts in 1946, he saved the original Human Torch, Toro, and the Torch's creator, Professor Phineas T. Horton, from a trap that had been placed by Adam II, a malevolent android Horton had created. Horton told the Patriot that Adam II intended to substitute an android duplicate for a congressional candidate from a Boston district. The Patriot and the Torches contacted members of the All-Winners Squad, the post-war successor to the Invaders, and informed them about Adam II's plan. Without Steve Rogers, the original Captain America, and Bucky Barnes, who had both vanished in 1945, the Invaders now included another costumed adventurer, the Spirit of '76, who had taken over the role of Captain America, and a boy named Fred Davis was the new Bucky. One of Adam II's robots killed the second Captain America at Boston's Old North Church. Inspired by this second Captain America's noble sacrifice, the Patriot donned a spare Captain America costume from the Sub-Mariner's nearby flagship and thus became the third man to as-

sume the identity of Captain America. In this new role, the Patriot prevented Adam II from murdering the congressional candidate he intended to replace, John F. Kennedy.

The third Captain America became the second Bucky's new partner and both remained active in the All-Winners Squad. The second Bucky retired from crimefighting in 1949 due to a bullet wound, and Captain America III formed a new partnership with the superhuman adventurer Golden Girl. Finally, believing Americans no longer felt a need for symbolic figures like Captain America, Jeff Mace retired as a crimefighter in 1950 and returned to reporting.

Some years ago, Mace discovered he was dying of cancer. The Elder of the Universe called the Contemplator granted Mace his fondest wish by allowing him to do battle once more as Captain America, this time against the Adam II of an alternate Earth. Mace destroyed this Adam II and, in winning this victory, came to terms with his past and achieved inner peace. Several months after this adventure, Jeffrey Mace died of cancer with his hero, the original Captain America, at his bedside.

STATISTICS:

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

Health: 24

Karma: 42

Resources: RM(30)

Popularity: -20

BACKGROUND:

Real Name: Samuel Smithers

Occupation: Former gardener, now professional criminal

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

Identity: Known to authorities

Place of Birth: London, England

Marital Status: Divorced

Known Relatives: None

Base of Operations: A submarine somewhere in the Atlantic Ocean

Past Group Affiliations: Former associate of the Maggia under Count Nefaria, ally of the Wizard

Present Group Affiliation:

KNOWN POWERS:

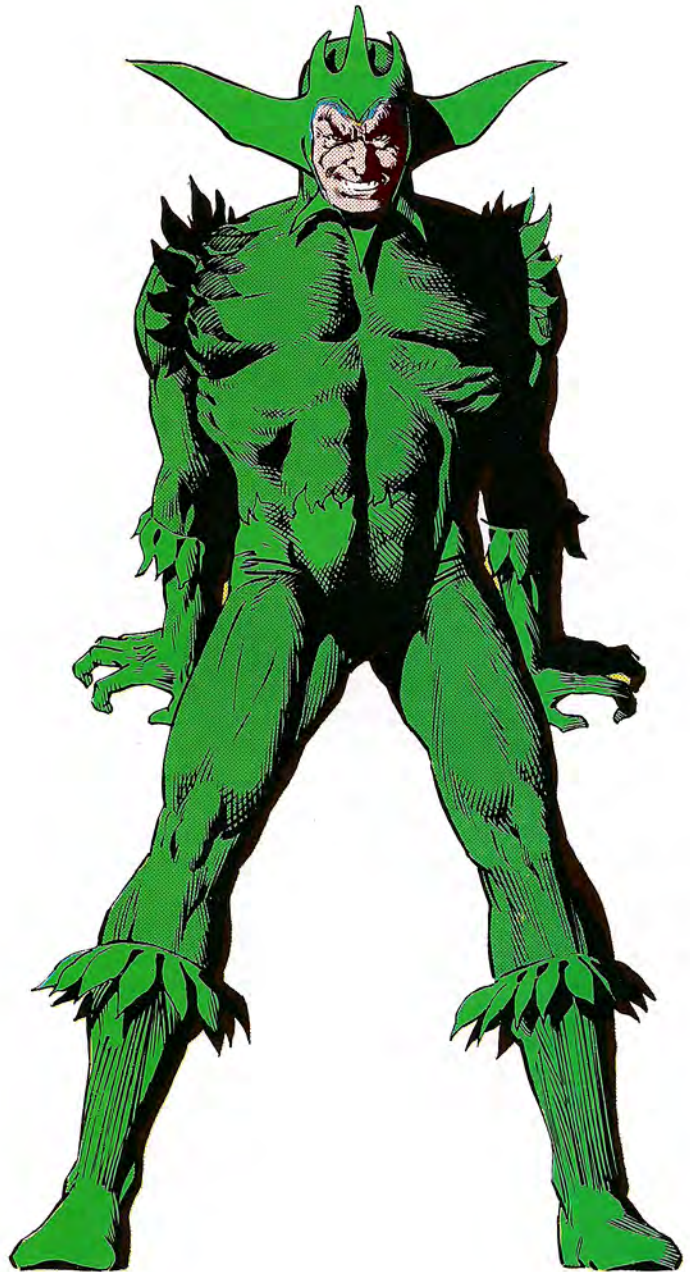
Plant Ray Gun: The Plantman wields several gun-like projectors that emit an energy-field of an as yet unknown nature capable of stimulating the naturally-occurring psionic field of the chlorophyllic process of plant photosynthesis. Once so stimulated, a plant becomes receptive to the ordered human thoughts of the projector's operator. The Plantman can animate the roots of a plant like prehensile limbs, uproot trees, cause vines to grow at a super-accelerated rate to choke a victim, force plants to shed their leaves, or drain them of their moisture. Depending on their size, plants tend to remain under his influence for up to an hour after stimulation by the ray. The Plantman has to make an Agility FEAT to hit a plant with his Plant Ray. Once he has stimulated a plant, Plantman must make a Psyche FEAT roll to command it. His Psyche gets a +6CS when trying to command plants that have been stimulated by the rays.

Plant Simulacra: The Plantman has created life-mimicking Plant Simulacra of human beings composed pri-

marily of living wood capable of movement, speech, and a preprogrammed series of complex activities. It is not known how they are constructed, programmed, or motivated. The Plantman has equipped his plant-doubles with various special paraphernalia including poison thorn-shooters and spore-launchers. Plant Simulacra have the following minimum statistics:

F TY(6)
A FE(2)
S GD(10)
E RM(30)
R FE(2)
I PR(4)
P SH0

Simulacra with thorns or spores could project them with Excellent Agility.



Talents: Samuel Smithers has Amazing Reason in Botany.

Contacts: Smithers may still have some contacts in the Maggia from his days as an ally of Count Nefaria.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Samuel Smithers' original motivation was revenge against those who thwarted him. However, after several futile attempts, the Plantman decided to turn all his energies to a more profitable crime—theft—and now his only motivation seems to be greed. He is continually scheming to extort large sums of money, intending to use his ill-gotten gains to manufacture bigger plant-ray weapons in order to steal even larger sums of money.

HISTORY:

Samuel Smithers was born in London and orphaned at an early age. Some time during adolescence, he left the orphanage and went to work as a lab assistant for a noted London botanist who was exploring the low-order mental activity of plant life. After 10 years, the botanist died after which Smithers emigrated to the

United States where he hoped to continue the work he had begun under the London botanist—to invent a device to increase the intelligence of plant life enough so that human beings could communicate with them. Lacking formal education and ridiculed for his ideas, Smithers found work as a gardener in Glenville, Long Island, New York. His employer, Morris Evans, eventually fired him because he was spending more time tinkering with his invention than gardening. Shortly thereafter a bolt of lightning hit his experimental plant ray-gun, somehow charging it with the power to control and animate all plant life. Donning a disguise and calling himself the Plantman, Smithers plotted revenge on Evans for firing him. He concocted a scheme to frame Evans for robbery but Evans' daughter's then-boyfriend, Johnny Storm (the Human Torch), intervened and cleared Evans' name. Although the Torch destroyed his plant-gun, the Plantman nevertheless managed to escape.

Months later, the Plantman devised a more powerful plant-gun and attempted to kill the Human Torch in revenge. The plan failed and the Plantman was taken into custody by the police. He was released a short time later and recruited by Count Lucichino Nefaria to join the Eel, Unicorn, Porcupine, and Scarecrow as Nefaria's lieutenants to aid his family to prominence in the Maggia organization. Plantman and his compatriots kidnapped the X-Men to use in a scheme to extort the U.S. government. When the plot fell through, the Plantman managed to escape.

Having stolen certain technology

from the Maggia, the Plantman built huge, highly sophisticated versions of his plant-stimulating guns and launched an attack on his native London by the Leviathan, a huge organism made of seaweed. The Leviathan was stopped by the Sub-Mariner and Triton before it could do much damage and the Plantman escaped aboard his submarine. Needing funds to continue his research, the Plantman created a simulacrum of himself made out of plants clad in the old version of his costume and dispatched it to do mercenary work. Its actions could be controlled remotely. The bogus Plantman joined the Eel, Scarecrow, Porcupine, and original Viper as operatives for the criminal police officer, the Cowled Commander to launch a crime wave, but Captain America and the Falcon overpowered them.

The Plantman sent a second simulacrum to kidnap wealthy businessman Kyle Richmond to extort \$10 million from Richmond Enterprises for his release, but the intervention of Dr. Strange, Power Man, and the second Red Guardian forced him to abandon the plan. The Plantman acquired the necessary funds, however, and launched his most ambitious scheme to date, the takeover of a S.H.I.E.L.D. base by human-looking plant simulacra and the capture of the U.S. president. The Avengers stormed the base to rescue the Chief Executive from an army of 1,000 plant simulacra and even destroyed the Plantman's most powerful creation yet, a 100-foot tall tree-man. The Plantman remains at large.

STATISTICS:

F TY(6)
A TY(6)
S TY(6)
E UN(100)
R RM(30)
I MN(75)
P UN(100)

Health: 118

Karma: 205

Resources: 0

Popularity: -30

BACKGROUND:

Real Name: Unrevealed

Occupation: Would-be conqueror (or destroyer)

Legal Status: Unrevealed

Place of Birth: New York City

Marital Status: Single

Known Relatives: Moira MacTaggart (mother), Joe MacTaggart (father, deceased)

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Proteus' powers were psychic-based, fueled by "feeding" off the life energy of his host body. The more victims he drained, the more powerful he became, although the full range of his psionic abilities was never revealed. His most commonly used powers are listed below:

Reality Warping: Proteus' major power was the ability to Warp Reality at an Unearthly level. Limited to his own line of sight, he had to maintain concentration or the effects of the power reverted to normal. Proteus used this power to alter the direction of gravitational pull in an area, cause brick buildings to unravel, launch walls at people as a weapon, turn the air into ground, etc. He could attack a person's reality and threaten his sanity or cause the ground to swallow a person up and suffocate him, but Proteus' reality-warp couldn't make someone simply cease to exist. Below are just two Power Stunts possible from this power:

* **Fear:** Anyone whose body or environment was altered by Proteus has to make a Psyche FEAT roll or suffer a -1CS penalty to any future attempts to do Proteus harm due to fear.



* **Animate Object:** Proteus could cause a wall to break away from a building and attack someone. Proteus had to make an Agility FEAT roll to hit someone with one of these attacks. If successful, the amount of damage done was equal to the material strength of the object making the attack. For example, a brick wall has a material strength of Good, so it would do 10 points of damage.

Possession: Proteus' Psyche was so powerful that it quickly burned up any body it contained and therefore he constantly shifted from body to body. Proteus had Monstrous Rank ability to possess someone's body and drain their life force in the process. The would-be victim had to make a better Psyche FEAT roll than Proteus or die. For example, Proteus attacks Nightcrawler and his FEAT

roll is Green, Nightcrawler must make a Yellow or Red FEAT roll or be destroyed. If Proteus rolled a White FEAT, then his possession attempt always failed. If the would-be victim rolls a Red FEAT, he is not possessed (even if Proteus rolls a Red FEAT too). However, if the would-be victim has a Monstrous or higher Psyche, he or she cannot be possessed.

Telepathy: Proteus could read a person's innermost thoughts with Amazing ability and used their secrets against them by projecting their worst nightmares into their mind, or altering reality to create a living nightmare.

ROLE-PLAYING NOTES:

Proteus was the result of an unwanted childbirth (his mother hated his father). Because of his great psychic powers, Proteus was aware of the hatred Moira felt for Joseph and this bent his mind, turning him into a psychotic killer. Proteus was homicidal, egomaniacal, and intent on ruling the world if he didn't destroy it first.

HISTORY:

Originally known as Mutant X, Proteus was the son of Moira MacTaggart, a noted geneticist who has a research facility on Muir Island, off the coast of Scotland. From an early age, Proteus developed dangerous mutant abilities and a hatred for mankind and was therefore imprisoned in a special holding cell by Moira. Although she tried to find a cure for his vampiric mutant power, Moira was unsuccessful. Proteus escaped when the containment field generator on his cell was damaged following a battle between the X-Men and Magneto at the Muir Island complex. When Proteus emerged from his cell, he found the place deserted.

Proteus' mutant psyche is fueled by the body he possesses. The same energy fields that had imprisoned him had also sustained him. After his escape from the cell, his body began to rapidly deteriorate, but he managed to survive until Angus MacWhirter made an unexpected

visit to the deserted complex. Proteus' awesome psyche had no trouble possessing MacWhirter's body, whose soul or psyche was killed in the process of being taken over. With his new body, Proteus prepared to leave the island when Moira showed up with some friends, among them Jean Grey (Phoenix). Deciding to "feed" once again, therefore possessing the most powerful of the X-Men, he discovered that his nascent powers were no match for Phoenix, who he managed to stun, although he barely escaped with his life.

From Muir Island, he eventually made his way to Scotland. With each new form he stole, he became more and more confident of his abilities, more sure of his destiny—to rule humanity or destroy it! Proteus' next victim was his father, Joseph MacTaggart, whose body he took over in Edinburgh. Moira tried to shoot him, but Proteus easily transformed her gun into something harmless and she became his captive. When the X-Men arrived on the scene, Proteus warned them to back off or Moira would be his next victim. The X-Men knew Proteus had to be stopped no matter what or who it cost. Cyclops realized that Proteus had two weaknesses—metal and a constant need for fresh host bodies. He planned to force Proteus to burn out his present body while denying him the opportunity to possess another.

Proteus used his reality-warping ability to cause the town to attack innocent bystanders. The X-Men were handicapped with protecting the populace and battling the evil Proteus. Storm tried blinding Proteus with a fog but he acquired a psychic fix on her from an earlier encounter and transformed her cape into an amber prison. Wolverine used his claws to break her out, although in so doing he left himself wide open for Proteus. Luckily for Wolverine, Sean Cassidy shot Proteus in the shoulder, distracting him. Enraged, Proteus opened a pit beneath Sean's feet and, with his Banshee powers gone, Sean could do nothing but fall to his supposed doom as Proteus closed the pit behind him. Acting quickly, Cyclops used his optic blasts to cut a tunnel down to Ban-

shee and sent Nightcrawler after him. Again, Proteus closed the pit. Reacting blindly, Nightcrawler teleported straight up as far as he could go with Sean in his arms. He ended up hundreds of feet in the air but Polaris was on the scene to lower him to safety with her magnetic powers. Both Kurt and Sean were alive, but out of action.

Proteus used the distraction to take Moira and run, but was overtaken by the Phoenix. Proteus was staggered by her attack, but his counter-attack was devastating. Before Proteus could finish her, Wolverine arrived and ripped into the killer mutant, who by now was really hurting. Cyclops yelled at Wolverine to get Moira away while he and Havok both turned their energy beams on Proteus. However, Proteus changed his own form, ducking out from under the beams of both superheroes. Caught off guard, Cyclops hit Havok and he took Havok's blast, which momentarily took them out of the battle. Wolverine carried off Moira up the cliff-face of the Rock, heading for Castle Edinburgh, but Proteus overtook them on a rising pillar of reality-warped earth and easily snatched Moira from Wolverine's grasp. Wolverine fell from the cliff but was rescued by Cyclops' optic blast which slowed the fall. Wolverine's adamantium skeleton enabled him to endure the painful rescue measures.

Then, in human guise, Colossus went after Proteus and Moira. Peter Rasputin reached the castle in time to prevent Proteus from possessing Moira. Attacking by surprise, Rasputin hurled Proteus against a castle battlement, shattering his decaying body and leaving his true form—a humanoid-shaped psychic energy shell. Believing himself invulnerable, Proteus decided to slowly kill Rasputin, which turned out to be a mistake because this allowed him to transform to his metal form, Colossus. Colossus smashed his metallic fists into the heart of Proteus' energy form. Contact with metal in his pure state short-circuited Proteus and destroyed him utterly.

STATISTICS:

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

Health: 70

Karma: 36

Resources: PR(4)

Popularity: -10

BACKGROUND:

Real Name: Johnny Bart (his original last name was Clay)

Occupation: Gunslinger

Legal Status: U.S. citizen wanted as an outlaw

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Ben Bart (adoptive father, deceased), Frank and Joe Clay (brothers, deceased)

Base of Operations: The American West in the second half of the 19th century

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Gun-Fighting: The Rawhide Kid uses two Colt .45 revolvers, which do Typical damage.

Talents: The Rawhide Kid gets +2CS with his revolvers and +1CS with other firearms. He has Martial Arts B and Riding skill.

Contacts: The Rawhide Kid knew Kid Colt, Two-Gun Kid, Phantom Rider, and the Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Rawhide Kid was a legendary gunfighter of the Old West. He had a price on his head for a crime he didn't commit which kept him mov-

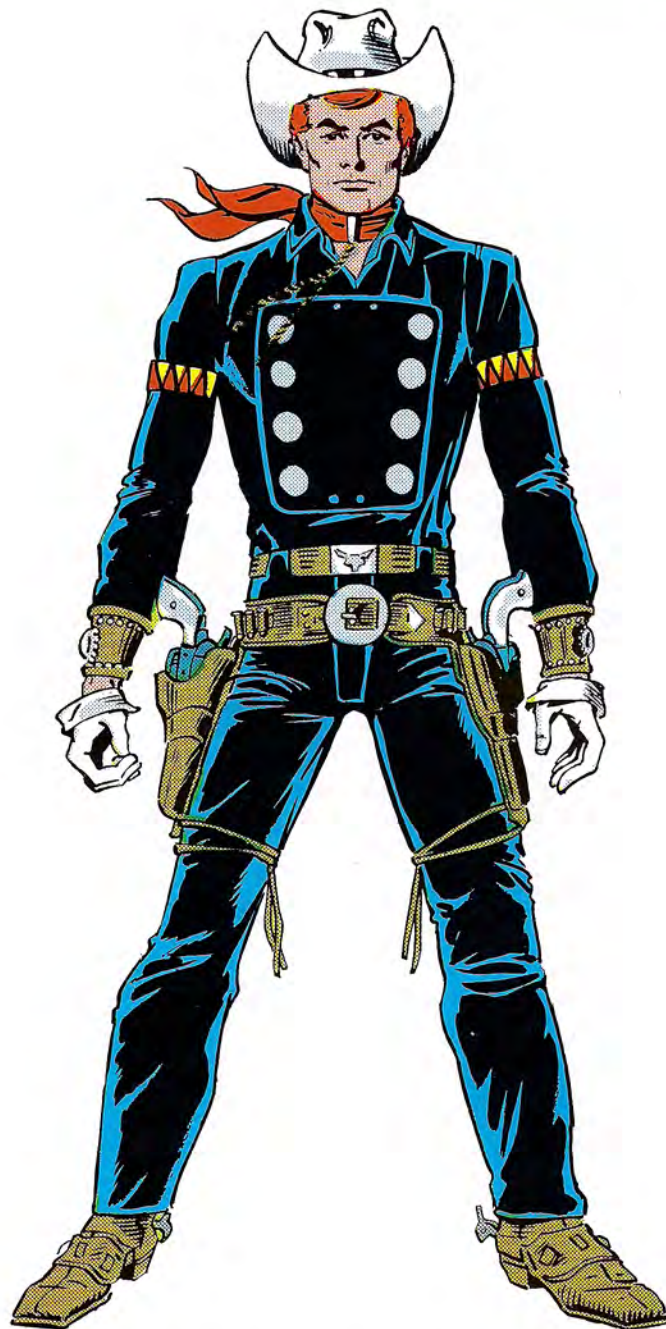
ing around. Still, he continued to defend the weak and helpless and battle criminals.

HISTORY:

When Johnny Bart was an infant, his parents, the Clays, were killed in a raid by Cheyenne Indians. Johnny's oldest brother, Joe, fled during the raid in panic. Later, in an effort to expiate his guilt for deserting his

family, Joe Clay became the sheriff of the town of Willow Flats. Another brother, Frank, was captured by the Indians but escaped from them months later and eventually became a gambler.

The infant Johnny, overlooked by the Cheyenne raiders, was soon found by Ben Bart, a Texas Ranger. Bart adopted Johnny and raised him on his ranch outside Rawhide, Texas and named his adopted son, Johnny Bart. (Johnny's original first name, given him by his parents, has not



been revealed.) Johnny called Ben "Uncle Ben."

One of the fastest gunmen in the Texas Rangers, Ben retired when Johnny was 16, and began teaching him how to use a gun. By the time Johnny reached his 18th birthday, Ben had taught him all he could, and Johnny had become even faster and better than Ben had been at using a gun.

Shortly thereafter, Johnny Bart went into Rawhide to buy the month's provisions for the ranch. Once he was gone, a drifter named Hank Brown confronted Ben Bart and challenged him to draw his gun, hoping to make reputation for himself by outdrawing the renown Ben Bart. Unknown to Ben, Brown had an accomplice named Spade hiding nearby. Just as Ben drew his six-guns, Spade called out to Bart from behind as a distraction, and Brown took the opportunity to gun Ben Bart down.

On his return, Johnny Bart found his adoptive father's corpse and buried him, vowing to avenge his death. From the way the bullets had struck him, Johnny could tell that two men were responsible for Ben's death. Johnny rode to Rawhide, where he discovered Brown and Spade, who

claimed that Ben Bart had started a fight with them and that Brown had outdrawn him fairly. Johnny confronted Brown, who drew his guns on him, but before Brown could squeeze his triggers, Johnny drew his own guns and fired them, wounding Brown in the arm. Seeing Spade in the mirror about to shoot him from behind, Johnny, without turning around, fired over his shoulders, hitting Spade in his gun arm. Johnny Bart left Brown and Spade to be taken into custody. Johnny declared he would not return home to the ranch, but would use his gunfighting prowess to fight evildoers like Brown and Spade wherever he could, no matter what the odds were against him. Johnny called himself the Rawhide Kid after the town in which his gunfighting career began.

The Rawhide Kid sought out many of the worst criminals in the region and defeated them. When he was still quite young, he found proof that a man named Barker had been rustling another man's cattle. The cattle's owner sent for the sheriff to arrest Barker and watched as the Rawhide Kid confronted Barker. Barker threatened to kill the Kid and began reaching for his gun, but the Kid rapidly drew his own guns and

wounded Barker in his gun arm. Riding up, the sheriff accused the Rawhide Kid of shooting Barker without giving him a chance. The cattle owner who had witnessed the shooting from close by, protested that Barker was about to draw and that the Kid was justified in shooting him. Nevertheless, the sheriff insisted on arresting the Kid, who fled. From that time on, the Rawhide Kid was sought as an outlaw.

The Rawhide Kid continued to defend the weak and helpless and to battle criminals. Among the most notorious or unusual of his many adversaries were the Cougar, the original Red Raven, the Ape, the Tyrant of Tombstone Valley, the Masked Maverick, Marko the Manhunter, and the strange alien called the Living Totem. The Rawhide Kid sometimes joined forces with other legendary gunfighters, including Kid Colt, the second Phantom Rider, and the Two-Gun Kid. The Rawhide Kid even allied himself with members of the Avengers who visited his time period.

The Rawhide Kid was still an active gunfighter as late as 1897. It has not yet been revealed how, when, or where he died.

STATISTICS:

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

Health: 90

Karma: 50

Resources: TY(6)/RM(30) *

Popularity: 6 (20 in Arkansas)

(* Razorback has Remarkable resources through his connections with the National Aeronautic and Space Administration.)

BACKGROUND:

Real Name: Buford Hollis

Occupation: Crimefighter, trucker, astronaut

Legal Status: U.S. citizen with no criminal record

Identity: Publicly known

Place of Birth: Texarkana, Arkansas

Marital Status: Single

Known Relatives: Bobby Sue (sister)

Base of Operations: Formerly Texarkana, Arkansas, now the Star Stop

Past Group Affiliations: National Aeronautics and Space Administration, ally of Ulysses Solomon Archer and friends

Present Group Affiliation:

KNOWN POWERS:

Intuitive Driving: Razorback has the mutant ability to be able to drive virtually any kind of vehicle, even if he possesses only a very limited degree of knowledge as to how the vehicle operates. Razorback gets a +3CS to Reason when trying to operate any vehicle for the first time. Once he makes this roll, Razorback quickly masters the vehicle's operation.

Electrified Mane: Razorback can electrify the mane of his costume, doing Remarkable damage to anyone who seizes it.

Unique Vehicle: Starblazer (named, "Big Pig III" by Razorback) is a prototype starship with warp-drive capabilities. It has the following Statistics: Control: Amazing, Speed: Monstrous (Class 1000), and Body: Excellent. The Big Pig III achieves Class 1000 speeds when it engages its warp-drive.



Talents: Buford Hollis' Reason is Remarkable in the field of mechanics. He is a superb fighter with Wrestling and Martial Arts skills.

Contacts: Buford Hollis has teamed up with Spider-Man and the She-Hulk in the past. He is friendly with Poppa Wheelie and Wide-Load Annie who operate the Star Stop. He is the frequent ally of Ulysses Solomon Archer and Mary McGrill Archer. He is well-known and liked among Earth's truckers. Most recently, he was employed by NASA.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Buford Hollis is an ace truck driver and an aficionado of CB (Citizen's Band) radio. Inspired by his hero Spider-Man, Buford decided to use his great strength and talent for inventing to fight crime. On first appearances, Hollis may appear to be an incompetent buffoon, but he is actually a very capable crimefighter. Buford Hollis' adventurous nature can take him anywhere. Most recently, he has become a starship test pilot and space explorer for NASA.

HISTORY:

A native of Texarkana, Arkansas, Buford Hollis was an ace truck driver and an aficionado of CB (Citizen's Band) radio. Hollis decided to use his great strength and his talent for inventing to become a costumed crimefighter like the ones he had read about who were based in New York City. Since Texarkana was in "hog country," Hollis decided to design his costume to make himself look like a ferocious boar and called himself Razorback. As Razorback, he made a considerable reputation for himself locally as a crimefighter. His greatest achievement before going to New York was the capture of a gang of thieves smuggling CB equipment across state lines.

After his younger sister Bobby Sue went to New York City to join a pseudo-religious cult, Razorback went north to bring her home. In New York City, he encountered one of his

heroes, the costumed crimefighter Spider-Man, who was also investigating the cult. Although at first he thought Razorback was an incompetent buffoon, Spider-Man ended up being very impressed with him as they worked together in defeating the true leader of the cult, the sinister creature called the Man-Beast, who had taken the guise of the Hate-Monger. Although Bobby Sue herself turned against the Man-Beast, she refused to go home with Razorback after the Man-Beast was defeated, claiming she still had to find a direction for herself in life. Spider-Man consoled Razorback and praised his abilities as a costumed crimefighter. Proud of having proved himself in Spider-Man's eyes, Razorback returned to his career as a "super hero" in Arkansas.

Recently, Razorback was contacted by Taryn O'Connell, a young woman who was in love with ace trucker, Ulysses Solomon Archer, driver of the vehicle nicknamed U.S. One. Archer and a number of his friends had gone into outer space with an alien named Al, but O'Connell, frightened, had stayed behind. Now she was determined to find Archer, who had never returned, and persuaded Razorback to help her hijack NASA's new experimental spacecraft, the Star Blazer, to do it. (The Star Blazer possessed warp-drive capabilities, enabling it to navigate at faster than light speeds through hyperspace to reach distant solar systems.) Razorback's mutant intuitive ability to drive any vehicle

made him an indispensable part of her plan to travel into space. Jennifer Walters, the She-Hulk, attempted to thwart the hijacking, but failed and ended up becoming a reluctant passenger on the spacecraft.

The Star Blazer traveled to Star Stop, a sort of diner for starship travelers, operated by Archer's friends, Poppa Wheelie and Wide-Load Annie. It was here that O'Connell learned that Archer had married Mary McGrill, another of the people who gone into space with him, and that she was expecting a child. The alien being calling himself Xemnu the Titan arrived at the Star Stop. Xemnu captured Archer and Mary and intended to transform their unborn child into a member of Xemnu's own race. Razorback destroyed the machine with which Xemnu intended to perform the transformation and a space convoy summoned by Archer took Xemnu into custody. The She-Hulk contacted NASA and explained what Hollis and O'Connell had done and why. Impressed with Hollis' skill in guiding the Star Blazer into space, NASA waived criminal charges and offered Hollis a job continuing the Star Blazer's "shakedown cruise" through space. Hollis happily accepted the offer. Moreover, O'Connell and Hollis discovered that they had fallen in love with each other. She-Hulk returned to Earth.

When last seen, Razorback was piloting the Star Blazer (which he renamed "Big Pig III" after the rigs he drove on Earth) further into the galaxy, taking O'Connell with him.

STATISTICS:

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

Health: 100

Karma: 26

Resources: TY(6)

Popularity: -10

BACKGROUND:

Real Name: Unknown

Occupation: Professional killer

Legal Status: Unknown

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Madripoor

Past Group Affiliations: Enforcer for Mr. Roche, one of Madripoor's many crimebosses

Present Group Affiliation:

KNOWN POWERS:

Razorfists: Razorfist's hands have been surgically replaced with steel blades which do Excellent Edged Attack damage. If Razorfist makes a Yellow FEAT roll, his blades do Remarkable Edged Attack damage.

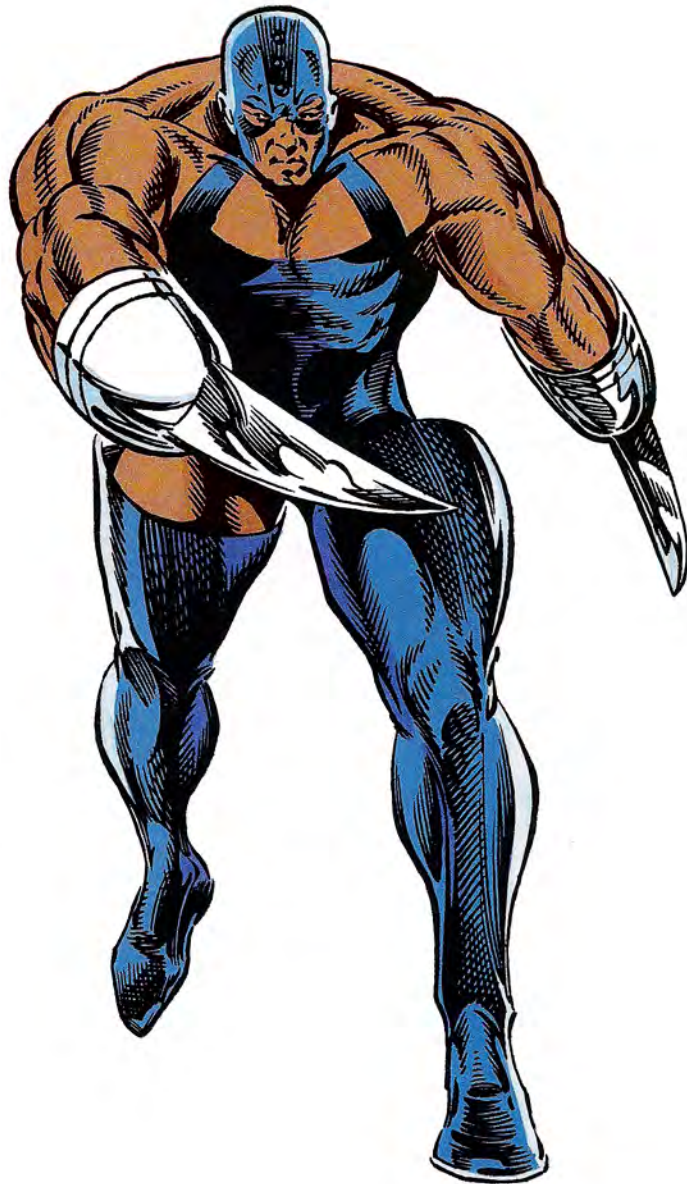
ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Razorfist is a cold-blooded killer. His chief loyalty is money. His chief weakness is overconfidence.

HISTORY:

Little has yet been revealed about the man calling himself Razorfist and his origin is unknown. He worked as a hired killer and enforcer for Mr. Roche, the supreme Crime-lord of Madripoor.



Patch (Wolverine's alias in Madripoor) interfered with one of Mr. Roche's attempts to assassinate Tyger, a competitor crimelord. Roche had Razorfist punish the incompetent assassins; the punishment was death. Roche then sent Razorfist to exact the same harsh penalty on Patch. While Razorfist proved a formidable foe, he was no match for Wolverine's unbridled fury combined

with his superhuman healing power. The current whereabouts of Razorfist are unknown.



STATISTICS:

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

Health: 120

Karma: 60

Resources: MN(75)

Popularity: -30 (6 as a businessman)

BACKGROUND:

Real Name: Johann Schmidt

Occupation: Former petty thief, menial laborer, bellboy; later terrorist leader for Nazi Germany; now businessman and would-be world ruler

Legal Status: German citizen with a criminal record; now officially dead, he poses as an American businessman

Identity: Captain America learned his true name and presumably told U.S. government authorities

Place of Birth: A village in Germany

Marital Status: Single

Known Relatives: Hermann and Martha Schmidt (parents, deceased), Mother Superior (daughter)

Base of Operations: Nazi Germany, later various hidden bases around the world, most recently Washington D.C.

Past Group Affiliations: Hitler's Third Reich; former leader of most Nazi subversives still active throughout the world; former ally of THEM and AIM; former leader of a fragment of HYDRA; ally of Arnim Zola; former partner of Loki, Doctor Doom, Kingpin, the Mandarin, Magneto, and the Wizard (in the "Acts of Vengeance" conspiracy); now behind the scenes leader of many organizations, including Power Broker, Inc. and ULTIMATUM.

Present Group Affiliation:

KNOWN POWERS:

None

Equipment:

Weapons: The Red Skull's most infamous weapon is his "dust of death" which shrivels and discolors the head of its victim to resemble the ghastly visage of the Red Skull. The dust can be fired from a handgun or cigarette holder. The handgun had a

range of 2 Areas. The cigarette holder's range was the same Area as its wielder.

The Red Skull has used many other weapons. Many of these are conventional but others are advanced beyond the scope of contemporary mainstream science. The Skull has also employed androids created by Arnim Zola.

Talents: The Red Skull has Amazing Reason in military, political, and subversive strategy. He also has Marksman, Martial Arts, and a variety of

weapon skills.

Contacts: At one time or other, the Skull has allied with, controlled, or otherwise influenced most major criminal or subversive organizations on Earth.

ROLE-PLAYING NOTES:

With Hitler's tutelage, the Red Skull realized his full potential as one of the vilest criminal masterminds of all time. Bent on world conquest, the Skull has no compunction against killing. Murder is one of his hobbies.



HISTORY:

Johann Schmidt was the son of a coarse, drunken German villager named Hermann Schmidt and his reportedly saintly, long-suffering wife Martha who died in childbirth when Johann was born. Driven to madness, Hermann tried to drown the newborn infant, but the doctor who had just delivered the infant saved him and Hermann took his own life. Johann was taken to a local orphanage, but ran away when he was seven years old and eked out a meager existence as a beggar and a thief. As he grew older, Johann worked menial jobs but spent most of his time in prison for various minor crimes.

After the Nazis had gained control of Germany, Schmidt was working as a bellboy in a hotel where he encountered Adolf Hitler, who declared he would make the bellboy into a "perfect Nazi" to serve as his right-hand man. Schmidt eagerly agreed, accepting Hitler as his master. Hitler took over Schmidt's training, gave him a red skull-shaped mask, and named him the Red Skull, answerable only to Hitler himself. The Skull undertook a wide variety of missions for Hitler, most of which involved the Skull's specialty, the spreading of terror.

In response to the Red Skull, the United States government created the persona of Captain America, who, with his teenage partner Bucky Barnes, fought against and thwarted the Skull and his plans many times during the war, both on his own and as a member of the Invaders. As Germany's ultimate defeat became more apparent, Captain America parachuted into Berlin to investigate rumors of a German doomsday plan. Captain America, who then tracked the Red Skull down to his hidden bunker, came upon him shortly before an Allied plane dropped a huge blockbuster bomb on the bunker causing a cave-in that Captain America barely escaped. Captain America returned to England only to fall into a trap which led to his falling into a state of suspended animation for decades. Support pillars that crisscrossed over the Red Skull saved him from the cave-in, but several

cannisters of experimental gas were ruptured by the explosion, placing the Skull in suspended animation as well. Years later, the Red Skull was found by a search team sent by the subversive organization called THEM, who he cooperated with just long enough to steal the Cosmic Cube. This theft led to the Skull's first post-war clash with the original Captain America who again defeated him.

Believing that with Hitler's death he should now rule the world, the Red Skull made repeated attempts at world domination, employing the Cosmic Cube, a fragment of HYDRA, and the last two Nazi death machines known as Sleepers. Nevertheless, the Skull repeatedly met defeat, most often at the hands of Captain America. Recently, the Skull learned that the gas that had kept him from aging while he was in suspended animation was reversing itself until his physical age matched his chronological one, making him so elderly that he would soon die of old age. Then, the Skull and Arnim Zola brainwashed Captain America's ally Nomad to dose Captain America's food with a chemical that would cause him to age fast and undo the effects of Cap's Super-soldier serum. Then, Skull captured the now elderly Captain America, and Zola extracted cell samples from Cap's body. Although aged, Captain America overpowered the Skull, who finally died from old age. Captain America was cured and the effects of the Super-soldier serum were again activated in his body, returning him to his former youthfulness.

Unknown to Captain America, Arnim Zola had preserved the Red Skull's consciousness, created a clone of Captain America from his cell samples, and transferred the Red Skull's consciousness into the clone. The Red Skull lived again, but this time in a duplicate of his arch-foe's body, complete with the full effects of the Super-soldier serum. Pleased with his revival and his new body, the Skull decided to adopt new methods to achieve world domination. He decided to abandon his trademark skull mask, wanting to blend in with society and to no longer

use the dated trappings of Nazism. In his quest for world domination, the Red Skull resolved to destroy America from within, planning to use distinctly American brands of right-wing extremism, followed by a large number of conspiracies all over the world. Two organizations that the Red Skull masterminded since his rebirth are Power Broker, Inc., which bestows superhuman strength on individuals, and the Watchdogs, an extreme right-wing vigilante organization.

The Red Skull established a false identity for himself as Mr. Smith, a leading American businessman based in Washington, D.C.. Douglas Rockwell, chairman of the Commission on Superhuman Activities, was secretly a Skull agent. Through Rockwell, the Skull arranged for the Commission to investigate Captain America and demand that he operate under direct control of the federal government. When Rogers refused and gave up the role of Captain America, Rockwell had the Commission delegate John Walker, the Super-Patriot, as the new Captain America. Walker proved ruthless in battling adversaries, killing many, ruining the image of Captain America. As a result, the Commission decided to remove Walker from his role as Captain America. Steve Rogers, in his new costumed identity as "The Captain" confronted Rockwell who, while the Captain was present, was murdered by a remote-control "dust of death" device in his phone. Cap traced the phone line to the Smith Building. Unbeknownst to Rogers, Skull had lured Walker there and convinced him that Steve Rogers was out to kill him. Upon Cap's arrival, the two fought with Rogers being the victor. Then, the Skull tried to hit Rogers with his "dust of death," but Walker revived and, realizing what had happened, threw his shield at the Skull, causing the Skull to spray himself. However, he didn't die, and instead his face mutated to become a living red skull. The Red Skull fled and Rogers and Walker reported what had happened to the Commission. Rogers resumed the role of Captain America. "Mr. Smith" is still at large.

STATISTICS:

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

Health: 60

Karma: 36

Resources: PR(4)

Popularity: -2

BACKGROUND:

Real Name: Robert Farrell

Occupation: Student, inventor, occasional crimefighter and freelance operative for Silver Sable International

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

Identity: Known to authorities

Place of Birth: Brooklyn, New York

Marital Status: Single

Known Relatives: Emma Johnson Farrell (mother), unnamed father (whereabouts unknown), three unnamed brothers, and three unnamed sisters

Base of Operations: New York City

Past Group Affiliations: Occasional freelance operative for Silver Sable International

Present Group Affiliation:

KNOWN POWERS:

Skateboarding: The Rocket Racer has Incredible Rank skateboarding ability. While on his skateboard, the Racer can perform Acrobatics feats. The Rocket Racer gets a +1CS to his Agility and Endurance ranks while on his board.

Unique Vehicle: The Rocket Racer rides a rocket-powered magnetic skateboard. It is controlled by a crude cybernetic system built into the Racer's headset which resembles a Walkman radio. This system converts information from the Racer's brain into electrical signals that control the skateboard as well as other mechanisms housed in the Racer's costume. The cybernetic link between the Rocket Racer and his board requires physical contact through the magnetic clamps in his boots. The Rocket Racer's skateboard is powered by microrockets which can propel him at Good

speeds (4 Areas/round). The board has a range of about 75 miles, before exhausting its fuel supply. The Skateboard has the following Power Stunt:

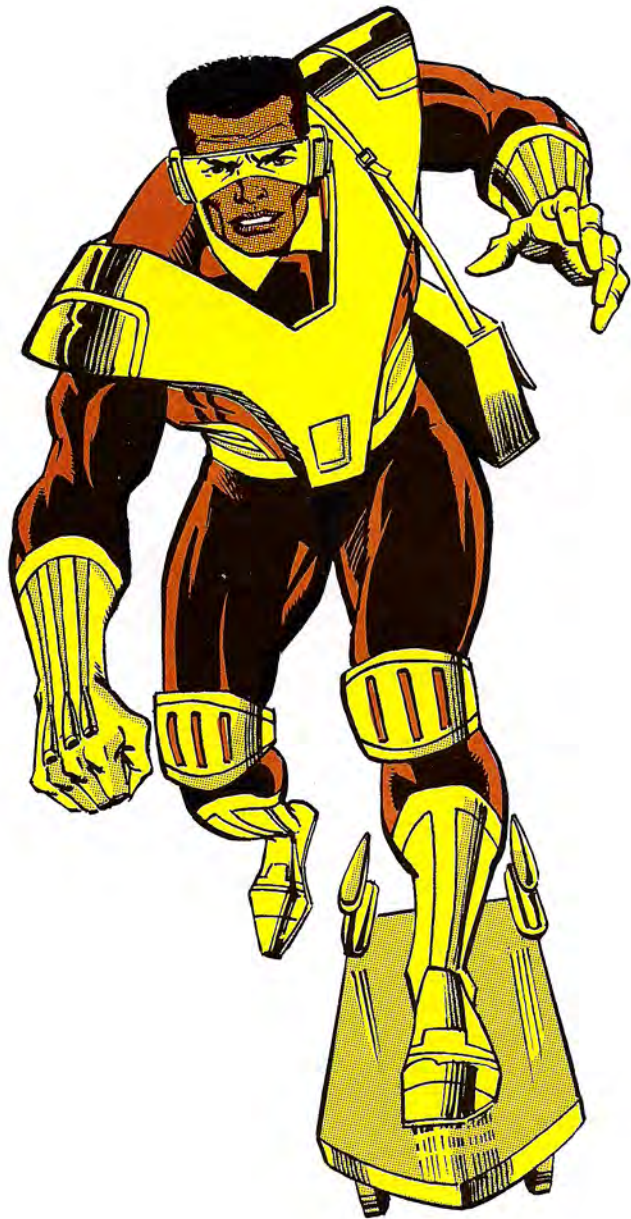
Wall-climbing: Special gyroscopes in the board's wheels and the Racer's boots gave the Rocket Racer Incredible ability to climb the walls of buildings while on his board (also at Good speed).

Weapon: The Rocket Racer's gloves are equipped with explosive mini-rockets which explode with a con-

cussive force that does Incredible damage. The mini-rockets have a range of 3 areas. The gloves have the following Power Stunt:

Rocket-powered Punch: Some of the mini-rockets have been modified to allow the Rocket Racer to deliver a special "rocket-powered punch" attack. Each such attack gives the Rocket Racer a +2CS to his Strength. The Rocket Racer can deliver no more than 6 rocket-powered punches per encounter.

Talents: Robert Farrell is a natural



inventor and proficient in many of the Physical Sciences.

Contacts: Farrell is a friend of Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Robert Farrell was a good guy who turned to a life of crime to help meet his family's financial obligations. However, with the help of his friend Spider-Man, Farrell returned to the straight and narrow. He occasionally hires out his services as a super hero to bring in some extra money.

HISTORY:

Robert Farrell was the oldest of seven children, all of whom were supported by their mother after their father had abandoned them. In high school, he excelled in science, but he had to start working immediately after graduating to help support his family. Farrell joined the Air Force where he could become an expert in certain areas of technology. Then his mother suffered a heart attack and was removed to Newhope Memorial Hospital. Unable to pay the bills for her treatment and support his siblings, Farrell turned his talents toward crime. Using his scientific genius, combined with his proficiency at riding a skateboard, he designed a weapon-equipped costume as well as a super skateboard and became the Rocket Racer. Farrell spent months practicing with his board until he felt as though it had become a part of him.

The Rocket Racer's debut as a

costumed criminal was not very auspicious due to the timely interference of the masked crime-fighter known as Spider-Man. After stealing a briefcase filled with negotiable securities from a courier, the thief was easily defeated by Spider-Man who turned him over to the police. Presumably in return for a profit from the Racer's criminal activities the sinister inventor known as the Tinkerer greatly improved Farrell's original designs for his apparatus. The Rocket Racer then returned to his criminal activities by blackmailing an embezzler named Jackson Weele. Seeking revenge, Weele sought out the help of the Tinkerer, who devised him a peculiar looking vehicle shaped like a wheel with a 12 foot diameter. Equipped with machine guns attached to the axle, the device had a central section in which Weele sat while operating the weapons. The wheel-shaped exterior revolved around the central axis to provide propulsion. Calling himself the Big Wheel, Weele interrupted a fight between Spider-Man and the Rocket Racer. The Racer evaded the Big Wheel by skateboarding onto a rooftop, where Spider-Man snagged him with a web-line and forced him off his board. The Big Wheel continued to roll toward the Racer, but at the last second, Spider-Man pulled him out of the way. The momentum carried the Big Wheel right through the restraining wall on the roof's edge and into the river. Spider-Man dove in after him, but he could find no trace of Jackson Weele in the murky water.

When Spider-Man emerged from the river, the Rocket Racer had fled. The police later caught him by demagnetizing his boot clamps with an "anti mag-net." Learning the reasons for the Racer's criminal career and acknowledging his strong ties to the community, the judge allowed him to post bail. But the cost was more than his family could afford, so they borrowed from a bondsman who charged an initial fee of 10 percent, but soon began to raise it.

Threatened to foreclose on the homes and businesses of his family and friends, the bondsman suggested that Farrell return to crime to pay the debt by working for him. Since Farrell had no money or assets to settle the account and since he refused to return to a life of crime, the bondsman hired a mercenary known as the Bounty Hunter to kill the Rocket Racer to set an example. Again an altercation between Spider-Man and the Rocket Racer was interrupted, this time by the Bounty Hunter. The tables were turned however, when the Racer saw the Bounty Hunter about to kill Spider-Man and realized that he wouldn't be able to live with himself if he allowed the hero to die. In response, he attacked the Bounty Hunter and Spider-Man and was able to narrowly defeat the villain.

The Rocket Racer turned himself in to local authorities, but when the judge learned the truth, in sympathy he issued the Racer a light jail sentence as well as community service work. After his short sentence was served in prison, Robert Farrell received a full scholarship to Empire State University where he is currently studying electrical engineering. He continues to serve his community both in his civilian guise and as the Rocket Racer, and his path still occasionally crosses that of Spider-Man, whom he regards as his hero. For example, Spider-Man had committed a crime in order to help Silver Sable bring a major criminal to justice, but Racer raced to his defense and tried to prove his innocence. Spider-Man and the Racer recently teamed up to quell a race riot on campus and to stop the menace known as Skinhead.

STATISTICS:

F TY(6)
A TY(6)
S TY(6)
E EX(20)
R EX(20)
I EX(20)
P EX(20)
Health: 38
Karma: 60
Resources: RM(30)
Popularity: -10

BACKGROUND:

Real Name: Unknown
Occupation: Criminal organizer specializing in processing of stolen property and gambling operations
Legal Status: Unknown
Identity: Secret
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Midtown Manhattan, New York City
Past Group Affiliations: Lieutenant of Kingpin of Crime, allied with the Hobgoblin
Present Group Affiliation:

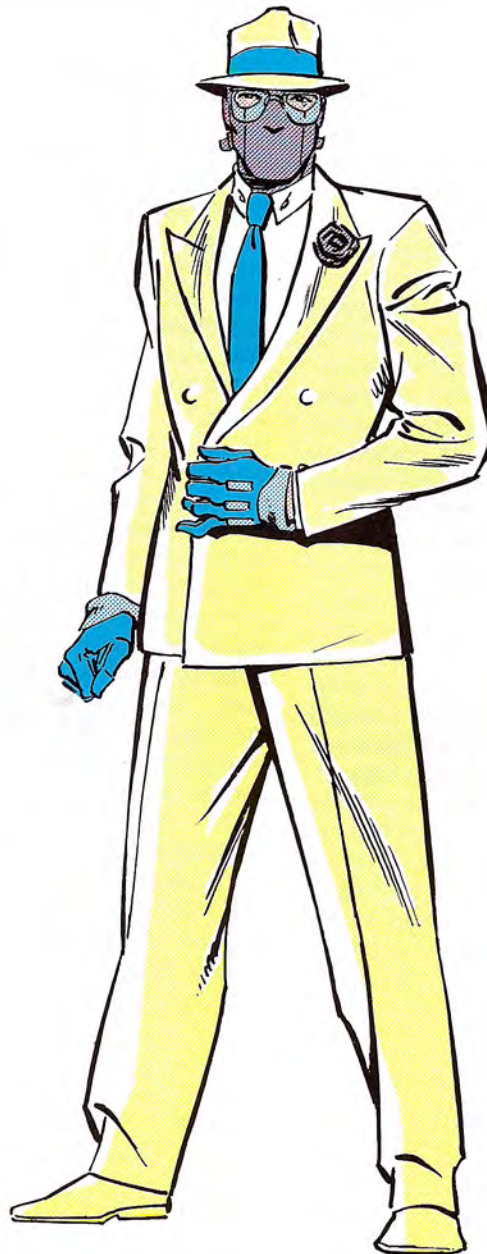
KNOWN POWERS:

Equipment:

Weapons: The Rose always carries a handgun that does Typical damage and has a range of 3 Areas. He also carries a variety of mini-grenades such as knockout gas, weakness gas, and concussion grenades. The grenades are meant primarily to provide a diversion in case he needs to make a quick exit.

Talents: The Rose has Martial Arts E, Guns, and Thrown Weapons skills. He is a masterful organizer and administrator with Remarkable reason in these areas. He has Incredible reason in gambling operations.

Contacts: The Rose is currently a lieutenant in the Kingpin's criminal organization. The Rose recently allied with the Hobgoblin in an attempt to increase his personal power base.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Rose is an enigma, a secretive criminal mastermind who is weaving his own organization on the fringe of the Kingpin's mighty empire. The Rose appears to be an expert at using supervillains to pursue his own ends. What the Rose's ultimate goal may be remains as much a mystery as his true identity.

HISTORY:

Little is known about the Rose prior to his first encounter with Spider-Man, other than the fact that by that time he was already a high-level employee of Wilson Fisk, the Kingpin of Crime. The Rose was illegally affecting the outcome of professional football games by paying off key players, and Spider-Man's intervention helped bring the operation to light and created a public scandal. The two came face-to-face in a fight at a warehouse owned by the Rose, but despite Spider-Man's best efforts, the Rose escaped.

A short while later, the Kingpin ordered the Rose to arrange delivery of a shipment of heroin, but did not entrust him with the full details. Displeased with the Kingpin's treatment, the Rose nonetheless made the arrangements and discovered that the entire effort had been set up to attract the costumed vigilante called Dagger. Realizing that Dagger was of value to the Kingpin, the Rose himself tried to kidnap her, but failed due to interference by Spider-Man, Cloak, the Black Cat, and the Answer, the last of whom succeeded in capturing her for Kingpin.

Soon thereafter, Spider-Man discovered another of the Rose's warehouses, this one set up to process stolen goods. The loss of this operation caused the Rose concern for his monthly revenue quotas as set up by the Kingpin, and so he sanctioned the assassination of Spider-Man. To that end, he contacted the Puma, a superhuman mercenary whom he used for his most challenging assignments. The Puma was foiled in first two attempts, and before he could try a third time, the contract came to the Kingpin's attention. Preferring to deal with Spider-Man in his own way and time, Kingpin ordered the Rose to cancel the agreement, an order which caused the Rose to harbor even more resentment. At this point, the Hobgoblin proposed a partnership through which they would take over all gambling operations in New York and kill Spider-Man. These actions would provide the Rose a powerful ally, and the Hobgoblin an army of organized criminals and a regular source of income. The Rose agreed and the Hobgoblin began a campaign of terror aimed at the city's illegal gambling establishments, forcing them to hand over 10 percent of their weekly income and cutting into the

Kingpin's profits.

The Rose also agreed to aid the Hobgoblin in a personal matter. The Hobgoblin's powers derived from designs created by Norman Osborn, the original Green Goblin, and Osborn's journals had been destroyed by Spider-Man. However, the Hobgoblin was certain that Osborn's son Harry possessed duplicate journals, and arranged to contact Harry while the Rose's men kidnapped his wife Liz as a bargaining chip. Eager to have his pregnant wife released, Harry found only one journal and turned it over to the Hobgoblin. He was taken prisoner, but Spider-Man's intervention saved Harry, Liz, and their friend, Mary Jane Watson, who had been kidnapped with Liz. The warehouse in which they were held was destroyed, but both the Hobgoblin and the Rose escaped.

By this time, the Kingpin had become personally aware of the Rose's growing organization, but preferred to do nothing and bided his time. Not certain of the Rose's true identity but harboring suspicions, the Kingpin anticipates an eventual confrontation.

STATISTICS:

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

Health: 165

Karma: 60

Resources: GD(10)

Popularity: -10

BACKGROUND:

Real Name: Unknown

Occupation: Enforcer

Legal Status: Unknown

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Madripoor

Past Group Affiliations: Partner of Bloodscream, employee of General Nguyen Ngoc Coy

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Roughhouse's toughness and dense flesh provide him with Amazing protection versus Physical attacks and Remarkable resistance to Energy attacks.

Invulnerability: Roughhouse cannot be slain by non-magical means, although he can be beaten senseless (as Wolverine has proven more than once).

Contacts: Partner of Bloodscream; employee of General Nguyen Ngoc Coy

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Roughhouse, as his name suggests, is a rough and rowdy supervillain possessing considerable loyalty to whomever is signing his check. He is a carousing giant who enjoys a good fight almost as much as a pretty girl (maybe a little more). However, Roughhouse can be a merciless and cold-blooded killer if that's what the job calls for.

HISTORY:

Little has yet been revealed about the being calling himself Roughhouse and his origin is unknown. He and his partner Bloodscream (a vampire) act as enforcers for the Asian crime-lord, General Nguyen Ngoc Coy. In aiding General Coy in his attempt to unseat Tyger as crimelord of the island nation of Madripoor, Roughhouse and Bloodscream first



clashed with the mutant adventurer Wolverine. Wolverine was only able to defeat the merciless enforcers with the aid of several friends: Archie Corrigan, Xi'an Coy Manh (Karma), Jessica Drew (formerly Spider-Woman), Lindsay McCabe, and Tyger.

Roughhouse and Bloodscream remain adversaries of Wolverine to this day.

STATISTICS:

F RM(30)
A AM(50)
S UN(100)
E UN(100)
R RM(30)
I EX(20)
P AM(50)

Health: 280

Karma: 100

Resources: UN(100)

Popularity: 0 (75 or -30) *

* S'byll's Popularity is 75 with those Skrulls whose power to shape-change she has restored, but -30 with rival claimants to the Imperial throne.

BACKGROUND:

Real Name: S'byll

Occupation: Skrull Empress

Legal Status: Claimant to the Imperial Throne of the Skrull

Place of Birth: Satriana in the Skrull Empire

Marital Status: Single

Known Relatives: Unrevealed

Base of Operations: Satriana

Past Group Affiliations: Allied with Silver Surfer

Present Group Affiliation:

KNOWN POWERS:

Body Armor: S'byll had Super-Skrull toughness that gives Incredible resistance to Physical attacks and Amazing resistance to Energy attacks.

Energy Blast: S'byll can project an Energy Blast that does Amazing damage and has a range of 3 Areas.

Shape-Shifting: After undergoing genetic transference powered by the Silver Surfer and Kl'rt the Super-Skrull, S'byll had Shift Y Shape-changing abilities. She could rearrange her atomic structure to assume the form of any organic or inorganic person or thing. The full extent of her ability is unknown. Her most destructive form is apparently in the shape of a vaguely humanoid amorphous blob. In this state, her powers are at their highest peak. In her amorphous free-form shape, S'byll has the following Power Stunts:

* **Flight:** S'byll flies at Unearthly Speed (10 Areas/round).

* **Envelope:** S'byll can envelope an object the size of a starship (10

square miles) and cause Shift X crushing damage each round until it is destroyed.

* **Enhanced Body Armor:** S'byll's free-form shape gives a +3CS to her normal body armor protection.

* **Enhanced Energy Blast:** S'byll's Energy Blast also receives a +3CS while in this form and its range is extended to 50 areas.

Power Transfer: S'byll can awaken

the shape-changing powers of one of her race simply by touching him or her. The transfer doesn't weaken S'byll and is completed in one combat round. A Skrull subjected to S'byll's Power Transfer ability will gain the Shape-shifting Power at a power rank equal to his or her Endurance.

Talents: S'byll is skilled in the use of most Skrull technology.



Contacts: In the most recent phase of the Kree-Skrull War, S'byll allied with the Silver Surfer, Shalla Bal (Empress of Zenn-la), K'Irt (Super-Skrull), and Captain Reptyl.

ROLE-PLAYING NOTES:

S'byll is fighting against incredible odds to preserve her Empire and her race. She will pay any price to regain the lost glory of the Skrull.

HISTORY:

S'byll, Empress of the Skrulls, tricked the Silver Surfer into aiding her fleet in battle against the Badoon, but unknown to him, the Badoon had already allied with the Kree. Seeing the Silver Surfer's attack as a breach of his neutrality agreement, the Kree launched an attack against his homeworld of Zenn-la. The Surfer then raced to his home planet and arrived to find a Kree fleet waiting to battle him. Realizing that the Silver Surfer was the only hope of survival for the Skrulls, S'byll followed with her own fleet.

The battlefleet the Kree had assembled was soon outgunned, but they returned with an even larger fleet. This moment of respite gave S'byll's consort, K'Irt the Super-Skrull, the time needed to convince the Surfer to use his Power Cosmic to catalyze the latent shape-changing powers in S'byll's genetic structure. The two were able to awake the full power of a shape-changing Super-Skrull in S'byll. Now capable of giving the ability to shape-change back to others of her race, S'byll was sure that the Skrulls would be able to defy the Kree's efforts at genocide.

The Kree then amassed an armada of 12 full fleets and launched them at the defiant Skrulls. And in the meantime, the normally peaceful people of Zenn-la decided to join the battle even though they would probably be overrun. Thinking quickly, the Silver Surfer boarded the flagship and gained an audience with Nenora, Supreme Leader of the Kree, who agreed to spare Zenn-la if the Surfer would exile himself from there forever, to which he agreed. Then, the Kree departed and the Sil-

ver Surfer and the Skrulls made for Satriana, S'byll's homeworld.

Shortly after their arrival there, the Stranger appeared and tried to add S'byll to his pet mutant collection. The attempt was foiled when Captain Reptyl arrived on the scene and traded his entire pirate crew for her. In return for her freedom, he asked to become a Privateer in her cause, and S'byll happy to find a new ally, accepted his service. However, on their return to Satriana, K'Irt and Captain Reptyl dueled for the honor of being S'byll's consort and the Warlord of the Skrulls. K'Irt, a friend of the Surfer, was slain, but S'byll refused to allow him his revenge because she needed Reptyl and his freebooters for the coming Kree storm.

Meanwhile, one of Reptyl's more insignificant cutthroats, Clumsy Foulup, had become the unwitting pawn of the Contemplator. Following the Contemplator's direction, Foulup offered his services as a double-agent to the Kree and they agreed. Reptyl unwittingly fell in their trap when he made Foulup his servant. The largest Kree armada yet assembled attacked Satriana and, at this crucial moment, Foulup stabbed Reptyl in the back, killing him.

Without the military genius of Reptyl leading them, the Skrull fleet was quickly destroyed. Most of the Kree returned to their capital city of Hala to celebrate, although they left a token force to finish off the only foe that remained, the Silver Surfer, although it turned out to be no match for the power cosmic. Surfer found himself looking out on a huge graveyard of broken warships, most of them Skrull, and was surprised and relieved when one of the pieces of wreckage suddenly reverted to the form of S'byll, who had used her shape-shifting abilities to escape the destruction that befell her warfleet. Not content to say the Kree had won, he convinced S'byll to join him in an assault on Hala itself.

When they reached Hala, the Silver Surfer distracted the warships while S'byll used her shape-changing ability to slip aboard them and sabotage their weapons. The fleet disabled, they were free to infil-

trate the Palace of Nenora. Some time earlier, Shalla Bal, Empress of Zenn-la, had been warned by the Cotati (a psionic plant race) that Nenora was actually a Skrull in the form of a Kree, but Nenora had planted electronic spying devices in Shalla's quarters and overheard Shalla musing about Nenora's true identity as a Skrull. Nenora had one of her robotic Sentries kidnap the Zenn-lavian Empress and bring her to Hala before she could warn the Surfer. Nenora then imprisoned Shalla, figuring that she would be a valuable hostage, but the Cotati intervened and telekinetically released the Empress. They then used their mental powers to show them a new more terrible menace that threatened Zenn-la and both the empires of the Kree and the Skrulls—the Elder known as the Contemplator. The Cotati claimed they were being so helpful because they wanted peace with the Surfer. This was partly true, but the Cotati also feared that if the Contemplator became ruler of the Kree Empire, he might become a threat to them as well.

With knowledge given her by the Cotati, Shalla was able to lead the Silver Surfer and the Skrull Empress to Nenora's private chamber. After a brief struggle, S'byll defeated Nenora and reverted her corpse to its true Skrull form. The highest ranking Kree still alive agreed to a truce (which meant S'byll would have time to rebuild her fleets and give more of her people the power to shape-change). After S'byll, the Silver Surfer, and Shalla Bal left Hala, there was a brief power struggle which surprisingly resulted in placing Clumsy Foulup in the position of Supreme Leader. Before the Contemplator could interfere, he was attacked by the Cotati and their mental powers proved superior to his.

Presently, S'byll faces many new challenges. With a respite from the forces of the Kree, she may be able to make the Skrull Empire a power to be feared again. Of course she will have to deal with the other claimants to the Skrull Throne first.

STATISTICS:

F GD(10)
A GD(10)
S IN(40)
E IN(40)
R GD(10)
I MN(75)
P UN(100)

Health: 100

Karma: 185

Resources: GD(10)

Popularity: 4

BACKGROUND:

Real Name: Satana Hellstrom

Occupation: Succubus

Legal Status: U.S. citizen with no criminal record

Identity: Was not known by the general public to have demonic parentage

Place of Birth: Greentown, Massachusetts

Marital Status: Widowed

Known Relatives: "Satan" (father), Daimon (alias Son of Satan, brother), Victoria (mother, deceased)

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

The daughter of "Satan," Satana had a wide range of personal powers, which included:

Levitation: Satana could levitate up or down at Poor speed.

Mind Control: She could control the minds of beings with Typical or weaker Psyches, so long as she concentrated on the effort. She could attempt to control someone with a Good or better Psyche but the victim may resist with a Green FEAT roll and +1CS to his or her Psyche.

Bolts of Soulfire: Satana could project bolts of mystical energy, "soulfire," that caused excruciating pain through direct stimulation of a person's life force. The victim had to make a Yellow Psyche FEAT roll or pass out from the pain. Satana could also project her soulfire as bolts of concussive force that did Remarkable damage. Her Soulfire had a range of 4 Areas.

Succubus: A succubus is a being which extracts human souls and feeds on their psychic energies. To take the souls of men, Satana would

usually kiss her victim as she drew forth his soul. To escape Satana's embrace requires a Red Psyche FEAT roll; failure will drain the victim of one level of Psyche. This vampiric attack continues until the victim makes his FEAT roll or is drained of all his Psyche, killing him.

Magic: Satana was a Sorceress of Master level. The full range of Satana's spells were never revealed. She did have the following though:

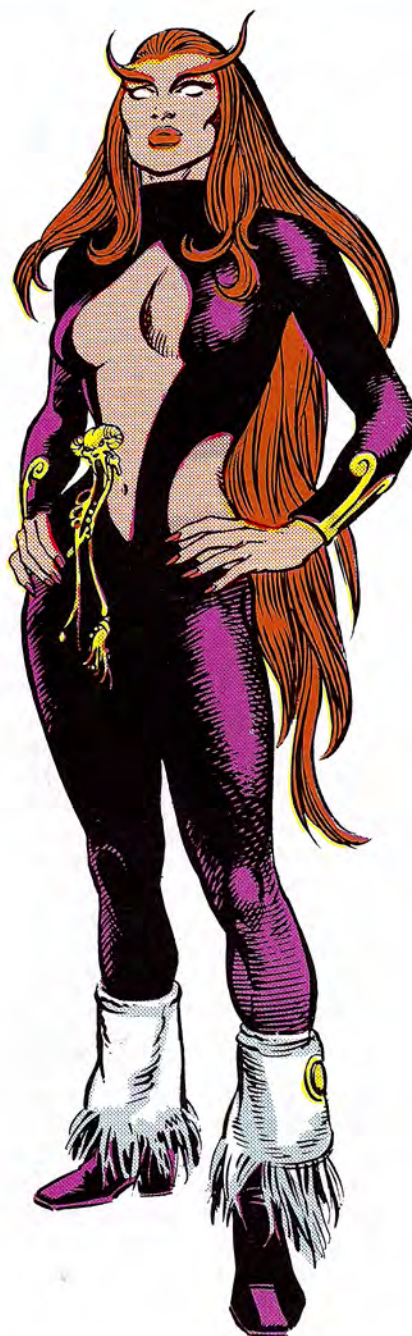
* **Astral Detection (P):** Satana had

Amazing ability to detect beings in the Astral Dimension.

* **Astral Projection (D):** Satana could transport her Psyche into the Astral Dimension with Unearthly ability.

* **Mystical Energy Shield (U):** A personal force field of Incredible strength.

The Basilisk: Satana contained within her spirit a demon of immense but undefined powers called the Basilisk which she could set free to do her bidding. Each time she set the



monster loose, though, it grew more difficult to control. The Basilisk had the following minimum Statistics:

F	30
A	20
S	50
E	100
R	6
I	40
P	40

Talents: Satana has Monstrous knowledge of Occult Lore and a Mystic Background.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Satana's human half proved stronger than her demonic heritage. Her many years on Earth only served to strengthen her love for humanity.

HISTORY:

Over two decades ago a demon who called himself "Satan" after the legendary embodiment of evil, came to Earth in the guise of a human, intent upon fathering children who would be half-demon and half-human. Shortly after, he seduced a lonely and naive young woman named Victoria Wingate and married her shortly thereafter. Their son Daimon was born within a year and their daughter Satana was born three years after Daimon. Victoria never suspected the truth about her husband and even ascribed the unusual

names he gave their children to mere eccentricity. However, when Satana was still a child, Victoria discovered her husband and Satana performing a black magic ritual in the basement of their New England mansion. Her husband said that the time had come for Victoria to know the truth as Satana already did, and transformed into demonic form before her eyes, calling himself "Satan."

Victoria Hellstrom went mad upon witnessing this and died soon afterward. Daimon was placed in an orphanage, and "Satan" took Satana to his hell-like extradimensional realm where he schooled her in the use of her demonic powers, some of which she had inherited from him, others which he granted her. He caused her to be possessed by a powerful demon called the Basilisk. Satana remained in full control of her mind and body, however, and the Basilisk had to do her bidding when she released it from her body. However, she became aware, after leaving "Satan's" realm, that the more she used the Basilisk to serve her ends, the stronger it grew, and that it might one day turn against her. "Satan" also turned Satana into a succubus, able to draw a human spirit from its body and absorb its psychic energy.

After Satana reached adulthood, "Satan" decided to test his daughter's loyalty. Acting in the guise of a human named Miles Gorney, supposedly the leader of a mystic cabal called the Four, "Satan" brought Satana to Earth where she discovered that her succubus power had given her an addiction like a vampire's where she now had to absorb the psychic energy of human spirits in order to survive. Eventually, after Satana had long struggled against her supposed enemies, "Satan" revealed that he was Gorney and had been behind Satana's troubles. He then ordered Satana to use her suc-

cubus power to seize the soul of the dying former priest Michael Heron, who had once saved her life and whom she regarded as a friend. Satana refused to obey "Satan's" command and, when Heron died a moment later, allowed his spirit to travel where it was intended to go. Furious, "Satan" disowned Satana, exiled her from his realm, and vowed to kill her if they ever met again.

Satana spent the following years learning about the world of humans, and coming to value the friendships she made with human beings. During this time she also battled heroically against the agents of the demonic race known as the N'garai. Finally, Satana learned that the Earth dimension's Sorcerer Supreme, Dr. Stephen Strange, had been transformed into a werewolf as a result of having to use the Shatra Book of the Damned, a volume of black magic, in order to save the life of his lover Clea from his enemy Silver Dagger. Satana knew that it was necessary to cure Strange for the good of the Earth, even though she knew that, to do so, she would have to sacrifice her own life. While Strange's physical form was that of a werewolf, his spirit form (consciousness) was held prisoner by demons in an astral realm. Satana therefore cast a spell that projected her spirit into that astral realm where she found that she had to unleash the Basilisk to drive off the demons so that she could reach Strange's soul. She freed Strange's soul, but then a demon thrust a mystical weapon into her own spirit, thereby causing her body on Earth to become mortally wounded. The Basilisk then turned upon her, but died as her physical body did back on Earth. Dr. Strange, now freed of the werewolf curse, eulogized Satana as a hero. Her spirit's fate is unknown, but it is not in "Satan's" realm.

Below are the descriptions of four of the major Savage Land Races. The Statistics given are for a typical member of that particular race.

AERIANS

STATISTICS:

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

Health: 46

Karma: 60

Resources: EX(20)

Popularity: 20 (-20 to the Pterons)

BACKGROUND:

Base of Operations: Aerie Shalan

Type of Government: Technocracy, led by a chief scientist

Level of Technology: Highly advanced, even beyond that of mainstream Earth science in various areas.

KNOWN POWERS:

Flight: The Aerians possess large feathered wings which allow them to fly at Good speed. An Aerial gets a +1CS to his Agility in flight.

Talents: The typical Aerial has Excellent (or better) Reason with Atlantean technology.

HISTORY:

The Aerians became the principal allies of Ka-Zar and Shanna in Pangea and were aided by them in their war with the Pterons.

FALL PEOPLE

STATISTICS:

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

Health: 50

Karma: 32

Resources: PR(4)

Popularity: 4 (-10 to Sun People)

BACKGROUND:

Base of Operations: A village in the Savage Land

Type of Government: Tribal, led by a chieftain

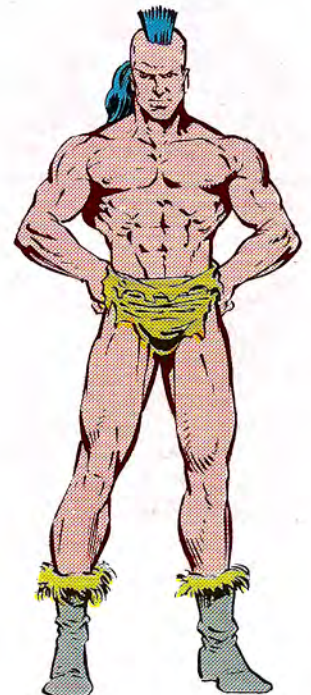
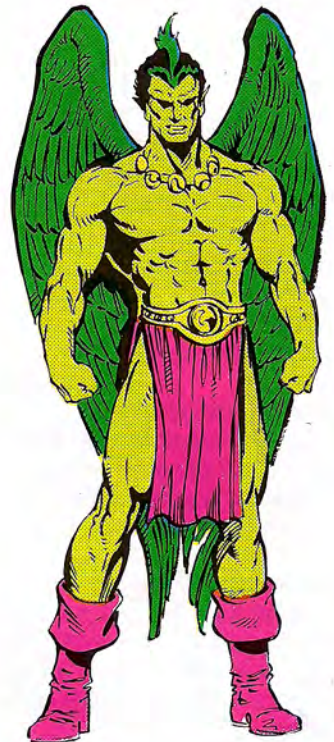
Level of Technology: Primitive, but had learned to make iron tools and weapons

KNOWN POWERS:

Talents: The typical tribesman of the Fall People has Animal Handling, Thrown Weapon, and Bow skills. He would also have other skills related to wilderness survival, such as hunting and fishing.

HISTORY:

Ka-Zar took a particular interest in the Fall People, and their chieftain Tongah was his best friend. Most of the Fall People were killed by attacks from the Sun People and by the extraterrestrial Quarlians.



PTERONS

STATISTICS:

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

Health: 66

Karma: 14

Resources: FE(2)

Popularity: -20

BACKGROUND:

Base of Operations: The caverns of Athmeth beneath Pangea

Type of Government: Monarchy

Level of Technology: Low

KNOWN POWERS:

Flight: Like the pterodactyls (winged reptiles) they resemble, Pterons can fly with Poor speed. While airborne, Pterons gain a +2CS to their Agility rank.

HISTORY:

The origin of the Pteron race is unknown. Presumably the Pterons were created through genetic engineering by Atlantean scientists. Recently, the Pterons launched a war against the Aerians which ended when much of the Pteron race was killed in a cave-in.

SUN PEOPLE

STATISTICS:

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

Health: 24

Karma: 30

Resources: AM(50)

Popularity: -20

BACKGROUND:

Base of Operations: The Sun Empire

Type of Government: Empire ruled by a priestess queen

Level of Technology: Low

KNOWN POWERS:

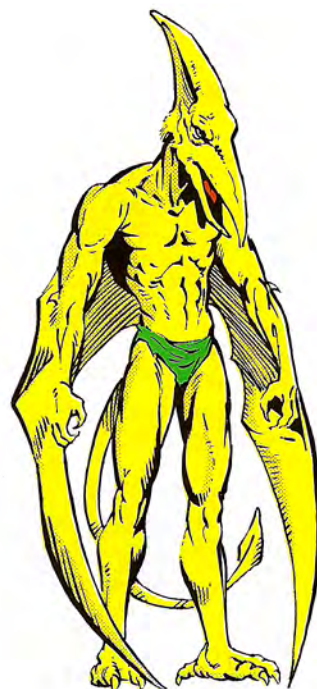
None

HISTORY:

The Sun People were the most powerful grouping of sentient beings within the Savage Land, within which they had established a small "empire" through conquest. In conquering other peoples and other lands, the Sun People believed that they did honor to their Sun God, Garokk. Their leader, the priestess queen Zaladane, was a sorceress who twice attempted to conquer all of the Savage Land and once allied herself with a human being who had taken on the appearance of Garokk.

GROUP HISTORY:

The Savage Land was an artificially created tropical forest region nestled amidst a ring of volcanic mountains on the icy continent of Antarctica. Ages ago, an alien race known as the Nuwali created the Savage Land as a kind of wildlife preserve where Earth's life forms could be studied under controlled conditions. The Nuwali created this preserve on behalf of their employers, yet another alien race which has not



yet been identified. These same employers also had the Nuwali establish similar preserves on other planets. The Nuwali constructed advanced technological devices within caverns beneath the Savage Land knowing that the volcanic heat would enable them to create a tropical environment best suited to the life of that era in isolation from the rest of the planet. Within the Savage Land, the Nuwali preserved many of Earth's life forms past the point that their species became extinct in the outside world. Hence, plant and animal species from the Triassic period (the beginning of the "Age of Dinosaurs") through the Pleistocene (the "Ice Age") continued to flourish there. Into the Savage Land the Nuwali also brought the Man-Apes, an evolutionary forebear of *Homo sapiens*, and early examples of *Homo sapiens* itself. Finally, however, the Nuwali's employers lost interest in the Savage Land and the similar habitats of other worlds, and so the Nuwali abandoned them. All of the habitats collapsed except the Savage Land.

In the centuries before the worldwide disaster known as the Great Cataclysm in which the continents of Atlantis and Lemuria sank, Atlantis built a great worldwide empire and achieved scientific and technological heights still unsurpassed in many areas of research today. Several small tribes of nomadic Atlanteans sailed to Antarctica and lived within the great caverns lying beneath the frozen wastelands bordering the Savage Land. Eventually these Atlanteans discovered an immense cavern containing the machinery that helped to regulate climate conditions in the Savage Land. Atlantean scientists made considerable improvements in the machinery and extended its range to cover certain areas of the surface beyond the Savage Land. The scientists used other technological devices left behind by the Nuwali to create incredible means of amusement for their people. The Atlanteans soon named their Antarctic colony "Pangea," which means "paradise." Word of Pangea spread back to Atlantis as well as to other nations of that time,

such as Valusia. Soon, Pangea became a leading center of trade and the world's finest amusement and recreation center. The Savage Land served as stock lands for various forms of wildlife, many examples of which were imported into Pangea.

The Atlantean scientists in Pangea turned their attention to genetic engineering, experimenting upon Man-Apes they had brought from the Savage Land, and using equipment left behind by the Nuwali. Thus the Atlantean scientists genetically altered the bodies of the beast men into bird-people (the Aerians), monkey-people (the Tree People), fish-people (the Tubanti), and other animal-like races, all of which had human-level intelligence. The Atlanteans initially used these animal-people as laborers in the Pangean amusement center. The animal people grew increasingly restive at being treated as slaves and eventually the Atlanteans of Pangea built fully automated, self-repairing maintenance machinery, eliminating the need for the animal-people to work as laborers. The Atlanteans then confined the animal-people to a sector of Pangea far removed from their own. The animal-people finally rose up in rebellion and, after weeks of warfare, defeated the Pangean Atlanteans. The animal-people demanded equal rights as sentient beings and so, the Atlanteans further extended the range of the climate control machinery so that it turned all of the frozen wasteland above the underground Pangea colony into a tropical environment. The animal-people then settled in unpopulated areas of Pangea's surface.

When the Great Cataclysm struck, the continent of Atlantis sank and the Atlantean Empire came to an end. The Cataclysm caused the Savage Land and Pangea to sink below sea level, but thanks to the surrounding mountains, neither area was submerged beneath the sea. The climate-control mechanisms were so well built that they survived the sinking of the landmass and continued to be operational. However, three-fourths of the human population of the Savage Land and Pangea were killed in the upheaval. The rest sank

swiftly into barbarism, and soon, as a result of widespread violence, only a 10th of the human population that existed before the Cataclysm was still alive. Peace eventually returned and the human beings of Pangea and the Savage Land struggled back upwards toward civilization, forming tribes such as the Fall People.

The British Lord Kevin Plunder and the American Shanna O'Hara, better known as Ka-Zar and Shanna the She-Devil, came to live in the Savage Land in recent times, and in exploring the Savage Land and Pangea encountered many of its diverse races and tribes. Recently, the alien marauder Terminus wreaked extraordinary destruction within Pangea and the Savage Land, destroying the climate-control machinery and snuffing the volcanoes surrounding the Savage Land. Terminus slaughtered great numbers of the sentient beings living in Pangea and, with the volcanoes extinct and the climate-control machinery wrecked, virtually all of the inhabitants of these two regions were soon killed by the Antarctic cold, which swiftly spread over both the Savage Land and Pangea. Ka-Zar, Shanna, their sabertooth tiger Zabu, and a small number of Savage Land natives are known to have survived the disaster; it is not known how many other survivors there may be.

In addition to the list above, there were many other races that dwelled in the Savage Land and Pangea, such as the Lizard Men of the city of Vala-Kuri in the Savage Land, the nomadic Cat People of Pandori in Pangea, and the amphibious fish-like Tubanti of Pangea's inland Gorahn Sea. The full number of races that lived in the Savage Land and Pangea may now never be known.

The Savage Land was restored to its tropical state by the High Evolutionary and Garokk. The plant and animal life has been restored, and some former inhabitants have returned from otherdimensional exile.

ADDITIONAL NOTES

STATISTICS:

F RM(30)
A AM(50)
S IN(40)
E IN(40)
R TY(6)
I EX(20)
P TY(6)

Health: 160

Karma: 32

Resources: TY(6)

Popularity: -20

BACKGROUND:

Real Name: MacDonald "Mac" Gargan

Occupation: Former private detective, now professional criminal

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

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the Masters of Evil III, former partner of Mr. Hyde

Present Group Affiliation:

KNOWN POWERS:

Climbing: The Scorpion can climb any surface he can get a grip on, either by wedging his fingers into small cracks or creating handholds in concrete.

Battlesuit: The Scorpion's suit provides him with the following powers:

* **A armor:** The battlesuit provides the Scorpion with Excellent protection from most attacks, except electrical which it gives Remarkable protection.

* **Scorpion Tail:** The tail is made of Incredible material and can be used as a club to do Amazing damage. When striking with his tail, the Scorpion receives a +1CS to his Fighting ability.

* **Leap:** The Scorpion can coil his tail under him and use it like a giant spring to propel him a distance of up to 3 Areas. Such a leap would give the Scorpion a +3 to his Initiative roll.

* **Plasma Projector:** The Scorpion's tail has been recently modified with a low-density plasma projector that can fire about 40 force blasts. Each force blast does Remarkable damage but has a range of only 2 Areas.



Talents: Gargan had Good Reason as a private investigator.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Gargan is a psychopathic killer but he enjoys committing all manner of crimes—he doesn't limit himself to murder.

HISTORY:

MacDonald Gargan, a private investigator, was hired by *Daily Bugle* publisher J. Jonah Jameson to follow Peter Parker to find out how Parker managed to photograph Spider-Man. While Gargan was on the case, a press release came to Jameson's attention that a scientist named Dr. Farley Stillwell who had developed a means to mutagenically endow animals with various uncharacteristic features. At the time of the press release, Stillwell's experiments had given a rat gills and a fish lungs. Jameson called in Gargan and arranged for them to meet with Stillwell. He offered Stillwell \$10,000 to develop a way to give a person superhuman abilities that could defeat Spider-Man. He also offered \$10,000 to Gargan to undergo whatever treatments would be involved. Stillwell needed the money to further his research, so he accepted Jameson's offer. Gargan, intrigued, also accepted. Stillwell then put Gargan through a battery of chemical and radiological treatments to him superhuman powers. Equipped with a special costume and a cybernetically controlled mechanical tail designed by the Tinkerer, the Scorpion sought battle with Spider-Man. While they fought, Stillwell observed violent psychotic behavior in the test animals upon which he performed his experiments and concluded that Gargan would lose his ability to dis-

tinguish between right and wrong. Stillwell tried to administer an experimental antidote to Gargan, but died in the attempt. Gargan went on a crime spree, but was defeated by Spider-Man. The Scorpion was again defeated by Spider-Man in another encounter months later.

After being paroled, the Scorpion was contacted by an unnamed spy ring who hired him to follow S.H.I.E.L.D. agent Sharon Carter. He was beaten in combat by Captain America and taken into S.H.I.E.L.D. custody where the android assassin known as Mister Kline somehow acquired him and Mr. Hyde. Kline made android duplicates of Scorpion and Mr. Hyde which it dispatched against Daredevil. Following Mister Kline's defeat, the Scorpion and Hyde escaped imprisonment. Under the assumption that it was S.H.I.E.L.D. that had held them all this time, the two launched a campaign of terror against S.H.I.E.L.D. agents. They were finally stopped by Captain America and the Falcon.

Eventually escaping prison, the Scorpion decided to get revenge on J. Jonah Jameson who was responsible for his transformation into the Scorpion and his subsequent humiliation. Twice he attacked Jameson, but was beaten off first by the original Ms. Marvel and then by Spider-Man. During this time, the Scorpion's sanity began to deteriorate and he began to believe that he could not remove his costume. After his defeat at Spider-Man's hands, he

learned otherwise when police authorities removed it. He figured that by feigning mental incompetence, he'd get more lenient treatment and thus got himself placed in a mental institution rather than prison. Escaping, he once again tried to get revenge on Jameson, but was thwarted by Captain America and Spider-Man. He was freed from prison by agents of Egghead who wanted him as part of his new Masters of Evil. The Scorpion's participation in the group was cut short by the Avengers, however, and he was returned to prison once again.

Most recently the Scorpion escaped prison and tried to get revenge on Jameson by kidnapping his son John and bride-to-be Marla Madison. Spider-Man once more defended Jameson, rescued his loved ones, and defeated the Scorpion. The Scorpion was returned to police custody but, during the Acts of Vengeance, the Sorcerer arranged the Scorpion's escape to Canada. The Sorcerer needed to concentrate a large amount of violence in order to open the Eye of the World, and so the Scorpion and several other felons battled with members of Alpha Flight and Gamma Flight. During the battle with the Canadian superheroes, Alpha Flight, Nemesis' sword took off the end of the Scorpion's tail, plasma projector and all. The fate of the Scorpion's tail has yet to be revealed, but it is likely that the plasma projector will be replaced, possibly with a more powerful model.

KNOWN POWERS:

The wearer of the Serpent Crown received the following powers:

Enhanced Strength: Gave a +3CS to the wearer's Strength rank (minimum Strength of Remarkable).

Enhanced Psyche: For the purpose of using any of the Serpent Crown's mental powers, such as to read minds, the wearer's Psyche was considered to be Monstrous.

Additional Powers: The other powers listed below did not manifest in every person who wore the Serpent Crown. (Evidently, the number of powers gained varied according to how adept the wearer was at learning the Crown's abilities, the length of time the Crown was worn and Set's own attitude toward the wearer.)

Read Minds: Wearer could read the surface thoughts of anyone within a range of 3 Areas. The wearer had to make a FEAT roll to read deeper into a person's thoughts. If the wearer concentrated on a particular person (Yellow FEAT), he could reach their minds no matter what the range.

Control Minds: The wearer of the Serpent Crown could command anyone with a Psyche less than Monstrous; however, those with an Amazing Psyche need only make a Green FEAT to resist. Likewise, Incredible and Remarkable Psyches

can resist with a Yellow FEAT. Anyone else can resist the control but must make a Red FEAT. The duration of effect varies from days for Poor or less Psyches to only a single combat round for Incredible or Amazing Psyches.

Levitation: The wearer could levitate with Good speed.

Illusions: The wearer could create illusions of attacking monsters or whatever image he desired. To see through the illusion would require a Yellow FEAT roll with a -3CS to the affected person's psyche.

Bolts of Mystical Energy: The Serpent Crown could project energy bolts that did Unearthly damage to anyone in the same Area as the wearer. This range could be increased 1 Area for every -1CS to damage. Therefore, a Mystical Bolt fired at a range of 3 Areas would do Incredible damage.

Manipulation of Matter and Energy: The wearer could manipulate matter and energy for a variety of effects with Amazing ability. Two examples of possible effects (Power Stunts) are listed below:

* **Energy Shield:** Energy could be manipulated to provide the wearer with Incredible protection from Physical attacks and Unearthly protection from Energy attacks.

* **Matter Transformation:** Matter of

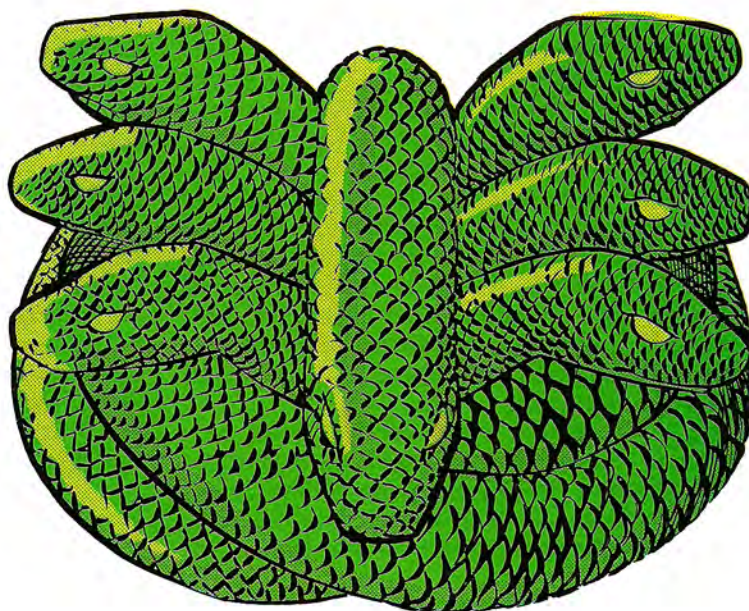
Monstrous material strength or less could be transformed into another object of Monstrous material strength or less. This ability required that the matter being transformed be touched.

ROLE-PLAYING NOTES:

Virtually anyone who wears the Serpent Crown falls under the mental domination of Set. To escape Set's mental control and throw off the Crown requires a FEAT roll for anyone with a Psyche of less than Unearthly. Heroes with Remarkable or Incredible Psyche must make a Yellow FEAT roll, while anyone with less than a Remarkable Psyche must make a Red FEAT roll to resist.

HISTORY:

The ancient Serpent Crown was one of the mightiest objects of mystical power in the history of humanity. A helmet made of an unknown material, it was designed to resemble a coiled, seven-headed serpent and drew its power from a mystical link with the primeval demon Set which granted whoever wore it tremendous superhuman abilities. However, anyone except those with tremendous willpower who wore it fell under the mental domination of Set. Anyone



who didn't immediately remove the the Crown retained a psychic link with it. Counterparts to this Earth's Serpent Crown existed on hundreds of divergent Earths throughout the multiverse, all mystically linked with Set, and would ultimately serve as the means by which Set would return to physical existence on Earth.

The history of the Serpent Crown therefore begins with the origin of Set himself. Prior to humanity's existence and perhaps the existence of any other relatively complex organic life on Earth, beings called the Elder Gods arose on Earth. The Elder Gods degenerated over the passing eons into demons preying upon their own kind. Set, who manifests himself as an enormous serpent, was one of the most powerful of these ancient demon gods, and in turn, he spawned other serpent-like demons. From the dinosaurs that dominated the Earth during the Mesozoic Era, Set spawned a mortal race of humanoid reptiles known as the Serpent-Men.

The only Elder God to escape degeneration into demonic form was the benevolent Gaea, who is said to have mated with a reincarnation of the Demiurge at the peak of the Elder Gods' degeneracy. Their first offspring, Atum, slew most of the Elder Gods, but did not attempt to harm Gaea who remains active on Earth today. To escape being slaughtered by Atum, Set fled Earth's dimensional plane but he continued to watch over and aid the Serpent-Men and his human worshippers on the many Earths that diverged from the one he escaped. At first the Serpent-Men preyed upon the nascent human race, but humanity eventually became strong enough to fight them off. The greatest foe of the Serpent-Men before the sinking of Atlantis was King Kull of Valusia. By Kull's time, the Serpent-Men, greatly outnumbered by the human race, had to use their shape-changing abilities to disguise themselves as human beings and then infiltrate human civilization in the hope of conquering it. Kull caused the deaths of large numbers of Serpent-Men who menaced his kingdom.

The Serpent-Men formed an un-

easy alliance with the alchemists of Lemuria. Working together, they created the Serpent Crown, which Set linked to his own consciousness and which became a receptacle for his power. The first person to wear the Serpent Crown and wield its power was Atra, the greatest of the Lemurian Alchemists. However, just as Atra was about to begin his conquest of the known world, the Great Cataclysm occurred, a worldwide catastrophe that sank both Atlantis and Lemuria. Most of the surviving Serpent-Men died in the Cataclysm and the Serpent Crown was lost.

Long after, a tribe of water-breathing humanoids belonging to the race *Homo mermanus* migrated to the Pacific Ocean where they settled on the sunken Lemurian continent. These water-breathers and their descendants became known as the Lemurians, while other members of their who remained in the Atlantic Ocean were the Atlanteans. Eventually one of the Lemurians discovered the Serpent Crown amid the ruins of the Pre-Cataclysmic civilization and brought it to Naga, the emperor of the Lemurians, who donned and developed a strong link with it. Soon the Crown began to transform him physically, making his head resemble that of a serpent and causing his skin to become scale-like.

Utilizing the vast power of the Serpent Crown, Naga ruled tyrannically over his subjects for many centuries. During this time the Crown's power mutagenically altered the water-breathing Lemurians, giving all of them scale-like skin. Finally, a rebel named Piscatos stole the Crown and took it to Antarctica. There, the people of this civilization, the Ancients, are said to have developed telepathic powers, which they may have done by studying the Serpent Crown. The Ancients then encased the Crown in an unknown substance to reduce its power. However, their civilization was destroyed when their city was buried beneath an immense landslide.

Antarctic explorer Paul Destine located the disguised Crown, and using its powers became the being known as Destiny. The Serpent Crown was recovered by Prince Na-

mor, the Sub-Mariner after Destiny's madness caused his own death. The Serpent Crown was returned to its original form and a Lemurian agent stole the Crown and returned it to the now ancient Naga. After a lengthy battle against the Sub-Mariner, Naga was defeated, and the Serpent Crown was swallowed up by an undersea earthquake.

Later, the Crown fell into the hands of the original Serpent Squad when its influence fell on Hugh Jones, then president of Roxxon Oil. But the Crown was lost again, this time down a sewer during a battle with Captain America. The Avengers encountered it on the alternate Earth of the Squadron Supreme, managed to wrest it away from that world's corrupt rulers, and when they returned to Earth, Vision threw it into the Pacific Ocean. Hugh Jones, still under Set's control, set in motion events that gained him both Serpent Crowns. When the two were mystically merged, the new Crown's power had increased one hundred fold. Wearing this more powerful Crown, Jones took control of the minds of the entire population of Washington, D.C., but the Thing, the Scarlet Witch, and the Stingray managed to steal it away from him. It was then turned over to Project: Pegasus for study. But soon after, Set had control of everyone working at the Project, and using interdimensional teleportation equipment, Project personnel transported Serpent Crowns from other dimensions into their own, intending to combine them all and create a nexus whereby Set could return to Earth. It took the combined might of the Thing, the Scarlet Witch, Spider-Man, and Dr. Strange to defeat the gigantic Crown. Assisted by his super-powered allies and the Cosmic Cube, Dr. Strange banished Set from the Earthly plane forever.

This spell was recently broken and Set attempted to come to Earth. His agents Ghaur and Llyra were defeated, the monstrous Crown buried, and Set was again banished from the Earthly plane.

Several key members are listed below, except for Nick Fury who has an individual entry elsewhere.

VALENTINA ALLEGRO DE FONTAINE

STATISTICS:

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

Health: 86
Karma: 50
Resources: EX(20)
Popularity: 30

BACKGROUND:

Real Name: Valentina Allegro de Fontaine
Occupation: Deputy Director of S.H.I.E.L.D.
Legal Status: U.S. citizen with no criminal record
Identity: Secret
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: S.H.I.E.L.D.
Present Group Affiliation:

KNOWN POWERS:

Talents: Valentina has Martial Arts A and E, Marksman, and a variety of weapons skills. She has Remarkable reason with Public Relations.

ROLE-PLAYING NOTES:

Valentina is used to being in command. She likes to be the center of attention and tries to take control of situations whenever the opportunity presents itself. It is this trait more than her birthright that has earned her the title, "Countess." The Countess can be cold-blooded in speech as well as action (if the need arises).



HISTORY:

Valentina was formerly the public relations director of the old S.H.I.E.L.D.. She was also the lieutenant commander of S.H.I.E.L.D.'s all-woman special forces unit, the Femme Fatale.

GABRIEL JONES

STATISTICS:

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

Health: 90

Karma: 50

Resources: GD(10)

Popularity: 20

BACKGROUND:

Real Name: Gabriel Jones

Occupation: Recruitment and Training Officer for S.H.I.E.L.D.

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Past Group Affiliations: S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS:

Talents: Gabriel has Martial Arts A, B, and E, Wrestling, Marksman, Military, and a variety of weapons skills. He has Remarkable reason as an instructor. Jones also has Excellent ability as a Jazz musician.

ROLE-PLAYING NOTES:

Gabe is one of Nick Fury's oldest and best friends. He is an expert at covert operations.

HISTORY:

Gabriel Jones was a Special Operative of S.H.I.E.L.D. I. Outside of Nick Fury, he may be the only other survivor of the old Howling Commandoes (WWII combat unit). He was recently recruited by Nick to act as his chief training officer.

KATE NEVILLE

STATISTICS:

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

Health: 66

Karma: 40

Resources: GD(10)

Popularity: 6

BACKGROUND:

Real Name: Kathleen Neville

Occupation: Agent of S.H.I.E.L.D.

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Long Island, New York

Marital Status: Single

Known Relatives: Marge Neville

Past Group Affiliations: S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS:

Talents: Kate has Martial Arts A and E, Guns, and Marksman skills. She is a trained assassin.

ROLE-PLAYING NOTES:

Kate Neville is devoted to Nick Fury, both professionally and romantically. She doesn't like it when anyone (especially Valentina) questions or in any way usurps Fury's command.

HISTORY:

Neville participated in the destruction of Delta. Following the disbanding of the original S.H.I.E.L.D., she accompanied Nick Fury to Nova Scotia to work in his private employ. She has since joined the new version of S.H.I.E.L.D..

ALEXANDER GOODWIN PIERCE

STATISTICS:

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

Health: 70

Karma: 36

Resources: TY(6)

Popularity: 6

BACKGROUND:

Real Name: Alexander Goodwin Pierce

Occupation: Agent of S.H.I.E.L.D.

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Long Island, New York

Marital Status: Single

Known Relatives: None

Past Group Affiliations: S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS:

Talents: Pierce has Martial Arts E, Guns, Thrown Weapons, and Marksman skills.

ROLE-PLAYING NOTES:

Alexander Goodwin Pierce is a brash young man with a strong belief in S.H.I.E.L.D. and Nick Fury, in particular.

HISTORY:

After helping Fury to defeat the Deltites, Pierce served for a time as the caretaker of the skyscraper that once served as the S.H.I.E.L.D. Headquarters. Eager for some action, he was quick to volunteer to serve as an agent of the new S.H.I.E.L.D.

AL MCKENZIE

STATISTICS:

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

Health: 70

Karma: 50

Resources: GD(10)

Popularity: 10

BACKGROUND:

Real Name: Al McKenzie

Occupation: Agent of S.H.I.E.L.D.

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Past Group Affiliations: C.I.A., S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS:

Talents: McKenzie has Martial Arts A and E, Marksman, and a variety of weapons skills. As the former CIA liaison to S.H.I.E.L.D., Al has Remarkable reason in matters concerning government operations, bureaucracy, and major intelligence organizations of the world (especially the CIA, Central Intelligence Agency).

Contacts: Al McKenzie still has some valuable contacts in the CIA.

ROLE-PLAYING NOTES:

Al McKenzie is an intelligent, level-headed man. His trademark is caution. He doesn't like surprises.

HISTORY:

In the days of the old S.H.I.E.L.D., Al McKenzie was the CIA's liaison with S.H.I.E.L.D.. With the recent reformation of S.H.I.E.L.D., this role has been reversed, now he is Fury's contact with the CIA.

GROUP HISTORY:

The original S.H.I.E.L.D. (see S.H.I.E.L.D. I) was secretly taken over by the Deltites, which were very advanced, sentient LMDs (Life Model Decoys), or androids. After the Deltites forced S.H.I.E.L.D. Public Director Nick Fury into the role of a renegade and fugitive, he recruited Alexander Pierce to function as his right hand man. Together they perpetrated a series of break-ins at S.H.I.E.L.D. installations, including an Armory and Communications Station in Philadelphia (Tau/Ce). It was at the Tau/Ce installation they had their first run in with Kate Neville who tried to apprehend them. The information Fury acquired at the site was carefully leaked and inaccurate. Pierce functioned as a contact between Nick Fury and Tony Stark before accompanying him to Hong Kong following false leads in search of S.H.I.E.L.D.'s stolen helicarrier power core. After escaping death in an ambush at Hydra's Hong Kong base, Pierce went with Fury and their prisoner, Madame Hydra, into the Himalayas where they were captured by the Deltites and taken to their spaceship. In the meantime, Kate Neville fell from grace with the Deltites when she refused to undergo the Sacrament of Ending and become one of them. The Deltites intended to kill her and use her genetic code to make a Deltite duplicate anyway. A similar fate awaited the other Deltite captives.

It should be noted that the Deltites were the creation of a rogue LMD known only as the Creator. The Creator himself was an advanced LMD with brain and personality based on a number of people, including Baron Strucker and Nick Fury himself. Using new, highly advanced technology, he had improved on the LMDs to

a point where they were almost perfect replicas of life. To maintain control of his Deltites, the Creator gave them a religion, promising a new Earth where structure and order were divine. The Creator's real goals were personal power and immortality. The first step in the Creator's master plan was to replace key members of S.H.I.E.L.D. with Deltites. Step two was to provide Deltite doubles for all the world's corporate, political, and military leaders. The Deltites including the Creator had only one weakness—their artificial bodies quickly decayed due to advanced aging. Although their memories could be reprogrammed into new bodies, each new incarnation resulted in a less perfect human replica. But the Creator had foreseen a way around this by intending to combine the Infinity Formula hidden in Nick Fury's genetic code with his Deltite creation process.

With Madame Hydra's aid, Pierce, Neville, the Countess, and McKenzie led an escape attempt from the Deltite's gas chamber. Meanwhile Fury battled the Creator, but the genetic transfer left Nick too weak to manage more than a token resistance. Elsewhere in the huge ship, the latest Deltite, Clay Quartermain, had reanimated with too much humanity and therefore could not live as an automaton or allow the Deltites to complete their hellish plan. He released the spaceship's power core and set in motion the destruction of Delta. The Countess and the other escaped prisoners reached the audience chamber where the Creator was standing over the fallen Fury. The surviving Deltites soon joined them. It was then that the Deltites learned their Creator was a false prophet, having no intention of leading them to a better world, and they destroyed him. Nick and the other surviving humans escaped the ship in life pods. The Deltites remained behind, preferring death over a world ruled by chaotic and emotional humans.

As a result of the Deltite affair, the original law enforcement agency called S.H.I.E.L.D. and the committee which directed it were revealed to be severely compromised.

S.H.I.E.L.D. was disbanded by order of the United Nations Security Council. However, the U.N. soon realized that there were threats to world safety against which conventional covert agencies were ineffective and less than a year after S.H.I.E.L.D. was dissolved, Nick was called out of retirement to form a covert operations organization which would take the place of the previous incarnation. This new organization, which would also be called S.H.I.E.L.D., would be organized along lines which would make it less vulnerable to the internal problems that brought down its megalithic predecessor. This new S.H.I.E.L.D. would be a smaller, tighter agency, more efficient and easier for one man (Fury) to supervise. More importantly, Fury would have total authority over its operation and he himself would be answerable only to the United Nations. Thus, this incarnation would be all but impervious to the corruption and infiltration that destroyed the first S.H.I.E.L.D.. The exact configuration of this new agency has yet to be determined, as Fury is still in the process of assembling it. Currently, S.H.I.E.L.D. remains a small squad of field agents (those listed above) and Fury. They have been joined by an empath and a small, child-like Deltite named Lump.

ADDITIONAL NOTES:

TIMOTHY "DUM DUM" DUGAN

STATISTICS:

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

Health: 100
Karma: 50
Resources: GD(10)
Popularity: 20

BACKGROUND:

Real Name: Timothy "Dum Dum" Dugan

Occupation: Special Director of S.H.I.E.L.D., Military Coordination

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Ireland

Marital Status: Married

Known Relatives: Mary (wife, deceased), Sean (grandson)

Past Group Affiliations: S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS:

Talents: Timothy Dugan had Wrestling and Martial Arts A, B, and E, as well as Military, Marksman, and a variety of weapons skills. He also had the Weapons Master skill.

Contacts: Dugan had a number of contacts with various military and intelligence organizations throughout the world.

ROLE-PLAYING NOTES:

Dugan was a powerful Irishman with a gentle manner hidden beneath the rough facade of an old warhorse. He was Nick Fury's closest friend.

HISTORY:

Timothy "Dum Dum" Dugan had been Nick Fury's right hand man since World War II, when he served as corporal of the old Howling Com-

mandoes unit. Dugan was in charge of S.H.I.E.L.D. I's vast military resources. Dugan was slain by the Deathheads, nightmarish aliens accidentally created by their long-time foe, Baron Strucker.

JASPER SITWELL

STATISTICS:

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

Health: 50

Karma: 50

Resources: EX(20)

Popularity: 10

BACKGROUND:

Real Name: Jasper Sitwell

Occupation: Special Director of S.H.I.E.L.D., Internal Affairs

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Past Group Affiliations: S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS:

Talents: Jasper had Marksman and Guns skills and Martial Arts A and E.

ROLE-PLAYING NOTES:

Jasper's glasses gave him a very studious air. He appeared soft, although he was anything but. Jasper took his position very seriously and did an outstanding job (until the Deltites got to him).

HISTORY:

Jasper was recruited by Nick Fury to help him keep tabs on the monster organization that S.H.I.E.L.D. had rapidly become. (The Deltite Sitwell took over directorship of S.H.I.E.L.D. when Fury was outlawed.)



SIDNEY E. LEVINE

STATISTICS:

F FE(2)
A PR(4)
S PR(4)
E PR(4)
R IN(40)
I EX(20)
P GD(10)

Health: 14

Karma: 70

Resources: GD(10)

Popularity: 6

BACKGROUND:

Real Name: Sidney E. Levine, "The Gaffer"

Occupation: S.H.I.E.L.D.'s Chief Technician in charge of Exotic Technology for field use

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Past Group Affiliations: S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS:

Talents: Levine had Amazing Reason as a Physicist and Engineer.

ROLE-PLAYING NOTES:

Levine was the stereotypical scientist in white laboratory coat and glasses. He was a genius and very enthusiastic about anything to do with new or advanced technology.

HISTORY:

Sidney Levine, nicknamed "the Gaffer," was an outstanding research scientist and developed much of the technology that made S.H.I.E.L.D. so effective. His duplicate Deltite form assisted the Creator with his genetic-transference machine.

GROUP HISTORY:

S.H.I.E.L.D. is an acronym for Supreme Headquarters International Espionage Law-Enforcement Division. Because of the Deltite Affair (see S.H.I.E.L.D. II), the original S.H.I.E.L.D. is sometimes called S.H.I.E.L.D. I and the new S.H.I.E.L.D., currently being organized by Nick Fury, is called S.H.I.E.L.D. II.

S.H.I.E.L.D. I was a worldwide intelligence and peacekeeping organization dedicated to protecting the nations and peoples of Earth from all threats to its security. Unlike the various national intelligence agencies, such as the CIA, MI6, Mossad, and KGB, S.H.I.E.L.D. was international in membership, scope, and jurisdiction. Most of the world's free nations participated in S.H.I.E.L.D. and sanctioned S.H.I.E.L.D. activities on their soils. S.H.I.E.L.D. also had secret bases in various Communist countries. Although most of S.H.I.E.L.D.'s activities were covert, the existence of the organization was known to the general public and S.H.I.E.L.D. maintained public offices in numerous major cities.

S.H.I.E.L.D. was founded in the 1960s to counter the threat posed to the free world by the technologically advanced neo-fascist subversive organization HYDRA. Until the recent Deltite Affair (see S.H.I.E.L.D. II), S.H.I.E.L.D.'s founders, as well as the members of the Executive Board of Directors, were top secret (unrevealed even to Nick Fury). They were world leaders in business and the military. S.H.I.E.L.D.'s first director, whose identity remains classified, was killed by HYDRA assassins. His replacement was Nicholas Fury, a

colonel in the U.S. Army who had been a top operative in the Central Intelligence Agency. After his background was thoroughly screened by the Board of Directors, Fury was shuttled aboard the S.H.I.E.L.D. Helicarrier where he met with S.H.I.E.L.D.'s Board of Advisors, whom Fury recognized as renowned heads of state and corporate leaders. Despite initial misgivings about heading such a megalithic organization, Fury proved to himself that his expertise might be valuable and accepted the public directorship. Fury served as S.H.I.E.L.D.'s highest-ranking known agent, overseeing daily administrative affairs as well as serving as supreme field commander. S.H.I.E.L.D. policy and directives were determined by the anonymous 12-member Executive Board of Directors who conferred with Fury by vidscreen on a regular basis.

S.H.I.E.L.D.'s organizational structure consisted of an Executive Board of Directors under which there was the Level One Public Director (Nick Fury), whose job was to carry out official directives, oversee the international operations of S.H.I.E.L.D., and to represent the S.H.I.E.L.D. administration to world governments, national allies, and the general public. Fury's authority overrode that of any Regional Director and he was answerable only to the Executive Board. Under the Public Director were a number of Special Directors (Level Two), who served the Public Director much like the Cabinet serves the President of the United States. Their authority was also international in scope and they could also override the policies of any Regional Director. Each special Director had his own unique area of responsibility (such as Internal Affairs, Public Relations, Communications, Military Coordination, Technology, and Recruitment/Training) and was answerable only to the Public Director. Known Special Directors were Timothy "Dum Dum" Dugan (Military Coordination), Jasper Sitwell (Internal Affairs), and Valentina Allegra de Fontaine (Public Relations). Below the Special Directors were the Regional Directors

(Level Three) who were in charge of S.H.I.E.L.D. operations in their designated territory. All of the free world's capitals boasted a regional S.H.I.E.L.D. headquarters, as did certain other major metropolitan centers. The United States had the greatest number of S.H.I.E.L.D. installations, with major headquarters in New York City, Chicago, Los Angeles, San Francisco, Miami, Dallas, Detroit, and Denver. Known regional directors were Eric Koenig of Bonn, West Germany and Barth Bukowski of Los Angeles.

S.H.I.E.L.D.'s next highest ranking agents were the Special Officers (Level Four), who assisted the Special Directors (Level Two) in international activities, but could not override the decisions of Regional Directors (Level Three). Among the known Special Officers were Gabriel Jones, James Woo, and Sharon Carter (deceased). The fifth highest ranking agents were Regional Officers (Level Five), who carried out the Regional Director's policies and had jurisdiction over Field Agents. Jerry Hunt of London, England was a known Regional Officer. Level Six agents were Field Agents, S.H.I.E.L.D.'s most numerous rank, numbering somewhere between 3,000 and 5,000 worldwide prior to the Deltite fiasco; three quarters of the available agents were on undercover assignment, and the remaining agents were based at the regional headquarters and were employed as special militia. Among the known field agents were Laura Brown, Gail Runciter, and Jack Rollins. Level Seven personnel were administrators those who handled the "paperwork" of the organization's operations. This rank included lawyers, accountants, secretaries, receptionists, psychologists, physicians, and clerks. Level Eight personnel were Technicians who handled the computers, communication equipment, technology maintenance, and weaponry. This level included scientists, inventors, custodians, telephone operators, and computer programmers. Sidney E. Levine was the head Technician in charge of exotic technology for field use, while Niles Nordstrom led the

ESP division, a team of mutants with limited telepathic abilities who performed certain surveillance operations. Each of S.H.I.E.L.D.'s eight rankings had corresponding insignia and accessories on the official uniform.

S.H.I.E.L.D.'s standard operating procedure encompassed state of the art surveillance technology (notably spy satellites) as well as long-term undercover agents ("moles") stationed in strategic places such as certain industrial, governmental, and military establishments. This wealth of surveillance data was fed to the headquarters of the nearest Regional Director, who dispatched top priority material to S.H.I.E.L.D.'s central command. Local low-priority matters were generally handled by the Regional Directors without the Public Director's participation. Complete briefs of all the activities of Regional Offices routinely went to central command for processing and review. Matters of top priority (those threatening world security, involving extraterrestrials, or endangering in excess of 10,000 lives) were under the jurisdiction of S.H.I.E.L.D.'s central command and the Public Director himself. Local agents in the region where the top priority affair took place comprised the majority of S.H.I.E.L.D.'s militia in the operation although Fury would usually bring in his own cadre of agents to spearhead the operation. The bulk of S.H.I.E.L.D.'s operations were covert but some involved visible public activities. Although S.H.I.E.L.D. policy prohibited the organization from usurping the role of the nation's armed forces by engaging in warfare on enemy soil, domestic matters that also fell under the jurisdiction of the military were jointly coordinated, with S.H.I.E.L.D. generally taking the auxiliary role (such as in the case of the U.S. Army's pursuit of the Hulk). All covert operations were automatically S.H.I.E.L.D.'s province; only in overt military operations was coordination between S.H.I.E.L.D. and the Armed Forces necessary.

S.H.I.E.L.D.'s earliest victories dismantled HYDRA, the subversive group responsible for S.H.I.E.L.D.'s founding, reducing it from a single

multinational global organization to a number of small splinter groups of vastly less scope and power. It was with the fall of Hydra Island and the death of HYDRA's founder, Baron Wolfgang von Strucker, that HYDRA was dealt a crippling blow from which it has never recovered. S.H.I.E.L.D. was also instrumental in thwarting the schemes of AIM (Advanced Idea Mechanics) and Zodiac, a crime cartel which once boasted Nick Fury's brother as a member. With the aid of certain superhuman adventurers, S.H.I.E.L.D. completely destroyed the conspiracy of industrialists and politicians called the Corporation. S.H.I.E.L.D.'s other major adversaries were the Oriental mastermind the Yellow Claw, the former HYDRA splinter group leader Viper, the Nazi Red Skull, Professor Anthony Power's Secret Empire, the mad geneticist Centurion, the monster breeder Dr. Demonicus, and the various Hate-Mongers. S.H.I.E.L.D. has also been at the forefront of defending Earth from extraterrestrial infiltration or invasion. S.H.I.E.L.D. provided intelligence and technical support to the Avengers and Fantastic Four during a skirmish in the Kree-Skrull War fought in Earth's vicinity. S.H.I.E.L.D. was instrumental in repulsing the extradimensional threats of the Collective Intelligence and Baron Karza. Their most extensive military action against extraterrestrials occurred during the recent expulsion of the Dire Wraiths, an operation conducted in conjunction with the Galadorian spaceknight Rom, the federal government, and scores of superhuman adventurers. Perhaps S.H.I.E.L.D.'s most public operation was its pursuit and capture of the mutated prehistoric lizard called Godzilla.

Despite S.H.I.E.L.D.'s benevolent goals and numerous world-saving operations, certain individuals in the S.H.I.E.L.D. organization abused their power and used the organization's resources and personnel to engage in questionable activities. Certain immoral individuals managed to become Regional Directors and falsified intelligence reports to central command in order to cover up their corrupt activities. Notable

among the latter were Rico Santana of Rio de Janeiro and Karl Delandian of Manhattan, both of whose activities were exposed to Nick Fury by the former S.H.I.E.L.D. agent-turned-rogue Barbara Morse, who had taken the code name Mockingbird. Certain other disreputable activities were undertaken by Regional Officers and Field Agents, such as when Buck Richlen, Val Adair, and Adam Manna attempted to kill industrialist Tony Stark. Nick Fury had appointed a special Internal Investigations task force to seek out and thwart those agents who engaged in abuses of power. (But all of these incidents now seem petty in comparison to the damage wrought by the Deltites.)

In an effort to increase internal security, S.H.I.E.L.D. restricted its cooperation with certain outside parties, notably organizations of superhumans, such as the Avengers and Fantastic Four. Free agents like Captain America, who used to be given frequent freelance assignments by S.H.I.E.L.D., were discouraged against participation in S.H.I.E.L.D. activities unless they were already involved, as in the recent affair with the terrorist organization ULTIMATUM. Still, recognizing the value of superhuman powers, S.H.I.E.L.D. has at times instituted programs designed to recruit superhuman operatives. For years, Nick Fury tried to enlist Captain America as a full-time agent without success. S.H.I.E.L.D.'s ESP Division long employed individuals with paranormal powers, but the division's activities were never very extensive nor was the operation ever expanded. (But having a force of mutant Espers around was never in the best interests of the Deltites either.) S.H.I.E.L.D.'s most concerted attempt to recruit superhuman operatives was its shortlived Super-Agent program which was disbanded when two of its four initial recruits proved to be double agents for the Corporation. Super-Agent graduate Wendell Vaughn (Quasar) went on from S.H.I.E.L.D. to work for the U.S. Government's Project Pegasus. It is possible that S.H.I.E.L.D.'s efforts to acquire its own Super-Agents were thwarted by covert efforts of the Crea-

tor. Having superheroes wandering around while he was slowly destroying S.H.I.E.L.D. from within would not have been conducive to his plans.

One of S.H.I.E.L.D.'s greatest assets has always been its arsenal of high technology. In its early days, S.H.I.E.L.D.'s weaponry was designed by Anthony Stark (secretly Iron Man) and built by Stark Industries. When Stark moved away from weapons production, S.H.I.E.L.D. contracted various other corporations to provide new technologies. Dissatisfied with their new arms suppliers, S.H.I.E.L.D. tried to buy a controlling interest in Stark International in order to steer them back into weapons production, but their efforts were thwarted. However, when industrialist Obadiah Stane took over Stark International, S.H.I.E.L.D. once more entered into mutually beneficial business dealings with the company.

The two greatest symbols of S.H.I.E.L.D.'s technological advancement were the S.H.I.E.L.D. helicopter, a huge airborne mobile command base which was the nerve center of all S.H.I.E.L.D.'s operations, and the S.H.I.E.L.D. Satellite, a small, permanently manned space station designed to detect extraterrestrial visitation. After repeated enemy attempts to destroy it, the S.H.I.E.L.D. Helicopter recently fell victim to sabotage by a mutated swarm of cockroaches when it crashed in an unpopulated area of Arizona. All S.H.I.E.L.D. personnel were evacuated before it impacted, but its destruction meant a several billion dollar deficit in S.H.I.E.L.D. finances. Helicopter-based operations were divided up over various Regional Headquarters throughout the world. The location of S.H.I.E.L.D.'s new major airbase was never revealed. The S.H.I.E.L.D. Satellite was still intact, but its manpower was cut to a skeleton crew due to budget cuts and recent failures to provide advance warning of extraterrestrial activities.

One of S.H.I.E.L.D.'s most sophisticated technologies was LMDs, Life Model Decoys. LMDs were androids who could be programmed like robots and were amazingly lifelike (un-

fortunately). Ironically enough, S.H.I.E.L.D.'s greatest technological achievement also turned out to be its undoing. S.H.I.E.L.D. toyed with the idea of replacing field agents in high-risk operations with LMDs, but due to the great cost of building and training an LMD, it proved unfeasible. (It seems more likely now that the Creator didn't want humans doing any further research on LMDs, less they find him out.) Nick Fury and Anthony Stark both regularly employed LMDs resembling themselves for security reasons. Nick Fury's brother Jacob (Scorpio) built LMDs with special adaptations as his own private Zodiac organization. (This group infiltrated the human Zodiac organization, much like the rogue LMDs known as the Deltites would infiltrate and destroy the original S.H.I.E.L.D.)

After the destruction of the Helicarrier, Nick Fury was based in the Manhattan regional headquarters of S.H.I.E.L.D. Their original Manhattan headquarters, whose storefront cover was a barber shop, was deliberately destroyed after it had been compromised by enemies like HYDRA numerous times. The current Manhattan headquarters was under a warehouse and had a hologram brick wall in an alley as its entrance. S.H.I.E.L.D.'s Los Angeles headquarters used to be fronted by a Chinese restaurant; it was later fronted by a beauty parlor. The fronts for most of S.H.I.E.L.D.'s other regional headquarters were never revealed. S.H.I.E.L.D. also had numerous public offices in various major cities, separate from their actual base of operations. In Manhattan, S.H.I.E.L.D.'s public offices were in the Citicorp Center.

S.H.I.E.L.D. was the world's largest and most effective force for neutralizing threats to world security and combatting terrorism and extraterrestrial infiltration. Its greatest drawback proved to be its megalithic military structure which made it easy for the Deltites to hide themselves in plain sight with no one the wiser until it was almost too late. Now the question is whether the new S.H.I.E.L.D. will prove too small for the task. Most of the S.H.I.E.L.D. agents listed above were turned into Deltites and

are deceased. Timothy Dugan was apparently killed by the alien Gnobians (also known as the Deathheads) in an incident that led to the formation of S.H.I.E.L.D. II.

S.H.I.E.L.D. FLYING CAR

The Standard issue S.H.I.E.L.D. vehicle was the Flying Car Mark V originally designed by Anthony Stark at Stark Industries. There were approximately 2,000 of these automobiles in use by S.H.I.E.L.D. agents worldwide. The Mark V was equipped with various electronic intelligence, communications, and reconnaissance gear. The S.H.I.E.L.D. Flying Car has the following statistics:

Control: RM(30), Land Speed: RM(30), Air Speed: IN(40), and Body: EX(20)

KNOWN POWERS:

Armor: The Flying Car's armor gave it Excellent protection versus Physical attacks and Remarkable protection versus Energy attacks.

Flight: The car could fly at Incredible speeds. Its maximum strategic range was 550 miles (fully loaded). Its service ceiling was 50,000 feet.

Submersible: The car could propel itself underwater at Good speeds.

Sustenance: The car could remain submerged for 5 hours on battery power. The oxygen supply was twice that or 10 hours.

Weapons:

20-mm Electric Cannon: The 20-mm cannon did Remarkable damage and had a range of 10 Areas.

30-mm Radar-Guided Electric Cannon: The 30-mm fired itself with a Control rank of Remarkable. It did Incredible damage over its 10-Area range.

Air-to-Air Guided Missiles: Each missile had the following statistics: Body: EX(20); Control: RM(30); Speed: EX(20); Damage: IN(40).

Detection: The S.H.I.E.L.D. car has a variety of electronic detection devices including sonar, radar, infrared, and so forth.

S.H.I.E.L.D. HANDGUNS

Nick Fury's Personal Handgun: .15 caliber Needle Gun. The needles had an explosive collar which propelled it at over 1,800 feet per second. A Clip held 300 rounds; each round did Excellent damage. Effective range was 6 Areas.

S.H.I.E.L.D. Plasma Beam Handgun: This weapon contained a pinch bottle magnetic field plasma projector. Its range was only 3 Areas but it did Incredible damage. Duration of fire was 6 combat rounds on one power pack. It took one combat round to switch power packs.

S.H.I.E.L.D. .30-caliber Rapid-Fire Automatic Machine Pistol: The weapon fired armor-piercing .30 caliber shells which had spent uranium (high-density) cores. Each clip held 60 rounds. The weapon had a variable rate of fire: single-shot (1 round), burst (3 rounds), or auto-fire (10 rounds). Effective range was 6 Areas. Single-shot did Good damage. (Burst increased damage by +1CS, auto-fire by +2CS.)

S.H.I.E.L.D. HELICARRIER

Before its destruction by a mutant cockroach infestation, S.H.I.E.L.D.'s airborne aircraft helicARRIER was the major headquarters of the entire organization, as well as an official arm of the World Wide Military Command and Control System (WWMCCS). WWMCCS maintains secure communications in times of world crisis with strategic military bases throughout the United States. The HelicARRIER was also a major link in the Defense Communications System (DCS) which incorporates everything from ground lines to satellites.

The HelicARRIER was armored with a triple hull of 5-inch hardened alloy, then a 12-inch layer of high-speed fragment suppressor, and finally another layer of hardened armor. The internal bracing and construction was rigid enough to permit the helicARRIER to alight on land or water (although it had to jettison its radar

"ball" deck to do so). The helicARRIER was heavily armed, with its primary defenses against missiles. There were 2 forward, 2 aft, 2 aft port and starboard, and 4 forward/downward radar-guided 70mm electric cannons with cyclic rates of 200 rounds per second. There were 3 midship port and starboard radar-guided 40mm electric cannons with cyclic rates of 1,000 rounds per second. There were 2 forward port and starboard armored box missile launchers, each with 8 variable-payloaded radiation seeking and infrared seeking missiles. The cruise missile maintenance and launch deck contained 30 variable payload programmed cruise missiles and an anti-missile tetravolt-charged particle projector.

The aircraft complement on the helicARRIER was primarily 32 F/A-18s with full weapons loads for the continuous Combat Aircraft Patrol (which maintained an ever-ready patrol for intruders). There were two repair decks which could perform major overhauls on 12 planes at once. The helicARRIER was provided with 4 mini-Sea Kings, scaled down versions of the Sea King 6-bladed helicopter, for submarine patrol, cargo, and rescue missions. Its Electronic Warfare (EW) and Electronic Countermeasure (ECM) range was augmented from 130 miles to 300 miles with E-2C Hawkeye early warning planes.

The helicARRIER's primary role was land and space surveillance and was manned by highly trained Electronic Intelligence (ELINT) personnel. Much training and testing of field agents was also done on board. The normal crew complement was 450 with provisions for 1,000. It was thermoelectrically nuclear powered and used six 20,000 hp electric engines with twin-bladed propellers to augment a secret anti-gravity generator (which, because of classified restrictions, offset only 75 percent of the helicARRIER's mass) and to maintain level attitudes and rapid movement.

The Bridge/Combat Information Center (B/CIC), Combat Operations Center (COC), and Air Traffic Control Tower (ATC) were located on the flight deck. Along with the hanger

deck, they were the aircraft carrier aspect of the helicARRIER. The forward half of helicARRIER contained the Battle Command Center (BCC), the Command/Observation World Monitor Center (C/OWMC), and the vast computer equipment which supports the ELINT and the helicARRIER in general. The aft below segment of the helicARRIER contained the World Watch Situation Display Room (WWS), S.H.I.E.L.D.'s non-military, intelligence gathering and field agent clearing center.

The helicARRIER was also equipped with an Intermediate Range Ballistic Missile (IRBM; range of 3,500 miles, or the ability to achieve low-Earth orbit) which was variably programmed and payloaded to perform a number of special-duty, clandestine, and crisis-oriented functions and was housed in a vibration-isolated silo. It was originally installed as part of the Minimum Essential Emergency Communications Network (MEECN) which, in the event of limited nuclear confrontation, would be able to provide the communications support of placing a satellite package in orbit after the primary satellites had been incapacitated. This function was filled by several Minuteman III missiles at Whiteman AFB, Missouri before the helicARRIER's destruction.

The helicARRIER was also hardened against nuclear electromagnetic pulses (EMP: the nuclear weapon detonation-induced drifting of unwanted ions that leads to high voltage current leakage paths and electronic circuit failure) to full Military Satellite Hardening Specifications. It could resist 1.2 joules per centimeter squared of radiation per second. The helicARRIER's nuclear generator was designed to keep it afloat indefinitely.

The HelicARRIER's statistics were as follows:

Control: Good (10)
Speed: Excellent (20)
Body: Excellent (20)

KNOWN POWERS:

Armor: The Helicarrier was armored to provide Incredible protection against physical attacks and Remarkable protection against Energy attacks.

Weapons: The Helicarrier had a variety of weapons systems. Characteristics of major systems are given below:

* **Radar-guided 30-mm and 70-mm Electric Cannon:** The highly-sophisticated radar-automated firing systems on the cannon gave them Amazing Agility. The 40mm cannon did Incredible damage, while the 70mm cannon did Amazing damage. Both had ranges of 10 Areas.

* **Box Missile Launcher:** The Box Missile Launcher fired up to 8 air-to-air missiles at once. Each missile was self-guiding with the following statistics: Body: Excellent, Control: Remarkable, Speed: Incredible, and Damage: Incredible. The damage given is for a standard high explosive warhead.

* **Cruise Missile:** A Cruise Missile would have the following statistics: Body: Remarkable, Control: Amazing, Speed: Remarkable, and Damage: Monstrous. The damage is for a non-nuclear warhead.

* **Intermediate Range Ballistic Missile:** An IRBM would have these stats: Body: Incredible, Control: Incredible, Speed: Monstrous, and Damage: Unearthly. The damage is for a non-nuclear warhead.

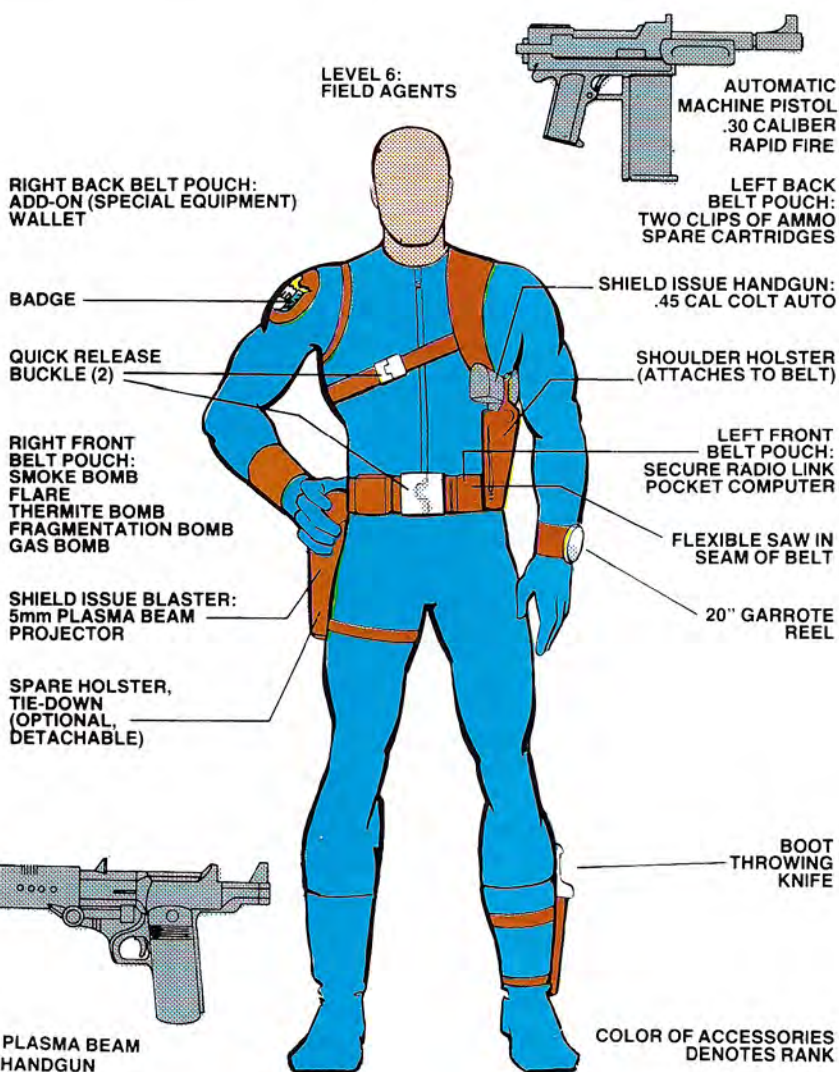
* **Particle Projector:** This weapon projected an energy blast that did Monstrous damage at a 25-Area range.

S.H.I.E.L.D. UNIFORMS

S.H.I.E.L.D. operatives wore distinctive uniforms designating rank. These uniforms were required dress at all S.H.I.E.L.D. headquarters for all operatives (except for Level-1 Directors and specially authorized Technician class specialists) and at official public functions and overt field maneuvers. Agents involved in covert field operations were expected to dress in plainclothes. Agents involved in paramilitary operations

frequently wore special commando paraphernalia over their regular uniforms. (S.H.I.E.L.D. II agents still wear standard S.H.I.E.L.D. uniforms when engaged in official S.H.I.E.L.D. business.)

All uniforms were made of 9-ply Kevlar, a material able to withstand the ballistic impact of up to .45 cal. slugs, and fire-resistant Beta Cloth. The uniforms give Good protection versus Physical attacks and Poor protection against Energy attacks.



STATISTICS:

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

Health: 110

Karma: 70

Resources: EX(20)

Popularity: -10

BACKGROUND:

Real Name: Kenuichio Harada

Occupation: Professional criminal

Legal Status: Unknown citizenship; has international crime record

Identity: Known to international law enforcement authorities

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Shingen Harada (father, deceased); Mariko Yashida (half-sister); Shiro Yashida (alias Sunfire, cousin); Tomo Yashida (cousin, deceased); Saburo Yashida (cousin, deceased)

Base of Operations: Mobile

Past Group Affiliations: Partner of Viper II; former ally of the Mandrill and Black Spectre

Present Group Affiliation:

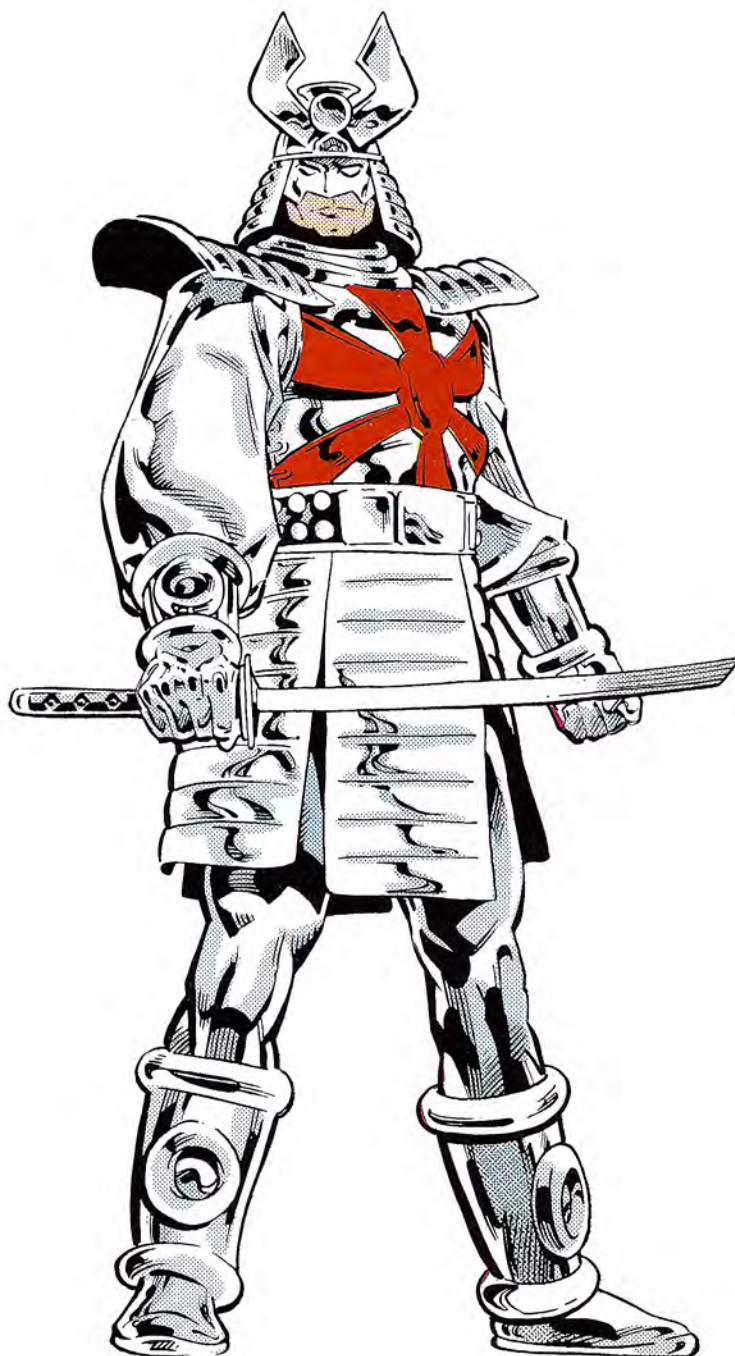
KNOWN POWERS:

Tachyon Field: The Silver Samurai is a mutant who can summon an extremely powerful energy field. The focus for this energy is his katana, a samurai longsword. This sword, as a result, does Unearthly damage and will cut through materials of less than Unearthly strength in a single round.

Body Armor: Kenuichio wears a light steel alloy suit of plate in the Oriental style that provides Excellent protection from all Physical and Energy attacks.

Teleport: The Silver Samurai has a teleportation ring that gives him the power to teleport without error up to three miles away.

Talents: Kenuichio is trained in several forms of Oriental fighting styles, and can fight with katana, shuriken, and can Slam and Stun opponents of greater strength in unarmed combat.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Kenuichio Harada lives by the Japanese samurai warrior's code of honor. He believes in duty and personal honor above all else. He respects bravery and fighting skill. He does not murder innocents or prey on the weak.

HISTORY:

Kenuichio Harada is the mutant son of former Japanese crime lord Shingen Harada, ruler of the Japanese underworld and head of house Yashida. Shingen never recognized Kenuichio as his son and mastery of the clan has passed to Mariko. Kenuichio began the study of samurai martial arts and, once he mastered the disciplines, hired himself out as a modern-day samurai. Binding himself to the Viper, he has become her bodyguard and aide-de-camp ever since. While under the effects of Mastermind, Mariko pardoned Kenuichio Haradan for his crimes and made him her heir.

Most recently, Kenuichio has tangled with the Wolverine over the demon-possessed Muramasa sword. The two ended up working together to defeat the demon and free Jessica Drew (formerly Spider-Woman) from its hellish influence.

HOODWINK

STATISTICS:

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

Health: 24

Karma: 70

Resources: PR(4)

Popularity: -4

BACKGROUND:

Real Name: Unrevealed

Occupation: Professional criminal

Legal Status: U.S. citizen with a criminal record, still a minor

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Sisters of Sin

Present Group Affiliation:

KNOWN POWERS:

Hypnotism: If Hoodwink makes a FEAT roll, she can cause her target to believe what she plants in his

mind. If the target has a Psyche less than Incredible, he must make a Red FEAT roll to see through the illusion. If the target's Psyche is Incredible, then a Yellow FEAT will suffice. Likewise, an Amazing Psyche need only make a Green FEAT roll to see through the deception. Anyone with a Psyche greater than Amazing cannot be duped by Hoodwink's power.

ROLE-PLAYING NOTES:

Hoodwink gets a sadistic pleasure out of playing with peoples' minds.

RAUNCH

STATISTICS:

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

Health: 28

Karma: 70

Resources: PR(4)

Popularity: -4

BACKGROUND:

Real Name: Unrevealed

Occupation: Professional criminal

Legal Status: U.S. citizen with a criminal record, still a minor

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Sisters of Sin

Present Group Affiliation:

KNOWN POWERS:

Sleep: Raunch can force someone to fall asleep with her gaze. The victim gets a FEAT roll versus his Psyche to resist the effect. Whether she still has her Pleasure powers (see Sister Pleasure) has not been revealed.

ROLE-PLAYING NOTES:

Raunch was known as Sister Pleasure at one time.

SIN

STATISTICS:

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



Health: 56
Karma: 32
Resources: EX(20)
Popularity: -10

BACKGROUND:

Real Name: Unrevealed
Occupation: Professional criminal
Legal Status: U.S. citizen with a criminal record, still a minor
Place of Birth: Unknown
Marital Status: Single
Known Relatives: Red Skull (father)
Base of Operations: Mobile
Past Group Affiliations: Sisters of Sin
Present Group Affiliation:

KNOWN POWERS:

Talents: Sin has received training in a variety of Martial Arts and weapons skills.

ROLE-PLAYING NOTES:

Sin is the leader of the Sisters of Sin and she is the wickedest of all. She does her father (Red Skull) proud.

SLASH

STATISTICS:

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

Health: 42
Karma: 18
Resources: PR(4)
Popularity: -6

BACKGROUND:

Real Name: Unrevealed
Occupation: Professional criminal
Legal Status: U.S. citizen with a criminal record, still a minor
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Sisters of Sin
Present Group Affiliation:

KNOWN POWERS:

Bionic Arms: Slash's Bionic Steel Arms have Remarkable Strength, but her physical body is too weak for her to lift more than Typical burdens.

The Arms do give her a Remarkable Strength punch in Slugfest though. **Bionic Claws:** Slash's Claws (like her arms) are made of steel. Each Claw does Excellent Edged Attack damage. If Slash makes a Red FEAT roll on any attack, both Claws hit for Incredible damage.

ROLE-PLAYING NOTES:

Slash enjoys inflicting pain. Her adult self was known as Sister Agony. She's more talkative these days.

TORSO

STATISTICS:

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

Health: 76
Karma: 18
Resources: PR(4)
Popularity: -6

BACKGROUND:

Real Name: Unrevealed
Occupation: Professional criminal
Legal Status: U.S. citizen with a criminal record, still a minor
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Sisters of Sin
Present Group Affiliation:

KNOWN POWERS:

None (except for her Superhuman Strength).

ROLE-PLAYING NOTES:

Torso is a bully even among her fellow Sisters. Only Sin doesn't back down to her.

GROUP HISTORY:

Bernadette Rosenthal, an old girlfriend of Steve Rogers (Captain America), called him to say that she was worried about her youngest sister Nancy who had run away from

home. Rogers checked around and found that an unusually large number of child disappearances had been going on lately and decided to investigate the matter personally. He would need a disguise though and enlisted the aid of Sersi in transforming himself into his 15-year old self. Then, pretending to be a teen runaway, he was picked up by two of the Sisters of Sin and was knocked out by Raunch who used her mental powers. When he regained consciousness, he found himself going to Mother Night's youth training camp where, aided by the Sisters of Sin, she was training young run-aways to hate and kill.

Teen Cap and the other "recruits" were off-loaded from the bus and put in holding cells about the size of closets. One of the other kids, a girl named Jennifer, had claustrophobia and when she put up a fuss, Sin proceeded to beat her. Cap tried to intervene but found his teen body incapable of handling the combat moves of his adult self. Later that night, the Teen Cap managed to escape and he broke Jennifer out as well. They made their way to the main house looking for a phone, but were captured by Sin instead. Sin beat Cap senseless and discovered that he was wearing a Captain America suit under his clothes. When he awoke, Cap found his street clothes had been removed leaving him in his Captain America costume. He pretended to be a member of his own computer network (Stars and Stripes). Mother Night decided to have the Sisters of Sin beat him to death.

Luckily for Captain America, Sersi had fixed her spell so that it would automatically reverse itself if he took more than 40 punches. Just as the girls closed in on him, he suddenly reverted to his adult self and was able to take care of the Sisters of Sin with no difficulty. But then Malachi attacked him. While they fought, Mother Night hurried the battered Sisters of Sin out the door. Captain America managed to defeat Malachi in time to overtake Mother Night, but the Sisters of Sin escaped.

SISTER DREAM

STATISTICS:

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

Health: 28

Karma: 80

Resources: GD(10)

Popularity: -6

BACKGROUND:

Real Name: Unrevealed

Occupation: Professional criminal

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

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Sisters of Sin

Present Group Affiliation:

KNOWN POWERS:

Hypnotic Gaze: Sister Dream can create illusions or phantom images directed at one person, provided her would-be victim looks at her. If Sister Dream makes a FEAT roll, she catches her intended victim with her hypnotic gaze. Dream's ability rank with this power is Incredible. The target must make a Red FEAT roll to escape the illusion she creates for him. Targets who have a Psyche of Remarkable need only make a Yellow FEAT roll; those with Incredible or Amazing Psyches need only make a Green FEAT roll. Persons whose Psyche is Monstrous or better cannot be duped by Sister Dream's power. Victims who fail their FEAT roll cannot take any action and any nearby villains get a free attack against them. If someone takes damage while under Dream's power, the pain will bring him back to reality. **Limited Mindscanning:** Dream can freely scan the surface thoughts of anyone with a Remarkable or lower Psyche. She must make a Red FEAT roll to scan the thoughts of someone

with a better than Remarkable Psyche. Any target whose thoughts have been scanned by Dream receives a -1CS to any attempt to resist her Hypnotic Gaze.

ROLE-PLAYING NOTES:

Sister Dream likes to spout bad poetry when she's not busy playing with someone's mind.

SISTER PLEASURE

STATISTICS:

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

Health: 28

Karma: 80

Resources: GD(10)

Popularity: 0



BACKGROUND:**Real Name:** Unrevealed**Occupation:** Professional criminal**Legal Status:** U.S. citizen with a criminal record**Place of Birth:** Unknown**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Mobile**Past Group Affiliations:** Sisters of Sin**Present Group Affiliation:****KNOWN POWERS:**

Mesmerism: If Sister Pleasure makes a FEAT roll, her beauty mesmerizes her target. Pleasure's ability rank with this power is Incredible. If her target is male, he must make a Red Psyche FEAT roll to tear himself away from her charms. Men who have Incredible Psyches need only make a Yellow FEAT to escape her mesmerizing power. Likewise, a man with an Amazing or better Psyche only has to make a Green FEAT roll. Pleasure's power has no effect on females, unless Pleasure makes a Red FEAT roll in which case the female target will be envious of Pleasure's beauty and unable to act that combat round.

Pleasure's Kiss: Sister Pleasure's kiss does Remarkable damage to a male she has managed to bewitch with her Mesmerism.

ROLE-PLAYING NOTES:

Sister Pleasure is all smiles and sweetness. She is very attractive, often fatally so.

SISTER AGONY**STATISTICS:**

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

Health: 66**Karma:** 18**Resources:** GD(10)**Popularity:** -10**BACKGROUND:****Real Name:** Unrevealed**Occupation:** Professional criminal
Legal Status: U.S. citizen with a criminal record**Place of Birth:** Unknown**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Mobile**Past Group Affiliations:** Sisters of Sin**Present Group Affiliation:****KNOWN POWERS:**

Claws: Agony's hands and feet were replaced with bionic steel claws. Each of these weapons does Excellent Edged Attack damage. The Talons are also coated in a special chemical designed to cause extreme pain. Anyone Sister Agony hits with even one of her Claws must make an Endurance FEAT roll versus Stun. If hit by two or more of her Claws simultaneously, the victim must make a Yellow FEAT roll to escape being stunned.

ROLE-PLAYING NOTES:

Sister Agony doesn't say much—she just circles, her actions and her appearance closely resembling a vulture's.

SISTER DEATH**STATISTICS:**

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

Health: 106**Karma:** 18**Resources:** GD(10)**Popularity:** -10**BACKGROUND:****Real Name:** Unrevealed**Occupation:** Professional criminal
Legal Status: U.S. citizen with a criminal record**Place of Birth:** Unknown**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Mobile**Past Group Affiliations:** Sisters of Sin**Present Group Affiliation:****KNOWN POWERS:**

None beyond Superhuman Strength.

ROLE-PLAYING NOTES:

Sister Death is grim-faced and very direct in her approach.

GROUP HISTORY:

The Red Skull had used advanced science to rapidly age the girls who were his pupils. This was before Sin (Skull's daughter) took over leadership of the Sisters of Sin.

The Skull had Arnold Roth kidnapped to lure Captain America to one of his secret houses. Captain America arrived, accompanied by Nomad, who was his partner at the time.

The combined mental powers of Sister Dream and Sister Pleasure were especially effective against the two costumed heroes and almost proved their undoing. Nomad was captivated by the hypnotic beauty of Sister Pleasure while Captain America got caught up in an illusion created by Sister Dream where he thought he was being embraced by his girlfriend, when, in reality, Sister Death was squeezing the life out of him. The pain brought Cap back to his senses and although he was unable to break Death's hold, he did manage to throw his shield at Sister Pleasure. The shield knocked out Sister Pleasure and freed Nomad to help Captain America. Nomad hit Sister Death with two of his stun discs, thus causing her to drop Captain America just as Sister Agony lashed out with her claws. Death was ripped up by her own sister and, in retaliation, she slammed Agony into the floor. Cap was once more caught up in an illusionary world (evidently his thoughts of his future bride were so strong that he was easily transfixed). Thinking fast, Nomad grabbed up the Captain America shield and used it to knock the last Sister of Sin senseless too. While our heroes were congratulating themselves, the Sisters of Sin escaped thanks to the plethora of hidden doors built in Skull's funhouse.

STATISTICS:

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

Health: 60

Karma: 60

Resources: FE(2)

Popularity: -4

BACKGROUND:

Real Name: Sally Blevins

Occupation: Student, adventurer

Legal Status: U.S. citizen with criminal record, still a minor

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Ally of X-Factor; member of the New Mutants

Present Group Affiliation:

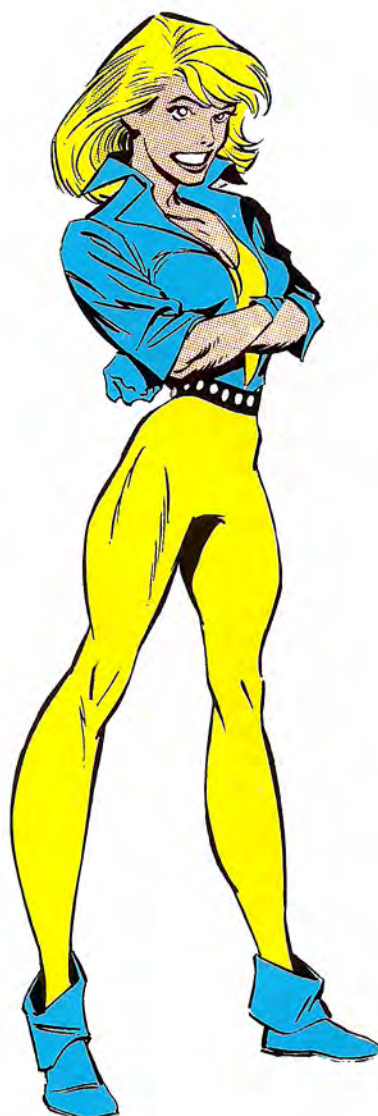
KNOWN POWERS:

Personal Force Field: Skids has a personal protective field that provides Shift X protection from all attacks. Her force field also gives Skids the following Power Stunts:

* **Slipperiness:** Skids' force field has unique properties that make it impossible for anyone to hold on to her. Therefore, Skids cannot be grabbed or entangled. Skids automatically escapes from any bounds. However, if she is somehow caught in some strange power, she need only make a Green FEAT roll to escape. If Skids wants to use her power to help someone else escape, she must make a normal Yellow FEAT roll. For purposes of escape FEAT rolls only, Skids' Strength is Monstrous.

* **Skate:** Skids can move at Excellent speed by skating her force field across the ground.

* **Deflector Field:** If Skids makes a FEAT roll, she can extend her force field to protect others. If her roll is Red, the field remains at Shift X intensity. The Deflector Field will only provide Amazing protection if her roll was Yellow, and Remarkable protection if it was Green.


ROLE-PLAYING NOTES:

Skids is very protective and loyal to Rusty Collins, her first true friend. She believes strongly in the New Mutants charter to protect Earth's peoples from the evils of man and mutant.

HISTORY:

Little has been revealed of Skids' past. It is known that her power first manifested itself after she was abused by her stepfather. The current status of Skids' parents is unknown. She was living on the streets

(or rather under them with the Morlocks), and trying to escape the mutant-hating madness that had seemed to infect the majority of humans when she encountered Rusty Collins. Rusty was being pursued by the Freedom Force (government-chartered mutant enforcers) and a mob of mutant-hating humans. Rusty accidentally injured a woman with his pyrokinetic powers and is wanted by the U.S. Government. He has been wrongly labeled an evil mutant.

When Spider-Woman (one of the Freedom Force) caught Rusty in her psychic web, Skids came to his res-

cue. Skids' force field easily parted the web. The two youths then fled. Skids and Rusty were overtaken by the Freedom Force on the edge of the park, but before the evil mutants could take them in, a mob of humans attacked the Freedom Force. In the confusion, Skids and Rusty escaped. Skids tried to get Rusty to the safety of the underground home of the Morlocks, but the Freedom Force caught up with them again, this time in the sewers beneath New York. The evil mutant Blob was pounding Rusty into the sewer wall when X-Factor arrived on the scene. Destiny warned of imminent disaster, so, after a brief skirmish, Freedom Force retreated.

Later, with X-Factor's mentorship, Skids and Rusty joined the New Mutants. They wanted to help protect humans and mutants from the evil on both sides. Skids and Rusty, acting on their own, tried to prevent the Vulture's releasing Nitro from captivity. Skids was injured protecting the public from Nitro's explosions and Rusty was injured protecting her from Freedom Force. The determined, if somewhat weak-minded, Freedom Force finally managed to capture Skids and Rusty. The two New Mutants were placed in a high-security prison hospital. The rest of the New Mutants were busy helping Balder defend Asgard and were unable to come to Rusty and Skids' aid. Meanwhile, yet another evil mutant group took notice of Skids and Rusty—the terrorist organization known as the Mutant Liberation Front. The MLF broke into the high-security installation and stole Skids and Rusty out from under the noses of the Freedom Force. In the process, they had a brief run-in with Cable, a cyborg, who was also trying to rescue Skids and Rusty. Cable was beaten and left for dead.

What the MLF has planned for Skids and Rusty remains to be seen. Cable isn't out of the picture either. He has escaped the military hospital and has collected the other New Mutants to act as his soldiers in the battle against the MLF.

THE FIRST SLEEPER

STATISTICS:

F EX(20)
A PR(4)
S MN(75)
E UN(100)
R PR(4)
I PR(4)

Health: 199

Karma: 8

Resources: 0

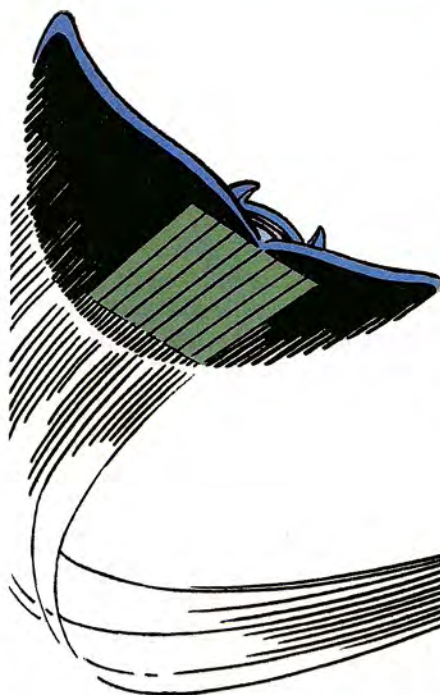
Popularity: -20

KNOWN POWERS:

Armor: The robotic body of the Sleeper was armored to provide Remarkable protection against Energy attacks and Monstrous protection against Physical attacks.

Energy Blast: The Sleeper could project an energy blast from either claw that did Incredible damage. The Blast had a range of 7 Areas.

Manipulative Claws: The Sleeper's claws got a +1CS to Strength when making snatching or crushing attacks.



ROLE-PLAYING NOTES:

The Second Sleeper was essentially the same as the First Sleeper with a wing attached to provide flying capability.

THE THIRD SLEEPER

STATISTICS:

F EX(20)
A PR(4)
S MN(75)
E UN(100)
R TY(6)
I GD(10)

Health: 199

Karma: 16

Resources: 0

Popularity: -20

KNOWN POWERS:

The Third Sleeper actually had two components, each a separate robotic death machine. The Lower Component was designed to attach under the wing of the Upper Component. When attached, the Lower Component's Reason and Intuition were supplanted by the Upper Component's. The Lower Component

ROLE-PLAYING NOTES:

The First Sleeper was basically a juggernaut programmed to destroy everyone and everything in its path.

THE SECOND SLEEPER

STATISTICS:

F EX(20)
A PR(4)
S MN(75)
E UN(100)
R PR(4)
I PR(4)

Health: 199

Karma: 8

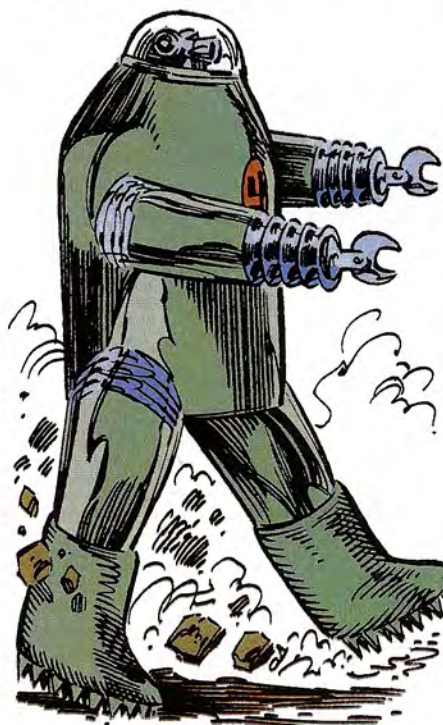
Resources: 0

Popularity: -20

KNOWN POWERS:

Other than Flight, the Second Sleeper had the same powers as listed for the First Sleeper (see above).

Flight: The Second Sleeper could fly at Good speeds and it gained +2CS to its Agility while in the air.



had the same statistics and powers as the First Sleeper (see First Sleeper), while the Upper Component, a Robot Wing, had the statistics listed above and the following unique powers:

Eject: Allows the Upper Component to detach the Lower Component.

Flight: The Third Sleeper's Upper Component could fly at Remarkable speeds, this was reduced to Excellent speeds with the Lower Component attached.

Armor: The Upper Component had the same armor as the First Sleeper.

Laser Projector: The eyes of the Upper Component could each project an Incredible intensity energy blast with a 10-Area range.

ROLE-PLAYING NOTES:

The Third Sleeper improved over the Second Sleeper by giving the flight wing a separate robot intelligence and additional powers as well.

THE FOURTH SLEEPER

STATISTICS:

F	RM(30)
A	EX(20)
S	MN(75)
E	SH X (150)
R	TY(6)
I	GD(10)

Health: 275

Karma: 16

Resources: 0

Popularity: -30

KNOWN POWERS:

Density Change: The Fourth Sleeper could alter its own molecular density. This gave the Fourth Sleeper the following power stunts:

* *Mole*: The Sleeper altered its molecular structure so that it could move underground at Excellent speeds (5 Areas/round).

* *Defenses*: The Sleeper could change its structure at will so that attacks just passed right through it. Treat this effect as Unearthly resistance to any attack.

Energy Blast: The Sleeper could fire an Amazing intensity Energy blast that attacked everyone in the same

area as the Sleeper.

Eruption: The Fourth Sleeper could channel the energy in its body into a massive explosion that did Shift X damage to everything within a 5 Area radius of the eruption. The Sleeper had to make a FEAT roll of Poor Rank before it could erupt. If the Sleeper made a Yellow FEAT roll, the radius of destruction increased to 10 Areas, while a Red FEAT roll increased the destruction out to 25 Areas. The Sleeper could make one attempt to erupt per uninterrupted combat round.

ROLE-PLAYING NOTES:

The Fourth Sleeper was actually a living volcano, programmed to move underground and erupt under populations centers, military bases, and so forth.

THE FIFTH SLEEPER

STATISTICS:

Body: UN(100)

Speed: PR(4)

Control: EX(20)

Strength: UN(100)

KNOWN POWERS:

Laser Projector: The eyes of the Fifth Sleeper each projected an Incredible intensity energy blast with a range of 10 Areas.

Laser Cannon: A more powerful laser projector was mounted just above its eyes. The Laser Cannon could fire an energy blast of Amazing intensity with a 25 Area range.

Armor: The robotic body of the Fifth Sleeper was armored and provided Monstrous protection against Energy attacks and Unearthly protection against Physical attacks.

Manipulative Claw: The death machine's claw gave it a +1CS to Strength when making grabbing or crushing attacks.

Nerve Gas Dispenser: The left arm ended in a nerve gas dispenser. The weapon had a range of 3 Areas. Anyone who breathed the gas suffered Amazing damage each combat round until death.

ROLE-PLAYING NOTES:

The Fifth Sleeper was in fact a manned attack vehicle in the form of a gigantic robot. A minimum crew of 10 was required to operate the Sleeper.

GROUP HISTORY:

As World War II drew to its inevitable close, Hitler vowed that if he could not conquer the world, he would destroy it. To achieve this end, the Red Skull proposed the construction of five gigantic war machines to be called the Sleepers which would be hidden in various locations while they generated and stored the power they would need and then be released at a future date, "Der Tag" ("The Day"), to destroy the Earth if the Allies won. Hitler enthusiastically instructed the Skull to construct the Sleepers, unaware that the Skull intended to use them to conquer the world himself if the Third Reich fell.

Later, a couple of freak occurrences left both the Red Skull and his archnemesis, Captain America, in states of suspended animation. Decades later, Captain America was the first awakened. By the time the Skull awoke, Captain America had already destroyed the first three Sleepers. But even with the Skull's direction, the final two Sleepers met the same fate as their predecessors: defeat at the hands of Captain America and his allies.

STATISTICS:

F RM(30)
A RM(30)
S MN(75)
E UN(100)
R IN(40)
I IN(40)
P UN(100)

Health: 235

Karma: 180

Resources: UN(100)

Popularity: 0/-50 (Magic Experts)

BACKGROUND:

Real Name: Dexter Rayne (Body), Llan

Occupation: Accountant, Conqueror

Legal Status: Citizen of Canada with no criminal record, Unknown

Identity: Existence unknown to general public

Marital Status: Widowed, Unknown

Known Relatives: Carol Rayne (Deceased)

Base of Operations: Canada

Past Group Affiliations: Unknown

Present Group Affiliations:

KNOWN POWERS:

Magic: The Sorcerer is a Master of Chaotic Magic. He has access to all Personal, Universal and Dimensional spells, and can cast them at Unearthly power rank. He can teleport himself, and others, to various dimensions instantly. The Sorcerer appears to be a creature of magical energy which possesses and enhances a host body. It is not known if the Sorcerer can be permanently destroyed. The Sorcerer can lay dormant for tens of thousands of years, without losing any of its power levels.

Power Duplication: The Sorcerer is able to magically duplicate almost any normal super-power, and use it at up to Unearthly power rank. This includes various physical powers that he enhances his host body with.

Summoning: The Sorcerer is able to summon and control evil supernatural creatures from other dimensions, such as demons from the Pit.

Talents: The Sorcerer's Reason should be considered Unearthly in matters of magic and the supernatural. Dexter Rayne was an expert environmentalist, and accountant.



Contacts: The Sorcerer probably has contacts in a number of different magical dimensions. The Sorcerer has helped the so-called Master of the World, but he did not tell the Master of the World who he was. The Sorcerer also has some sort of connection with the Zeitgeist, an assassin of super beings currently working in South America.

ROLE-PLAYING NOTES:

The Sorcerer is an ancient being of infinite evil and he views the Earth and all its inhabitants with nothing but disdain. He loves toying with his opponents, knowing that they probably cannot hurt him. He uses his telepathic powers to find out his foes' insecurities and fears, and likes to use this knowledge to mentally torture them. The Sorcerer enjoys using elaborate schemes in his ongoing battle with Talisman and Alpha Flight. His ultimate goal is to open the Gateway to Night, flooding the Earth with evil.

HISTORY:

Every 10,000 years, a special conjunction of the planets occurs, during which an evil magical creature from another dimension is allowed to enter our dimension by possessing a human body. The creature is known as Llan, the Sorcerer. His main goal is to open the Gateway to Night, letting evil creatures from the beyond enter our dimension.

So far, the Sorcerer has been thwarted each time by the owner of the Talisman, a powerful magical artifact. The last Talisman tricked the Sorcerer into taking an inert form of a statue. Her spells prevented him from changing back until a mortal willingly consumed him. She then buried him deep in the Earth, hoping he would be forgotten. During the recent planetary conjunction, the sleeping Sorcerer could act again.

At that time, Dexter Rayne and his wife Carol were taking a second honeymoon in the wilds of Canada. During the camping trip, Dexter stumbled over a strange little statue, half-buried in the dirt. That night, the Sorcerer talked to Dexter in his

dreams. Playing on Dexter's secret fears and insecurities, the Sorcerer convinced Dexter to open a gateway between dimensions. The Sorcerer, in return, promised that he would come and help Dexter save the Earth. The confused Dexter sacrificed his own wife, and then drank her blood after the statue had been dissolved in it. This opened a gateway that allowed the Sorcerer to possess Dexter's body and take control.

Sensing the location of the latest owner of the Talisman, Elizabeth Twoyoungman, the Sorcerer hurried to confront her. It seems that a special set of rules of engagement exist, stating that the Sorcerer cannot begin his attack on the Earth until the owner of the Talisman actively attacks him. The Sorcerer confronted Talisman and her friend Heather Hudson, known as the Vindicator, at Heather's house in Edmonton. The Sorcerer transported Heather and Talisman to a non-zone pocket dimension. Such areas had been created by celestial beings centuries ago as neutral areas of combat. The Sorcerer then transported the other members of Alpha Flight to the non-zone.

The Sorcerer verbally goaded the Alpha Flight members into attacking him. The Sorcerer was easily able to defeat them and even broke Sasquatch's arms. The Sorcerer then began to kill Madison Jeffries, which forced Talisman to attack him. The elated Sorcerer bragged about what he was going to do to the Earth before leaving Alpha Flight stranded in the non-zone. Alpha Flight had several adventures in the non-zone before returning to our dimension. During that time, they found the missing Puck and bought him back with them. They returned to our dimension to discover that three months had passed while they were in other dimensions.

Upon returning, Shaman and Puck became very ill and had to be hospitalized. At the same time, Alpha Flight heard of a disaster in a suburb of Montreal and hurried to help. Arriving at the suburb, they found the area surrounded by the army. They were told that a new Canadian super team, Gamma Flight,

was taking care of the disaster. Alpha Flight went ahead and entered the area anyway, discovering that everyone in the suburb had been violently killed. They found Gamma Flight being overrun by the reanimated bodies of the dead citizens. Alpha Flight helped Gamma Flight defeat all the animated corpses. Talisman then confronted the cause of all the death, a little girl possessed by a demon from the Pits. The demon told Talisman that he was simply delivering a message for his master, the Sorcerer. The demon told Talisman that this was just the beginning of his master's plans for the Earth. After the message was delivered, Talisman banished the demon back from whence he came.

During the time period when the "Acts of Vengeance" were occurring, a number of America's super villains were fleeing the United States. They were fleeing because a law, the Super-Powers Registration Act, was then being pushed through Congress. The Sorcerer compelled these villains to come to Canada, and him. Talisman sensed the Sorcerer's actions, and sent Alpha Flight team members to force the American villains back into the United States. Vindicator became involved in a fight with Nekra in downtown Winnipeg. Diamond Lil was defeated by the Scorpion, who then got away. At the same time, the Owl arrived in Canada by plane, and the woman known as Asp drove across the border between the United States and Canada. Soon, all of Alpha Flight and Gamma Flight were involved in a melee with the villains in Winnipeg. The villains were knocked unconscious when the Sorcerer released his mental control over them. The resulting violent energy caused by the super powered fight, allowed the Sorcerer to begin opening the Gateway of Night. With the help of Dr. Strange, Alpha Flight opened the Gateway of Day, and the Armies of Light defeated the Sorcerer and his minions.

STATISTICS:

F GD(10)
A MN(75)
S EX(20)
E RM(30)
R GD(10)
I TY(6)
P TY(6)

Health: 135

Karma: 22

Resources: GD(10)

Popularity: -10

BACKGROUND:

Real Name: James Sanders

Occupation: Former pharmaceutical chemist, now criminal

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

Identity: Secret

Place of Birth: New York City

Marital Status: Single

Known Relatives: None

Base of Operations: New York area

Past Group Affiliations: Squadron

Sinister, Sinister Syndicate

Present Group Affiliation:

KNOWN POWERS:

Lightning Speed: Unearthly Rank (150 mph, 10 areas per round). Established Power Stunts include:

- * Running in a circle within 1 area the Speed Demon can create a Monstrous intensity cyclone, that can Stun or Slam anyone it affects.

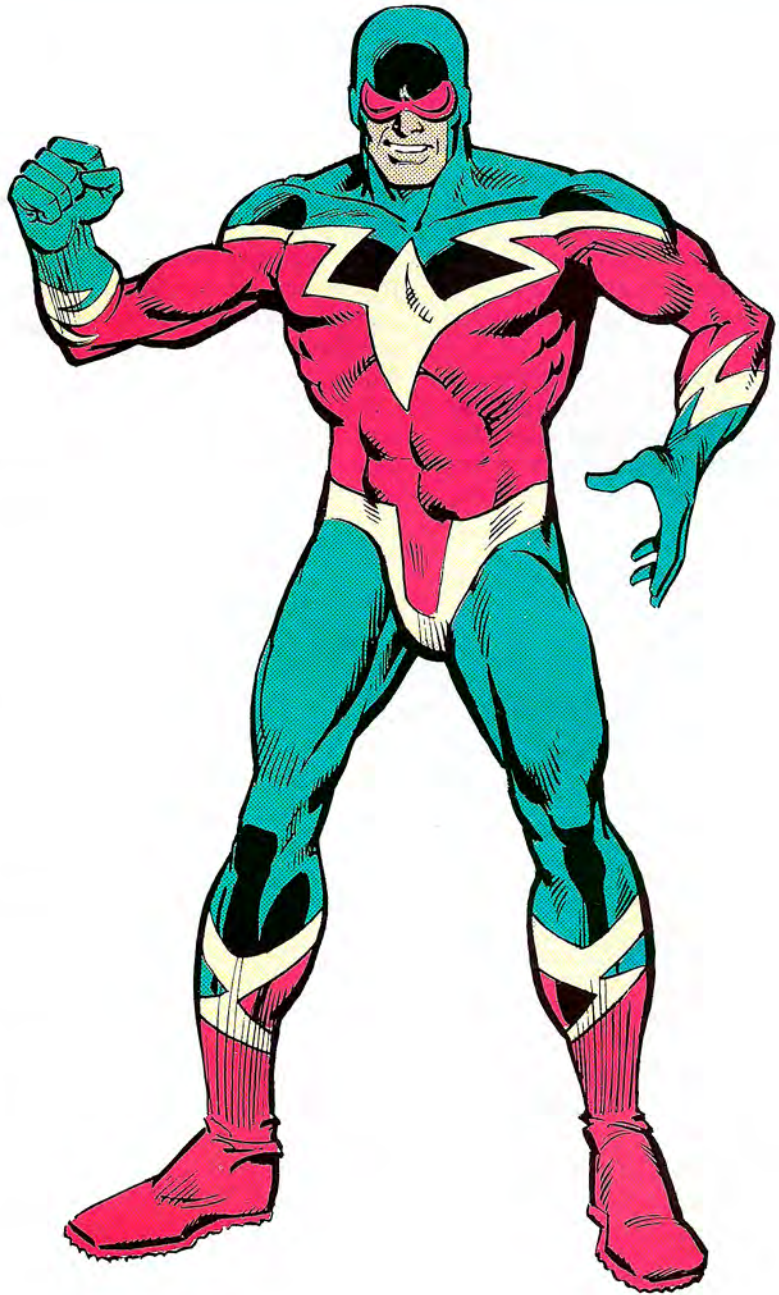
- * Circling an opponent at high speed, Speed Demon can strike 3 blows per round, gaining a +2CS on damage and Stunning Intensity. Treat any Slam results as Stuns.

Protected Vision: Speed Demon wears special goggles to protect his eyes when running at high speeds. The goggles provide him with Good protection against anti-visual attacks.

Talents: Speed Demon is a trained Chemist.

Contacts: The Speed Demon has contacts with the other members of the Sinister Syndicate (Boomerang, Hydro-Man, Beetle, and Rhino).

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

The Speed Demon is very overconfident in combat, believing that no one can touch him because of his speed. He has a tendency to show off in combat, and constantly brag about his abilities. His overconfidence causes him to constantly underestimate his foes, much to his regret.

HISTORY:

Many years ago, an Elder of the Universe known as the Grandmaster played a tournament of powers with the time traveller known as the Scarlet Centurion. The Scarlet Centurion used his enemies from an alternate Earth, the Squadron Supreme, as his pawns in the contest. A few years later, the Grandmaster became involved in the same type of contest

with Kang the Conqueror. The Grandmaster contacted four humans and offered them powers similar to the Squadron Supreme. One of the humans was James Sanders, a chemist for the Hudson Pharmaceutical Company of West Caldwell, New Jersey. The Grandmaster gave him a formula for a pill that would give him superhuman speed. Sanders agreed to play in the Grandmaster's tourney in return for the formula.

The Grandmaster gave him a costume and called him the Whizzer. Sanders and the other Squadron Supreme copies were beaten in the contest by Kang's team of pawns,

the Avengers. After the defeat, the Grandmaster kept his word and returned Sanders and the others to Earth with their powers. A few months later, Sanders and the other members of the Squadron Sinister were hired by the alien geographer, Nebulon. Nebulon and the Squadron Sinister tried to melt the polar ice caps, but they were stopped by the Defenders. Doctor Strange cast an amnesia spell over the Squadron members, causing them to forget their powers.

Sanders got his job back at Hudson Pharmaceutical and worked there for awhile. His memory was accidentally restored when the Aveng-

ers questioned him about one of the other Squadron members, Dr. Spectrum. Sanders experimented with the original formula that had given him his powers, creating a variant that increased his super speed even more. He took a new name, Speed Demon, because of the recent return of the WWII hero called the Whizzer. He then began to use his powers in various thefts. Recently, Speed Demon joined a new super villain team, the Sinister Syndicate, led by the Beetle. Speed Demon is currently still at large.

STATISTICS:

F EX(20)
A GD(10)
S MN(75)/SHIFT Z(500)
E MN(75)/SHIFT Z(500)
R IN(40)/SHIFT Z(500)
I IN(40)/UN (100)
P MN(75)/SHIFT Z(500)
Health: 180/1030
Karma: 155/1100
Resources: UN(100)
Popularity: -5/-25 (with Xandarians)

BACKGROUND:

Real Name: Unknown
Occupation: Wizard, then Conqueror
Legal Status: None
Place of Birth: Egypt
Marital Status: Single
Known Relatives: None
Base of Operations: Flying Pyramid
Past Group Affiliations: None
Present Group Affiliations:

KNOWN POWERS:

Ka Stone: The Sphinx possessed a mystical stone that enabled him to manipulate magical energy. The Ka Stone was made out of Class 1000 rank material. The Ka stone provided him with the following powers:

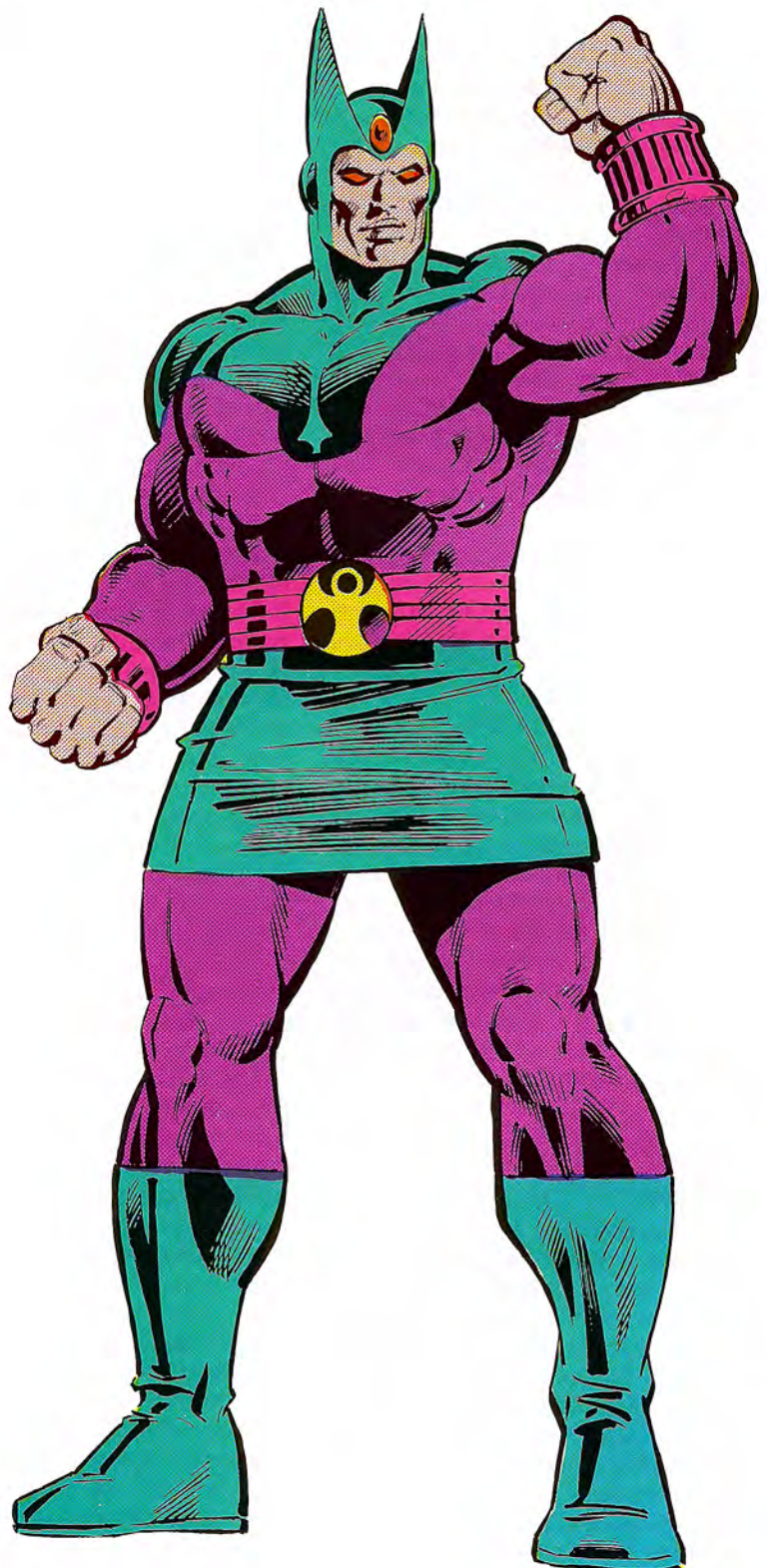
Beams of heat, light and force: Amazing intensity. (Unearthly intensity).

Mental Probe: Amazing intensity (Unearthly intensity).

Flight: Amazing intensity (CL 3000).

Life Support: Unearthly intensity (CL1000).

Energy Absorption: Unearthly intensity (CL1000). The Sphinx could channel absorbed energy into his Strength and/or Endurance scores. He could also use the absorbed energy to increase any of his powers, plus give himself the Growth power. When he absorbed the power from the Xandarian computer, he could also channel the energy into his RIP ability scores. He could absorb an Unearthly amount of energy per round. This power apparently had no limit on how much energy he could absorb. The energy would drain away from him at the rate of 10 rank points per round, unless he drained energy from a CL1000 energy source. In that case, the energy could only be drained from him



against his own free will.

Immortality: Unearthly intensity (CL1000).

Body Armor: Amazing intensity (Shift Z intensity).

Xandar Computer: When the Sphinx absorbed the energy of the main computer of Xandar, his powers dramatically increased. The second set of ability ranks and the power ranks in parenthesis above represent the Sphinx's power levels during this time. He also possesses the following powers after absorbing the Xandar computer's energy.

Growth: Permanent Monstrous rank (+3CS to hit in combat).

Talents: Over the centuries, the Sphinx picked up a lot of knowledge about science and history. The Sphinx possesses the following talents:

Medicine, Engineering, Chemistry, Biology, Genetics, Archaeology, Physics, Computers, Occult Lore, Hypnotism, Languages and Repair/Tinkering.

ROLE-PLAYING NOTES:

Through most of his long life, the Sphinx was obsessed with finding a way to end his immortal life. He found eternal life to be utterly boring. He spent much time seeking release from the Ka Stone's influence. After absorbing the power of the Xandar computer, the Sphinx forgot his thoughts of suicide. He now wanted more power to conquer and destroy. The Sphinx was very vengeful man, never forgetting an insult.

HISTORY:

The Sphinx was born in ancient Egypt, and served as the court wizard for the Pharaoh Ramses II. When the wizard's powers proved useless against the demonstrated powers of the leader of the captive Israelites, Ramses banished the wizard. The wizard wandered for many years, finally coming upon an abandoned temple of unknown origin. Inside, he found the mystical gem known as the Ka Stone. The stone somehow compelled him to place it on his forehead. The stone then grafted itself to his forehead, grant-

ing him magical powers and immortality.

Calling himself the Sphinx, he then spent the next 5,000 years wandering the Earth without any real purpose. Eventually, the Sphinx became bored with his immortal life and wished to free himself of the Ka Stone and its powers. The Sphinx heard of a powerful being in the Himalayan Mountains, and went there for help. In the Himalayas, the Sphinx met the mystical being Sayge, also known as Veritas, the embodiment of truth. Sayge refused to help the Sphinx, and tortured him with predictions that the Sphinx would live forever. For some unknown reason, Sayge often accompanied the Sphinx.

In modern times, the Sphinx began to mind probe various people, hoping to find a solution to end his life. He had no luck until he probed the mind of Richard Ryder, who had recently become the hero known as Nova. Ryder had gained his powers from a Nova Centurion, one of the champions of the planet Xandar. Ryder subconsciously possessed knowledge of Xandar and its planet-sized computer. The Sphinx did not know what the precise nature of Ryder's knowledge was, but he did believe that Ryder held the key to gaining his release from the Ka Stone. The Sphinx could not gain the knowledge from Ryder though, because the information was buried deep in Ryder's subconscious.

The Sphinx eventually learned of the existence of Xandar's computer, from the living computer, Quasimodo. The Sphinx forced Ryder, and a number of Ryder's friends and enemies, to go with him to Xandar. They used a spaceship that Ryder had inherited from the Nova Centurion that had given him his powers. The Sphinx absorbed huge amounts of knowledge and energy from the Xandar computer, enhancing his powers dramatically. The Sphinx finally had the knowledge and power to kill himself. Instead, he forgot about suicide, and decided to destroy the Earth instead.

The Fantastic Four learned of his plans, and attempted to stop him. The Fantastic Four bargained with

Galactus, getting him to agree to stop Sphinx. Galactus defeated Sphinx easily and drained him of his excess power. Galactus then crushed the Ka Stone, and sent the Sphinx back in time, to re-live his life in a time loop. Unfortunately, Galactus made a mistake, and sent the Sphinx to a time period when he already existed. The future Sphinx met his past self just as he began to place the Ka Stone on his forehead. The future self told his past self of what Galactus would do in the future. The two worked together and built a machine that could reform the Ka Stone after it was destroyed by Galactus. The future version then hypnotized his past self into forgetting their encounter. The future self then placed himself in suspended animation.

Months after Galactus destroyed the Ka Stone, the Sphinx awoke from suspended animation. He then began to use the machine to restore the crushed Ka Stone. During a chance encounter with the Thing, the machine was destroyed before it had completely reformed the Ka Stone. Since the machine had not completely restored the Ka Stone, the Stone began to disintegrate. The Sphinx knew that once it disintegrated, he would die. Seeking a final revenge, the Sphinx attacked the Thing and defeated him. The Thing was saved by an old enemy, the Puppet Master, who felt he owed the Thing a debt of gratitude. Using one of his puppets, the Puppet Master took control of the Sphinx's mind and made him crush the Ka Stone. When this happened, the Sphinx's body turned to dust.

STATISTICS:

F RM(30)
A AM(50)/MN(75)(enhanced)
S IN(40)/
 SHIFT Z(500)(enhanced)
E IN(40)
R EX(20)
I GD(10)
P IN(40)/UN(100)(enhanced)
Health: 160/645 (enhanced)
Karma: 70/130 (enhanced)
Resources: TY(6)
Popularity: 30/6 (Peter Parker)

BACKGROUND:

Real Name: Peter Parker
Occupation: Graduate student in chemistry, freelance photographer
Identity: Secret
Legal Status: U.S. citizen with no criminal record
Place of Birth: New York City
Marital Status: Married
Known Relatives: Mary Jane Watson Parker (wife), Richard Parker (father, deceased), Mary Parker (mother, deceased), Benjamin Parker (uncle, deceased), May Parker (aunt)
Base of Operations: New York City
Past Group Affiliations: Spider-Man has sometimes worked for Silver Sable and her organization.
Present Group Affiliations:

KNOWN POWERS:

Normal Powers:
Wall-Crawling: Amazing Intensity.
Spider-Sense: Amazing Intensity
 Combat Sense. Spider-Man cannot be blindsided. If his Spider-Sense is not working, use the Intuition score above, and all Agility FEATs will then be at a -1CS.
Webcasting: Monstrous power rank. Dissolves after one hour.
Spider-Tracer: Spider-Man carries several of these small homing devices, shaped like spiders. Tuned to his Spider Sense, they allow him to track with Amazing accuracy at a range of one mile.
Spider-Light: Good Rank illumination.
Enhanced Powers:
Body Resistance: Unearthly.
Kinetic Bolt: Unearthly. 10 area range.
Penetration Vision: Unearthly. 10 area range.



Telescopic Vision: Unearthly intensity and Unearthly range.
Molding/Animate/Molecular Conversion: Unearthly. Spider-Man must be touching the object he is effecting with these powers.
Spider-Sense: His Combat Sense has been increased to Unearthly rank, and now includes super hearing. In combat, the enhanced Spider-Sense sometimes overloads his senses. While in combat, or when he is about to be attacked by surprise, he must make a successful Reason FEAT roll every round during

combat. If he fails the roll, his Intuition for that round is considered to be Typical.
Plasma Bolt: Unearthly. 10 area range.
Flight: Remarkable air speed (6 areas per round).
Light Flash: Remarkable intensity. 2 area range.
Talents: Peter Parker is a graduate student in chemistry, minoring in physics. He works as a freelance photographer.
Contacts: As Peter Parker, he has contacts at the *Daily Bugle* newspa-

per. As Spider-Man, he has contacts with almost every American super hero. He also has contacts with Silver Sable and her organization, the Wild Pack. Thomas Fireheart (Puma), feels that he owes Spider-Man a debt of honor.

ROLE-PLAYING NOTES:

When his uncle died, Peter Parker learned that with great power comes great responsibility. That philosophy has been his main motivation in his career as Spider-Man. Peter's personal life has always been filled with misfortune and tragedies. He uses his time as Spider-Man to let out steam. He likes to make wisecracks during his fights, which usually upsets his foes. Peter has always been worried about mortally wounding an opponent, so he tries never to really lose his temper. This has recently become even more important to him, with his new power increase.

HISTORY:

A bright, honor student in science at Midtown High School, Peter was extremely shy, bookish, and a loner at school.

One night, Peter attended a public exhibition sponsored by General Techtronics demonstrating the safe handling of nuclear lab waste materials, during which a small spider accidentally got in the path of a particle accelerator beam and became irradiated. The dying spider fell on Peter Parker's hand and bit him and Peter ran out of the exhibition hall. On the way home, Peter was attacked by some street gang members, but to his surprise, was able to fling the punks out of his way. Fleeing from the thugs, Peter was almost run over by a speeding car, and leaping out of the way, he jumping about 30 feet up onto a wall. Peter soon discovered that he could cling to walls, and that he now had a perfect sense of balance. Peter guessed that these powers had been caused by the bite of the irradiated spider.

That night, his Aunt May asked Peter to deliver some clothing to a charity drive going on at the National Guard Armory. A wrestling match

was going on at the Armory when Peter got there. A professional wrestler was offering a \$100 to anyone that could stay in the ring with him for three minutes. Peter donned a mask, took the challenge, and was able to easily defeat him. Spotting this, a local television producer's talent agent at the match offered Peter work on a variety television show, to which Peter agreed. For the next few nights, Peter created a costume, and invented a special webbing that he could shoot from devices on his wrists. Calling himself the Amazing Spider-Man, Peter appeared on the show and became an instant success.

Right after the show, a burglar ran right by Peter, pursued by a studio security guard. Peter did nothing to stop the burglar, even though he could have easily tripped him, and the burglar got away. When the guard asked Peter why he didn't stop him, Peter said that it wasn't his job to catch criminals. A few days later, Peter arrived home to find out that his Uncle Ben had been shot by a burglar who was trapped by the police at a nearby abandoned warehouse. Peter donned his costume and went after the burglar himself. Upon capturing the crook, Peter realized that it was the same burglar he had not stopped at the television studio. Peter realized then that if he had acted responsibly, his uncle might not be dead. He promised himself that he would never forget that with great power comes great responsibility.

Peter began to use his powers to fight crime, took pictures of his fights using an automatic camera, and then sold the pictures to the *Daily Bugle*. Since then, Spider-Man has become one of the most well-known heroes in New York City. Unfortunately, although a hero, some people still think of him as a menace.

Recently, Peter Parker got married to Mary Jane Watson who has known he is Spider-Man from almost the beginning of his career. Peter's old friend Harry Osborne leased the couple a loft in the building that Harry and his family are also living in. Mary Jane's niece Kristie also recently moved in with the Parkers.

Recently, it has been revealed that Kristie ran away from her uncaring parents and she suffers from anorexia. Thomas Fireheart (Puma) has now bought out the *Daily Bugle* from under Jameson. Fireheart feels that he owes Spider-Man a debt of honor and now plans to have the *Daily Bugle* praise Spider-Man unlike Jameson's past editorial policy.

Peter has now returned to his studies and is doing some post-graduate work as a lab assistant at Empire State University. Peter was recently helping Professor Max Lubisch on his experiments to discover an extradimensional power source when an accident occurred. Peter took the brunt of an energy backlash that almost hit Professor Lubisch and soon discovered that the energy backlash had somehow increased his powers and gave him new ones. His spider-sense has become so sensitive that he now has trouble controlling it. He is able to project energy bolts and he has become incredibly resistant to most forms of damage. Peter is now extremely scared of hurting someone with his increased powers. Early evidence indicated that the power might have originated from a mysterious source that has effected others in the past such as Captain Universe.

During the "Acts of Vengeance" affair, Spider-Man used his new powers to successfully defeat Titania and Magneto. Spider-Man was then attacked by the robot known as Tess-One, which was under the control of Doctor Doom. Spider-Man destroyed the robot, but during the battle it absorbed a small quantity of Spider-Man's cosmic energy. Doctor Doom later reclaimed the piece of the robot that had absorbed the energy, planning to use the energy himself.

Peter lost his enhanced powers after a battle with some renegade Sentinels, saving all New York in the process. Many of the villains he defeated with his enhanced powers are now looking for revenge.

STATISTICS:

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

Health: 70

Karma: 22

Resources: FE(2)/MN(75)(Captain America II)

Popularity: 10/50 (as Captain America II)

BACKGROUND:

Real Name: William Nasland

Occupation: Adventurer

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Philadelphia, Pennsylvania

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile, Philadelphia

Past Group Affiliations: Crusaders (as Spirit of '76), Invaders (as Captain America), All-Winners Squad (as Captain America)

Present Group Affiliations:

KNOWN POWERS:

Cape: When Nasland was the Spirit of '76, he wore a special cape that provided him with Good protection from physical and flame attacks, but Slam and Stun results could still effect him. The cape automatically protected him from such attacks made from behind, but he could also draw it around him to protect him in the front.

Shield: While Captain America, Nasland used a shield made of steel (Remarkable strength material). The shield provided him with Remarkable protection against physical attacks, but he was still effected by Slams and Stuns. He could throw the shield up to three areas away, causing Good Blunt Throwing damage.

Talents: The Spirit of '76 was apparently trained in Martial Arts A and B.

Contacts: As the Spirit of '76, Nasland had contacts with the Invaders. As Captain America, he had contacts with the Invaders and the All-Winner's Squad.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Nasland was a brave man who truly believed in his country. His great patriotism made him the perfect replacement for Captain America when Steve Rogers disappeared. While he was Captain America, Nasland was driven to take chances so that no one would know that he was not really the original Captain America. He felt that he constantly

had to prove himself to be worthy to wear Captain America's costume.

HISTORY:

Nasland first became well-known in the 1940s as a costumed hero fighting Nazi espionage in America. He probably adopted his patriotic costume and name in honor of the original Captain America.

In 1942, the Spirit of '76 moved to England and became the only non-British member of the Crusaders, a group of super humans dedicated to foiling Nazi efforts in London. The Crusaders had been recruited by a man named Alfie, who they thought to be with the British government. In reality, Alfie was a German spy that had organized the Crusaders to help in a plan to discredit the Invaders. Alfie also planned to use the Crusaders in a plan to assassinate King

George VI. Alfie convinced the Crusaders that the Invaders were actually Nazi agents, which led to a battle between the two teams at the christening of a battleship. The Invaders were able to stop the assassination and reveal Alfie's true nature. The Crusaders broke-up, but Nasland continued his career as a hero.

In 1945, right before the end of the war, the original Captain America and Bucky disappeared. President Harry S. Truman asked Nasland to become Captain America, and asked a boy named Fred Davis to take up the identity of Bucky. The new Captain America and Bucky fought with the Invaders against the Japanese in the Pacific Theater of operations. After the war was over, Nasland and Davis joined the All-Winner's Squad, a post-war version of the Invaders which operated in the United States.

In 1946, the All-Winner's squad

discovered a plot to substitute a robot double for a Boston congressional candidate, John F. Kennedy. The being behind the plot was Adam II, an evil android created by Professor Phineas T. Horton. Nasland and Davis discovered Adam II and his hideout. The two heroes battled Adam II and hordes of his robots. Davis was knocked unconscious during the battle. Nasland escaped and went to Boston's Old North Church, planning to summon the other members of the All-Winner's Squad. One of Adam's robots caught up with Nasland and crushed him in his grip. The dying Nasland used a flare device to destroy the robot and to summon the All-Winner's Squad. The Squad was able to defeat Adam II and thwart his plans, thanks to the dead hero.

STATISTICS:

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

Health: 80

Karma: 22

Resources: RM(30)

Popularity: 0/10 (Britain during WWII)

BACKGROUND:

Real Name: Lady Jacqueline Falsworth Crichton

Occupation: Adventurer

Identity: Secret

Legal Status: British citizen with no criminal record

Place of Birth: Maidstone, England

Marital Status: Widowed

Known Relatives: Lord Falsworth (father, original Union Jack, deceased), Brian (brother, second Union Jack, deceased), John (uncle, Baron Blood, hopefully permanently deceased), Lord Crichton (husband, deceased), Kenneth Crichton (son)

Base of Operations: Falsworth Manor, England

Past Group Affiliations: Invaders

Present Group Affiliations:

KNOWN POWERS:

Lightning Speed: Good rank. Spitfire trailed a tail of fire behind her when she ran. The fire was not capable of causing damage. Spitfire's blows were delivered with high velocity, causing Remarkable damage.

Skin Armor: Excellent protection against physical attacks.

Talents: Jacqueline was trained in First Aid. Captain America taught Jacqueline Martial Arts A and E.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Jacqueline was raised as a member of Britain's upper class, but this did not cause her to become arrogant. Instead it instilled in her great sense of duty toward her country and its people. Jacqueline is a brave woman, who always remains cheerful and optimistic, no matter how bad things get.

HISTORY:

Jacqueline was the daughter of Lord Montgomery Falsworth, who had been the costumed hero, Union Jack, during WWI. During an air raid attack on London in WWII, Jacqueline was attacked by Baron Blood, the Nazi vampire. She was rescued by the original Human



Torch, who drove the vampire off. Jacqueline invited the Torch and the other Invaders to dinner at the Falsworth Mansion. Lord Falsworth told them about his career as Union Jack. Lord Falsworth then volunteered the use of the Mansion as a base of operations for the Invaders.

Jacqueline and her father were later captured by a Nazi spy operation which the Invaders had been fighting. Jacqueline was again bitten by the Nazi vampire, Baron Blood, who was apparently also her uncle. The Invaders saved Jacqueline and her father, but Jacqueline had been drained of a lot of blood by Baron Blood. Jacqueline was rushed to a hospital, and received a blood transfusion from the original Human Torch. She soon discovered that the transfusion of the Torch's android

blood, plus the foreign enzymes introduced into her bloodstream by Baron Blood's bite, combined to give her super-human speed. The hospital she was at was suddenly invaded by a Nazi agent in battle armor, called the Blue Bullet. He attacked the hospital looking for the Invaders. Jacqueline used her new powers to save the weakened Torch, and to help the other Invaders defeat the Blue Bullet.

Jacqueline made herself a costume, and called herself Spitfire, after the British fighter plane of the same name. She joined the Invaders, and stayed with them till the end of the war, when she retired. By 1950, her super powers had completely disappeared. In 1956, Jacqueline married an English nobleman, Lord Crichton. Her hus-

band died sometime after they had a son, Kenneth. She then moved back into Falsworth Manor, to look after her ill father.

Years later, Baron Blood returned to haunt her and her family. Lord Falsworth called Captain America and asked for his help. With the aide of the latest Union Jack, Captain America was able to destroy Baron Blood, beheading the vampire with his shield. Jacqueline's father died of an heart attack during the final confrontation with Baron Blood. Though she disapproves of her son's friend Joey, due to his lower class standing, she has not stopped him from continuing his career as the third Union Jack.

STATISTICS:

F GD(10)
A IN(40)
S GD(10)
E UN(100)
R EX(20)
I GD(10)
P PR(4)

Health: 160

Karma: 34

Resources: MN (75) (Roxxon)/ TY(6)

Popularity: 10(public)/-10 (government)

BACKGROUND:

Real Name: Sandy Vincent

Occupation: Roxxon employee, terrorist

Legal Status: U.S. citizen with criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: San Francisco

Past Group Affiliations: Roxxon Corporation

Present Group Affiliations:

KNOWN POWERS:

Energy Body: Unearthly rank. Stratosfire's body mass had been permanently changed into microwave energy.

Self-Sustenance: Unearthly power rank.

Radiowave Control: Amazing power rank.

Microwave Energy Absorption: Unearthly power rank.

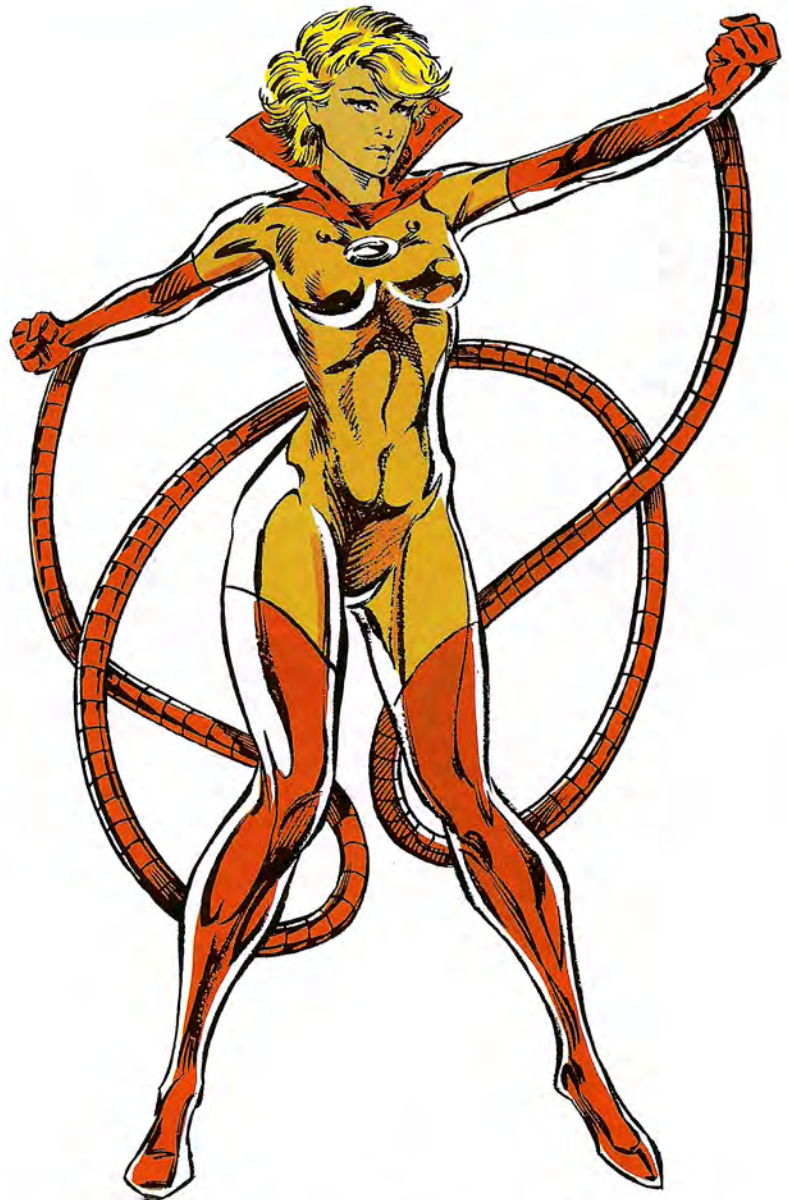
Microwave Energy Solidification: Monstrous power rank. Stratosfire could create energy cloaks that provided Monstrous protection against physical, energy and heat attacks. The cloaks could cover up to 10 areas.

Microwave Energy Control: Unearthly power rank.

Radiowave Generation: Unearthly rank microwaves only.

Body Transformation-Others/Molecular Conversion: Stratosfire could transform living beings and objects into microwave energy.

Teleport Self/Others/Objects: Unearthly power rank. She could only do this to other people and objects when she had transformed them into microwave energy.



Flight: Unearthly power rank.

Shapechange: When she turned solid, she could take any form she wished. This power is only Good, since she only used the power to change the appearance of her clothing.

Invisibility: Unearthly power rank. When in pure microwave form, she was invisible to the naked eye. She could be detected by energy sensors.

Communicate with Cybernetics: Amazing power rank.

Talents: Sandy Vincent had a college degree in Political Science.

Contacts: Before turning rogue, Sandy had high contacts with Roxxon Corporation.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

When Stratosfire first appeared, she was only interested in helping people. An idealist, she was easily fooled by Roxxon into doing some unethical acts. After she found out that she had been duped, Sandy be-

came a violent idealist. She was even willing to kill anyone who opposed her philosophy and tried to stop her.

HISTORY:

Babs Bendix and Sandy Vincent both got college degrees in Political Science, and planned to help change the world for the better. Instead, they ended with jobs in the Roxxon Corporation secretarial pool.

A routine checkup by Roxxon's research department revealed that Sandy had chromosomes suitable for a special transformation process, like the one Arthur Dearborn (Sunturion) had been subject to. They asked Sandy if she would be willing to undergo the transformation, and gain the ability to change the world and help people. Sandy eagerly agreed, and the transformation succeeded, turning her body mass into microwave energy that she could mentally control. Sandy became Stratosfire, a resident hero of San Francisco. She saved a number of

people during natural disasters and accidents. She was publicized as a Roxxon employee, creating a good public image for the corporation.

Unknown to the public, Stratosfire was also doing some unheroic deeds for Roxxon, like the destruction of a rival corporation's oil refinery in South America. Babs, Sandy's friend grew concerned about the changes in Sandy's personality, and felt that Roxxon was using her for their own unethical purposes. Babs contacted Tony Stark (Iron Man), and told him about Sandy's transformation into Stratosfire. Unfortunately, Roxxon found out about Babs' talk with Stark, and had her killed. Sandy found out about the murder and rebelled against her employers. She vowed to use her powers to protect the general public from what she thought was harmful.

Sandy and Iron Man briefly clashed while she was destroying an unactivated nuclear plant. Stratosfire defeated Iron Man, and promised nearby protestors that she would use her powers to create a world where everyone could live in peace. She then said

she would next strike at the Naval Shipyards in San Diego.

A worried Roxxon activated a special emergency plan that would reform the destroyed Sunturion. The next day, Stratosfire found her efforts to be blocked at the Naval Shipyards, by Iron Man and the reintegrated Sunturion. They were able to stop Stratosfire, but she escaped. Working together, Iron Man and Sunturion deduced that she would probably strike at a space shuttle test launch, that was actually going to place some "Star Wars" technology into orbit. Stratosfire attacked the shuttle, almost destroying it and the crew. A Roxxon representative tried to activate a self destruct device in Stratosfire's body, called the Zed Control. Unfortunately, Stratosfire already knew about the device, and was easily able to jam the activation signal. While Iron Man tried reasoning with her, Sunturion sneaked up behind her and put his hands inside her body. Sunturion was then able to activate the Zed Control, which apparently destroyed her.

STATISTICS:

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

Health: 190

Karma: 56

Resources: MN(75)

Popularity: 0

BACKGROUND:

Real Name: Arthur Dearborn

Occupation: Roxxon Engineer

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Starwell, Mobile

Past Group Affiliations: Roxxon Corporation

Present Group Affiliations:

KNOWN POWERS:

Energy Body: Unearthly rank. Sunturion's body had been permanently changed into microwave energy.

Self-Sustenance: Unearthly power rank.

Radiowave Control: Amazing power rank.

Microwave Energy Control: Unearthly rank—Microwave Energy Absorption. Unearthly power rank.

Microwave Energy Solidification: Monstrous rank. Sunturion could create energy bubbles that provided Monstrous protection against physical, energy and heat attacks. The bubble could cover 1 area.

Radiowave Energy Control: Unearthly rank

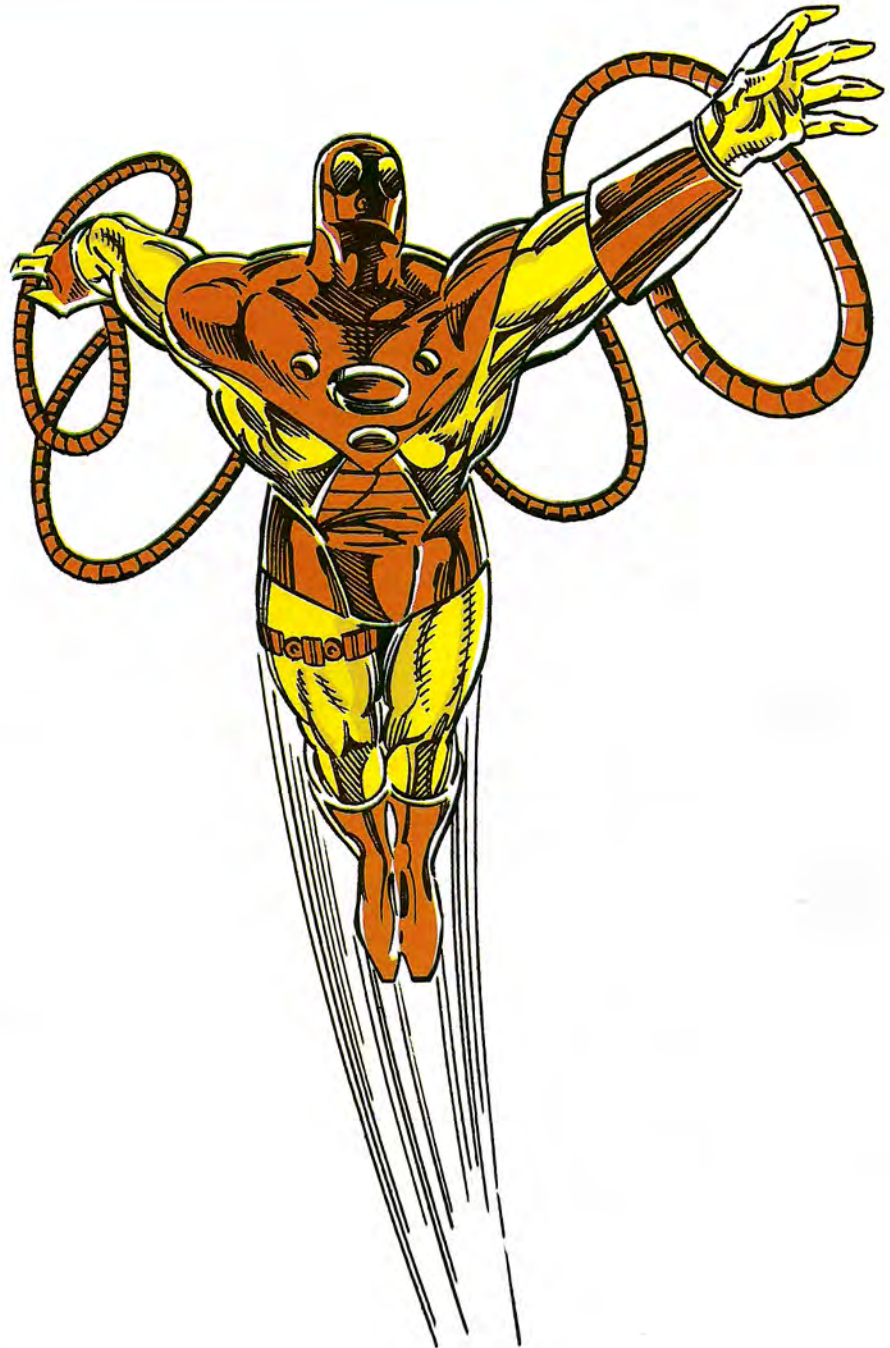
Radiowave Generation: Unearthly rank microwaves only.

Body Transformation-Others/Molecular Conversion: Sunturion could transform living beings and objects into microwave energy.

Teleport Self/Others/Objects: Unearthly power rank. He could only do this to other people and objects when he had transformed them into microwave energy.

Flight: Unearthly power rank.

Shapechange: When he turned



solid, he could take any form he wished. This power is only Good, since he only used the power to change the appearance of his clothing.

Invisibility: Unearthly power rank. When in pure microwave form, he was invisible to the naked eye. He could be detected by energy sensors.

Communicate with Cybernetics:

Amazing power rank.

Talents: Arthur Dearborn is an expert in solar energy, electronics, physics and engineering.

Contacts: Arthur Dearborn had contacts with high-level Roxxon businessman. Without Sunturion's powers, he probably only has mid-level contacts now.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Arthur Dearborn is a good man, who wants to help the whole human race and bring peace to the world. Unfortunately, he is an extreme idealist and scientist, who believes that a small loss of life is acceptable, if it benefits billions of lives. His recent encounter with Stratosfire has caused him to re-think his values.

HISTORY:

Arthur Dearborn began his career as a design engineer for Roxxon Corporation. Dearborn designed a space station that would serve as a reception and storage unit for solar radiation. The solar energy would then be converted into microwave energy, and transmitted down in a tight beam to receiving antennas on Earth. Roxxon liked the idea, but the company accountants said that the cost of keeping a crew on board, to repair and evaluate problems, would make it too costly.

For this reason, Dearborn volunteered for some experiments being done by one of Roxxon's subsidiaries, the Brand Corporation. The experiments converted Dearborn's body mass into microwave energy that he could mentally control. Since Dearborn no longer needed food or

air to survive, he volunteered to become the entire crew of his solar space station. Roxxon agreed, and built the space station, Star Well I, in orbit. The space station was provided with radar jamming devices, to prevent intervention from governments or rival corporations.

A few months after the station became operational, there was an accident. A transmission malfunction occurred, bathing Allantown, Iowa with the microwave beams, killing everyone. Iron Man traced the microwave energy to its source, Star Well I. Iron Man met Sunturion, the station's guardian, and Arthur Dearborn. Iron Man accused the Star Well of causing the deaths, and Dearborn admitted to a slight malfunction at the time of the deaths. Dearborn insisted that the lives of a few hundred people meant nothing since they were developing a power source that could save billions. Before Iron Man could shut down the station, it was attacked by Russian "killer satellites." Iron Man and Sunturion worked together, and defeated the satellites. A Roxxon leader, Mr. Hale, then contacted the space station. Finding out of about Iron Man's presence, Hale tried to activate the station's self-destruct device, but Iron Man had already disconnected it. Iron Man then set out to remove the station's solar panels, rendering the station's solar energy gathering powers. Sunturion intervened, and during the battle between the two men, the Star Well was knocked out of orbit. As the massive station began to fall to Earth, Iron Man calculated that its debris would fall right on top of Sarasota, Florida. Iron Man tried to use his deflector beam to push the Star Well away from its course, but it wasn't powerful

enough. Sunturion asked Iron Man to try again, which he did. This time, Sunturion used the energy that composed his body to increase Iron Man's deflector beam. This time it worked, knocking the Star Well into the Gulf of Mexico. Unfortunately, this apparently totally dissipated Sunturion's body.

At one point, Roxxon tried to reintegrate Sunturion, using some sort of Sunturion "suit," but the experiment failed, after Daredevil became involved. Later, Roxxon lost control of another employee, Stratosfire, who had been given microwave powers like Sunturion. This time, they successfully reintegrated Sunturion and asked him to stop Stratosfire. After stopping the stunned Iron Man from being killed by Stratosfire, the Sunturion and Iron Man joined forces to stop her. Iron Man and Sunturion next fought Stratosfire during the launch of a space shuttle containing some orbital "Star Wars" technology. While Iron Man distracted her, Sunturion sneaked up behind her and put his hands inside her body. Sunturion then activated a special self-destruct device built into Stratosfire's body. She had discovered the device and had been jamming the signals to it. Sunturion was caught in the explosion which apparently destroyed Stratosfire. Sunturion reverted to his human form and began to fall, but he was saved by Iron Man. The explosion somehow reverted Dearborn's molecules back to normal, causing him to lose his microwave powers. His current status with Roxxon, as well as law enforcement officials, is unknown at the current time.

FANTASIA

STATISTICS:

F GD(10)
A GD(10)
S TY(6)
E GD(10)
R TY(6)
I EX(20)
P AM(50)
Health: 36
Karma: 76
Resources: UN(100)
Popularity: 0/25 (Russia)

BACKGROUND:

Real Name: Unrevealed
Occupation: Soviet agent
Legal Status: U.S.S.R. citizen with no criminal record
Identity: Secret
Place of Birth: Russia
Marital Status: Unknown
Known Relatives: None
Base of Operations: Russia
Past Group Affiliations: Supreme Soviets
Present Group Affiliations:

KNOWN POWERS:

Illusion Casting: Amazing rank.
Illusory Invisibility: Amazing rank.

Talents: None

Contacts: Fantasia has connections high up in the Soviet government. She can also probably count on her team mates to help her.

ROLE-PLAYING NOTES:

Fantasia prefers to trick opponents, rather than confronting them directly. Even when her allies are in a battle, she will try to stay out of it. She prefers to stay invisible on the sidelines, and using her illusion powers to secretly help her partners.

PERUN

STATISTICS:

F RM(30)
A GD(10)
S AM(50)
E AM(50)
R TY(6)
I TY(6)
P TY(6)
Health: 140



Karma: 18
Resources: UN (100)
Popularity: 0/25 (Russia)

BACKGROUND:

Real Name: Unknown
Occupation: Soviet Agent
Legal Status: Soviet citizen with no criminal record
Identity: Secret
Place of Birth: Russia
Marital Status: Unknown
Known Relatives: None
Base of Operations: Russia
Past Group Affiliations: Supreme Soviets
Present Group Affiliations:

KNOWN POWERS:

Flight: Incredible rank.
Lightning Bolts: Amazing damage.
Axe: Perun can throw the axe up to five areas away, with Remarkable Agility.
The axe is made of Incredible strength material, doing Incredible blunt damage, or Excellent Edged

damage. Perun can bounce the axe off of solid structures, to do special trick shots, or to cause it to return it to him at the end of the round. Such trick shots take a red bullseye result on an Agility FEAT roll.

Talents: Perun is a weapon specialist with his axe (+2CS).

Contacts: Perun has high connections with the Russian government.

ROLE-PLAYING NOTES:

Perun eagerly enters battle, believing that no one can beat him. He boasts constantly during a battle, bragging that he is the Lord of Thunder and the Master of the Elemental Lightning.

RED GUARDIAN III

STATISTICS:

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

Health: 110

Karma: 22

Resources: UN(100)

Popularity: 0/30 (Russia)

BACKGROUND:

Real Name: Unknown

Occupation: Soviet Agent

Legal Status: Soviet citizen with no criminal records

Identity: Secret

Place of Birth: Russia

Marital Status: Unknown

Known Relatives: None

Base of Operations: Russia

Past Group Affiliations: Supreme Soviets

Present Group Affiliations:

KNOWN POWERS:

Shield: The Red Guardian uses a shield made of Remarkable strength material. The shield provides the Red Guardian with Remarkable protection against physical attacks, and Good protection against Energy attacks. He can still be effected by Stuns and Slams. He can throw the shield up to 4 areas away, with Amazing Agility, and cause Good blunt damage. The Red Guardian can bounce the shield off several objects, and have it return the following round. He can also perform other trick shots while using the shield. The trick shots require a red result on an Agility FEAT roll.

Talents: Weapon Specialist (Shield), Leadership, Acrobatics, Tumbling, Martial Arts A and B.

Contacts: The Red Guardian has a number of contacts placed high within the Soviet government.

ROLE-PLAYING NOTES:

The Red Guardian takes his role as the living symbol of Russia very seriously. He is extremely fervent and ar-

rogant in his patriotism, believing that his country is always right.

SPUTNIK

STATISTICS:

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

Health: 120

Karma: 32

Resources: UN(100)

Popularity: 0/20 (Russia)

BACKGROUND:

Real Name: Unknown

Occupation: Soviet agent

Legal Status: Property of Russia

Identity: Public

Place of Creation: Russia

Marital Status: Unknown

Known Relatives: None

Base of Operations: Russia

Past Group Affiliations: Supreme Soviets

Present Group Affiliations:

KNOWN POWERS:

Phasing: Amazing rank.

Flight: Excellent rank.

Energy Beams: Remarkable energy damage with a range of 3 areas.

Neural Manipulation-Disruption: Amazing rank at touch range only.

Life Support: Incredible rank; he does not need to eat or breathe.

Machine Animation/Control: Amazing rank.

Energy/Life/Power Detection: All at Amazing rank.

Talents: Sputnik has the Computer and Electronics talents.

Contacts: Sputnik has contacts with officials high in the Russian government.

ROLE-PLAYING NOTES:

Sputnik is an unemotional android, similar to how Vision acted when he first appeared. Sputnik has been programmed to serve the Russian government with great patriotism. He has also been programmed to be loyal to his team mates, as long as it does not interfere with his loyalty to the Russian government.

GROUP HISTORY

The Supreme Soviets are the newest Russian super-team backed by the Soviet government. The team first appeared when they tried to kill the Soviet Super-Soldiers (Vanguard, Darkforce, Ursa Major).

The Soviet Super-Soldiers had defected to America and were staying at the Avenger's Hydro-Base. The Supreme Soviets sneaked in, and used Fantasia's powers to make them appear to be the Avengers. They then told the Soviet Super-Soldiers that they had to test them to make sure that they really were the Soviet Super-Soldiers. The disguised Supreme Soviets viciously attacked the Soviet Super-Soldiers, mortally wounding them, and then headed back to Russia. The injured Soviet Super-Soldiers were found, but soon apparently died because of their injuries. A suspicious Captain America decided to pay a formal visit to Russia. While there, he witnessed a number of rampages by a gigantic black bear, composed of some sort of dark energy. The Supreme Soviets were, one by one, absorbed into the body of the huge creature.

Captain America guessed what was happening and entered the body of the bear himself. Inside, he found the Soviet Supreme members and the spirits of the Soviet Super-Soldiers. The spirits explained that they were absorbing the life energies of the Supreme Soviets to heal bodies. Captain America tried to reason with them, saying that if they killed the Supreme Soviets, they would no longer be worthy of calling themselves heroes. There was a sudden flash of light, and the great bear disappeared. The Supreme Soviets were left behind, barely alive.

Returning to the United States, Captain America found the Soviet Super-Soldiers rapidly recovering. Apparently they had succeeded in absorbing enough energy to revive themselves. Since then, nothing has been heard concerning the Supreme Soviets. The individual backgrounds and origins of most of the Soviet Super-Soldiers are unknown.

TESS-ONE [Total Elimination of Super-Soldiers]

STATISTICS:

F RM(30)
A GD(10)
S AM(50)
E UN(100)
R PR(4)
I TY(6)
P FE(4)

Health: 190

Karma: 14

Resources: N/A

Popularity: 0

BACKGROUND:

Real Name: N/A

Occupation: N/A

Legal Status: U.S. government property

Place of Construction: Somewhere in the Midwest

Marital Status: N/A

Known Relatives: Professor Schumann (Creator)

Base of Operations: Mobile

Past Group Affiliations: Once controlled by Override, later a member of Heavy Metal

Present Group Affiliation:

KNOWN POWERS:

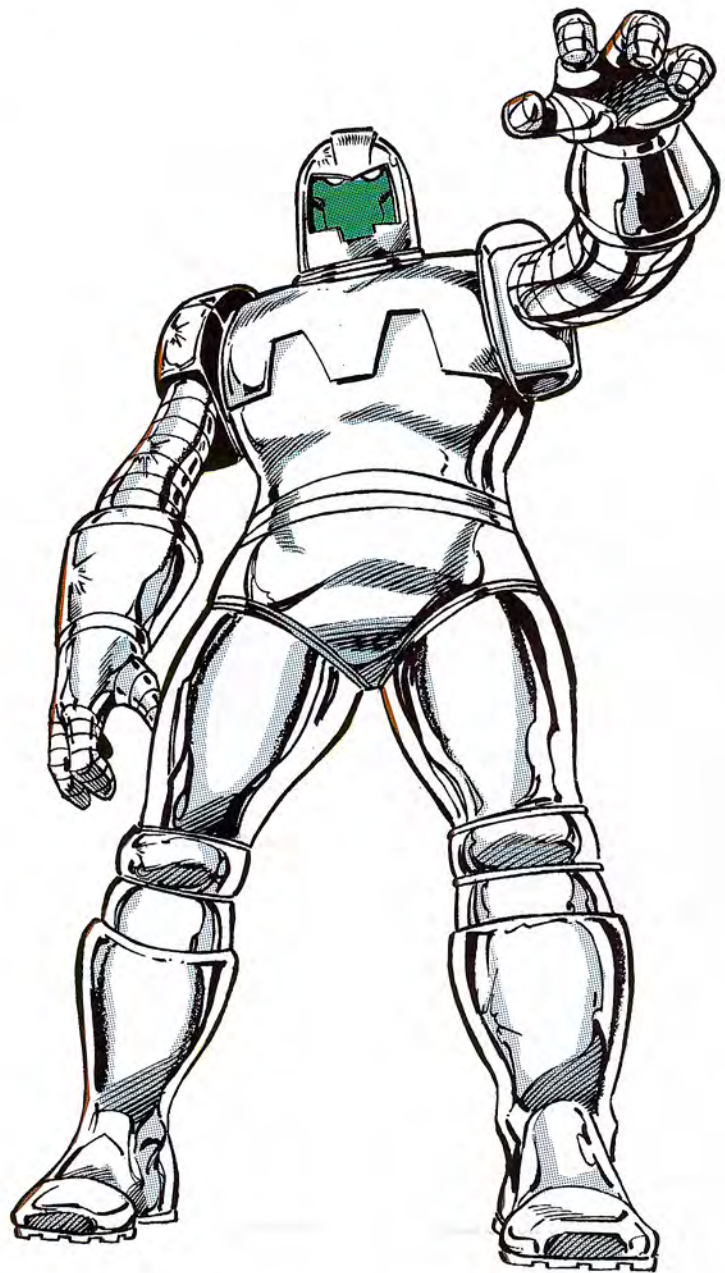
Robotic: Tess-One is a robot, having no need for air, food or sleep. Originally, Tess-One was made of a steel alloy (Amazing rank Material Strength). This provided the robot with Amazing protection against physical attacks, and Remarkable protection against energy attacks. The Override later had the robot coated with Adamantium (Class 1000 rank Material Strength), providing the robot with complete Invulnerability to physical and energy attacks. Tess-One's joints and internal workings are not so well protected. The joints only have Unearthly protection against Bullseye missile results, edged kill results or wrestling attacks made against them.

Concussion Blasts: Amazing Force damage.

Flight: Good air speed.

Regeneration: Remarkable rank. Doctor Doom gave Tess-One the power to repair itself by absorbing nearby metal materials.

Energy Absorption: Doctor Doom gave the robot Incredible rank energy absorption.



Talents: Tess-One was programmed to fight using Martial Arts type B.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Tess-One is a mindless machine, only intent on obeying its current programming. It was originally programmed to fight and destroy super-soldiers created during WWII. Since Captain America was the only super-soldier created, it was programmed to recognize Captain America's costume. Tess-One was later reprogrammed to obey the orders of the Super-Adaptoid. Doctor Doom later reprogrammed the robot to obey him, and tricked it into believing Spider-Man was a super-soldier.

HISTORY

When the Super-Soldier Project was first begun during WWII, there was a special meeting between President Roosevelt, top members of the War Department and various scientists. One of the scientists, Professor Schumann, feared that once an army of super-soldiers won the war, they would return home and take over America. Schumann suggested the creation of a special robot, TESS (Total Elimination of Super-Soldiers), that would be built to neutralize super-soldiers. F.D.R. went ahead and okayed the suggested project.

Unfortunately, the only man who knew how to create super-soldiers, Professor Erskine, was killed after creating only one super-soldier, Steve Rogers (Captain America). Now useless, the TESS project funds were cut off, and Schumann was ordered to destroy his work. Instead, the paranoid Schumann took his work to his home somewhere in the Midwest. He completed building the robot, and programmed it to kill Captain America. Schumann eventually died, and left the robot in a bomb shelter underneath his house.

Years later, a retired S.H.I.E.L.D. agent, Richard Rennselaer, somehow found out about Schumann's robot. Rennselaer was a mutant that could mentally control machines. Rennselaer's son, Johnny, had been afflicted with "Nuclear Psychosis," causing the boy to totally withdraw from reality. The psychosis was caused by the knowledge of the possibility of nuclear war and its effects. The desperate Rennselaer decided to use his powers to control Schumann's robot and make sure that the possibility of nuclear war was eliminated. He mentally activated the robot, and made it come to him. The robot left the underground bomb shelter, which was now located underneath the parking lot of a Kwikkie

Burger. No one saw the robot leave, but everyone noticed the hole in the parking lot the next morning. Two men went down to investigate, but didn't come back up. Captain America's computer information network, Stars and Stripes, informed him about the apparent cave-in and the missing people. Captain America investigated and found the two men unconscious, knocked out by phosgene gas. Captain America rescued the men and then continued to explore the bomb shelter. After avoiding a few more death traps, Captain America discovered the room where the robot had been kept. From clues in the room, Captain America deduced that the room must have once contained a large robot. Captain America found out that the land had once belonged to a retired government man, named Schumann. Captain America then asked all the members of his Stars and Stripes network to be on the lookout for a large robot.

Meanwhile, near Salem Center, New York, the X-Man known as Wolverine encountered Bob Frank. Bob Frank had once been the super-powered mutant known as Nuklo. The simple man, who was the son of the WWII hero, the Whizzer, was attacked by the patrons of a bar that Wolverine was at. Bob Frank easily defeated the drunken men and wandered away from the bar. A curious Wolverine followed Bob Frank through the woods. Nearby, Rennselaer, who now called himself Override, was preparing to hijack a semi-truck. He briefly lost control of Schumann's robot, which he called Tess. The wandering robot encountered Bob Frank and attacked him for some reason. Wolverine intervened and saved Bob Frank, but the robot got away.

Override gained control over Tess again, and hijacked a truck going to Adametco Metallurgy. Arriving at the company, Override forced some worker to coat Tess with a layer of

Adamantium. Following different trails, Captain America and Wolverine arrived at Adametco just after Tess had been covered with the Adamantium. The two heroes fought Tess and Override, but the robot and its master were able to escape. Captain America and Wolverine split up to follow their own leads and met a day later. Captain America found out about the robot's origin, while Wolverine found out who Override was. Captain America was contacted by one of the members of his Stars and Stripes network, who had sighted Tess in the back of a van, near Offut air base in Nebraska. Wolverine and Captain America arrived at Offut after Override had begun his attack. Working together, the two heroes were able to sever Tess's head, disabling the robot. Captain America and Wolverine stopped Override before he sent all of America's nuclear missiles to the bottom of the sea, without detonating them.

Much later, Tess was activated by the Super-Adaptoid, and made a member of an all-robot team, Heavy Metal. Heavy Metal attacked the Avengers on their floating headquarters, Hydro-Base. She-Hulk and Marrina forced Tess off the island, causing the robot to plummet to the bottom of the ocean. The robot was later salvaged and repaired by Doctor Doom. Doom provided the robot with some new powers and sent it after Spider-Man, who had recently gained cosmic level powers. Spider-Man blew the robot up into little pieces. During the battle, the robot absorbed some of Spider-Man's cosmic energy. Doctor Doom then took the piece of Tess-One that had absorbed a small quantity of Spider-Man's energy, planning to use the energy himself.

Tess-One is currently still deactivated.

STATISTICS:

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

Health: 70

Karma: 18

Resources: FE(2)

Popularity: 10 (during 1940s-1950s)/2

BACKGROUND:

Real Name: Thomas "Toro" Raymond

Occupation: Circus Fire-eater, adventurer

Legal Status: U.S. citizen, deceased

Identity: Secret

Place of Birth: New York City

Marital Status: Married

Known Relatives: Fred Raymond (father, deceased), Nora Raymond (mother, deceased), Ann Raymond (wife), Original Human Torch (legal guardian)

Base of Operations: New York City, London (during WWII)

Past Group Affiliations: Partner of original Human Torch, member of the Invaders, Kid Commandoes and the All-Winner's Squad

Present Group Affiliation:

KNOWN POWERS:

Energy Sheathe (Fire): Remarkable intensity. Provides Toro with Remarkable protection against physical weapons, since it melts objects with Remarkable Material Strength or less.

Fire Immunity: Monstrous protection from fire attacks.

Fire Generation: Remarkable intensity.

Fire Control: Monstrous intensity.

Flight: Excellent air speed (10 areas/round, 105 mph).

Talents: None

Contacts: Toro could depend on help from the members of the teams he was a member of. He could also depend on high government contacts while he was with the Invaders during WWII. The original Human Torch was Toro's legal guardian.

**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Toro acted like a typical teenager even though he was raised in an unusual situation. He had a tendency to be very cocky, believing that his flame powers could protect him from harm. The brave boy called the original Human Torch "Pappy," and loved the android like a father.

HISTORY

Fred Raymond, an expert in flame-proofing who experimented with asbestos, worked with Professor Phineas T. Horton, the man who would later create the original Human Torch. Prolonged exposure to asbestos caused Fred to become very ill and he left his job with Horton, after which he met scientist Nora Jones. Nora was very ill herself due to overexposure to radium during some experiments, but the two got married and had a son they named Thomas and nicknamed "Toro" in memory of the bullfights they had seen on their honeymoon in Mexico. Both knew that they would both probably die before Thomas became an adult. One day, they discovered that Thomas was immune to fire, believing him to be a mutant.

The Raymonds were later captured by the criminal Asbestos Lady who committed crimes using fire while she protected herself and her gang with asbestos. The original Human Torch had been watching the Raymonds, believing that she might try to gain the aid of an expert on asbestos. The Human Torch rescued the Raymonds, but Asbestos Lady escaped. The Raymonds told the Human Torch about Thomas' immunity to fire. Soon after the attack, Fred learned that his wife only had a few weeks left to live. He did not tell Nora, and arranged for one last family trip. The vengeful Asbestos Lady found out about the Raymond's trip and arranged for a huge tree

trunk to be placed on the tracks of the train that they were taking. Their train hit the tree trunk and derailed and Fred and Nora were killed in the crash. Thomas survived and was taken in by Tom and Ellie Alexander. The kind couple worked at a local circus as fire-eaters and noticed his immunity to flame when he rushed into the burning train to find his parents. Thomas became a part of their act and he soon became famous because of his immunity to flames. The Human Torch and Asbestos Lady read about Thomas in the newspapers and guessed who he was. The Human Torch was able to capture Asbestos Lady and her gang, before she tracked down Thomas. The Human Torch approached Thomas at the circus, and Thomas suddenly burst into flame. They realized that Thomas had powers similar to the Torch's, and the Human Torch then arranged to become his legal guardian. Calling himself Toro, he became the Human Torch's crime fighting partner.

During WWII, the Human Torch and Toro were members of the Invaders. Toro briefly left the Invaders during the war, to work with the Kid Commandoes. After WWII, the Human Torch and Toro were members of the All-Winner's Squad, a post-war version of the Invaders. In 1949, the Human Torch and Toro were paralyzed when sprayed with "Solution X-R," a chemical that some criminals got from the Soviet Union. The crooks left Toro alone, believing him to be useless without his partner and buried the Human Torch in the Nevada desert. Toro

recovered from the spray and retired. Then, in December, 1953, an atomic bomb test in the deserts of Nevada revived the Human Torch. The Human Torch and Toro worked together for two years before they discovered that the radiation from the bomb was causing the Torch's android body to malfunction. The Torch said good-bye to Toro and flew into the desert where he released a burst of energy and then deactivated.

Toro retired again, and eventually married. The Mad Thinker briefly re-activated the Human Torch and made him attack the Fantastic Four. The original Human Torch was beaten by the Fantastic Four, and then deactivated. The Mad Thinker arranged for funeral services to be publicly held for the Human Torch. Thomas Raymond attended the funeral, and was drugged afterward by the Mad Thinker. When he awoke, the Mad Thinker convinced Toro that he was the original Human Torch and placed a collar on his neck which could cause Thomas great pain if he didn't do the Mad Thinker's bidding. The collar was damaged when Toro was forced to fight the Sub-Mariner. Toro and the Sub-Mariner then went after the Mad Thinker and, during the chase, the rest of Toro's memory returned. The Mad Thinker was escaping in a flying vehicle, when Toro entered the vehicle's rocket tubes and used his own power to steer the vehicle and crash it into the Mad Thinker's Pacific island lab. The Mad Thinker escaped the explosion using a teleportation device, but Toro was apparently killed in the crash.

STATISTICS:

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

Health: 60

Karma: 22

Resources: TY(6)

Popularity: 0/10 (in Clairton)

BACKGROUND:

Real Name: Brock Jones

Occupation: Retired professional football player, ex-Vice President of Delmar Insurance Company, football coach, part-time adventurer

Legal Status: U.S. citizen, deceased

Identity: Secret

Place of Birth: New York City

Marital Status: Married

Known Relatives: Lorraine (wife), Ann, Tammy and Daniel (children), Maggie (sister)

Base of Operations: New York City and Westport, Connecticut, later Clairton, West Virginia

Past Group Affiliations: Allied with Rom

Present Group Affiliation:

KNOWN POWERS:

Battlesuit: Brock Jones wore a special battlesuit that was a combination of human and Dire Wraith technology. The battlesuit provided him with the following abilities:

* Remarkable protection from physical attacks.

* Unearthly protection against energy attacks.

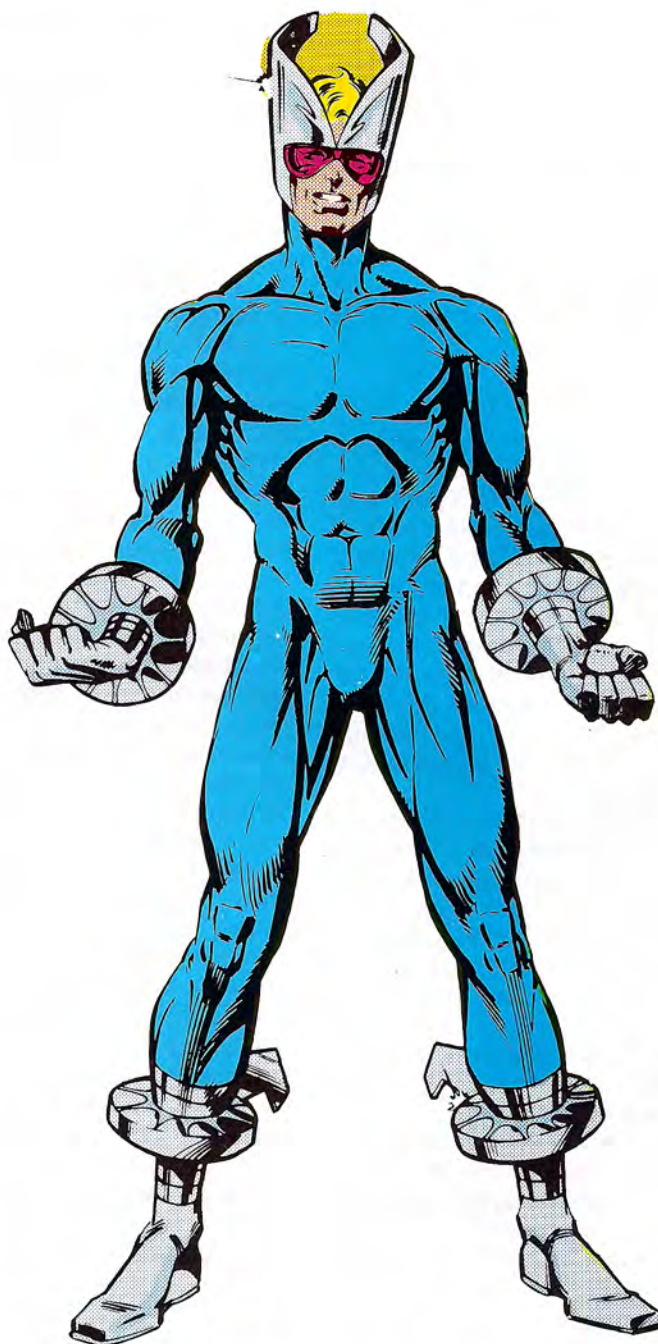
* **Flight:** Excellent speed, 20 areas/round, 150 in open country. Short bursts of speed for one round at Shift Z speed, 500 areas per round at 2500 mph.

* **Power Punch:** Up to Incredible damage.

* **Shockwave:** By directing the suit's turbo jets at the ground, Torpedo could cause Incredible intensity shockwaves in a one area radius.

* **Radiation Absorption:** Unearthly. Torpedo's battlesuit could absorb high amounts of radiation, and then harmlessly dissipate it.

* **Visor:** The visor was originally



ADDITIONAL NOTES:

made to protect the eyes during high-speed flight. They were later modified by Rom to serve as an energy analyzer. The visor could then detect the presence of various unique energies. It could also detect mutants, and shape-shifting beings could be seen in their true form.

Contacts: Torpedo could depend on help from Rom, the Spaceknight.

ROLE-PLAYING NOTES:

Brock Jones was very uncomfortable in his role as a super hero. Most of the time, he donned the Torpedo battlesuit out of a sense of duty. When he first began wearing it, he occasionally wore it to relieve the boredom of his everyday life. Even though he didn't feel right wearing the costume, he was still a brave man and gave his all in the battle with the Dire Wraiths.

HISTORY

A few years ago, the Earth was quietly invaded by an alien race of shapechangers, the Dire Wraiths. When a Dire Wraith killed someone, they stole their victim's shape and memories. The Dire Wraith's plans on Earth were being constantly disrupted by an old enemy that had tracked them to Earth. That enemy was a Galadorian Spaceknight known as Rom.

One of the Dire Wraiths, posing as Senator Eugene Kligger Stivak, arranged for a Michael Stivak to emigrate to America from Yugoslavia. The Dire Wraith, pretending to be his uncle, asked the scientific Michael to build a special battlesuit for national defense. In actuality, the Dire Wraiths wanted Michael to build them a battlesuit that would allow them to defeat Rom.

Michael had just built the battlesuit when he accidentally found out that he had been used by his Uncle Eugene. He discovered that Senator Stivak was the leader of a criminal organization called the Corporation that planned to take over the United States. Unknown to Michael, the Corporation was actually a Dire Wraith front. Michael built a less-powerful battlesuit and gave it to his uncle. Unfortunately, his uncle found

out about the existence of the better battlesuit, and the location of the plans for it. Michael donned the Torpedo battlesuit and set out to destroy all the copies of the plans, and any spare parts. During this mission, Michael became involved in a battle with Daredevil who thought he was a criminal. Michael accidentally caused a section of a collapsing building, which fatally injured him.

The dying scientist was dug out of the rubble by Brock Jones, a former professional football hero, who had become a vice-president of the Delmar Insurance Company. Michael told Brock about his uncle's evil plans and begged Brock to stop him. The brave young scientist then died. A strong sense of duty compelled Brock Jones to fulfill Michael Stivak's last wishes and destroy the Torpedo battlesuit plans. Brock, who was bored with the dull routine of his life, became a part-time crimefighter. Whenever Torpedo appeared, Senator Stivak sent men to capture the Torpedo battlesuit. The Senator's men wore the weaker version of the battlesuit that Michael Stivak had given to his uncle. Stivak's men, who called themselves the Rocketeers, were beaten by Brock several times. After the final defeat of the Rocketeers, the Dire Wraith posing as Senator Stivak died.

Brock then decided to retire from his career as the Torpedo, believing the threat was over. A few months later, Brock was attacked at his house by a new group of Rocketeers. Brock, in the Torpedo battlesuit, was able to defeat the new group of Rocketeers. During the battle, one of the defeated Rocketeers disintegrated into ashes. Brock realized that he was involved in something that he did not completely understand. Scared, Brock moved himself and his family to Clairton,

West Virginia and took job as the local high school football coach.

Unknown to Brock, the Dire Wraith's worst enemy, the Spaceknight Rom, had also based himself in Clairton. Seeing Rom fly overhead one night, Brock mistook him for one of the Rocketeers and attacked him as the Torpedo. After a short battle, Brock realized that Rom was not a Rocketeer. Brock and Rom became close friends, and they soon discovered the real story behind the Torpedo battlesuit. Brock and Rom were able to defeat the Wraith Rocketeers, which made Brock an instant enemy of the Dire Wraiths.

Brock became Clairton's guardian when Rom was called away to other parts of Earth to battle the Dire Wraiths. Rom modified the Torpedo's visor, allowing Brock to see Dire Wraiths, no matter what shape they took. Unknown to Rom and Brock, another branch of Dire Wraiths had taken over the invasion of the Earth. Unlike their scientific relatives, these Dire Wraiths were experts in magic, and really controlled the Dire Wraith society. The sorcerous Dire Wraith's clouded Brock's mind, so that he could not see that they had already killed most of the people of Clairton and taken their places. Believing that peace had finally come to Clairton, Brock planned to retire his Torpedo career again. The Dire Wraiths attacked the day that Brock was going to announce his retirement. Brock was outnumbered, and confused by the powers of the new aliens. Brock fought bravely, but he was killed fighting to save Clairton.

Brock's body and the Torpedo battlesuit were apparently destroyed in a fire that consumed Brock's house.

PHY

STATISTICS:

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

Health: 120

Karma: 30

Popularity: 0/10 (with Trolls)

Resources: FE(2)/UN(100) (with Jones)

BACKGROUND:

Real Name: Phy

Occupation: Troll

Legal Status: None

Identity: Secret

Place of Birth: Unknown

Known Relatives: None

Base of Operations: Under London Bridge

Past Group Affiliations: Troll Associates

Present Group Affiliation:

KNOWN POWERS:

Climbing: Remarkable intensity.

Enhanced Senses: Excellent sense of smell. Phy can track people, or sniff out precious gems and metals.

Talents: Leadership

Contacts: Other Trolls

ROLE-PLAYING NOTES:

He thinks he is slightly smarter than he actually is. Phy is prone to schemes that are very complicated and outrageous.

Resources: FE(2)

Popularity: 0

BACKGROUND:

Real Name: Phee

Occupation: Troll

Legal Status: None

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Middle East

Past Group Affiliations: Troll Associates

Present Group Affiliation:

KNOWN POWERS:

Magic Carpet: Remarkable Control, Remarkable Body, Good Speed and Excellent protection (if attacked from below). The carpet was destroyed in the fight with X-Factor.

Talents: Phee knows all five Martial Art types, and Wrestling.

Contacts: Other Trolls

ROLE-PLAYING NOTES:

Phee enjoys unarmed combat, and likes to surprise his opponents with

PHEE

STATISTICS:

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

Health: 140

Karma: 26



his skills with various forms of martial arts.

PHUMM

STATISTICS:

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

Health: 110

Karma: 14

Resources: FE(2)

Popularity: 5

BACKGROUND:

Real Name: Phumm

Occupation: Troll

Legal Status: None

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mount McKinley

Past Group Affiliations: Troll Associates

Present Group Affiliation:

KNOWN POWERS:

Cold Resistance: Amazing resistance.

Contacts: Other Trolls

ROLE-PLAYING NOTES:

Phumm is not too bright, and is the first to admit this. Phumm is slightly pessimistic.

PHAY

STATISTICS:

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

Health: 120

Karma: 46

Resources: FE(2)

Popularity: 0

BACKGROUND:

Real Name: Phay

Occupation: Troll

Legal Status: None

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Unknown

Past Group Affiliations: Troll Associates

Present Group Affiliation:

KNOWN POWERS:

Shape-Change: Monstrous power rank. Phay cannot change into a smaller form.

Talents: Phay's Reason rank should be considered Incredible when dealing with Philosophy and Literature.

Contacts: Other Trolls.

ROLE-PLAYING NOTES:

Phay is probably the most intelligent member of the Troll Associates. Most of Phay's speech consists of quotes from various classical works of literature and philosophy.

PHOUGH

STATISTICS:

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

Health: 130

Karma: 42

Resources: FE(2)

Popularity: 0

BACKGROUND:

Real Name: Phough

Occupation: Troll

Legal Status: None

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: None

Past Group Affiliations: Troll Associates

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Amazing protection against physical and energy attacks.

Flight: Good air speed (8 areas/round).

Claws: Remarkable damage, made of Incredible Strength Material.

Talents: Plough's Fighting rank is Incredible when engaged in aerial combat.

Contacts: Other Trolls.

ROLE-PLAYING NOTES:

Phough is the most vicious member of the Troll Associates.

GROUP HISTORY:

The Troll race, which has existed for centuries, has been forced to become more secretive as the race of man expanded in power and number. Recently, a young mutant boy in London was kidnapped by one of the Trolls. The Troll, Phy, had seen Thomas Jones turn a pencil into pure gold. Phy took Thomas to his lair underneath London Bridge. Phy and a group of international Trolls planned to flood the English market with gold, destroying the British economy. They hoped that this would force humans to leave England, so the land could be reclaimed by Trolls and other magical creature.

X-Factor was contacted by Jones' mother, who believed that he had been kidnapped by a mutant. X-Factor battled the Trolls, and they were finally able to defeat the Trolls, after Thomas Jones turned Phee and Phy into gold. The other Trolls were able to escape, and still remain at large.

SPECIAL NOTES

The Trolls exhibited a great fear of exposure to direct sunlight. If old legends are true, a Troll touched by sunlight is instantly turned into stone.

All the Trolls, except Phy, were very tall, causing a +1CS to all combat FEAT rolls made against them. All the Trolls have Good intensity Infravision and Nightvision, and Good protection against physical attacks.

STATISTICS:

F RM(30)
A RM(30)
S IN(40)
E AM(50)
R TY(6)
I GD(10)
P PR(4)

Health: 150

Karma: 20

Resources: TY(6)/UN(100) (government)

Popularity: 5

BACKGROUND:

Real Name: John Walker

Occupation: United States Government Agent

Identity: Secret

Legal Status: U.S. citizen

Place of Birth: Custer's Grove, Georgia

Marital Status: Single

Known Relatives: Caleb (father, deceased), Emily (mother, deceased), Mike (brother, deceased), Kate Tollifson (sister)

Base of Operations: Washington, D.C. and Avengers Compound in Malibu, California

Past Group Affiliations: Former partner of the Buckies, former partner of Battlestar, agent for the American government's Commission on Superhuman Activities, member of West Coast Avengers

Present Group Affiliation:

KNOWN POWERS:

Skin Armor: Excellent protection against physical and energy attacks.

Armor: Chain Mail vest provides Good protection against Edged attacks.

Shield: U.S. Agent uses a shield made of Vibranium, which has an Incredible Material Strength Rank. The shield provides Unearthly protections against concussion force attacks (Sonic attacks, Force attacks, and shock waves from explosions). These type of attacks will not cause Slam or Stun results. It provides Incredible protection against other physical and energy attacks, which can Slam or Stun U.S. Agent. U.S. Agent can throw the shield up to six areas, causing Incredible damage. U.S. Agent can bounce the shield off a number of hard surfaces and have



it return the following round, but this is not an established power stunt.

Talents: Walker knows Martial Arts A, B, C, and E. He also has the Military, Leadership, Acrobatics and Tumbling skills. Walker gains a +1CS on all FEAT rolls when using his shield.

Contacts: Walker has connections with the upper levels of the American government, and also has a number of friends in the United States army.

ROLE-PLAYING NOTES:

John Walker is currently a confused man, who is trying to do what he feels is best. He is a very patriotic man, who feels compelled to take charge of situations. Walker can still be arrogant at times, but he has learned to be more lenient towards others. Even though his parents are dead, he has a tendency to talk to them when he is alone, as if they were still alive.

HISTORY

John Walker's brother, Mike, was an army helicopter pilot killed in the Vietnam war. This greatly effected the young Johnny, who wanted to be a hero and serve his country like his brother. Johnny enlisted in the army as soon as he was old enough. After leaving the military, Johnny heard about the Power Broker, a mystery man who claimed that he could give people superhuman strength. Walker and a friend took the treatment and gained the increased strength.

Walker planned to pay the Power Broker back by becoming a member of the Unlimited Class Wrestling Foundation. Before he joined up, Walker was contacted by Ethan Thurm, who convinced Walker to become a hero instead of a wrestler. Walker then became the masked Super-Patriot, a hero who claimed to represent the American ideal of patriotism. Thurm arranged for some financial backers, and came up with a public relations blitz that would convince the American public that Walker was a hero. During a rally in Central Park, Super-Patriot claimed that Captain America was out of touch with contemporary America. The Super-Patriot was then attacked by men calling themselves the Buckies (Bold Urban Commandoes), who wore costumes similar to Captain America and claimed to support him. The Super-Patriot easily defeated the Buckies, who were actually wrestlers hired by Thurm as a public relations stunt.

A little later, Captain America confronted Walker, who challenged him to a "contest of might." Captain America refused to fight Walker, but warned him that he would catch him if he did anything illegal. The Buckies then attacked Captain America, and were soundly beaten by the hero. Captain America later accused Super-Patriot of being behind a number of attacks on foreigners by the Buckies. The Super-Patriot had intended the attacks to be part of an anti-terrorist campaign. Captain America and the Super-Patriot briefly fought each other.

Sometime after that, the Super-Patriot stopped a terrorist (Warhead) from detonating a nuclear bomb in Washington, D.C.. About this time, Steve Rogers resigned as Captain America due to pressure from the federal Commission on Superhuman Activities. The Commission decided to ask the Super-Patriot to become the sixth man to wear the Captain America costume.

In actuality, the chairman of the Commission, Douglas Rockwell, was an agent for the original Red Skull. The Red Skull's consciousness now resided in a clone of Steve Rogers. The Red Skull planned to force Steve Rogers to retire, and then make certain his replacement ruined Captain America's name. Walker became Captain America, and one of the Buckies, Lemar Hoskins, became the new Bucky. Lemar latter changed his name to Battlestar. Walker and Hoskins were trained by a number of special instructors, including the villainous Taskmaster. The Taskmaster, who is gifted with "photographic" reflexes, taught Walker how to throw the shield like the original Captain America. Walker and Hoskins went on a few special missions against various criminal groups. The Commission then had a public ceremony to announce the appointment of a new Captain America. During the ceremony, Walker was attacked by the two other members of the Buckies, who felt slighted by Walker. Now calling themselves Right-Winger and Left-Winger, the two men revealed Walker's identity to the public.

A right-wing vigilante group known as the Watchdogs, then tracked down Walker's parents and killed them. The vengeful Walker blamed his parent's deaths on Right-Winger and Left-Winger. Walker captured the two men and left them to die in an explosion. Right-Winger and Left-Winger were able to survive, but they were badly burned. The delighted Red Skull then lured Walker to his headquarters in Washington, D.C. The Skull then confronted Walker and claimed to be the real Steve Rogers. The Skull told Walker that he was the person really behind all of Walker's recent troubles.

After battling several of the Skull's men, dressed as various enemies of his, Walker ran into Steve Rogers, in his guise of the Captain. Rogers was there investigating the Skull's murder of Rockwell, the head of the Commission on Superhuman Activities. The confused Walker attacked Rogers, who was able to defeat Walker. The Skull then came out of hiding and told Rogers who he really was, and what had been going on. Walker revived and heard the Skull talking. Just as the Skull attempted to kill Roger with his "dust of death" contained in his long cigarette holder, Walker threw his shield. The Skull was coated with the dust, which caused his head to transform into a blood-red skull.

Walker and Rogers made their report to the Commission, who asked Rogers to become Captain America again. At first Rogers declined, but Walker personally asked him to reconsider. At a public press conference announcing the return of the original Captain America, Walker was apparently killed by a man wearing a Watchdog uniform. The assassin was then killed by somebody dressed as Scourge. Walker's death had been faked, but the appearance by Scourge was not planned. A Commission member, General Hayworth then arranged for Walker to get a new identity. Walker underwent speech therapy and learned new mannerisms. Walker then took the identity of U.S. Agent, wearing a costume similar to the one Rogers wore when he was the Captain. Walker now serves as a special agent for the Commission. Recently, the Commission had Walker become a member of the West Coast Avengers. Walker is adjusting to being an Avenger's member, and secretly admires his new teammates.

STATISTICS:

F AM(50)
A AM(50)
S AM(50)
E UN(100)
R UN(100)
I UN(100)
P UN(100)

Health: 250

Karma: 300

Resources: UN (100)

Popularity: 0

BACKGROUND:

Real Name: Uatu

Occupation: Observer

Legal Status: None

Identity: Secret

Place of Birth: Unnamed Planet in another galaxy

Marital Status: Unknown

Known Relatives: None

Base of Operations: Blue Area of the Moon

Past Group Affiliations: Uatu is a member of the Watcher race, and has quietly helped the Fantastic Four in the past.

Present Group Affiliation:

KNOWN POWERS:

Clairaudience/Clairvoyance: Unearthly range (2.5 billion miles).

Communicate With Plants/Animals/Cybernetics: Unearthly.

Cosmic Awareness: Class 1000.

Empathy: Unearthly rank.

Force Field Generation: Unearthly rank.

Gateway: Class 5000 range (500 light years).

Immortality: Immune to aging and disease.

Kinetic Bolt: Unearthly damage.

Linguistics: Class 1000 rank.

Mental Invisibility: Class 1000 ability that effects himself and anyone he chooses.

Mind Probe: Unearthly rank. Anyone being probed by Uatu has Unearthly protection against others trying to probe his mind at the same time.

Remote Sensing: Unearthly rank with all six senses.

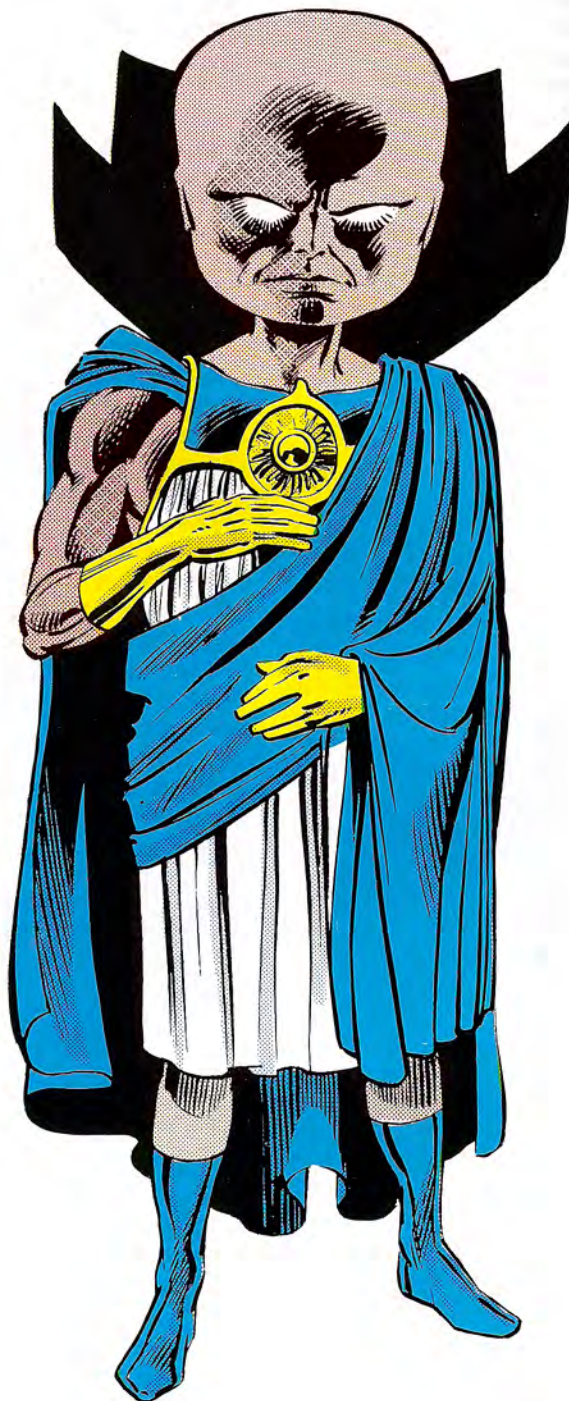
Self-Sustenance: Class 1000.

Shapeshifting: Unearthly rank.

Telekinesis: Unearthly intensity.

Telelocation: Class 5000.

Telepathy: Class 5000 with other Watchers and entities, Unearthly



with mortals.

Teleportation: Class 5000 (500 light years)

Total Memory: Class 5000.

Levitation: Unearthly rank.

True Invulnerability: Class 1000 resistance to all attacks

Talents: Uatu knows all known talents, and many unknown ones.

Contacts: Uatu has contacts with the Fantastic Four, the Inhumans, Eternity, and Galactus. Uatu also has contacts among the other members of his race.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Uatu is considered a renegade by the other members of his race. Uatu has grown secretly fond of the human race, and sometimes quietly aids the human race. He will never actively interfere, but he will warn heroes of approaching danger, or subtly suggest a solution to a dangerous problem. Uatu will ignore direct appeals for help.

HISTORY

Uatu's race first appeared shortly after the Big Bang. They advanced rapidly, and soon mastered virtual immortality, and learned how to convert themselves into energy so they could travel through hyperspace.

The Watcher's High Tribunal discussed sharing their advantages with less advanced races on other planets. A Watcher named Ikor felt that it was an advanced race's duty to help less advanced races. Ikor's son, Uatu, persuaded the majority to side with Ikor. A group of four Watchers, including Uatu, went to the planet Proscillius. They offered the inhabitants of the planet knowledge of atomic energy, and trained them in its use. A few years later, the Watchers returned to a Proscillius that had been ravaged by nuclear war.

The horrified Watcher race created an ethics code of complete non-interference and passive observation. A Watcher will not even help anyone dying at his feet; he will just record the being's passing. The Watchers then abandoned their home planet, and relocated throughout the universe. Each Watcher chose a specific solar system containing intelligent life, and simply observed.

Uatu decided to observe the Earth system, and eventually took up residence on Earth's moon. Uatu lives in the Blue Area of the Moon, which

was a Kree settlement millions of years ago. Uatu currently shares the Blue Area with Earth-born Inhumans. Uatu was the first Watcher encountered by Earth's inhabitants. Uatu was first met by the Fantastic Four, when they went to the moon to investigate the Blue Area. During their visit to the Blue Area, the Fantastic Four were attacked by the Red Ghost and his Super-Apes. Uatu interfered, and allowed the Fantastic Four to retain their memories of him. Uatu grew fond of the Fantastic Four, and occasionally broke his oath by warning them of menaces to Earth.

At the wedding of Reed Richards and Sue Storm, Uatu helped Reed defeat a horde of attacking villains. He also aided Reed Richards in driving the world-eater, Galactus, away from the Earth. Uatu even went so far as to physically attack the Kree warrior, Captain Mar-vell. Uatu was eventually brought on trial for his violations against the Watcher code of ethics. Uatu defended himself by saying that he had allowed himself to identify with the actions and emotions he observed. Uatu was released on his own cognizance, vowing not to break the Watcher's code again. He has not committed any direct actions since then, but he has revealed his presence during several critical moments, which have subtly influenced the incidents' outcomes.

STATISTICS:

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

Health: 80

Karma: 56

Resources: TY(6)

Popularity: -5

BACKGROUND:

Real Name: Gunther Bain (legally changed from Angelo Unuscione, his real name)

Occupation: Criminal, former wrestler

Legal Status: Naturalized citizen of the United States with a criminal record

Place of Birth: Milan, Italy

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former member of Factor Three and the original Brotherhood of Evil Mutants

Present Group Affiliation:

KNOWN POWERS:

Force Field: Incredible protection against physical, energy and mental attacks at all times. Unus could raise the field one power rank per round, up to a maximum of Unearthly. The force field could radiate outward from Unus's body, allowing him to levitate, and provide complete protection if he fell from any height. He could lower the field enough so that he could attack others, while it still protected him (the field could be no greater than Amazing when he attacked). The density of the field can be increased so that it could repel air molecules and gas. A surprise gas attack could effect him, if he had no warning.

Unus could harden the force field around his fist or a weapon he is carrying, increasing the damage by +1CS. When Unus lost control of his power, the force field steadily increased by 10 rank points per day, until it reached a maximum of Shift Z.

Talents: Unus was a wrestler for a long time, giving him a +2CS to his



Strength when he is Grappling or Escaping.

Contacts: Unus has many contacts in the wrestling business. Unus was a member of the original Brotherhood of Evil Mutants, but he could really only depend on the Blob.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Unus spent most of his life as a loner, and was never friendly toward anyone except the Blob. In combat, Unus enjoys taunting opponents and bragging about how they can't hurt him.

HISTORY

Angelo Unuscione's mutant powers surfaced while he was still

young. He used his abilities to become a school bully, and later a criminal. When Angelo emigrated to America, he legally changed his name to Gunther Bain. Gunther then used his power to become a successful professional wrestler, calling himself Unus the Untouchable.

Magneto had Mastermind contact Unus, hoping to recruit him for the Brotherhood of Evil Mutants. Mastermind suggested that Unus fight the X-Men, as a test of his powers. Unus drew the X-Men out after committing a theft. One of the X-Men, the Beast, built a machine that caused Unus's force field to increase in power. Unus found himself unable to control his force field, making it impossible for him to even eat. Unus surrendered

to the X-Men, and Beast restored his power to its original level.

A beaten Unus returned to his wrestling career. A few months later, Unus met the Blob and they formed a close friendship. The two criminals eventually joined Factor Three, and then the original Brotherhood of Evil Mutants. Unus soon became disgusted with the constant failures of the two groups. Unus gave up world conquest and decided to just get rich through crime. Later, for unknown reasons, Unus's force field became uncontrollable again. Unus realized that he would soon die of hunger or asphyxiation since the force field was beginning to repel air molecules.

A mighty blow from the Hulk ap-

parently shattered the force field, but it began to regenerate itself again almost immediately. Unus soon lost control of the force field again. Unus found himself suspended in the air above Madison Square Garden, unable to breathe. Unus blacked out, and his force field dispersed. Unus was caught by the Blob, who thought that Unus was dead. The Blob then left and began a rampage through the streets of New York City.

While Unus has not appeared since then, there is no real evidence that proves that Unus is definitely dead.

STATISTICS:

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

Health: 140

Karma: 60

Resources: PR(4)

Popularity: 30

BACKGROUND

Real Name: Vision

Occupation: Adventurer

Legal Status: Provisional U.S.

Citizenship

Identity: Public

Place of Creation: Brooklyn, New York

Marital Status: Married

Known Relatives: Wanda (wife), Pietro Maximoff (Quicksilver, brother-in-law), Thomas and William (sons, no longer exist), Magneto (father-in-law), Magda (mother-in-law, presumed dead)

Base of Operations: Avengers' Mansion, New York City

Past Group Affiliations: East and West Coast Avengers

Present Group Affiliation:

KNOWN POWERS:

Density Manipulation-Self: The Vision has Unearthly control over his density. His normal density is Good. At densities above Good, the Vision gains body armor equal to his current density rank. At density ranks of Incredible or higher, the Vision he suffers a -1CS to his Fighting and Agility abilities and uses his density rank as his Strength. The Vision cannot move at Unearthly density.

Established Power Stunts:

- * Phase through solid objects at Shift-0 density. He will not disrupt electronics unless he wishes to.

- * Flight at Shift-0 density, Poor air speed (4 areas/round), and he cannot carry anything while flying.

- * Disruption of living or non-living material by solidifying inside them.

Damage inflicted is equal to the Vision's chosen density rank, and the target's Body Armor is ignored. If Vision tries this on someone who can also control their density, the target

can resist by making a power FEAT roll and getting a higher color result than Vision. The Vision's hand will then be stuck in his victim's body, and the victim will suffer no damage.

Life Support: Incredible rank. The Vision does not have to eat or breathe.

Solar Beams: Remarkable damage, 8 area range.

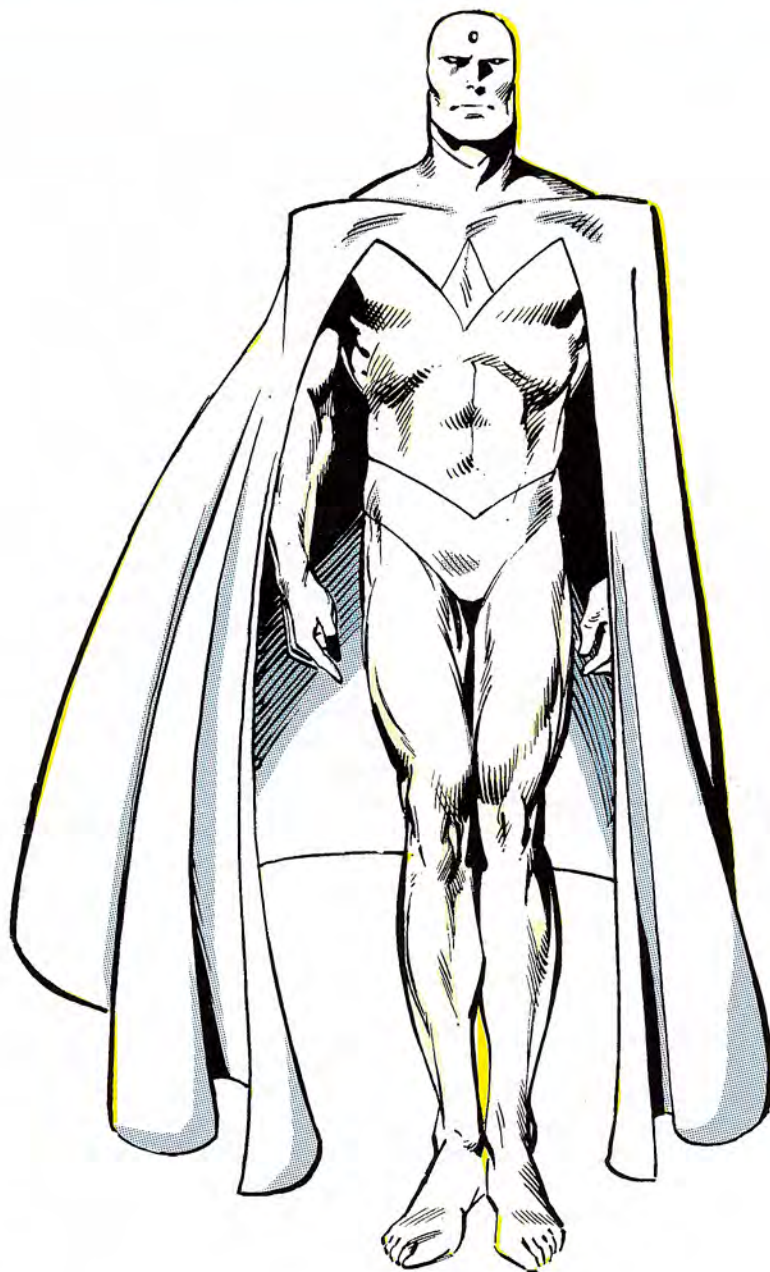
Solar Regeneration: Amazing rank. He can also heal if solar or laser energy is directed at the jewel on his forehead. In that case, he can regain a number of Health points equal to the power rank intensity of the solar

or laser beam directed at the gem. Up to a maximum of 50 points per round can be healed in this manner.

Control Crystal: Ultron placed this device in Vision's brain, which prevented him from having a fully human personality. The control crystal also gave Vision a -2CS on Psyche FEAT rolls against technological forms of mind control.

Talents: The Vision has the Repair/Tinkering talent. The Vision has a photographic memory.

Contacts: The Vision can depend on help from any Avenger and probably



the Inhumans, too. The Vision and his wife are close friends with the stage magicians, Glamor and Illusion.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Vision has recently become rather cold again, devoid of human emotions. He apparently no longer feels love for the Scarlet Witch anymore either. Though he tries to act friendly toward people, he still seems to be aloof.

HISTORY

The synthezoid known as the Vision was created by the Avenger's robotic enemy, Ultron. Ultron created the Vision using spare parts left over from the creation of the Original Human Torch who was built by Professor Phineas T. Horton.

The mysterious Time Lord, Immortus, later convinced everyone that the Vision was actually the original Human Torch. Immortus told the Vision that Ultron had forced Horton to change the Human Torch's appearance and powers, creating the Vision. Ultron programmed the Vision's brain with a program based on the brain waves of Simon Williams (Wonder Man) who was thought to be dead at the time. Ultron also implanted a "control crystal" in the Vision's brain, allowing Ultron to control him. Ultron ordered the Vision to seek out the Avengers

and lure them into a trap. The first Avenger to see the Vision, the Wasp, called him "an unearthly, inhuman vision," which earned him his name. The Vision did lure the Avengers into Ultron's trap, but he somehow overcame Ultron's control and saved the Avengers. Afterwards, the Vision was elected as a member of the Avengers. The Vision spent the next few years as an active Avenger. During that time, the Vision and the Scarlet Witch became very close.

After Immortus told the Vision that he was really the original Human Torch, the Vision and the Scarlet Witch were married in a ceremony performed by Immortus. The Vision and the Scarlet Witch stayed with the Avengers for a few more years before retiring from full-time membership. They became reserve members, and bought a house in Leonia, New Jersey. However, they were briefly called back to duty at times. During one of those time periods, the Vision was subjected to a null-field. This somehow caused the control crystal to malfunction and twisted the Vision's thinking. Linking himself with ISAAC, the Eternals' super computer on the moon Titan, the Vision then took over all the computers on Earth, including national defense computers. The Vision planned to unite the whole world in a golden age of peace. The Vision eventually regained his reason and severed his link with the world's computer networks. The Vision also removed the control crystal from his mind. The loss of the control crystal allowed the Vision's personality to become more human than ever. The Vision and the Scarlet Witch returned to their home in Leonia, planning to stay.

Later on, the Scarlet Witch and the Vision became involved in a fight with the witches and warlocks of New Salem. Scarlet used her mutant powers to defeat them and absorbed

a great deal of magical energy. She used the energy to make herself pregnant with two sons whom she believed to be the offspring of herself and the Vision. After their home in Leonia was burned down, the Vision and the Scarlet Witch became members of the West Coast Avengers.

When the Vision became an Avenger again, a number of international governments feared that he might try to take over the world's computer systems again. Operatives from various government intelligence agencies, including the CIA and the KGB, tricked Mockingbird into helping them capture the Vision. The duped Mockingbird helped the West Coast Avengers track the Vision down. Unfortunately, the Vision had already been disassembled and his memories erased. The Avengers also freed Horton, who was also being held by the government operatives. Horton revealed that he had not built the Vision, though Immortus said that he had. Dr. Henry Pym was able to put the Vision back together again, but his synthetic skin was altered by the disassembly process. His overall color is now a very pale yellow shade, giving him a ghostly appearance. Pym reprogrammed the Vision with Avengers' records, but Simon Williams refused to allow a copy of his brain waves to be made. Thus, the new version of the Vision was completely devoid of human emotions, including love for the Scarlet Witch.

Recently, it was discovered that the Scarlet Witch's sons were actually fragments of the soul of the evil being known as Mephisto. The loss of her sons, and the change in the Vision's personality caused the Scarlet Witch to have a nervous breakdown.

The Vision is currently an active member of the Avengers, but he has transferred himself to the East Coast division of the team.

SPECIAL NOTES

All Wolfpack members have the following talents: all five Martial Arts types, Marksman, Weaponmaster, Acrobatics, Tumbling, and First Aid. All the Wolfpack members have the other Pack members, Police Inspector Cassidy and the Missionary as contacts. All the Wolfpack members have the same Background Notes in common:

Occupation: Student, adventurer

Legal Status: U.S. citizen

Identity: Public

Place of Birth: New York City

Marital Status: Single

Base of Operations: South Bronx

Past Group Affiliations: Wolfpack

RAFAEL VEGA

STATISTICS:

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

Health: 70

Karma: 22

Resources: EX(20)

Popularity: 0/5 (in the Bronx)

BACKGROUND:

Real Name: Rafael Vega

Known Relatives: Mother, Apollo Cora (father, deceased), Junior (brother)

Present Group Affiliation:

KNOWN POWERS:

Talents: (See above) Leadership

ROLE-PLAYING NOTES:

Rafael is the most emotional member of the Wolfpack and leads the Pack most of the time. He is the best fighter in the group, but he also has the shortest temper in the group.

"SLAG" SLAGLEY

STATISTICS:

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

Health: 80

Karma: 30

Resources: TY(6)

Popularity: 0/5 (inside the Bronx)

BACKGROUND:

Real Name: Slagley (First name unknown)

Known Relatives: Mrs. Slagley (mother)

Present Group Affiliation:

KNOWN POWERS:

Talents: (see above) Slag's Reason is Remarkable when dealing with Philosophy or Literature.

ROLE-PLAYING NOTES:

Slag is the strongest member of the Pack, and the gentlest. He is a quiet and intense person who enjoys reading Shakespeare. Slag is the real willpower, and conscience, behind the Pack.

SHARON

STATISTICS:

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

Health: 100

Karma: 26

Resources: TY(6)

Popularity: 0/5 (in the Bronx)

BACKGROUND:

Real Name: Sharon (last name unrevealed)

Known Relatives: Father (name unrevealed), Mother (deceased, real name unrevealed)

Present Group Affiliation:

KNOWN POWERS:

Lightning Speed: Good land speed (4 areas/round), with +5 bonus on initiative if not surprised. She cannot develop power stunts since this is not a real super power.

ROLE-PLAYING NOTES:

Sharon is a very independent young woman who is devoted to her father. She is determined to succeed and loves to run like the wind.

WHEELS WO- LINSKI

STATISTICS:

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

Health: 56

Karma: 60

Resources: PR(4)

Popularity: 0/5 (inside the Bronx)

BACKGROUND:

Real Name: Wolinski (first name unrevealed)

Known Relatives: Mother (name unknown), John Wolinski (father, deceased)

Present Group Affiliation:

KNOWN POWERS:

Wheelchair: Wheels is confined to a wheelchair. Wheels can travel 3 areas/round, or 4 areas/round down an incline. Wheels cannot travel over some terrain, but he has learned to negotiate certain obstacles, such as going down stairs. Wheels has been known to build various gadgets into his wheelchair, such as rocket boosters (6 areas/round) and hydraulic brakes.

Talents: (See above), Leadership, Repair/Tinkering

ROLE-PLAYING NOTES:

Wheels is reserved and shy, rarely letting his emotions show. Wheels is the voice of reason in the Pack and he comes up with any strategic plans

they need. Wheels has not let his handicap effect his outlook on life, and he considers all life precious.

SLIPPERY SAM WELTSMERZ

STATISTICS:

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

Health: 80

Karma: 80

Resources: TY(6)

Popularity: 0/5 (in the Bronx)

BACKGROUND:

Real Name: Sam Weltsmerz

Known Relatives: Father, Mother (names unknown)

Present Group Affiliation:

KNOWN POWERS:

Ninja: Slippery Sam was an expert at moving quietly, and apparently able to see well in normal darkness. Sam could climb walls, and blend in with crowds.

All these abilities were at a Remarkable rank.

ROLE-PLAYING NOTES:

Sam served as the Pack's trickster and spy. He was an expert at sneaking up on people and he enjoyed surprising them. Sam was also an expert con man, able to charm anyone, and always ready with a wise-crack or a joke.

MALCOLM BROWN

STATISTICS:

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

Health: 46

Karma: 18

Resources: PR(4)

Popularity: 0/3 (in the Bronx)

BACKGROUND:

Real Name: Malcolm Brown

Known Relatives: Father (name unknown), Esther (mother)

Present Group Affiliation:

ROLE-PLAYING NOTES:

Malcolm is the youngest member of the Pack and the most violent. Badly abused by his mother and father, he has learned to trust no one but his new family, the Wolfpack.

GROUP HISTORY:

Over 2,000 years ago, a wandering Israeli tribe entered China. They told of an ancient legend that promised the existence of ten just and good men, throughout time. The cosmic balance also required the continual existence of nine evil men, whose only purposes were to destroy the ten good men and to spread evil. One of the Ten went renegade and created a cult of warriors to oppose the Nine. The cult was forced to hide in the hills like wolves, while the Nine's forces hunted them down.

In modern day New York City, Mr. Mack trained five youths to become the newest members of the renegade cult, the Wolfpack. The Wolfpack fought crime in their neighborhood and eventually came into conflict with the forces of the Nine in New York City. One member, Slippery Sam Weltshmertzt was killed while saving a young boy's life. Malcolm, an abused boy, then became the newest member of the Wolfpack. After receiving advanced training from a penitent assassin known as the Missionary, the Wolfpack smashed the Nine's headquarters in New York City. The Wolfpack is still battling crime and Nine activities in their Bronx neighborhood.

STATISTICS:

F RM(30)
A GD(10)
S UN(100)
E MN(75)
R FB(2)
I TY(6)
P TY(6)

Health: 215

Karma: 14

Resources: None

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Giant Monster

Legal Status: None

Identity: Existence not known to general public

Place of Hibernation/Mutation:

Glacial cavern in Alberta, Canada

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Growth: Shift Z. Yetrigar's exposure to radiation caused him to permanently grow to a height of over 100 feet. Yetrigar's size causes a +3CS to anyone trying to hit him.

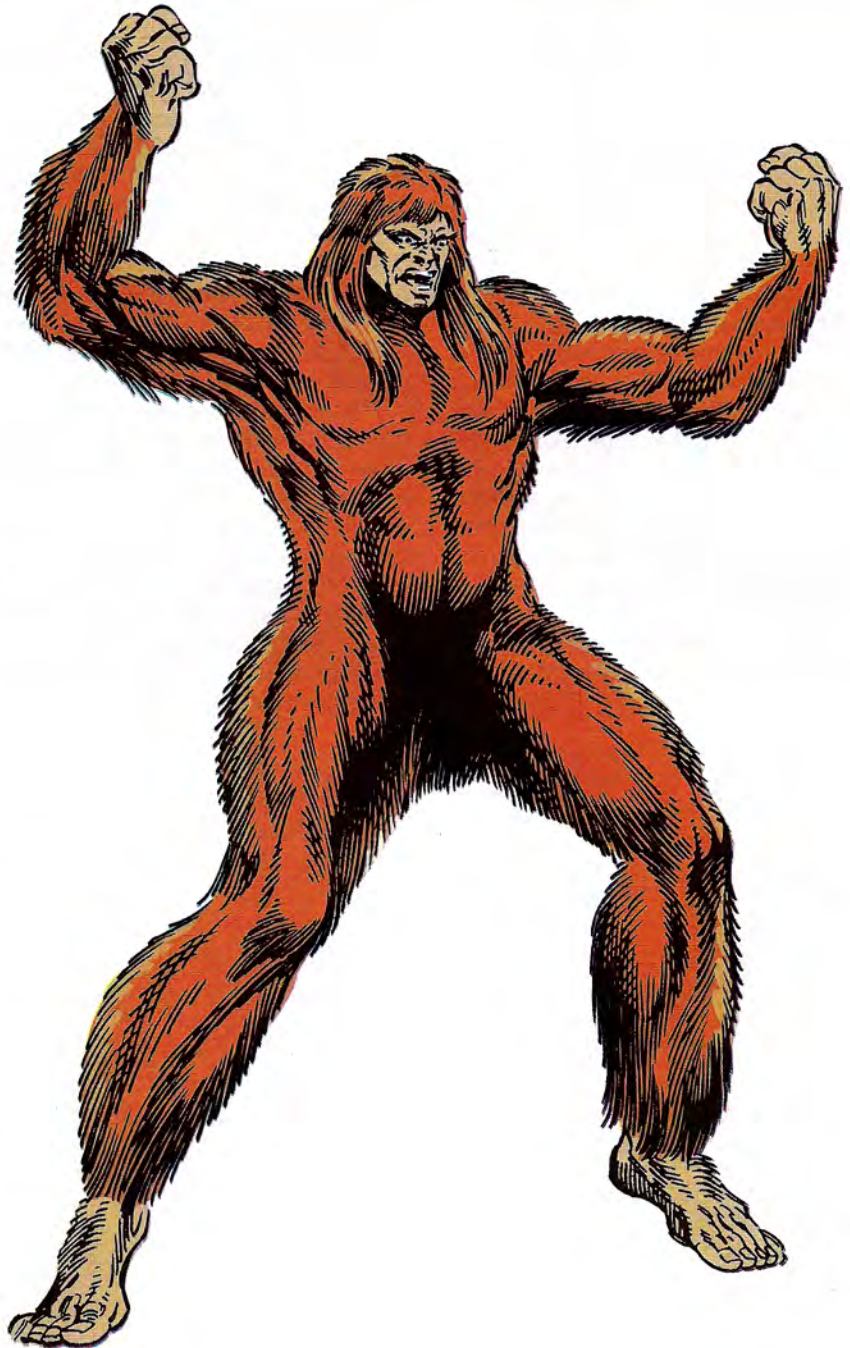
Body Armor: Monstrous rank protection from physical, energy, heat and cold attacks.

Suspended Animation: Unearthly rank. Yetrigar was somehow able to enter a state of suspended animation after being buried by a rockslide in the Grand Canyon.

Talents: Yetrigar seemed to know a basic form of Martial Arts type B.

Contacts: None

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Yetrigar is a typical giant monster, who is only interested in causing as much damage as possible while growling loudly. Yetrigar will attack anyone or anything that gets in his path. He seemed to especially enjoy battling other creatures of his size.

HISTORY

Thousands of years ago, a prehistoric humanoid was accidentally frozen in a glacial cavern near Alberta, Canada. A few years ago, an underground nuclear bomb test occurred underneath the deserts of Nevada. The underground test caused the splitting of an underground fault and

a newly created tunnel stretched all the way to the cavern where the prehistoric humanoid was frozen. The resulting tremor freed the humanoid and then the wave of radiation mutated the poor beast. Driven mad by the radiation, it followed the underground fault all the way back to the desert of Nevada. By the time it had reached the desert, the humanoid had grown to enormous size, due to its exposure to the radiation.

The furry humanoid reached the Nevada desert at the same time it was being crossed by the monster lizard, Godzilla. Godzilla had just destroyed parts of Las Vegas and he was being followed by a special S.H.I.E.L.D. taskforce in a helicarrier called "Behemoth," led by Dum Dum Dugan. The maddened prehistoric giant disabled the helicarrier, and then tracked down Godzilla. The two monsters fought in an area of the Grand Canyon, near Budiansky

Point.

The fight was joined by the gigantic robot, Red Ronin, which was being piloted by young Robert Takiguchi. Robert named the giant prehistoric humanoid Yetrigar, after a mythical race of abominable snowmen that supposedly lived in the mountains of Japan. The brave boy tried to stop the two monsters from hurting each other. Eventually, Robert had to bury Yetrigar under a rockslide, to stop him from killing Godzilla.

Many years later, the same spot in the Grand Canyon was visited by the West Coast Avengers. Mockingbird, a former agent for S.H.I.E.L.D., secretly used a grenade to free the creature from the rockslide in order to distract the West Coast Avengers while she went after Hamilton Slade. Slade, an archaeologist, was sometimes possessed by the ghost of his great-grandfather, the original Ghost

Rider. During a visit to the past, Mockingbird had been drugged and tricked into falling in love with the original Ghost Rider. Mockingbird eventually discovered the truth and let the original Ghost Rider fall to his death. Back in modern times, Mockingbird was attacked several times by Hamilton Slade, while he was possessed by the spirit of the original Ghost Rider.

While Mockingbird was confronting Slade, the West Coast Avengers were busy fighting the maddened Yetrigar. Unable to stop the beast, Dr. Pym had to place a metal brace in the creature's ear and use his power to cause the brace to enlarge. Yetrigar passed out from the pain and Pym used his shrinking gas to shrink the monster down to a manageable size.

Yetrigar's current condition and location has not been revealed.

BRIGHT SWORD

STATISTICS:

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

Health: 170

Karma: 46

Resources: FB(2)/CL1000

Popularity: 0

BACKGROUND:

Real Name: Carter Dyam

Occupation: Ex-soldier, Young God

Legal Status: Israeli citizen, MIA

Identity: Existence not known to general public

Place of Birth: Israel

Marital Status: Single

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Energy Sword: Incredible Edged/Energy damage.

Cyber Bolas: Incredible entanglement/grappling attack.

True Invulnerability: Unearthly rank.

True Flight: Remarkable air speed.

Talents: Weapons Master, Thrown Weapons, all five Martial Arts types, Military

Contacts: Other Young Gods, Norse gods, Celestials, Juniper and Kantos, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Carter Dyam was an Israeli soldier during the early 1970s. Carter is disillusioned by war and people and hates to see mindless violence. At the same time, he believes that sometimes force is the only way to solve certain situations. Carter has a tendency to be overconfident in battle, believing that he can withstand any opponent.

CALCULUS

STATISTICS:

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

Health: 38

Karma: 150

MINDSINGER
(GREGOR BUHKAROV)

BRIGHT SWORD
(CARTER DYAM)

GENII
(JASON KIMBALL)



HARVEST
(CHI LO)

SEA WITCH
(BRIDGET O'HARE)

DAYDREAMER
(CATHERINE MORANIS)

Resources: FB(2)/CL1000
Popularity: 0

BACKGROUND:

Real Name: Jawaharal Patel
Occupation: Former scientist, Young God
Legal Status: Citizen of India, presumed dead
Identity: Existence not known to general public
Place of Birth: India
Marital Status: Single
Known Relatives: None
Base of Operations: Celestials' ship
Past Group Affiliations: Young Gods
Present Group Affiliation:

KNOWN POWERS:

Telepathy: Amazing rank.
Precognition-Limited: Amazing rank. Calculus can use his calculating skill to predict the actions of opponents. This power is limited to his sight, and he must be telepathically linked with his team mates for it to be any use. His allies will always win initiative (their initiative roll is considered to be an 11), and he can spend personal Karma points to help one of his friends.
Talents: Martial Arts A, All Scientific skills (especially Mathematics), Leadership
Contacts: Other Young Gods, gods of Hindu pantheon, Juniper and Kantos, Celestials, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Calculus was born in 1928 in India. He was a Hindu of the Brahmin caste when he was 20 years old. Calculus is a gentle and caring person who does not like violence. Calculus has a tendency to only see the good in a person, not seeing their evil side.

CADUCEUS

STATISTICS:

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

Health: 56
Karma: 80
Resources: FB(2)/ CL1000
Popularity: 0

BACKGROUND:

Real Name: Mark Cadmon
Occupation: Former street gang member, Young God
Legal Status: U.S. citizen presumed dead
Identity: Existence not known to general public
Place of Birth: Chicago
Marital Status: Unknown
Known Relatives: None
Base of Operations: Celestials' ship
Past Group Affiliations: Young Gods
Present Group Affiliation:

KNOWN POWERS:

Biophysical Control, Healing, and Regeneration: Amazing rank.
Sleep-Induced: Amazing rank, touch range.
Mutate-Others: Amazing rank. Caduceus can change the physical appearance and abilities of a person, and even grant them Amazing rank powers.
Talents: Martial Arts A, Acrobatics, Tumbling, First Aid, Medicine
Contacts: Other Young Gods, Celestials, Juniper and Kantos, gods of Earth, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Caduceus was 30 year-old man living in a rough neighborhood of Chicago in 1919, when he was contacted to become a Young God.

Caduceus acts very cynical, and is always ready to spout a wisecrack. His tough guy attitude hides a brave and strong heart.

DAYDREAMER

STATISTICS:

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

Health: 66
Karma: 106
Resources: FB(2)/UN(100)
Popularity: 0

BACKGROUND:

Real Name: Catherine Moranis
Occupation: Former farm woman, Young God
Legal Status: Citizen of Canada, presumed dead
Identity: Existence not known to the general public
Place of Birth: Ottawa, Canada
Marital Status: Unknown
Known Relatives: Unknown
Base of Operations: Celestials' spaceship
Past Group Affiliations: Young Gods
Present Group Affiliation:

KNOWN POWERS:

Telepathy: Amazing rank.
Mind Control: Incredible rank power, that can be used through vocal or mental commands.
Create Illusions: Incredible rank power, she must physically touch her victims. The illusions only exist in her victim's mind. She can also dispel such mental illusions.
Precognition: Remarkable rank power.
True Flight: Remarkable air speed.
Talents: Martial Arts E, Philosophy
Contacts: Other Young Gods, Celestials, Juniper and Kantos, gods of Earth, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Catherine was a 25-year-old woman living on a farm in 19th century Ottawa, Canada when she was contacted by the gods. Catherine is a dreamy and shy woman with a backbone of steel. She hates being pampered.

GENII

STATISTICS:

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

Health: 80

Karma: 80

Resources: FB(2)/UN(100)

Popularity: 0

BACKGROUND:

Real Name: Jason Kimball

Occupation: Former fashion designer, Young God

Legal Status: U.S. citizen, presumed dead

Identity: Existence unknown to general public

Place of Birth: Harlem, New York City

Marital Status: Single

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Matter Animation-Solids: Amazing rank power.

Shapechange-Others: Amazing power rank.

True Flight: Remarkable air speed.

Talents: Martial Arts A, Artist

Contacts: Other Young Gods, Celestials, Norse gods, Juniper and Kantos, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Jason was a 26-year-old black man living in Harlem in the early 1970s when he was contacted to become one of the Young Gods. He had been a successful fashion designer before becoming a compulsive gambler. Jason still sometimes lapses into manic-depressive phases, complaining about the living conditions in Harlem. He still likes to take risks and he is somewhat self-destructive.

HARVEST

STATISTICS:

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

Health: 46

Karma: 66

Resources: FB(2)/UN(100)

Popularity: 0

BACKGROUND:

Real Name: Chi Lo

Occupation: Former farm girl, Young God

Legal Status: Citizen of Japan, presumed dead

Identity: Existence not known to general public

Place of Birth: Japan

Marital Status: Single

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Plant Growth: Amazing power rank.

Plant Control: Amazing power rank.

Talents: Martial Arts A, Botany

Contacts: Other Young Gods, Juniper and Kantos, Japanese gods, Spider-Man, Celestials

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Chi Lo was a 19 year-old woman living in a small Japanese seacoast vil-

lage in the 1970s when she was contacted to become a Young God. Chi Lo is intelligent, but extremely shy and does not stand up for herself or voice her opinions. Once she makes her mind up to do something however, nothing can divert her from her goal.

HIGHNOTE

STATISTICS:

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

Health: 90

Karma: 56

Resources: FB (2)/UN (100)

Popularity: 0

BACKGROUND:

Real Name: Raoul Hernandez

Occupation: Former saloon dancer and musician, Young God

Legal Status: Columbian citizen, presumed dead

Identity: Existence unknown to general public

Place of Birth: Columbia

Marital Status: Unknown

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Teleportation-Self/Others: Unearthly power rank.

Sonic Generation: Amazing damage.

Vibration Generation: Amazing rank power.

Talents: Martial Arts B, Musician, Dancing

Contacts: Other Young Gods, Celestials, Juniper and Kantos, American Indian gods, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Raoul was a saloon dancer and musician in Columbia in the 19th century, when he was contacted to become a Young God. Raoul is of mixed American Indian and Spanish descent. He is cheerful and light-hearted, taking nothing too seriously.

MINDSINGER

STATISTICS:

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

Health: 80

Karma: 76

Resources: FB(2)/UN(100)

Popularity: 0

BACKGROUND:

Real Name: Gregor Buhkarov

Occupation: Former poet, Young God

Legal Status: Russian citizen, presumed dead

Identity: Existence unknown to general public

Place of Birth: Kiev, Russia

Marital Status: Single

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Shapeshifting: Amazing rank power. Mindsinger must state out loud the nature of the shape he plans to change his body into.

Telepathy: Remarkable rank power.

Talents: Poetry, Martial Arts C and B

Contacts: Other Young Gods, Celestials, Juniper and Kantos, Earth gods, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Gregor was a young Russian poet in the 18th century when he was con-

tacted to become a Young God. Gregor is a complex man, alternating between sullen rages and sudden outbursts of cheerfulness. He is extremely overprotective of Daydreamer.

MOONSTALKER

STATISTICS:

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

Health: 130

Karma: 56

Resources: FB(2)/UN(100)

Popularity: 0

BACKGROUND:

Real Name: Kiana

Occupation: Former hunter, Young God

Legal Status: None

Identity: Existence unknown to general public

Place of Birth: Alaska

Marital Status: Single

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Hyper-Speed: Amazing rank speed (8 areas/round).

Blending: Amazing rank power.

Talents: Tracking, Hunting, Martial Arts A, Stealth, Weapons Master

Contacts: Inupiat gods, Other Young Gods, Juniper and Kantos, Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Kiana was a 16-year-old Inupiat Eskimo girl in 11th century Alaska, when she was contacted to become a Young God. Kiana is moody and intense most of the time. She will suddenly display a raucous sense of humor at the wrong times.

SEA WITCH

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

Health: 90

Karma: 66

Resources: FB(2)/UN(100)

Popularity: 0

BACKGROUND:

Real Name: Bridget O'Hare

Occupation: Former saloon girl, Young God

Legal Status: Citizen of Ireland, presumed dead

Identity: Existence unknown to general public

Place of Birth: Ireland

Marital Status: Single

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Water Breathing: Amazing rank power.

Water Freedom: Amazing power rank.

Swimming: Amazing speed (8 areas/round).

Matter-Animation: Amazing rank animation of water only. She can do this with water in its liquid, solid (ice) and gaseous state.

Resist Cold: Remarkable resistance.

Talents: Martial Arts E, Sailing, Navigation.

Contacts: Other Young Gods, Juniper and Kantos, Earth gods, Spider-Man, Celestials.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bridget was a 17-year-old Irish girl in 12th century Ireland, when she was contacted to become a Young God. Bridget is a hot tempered and wild trickster, who loves to flirt with men.

SPLICE

STATISTICS:

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

Health: 70

Karma: 130

Resources: FB(2)/UN(100)

Popularity: 0

BACKGROUND:

Real Name: Chandra Ku

Occupation: Craftswoman, Young God

Legal Status: Citizen of Africa presumed dead

Identity: Existence unknown to general public

Place of Birth: Africa

Marital Status: Single

Known Relatives: None

Base of Operations: Celestials' ship

Past Group Affiliations: Young Gods

Present Group Affiliation:

KNOWN POWERS:

Matter Animation-Solid: Amazing rank power.

Machine Creation: Amazing rank power. The size of the machine is not limited, as long as she has the raw materials to create it at hand. She cannot create the machine from nothing. She can also use this ability to create tools and weapons. The items she creates can be as complex as she wants.

Talents: Martial Arts A, Engineering and any other skills necessary to craft whatever she wants to create.

Contacts: Other Young Gods, Juniper and Kantos, Zulu gods, Celestials, Spider-Man.

ROLE-PLAYING NOTES:

Chandra was a Craftswoman for a small Zulu tribe in Africa in the 18th century when she was contacted to become a Young God. Chandra prefers meditation to spending time with people. She has no real close friends among the Young Gods, and seems to take nothing very seriously.

VARUA

STATISTICS:

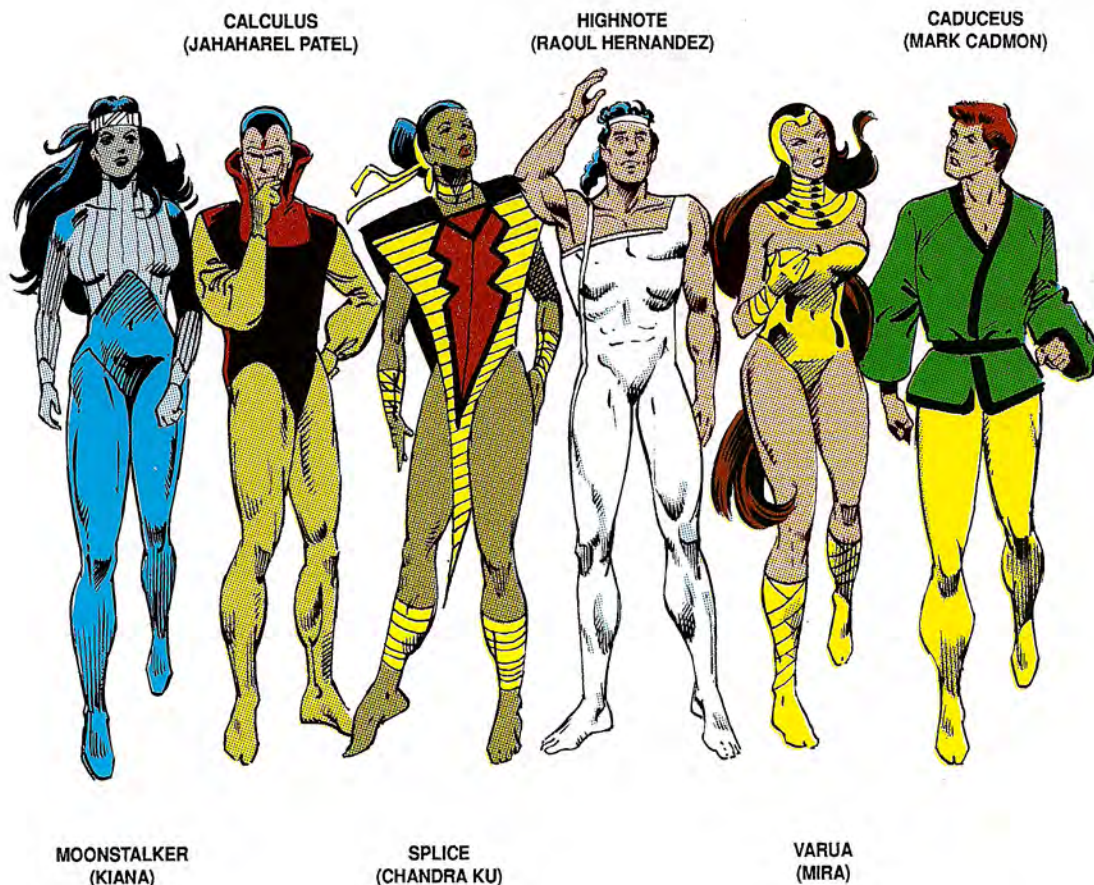
F GD(10)
A GD(10)
S TY(6)
E EX(20)
R TY(6)
I AM(50)
P AM(50)

Health: 46

Karma: 106

Resources: FB (2)/UN (100)

Popularity: 0



BACKGROUND:**Real Name:** Mira**Occupation:** Young God**Legal Status:** Citizen of Ruk Island, presumed dead**Identity:** Existence not known to general public**Place of Birth:** Ruk Island**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Celestials' ship**Past Group Affiliations:** Young Gods**Present Group Affiliation:****KNOWN POWERS:***Telepathy:* Amazing rank.*Teleport Self/Others:* Unearthly rank.

Create Uni-Mind: When Varua initiates it, she and any of her fellow Young Gods can meld into the Uni-Mind, similar to the Uni-Mind formed by the Eternals. The Uni-Mind appears as a huge floating brain. The Uni-Mind needs Varua and at least one other Young God to form it. The Uni-Mind will possess all the powers of the Young Gods that formed it, but at Shift Z power rank. The Uni-Mind's Reason, Psyche and Intuition scores will be equal to the combined Reason, Intuition and Psyche scores of the Young Gods that formed it. It has no Fighting or Strength scores, but it has Amazing Agility and Shift Y Endurance (Health 250). If the Uni-Mind's Health is dropped to 0, the Uni-Mind will dissolve and the Young Gods will reappear. The Young Gods will not suffer from any damage

taken in the Uni-Mind form, but they must make an Endurance FEAT roll against Amazing Intensity Stunning if the Uni-Mind dissolves due to damage.

Talents: Martial Arts A, Leadership**Contacts:** Other Young Gods, Juniper and Kantos, Earth gods, Spider-Man, Celestials.**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Mira was a 14-year-old Polynesian girl living on Ruk Island in the year 1419 when she was contacted to become a Young God. Mira is the spiritual leader of the Young Gods. She is very stern and takes charge, always taking everything seriously.

GROUP HISTORY:

Millennia ago, the First Host of the mysterious alien Celestials came to Earth and performed genetic experiments on the ancestors of the human race. About a thousand years ago, the Second Host of the Celestials visited Earth and encountered a delegation of Gods from Earth's various pantheons. The leaders of these pantheons feared that, when the Celestials returned in another thousand years, they would judge against man and destroy humanity. The leading male gods prepared to fight the Ce-

lestials when they finally came back. The leading female goddesses decided that they would find representatives of man's achievements whom they would present to the Celestials as examples to the worthiness of humanity.

Over the next thousand years, 12 young people were chosen and their latent genetic potential were fully activated. The 12 young people were placed in suspended animation, until the Celestials arrived again. The Celestials came and were presented the 12 "Young Gods" by Gaea, eldest of Earth's goddesses. She told the Celestials that they represented the highest ideals and achievements that man could reach. She begged the Celestials to take the Young Gods and train them, and in return, let humanity survive. Surprisingly enough, the Celestials apparently agreed, and spared the Earth.

The 12 Young Gods are being trained by two alien warriors, Juniper and Kantos, on the Celestials gigantic spaceship. The Young Gods returned to Earth recently, to help thwart the plans of the High Evolutionary. They have also recently discovered and defeated a dangerous construct in Israel. Clues indicated that a renegade god of Earth created the machine. The Young Gods' current activities and whereabouts are unknown.

1990 Character Updates

by Martin, Mortika, Davis, Tracy, and Maddox

The *Gamer's Handbook of the MARVEL UNIVERSE™* is the complete, last word on the heroes, villains, and other characters of the Marvel Universe that players of the *MARVEL SUPER HEROES™* role-playing game have been looking for! Supplemented by data from the popular Official Handbook of the MARVEL UNIVERSE™, the *Gamer's Handbook of the MARVEL UNIVERSE™* has complete *MARVEL SUPER HEROES™* game statistics for hundreds of Marvel characters—the good, the bad, and the in-between!

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TSR Inc.
POB 756
Lake Geneva,
WI 53147 U.S.A.

6894XXX1401
ISBN 0-88038-866-8
\$15.95 U.S.



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