

MARVEL SUPER HEROES™

Advanced Game Official Accessory

Gamer's Handbook of the MARVEL UNIVERSE™



1992 Character Updates

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Gamer's Handbook of the MARVEL UNIVERSE™

Volume 8

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The Acolytes are a band of mutant refugees who stole an American space shuttle and came to Asteroid M hoping to join Magneto to fight for mutant supremacy.

Magneto was initially reluctant to become involved with them. But when one of the Acolytes (Annmarie) was attacked and seriously wounded by the SHIELD officers pursuing them to Asteroid M, Magneto adopted the Acolytes as his followers for their own protection.

Fabian Cortez, the Acolytes' leader, urged Magneto to acquire nuclear weapons for Asteroid M. He then persuaded the Acolytes to conduct a terrorist attack on the island of Genosha. These acts convinced the Soviet Union and United States that Magneto had to be destroyed. They attempted his destruction by firing a plasma cannon at Asteroid M.

This was Fabian Cortez's real intention—he wanted Magneto to die a martyr to the cause of mutant supremacy at the hands of the superpowers. Cortez also attempted to turn Magneto against the X-Men, persuading him that Moira MacTaggart and Charles Xavier had tampered with Magneto's mind during the years that he had been a regressed infant under Moira's care. Cortez's treachery was exposed by Moira, but it was too late for the X-Men to save Asteroid M.

As Asteroid M began to disintegrate, Cortez escaped in a stolen shuttle, vowing to continue to wage his terrorist campaign for mutant supremacy. The other

Acolytes remained loyal to Magneto; while they may have perished in the asteroid's apparent destruction, it is also possible they survived through the use of Magneto's powers or their own.

Descriptions of four of the five Acolytes are given below. The fifth Acolyte was a silent, cloaked woman who did not actively participate in the Acolytes' battles. Her name and powers have yet to be revealed.

FABIAN CORTEZ

STATISTICS:

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

Health: 36

Karma: 40

Resources: GD(10)

Popularity: 0

BACKGROUND:

Real Name: Fabian Cortez

Occupation: Mutant terrorist

Legal Status: Citizenship unknown, but has American criminal record

Identity: Known to the authorities and X-Men

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly Asteroid M, now unknown

Past Group Affiliations: Acolytes of Magneto

Present Group Affiliations:

KNOWN POWERS:

Power Amplification: Cortez has the Remarkable mutant ability to amplify the powers of another mutant, increasing the power by up to 3 column shifts. If a mutant's powers are enhanced beyond their normal level, they may go out of control. A yellow FEAT roll against Psyche is needed to prevent this from happening, with a further roll allowed every turn to regain control. The effects of the amplification are up to the Judge. Examples of the effects are: a mutant with telekinesis might randomly attack everyone in the vicinity, a character with an enhanced sense of smell may be overwhelmed by odors, and so on.

Cortez must touch his subject to use his power. This requires a successful Fighting FEAT roll. Thus far, he has only affected a single person at a time and the effects have worn off within 3d10 turns.

Talents: Fabian Cortez has the Medicine and Genetics talents and is a space shuttle Pilot. He also has Martial Arts B.



Contacts: Unknown; he may be an old enemy of Wolverine.

ROLE-PLAYING NOTES:

Cortez is highly skilled at flattery and deception. He is willing to sacrifice anyone and anything (except his life) to further the cause of mutant supremacy. Cortez was instrumental in urging Magneto into a collision course with the world's great powers and the X-Men, events which culminated in the destruction of Asteroid M. He was cunning and ruthless enough to conceive a plan in which Magneto, the other Acolytes, and the X-Men would die at the hands of the United States and Soviet Union. It was Cortez's hope that their deaths would inspire other mutant supremacists to rise up against normal humanity.

DELGADO

STATISTICS:

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

Health: 80

Karma: 18

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unrevealed, possibly Harry Delgado

Occupation: Mutant freedom-fighter, possibly a former SHIELD operative

Legal Status: Citizen of the United States

Identity: Secret

Place of Birth: Unknown

Known Relatives: None

Base of Operations: Asteroid M

Past Group Affiliations: Acolytes of Magneto

Present Group Affiliations:

KNOWN POWERS:

Growth: Delgado has the ability to grow not only in size, but also in speed. When he uses his Growth power, Delgado's body increases to 16' tall, giving him +2 CS to Strength FEATs, including Wrestling and damage. He also becomes faster, gaining +1 CS to Agility and Fighting. Because of his increased size, he is easier to hit: attacks against him get a +2 CS.

Talents: Martial Arts B, Wrestling and Pilot. Delgado can function as a crewman on a space shuttle. If Delgado is actually a SHIELD agent (see below), he will possess Law Enforcement and Detective/Espionage talents.

Contacts: Magneto and possibly SHIELD.

ROLE-PLAYING NOTES:

Like the other Acolytes, Delgado is a mutant-supremacist who worships Magneto. He is the group's powerhouse, slugging it out with their strongest foes. A Harry Delgado was on the SHIELD team sent to arrest the would-be Acolytes. If he is the same person, he might have been mind-controlled or brainwashed.

CHROME

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: PR(4)

Popularity: 0

KNOWN POWERS:

Body Transformation—Others: Chrome possesses Amazing power to alter the molecular structure of a living being at a touch. He can perform the following Power Stunts:

- Amazing ability to increase a person's density to Amazing levels without otherwise harming him. This had the effect of temporarily giving the recipient Amazing Body Armor at the expense of a -2 CS to Agility. The effects last 1d10 turns.

- Amazing rank power to turn all foes in a single area into immobile silver statues, apparently placing them in a form of stasis. This ability has a range of two areas. The victims must fail an Amazing Intensity Endurance FEAT to be affected. The statue state is transitory in nature, and wears off after several minutes.

Flight: Chrome has the power to fly at Excellent speed.

Talents: Chrome can serve as a crewman on a space shuttle.

Contacts: Magneto.

ROLE-PLAYING NOTES:

Like Magneto, Chrome is devoted to fighting for mutant supremacy and is willing to kill and/or die for that cause. Unlike Magneto, Chrome has no compassion for normal humans, referring to them contemptuously as "flatscans"—that is, people who show no significant mutations when genetically scanned.

Although he worships Magneto, Chrome is prone to taking unauthorized actions in Magneto's name for what he perceives as his master's best interests, regardless of Magneto's own wishes.

ANNMARIE

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: PR(4)

Popularity: 0

KNOWN POWERS:

Annmarie's exact powers are unknown. It is possible they involve brainwashing, which could account for Delgado's change of allegiance.

Equipment:

Body Armor: Annmarie wears a suit that acts as Typical rank body armor vs. physical attacks.

Weapon: Annmarie is armed with an assault rifle capable of inflicting Excellent shooting damage with a range of 7 areas if fired single shot; add +1 CS damage if a 3-shot burst is fired or +2 CS if a 10-shot burst is fired. It has a 50 shot clip.

Talents: Annmarie has the Guns talent.

Contacts: Magneto.

ROLE-PLAYING NOTES:

Annmarie is fanatically dedicated to the cause of mutant rights, and willingly risks her life for that cause. Annmarie considers Magneto her lord and master, and addresses him in worshipful tones, much to his annoyance. She is steadfast in her loyalty to Magneto, and is willing to die for him. In battle she is an aggressive fighter, not at all hesitant about shooting fellow mutants if they oppose the cause or threaten her master.

BANNER, BETTY ROSS TALBOT

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: TY(6)

Popularity: 10

BACKGROUND:

Real Name: Betty Ross Talbot Banner

Occupation: Former nun, now emergency hotline operator

Identity: Publicly known

Legal Status: U.S. citizen with no criminal record

Place of Birth:

Marital Status: Separated

Known Relatives: Bruce Banner (husband), Thaddeus E. Ross (father, deceased), Karen Ross (mother, deceased), Col. Ross Talbot (first husband, deceased), Brian Banner (father-in-law, deceased), Rebecca Banner (mother-in-law, deceased)

Base of Operations: Reno, Nevada

Past Group Affiliations: Betty was once part of the religious sisterhood.

Present Group Affiliations:

KNOWN POWERS:

None

Talents: Though she has never undergone any formal training, the various high stress situations she has been placed in through her years of association with the Hulk have given her grace under pressure. She does not rattle easily and few things will surprise her.

Contacts: Betty is married to Bruce Banner, the Incredible Hulk. She can count on him to always be there for her. Rick Jones and her roommate, Marlo Chandler, can be counted among Betty's friends. Betty is just getting to know her new boss, Mrs. Maxwell and her co-worker, Veronica.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

For the first time, Betty Ross Talbot Banner is getting a life of her own. A life out of the shadow of her father, her first hus-



band, and their obsession: the Hulk. She is currently living in Reno and sharing an apartment with Marlo Chandler. She works as an operator for an emergency hotline.

HISTORY:

Betty Banner is the only child of Thaddeus E. "Thunderbolt" Ross and his wife, Karen. Thaddeus Ross was born into a family with a proud military tradition. His grandfather served heroically under General Sherman of the Union forces in the Civil War. His father became a general while fighting in World War I. Ross himself was first in his graduating class from the Military Academy at West Point. A captain in World War II, he had risen to the rank of major by the end of the war.

It was during the war in Korea that Ross finally rose to the rank of General. After the Korean war, Ross's commands were state-side "desk jobs," which paled next to the glory he had experienced in combat.

Karen Ross, herself the daughter of a military officer, died when Betty was in her early teens. Her father felt his new command was not a proper place to raise a young girl. He sent Betty off to boarding school. Betty was so devoted to her surviving parent, that seeking his attention and approval, she returned to live near his command after completing her education.

Betty Banner admits to falling in love with her second husband Bruce Banner, at least in part, because he was so different from her father. Having spent her entire life on army bases and all-girl schools, the soft-spoken, cerebral, restrained scientist was the first civilian man Betty had ever met and a great contrast to her bombastic and brash

father. General Ross had nothing but contempt for the unathletic, intellectual Banner, who did not live up to the General's vision of real manhood. He further resented Banner because he, a civilian, was named project supervisor for the construction and testing of the gamma bomb.

The General was further disturbed by the growing attraction between Banner and his daughter, whom he hoped would marry a military officer (he got his wish in Betty's first husband, Colonel Glenn Talbot, now deceased). Though Talbot was Betty's first husband, Bruce was always her first love.

Following years of personality shifts and medical treatment while a victim of MPD (Multiple Personality Disorder), Bruce Banner became an integrated personality. Betty was not prepared for Bruce's new physical appearance, or for what she perceived of as the loss, in both mind and body, of the man she married. She found the new Bruce frightening and overwhelming.

She was upset, or rather furious, with Dr. Leonard Samson for what he had done. She did not consider the treatment a success. Things were further complicated by the fact that within hours of his being "cured," Betty watched as Bruce was captured by the Pantheon. She told Samson to stay out of her life.

Betty is now sharing an apartment with Marlo Chandler. The two had gotten to know each other while sharing a hospital waiting room as Samson attempted to cure Bruce. Miss Chandler and Bruce Banner had been friends in Las Vegas. Joe Fixit, Bruce's gray Hulk persona, and she apparently had been lovers. Though Marlo might be considered "the other woman," Betty confided in her and they formed a friendship.

In the course of their new-found

friendship, Marlo asked Betty to become her roommate. Betty, though reluctant at first because Marlo had had a relationship with Bruce when he was Joe Fixit, agreed.

As Betty was settling into her new home, Bruce showed up and tried to convince her to move to Pantheon's home base with him. Though Betty turned him down by claiming she didn't want an insular, closed, life where they would be practically prisoners, Bruce realized it was his appearance which was frightening Betty. Bruce agreed to give her more time, but vented his frustration at this turn of events by flattening someone's car.

Betty decided she wanted a job where she would count for something. She found this need filled by her new position as an operator for 1-800-HOTLINE, a service where people can call in for help with anything from removing stains to deep depression.

Though she wants a simple life, Betty will not be allowed what she desires. The tabloids have discovered where she is working and have hounded her. In discovering Bruce getting a goodnight kiss from her Marlo, Betty has been confronted by her own mixed emotions toward him. To her surprise, she's jealous when Marlo kisses Bruce. Shortly thereafter, Betty kisses Bruce herself. Standing on her own two feet, self-assertive, angry, jealous, and affectionate, Betty's long "emotional coma" seems to be ending. She is finally coming out of the shadow of the men in her life and seems to be doing things to please herself for a change. She's beginning to realize that the changes in Bruce which have made him a healthy individual will ultimately help their relationship. In much the same way, the recent changes in Betty have made her better adjusted and will only help her relationship with Bruce.

STATISTICS:

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

Health: 100

Karma: 40

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Enforcer

Legal Status: Unknown

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: X-Men Mansion

Past Group Affiliations: Xavier's

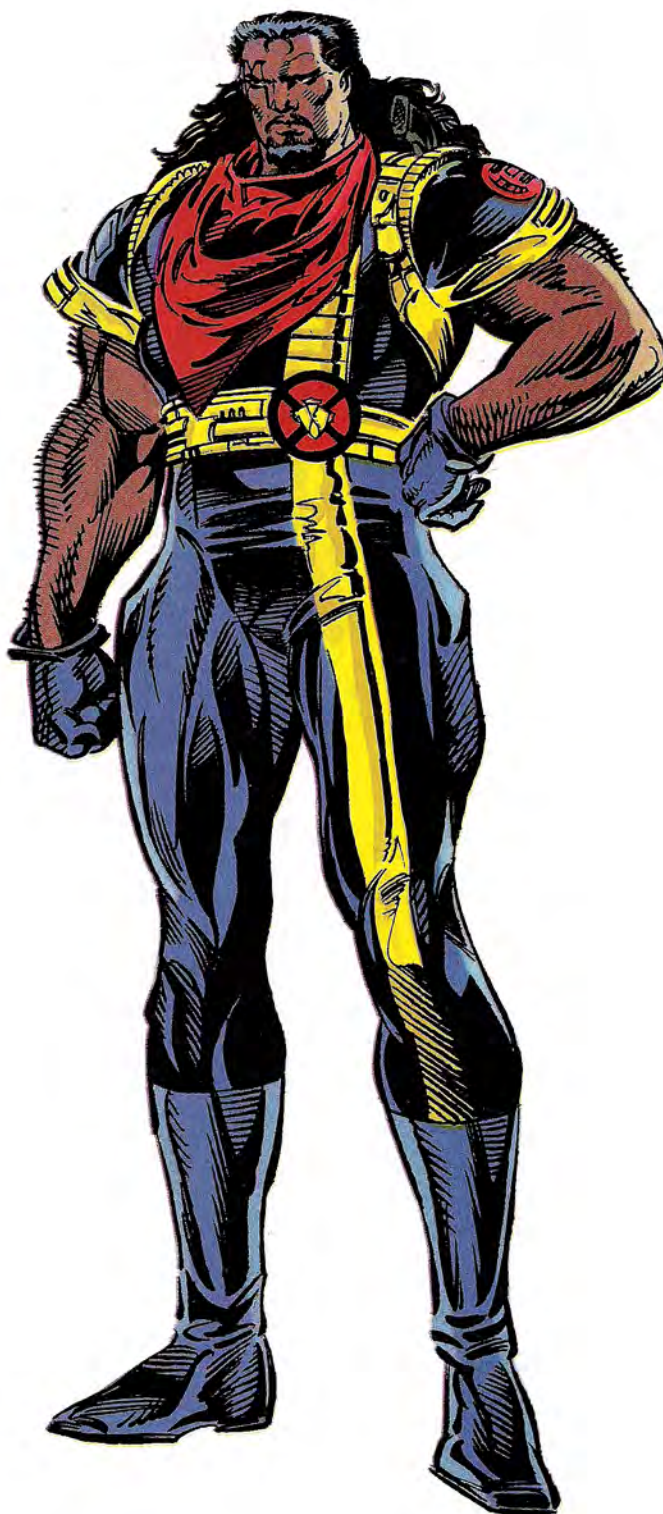
School of Enforcers, X-Men

Present Group Affiliations:

KNOWN POWERS:

Power Absorption and Reflection: Bishop has the Amazing ability to absorb the damage from Energy and Force attacks directed at him, although Stun and Slam results still affect him. He cannot absorb punches, edged weapon attacks, projectiles, or bullets. Unlike normal Absorption, Bishop cannot regain Health from the attack. Instead, he can redirect the absorbed energy on the same or a subsequent turn: he cannot hold it longer than this. When released, the attack has the same rank and range as when it was fired at Bishop and requires an Agility FEAT to hit. He need not fire it back at the original attacker, but can choose another target within range if he wishes. Once released, he cannot use that particular attack again until he absorbs it again. For instance, if Bishop is hit for Monstrous damage by a lightning bolt, he would absorb 50 points of Lightning and take 25 points of damage to his Health. Next turn, he could project a lightning bolt doing 50 points of damage, but he would have to absorb more lightning before he could do so again.

Weakness: If two different powers (e.g., fire and lightning) attack Bishop in the same turn and he tries to absorb both, he must make a Power FEAT roll (Intensity equal to the combined Intensity of the attacks) or the conflicting frequencies will result in an explosion centered on Bishop, producing damage equal to the combined Intensity of the attack which affects everyone (including Bishop).



the area where Bishop is standing.

Equipment:

Body Armor: Bishop wears Body Armor which provides Excellent rank protection against physical and energy attacks.

Weapon: Bishop carries a blaster that fires energy bolts of Remarkable range and damage.

Restraint Cuffs: Bishop has access to at least one pair of restraint cuffs—bracelets of Remarkable Material Strength that function as Inhibitor Bands: -5 CS on a mutant's physical abilities and -7 CS on all powers. Placing them on an active opponent in combat requires a Grappling FEAT. Unlike normal Inhibitor Bands, the effects of Bishop's cuffs persist even after the cuffs are removed, with +2 CS being regained per hour of rest.

Talents: Bishop is a superior tactician who inspires obedience and loyalty in his comrades, and who is skilled in evaluating the weak points of his opponents. He has the Leadership, Guns, and Law Enforcement talents, and Martial Arts A and E.

Contacts: Enforcers, X-Men.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bishop is utterly devoted to what he believes Professor Xavier's dream and the X-Men stood for: a holy warrior fighting for a sacred cause. He is utterly loyal to his friends and comrades. But to enemies of the cause—and anyone in his way—Bishop is merciless. He has a conscience and feels remorse if forced to slay honorable foes, but that won't stay his hand. This ruthless attitude is likely to be the cause of considerable friction with the other X-Men.

Bishop has been hardened by years of struggle and pain, and is a wary man with little time for humor or small talk. The one crack in his armor is a near-

religious reverence for the X-Men of the twentieth century, the result of the exaggerated stories he grew up with. As a result, he tends to overestimate the X-Men's individual fighting prowess, always matching their reality against the ideal of the unbeatable, incorruptible heroes of the legends. Whether he will continue to do feel this way now that he is a member of the X-Men remains to be seen.

In battle, Bishop is quick and decisive, used to giving orders, and not afraid of hard choices. Bishop's speech is precise, with what might be a trace of English accent: he refers to Trevor Fitzroy as "young master," and uses expressions such as "bloody fool," "every school boy knows," and "bloody stupid." He sometimes swears by the X-Men, using oaths like "in the name of Cyclops."

HISTORY:

Bishop was born about 70 years into one of Earth's alternate futures. Although details of his timeline remain murky, Bishop and his two companions, Malcolm and Randall, lived in a reality in which the heirs of the X-Men, known as Xavier's School of Enforcers (the XSE), fight to preserve what was once the dream of Charles Xavier: that mutants and normal humans can live together in peace. The greatest threat to coexistence was the menace of evil mutants, so the XSE was founded to enable mutants to police their own kind (rather than being policed by humans or robots such as Sentinels). For thirty years the XSE succeeded in maintaining relative peace.

Bishop volunteered to join the Enforcers at an early age and earned the emblem of the X-Men in a lifetime of fighting those criminal mutants who threatened to break this fragile peace between human and mutantkind. The last evil mutant that Bishop hunted was Lord Trevor Fitzroy, who had the power to create teleport portals energized by the life force of his victims. Bishop and his men pursued Fitzroy into a labyrinth of underground tunnels, finally capturing him in a chamber that was once the war-room of the X-Men.

While inside the chamber, Bishop witnessed a recording which suggested the X-Men had been betrayed and that Professor X had been murdered by one of their own members.

Though shaken by this revelation, Bishop arrested Fitzroy and locked him in solitary in the mutant prison known as the Pool. But Fitzroy did not stay a captive for long. Using a rat's life force to

power his teleporting ability, he escaped solitary confinement, massacred the guards, and freed the other mutant inmates to cover his escape. Fitzroy then opened a time portal into the past and fled through it, followed by scores of mutant criminals.

Bishop and his lieutenants, Malcolm and Randall, pursued the escapees, and found themselves within an iceberg base. They attempted to arrest Fitzroy (whom they recognized) and his allies, and then return back through the portal to their future. However, they quickly discovered Fitzroy's portals were one-way and that they were stranded in the past.

But Bishop was not the only unwelcome guest in Fitzroy's lair. The X-Men were also after Fitzroy, and chose that moment to invade his stronghold. When he saw the X-Men, Bishop recognized the heroes as his role-models from the past. However, since they didn't match up to his preconceived notions of their nobility and power, he believed them to be disguised minions of Fitzroy. Considering such a charade close to blasphemous, he and his followers briefly battled the X-Men, allowing Fitzroy and his allies to escape in the confusion. The X-Men defeated Bishop and his men, but before they could question him, an explosion separated the two groups.

Bishop and his lieutenants then resumed the pursuit of the outlaw mutants, cornering them in a New York dance club. In the deadly battle which ensued, Malcolm and Randall were slain and Bishop was badly injured. Most of the outlaws were killed during this encounter. The wounded Bishop was on the point of executing the remaining mutants when the X-Men arrived on the scene.

In the confusion, Bishop shot at one of the mutants who was attempting to kill Storm, thereby saving her life. But the X-Men misinterpreted Bishop's action and attacked him, allowing the last of the evil mutants to escape.

The X-Men soon realized their error, and Bishop recovered from his wounds in the X-Mansion's infirmary. After a private telepathic discussion with Professor Xavier, Bishop was invited to join the X-Men's Gold team. He accepted, becoming their newest member.

STATISTICS:

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

Health: 140

Karma: 60

Resources: GD(10)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Hired killer

Legal Status: Unrevealed, has a criminal record

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: New York

Past Group Affiliations: Former partner of Deathwatch

Present Group Affiliations:

KNOWN POWERS:

Fangs: Blackout has mechanical fangs that do Good Edged Attack damage.

Claws: Blackout has claws in place of his fingernails. Whether they are natural, or are mechanical like his fangs, is unknown. In either case, the claws do Excellent Edged Attack damage in melee combat.

Darkness Field: Blackout can leach the light out of a three-area radius, leaving it in absolute darkness in the visible light spectrum. All people unable to see in normal darkness within this area are at -3 CS to all Fighting, Agility, and Intuition FEAT rolls which rely on vision. Blackout can see in his own darkness.

Talents: Blackout is a trained killer with Wrestling, Edged Weapons (his claws and fangs only), Martial Arts A, B, C, and E. He also may have the Occult talent.

Contacts: Blackout has been an ally of Deathwatch, and might still rely on him, especially in battles against the Ghost Rider.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Blackout is one of the most vicious killers ever known, a sadistic fiend who enjoys preying upon the innocent. His



hatred for Dan Ketch and Ghost Rider is immense; he has devoted himself to killing Ketch and everyone close to him in a painful and gruesome manner. Blackout revels in darkness and evil to such an extent that it is debatable whether he can be called truly human.

HISTORY:

Blackout's origins are as yet unrevealed. He first appeared as an assassin in the employ of Deathwatch, although their mutual enjoyment of killing made them appear more like partners than anything else. Deathwatch used Blackout as an assassin during his pursuit of three stolen canisters of bio-toxin, a poison that would have killed millions if unleashed on the world.

It was during this killing spree that the new Ghost Rider was unleashed, and Blackout discovered that he was really Dan Ketch. Blackout battled Ghost Rider over one of the canisters, which broke and infected Blackout at the same moment that he was writhing in hellfire from attempting to bite Ghost Rider with his mechanical fangs.

The resulting conflagration mutated Blackout, making him even more savage and powerful than ever, and deforming his previous visage. Blackout managed to escape, but swore vengeance against Ketch.

During the initial battle against Deathwatch and Blackout, Dan Ketch's sister Barb had been badly injured. Blackout soon strode to the hospital where Barb was recovering and murdered her. This resulted in a series of battles between Ghost Rider and Blackout, and many more murders, including that of Dan Ketch's friends, Father Michael MacDonald and newspaper vendor, Theodore Larsen.

Finally, Ghost Rider confronted Blackout, an event which culminated in Blackout's defeat. Ghost Rider spared Blackout's life; Blackout was taken away to an asylum for the criminally insane. However, Blackout would not remain confined for long, and recently broke free to seek vengeance against the Ghost Rider anew. This may turn out to be the deadliest battle of the new Ghost Rider's brief career.

STATISTICS:

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

Health: 42

Karma: 34

Resources: EX (20)

Popularity: -10

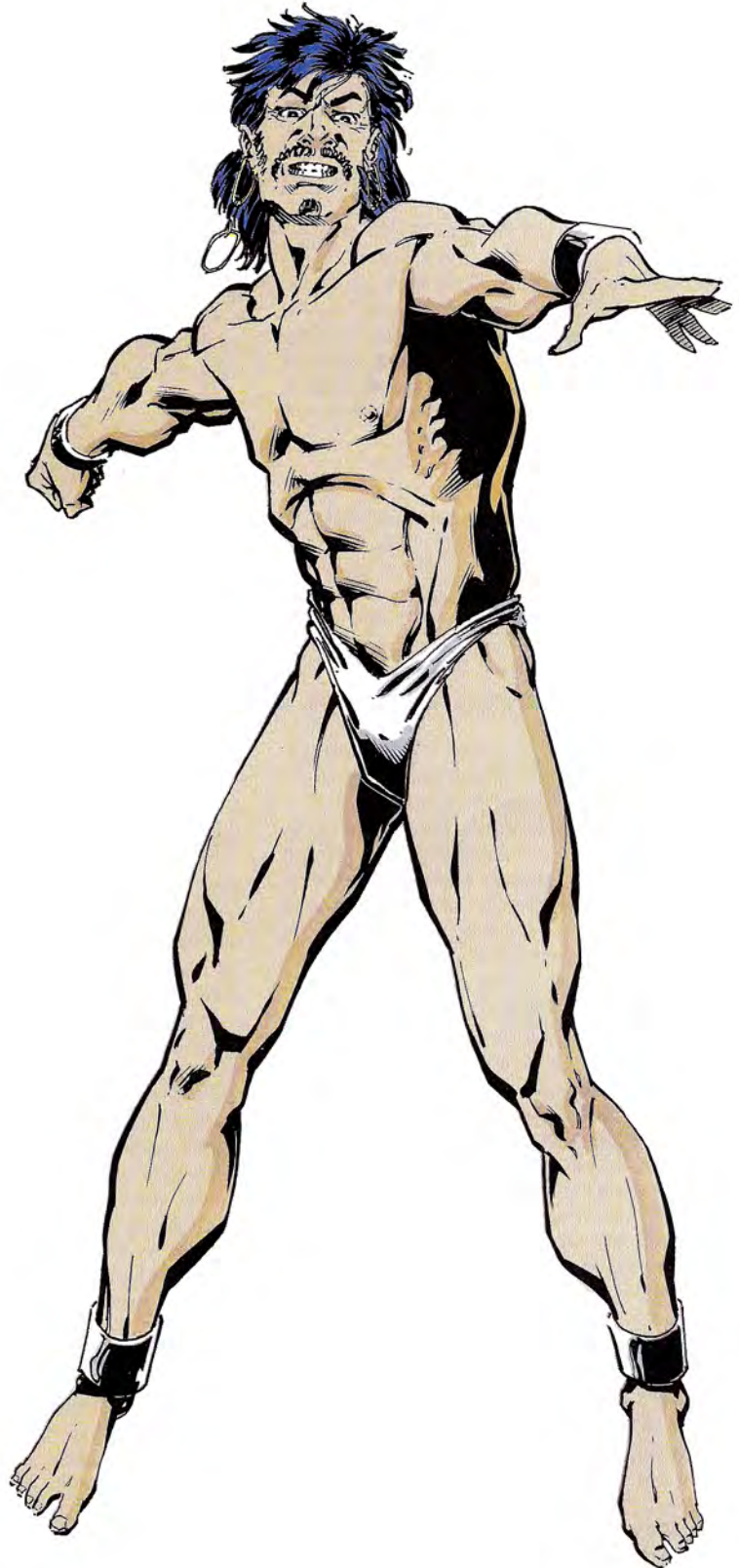
BACKGROUND:

Real Name: Jamie Braddock**Occupation:** Former world racing car champion, dilettante, slaver**Legal Status:** British citizen with a criminal record**Identity:** Public**Place of Birth:** Braddock Manor**Marital Status:** Single**Known Relatives:** Brian Braddock (brother), Betsy Braddock (sister)**Base of Operations:** London town-house**Past Group Affiliations:** None**Present Group Affiliations:**

KNOWN POWERS:

Reality Perception and Alteration: Jamie has the ability to see and manipulate the networks of matter and energy which underlie reality. This gives him the ability to transform objects and beings with Unearthly ability. Jamie can generally only affect a single individual or area at once, with a maximum range of one area. Recent accomplishments have included changing people into living automobiles, turning Nigel Frobisher into the Vixen, a female villain, and transforming Vixen into a silver fox. To resist transformation, a living target must make an Endurance FEAT against his power's Intensity. Jamie finds individuals who are Phasing harder to affect—they get +3 CS to resist his power. In addition to transformation, Jamie has performed the following Power Stunts:

- Penetrate Illusions with Unearthly ability by seeing the true energy patterns through the illusion.
- The ability to instantly heal up to 75 points of damage from a wound.
- The limited ability to perceive and control the actions of his analogues in other parallel realities.
- The ability to turn mundane objects (e.g., TV sets) into "tesseract" which permit limited and temporary two-way interdimensional travel.
- The ability to reshape emotions with Remarkable ability, typically used to



make women fall in love with him.

- Resurrect the dead on a red power FEAT. So far, Jamie has only resurrected Emma, the long-dead Braddock family housekeeper. It is not clear whether beings "resurrected" by Jamie are truly alive, or whether they are merely constructs animated by his will.

Talents: As a former world racing champion, Jamie Braddock has a +1 CS when driving motor vehicles. Jamie also speaks French.

Contacts: Jamie Braddock is a partner of Vixen II, and also has other criminal contacts in slave trading and arms smuggling businesses throughout Africa. When he was sane, he had numerous lady friends, and contacts with the English racing and motor industry, but in his current mental state he would have difficulty dealing with them.

ROLE-PLAYING NOTES:

Jamie Braddock's eyes perceive the networks of matter and energy that form the universe and bind everything together. He sees these various energy lines as a web of string-like filaments. He knows instinctively that he can reach out and rip these patterns apart, twisting and tying them into new shapes, fulfilling his every desire.

Since he could never do this before, Jamie believes he is mad and this world of pliable energy matrices is but a dream. Because of this, he uses his abilities without any moral scruples whatsoever. He has a child-like need for total emotional gratification, and the power to achieve whatever he wants.

Jamie speaks in short, choppy sentences, mingled with mad giggles and laughter. He likes to loaf around his apartment in nothing but his underwear, attended by his nanny as he watches television. If a weird event or familiar hero (such as a member of Excalibur) catches his attention on the tube, he may choose to interfere out of boredom and curiosity; otherwise, heroes are most likely to meet him when he is doing a favor for one of his accomplices, such as Vixen. Jamie thinks of other people as toys created by his own imagination. If anyone succeeds in opposing his whims, first he will be surprised that his dream-toys are getting uppity, then he'll react with the violent temper of a thwarted child.

Jamie's short temper, insanity, and warped sense of humor make him nearly as dangerous to his allies as he is to his enemies. Only his short attention span and lack of criminal ambition have limited the magnitude of the threat his powers would otherwise pose. Their

nearly unlimited nature makes him hard to defeat in battle, but as he is emotionally a child, he can sometimes be intimidated by a hero who acts like a stern babysitter or parent.

HISTORY:

Jamie is the older brother of Brian Braddock (Captain Britain) and Betsy Braddock (Psylocke). He grew up to become a socialite, an infamous womanizer, and a world-champion racing driver. But despite his social success, he was always jealous of the warm relationship enjoyed by Brian and Betsy, his younger brother and sister, and was unable to find true meaning in his accomplishments.

Maintaining his playboy pose, he drifted into illegal activities in Africa, trading in human misery. Robbing from Red Cross relief missions, mass murder, slavery + no crime was too vile for him to commit, and he soon earned a reputation for brutality second to none. While operating in the African nation of Mbangawi, Jamie was caught by its cyborg ruler Joshua N'Dingi, the man called Doctor Crocodile. Believing that Captain Britain might have been working with Jamie, Doc Croc lured the Captain down to Africa to interrogate him. When Captain Britain discovered the nature of Jamie's crimes, he was disgusted and felt like killing his brother. Instead, he left him to Doc Croc's justice.

But Jamie was not a prisoner for long. The stress of his incarceration combined with exposure to Doctor Crocodile's hallucinogenic "breath" inadvertently released his powerful latent mutant abilities. Somehow learning of Jamie's power, Nigel Frobisher hired Gatecrasher's Technet to locate Jamie for use in a scheme to dominate London's underworld. The Technet succeeded in freeing Jamie from Doctor Crocodile, but not from the chains of Jamie's own mind: his ordeal and the emergence of his own reality-altering powers had left him mad.

After his escape from Africa, Jamie served as a partner of Nigel Frobisher (alias Vixen II) in a scheme to wrest control of Vixen's criminal empire. Jamie put his own twist on the affair, transforming Nigel into Vixen and Vixen into a silver fox.

Although he hasn't renewed his criminal career, Jamie has refused to stay out of trouble. Shortly after Jamie was rescued by TechNet, Excalibur encountered another incarnation of Jamie when they discovered an alternate reality where the highways were dominated by the Global Grand Prix and the unchal-

lenged ruler of the roads was . . . Jamie Braddock!

In this world, Jamie's sole rival had been his brother Brian, who was also a race car designer and champion driver. Knowing that he could never defeat Brian on the highway, Jamie sabotaged his brother's masterpiece, the super car Orz 1, and the Brian of his world died in the flaming wreck. But when Excalibur's transdimensional train rolled into this alternate world, Meggan became separated from her teammates and was soon in the clutches of Jamie. The rest of the team found the wrecked Orz 1 in a junkyard. Needing transport, Shadowcat and Widget repaired it and Captain Britain took the wheel and automatically became part of the Global Grand Prix.

Television coverage of Brian Braddock driving the resurrected Orz 1 drove Jamie into a rage. He had been sure he had killed both car and driver, but if it hadn't worked then, he'd try again. In this reality, Braddock could use his reality warping powers: he was villainous, but somewhat more sane. This made him far more dangerous, and despite the high-caliber help of a lovely pair of local police, Excalibur was on the ropes.

Seeking a temporary respite from battle, Shadowcat was flung through a gateway created by Widget. She found herself back on the real Earth + in the home of Jamie Braddock. There she discovered the real Earth's Jamie, insane and giggling, but seemingly aware of the conflict occurring in the other reality. Guessing that the Grand Prix World's Jamie was somehow being controlled or powered by the Jamie of the real Earth, Shadowcat used psychological manipulation to convince Jamie he was being a bad boy. When Kitty "came on like the babysitter from heck" Jamie stopped doing whatever he was doing, the alternate-world Jamie vanished and Excalibur's ordeal was over.

Although Jamie stayed out of Excalibur's way for a time, he continued to remain an associate of Vixen II, providing Nigel Frobisher with occasional assistance, or interference, at his whim. He has also gotten into other mischief, including turning a TV set into a tesseract portal which led to the Nth Man's dimension.

At present, Doc Croc, Technet, Excalibur, Vixen I and II, and Opul Lun Sat-yryn are the only ones who are aware of the nature of Jamie's powers.

STATISTICS:

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

Health: 80

Karma: 80

Resources: IN (40)

Popularity: 5

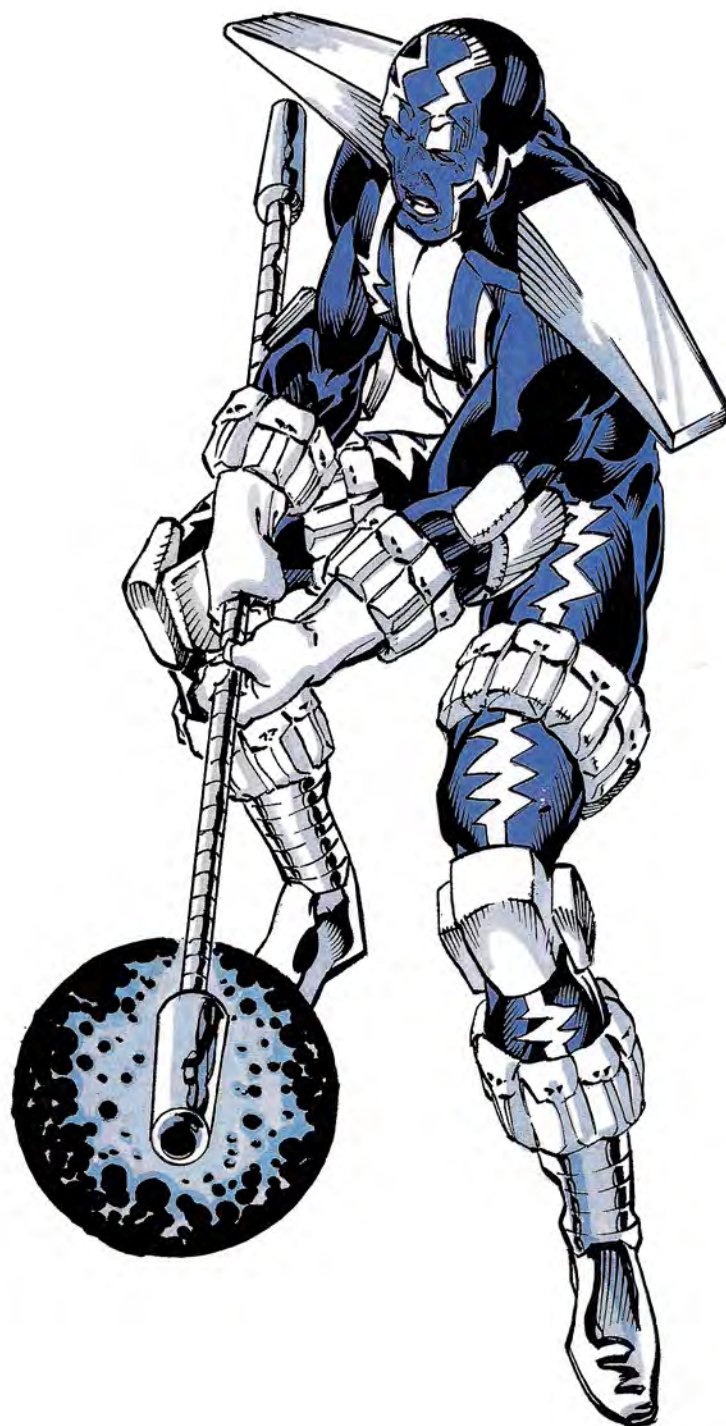
BACKGROUND:

Real Name: Dr. Eli Wirtham**Occupation:** Physician, philanthropist, vigilante**Identity:** Secret**Legal Status:** U.S. citizen with no criminal record**Place of Birth:** Unrevealed**Marital Status:** Single**Known Relatives:** Josh (older brother, deceased)**Base of Operations:** Wirtham Tower, Midtown N.Y.C.**Past Group Affiliations:** None**Present Group Affiliations:**

KNOWN POWERS:

Artificial Components/Beta Technology: Wirtham's heart has been replaced by an artificial one. Should his heart develop an arrhythmia, it can be stabilized by accessing the automated maintenance programs of certain machines housed at a shielded, secure and highly sophisticated laboratory on the thirteenth floor of Wirtham Towers. These machines interface with his heart through access ports hidden in the palm of Wirtham's left hand. Both of Wirtham's arms are either bionic replacements, or have a great deal of artificial material. This artificial material resembles human muscle and connective tissue which is fashioned from an undisclosed metal. Both the appearance of Wirtham's arms and the fact that he still has feeling in them suggests that they are not standard robotics. It is possible that Wirtham's legs or other body parts have been similarly altered. Small damage to his pseudoskin can be touched-up, but more extensive damage must be handled by his machines. Such repairs burn and take 100 rounds to set up or cool.

Wirtham's body is capable of generating vast amounts of energy called Beta energy. Wirtham can release Incredible amounts of this energy through his hands but at only Feeble range (touch only). He needs his multi-purpose staff



to focus his energy into a distance attack.

Body Armor: Cardiac wears a suit of body armor the primary layer of which is made of some kind of bullet-proof cloth. This material provides Excellent protection from Physical attack, Poor resistance to energy attack, and Excellent resistance to Fire and Heat-based attack. Cardiac's costume also incorporates external shock plates in the front and rear torso, shoulders, knees, gauntlets, and boots. These plates help to absorb shock and diffuse inertia so that he resists stuns as if he had Amazing endurance. The shock absorbency of his armor allows Cardiac to fall and take no damage from heights of up to 45 feet provided he lands on his feet.

Multi-Purpose Pulse Staff: Cardiac's primary weapon is his multi-purpose pulse staff. As Wirtham, this staff appears as a metal walking stick about 1 meter in length. A microscopic surge of Beta energy causes it to elongate to its full 2 meter size. Cardiac uses this staff as a pole with which he can vault 30 feet. It also connects him to his robotic wing, serving as a bar from which Cardiac hangs as the wing flies. The staff's most important use is as a focus for Cardiac's Beta energy. Using his staff, Cardiac can fire blasts which cause Monstrous physical or energy damage up to 3 areas away. The staff does not produce the energy, but temporarily stores and amplifies the energy channeled through it. The material strength of Cardiac's staff is at least Amazing.

Robotic Wing: Cardiac can fly through the use of a remote controlled robotic wing. Alone, this wing is capable of reaching Remarkable air speeds (225 mph or 15 areas/round). Its maximum speed drops to Excellent (150 mph or 10 areas/round) with Cardiac in tow.

Limitation: Certain frequencies of energy interfere with the pacing of Wirtham's artificial heart. Cardiac must make an Endurance FEAT versus any attack which disrupts electrical equipment with greater than Excellent intensity. Failure of this FEAT indicates Cardiac's artificial heart has malfunctioned. A second Endurance FEAT should then be made to determine the extent of the damage with a red result indicating he is all right, a yellow meaning he must rest for 1-10 rounds while experiencing chest pain and shortness of breath, a green result driving Cardiac to the floor clutching his chest for 2-20 rounds, and a white result meaning he has suffered a heart attack and requires immediate hospitalization (but more likely has to be taken to Wirtham Towers where he can access his programs).

Talents: Wirtham has the Acrobatics, Medical, and Tumbling talents.

Contacts: Though Spider-Man and Cardiac fought side by side on one occasion, they would still not be considered contacts. Wirtham is a major political contributor and has government contacts at the city (the Mayor, and at least one councilwoman), State, and Federal (the Senate) levels. He counts inventor/industrialist Tony Stark among his friends.

ROLE-PLAYING NOTES:

Cardiac views himself as the Hand of Justice. He feels it is his role to bring to account the immoral whose crimes are protected by position or technicality. He is not concerned with what is legal. In fact, all of Cardiac's "removal operations" to date have been illegal activities and have come in response to some activity which was technically legal but morally wrong.

HISTORY:

Eli Wirtham lost his older brother Josh, to a rare, incurable disease. As a result, he vowed to become a healer, who would save lives to honor his brother. Eventually building the most powerful medical and biological research empire on the East coast, Wirtham was able to acquire an older chemical company. In studying their old records he discovered that a miracle drug had actually been developed in time to save his brother's life, but that it had been kept off the market until the economic climate was more favorable.

Realizing that his brother had died because of greed, Wirtham decided to become a Hand of Justice who would strike out against those protected from punishment by position or technicality. Toward this end, he made considerable sacrifices to acquire powers which would make him more than human. He became Cardiac.

Cardiac first burst onto the scene with a series of attacks against the holdings of Sapidryne Chemicals. Sapidryne had been singled out by Cardiac because they supplied chemicals vital for the processing of cocaine from South America. As these chemicals had legitimate applications, these transactions were perfectly legal. On the night of Cardiac's first raid, Peter Parker happened to be at Sapidryne's dock-side warehouse. Though Peter, as Spider-Man, tried to stop Cardiac from destroying the warehouse, he was unsuccessful.

Sapidryne Chemicals was only a hold-

ing for Stane International. When Stane's chief executive, Justin Hammer, was informed of the financial loss he had suffered, he made arrangements with the Rhino. When Cardiac next entered a Sapidryne manufacturing plant, Rhino was waiting for him. Rhino might have beaten Cardiac if not for the intervention of Spider-Man. Though Spider-Man tried to stop Cardiac from destroying the plant, he was once again unsuccessful.

At the Symkarian Embassy, in a meeting set up by the Silver Sable, Herschel Sapor, head of Sapidryne Chemicals, contracted with Spider-Man to neutralize the terrorist called Cardiac. In response to a leak to the news media, Cardiac showed up on a cargo ship leaving New York harbor with a large shipment of chemicals. Spider-Man was waiting for him on-board and the two battled. Unbeknownst to Spider-Man, Hammer had stationed Boomerang aboard ship with orders to finish off the survivor. Seeking to add two notches to his reputation, Boomerang attacked before the first battle reached a conclusion and was defeated by Spider-Man. With Spider-Man distracted by Boomerang, Cardiac was able to get into position to deliver a blast to the hull of the ship, sinking it. Cardiac escaped from the sinking vessel using his remote-controlled robotic wings.

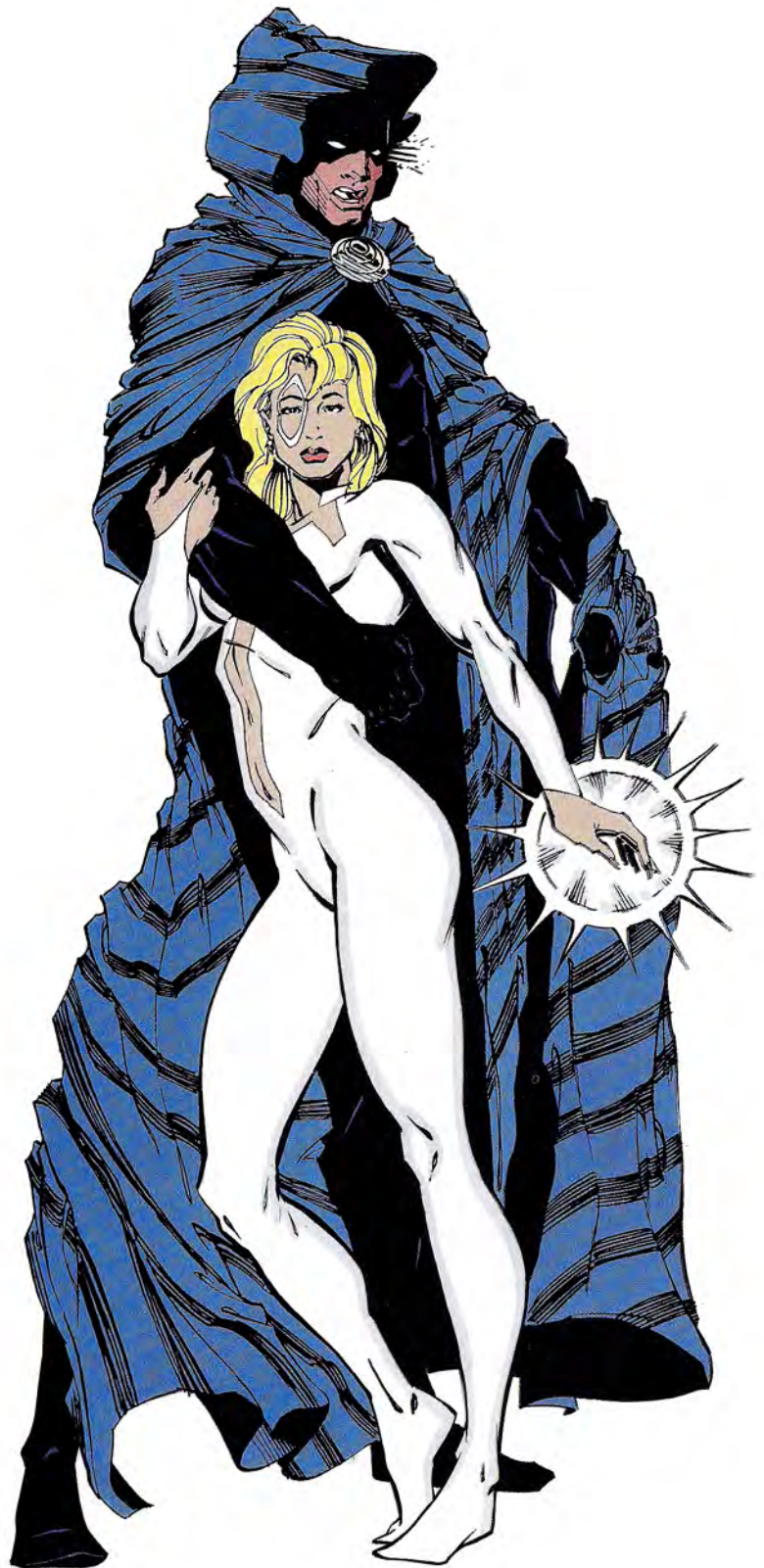
Cardiac has since shown up to punish Albert Brukner, who had stolen millions of dollars in an S&L fraud; Techtoy, who continued to produce a dangerous electronic doll after one had maimed a child and they had gotten off on a technicality and their parent company Stane International, for nerve gas research they were conducting as part of a sonic missile they were developing. After their last encounter, which took place at a Stane manufacturing plant, which as it turned out was illegally manufacturing munitions in a populated area (the weapon itself wasn't illegal, but the plant's location was), Cardiac left Spider-Man a note which read: One down...a world to go.

Tyrone Johnson was a 17-year old high school student who lived in a low-income area in South Boston. He was successful in his studies despite the difficulties presented by his disability, a stammer which he sometimes found impossible to control. His best friend was a school-mate named Billy, who encouraged him in his struggles. One day, Tyrone and Billy were walking by a neighborhood store when two thieves burst out from it. A man working in the store pursued them to the doorway, only to be shot dead by one of the thieves. The thieves ran out of sight, and Billy told Tyrone they had better leave as well. Billy began to run, but just then, the police arrived and ordered him to stop. Tyrone tried to explain that Billy was innocent, but his nervous stammer prevented him from getting the words out. Billy continued to run, and the policeman, thinking he was the thief, shot and fatally wounded him. Johnson was overcome with guilt over his inability to prevent Billy's death, and also feared that the police would come after him as well. So Johnson became a runaway, and boarded a bus for New York City.

Johnson arrived at Manhattan's Port Authority Bus Terminal penniless. Another teenage runaway, a 16-year-old girl named Tandy Bowen who had grown up in Shaker Heights, Ohio, a wealthy suburb of Cleveland, arrived at Port Authority about this same time. Bowen was running from her mother's emotional neglect, her real father's desertion, and her own inability to accept her new stepfather or to deal with her boy friend leaving for college. Johnson was about to rob Bowen when another person snatched her purse. Johnson tackled the thief and returned the purse. In reward, Bowen bought Johnson some food at a nearby restaurant and they talked about why they had become runaways.

Upon leaving, the two teenagers were approached by men working for criminal pharmaceutical chemist Simon Marshall. The men offered the two runaways a place to stay. Johnson knew the men's offer was spurious, but went along to protect Bowen, who accepted the invitation.

Marshall was working for the Maggia to develop a new synthetic addictive narcotic drug which the mob hoped would be a cheaper substitute for imported heroin. Marshall, who experimented with the drug by injecting it into the bloodstreams of captured runaways, administered it to Johnson and Bowen as well. All of the other runaways who had been injected with the drug died, but Johnson and Bowen somehow survived. The two



escaped their cell, and pursued by gunfire, were forced to dive into the river.

As they attempted to swim to Manhattan, Johnson found himself engulfed in total blackness. Then he saw Bowen, glowing with light. He went to her, and her light dispelled the blackness. They reached the shore, where Johnson began to feel a strange hunger. Seeing his reflection in a window, he realized he now looked like a living shadow. Johnson and Bowen were then found by the mobsters who had taken them to Marshall. Johnson began to swallow them within his blackness, now contained within the confines of a piece of discarded cloth he was wearing as a cape. At this point, Bowen regained consciousness and instinctively struck out at the mobsters with daggers of light which she projected from her fingertips. The two runaways realized that the drug had transformed them into super-humanly powerful beings. Calling themselves Cloak and Dagger, they dedicated their lives to using their powers to save other children from being harmed by drug dealers and other criminals.

Though this is what happened at Bowen and Johnson's first meeting, it is by no means what should have happened. In their last encounter with the extra-dimensional being called D'Spayre, Cloak and Dagger learned that Johnson's Darkform and Bowen's Lightform were actually fragments of D'Spayre's own being. However, Johnson and Bowen did have latent mutant tendencies of their own and which without D'Spayre's "inspired interference," would have activated upon proximity to one another, before Marshall's drugs could warp their natural abilities and allow D'Spayre to make his addition of his dark and light form. This would have produced a quite different pair of super beings.

Johnson would have become Dagger, the creature of light with the power to fire light-blasts and move at super speed, while Bowen would have become the creature of Darkness with the ability to fire Darkbolts, called Cloak. D'Spayre allowed Cloak and Dagger to learn a their true origins and even experience life in these physical incarnations so that they could truly feel the pain of what they had lost.

D'Spayre feeds on the pain and anguish of others. Even the grief D'Spayre felt over the death of his servant Avandalia, which happened at the hands of Mayhem while he was revealing their true origins to Cloak and Dagger, served only to strengthen him. Similarly, he sought to draw strength from Dagger's grief and frustration over the death of

her step-father. This death was caused by an overdose of the drug D'light and Dagger's inability to purge his body of the substance. D'light was a designer drug created by D'Spayre. A hybrid of heroin and crack, it was far more powerful and addictive than either alone. Dagger refused to allow her grief to overwhelm her, knowing D'Spayre would only feast upon it. Instead, she turned her controlled rage into a positive asset and she and Cloak engaged D'Spayre in combat. Seeking to weaken his opponents, D'Spayre attempted to recall or reclaim his own Dark and Light forms from Cloak and Dagger. Though he was successful in stealing Dagger's energy form, which started her on a metamorphosis in which her own light overwhelmed her and made her unable to access her powers, Cloak's Darkform was reluctant to return to its maker.

The Dark and Light forms had been D'Spayre's ultimate contingency plan. They had been "storage batteries" for all the emotional turmoil Cloak and Dagger had ever suffered. He had chosen Johnson and Bowen because, as mutants, their lives were destined to be particularly difficult. Dagger's pure influence on the light form made it difficult for D'Spayre to digest. This momentary distraction was all Cloak need to fully accept the Darkform once again and in an attempt to save Rusty Nales, who had been cured of her own addiction to D'light by facing her worse fears within Cloak's Dark Dimension, surrounded D'Spayre in his cloak. Dagger then used her elevated power to force D'Spayre inside the cloak and into Cloak's Dark Dimension. There, the insane Darkform attacked its former master, intent on consuming him. Ultimately, the two creatures destroyed one another and with them the Dark Dimension. This destruction of his dark form initiated a metamorphosis in Cloak similar to the one Dagger was experiencing, but as his own shadows engulfed him, Cloak realized he would not live through it. Tandy Bowen, unwilling to lose her friend Tyrone, threw herself on his body in an attempt to burn out one another's excess energies. This attempt was ultimately successful and the new incarnations of Cloak and Dagger continued their war on drugs.

Their first mission was to take out the last known manufacturing plant for the drug D'light. Though Dagger is unable to help those addicted to D'light, some of them can be helped by facing themselves in Cloak's Dark Oblivion. Cloak and Dagger have once again taken up residence at Holy Ghost Church and

represent a chance to the troubled streets of New York City.

CLOAK

STATISTICS:

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

Health: 80

Karma: 36

Resources: PR(4)

Popularity: 3

BACKGROUND:

Real Name: Tyrone Johnson

Occupation: Vigilante

Identity: U.S. Citizen

Legal Status: Secret

Place of Birth: South Boston, Massachusetts

Marital Status: Single

Known Relatives: Anna (twin sister)

Base of Operations: The Holy Ghost Church, NYC

Past Group Affiliations: Cloak and Dagger

Present Group Affiliations:

KNOWN POWERS:

Physical Form: Since D'Spayre and the Darkform, also called Predator, destroyed one another, Cloak's powers have changed substantially. Not the least of these changes is that Cloak now has a physical form. Before, Cloak appeared as a shadow in human form, though his facial features remained visible, perhaps through an act of will on his part. He could regain tangible human form only through a tremendous act of will. He also regained his tangible form when he had absorbed an unusually great amount of "light" or when he had somehow managed to master his "hunger." When Cloak became tangible, he was as vulnerable as any other human being. This is no longer the case, as Cloak's physical form is now afforded body armor by his Cloak. See Body Armor below.

Animated Cloak: Cloak's cloak is now more maneuverable and is almost an extension of his physical body. This grants Cloak a form of the Elongation power at Good rank, allowing him to attack non-adjacent foes up to 2 areas away. When "punching" with his Cloak, Cloak's attack damage is considered Incredible. For the purposes of attempting to grap-

ple someone with his cloak, its Strength is considered Unearthly to hit and Amazing for damage.

Teleportation: Cloak still possesses the Unearthly ability to create an aperture into a dimension composed of an insubstantial, featureless, intense black material of unknown nature, with no visual cues as to its surface, even when viewed against the background of the Earth dimension. It is likely that this is the same dimension once called the Dimension of Darkness, but now without the presence of the Darkform. Cloak is also able to "teleport" himself from one point to another on Earth's surface by entering this dimension, traveling a distance, and emerging back into Earth's dimension. He can take along others as he does so, or "teleport" other people or objects from one place to another by projecting them through the dimension. Distances within the Ebon Void differ from those on Earth: a mile on Earth might be only a matter of feet in the other dimension. Cloak seems to be able to perceive the Earth dimension in some matter while he is in the Void, as he suffers no disorientation upon reemergence even if he has "teleported" himself a great distance. Before the destruction of the Darkform and the Dimension of Darkness, Cloak once used this method of travel to transport Dagger and himself "half-way across the globe" using a series of short hops. It is believed he could perform similar feats traveling through the Void.

Body Armor (Vacuum of the Void): Though Cloak now has a physical form and is no longer intangible, his cloak will still act as Remarkable Body Armor in combat. Objects, such as bullets, no longer pass harmlessly through him but are rather drawn harmlessly around his physical body and into the vacuum of the Void.

Former Limitation: With the temporary destruction of D'Spayre and the death of Cloak's Darkform, Cloak no longer feels the constant "hunger" which compelled him to seek out living victims and project them into the Dimension of Darkness. This also means Cloak is no longer dependent on Dagger. By absorbing some of Dagger's "light" into the dimension of darkness, Cloak could satisfy his "hunger" for a time without having to project other people into the dimension. Though Dagger can still generate light, it is no longer the same "living light" which fed Cloak's hunger.

Contacts: Cloak's closest contact is his friend and partner, Dagger. Other allies include NYPD detectives Rebecca "Rusty" Nales, Spider-Man, Power

Pack, and the New Mutants. Cloak and Dagger, with help from Spider-Man, rescued a homeless girl named Anna who had been taken captive and was about to be sacrificed by a Nazi cult. Anna is actually Tyrone's twin sister, but only she is aware of the relationship.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

In the past, Tyrone and Cloak were distinctly different people. Tyrone was a timid, shy person with a nearly uncontrollable stutter who was dependent on his friend, Dagger. Cloak was a taller, more imposing person with a deep rumbling voice who was an implacable foe seeking out opponents to feed upon. The Darkform, or Predator, which dwelt within Cloak was a completely merciless destroyer. No longer tortured by the Predator, or the constant hunger which it induced, and possessing a physical form, Cloak's new incarnation seems to be almost a blending of the Tyrone and Cloak personalities. Though still very serious, he is perhaps not quite so somber. It is unknown if Cloak can still separate from his cloak and become "just Tyrone" or in what way that Tyrone might have been affected by the recent changes.

DAGGER

STATISTICS:

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

Health: 76

Karma: 30

Resources: FB(2)

Popularity: 2

BACKGROUND:

Real Name: Tandy Bowen

Occupation: Vigilante

Identity: U.S. Citizen

Legal Status: Secret

Place of Birth: Shaker Heights, Ohio

Marital Status: Single

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

Base of Operations: The Holy Ghost Church, NYC

Past Group Affiliations: Ally of Cloak

Present Group Affiliations:

KNOWN POWERS:

Solid Light Daggers: In her new incarnation, Dagger can generate and throw daggers of "solid light" which inflict Excellent (20) Force damage. In addition to the physical damage to Health which these daggers inflict, targets with Body Armor, force fields, or Invulnerability of Excellent (20) or less, who are struck by her daggers, must make an Endurance FEAT against Excellent Intensity stunning. Failure means the target falls unconscious for 1-100 rounds (6 seconds to 10 minutes) and is -3CS for all FEATS for an additional 1-100 rounds. Success means the target is -1CS on all FEATS for the next 1-10 rounds, although he remains conscious. This means Dagger can stun an opponent on any colored result rather than only on a red result as with most Force attacks. Her rank with her daggers is also Excellent.

Due to the recent change in her powers, this systemic shock is no longer limited to individuals who suffer the darkness of inner evil and her light daggers can no longer purge a target's body of foreign substances or cure the effects of drug addiction. Nor has Dagger demonstrated the ability to perform any of her following known Power Stunts, though all could still be possessed or likely be redeveloped.

- *Light Sword*: Merge her daggers into a single "sword" which does Remarkable damage and penetrates force fields and barriers of Excellent rank.

- *Light Punch*: Channel her power directly into a victim without a visible display, by touching them.

- *Telelocation*: Will her dagger, to go to Cloak with 100% accuracy despite the distance involved or if she was previously unaware of his location. By following such daggers, she could trace Cloak's current location or the last point at which he entered the Ebon Void.

- *Flares*: Dagger can create a flare of Remarkable Intensity and illuminate up to 2 areas. If used as an attack, it is considered a blinding flash of Remarkable Intensity. Characters whose sense of sight is not protected at equal rank or better, and are facing the flash, are blinded for 1-10 rounds. All FEATs by affected characters are at -2CS. All characters, even those who are not facing the flash, and are within a 40' radius of Dagger, are subject to its stunning effects. They must make a successful Endurance FEAT or be stunned, unable to take any action, for 1 round.

- *Light-Shields*: Dagger has also added the ability to surround herself in a Light-Shield. So far, this field has only shown properties of a personal force field which provides Dagger with Excellent protection from physical (It has provided effective protection versus small-scale weapons fire.) and energy attacks.

- *Lightning Reflexes*: Dagger now has the ability to dodge slower moving artillery fire. Her agility should be considered Incredible for the purposes of dodging.

Contacts: Dagger is Cloak's partner. Other allies include NYPD detectives Rebecca "Rusty" Nales, Spider-Man, Power Pack, Dr. Strange, Black Cat, and the New Mutants.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

With the recent death of her step-father Philip Carlisle, the only relative who ever loved her, Dagger has come to view Cloak as her only family. No longer the young innocent who arrived at the Manhattan Port Authority Bus Terminal, Dagger feels what she and Cloak truly represent to the streets of the troubled city of New York is a chance.

New York City—no other city on Earth has suffered as much because of the emergence of the superhuman population. The recent history of New York City has seen it transformed into a barbaric sword-and-sorcery city thanks to an ancient wizard, Kulan Gath. It has been transformed into a place out of Dante's *Inferno*, thanks to the manipulations of N'astirh; it has experienced the Dread Winter of Norse Mythology thanks to Malekith and Surtur; it has suffered under a major duel between Mephisto and Sattannish, as well as uncounted assaults from superheroes and supervillains alike. It has seen large sections damaged by such superpowered entities as the Hulk, Terrax, and Gladiator of the Shi'ar Imperial Guard. The most powerful figures in organized crime, such as the Kingpin, invariably make their homes in New York City. So do many of the greatest superheroes on Earth: Spider-Man, The Fantastic Four, Daredevil, Thor, the Avengers, and Dr. Strange. Given that superheroes attract a large number of enemies who desire their destruction and who do not care who gets in their way, it is a wonder that New York City is not a ghost town by now. By all accounts, life in the New York City area is not easy, and it often seems that ordinary people can do nothing against this onslaught of supervillainy.

Enter Lieutenant Marcus Stone, New York City SWAT commander, truly one of

the city's finest law enforcers. During Stone's long career, he had encountered many supervillains, and kept wondering what would happen if New York City put together a SWAT team with the finest equipment available, something capable of handling the most dangerous supervillains. During an encounter with one of the Mighty Thor's deadliest enemies, Ulik the Troll, Stone single-handedly took on this deadliest of Thor's adversaries, and knocked him off a building with a well-placed gun shot. The fall rendered Ulik unconscious, and made Stone a hero.

This encounter convinced Stone that ordinary people could battle against supervillains effectively. Stone decided to see if he could place a little oil on the bureaucratic wheels of the New York City Police Department, and put together an elite force that was capable of handling these enemies in a way that no ordinary police or SWAT team could. This force was called Code Blue and comprised six members: Stone, "Rigger" Ruiz, "Mad Dog" Rassitano, "Fireworks" Fielstein, Andrew "Jock" Jackson, and "Mother" Majowski. Together, this unit would handle threats to New York City that no one else could manage.

Despite stationhouse odds of 20-1 against their survival, Code Blue went into action when the Wrecker and the Wrecking Crew were reported to have taken hostages. Using a combination of

careful tactics and daring execution, Code Blue rescued the hostages and forced the Wrecking Crew to teleport away.

Thanks to the manipulations of Loki, the Enchantress, and Ulik the Troll, the Wrecking Crew soon returned, forcing Code Blue to once again do battle against them. Thor and Excalibur also arrived, but an enchantment that made Thor appear as the Juggernaut to Excalibur nullified much of this advantage. During the battle, Code Blue split up to attack the Wrecking Crew and protect Thor from the duped members of Excalibur. The battle resulted in the capture of Bulldozer, while the rest of the Wrecking Crew, the Enchantress, and Ulik escaped.

Since then, Code Blue has not seen any major action, but it is certain that they will reappear in New York City's hour of need.

LIEUTENANT STONE

STATISTICS:

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



I GD(10)
P TY(6)
Health: 70
Karma: 26
Resources: GD(10)
Popularity: 10

BACKGROUND:

Real Name: Marcus Stone
Occupation: Commander, Code Blue special police SWAT team
Legal Status: United States citizen with no criminal record.
Identity: Public
Place of Birth: Unrevealed
Marital Status: Married
Known Relatives: None
Base of Operations: New York City
Past Group Affiliations: None
Present Group Affiliations: Equipment:

Weapons: In battling against major supervillains, Stone has been armed with a modified M-16 (Excellent range and damage), as well as a grenade launcher (Remarkable range, variable damage by grenade). He seems to prefer conventional weapons to advanced technology such as blasters. See the *Basic Set Rule Book*, page 41 or the *Advanced Set Players' Book*, pages 42-43 for details on appropriate weapons.

Talents: Stone has the Leadership talent, as well as Marksman, Martial Arts A, E, Law Enforcement, Criminology, and Detective Espionage.

Contacts: Stone is the leader of Code Blue and has numerous contacts in the NYPD, as well as with the Mighty Thor.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Stone is a cool customer, capable of great bravery against extreme odds. Absolutely dedicated to his work, he will not hesitate to risk his life, either for his teammates or for innocent bystanders.

"RIGGER" RUIZ

STATISTICS:

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

Health: 60
Karma: 22
Resources: TY(6)
Popularity: 5

BACKGROUND:

Real Name: Ruiz (first name unrevealed)

Occupation: Member of Code Blue special police SWAT team

Legal Status: United States citizen with no criminal record.

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

Equipment:

Weapons: In battling against major supervillains, Ruiz uses a special tazer unit with a heavy chest plate. When fired, it locks onto a target and does Remarkable energy damage every turn. It has a three-area range and is made out of Excellent Material strength steel; when the device is broken, or when Ruiz shuts it down, the device ceases to function.

Talents: Rigger Ruiz has the Marksman talent, as well as Wrestling, Martial Arts A, E, and Law Enforcement.

Contacts: As a member of Code Blue, Rigger has contacts in the NYPD.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Rigger Ruiz is a tough and aggressive woman. She dislikes talk, but loves action. She is not intimidated by supervillains; she is well-respected by the other members of Code Blue for her toughness.

"MAD DOG" RASSITANO

STATISTICS:

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

Health: 60
Karma: 22
Resources: TY(6)
Popularity: 5

BACKGROUND:

Real Name: Rassitano (first name unrevealed)

Occupation: Member of Code Blue special police SWAT team

Legal Status: United States citizen with no criminal record.

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

Equipment:

Weapons: In battling against major supervillains, Mad Dog relies on a submachine gun, resembling an M-16 (Excellent range and damage). It is unknown whether this device has special ammo; although this seems a safe assumption given the power levels of the opposition that Code Blue is likely to encounter.

Talents: Mad Dog Rassitano has the Marksman talent, as well as Martial Arts A, E, and Law Enforcement skills.

Contacts: As a member of Code Blue, Mad Dog has contacts in the NYPD.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Mad Dog is an extremely gung-ho police officer. He has enormous respect for his teammates, as well as an arsenal of snappy one-liners to confound his opposition. He is an efficient, unflappable man who knows how to perform his duty.

"FIREWORKS" FIELSTEIN

STATISTICS:

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

Health: 70

Karma: 26

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Fielstein (first name unrevealed)

Occupation: Member of Code Blue special police SWAT team

Legal Status: United States citizen with no criminal record.

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

Equipment:

Weapons: Fielstein is a demolitions specialist and expert. He should have access to any conventional man-portable explosive device listed in the Weapons section of the *Advanced Set Players' Book*; his standard portable explosives are Excellent rank fragment grenades. He has not shown any weapons preferences.

Talents: Fielstein has Martial Arts A, E, and Law Enforcement skills. His reason is Remarkable when dealing with explosives and demolition devices.

Contacts: As a member of Code Blue, Fireworks has contacts in the NYPD.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Fireworks Fielstein is not a particularly talkative type. Of all the Code Blue members, he seems the most intimidated by people who demonstrate superpowers.

"JOCK" JACKSON

STATISTICS:

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

Health: 70

Karma: 22

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Andrew Jackson

Occupation: Member of Code Blue special police SWAT team

Legal Status: United States citizen with no criminal record.

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

Equipment:

Weapon: Jock is a specialist in hit-and-run tactics. He uses a light pistol in combat (Good range and damage); whether this weapon has special ammo is unrevealed, but seems likely.

Talents: Jock Jackson has Martial Arts A, C, and E, Law Enforcement, and Acrobatics and Tumbling skills.

Contacts: As a member of Code Blue, Jock has contacts in the NYPD.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Jock Jackson seems to be the most amiable of the Code Blue members. He uses his speed and acrobatic skill to outmaneuver his opponents in combat.

"MOTHER" MAJOWSKI

STATISTICS:

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

Health: 54

Karma: 22

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Majowski (first name unrevealed)

Occupation: Member of Code Blue special police SWAT team

Legal Status: United States citizen with no criminal record.

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

Equipment:

Weapons: Mother Majowski does not accompany Code Blue on its combat missions, but has been known to handle an automatic assault rifle (Excellent range, Good damage) with rubber bullets in training missions.

Talents: Mother Majowski Jackson has Law Enforcement, Marksman, Computers, and Electronics talents.

Contacts: As a member of Code Blue, Mother has contacts in the NYPD.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Mother Majowski is handicapped and confined to a wheelchair, and does not join Code Blue on its missions. Instead he remains nearby and provides tactical analysis of information generated by Code Blue. He also helps provide combat training for them, and is notorious for his aggressiveness with guns on these training exercises. Hard-boiled is a good word to describe Mother Majowski; so far, he has yet to reveal any sentimental or "soft" side to his personality.

STATISTICS:

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

Health: 62

Karma: 130

Resources: UN (100)

Popularity: 5

BACKGROUND:

Real Name: Taneleer Tivan**Occupation:** Curator**Identity:** Unknown to general public**Legal Status:** Unknown**Place of Birth:** Cygnus X-1**Marital Status:** Widowed**Known Relatives:** Matani (wife), Carina (daughter, deceased)**Base of Operations:** The Known Universe**Past Group Affiliations:** Elders of the Universe**Present Group Affiliations:**

KNOWN POWERS:

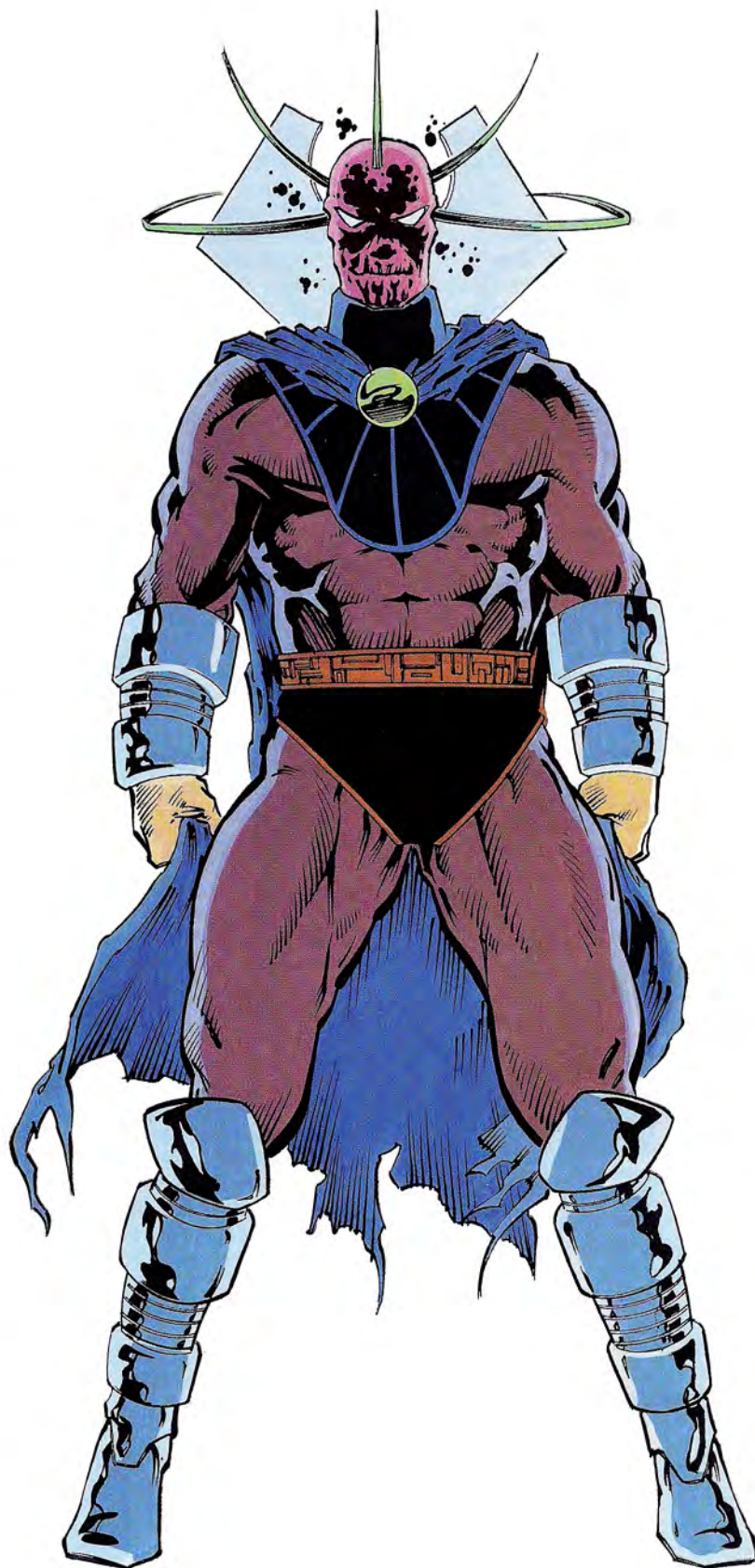
Cosmic Energy Control: Collector has the Uearthly ability to channel cosmic energy into any of his FASE abilities, thus raising them to Uearthly rank. In addition, he can use this power to manipulate electrical, gravitational, light, or magnetic energies with Uearthly ability. He may also fire force or energy bolts of Uearthly rank or Intensity. Further, his channeling grants him the Growth power at Uearthly rank, allowing him to grow to 30' in height. In this state, he is +3CS to be hit. He may use his power rank instead of Strength when performing Strength FEATs.

True Invulnerability: The Collector's alien physiology provides him with Good protection from physical attacks and provides Uearthly life support.

Immortality: As an Elder of the Universe, the Collector possesses an immortal body immune to cellular deterioration and impervious to conventional harm (disease, penetration wounds, etc.).

Regeneration: The Collector has CL5000 regeneration abilities. He can only be killed by an attack which would disperse a major portion of his molecules across space.

Precognition: Though he is prone to precognitive flashes, Collector must meditate for long periods of time in order to make sense of the particulars of the vision. Sometimes his visions of the future turn out to have been events not realized



in his own reality but in an alternate one, as in the case of his vision of Thanos destroying the universe. In either case, however, the visions are of CL1000 accuracy.

Equipment:

Before crashing his starship on Terra's (Earth's) moon, Collector possessed the finest technology from a hundred thousand worlds—a virtually limitless arsenal. He is only constrained by what he can locate in a given situation and will always have access to 1-4 devices of monstrous power. After his defeat at the hands of the Brethren, the Collector's access to this technology is unclear, but regaining it might entail getting his ship back.

Temporal Assimilator: One of his most frequently used devices was a Temporal Assimilator, a hand-held device which enabled him to time travel for short temporal distances and durations.

He also had a larger-scale time probe which enabled him to fish for artifacts in other time periods of a world's history. The state or location of either of these devices is unclear, but they may well be with the remains of his ship on Terra's moon.

Starship: The Collector's starship appeared to sustain substantial damage when it crash landed in the Blue Area of Earth's moon during the Brethren's escape from captivity. As this escape was actually engineered by the Collector, no damage occurred to the life-receptacles the Collector uses to store his specimens. Since the Collector has access to so many worlds, this many not have been his only ship. However, if this were his only ship, and if it did in fact house rare or valuable specimens, getting it back would certainly be a priority of the Collector's. Before the crash, this ship had CL5000 warp-drive capacity. Collector usually kept it in hyperspace while orbiting a planet and procuring specimens. Projecting from the ship into real space was a small, invisible, booth-shaped access-portal.

Battle Armor: Collector possessed a suit of monstrous material strength Battle Armor which is made of a substance called Etherion. This suit enables him to fly.

Contacts: Collector's only known contacts are among the other Elders of the Universe.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Collector devotes his existence to the discovery and collection of anything which interests him. Though his involvement with Earth was once thought to be more accidental than purposeful, in light of recent developments, the converse is more likely the truth. It is known that the Collector has long wished to add humanity, which he views as the most adaptable and surprising of races, to his collection. However, he recently adopted the condition that the specimens he collects must be the last of their species. To this end, he allowed the warrior race known as the Brethren to escape his prison and invade Earth. Though this attempt was eventually thwarted by the Brethren and the Avenger known as Sersi, the Collector will probably try again to "collect" humanity, as he sees his compulsion for collecting as helping to maintain the galactic balance.

HISTORY:

The absolute compulsion for collecting which now defines and consumes Taneleer Tivan initially started as a benevolent attempt to preserve all life in the known universe against those who would destroy it. Through these actions, he hoped his own immortal life would be given meaning and thus also be preserved. Now, many centuries removed from when he first started gathering life-forms, the Collector has filled ten museum-worlds with specimens and artifacts from hundreds of thousands of planets. No longer concerned with preserving life, the Collector is now, in his own words, "about the art of collecting." Nothing demonstrates the Collector's obsession more than his most recent attempt to add humanity to his harvest of interstellar species.

Humans have a reputation throughout the universe for, among other things, having been the species which first defeated Galactus. Though this is the stuff of whispered legend, the Collector has long wanted to add humanity to his collection. In accordance with his own stipulation, for his collection to be "complete" the Earth's specimens would have to be the last of their species.

Toward this end, the Collector allowed the murderous warrior race called the Brethren to escape from his vivarium and kill off that part of his collection which he found redundant. He then allowed his starship to crash-land on the Earth's moon, letting the Brethren escape and seem to overpower him. His

hope was that the Brethren would lay waste to Earth and its inhabitants, thereby allowing the Collector to claim his prize. This elaborate ruse was apparently necessary to hide his true intentions from beings such as Uatu the Watcher until his plan was well under way.

The first life-forms the Brethren encountered on Earth's moon were an advanced scout team sent out by the Inhumans, the inhabitants of the Blue Area Earth's moon. This team was made up of Karnak, Timberus, an Alpha Primitive, and Pietro (who is also known as Quicksilver). It was Timberus who told the Brethren that they were orbiting the planet Earth.

Thane Ector, the leader of the Brethren, knew of the Earth from the legends that it was the first planet to defeat Galactus. Not realizing that their good fortunes had been carefully engineered by the Collector, Ector concluded that the Brethren's situation was, in fact, destiny and decided they should lay siege to the Earth, subjugate it, and make it their home planet.

The Brethren were actually a germ-based, genetically engineered race who had been created by the space gods known as the Celestials. They were developed to be a system of checks and balances so that no other race could ever rise to challenge the pre-eminence of the Celestials. Their niche in the grand scheme was to travel throughout the universe like a disease in a healthy body. It is interesting to note that the Collector sees his role of gathering up the survivors of dying species as being not dissimilar to that of the Brethren's role of wiping planets clean of life + both maintain the galactic balance.

In the end, the Collector's plan failed because he underestimated his former captives. The Collector had not thought the Brethren capable of creating the Unimind, the collective will of a race incarnate. Though they had been created by the same race who produced the Eternals, the Brethren were considered to be made of lesser stuff. The Brethren created the Unimind and destroyed the Collector in a mass explosion. Though this explosion scattered his atoms over a large enough area of space that he could be considered truly dead, the Collector may be able to resurrect himself. Though humanity escaped him this time, the Collector will undoubtedly be back at the art of collecting at some point in the future.

STATISTICS:

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

Health: 20

Karma: 42

Resources: RM(30)

Popularity: 5

BACKGROUND:

Real Name: Dagny Forrester**Occupation:** Scientist**Identity:** Secret**Legal Status:** Remanded to her brother's custody by a court order**Place of Birth:** Unrevealed**Marital Status:** Single**Known Relatives:** Cedric (brother)**Base of Operations:** Forrester Building, Soho, NY**Past Group Affiliations:** None**Present Group Affiliations:**

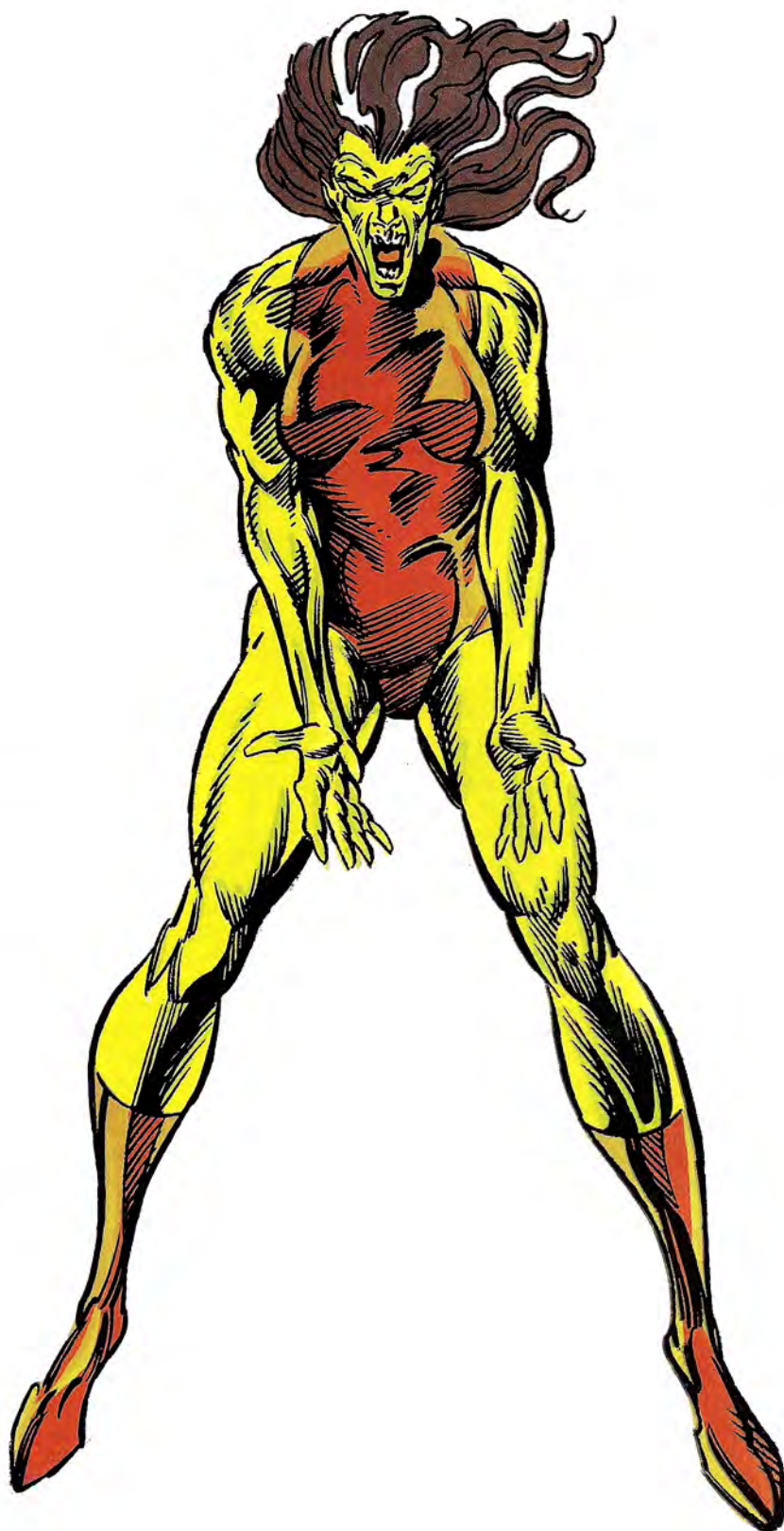
KNOWN POWERS:

Transformed Body: Dagny Forrester has existed in three different states since beginning the Corona experiments. The above statistics apply to Dagny in her human form as well as her incomplete and complete Corona forms. The statistics for the hideous breakdown form in which Dagny is presently trapped are detailed below under Limitation. In her initial or incomplete Corona form, Dagny had the following powers:

Energy Corona: Corona's cells produce vast quantities of energy which fuel an aura surrounding her. This aura can transmute Incredible material or less into a gaseous state, thus granting her Incredible Body Armor against such attacks. All energy, blunt, grappling, and charging attacks affect Corona normally, but the attacker may suffer up to Incredible damage from her aura.

Flight: Corona's powers allow her to fly at Typical air speeds (6 areas per round or 90 mph).

Energy Blasts: Corona can fire blasts of energy up to four areas away, or use them to alter the chemical state of the object she hits. For example a solid can be reduced to its molten or liquid form. Such a transformation is accompanied by the object "heating up" to melting point (1,535 degrees Celsius for iron). Corona can fire force blasts by altering the various gases in the area which surround her. These blasts can be up to Incredible Intensity.



In addition to all of the above powers, in her complete Corona form Dagny added the following power:

Transmutation Power: Corona can reach into the molecular structure of an object and alter its physical state, turning it from or to solid, liquid, or gas. She can also make changes to the molecular structure of matter. Both these abilities function at an Amazing level and 4 area range.

Limitation: Certain energy-retardant chemicals can shut down Corona's aura, negating her powers and making her vulnerable to physical attack. Siphoning off a great deal of Corona's energy will cause her to revert to a freakish form which has none of Corona's powers but the following statistics:

F	A	S	E	R	I	P
RM	RM	IN	IN	RM	TY	TY
Health: 140						
Karma: 42						

In this form, Dagny's thick hide provides her with Good body armor. She also has the Lightning Speed power at Good rank (4 areas per turn).

Contacts: Though Dagny's brother Cedric is her closest living relative, and her partner in their scientific research, she certainly cannot trust him. The closest thing she has to a contact is Spider-Man who saved her from a suicide attempt and tried to keep her from her brother's grasp while helping her to regain her lost humanity.

ROLE-PLAYING NOTES:

Corona is manipulative and egotistical. She originally felt that wealth and power gave one privilege, not responsibility, and had no intention of using her powers for the common good. Though once, after being relentlessly hounded by Spider-Man, she agreed to use her powers to help the victims of the Soho Fever, she would now be unlikely to make any similar agreements.

HISTORY:

Dagny Forrester, along with her brother Cedric, composed New York's hottest new scientific team. Operating out of their sophisticated facility at the Forrester Building in New York's Soho district, these award winners engaged in a series of experiments designed to prove that human beings could be capable of energy transmutation on a cellular level.

The willing subject of these experiments was Dagny herself. These experiments required vast amounts of water. Ignoring safety regulations, the Forresters tapped directly into the city water main. They ran the water they used through a purification system, but during the course of one of the experiments, the system overloaded and toxic chemicals were flushed directly back into the water main. These chemicals caused the ailment Soho Fever. It affected anyone living in that district who consumed large quantities of water on the day of the overload. The overload caused Cedric to abort the Corona experiment when it was only half finished, leaving Dagny with a portion of her full potential powers and in an unstable physical state. Dagny initially fled the Forrester Building but returned later.

When she did return, she interrupted an interview Cedric was engaged in with Daily Bugle reporter Joy Mercado, who was accompanied by photographer Peter Parker. Mercado and Parker witnessed Cedric's hired goons, armed with assault weapons, making their way to the top of the Forrester Building. During the commotion, Peter changed into his Spider-Man suit and arrived in time to stop one of the security guards, who had negated Corona's powers with an energy-retardant foam, from physically abusing her. Spider-Man's intervention was enough to allow Corona to obtain what she had come back for—Cedric's laptop computer. When Spider-Man eventually caught up with Corona, she lied to him, saying that she had been an unwilling participant in the experiments.

In a second encounter with Corona, Spider-Man learned that the Corona experiments were responsible for the Soho Fever, which had stricken his wife among many others. Corona told Spider-Man that Cedric had developed an antidote for Soho Fever, but would not come forward with it for fear of being blamed for the initial outbreak. Spider-Man, with Corona in tow, stormed the Forrester building intent on getting the antidote. As it turned out, Corona wanted the antidote to complete her transformation. She claimed it would give her the power to cure those ill with Soho Fever with a wave of her hand. As the ingredients in the antidote were quite rare, there was no chance of making a second batch. Not sure if he could trust her, Spider-Man stayed between Corona and the antidote's glass storage tank. Desperate for the chemicals, she fired at Spider-

Man, but missed and struck the storage tank. Moments after the last of the antidote trickled down a nearby floor drain, Corona became aglow in a blaze of energy. Without the chemicals in the antidote, Corona had undergone the biological breakdown she had feared and now had the appearance of a hideous monster. Though she desperately wanted to take revenge on Spider-Man for his role in turning her into a monster, she wanted to hear him confess to what she surmised to be the truth, that Spider-Man had been in league with her brother all along. Only her fear of being captured caused her to abandon her captive.

After regaining consciousness, Spidey hatched a plan for producing antidote by teaming Harry Osborn with Cedric. Spidey's theory was that Harry would be able to come up with the chemicals Cedric needed. Meanwhile, Corona had broken into the one of the labs on the campus of E.S.U. and was using a field acceleration chamber to complete her transformation. She blasted through the roof of the Forrester Building intent on killing her betrayers—Cedric and Spider-Man. Spider-Man led Corona away so Harry and Cedric could finish the antidote. After a protracted discussion, Spider-Man convinced Corona to use her powers to help produce the antidote. When Corona walked into the Forrester Building, however, she was struck from behind by a power siphoning disk, which caused her to revert to her freakish form. Not willing to be captured, Corona broke through a wall. She then threw herself from the top of a building in an attempt to take her own life. Spider-Man was able to rescue her. In one last burst of strength, Spidey dispatched eleven of Cedric's hired goons and managed to make a phone call before succumbing to the fever.

Spidey was revived by a shot of antidote administered by Harry Osborn. The phone call he had made had been to the Reed Richards of the Fantastic Four who showed up and promised to try to reverse the effects of Corona's mutations, though he admitted he hadn't had the best of luck in this area in the past. Unfortunately, for these best laid plans and Dagny, Cedric showed up with a court order which remanded her to his custody as her only living relative. The news was that all charges against him had been dropped because of his quick and decisive action in formulating an antidote. Corona was last seen pleading for help while being taken away in a containment tank by Cedric and his men.

STATISTICS:

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

Health: 96

Karma: 30

Resources: PR(4)

Popularity: 10

BACKGROUND:

Real Name: Christopher Powell

Occupation: High school student, crimefighter

Legal Status: Citizen of the United States with no criminal record, still a minor

Identity: Secret

Place of Birth: Queens, New York

Marital Status: Single

Known Relatives: Grace Powell (mother), Jason and Jonathan (brothers), Michael Powell (father, deceased)

Base of Operations: Queens, New York

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

Alter Ego: Chris Powell has a mystical amulet that allows him to change between his normal form and the Darkhawk at will. In his normal form, Chris has the following stats:

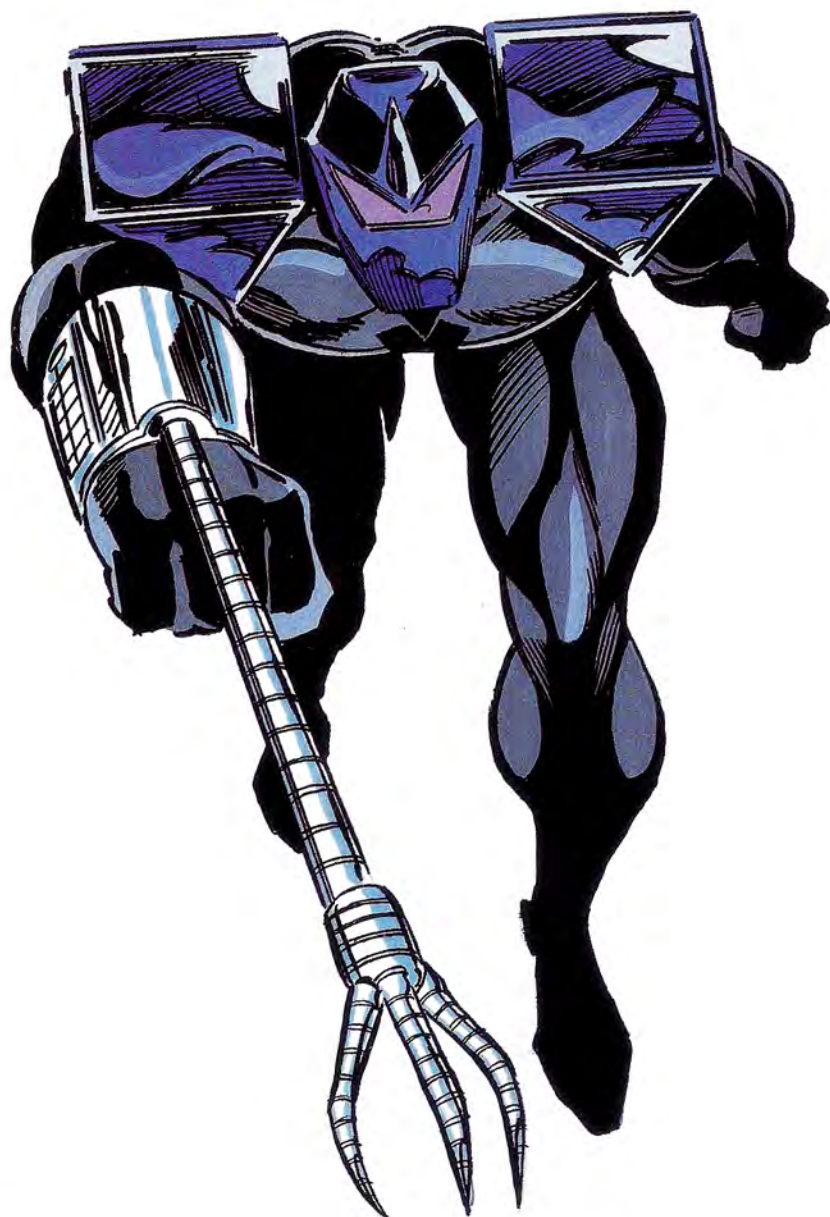
F	A	S	E	R	I	P
TY	GD	TY	TY	PR	TY	TY

Health: 28

Karma: 14

Healing: Darkhawk can heal up to 40 points of lost Health by changing between his human and Darkhawk form. He must spend one complete round in his other form before changing back (e.g., if Darkhawk has been injured, he must spend one round in Chris's form before transforming back to Darkhawk if healing is to occur). Note that this only heals damage to the Darkhawk, not to Chris Powell.

Grappling Hook: The retractable grappling hook in Darkhawk's costume allows him to climb at Excellent speed and can grapple surfaces up to two areas away. Darkhawk fires the hook from the right forearm of his suit with Remarkable accuracy. The hook and cable can grab small objects and entangle larger objects, including people, with a successful Agility FEAT roll using Darkhawk's adjusted Agility for the roll. The hook can



also inflict Good (10) Edged Attack damage in melee combat.

Gliding: Darkhawk can glide at Typical air speed (6 areas/round) using the glider wings under the arms of his Darkhawk armor.

Blast/Shield: The amulet in Darkhawk's chest armor can provide him with a Darkforce blast of Remarkable Intensity that has a two area range, or a force shield that gives him Remarkable protection against physical and energy attacks from Darkhawk's front side only. Darkhawk can project either a blast or a shield during a round, not both.

Enhanced Vision: Darkhawk has a Good range vision power used for targeting with his grapple-claw; this reduces distances of up to four areas down to one area for purposes of targeting. Darkhawk also has Remarkable level and range Infravision, allowing him to see in nearly total darkness.

Talents: Darkhawk has the Blunt Weapons talent and the Marksman talent with his grappling hook.

Contacts: Darkhawk has earned the friendship of the Amazing Spider-Man and Moon Knight, and is an ally of the New Warriors. He is also close to a mysterious vagabond known as "Saint Johnny."

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Chris Powell is still trying to come to grips with the effects Darkhawk is having on his life. Chris is sometimes confused and angry, as are most teens, and Darkhawk has only complicated things. Yet, Chris refuses to give up; he has shown tenacity and honor in dealing with his problems. Chris has decided to avoid using lethal force and unethical solutions to his problems, but he has a temper, particularly regarding Philippe Bazin.

HISTORY:

Christopher's Powell's father was a New York police officer; his mother an assist-

ant district attorney. He had two brothers who he had to babysit a lot, but life always has a few problems for teens, right? Unfortunately, life for Christopher Powell was about to get a lot worse. His mother was receiving offers of—and refusing—bribes from a mobster, Philippe Bazin, whose case she was prosecuting. His father was constantly working late.

Once, his brothers disappeared from home and his charge to go to an amusement park. Chris followed them, only to find his father taking bribes from Bazin's men. When the mobsters discovered him, Chris began to throw objects at them to slow their pursuit. When he picked up the strange amulet he found there, Chris was transformed into Darkhawk. Darkhawk easily defeated Bazin's goons, though one died when he ran into a fuse box while carrying a live electrical cable with which he had intended to electrocute Darkhawk.

Realizing that he had a chance to atone for his father's sins, Chris began to fight crime as Darkhawk. There appears to be a link between the Darkhawk amulet and the homeless man, "Saint Johnny," though what form the relationship takes is unknown as of this writing.

Darkhawk immediately came up against several dangerous foes in his battles against crime. These others wanted to learn the secrets of Darkhawk and take possession of the amulet, including the villainous Hobgoblin. Hobgoblin, the mobster Bazin, as well as the villains Tombstone and Lodestone all tried to get the amulet from him. He battled such deadly foes such as Portal and the U-Foes, and the mysterious Savage Steel. His battles often saw him stand side-by-side with such heroes as Spider-Man, Captain America, Daredevil, and the Punisher.

More recently, one of his brothers was seriously injured when a bomb that Bazin's men placed in his mother's car exploded. His father had vanished, only to reappear at Bazin's trial where he was promptly kidnapped by Bazin. Tombstone stole the amulet from Darkhawk's costume, leaving him unable to transform back to Chris. He followed Bazin, only to crash land on an island ruled by Venom. Darkhawk managed to defeat Venom and, later, Tombstone to regain his amulet. He would not have survived the battle for his amulet had it not been for the selfless sacrifice of Michael Powell. Now, Darkhawk has become one of New York's fastest-rising superheroes, seen often in alliance with Spider-Man as well as the New Warriors.

STATISTICS:

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

Health: 110

Karma: 90

Resources: RM(30)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Corporate CEO, crime boss, killer

Legal Status: Unrevealed

Identity: Secret. Deathwatch uses the alias "Stephen Lords."

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Manhattan, New York

Past Group Affiliations: Former partner of Blackout, current superior of Hag and Troll

Present Group Affiliations:

KNOWN POWERS:

Telepathy: Deathwatch has Amazing powers of telepathy with a range of zero. He can only utilize this power by touching his intended subject. Any creatures with a non-mystical nature who are touched by this telepathy must make a yellow Psyche FEAT roll or fall unconscious for 1-10 turns. If they fail to make a green FEAT, they will die as Deathwatch forcibly tears information from their minds.

Death-Feed Field: Deathwatch gains Health from being in the same area as a dying person, 50 Health points per death, with a maximum of 250. In addition, Deathwatch can concentrate his "death sense" on deaths that occur in any area within a five-mile radius; he does not gain Health from these deaths, but gets a perverse enjoyment from them.

Talents: Deathwatch has the Business/Finance and Occult talents. Deathwatch also has Wrestling and Martial Arts A and E.

Contacts: Deathwatch has a large following of ninja. Use the statistics listed for a Mercenary in *Judge's Book*, pg. 63, but replace the Shooting talent with Thrown Weapons and the Military talent with the Edged Weapons talent. Deathwatch has also been a partner of Blackout.



ADDITIONAL NOTES:

HISTORY:

Deathwatch's background is shrouded in mystery. Given his powers and his knowledge of Zarathos, the demon who is linked to the Ghost Rider, it is probable that he is actually a demon of some sort himself who is taking human form.

Deathwatch first appeared as one of the many criminals challenging the Kingpin's rule of New York City's criminal activities. He was trying to get hold of three canisters which contained a bio-toxin that, according to Deathwatch, would have immediately killed half the population of the New York Tri-State area, driven the rest mad, and which would have eventually made its way across the United States on wind currents.

Deathwatch, employing Blackout and a cadre of ninja as his personal assassins, traced the canisters to a street gang who were hiding out at the Cypress Hills cemetery on Halloween. They failed to get the canisters, and inadvertently recreated the Ghost Rider, who bonded with Dan Ketch. Deathwatch continued to seek out the canisters for a mysterious "employer," using Blackout, who left a large trail of dead bodies in his wake. Deathwatch was finally foiled by the Kingpin and Ghost Rider, but was never captured or imprisoned for his acts.

Deathwatch bided his time, waiting for a chance to avenge himself on Ghost Rider. Following Blackout's imprisonment, Deathwatch used the assassin Snowblind as his next pawn, then discarded him when he was no longer needed.

Next, he lured Ghost Rider to an office building, then collapsed the building on him, killing hundreds of people in the process. Ghost Rider managed to dig his way out, by which time Deathwatch had recruited two new allies, Troll and Hag. The final confrontation between Deathwatch and Ghost Rider occurred in Snowblind's hospital room (he was severely injured in a previous encounter with the Ghost Rider). Despite Troll and Hag's interference and Deathwatch's own great powers, Ghost Rider formed his mystic chain into a knife and stabbed Deathwatch, apparently killing him. Whether or not Deathwatch can return from his own "death" is unknown.

ROLE-PLAYING NOTES:

More demon than man, Deathwatch is a sadistic killer who feeds on death itself. He is incapable of positive emotions or friendships, there is not a single redeeming feature to this cruel and pitiless creature. Deathwatch's major goals are the destruction of Ghost Rider and the painful death of all that lives. He seeks not to rule the world, but to destroy it.

STATISTICS:

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

Health: 110

Karma: 36

Resources: GD(10)

Popularity: 5

BACKGROUND:

Real Name: Unknown**Occupation:** Soldier of fortune**Legal Status:** Unknown**Identity:** Secret**Place of Birth:** Unknown**Marital Status:** Unrevealed**Known Relatives:** None**Base of Operations:** Abandoned sentinel base in Adirondack Mountains**Past Group Affiliations:** The Wild Pack, X-Force**Present Group Affiliations:**

KNOWN POWERS:

Domino doesn't admit to having any powers, but her luck is proverbial—those who have known her have found that things just seem to fall into place for her.

Probability Control: Domino seems to be able to manipulate probability to her advantage. Any percentile roll made by the player running Domino is always read as the high die first (a roll of "3" and "8" would be a roll of 83).

Equipment:

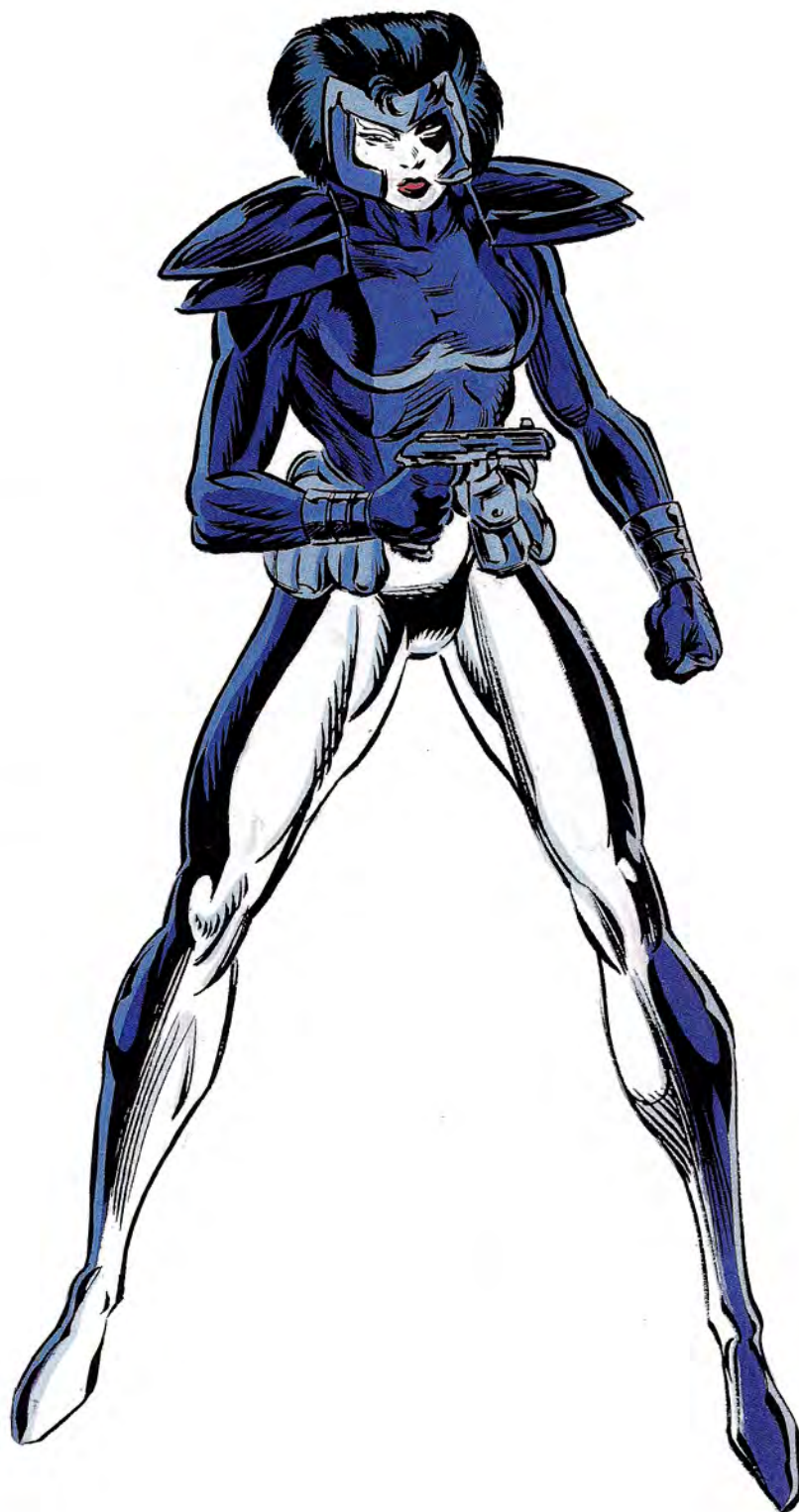
Through her own and Cable's contacts with weapon suppliers such as Advanced Idea Mechanics, Domino has access to state-of-the-art military weapons.

Rifle: Domino often carries an advanced assault rifle of A.I.M. manufacture. A typical weapon has a range of 7 areas and inflicts Good shooting damage when single shots are fired or +1 CS damage when a 3-round burst is fired or +2 CS when a 10-round burst is fired. A clip holds 50 shots.

Lasso: Domino carries a Good material strength lasso which she can use to entangle a single target at a range of 1 area.

Throwing Blades: Domino carries a selection of throwing blades which she can hurl with a range of 1 area, inflicting Excellent Edged Weapon damage.

Talents: Despite her youthful appearance, Domino is a veteran mercenary soldier with fifteen years' experience.



Her many talents include Guns, Weapon Master, Marksman, Martial Arts A and B, Thrown Weapons, Acrobatics, Military, Computers, and Pilot; other abilities may be revealed as more of her enigmatic background comes to light.

Contacts: Domino was a former member of Cable's Wild Pack mercenary unit. Her life as a soldier of fortune has given her contacts with groups such as Advanced Idea Mechanics (A.I.M.) and the U.S. military.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Although her manner is mischievous and she loves to crack jokes in the midst of deadly battle, Domino is one woman who never loses her wits, cool, or temper. She is the self-proclaimed mother figure of X-Force, always looking out for the mental and physical well-being of every member, not excepting Cable. She occasionally dismisses this as "babysitting," but it is apparent she cares for her younger charges.

Sometimes serious, often bantering, Domino is capable of sarcasm, harshness, or deception when she believes it necessary, but inside she has a strong conscience and sense of right and wrong. Domino has a warm, intimate relationship with Cable, X-Force's leader, and is the only one in whom he will fully confide. Although never judgmental, she is a good person to go to for advice or support, and is certainly the most stable and well-adjusted member of X-Force.

Domino's ivory skin suggests she may be a natural albino (though if so, her black hair must be dyed, since albinos have white hair as well). Contrasting with her white face, she wears black makeup around her left eye, a look Feral and Boom Boom have derisively referred to as "Petey the Dog."

Domino cultivates a deliberate air of mystery, rarely if ever talking about herself or her past. There is a sense about her that she is only pausing briefly with X-Force on the road to somewhere else, and might vanish at any moment as suddenly and mysteriously as she arrived. Apart from her obvious liking for Cable and love of adventure, Domino's true motives and desires remain enigmatic.

HISTORY:

The early life of Domino remains clouded. Fifteen years ago, she joined Wild Pack, a mercenary force led by the time-traveller Cable. She served in undercover wars such as the deadly rivalry between A.I.M. and HYDRA, and in Cable's estimation proved the most able member of Wild Pack. Eventually she outgrew the mercenary life and left Cable behind to follow her own path. Where it took her has yet to be revealed, but fifteen years later, a few months after Cable took up the job of mentor for the New Mutants, Domino returned to join him, arriving just in time to defeat the assassin Deadpool.

As the New Mutants began their transition into X-Force, the younger members of the team noticed that with Domino around, Cable had become much less grim and closemouthed + in fact, he sometimes even smiled! Domino easily slipped into the role of Cable's deputy, devil's advocate, and private confidant. She has fought with X-Force against numerous enemies ever since.

Recently, it was revealed that X-Force's Domino is an imposter, though the team has not yet discovered this. This Domino is actually named Vanessa and is infiltrating Domino's position in X-Force for Mr. Tolliver; Vanessa has had a relationship with Deadpool, but her loyalties are shifting more toward Cable and his young charges despite Tolliver's and Deadpool's warnings. The real Domino has been a prisoner of Mr. Tolliver for over a year in a secluded Austrian base.

STATISTICS:

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

Health: 80

Karma: 42

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Terrance "Terry" Sorenson**Occupation:** Criminal**Identity:** Known to police**Legal Status:** U.S. Citizen**Place of Birth:** New York, New York**Marital Status:** Single**Known Relatives:** Dr. David Sorenson (father, deceased), Dr. Margay Sorenson (mother)**Base of Operations:** New York City**Past Group Affiliations:** None**Present Group Affiliations:**

KNOWN POWERS:

Body Armor: Equinox's altered and condensed body tissue grants him Excellent (20) resistance to physical damage, and Good (10) resistance to energy damage.

Thermodynamic Flux: Equinox's body is in a constant state of thermodynamic flux. Theoretically, his body is constantly absorbing and expelling heat in massive amounts, resulting in coruscating flame and ice over his body. While his torso is covered with flames, Equinox fires bolts of ice from his hands; the flames show that he is absorbing the heat around him to reflexively create ice. When covered in ice, he fires bolts of fire; he is expelling all the heat within his body through his flame blasts. The thermal changes grant him the following powers:

Flame/Ice Corona: The rippling fire and ice coverings that appear during Equinox's thermal changes grant him CL1000 resistance to fire/heat and ice/cold attacks. He is not resistant to the physical effects of solid ice (such as loss of traction), but normal temperatures and hot and cold energy attacks have little effect on him. However, if attacked by Excellent or greater Intensity fire or ice simultaneously, Equinox's thermodynamic energy erupts in a Remarkable force explosion that affects everything in Equinox's area. The flame corona melts any material in contact with it of less than Excellent Material Strength.

Fire & Ice Generation: Equinox generates Remarkable Intensity fire and ice



with a range of two areas. The only power stunts Equinox has are to use ice to create slides and entangle foes.

Equipment:

Shielding Suit: Equinox formerly wore a "protective shielding suit" made of an unknown metal. Presumably, this full-body suit contained and controlled Equinox's temperature fluxes and thus kept him mentally stable. The only times Equinox is capable of firing both fire and ice at once is while wearing this suit. The suit is made of Good rank material but does not grant more protection from attacks.

Talents: None known.

Contacts: Though Terry has attacked his mother on numerous occasions, she is still working on a cure for his condition and he could count on her for help if he were willing to accept it.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Equinox generally acts like a typical, megalomaniacal supervillain, lashing out forcefully at anything in his path. He is in his late teens or early twenties, and he is becoming insane. His speech patterns frequently switch from a sophisticated adult to a slang-using teenager. Early in his career as Equinox, Terry simply wanted to be cured of his condition. His constant changes affected his mind, and he became cruel, vindictive, and generally hostile. Any frustrations are attacked with ferocity, including his mother's attempts to cure him.

HISTORY:

Equinox was born Terrance "Terry" Sorenson, the son of Drs. David and Margay Sorenson. While Terry grew up, his mother became a famous figure in the natural science division at Brad College in New York. His father, however, did not gain the same fame his wife did, due to his unconventional theories on thermodynamics. He began taking out his frustrations on his wife, physically abusing her. Margay soon left her husband and son to escape the abuse.

David began drinking in his basement lab, its confines filled with makeshift computers and jury-rigged systems to test his theories. Margay returned in

time to see an entire wall of the house shatter from an explosion. Making their way to the basement, Terry and Margay found the lab engulfed in flames and David pinned under fallen equipment, his leg broken. Terry rushed to help his father when unidentified energy beams erupted from damaged equipment. The energy killed David and transformed Terry into Equinox.

Dr. Sorenson took a leave of absence to care for her son and to search for a cure for his condition. She had to reconstruct David's notes and taught herself a new physical science from the ground up. One of her early attempts to cure Terry was the creation of his "protective shielding suit." But soon her money reserves ran out, and Terry began to steal the equipment they needed for his cure.

The Human Torch was inspecting Faversham's Jewelry Store when he found a patch of ice that hadn't melted in the heat of the day. The Torch was blindsided by an ice bolt, and his assailant escaped.

Acting on the evidence he'd gathered, the Torch confronted Iceman, convinced he'd been the one who robbed Faversham's store. After a minor battle between the Torch and Iceman was broken up by the original X-Men, the pair teamed up to solve the mystery.

Returning to the jewelry store, they arrived to see a blast demolish one wall of the store. Entering the hole, they found its edges were hot and smooth, as if someone had melted through the wall. In the darkened store, the two heroes were simultaneously hit by bolts of fire and ice fired by Equinox.

As Equinox attempted to flee with a package of stolen goods, Iceman felled him with an ice blast that tore his protective suit. Apparently, the suit regulated Terry's temperature changes and the tear canceled this property of the suit. As his temperature changes returned, the changes caused him to become more aggressive and hostile.

Equinox managed to escape with his package, but the two heroes caught up with him later. Simultaneously firing blasts of ice and fire, Iceman and Torch hit Equinox "at the precise moment of his molecular change." This temporarily halted Equinox's internal fluctuations, and his stored excess energy caused an explosion. All that remained was a crater in the street leading to the sewers. Equinox was presumed dead, but he had actually escaped through the sewers to safety.

Months later, Spider-Man was attacked over the Queensborough Bridge by a blast of fire that changed to ice as it

traveled toward him. The blast of fire/ice was spotted from a nearby apartment by Hank and Janet Pym, a.k.a. Yellowjacket and the Wasp. Yellowjacket rescued the unconscious Spider-Man from the East River, and brought him home.

Equinox soon attacked the trio at the apartment. The battle destroyed much of the Pym's penthouse, and the resulting rubble and commotion caused a traffic jam on the streets below. Yellowjacket used his disrupter stings to blast Equinox out the window. The Thermodynamic Man created an ice slide to break his fall and brought the fight down to the street.

As the heroes pursued Equinox and continued the battle, Dr. Sorenson arrived with her latest invention, intending to stop Terry's rampage. Equinox responded by throwing a car at her in an attempt to kill her. She was pulled from its path by Spider-Man, but its gas tank exploded and the Wasp was knocked unconscious from the blast.

Fighting Equinox alone, Yellowjacket moved the fight away from the traffic and his injured wife. Equinox blasted a fuel truck with a fire blast, and the truck exploded. Equinox survived, but it appeared that Yellowjacket had died in the explosion.

Dr. Sorenson used her thermic stabilizer gun in an attempt to cure Equinox, but the gun had no effect on him. The heroes and the doctor went to the Baxter Building to use the Fantastic Four's laboratory to attempt to discover a better cure for Equinox.

Spider-Man managed to jury-rig Dr. Sorenson's gun with a harness to increase the effectiveness of the thermic stabilizing energy. Equinox attacked the lab (with no resistance from the disabled security systems) and was on the verge of defeating Spider-Man when Yellowjacket appeared.

Yellowjacket's "death" and reappearance caused the Wasp to produce adrenalin, the final ingredient needed to complete some adaptations Yellowjacket had made to her powers. These events triggered her increased powers, a birthday present from her husband, and she used her more powerful "wasp's sting" to nearly knock out Equinox. Yellowjacket placed the stabilizer harness on the stunned Equinox, which temporarily neutralized his powers.

Equinox was last seen being taken to police headquarters by the Pym's and his mother. It has been a number of years in Marvel time since he has been seen, cured or not. Equinox's current condition and whereabouts are unknown.

STATISTICS:

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

Health: 130

Karma: 56

Resources: PR(4)

Popularity: -5

BACKGROUND:

Real Name: Maria

Occupation: Former Morlock

Legal Status: American citizen

Identity: Secret

Place of Birth: Probably New York City

Marital Status: Single

Known Relatives: Thornn (older sister, real name Lucia)

Base of Operations: Abandoned Sentinel base in the Adirondack Mountains

Past Group Affiliations: Morlocks, X-Force

Present Group Affiliations:

KNOWN POWERS:

Feral's powers stem from her mutant feline body which gives her catlike agility, animalistic sensory perceptions, and superior fighting instincts.

Claws and Teeth: Her claws are made of Good material, and inflict Good Edged Weapon damage. If Feral's arms were restrained, she could still use her fangs to bite for Typical damage. Her claws also enable her to climb trees or cliffs with ease.

Enhanced Senses: Feral has animal-level sensory perceptions, giving her Amazing sight, hearing, and sense of smell.

Night Vision: Feral has the catlike ability to see clearly in anything but total darkness.

Leaping: She can leap with Incredible (40) ability.

Prehensile Tail: Feral can grapple an object or opponent with her tail at Good Strength.

Tracking Ability: Feral has Incredible tracking ability.

Talents: Feral is skilled in Acrobatics and, like the proverbial cat, she always lands on her feet, giving her the Tumbling talent. She's also practiced in Wrestling.

Contacts: Besides X-Force, Feral has relatives and contacts among the Morlocks (possibly even some who don't want to kill her).



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Feral's nature is similar to a house cat: when she's relaxed, Feral is playful and eager for affection and approval, but she's also capable of hair-trigger violence when rubbed the wrong way.

In battle, it seems likely that her primate mammal brain becomes dominant; Feral begins to operate totally on instinct, thinking of opponents as prey and imagining them as animals to be hunted rather than real people.

She has a slight inferiority complex as a result of being tormented and forced to hide from her older sister Thornn. She is eager to prove to herself that she isn't a coward. As a result, Feral is the consummate berserker, lacking any of Wolverine's civilizing Samurai code. She won't always try to kill her enemies, but has a bloodthirsty sense of humor and is fond of nasty moves like ripping out her foe's tongue ("Cat got your tongue?") with her claws. In a "friendly game" of tag between her and Shatterstar, she nearly disemboweled her teammate Cannonball when he tried to calm her down. Sam should have known better—as anyone who has interfered in a cat-fight knows, this is a sure way to get scratched!

Outside of battle, Feral likes to sneak around, watching her teammates, and flirting with any handsome male heroes who share her taste in mayhem, especially Shatterstar (who she affectionately refers to by derivative nicknames such as "Shaggybuns"). Unlike many mutants, Feral seems to revel in her inhuman nature and appearance: she's proud of her looks and powers, and is fond of idioms like "in the fur" and "to the bone" that emphasize her feline nature.

HISTORY:

Feral is a former member of the

Morlocks, outcast mutants living in the tunnels under New York city. Since she was a baby, Feral was pushed around by her sister Thornn, who carried a grudge against her. Her early years were an endless nightmare of running and hiding from her sister mixed with the harsh day-to-day realities of survival as an outcast mutant. Her entire life has been a constant fight for survival on the most basic level.

Feral survived the Mutant Massacre which was perpetrated by Mr. Sinister's Marauders and the ouster of Callisto by the malevolent Masque. But when Masque attempted to form an army of mutant morlocks to attack the surface dwellers, Feral demurred, believing this was asking for suicide. When she refused to join Masque's "army," Feral was marked for death by the Morlock leader.

She fled to X-Force seeking allies against the pursuing Morlocks. Arriving the same day as Warpath and Shatterstar, she spied on X-Force and decided she liked their style. Seeing how Cable accepted Warpath, she made a similar pitch for adoption into their "family." In return for X-Force protecting her from the Morlocks, she would join Cable's war. Cable agreed, and she became a member of X-Force.

Feral's first mission took her against the Mutant Liberation Force, where she inflicted serious injury on Stryfe and other MLF members before being reigned-in by Cable. Soon after, she found herself battling Harness and Piecemmeal, Juggernaut and Black Tom Cassidy. The constant fighting and Cable's attempt to restrain her bloodlust finally resulted in Feral snapping: she eviscerated Cannonball during routine training maneuvers. Although Cable was inclined to forgive and forget, this led to increasing tensions between herself and the rest of the team, especially Boom-Boom.

When the Morlocks teamed up with the Brotherhood of Evil Mutants, Feral faced her sister Thornn in what she hoped would be a chance to pay her back for her childhood torments. Instead, Thornn defeated her once again before Feral and X-Force defeated the Morlock/Brotherhood alliance by killing Sauron and Masque. Thornn was sent back to the Morlocks in defeat, and they pledged not to attack X-Force again.

Humiliated by her sister and distrusted by her fellow teammates, Feral's life just doesn't seem to be coming together very well. Her savage temper has driven a wedge between her and her comrades, and her time with the team may be short indeed.

STATISTICS:

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

Health: 72

Karma: 18

Resources: TY(6)

Popularity: -5

BACKGROUND:

Real Name: Broxtel (last name)

Occupation: Former Stark International custodian turned enforcer for crime-boss Philippe Bazin

Identity: Secret

Legal Status: Criminal, serving time in jail

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Bazin Crime Family

Present Group Affiliations:

KNOWN POWERS:

All of Broxtel's superhuman powers are derived from the Firebrand costume he wears.

Equipment:

Body Armor: Firebrand's costume provides him with Remarkable protection versus physical attack, Good resistance to energy attacks, and Monstrous resistance to heat and fire.

Exoskeleton: Micro-circuited servomotors within his costume increase Broxtel's Strength to the level in the above statistics. Without his armor, Broxtel's Strength drops to Good, with appropriate reduction of Health.

Pyronic Abilities: Firebrand's primary weapons are his wrist mounted flame projectors. Fired independently, each of these units can project a chemical flame of Monstrous Intensity. (Attacking separate targets in the same round is considered multiple combat actions and would require a yellow result on a pre-action Agility FEAT. If successful, both attacks are made at -1CS. Failure indicates only one attack can be made at -3CS). Both throwers fired in concert increases the flames' Intensity to Unearthly (as this attack is made against a single target, it is not considered a multiple combat action). A network of smaller projectors located throughout his suit allows Firebrand to emit fire from any portion of his



costume. By igniting his entire costume at once Firebrand can create a heat blast of Amazing Intensity which affects all characters in a one area range. This projected heat causes discomfort and all FEATs in the affected area are at -1CS.

Flight: Firebrand flies by means of thermal jet devices in his boots.

Limitation: Should Firebrand be hit with a flame-based attack in excess of Monstrous Intensity there is a 50% chance of his costume shorting-out. Should this happen, Firebrand loses all his powers until his suit can be repaired.

Talents: Broxtel possesses petty criminal skills including extortion.

Contacts: Any contacts he had with Philippe Bazin or his criminal organization would have been irreparably damaged when it was discovered he was skimming his collections.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Broxtel proves the old axiom, there is no honor among thieves. He stole the plans for the Firebrand armor he wears while working as a janitor at Stark International. He then used the armor to extort money from a city official on behalf of crime-boss Philippe Bazin, after which he tried to steal the money he had extorted. Broxtel is intent on making a name for himself as the new Firebrand and is willing to kill to do it. Though he seems to enjoy using his powers and feels his costume worth the investment, he views superhuman powers as a means to an end, a shortcut to success. He feels money is the measure of true power and greed is his major motivation.

HISTORY:

At one time Broxtel was a member of the custodial staff of one of Stark International's think tanks. Working nights, and beneath the notice of the professional personnel, Broxtel was able to access the S.I. computer files and stole the plans for the Firebrand armor. It has yet to be revealed who actually constructed this suit of Firebrand armor for Broxtel, but it would likely have been a contract job of Justin Hammer's organization or the Tinkerer. It is also unclear who financed its construction, but it may have been crime-boss Philippe Bazin, who hired Broxtel to work as an extortionist in his crime family. One of Broxtel's first assignments was to extort money from the city official who ran the homeless shelter in the Poseidon Hotel, a man named Munson. The hotel was in Bazin's territory and even the city can't operate there without paying their dues to the crime-lord. Munson paid the money to Broxtel as ordered but Broxtel never turned it over to Bazin. Thinking Munson had refused to pay, Bazin ordered Broxtel to make an example of him. Broxtel decided to carry out these orders on the night which the Daily Bugle was sponsoring a charity ball at the Poseidon. Wearing his Firebrand armor for the first time, Broxtel killed Munson (conveniently covering his own tracks) and set fire to the hotel. Most of the people attending the fund raiser escaped, but the staff of the Daily Bugle, who were on stage when the fire broke out, and a few other guests were trapped inside the inferno. Luckily the Bugle staff kept their wits about them and pulled together long enough for our friendly neighborhood Spider-Man to return from the bowels of the building, along with a super-humanly strong Morlock named Ent, and rescue them. Meanwhile, outside the hotel, Firebrand was engaged in battle with the superhuman adventurers, Cloak and Dagger. Eventually, Cloak and Dagger decided to allow Firebrand to escape with his extorted money and concentrate their efforts on aiding the victims of the fire. Just as Firebrand was about to make good his escape, however, Spider-Man entered the fray. In a tactic which displayed both cunning and agility, Spider-Man caused Firebrand to turn both his chemical flame projectors on himself, shorting out his costume and rendering him completely helpless. Firebrand is currently in police custody.

Project: Earth is a group of radical environmentalists dedicated to the protection of the world's ecosystem through violence and deceit. To help them achieve this goal, Project: Earth hired four super-powered malcontents and formed them into Force of Nature, defenders of the Earth.

Although none of the villains had any personal interest in saving the planet, they were all eager to join Project: Earth's terrorist strike force. Project: Earth gave them the chance to beat up people and destroy property for money, while appearing to be noble heroes. Their names reflect their lack of ecological consciousness: Aqueduct, Terraformer, Skybreaker—all symbolize man's molding and destruction of elemental forces, rather than an attempt to live in harmony with nature.

When the New Warriors began investigating Project: Earth, Force of Nature was assigned to capture them. While the Force's initial ambush was successful, this band of third-rate villains proved to be no match for the New Warriors in open battle. Project: Earth was discredited, and three of Force of Nature's members were captured and turned over to the Brazilian authorities, and one—Terraformer—lost his corporeal body. But despite their defeat, Force of Nature were more successful as a group than they had been as individuals, and Project: Earth soon arranged for their re-

lease. It seems likely the world has not seen the last of them.

AQUEDUCT

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: -10

BACKGROUND:

Real Name: Peter van Zante

Occupation: Former soldier, now a criminal mercenary

Legal Status: American citizen with criminal record

Other Known Aliases: Water Wizard

Identity: Secret

Place of Birth: Chicago, Illinois

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: One-time operative of Enforcer, Moondark and Justin Hammer; member of Force of Nature

Present Group Affiliations:

KNOWN POWERS:

Water Control Aqueduct has the Incredible ability to control and shape water and other liquids, such as oil, and can manipulate tens of thousands of gallons at a time. He has a range of 4 areas and has mastered the following Power Stunts:

- Direct a firehose-like jet of water with a range of 1 area that does Incredible Blunt damage.

- Create monsters or humanoid servants of Amazing Health and abilities out of water or oil (this requires about 5 gallons of liquid per point of Health).

- Suck moisture out of a victim, reducing him to a dehydrated husk. This does Good damage each turn to living beings and has a range of two areas. The victim gets an Endurance FEAT each turn against the Intensity of the attack to avoid taking damage. Aqueduct must concentrate continuously to use this power.

- Create boxing-gloves of solidified water that allow him to punch with +2 CS to Strength.

- Flight on a surfboard made of water at Remarkable speed. He will often use his speed to make Charging attacks.

Talents: Aqueduct received standard military training before serving in Vietnam.

Contacts: Aside from Project: Earth, Aqueduct has numerous criminal contacts on the West Coast and in the Midwest.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

A habitual criminal, Aqueduct is a greedy mercenary who enjoys causing pain and destruction, often laughing and joking as he does so. However, he also has a keen sense of self-preservation, and is not above running from a fight or even cooperating with superheroes or the law if it will keep his skin intact.

HISTORY:

As an American soldier fighting in Vietnam, Peter van Zante was badly wounded by a North Vietnamese rocket attack. He was evacuated to a hospital ship where he was placed in an experimental life support unit. While he lay in the life support system, a violent storm raged around the vessel. The ship was struck by lightning, and the power surge interacted with his metabolism, healing his wounds, and also giving him the ability to mentally control water.

After years of covert practice, van Zante was approached by a criminal named the Mole who convinced him to become his partner on the West Coast. Van Zante took the name Water Wizard, and made his reputation with a successful million-dollar robbery.

He was soon was contacted by the L.A. crime boss known as the Enforcer, who embroiled him in a feud with Johnny Blaze, the first Ghost Rider. After a series of defeats by Ghost Rider, and some small-time crime, Water Wizard ditched the Enforcer and fled to Chicago, where he joined the sorcerer Moondark in another futile attack against Ghost Rider. This time, Water Wizard was so seriously burned by the Ghost Rider's mystic fires that he went into shock and was placed in a mental institution.

Ironically, it was Ghost Rider who freed him, in return for van Zante's promise to help a town ravaged by drought. He helped Ghost Rider, but was then kidnapped by Arabian criminals, who wanted him to attack rival oil companies. By this time, Water Wizard had discovered he could manipulate other liquids than water, and he used his powers to create huge monsters out of oil to terrorize his victims.

The Arabian Knight and Ghost Rider

put an end to the Saudi Arabian scheme, but as van Zante was being extradited to America, he was freed from custody by the criminal mastermind Justin Hammer. Hammer wanted van Zante to be part of a raid on one of Iron Man's installations. Van Zante had little stomach for fighting Iron Man, and he fled during the battle, much to Hammer's displeasure.

Water Wizard returned to the United States and lay low for some time to avoid both Hammer and the law. He considered a return to crime, but barely escaped death at the hands of the criminal-killer Scourge. This encounter left him shaken enough that he surrendered to Captain America.

When he got out of jail, Water Wizard was recruited by Project: Earth, taking the new name Aqueduct. Perhaps recalling his previous attacks on oil companies, he has settled happily into his new role as an ecological terrorist.

SKYBREAKER

STATISTICS:

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

Health: 80

Karma: 30

Resources: GD (10)

Popularity: -10

BACKGROUND:

Real Name: Aireo

Occupation: Former perimeter patrolman of Attilan; former revolutionary, now criminal mercenary

Legal Status: Renegade citizen of Attilan

Identity: Existence not generally known to the people of Earth

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Inhumans, Force of Nature

Present Group Affiliations:

KNOWN POWERS:

Air Control: Skybreaker possesses the Incredible ability to control air and generate winds. Skybreaker's winds and other attacks do not appear to emanate from him, allowing him to attack without giving away his position.

Skybreaker has mastered the following Power Stunts:

- Generate winds of Incredible Strength.

- Use air as a distance weapon, smashing targets with Incredible Blunt damage and range, although the damage is stopped automatically by any kind of force field.

- Flight at Incredible speed, leaving a misty vapor trail.

- Remove the air from a person's lungs to do Good damage each turn to air-breathing beings. The victim gets an Endurance FEAT to resist; if he fails, he loses his next turn (he's choking). If he gets a green result, he takes the damage but can still act. If he gets a yellow or red result, he takes no damage. Skybreaker must concentrate continuously to inflict this damage.

Talents: Bilingual (English and Titan).

Contacts: Skybreaker has contacts with Project: Earth and among the Inhumans.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Skybreaker is relaxed in battle, preferring to act as if his enemies are beneath his notice. He uses his power invisibly at a distance instead of engaging in brutal slugfests. His speech is refined, but Skybreaker's manner is arrogant and insulting. He prefers to be called "master." He revels in the destruction of human lives and property. Although an Inhuman, he has contempt for their royal family, whom he considers stupid and weak + almost as bad as the despised humans!

HISTORY:

Aireo underwent exposure to the Terri-gen mists soon after birth, giving him his superhuman powers. Initially, these consisted only of the ability to fly, but over the years his powers have increased.

As an adult, Aireo's flight powers enabled him to take on the prestigious job of perimeter patrolman for Attilan. However, he betrayed those who trusted him and joined the rebel Maximus in the coup and civil war that gave Maximus control of Attilan.

After Maximus was defeated, Aireo joined him in exile, supporting Maximus during one of his further attempts to disrupt Black Bolt's rule. Since Maximus's last defeat, Aireo has nursed his hatred for the current royal family and avoided any further contact with his fellow Inhumans. Although he does not enjoy the company of normal humans, he decided to accept Project: Earth's offer and join Force of Nature. After all, he had nowhere else to go . . .

TERRAFORMER

STATISTICS:

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

Health: 46

Karma: 16

Resources: PR (4)

Popularity: -10

BACKGROUND:

Real Name: Unknown

Occupation: Mercenary super-villain

Legal Status:

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Samuel Smithers, (Plant Man), his creator

Base of Operations: Mobile

Past Group Affiliations: Force of Nature

Present Group Affiliations:

KNOWN POWERS:

Terraformer is a being of sentient vegetation created by the Plant Man.

Plant Body: As a being of animated vegetation, Terraformer does not need to eat, existing quite happily on water and sunlight. He can assume humanoid or plant-form.

Plant Control: Terraformer has the Remarkable ability to psionically control plants. He has mastered these power stunts:

- Animating vines with Remarkable rank Agility which can act as entangling or choking ropes with Remarkable Material Strength.

- Command trees to move and attack with Remarkable Health, Strength and Body Armor.

Limitations: Terraformer's body is dehydrated by microwave attacks. If he suffers a Stun or Kill result from a

microwave-based attack, or is reduced to 0 Endurance by such an attack, he can no longer maintain humanoid form and collapses into a harmless plant-form for 1d10 days.

Talents: None known.

Contacts: Project: Earth. Whether or not Terraformer retains any contact with the Plant Man is unknown.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Terraformer is contemptuous of humans, even his fellow members of Force of Nature. He has no sense of humor and takes any jokes literally. He sometimes uses the name "Sam," probably in commemoration or mockery of his creator.

HISTORY:

According to Omar Barrenos, Terraformer was a vegetable being who was animated by the Plant Man's gun. Why he attained free-will and the other creations of the Plant Man did not is a mystery. It may be that Barrenos is mistaken about Terraformer's origin, and that he is actually related to the Hythri plant creatures.

Terraformer was recruited by Project: Earth for Force of Nature for their Amazon operation. While battling Firestar, he was struck by her microwave blast and dehydrated. When last seen, he had reverted to an inanimate plant form.

FIREWALL

STATISTICS:

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

Health: 42

Karma: 26

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Min Li Ng

Occupation: Mercenary villain

Legal Status: Cambodian citizen

Identity: Secret

Place of Birth: Cambodia

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Force of Nature, the Folding Circle

Present Group Affiliations:

KNOWN POWERS:

Fire-Generation: Firewall possesses Remarkable rank Fire Generation enabling her to set fire to targets, inflicting Remarkable energy damage at Power Rank range. She has also mastered the following Power Stunts:

- Maintain a flaming shield around her that melts normal bullets fired against her (Excellent rank Body Armor vs. bullets and projectiles).

- Project heat at Excellent rank range around her that causes discomfort and a -1 CS on all FEATS in the area of effect.

- Flight at Good speed.

- Radiate fire over an entire area, inflicting Excellent energy damage to everyone in the area and adjacent areas except herself.

Talents: Firewall is bilingual (English and Cambodian). She has no other known talents.

Contacts: Her only known contacts are Project: Earth and the Folding Circle.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Firewall is calm, ruthless, and self-assured. As a result of her experiences in Cambodia, she has little liking for Americans, referring to them as pigs.

Much of her history remains an enigma even to herself, and she is curious about who she is and where she came from.

HISTORY:

During the Vietnam War, the American military mounted an attack on Viet Cong base in Cambodia using an experimental napalm compound. Min Li Ng was caught in the attack, the effects of which radically altered her body, giving her super-powers. She took the name Firewall and joined Force of Nature, working as field operative.

After her first operation with Force of Nature, Firewall was recruited by a supervillain group known as the Folding Circle. When the Circle offered to help her discover her past, she left Project: Earth to join them.

OMAR BARRENOS

STATISTICS:

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

Health: 18

Karma: 22

Resources: RM(30)

Popularity: 5

BACKGROUND:

Real Name: Omar Barrenos

Occupation: Environmentalist

Legal Status: Brazilian citizen

Identity: Public

Place of Birth: Brazil

Marital Status: Unknown

Known Relatives: None

Base of Operations: Geneva, Switzerland

Past Group Affiliations: Project: Earth

Present Group Affiliations:

KNOWN POWERS:

None.

Equipment:

Omar carries an automatic pistol (Good damage, 8 shots), which he does not hesitate to use.

Talents: Guns, Leadership.

Contacts: Barrenos has criminal contacts sufficient to enable him to hire a team of super-villains, as well as contacts within world environmental organizations.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Omar Barrenos is an example of a man driven to villainy through fanatical dedication to a worthy cause. He is committed to the goal of saving the planet's environment at any cost. So far, Omar has been primarily focused on the threat posed to the Amazon rain forest by developers, but his organization is also involved in other environmental issues. He has convinced himself that murder, treachery, and deceit are justified if they will further his ecological agenda.

Omar is an articulate, educated man, a careful schemer who is calm and rational rather than a raving lunatic. He is also an internationalist, having nothing but contempt for the governments of the world. As he puts it, "I am of the world, and we fight for the entire planet."

Although he will use a gun if he is attacked or he feels murder is necessary for the cause, Omar Barrenos would rather enlist the support of superbeings than fight them.

HISTORY:

Omar was the founder of the powerful international environmental activist group known as Project: Earth. He gathered together a diverse group of like-minded talented individuals to form the group's administrative council: Muan Ho, a

Hong Kong venture capitalist and the money behind the operation; Sasha Yamir, an Israeli political scientist; Michael Shauneghann, a military strategist; and Madeline Naylor Baldwin (mother of the hero Speedball), a famous American actress. With their help, he assembled Force of Nature to act as Project: Earth's personal super-team.

In a recent operation against developers in the Amazon rain forest, Omar had Project: Earth's inner circle fake their own kidnapping by pro-development forces in order to discredit the Amazon developers and drum up sympathy for their cause. But the New Warriors arrived to investigate the disappearance of Madeline and were captured by Force of Nature. Omar tried to persuade the New Warriors to join forces with him, but they remained unswayed by his rhetoric. When he failed to convince them, Force of Nature began attacking the developers anyway, and the New Warriors quickly defeated them.

To salvage the situation, Omar decided to kill Madeline Baldwin himself, hoping to make it look like one of the developer's guards had done it. His plan was to create a martyr for "mother earth." Speedball saved Madeline's life, but Omar and the remaining chief administrators of Project: Earth were able to escape into the jungle during the confusion.

Unbroken by defeat, Omar returned to Switzerland to plan Project: Earth's next operation.

STATISTICS:

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

Health: 130

Karma: 70

Resources: RM(30)

Popularity:

BACKGROUND:

Real Name: It is unclear if Rahael Sabitini is the Foreigner's real name or one of many aliases.

Occupation: Master Assassin

Identity: Though Rahael Sabitini is publicly known to be the Foreigner, most people think he is in the import/export business.

Legal Status: Unrevealed

Place of Birth: Unrevealed

Marital Status: Divorced

Known Relatives: Silver Sable (ex-wife)

Base of Operations: Mobile

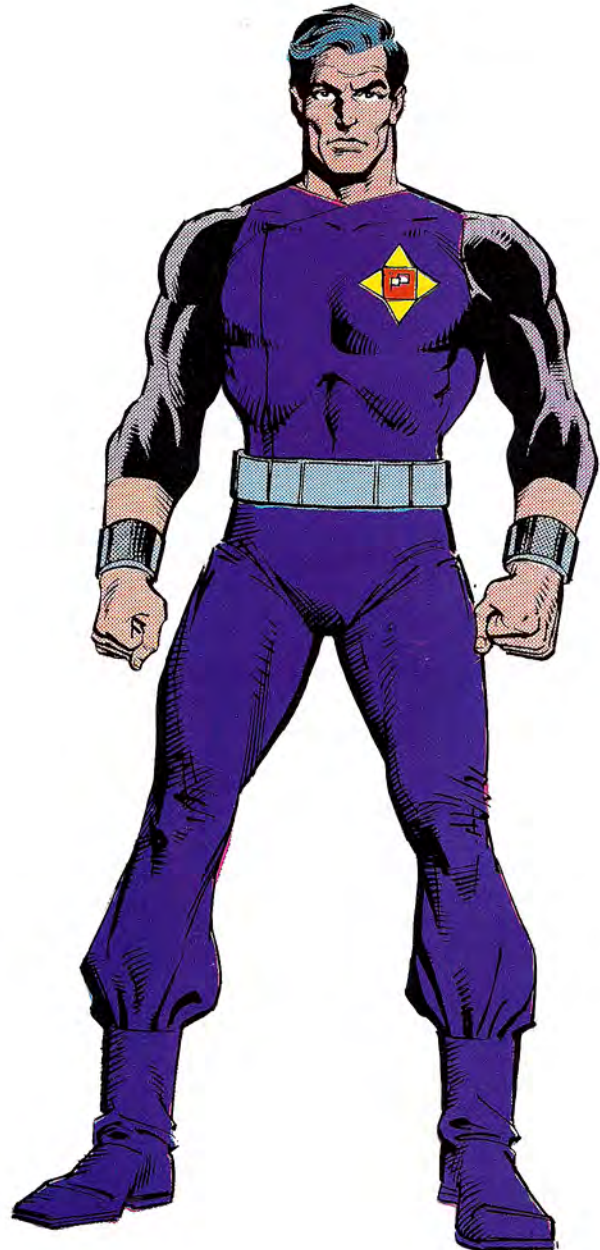
Past Group Affiliations: Leader of his own organization which trains assassins

Present Group Affiliations:

KNOWN POWERS:

Hypnosis: If Foreigner makes eye contact with an opponent, he can cause them to "black-out" for up to three rounds. During this period, his opponent will be unable to act and will be unaware of what is going on around him. This hypnotic trance will always last for three rounds unless its victim is attacked during that period. Any attack will instantly break the trance. While his victim is under, Foreigner can gain the advantage for Blindsiding (+2CS to hit), aiming (+1CS to hit), or Point Blank range (+3CS) attacks, or any other applicable tactic. Resisting the effect of Foreigner's hypnosis is impossible for targets who have a Psyche rank lower than his own. Targets of equal Psyche can resist on a yellow FEAT roll, and those with mental powers or some sort of psionic screening can resist on a green result. Foreigner cannot hypnotize a person with a higher Psyche than his own. Foreigner may be able to affect a group of people with his hypnotic powers, provided all are in line of sight and looking at his eyes.

Talents: Foreigner has Disguise, Acting, and Detective/Espionage talents. His hypnosis ability may even be more attributable to training than an actual power, but this has not been confirmed.



As a master assassin, the Foreigner is trained in both Sharp and Blunt Weapons, and is a Weapons Specialist with hand guns and rifles (+2CS to hit, +1 to initiative when using them) and a marksman (does not suffer penalty from range). Some of his fighting skills include Martial Arts C (his Strength for the purposes of Wrestling damage and escaping is considered Remarkable and his Agility Amazing for dodging), thrown objects (+1CS with exploding teeth), and tumbling. Foreigner is schooled in the pressure points of the human body. On any red result in Slugfest, he is considered to have struck on of these pressure points and his victim is unable to move for one round. Endurance FEATs versus the effects of one of these nerve punches are made at -1CS.

Contacts: Foreigner's butler is a man known as J.D. J.D. performs various services for Foreigner from fetching drinks to delivering weapons. Foreigner is very well-connected in the underworld and on the black market. He could definitely get his hands on most conventional illegal weapons, machine pistols, flame throwers and the like.

ROLE-PLAYING NOTES:

Though a master assassin in the business of training assassins, Foreigner despises brutality. He enjoys the good life and there is an air of sophistication about him. He has a weakness for women with silver blonde hair.

HISTORY:

Though a great deal of the Foreigner's past is still shrouded in mystery, it is known that he was once married to the Silver Sable. The nature of their present relationship is such that, on at least one occasion, Sable was willing to set aside their personal "death feud" to aid her ex-husband. The exact nature and extent of Foreigner's criminal organization has not been fully revealed. At one time, he was known to operate an import and export business under both the names Rahael Sabitini and Foreigner. Whether this business was largely just a front used in his plan to frame Spider-Man or if it is still in operation as a legitimate business maintaining offices in New York City is unknown.

Sabitini first met Spider-Man, accompanied by his then partner the Black Cat, at the New York offices of his import/export business. The Black Cat, who admitted to knowing the Foreigner but would not go into details of when they had met, set up this meeting because

she felt that he may have had some information as to who was trying to kill the two crime fighters. Not that there was anything underhanded about the Foreigner's business, but he did come in contact with a lot of shady characters. Though Sabitini's public image was actually that of a rich jet setter whose life style was supported by trafficking in legitimate merchandise, after a rather bizarre entrance, he was able to give the crime fighters the lead they were looking for. It seems, several days before, Foreigner had been approached by a small-time hood named Kirk Donoghue who was interested in purchasing some small arms and incendiary firepower. He needed this equipment to kill two costumed heroes, presumably Spider-Man and the Black Cat. His motive seemed to be a combination of revenge, as he had recently completed the brief prison sentence which he was given as a result of being captured by Spider-Man, and wanting to establish a reputation for his new costumed identity as "the Blaze." Though Sabitini had not provided him with these weapons as he "would never traffic in that sort of thing," he was aware that Blaze had obtained them from another supplier. Sabitini then arranged a meeting with Blaze which Spider-Man and the Black Cat kept in his stead.

In reality, Donoghue's weapons had been supplied by Foreigner, who was paying him \$10,000 to battle Spider-Man and the Black Cat with promise of a \$20,000 bonus for killing them. Donoghue had figured he was being set up, and realizing he would not be able to take out the two heroes, offered to let them by him out his contract for thirty grand. As added incentive, Donoghue had taken a hostage whom he said he would release as part of the deal. Spidey and the Cat would not go along with the deal and easily defeated Blaze and his hired goons. Unfortunately, the woman they had taken hostage had already been assaulted and murdered. Before Blaze had a chance to tell Spider-Man he had actually been hired by Foreigner, Lieutenant Kris Keating of NYPD showed up and took him into custody. Keating attributed his timely arrival to having been tipped off by a passerby who had seen the heroes entering the building. In reality, this was not Kris Keating at all, but Foreigner in disguise.

Disguised as Keating, Foreigner entered Donoghue's cell and killed him. He then tore the barred window from the wall and called for the guards. When the guard arrived, Keating/Foreigner told them that Spider-Man had kicked in the widow and knocked him unconscious.

When one of the guards discovered Donoghue was dead, Keating claimed it must have been a revenge hit because Blaze had tried to kill Spider-Man's girl friend. Thus Foreigner had achieved his original object—framing Spider-Man for murder. Foreigner felt that this would leave Spider-Man nowhere to turn but to his organization for protection.

When Spider-Man, now in his identity as Peter Parker, returned home, he overheard the Cat on the phone with Foreigner discussing how they had set him up. The Cat escaped out the window and Peter was unable to follow. Eventually, however, he did learn that Felicia was hiding out at Foreigner's apartment, information which Felicia intentionally leaked to Spider-Man. Spider-Man showed up and engaged the Foreigner in single combat. Foreigner, using his powers of hypnosis, was getting the better of Spider-Man until Spidey closed his eyes and used his spider sense rather than his vision to track the Foreigner's movements and time his approach. Foreigner left just before the police arrived and captured Spider-Man, still wanted for the murder of Donoghue. The Black Cat then gave the police photographs that proved Donoghue was actually murdered by Kris Keating. Her motive for doing this was to pay Spider-Man back in a twisted sort of way. She wanted to help him even though he hated her and did not want her help in much the same way as she had hated him when he saved her from Sabertooth when she did not want his help. The only problem was that somewhere along the way, while setting him up and pretending to fall in love with Spider-Man, she actually *had* fallen in love with him and pulling off the set-up did not feel as good as it should have. Also having double crossed Foreigner, she knew he would want to kill her, and she had to leave the country for awhile.

For his part, Foreigner had viewed the whole affair as much as a test of Felicia's loyalty as a way to get Spider-Man, and he supposed he would have to kill her when he got around to it. He actually regretted losing Keating more. He had killed the real Keating, who had no family nor anyone else close to him, several years before. Some two dozen men had impersonated him at one time or another, a sort of training assignment for new recruits to Foreigner's disguise corp. The Blaze killing, however, Foreigner had handled himself as he would not trust that to underlings. Foreigner was last seen at one of his hideaways in the company of his charming ex-wife, Silver Sable.

STATISTICS:

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

Health: 100

Karma: 50

Resources: AM(50)

Popularity: 50

BACKGROUND:

Real Name: Nicholas Joseph Fury

Occupation: Director of SHIELD

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

Identity: Public

Place of Birth: New York City

Marital Status: Single

Known Relatives: Jack (father, deceased), Dawn (sister), Jacob (alias Scorpio, brother, deceased)

Base of Operation: SHIELD Headquarters, NYC

Past Group Affiliations: Former Howling Commando, former U.S. Army Colonel, former Central Intelligence Agency official, Director of SHIELD

Present Group Affiliations:

KNOWN POWERS:

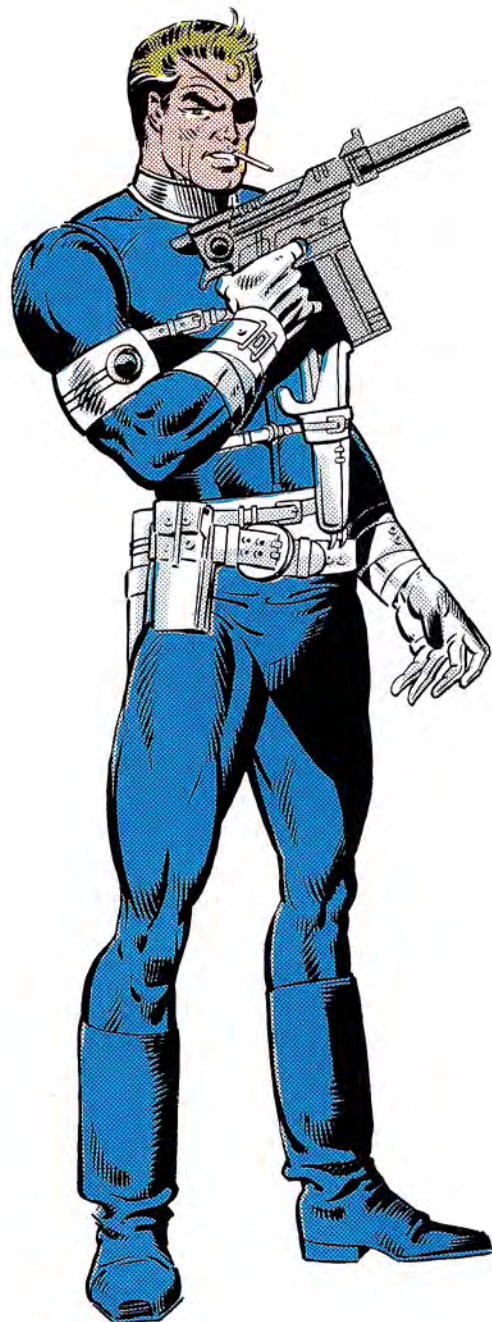
Retarded Aging: After many years of taking an age-retarding drug called the Infinity Formula, Fury's body now synthesizes the substance on its own. This drug in his system allows this man in his seventies to stay in peak physical condition for a man half that age.

Equipment:

Body Armor: Fury usually wears a bodysuit of protective Kevlar material, affording him Typical protection against physical and Force attacks and Poor protection against fire.

Weapons: Nick Fury has access to all conventional weapons listed in the *Basic Set Rule Book* and the *Advanced Set Players' Book*. In the past, Fury commonly used a custom-made needle pistol which fired a stream of sharp metallic slivers up to six areas for Excellent Edged damage. The gun contained enough slivers for 300 rounds, and the gun had Excellent material strength. He also has access to any and all SHIELD equipment and weaponry.

Talents: Fury possesses the Military, Leadership, Espionage, Piloting, Demolitions, and First Aid talents. Fury also has the Marksman skill with all conventional weapons, Wrestling, and Martial



Arts A, B, D, and E skills.

Contacts: Fury is the Director of SHIELD, an organization with Monstrous resources supported by the United Nations. He also has ties with the U.S. and British intelligence communities, and most Marvel heroes. Fury is close friends with Captain America and Mockingbird.

ROLE-PLAYING NOTES:

Fury is supremely confident in combat, taking charge in order to maximize the effectiveness of any fighting force. Fury is a proud man, and is of the highest integrity and honor. Quite independent, he prefers to solve problems without outside intervention. He's been through some rough periods, but has come through them even more determined and driven than before.

HISTORY:

Nicholas Joseph Fury was the eldest of three children born to the wife of a World War I pilot who died in the last year of the war. Fury was raised in the Hell's Kitchen section of New York City.

When the U.S. entered World War II at the end of 1941, Nick Fury volunteered for the U.S. Army. He underwent basic training at Fort Dix, under Sergeant Charles Bass. Sgt. Bass chose Fury to be an example to his company and used Fury as a scapegoat. This treatment only served to toughen Fury.

Soon after graduating basic training, Fury proved himself an outstanding soldier and quickly rose to the rank of Sergeant. Fury served with and led the "Howling Commandoes," a specially trained unit of soldiers whose daring actions across the European Theater of Operations were considered to be either incredibly brave or incredibly foolhardy.

On one mission in France, Fury was wounded and came under the care of Professor Berthold Sternberg, who first inoculated Fury with the Infinity Formula drug which Fury took for many years thereafter, and which his body now produces on its own.

It was also during World War II that Fury first encountered the man who would become his greatest nemesis: Baron Wolfgang Von Strucker. After suffering innumerable defeats at the hands of the Howling Commandoes, Adolf Hitler ordered Baron Strucker to seek out and humiliate Fury in such a way that would render Fury's and the Howling Commandoes' reputations worthless. Strucker then challenged Fury to personal combat on the island of Norse-

haven in the English Channel.

Fury accepted the offer and the two combatants met for the first time. Strucker offered a toast before the combat began, Fury accepted, and was drugged by a powerful sleeping pill Strucker had placed in his drink. Strucker soundly defeated Fury, took photos of the beaten man, and had them widely circulated amongst the Third Reich, scoring a tremendous propaganda victory.

Not long after, the Howlers encountered Strucker again, and this time Fury challenged Strucker to a duel. Strucker again tried to drug Fury by offering him a drugged drink. Fury refused, and easily bested Strucker in hand-to-hand combat. "Dum-Dum" Dugan took photos of Strucker's defeat and circulated them amongst the Allies.

Fury continued his active military service through the Korean War, during which the Howlers were reunited for one mission; to cross the 38th Parallel and destroy a North Korean MIG airfield. The successful achievement of this objective earned Fury a battlefield commission and 2nd Lieutenant's bars.

Performing espionage work for the French government of Viet Nam in the 1950s earned Fury promotions to the rank of Colonel, and to an eventual appointment to the Central Intelligence Agency. Fury remained with the CIA until he was approached by the Board of Directors of the newly-formed espionage agency, SHIELD (Supreme Headquarters International Espionage Law-Enforcement Division) and was offered the position of Director. Fury accepted.

Fury served the original incarnation of SHIELD both as administrative head and as field commander. His peerless leadership saw the organization through myriad crises and helped it rise to become the world's premier covert-operations agency. Fury and SHIELD thwarted numerous major threats to the world's freedom launched by such groups as Baron Strucker's creation HYDRA and Zodiac—headed at one time by Fury's brother, Jacob. Fury also assisted Earth's superheroes in cases, and SHIELD spearheaded Earth's defenses during the Dire Wraith invasion.

Fury's own integrity kept unethical covert operations by SHIELD to a minimum. Yet, any organization the size of SHIELD could not be controlled by any one man. As a result, members of SHIELD did, from time to time, act without Fury's consent or even knowledge. Most of these operations were directed either by rogue SHIELD regional directors or by subversives who had managed to infiltrate SHIELD's ranks.

Barbara Morse, a.k.a., Mockingbird, was instrumental in revealing and eliminating the corruption present in SHIELD.

Not long ago, the original SHIELD was dismantled after the "Deltite Affair" in which large portions of SHIELD's personnel were replaced with technologically advanced robots. Baron Strucker engineered the crippling compromise of his rival's organization, and international support for SHIELD was soon withdrawn. Fury retired from duty.

The United Nations soon realized that some international espionage agency was necessary and asked Fury to come out of retirement and head up SHIELD II. Fury accepted total control of the new SHIELD (Strategic Hazard Intervention, Espionage, and Logistics Directorate) being answerable only to the U.N. Security Council. The new SHIELD was to be a more tightly run organization, built with safeguards to prevent corruptions like those of the original. Fury first gathered a small cadre of agents and began to expand the agency.

SHIELD and Fury were both dealt severe blows when Baron Strucker was resurrected by his old compatriots and he reformed HYDRA. HYDRA replaced one of SHIELD's first graduating class of 1500 agents with an LMD with an explosive implanted in it. The explosive was detonated in SHIELD's New York City Central Office, destroying the building and killing all 1500 agents.

This, and subsequent actions against HYDRA, including the successful defeat of a HYDRA team attempting to recover a sunken Soviet nuclear-powered ice-breaker, and the hijacking and subsequent recovery of SHIELD's flying headquarters, the heli-carrier, drove Fury near to the brink of insanity. Fury subsequently recovered from this affliction with no permanent ill effects.

More recently, a conspiracy arose to prevent Fury from obtaining the Infinity Formula. Fury began to age rapidly. At his weakest, all of Fury's physical statistics were feeble. Fury's body soon began producing the drug on its own, however. Fury became young again and, with the aid of Deathlok, he put an end to the conspiracy. Fury now continues his battle against Strucker and HYDRA. He has also temporarily resigned his position as Director of SHIELD to "Dum-Dum" Dugan to take time to cope with the losses of the past few months.

STATISTICS:

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

Health: 80

Karma: 60

Resources: AM(50)

Popularity: 5

BACKGROUND:

Real Name: Last name Gideon; first name is unknown

Occupation: Industrialist

Legal Status: American citizen with no criminal record

Identity: Public, but his mutant abilities are secret

Place of Birth: Unknown

Marital Status: Presumably single

Known Relatives: Mother is deceased; Gideon may be related to the industrialist Thomas Gideon and Glorian

Base of Operations: Vail, Colorado

Past Group Affiliations: Upstarts

Present Group Affiliations:

KNOWN POWERS:

Superhuman Enhancement Assimilation: Gideon enjoys the mutant ability to copy superhuman genetic templates with Amazing Intensity at a range of one area (rather than by touch). He's good enough at this that he has developed Power Stunts that the original users had not yet considered—use his Power Rank to determine his chance to develop new Power Stunts. He has mastered the ability to absorb at least six powers at once and he can use all copied abilities simultaneously.

Equipment: Gideon has access to numerous technological devices thanks to his contacts and his own wealth. His office is connected to an extensive surveillance network, the I-SPY channel, which keeps him informed of activities of interest to him around the world. Gideon lives in a majestic mountaintop penthouse, the approaches to which are defended by a complex array of automated security systems, including hidden motion sensors, titanium alloy net-launchers (Remarkable Material Strength), and pop-up blasters (Excellent range and damage). His home boasts a danger room equipped with training robots, and has a genetics laboratory featuring power dampeners and scanners that enable him to hold superhumans harmlessly captive while he analyzes them.



Talents: A financial wizard, Gideon has the Business/Finance talent. He is also a trained martial artist, possessing Martial Art B.

Contacts: Gideon has connections with Advanced Idea Mechanics, the Taylor Foundation (and thus the New Warriors), GeneTech corporation, and the Toad. Recently he has been cultivating Roberto DaCosta (Sunspot) as a protege, giving him some influence over DaCosta's extensive corporate holdings.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

A cheerful, optimistic extrovert, Gideon has a suave manner, and is willing to talk first rather than fight. He has an eye for attractive women and possesses a cat-like curiosity. He is especially pleased when he can observe or duplicate an exotic new mutant power. As befits a master villain, he is calm and mannered at all times. He enjoys a good work-out, and does not hesitate to use his powers to teach interfering superheroes a lesson. His polite mask hides his innate sadism: he is utterly ruthless, considering normal humans mere cattle, and delights in torturing captive heroes for information.

Moral posturing on the part of self-proclaimed heroes is the only thing that angers him. Gideon revels in the corruption of innocence and the confusion of ends and means, and likes nothing better than to persuade heroes to do his dirty work for him. He believes that hero and villain, "good" and "evil" are mere words used to justify selfish actions. After all, history is written by the victor, not the vanquished!

HISTORY:

Little information is available on the background of the shadowy figure known as Gideon. He studied at Harvard, but was later expelled. He went on to build his company, Ophrah Industries, into a corporate giant, and intends to use his ever-growing financial power to dominate the world. Gideon has earned a reputation as a shark-like industrialist, whose ability to manage backstabbing corporate takeovers is legendary. So far his mutant abilities and criminal activities are not publicly known.

Gideon has been active in forging alliances between high-tech industrial consortiums like GeneTech and the Taylor Foundation with powerful mutants or secret organizations such as Advanced Idea Mechanics (A.I.M.). Along with the Toad, Gideon was a central figure behind A.I.M.'s recent scheme to recreate Proteus. He is also an important member of the mysterious group of power-seekers known as the Upstarts.

Gideon has recently devoted much of his energies to the corruption of Roberto Da Costa (Sunspot). He began by having one of his minions poison Da Costa's father, Emmanuel Da Costa, a rich industrialist who was Black Rook of the Hellfire Club. Having used a poison that made Emmanuel's death appear to be a heart attack, Gideon has positioned himself to act as Roberto's mentor as the young man comes to grips with his father's death and his new role as head of the Da Costa financial empire.

So far, Gideon has succeeded in winning Roberto's confidence, and has been devoting himself to training Da Costa in high finance, unarmed combat, and corporate double-dealing. Roberto has proved an apt pupil, and they have fought together against Black Tom Cassidy and Juggernaut (who attempted to muscle in on one of Gideon's stock buy-outs). As yet, Roberto remains unaware of Gideon's role in his father's death and has come to think of Gideon as a father-figure.

Until recently, Gideon kept his power secret, preferring to work behind the scenes rather than directly confront costumed heroes. However, the mask slipped when the New Warriors invaded his headquarters and discovered his links to the Taylor Foundation. Angered at this violation of his privacy, Gideon proceeded to soundly defeat them, in the process revealing both his mutant power and his sadistic temperament. Since he took the time to interrogate them and analyze their powers, Gideon now has a detailed knowledge of the New Warriors membership and abilities.

The original Proteus was the mutant child of Moira and Joe MacTaggart. A reality-warping energy vampire, he was isolated throughout his childhood, living a miserable life as Moira sought to cure him. Eventually he escaped, consuming body after body until Moira and the X-Men tracked him down. Using his vulnerability to metal, they destroyed him. As Proteus died, his life-energy was scattered across the globe.

Gideon and Toad, the self-styled "Kings of Pain," learned of Proteus's existence and engaged in a contest to gather the Proteus energy for themselves. Their goal was to sop up the energy, then use it to create super-powered minions. Genetech and AIM were the pawns that provided the necessary hardware and personnel. The sponge they chose for the energy was Piecemeal, a young mutant boy with energy-absorbing powers. His mother, an operative of AIM, was provided with the Harness battlesuit. The duo visited each of the various Proteus energy nexi. At each nexus, Piecemeal was forced by Harness to "eat" the energy, a painful process that soon left him hideously bloated and in constant agony.

Meanwhile, X-Force, the New Warriors, and the X-Men learned of aspects of the plan. They finally intercepted Piecemeal and Harness at the Edinburgh nexus where Proteus had died. Although they defeated Harness, they

failed to stop Piecemeal from absorbing the last of the Proteus energy. Piecemeal's psychological profile was close enough to that of Proteus to make the two a perfect match. The result was the rebirth of Proteus as a powerful gestalt being, combining the minds of both Benson and MacTaggart.

Proteus II possessed powerful reality-warping abilities, and soon converted much of Edinburgh into a geometrical abstraction, symbolic of the weird half-life as an energy being which the original Proteus-energy had experienced since its "death." The heroes learned Proteus had found this peaceful, orderly existence far better than his painful and chaotic life, and was upset at having been reawakened. To prevent anyone bothering him again, he now intended to convert the entire world into such a state.

With Proteus II far too powerful to attack, and too dangerous to allow to exist, the heroes reluctantly decided to manipulate him into ending his existence to spare the planet. Despite the opposition of Cable, they succeeded and Proteus II voluntarily willed himself out of existence, taking Piecemeal with him.

Harness was turned over the Scottish authorities, but AIM intended to secure her release for use in other schemes. Harness's daughter—a seven-year old mutant of unknown capabilities—remains in AIM's clutches.

HARNESS

STATISTICS:

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

Health: 46

Karma: 22

Resources: GD(10)

Popularity: -10

BACKGROUND:

Real Name: Erika Benson

Occupation: Agent of AIM

Legal Status: American citizen with a criminal record

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unknown

Known Relatives: son (Gilbert Benson, deceased); daughter (name unrevealed)

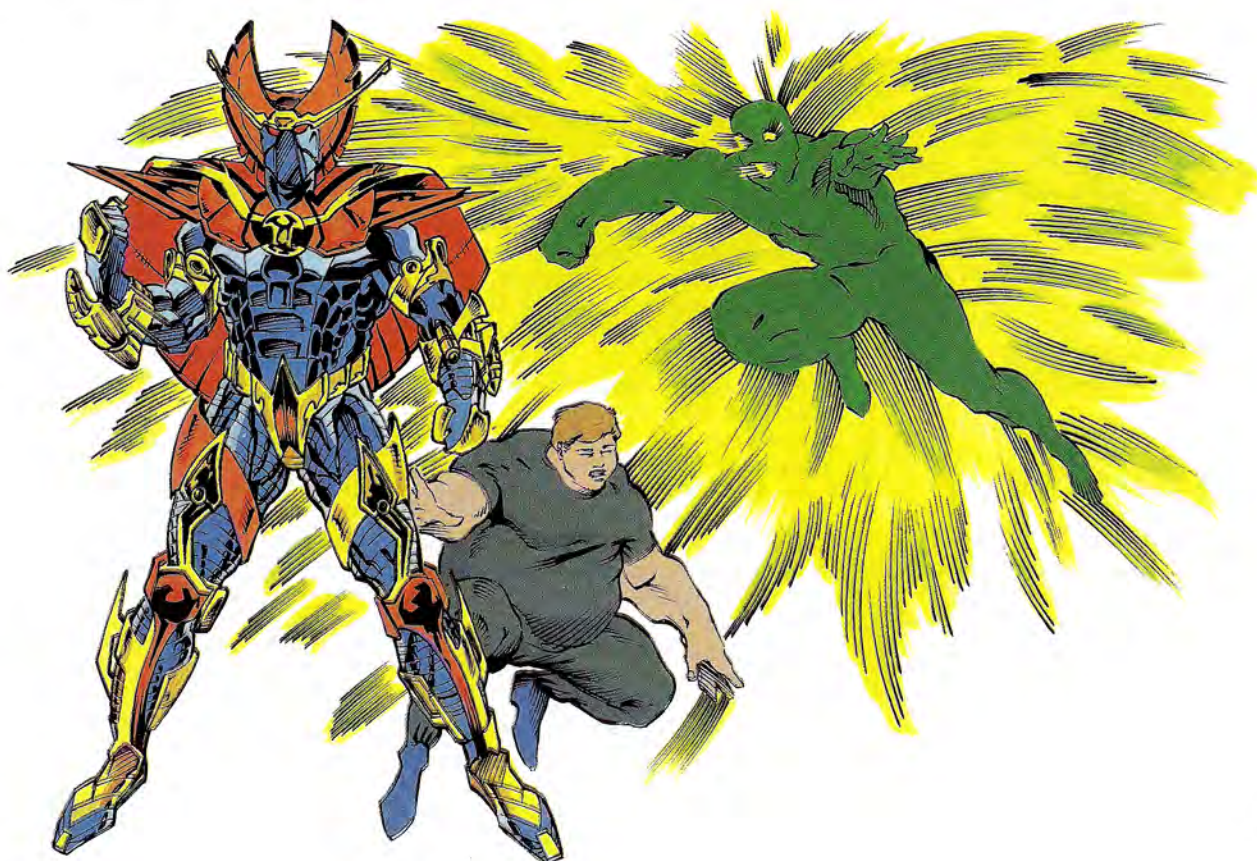
Base of Operations: Mobile

Past Group Affiliations: Advanced Idea Mechanics (AIM)

Present Group Affiliations:

KNOWN POWERS:

Erika Benson has no known superhuman powers—all her abilities derive from her armor.



Equipment:

Battlesuit: Harness's AIM-designed powered armor distorts her voice and conceals her sex. It gives her the following enhanced characteristics:

F	A	S	E
EX	EX	EX	AM
+1	+1	+2	+3

The Harness battlesuit also bristles with computer-controlled weaponry and devices, which has the following powers: **Body Armor:** The armor has Excellent Material Strength, and provides Remarkable protection against physical, heat and cold attacks and Amazing protection vs. other energy attacks.

Arm Gun: A heavy right-arm mounted blaster that does Remarkable force damage with a range of seven areas.

Wrist Guns: The suit has a pair of lighter beam weapons mounted on the suit's left wrist that inflict Excellent Energy damage with a range of six areas.

Extra Attacks: The suit has a battle computer, allowing her to fire both wrist guns and her arm gun simultaneously at the same or different targets. The computer gives her +1 CS to Fighting skill when determining the success of a multiple attack attempt as long as she uses different weapons with each attack.

Proteus Energy Detection: The suit can detect the Proteus Energy at Amazing range and gives her the ability to form the energy, if present, into a leash-like tether line which enables her to control and torment Piecemeal.

Repulsor Field: The suit can project a field that repels everyone in the same area as Harness. Everyone must make an Endurance FEAT and consult the Slam table. It takes her two rounds (during which she can't use her other weapons) to build up the power to utilize this ability.

Teleporter Unit: Harness can teleport an Unearthly distance with one other person. Her teleporter isn't very dependable. After each use, Harness must make a yellow Reason FEAT to avoid it malfunctioning until it is repaired by AIM.

Talents: Harness has no known talents.

Contacts: Harness is an agent of AIM and has worked with the Alliance of Evil.

ROLE-PLAYING NOTES:

Harness is greedy, arrogant, power-hungry, self-interested, and totally contemptuous of all those around her. She considers her children to be her property to dispose of as she wishes. She often physically and verbally abused her son, Gilbert. In battle, Harness is brave and

self-confident, and has no compunction about facing multiple enemies as long as she sees some profit in it for herself.

PIECEMEAL/ PROTEUS II

STATISTICS:

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

Health: 130

Karma: 76

Resources: FB(2)

Popularity: -30

BACKGROUND:

Real Name: Proteus/Gilbert Benson

Occupation: Energy being/child

Legal Status: Citizen of Scotland (legally dead), minor Citizen of the United States (presumed dead)

Other Known Aliases: Piecemeal

Identity: Unknown to general public

Place of Birth: New York City/Unknown

Marital Status: Single

Known Relatives: Erika Benson and Moira MacTaggart (mothers); Joe MacTaggart (Proteus's father, deceased); Gilbert's sister (name unrevealed)

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

Reality Warping: Proteus II possesses the Unearthly ability to reconfigure its surroundings into whatever shape and nature it desires. Proteus uses this power to alter the direction of gravitation pull in an area, cause structures to unravel into their component parts, turn the air into ground, etc. His only limits are that he can not will things to simply cease to exist.

Proteus can affect either individual objects or a sphere 50 miles in diameter, whose radius doubles every hour. It can also choose not to affect individuals or groups within this area. At one time, it used this ability to turn the city of Edinburgh (and its inhabitants) into geometric constructs, and also intended to reshape the entire planet.

Flight: When not possessing a body, Proteus II can levitate off the ground or fly at Typical speed.

Invulnerability: Proteus II possesses Unearthly resistance to all physical and energy attacks. Unlike its predecessor, Proteus II has no weakness to metal.

Possession: The Proteus energy can possess bodies with Monstrous Ability, enabling Proteus to briefly exist in human form. If Proteus attempts to possess someone, he must roll a green FEAT or better to succeed. The would-be victim then has to make a better Psyche FEAT roll than Proteus to survive (e.g., if Proteus scored a yellow FEAT, the victim needs a red FEAT). If the victim fails, its life-force is consumed and its memories subsumed by Proteus. A victim with Monstrous or better Psyche cannot be possessed. Proteus usually consumed the bodies he possessed within a matter of hours, leaving a burnt-out husk, returning Proteus to his energy state.

Telepathy: Proteus II had Amazing rank telepathy.

Limitation: When not possessing a physical body, Proteus exists as an energy form unable to physically manipulate objects.

Talents: Proteus II has no known talents.

Contacts: As well as his two "mothers," Proteus II is known to the X-Men, X-Force, and New Warriors.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The original Proteus was a brutal killer who lived only to possess other bodies. After years in a disembodied energy state, it was resurrected and bonded to the abused child Piecemeal. This new being, known as Proteus II, had a different outlook on life.

It was unhappy about its resurrection and bitter toward both its "mothers" (Erika Benson and Moira MacTaggart) whom it believed had treated it callously—Benson by abusing it physically and mentally, and MacTaggart by keeping it locked away as a prisoner in Muir Isle. But unlike the first incarnation of Proteus, Proteus II was not actively malevolent or cruel—it just wanted a better life, and didn't feel it owed anything to a world it felt had betrayed it. Unlike the original, Proteus II was willing to talk and listen to reason.

STATISTICS:

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

Health: 18

Karma: 95

Resources: Unrevealed

Popularity: Unrevealed

BACKGROUND:

Real Name: Unrevealed

Occupation: Hate Monger

Identity: Secret

Legal Status: Unrevealed

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Sons of the Serpent

Present Group Affiliations:

KNOWN POWERS:

Empathy/Emotion Detection: Hate Monger is an empath who can read or register the surface emotions of others. Contact with willing targets, or those targets whose Intuition is lower than Hate Monger's, is considered automatically successful. Targets of equal Intuition require a yellow FEAT and those with Emotion Detection powers a red FEAT. Individuals of higher Intuition, those unwilling to be read, other empaths, or those with Emotion Control powers are Impossible FEATs. A successful FEAT not only reveals the target's emotional state, but also its cause. In this sense, Hate Monger could be considered a telepath who can gain access to the surface thoughts of an individual through the emotions rather than the mind. His empathic range is 20 areas (1/2 mile). He also has the Emotion Detection power at Unearthly rank and range (60 areas or 1-1/2 miles). He can pick up subtle psychological clues which indicate whether a person is under stress, lying, or worried. A successful FEAT roll indicates that Hate Monger has detected the target's emotional state, but not the cause of the emotion. Those trying to conceal their emotions use their Intuition as an Intensity rank to determine the type of FEAT required.

Emotion Control: Hate Monger has Emotion Control power at Excellent rank. This power is similar to Mind Control, but acts upon the subconscious fears and attractions of an individual. Though this power can be used to modify any emotion, Hate Monger is only interested in



producing intense hatred. Targets must be in the same area as Hate Monger and may make an Intuition FEAT to avoid the effects. Those who fail this FEAT are affected for 10-100 rounds (1 to 10 minutes). The effects of this dose must wear off before another can be administered. Robots and non-living beings are immune to the effect of Emotion Control.

Absorption Power: Hate Monger has an Amazing ability to absorb hatred and seems to be nourished by energy generated by the emotion of hatred. The amount of hatred any person is capable of generating is dictated by their emotions which are tied to their Intuition (Strength of Will tied to Psyche could also be used). If Hate Monger were in the presence of five individuals, all of whom had an Intuition of Good and all of whom either through Emotion Control or their own emotions were experiencing hatred, he would be in the presence of 50 points, or Amazing rank, hatred per round. Hate Monger can use this hatred to heal any existing damage or to temporarily raise his Health by the power rank involved to a maximum of 400. Using the above example, and assuming Hate Monger had suffered no previous damage, his Health would be raised to 68 after the first round of exposure. After eight rounds of exposure, Hate Monger would be at his maximum Health of 400. Absorbing hatred this fast would be the equivalent of bolting his food and Hate Monger would much more prefer consuming hatred at a slower rate of, say, ten points per round for thirty-eight rounds. No known amount of hatred can damage Hate Monger, but if in the presence of more than fifty points of hatred, he can redirect the excess toward opponents in the next round. Similarly, he can release hatred which he has already ingested at an Amazing rate per round. Such released energy must be deducted from his Health score.

Levitation: Hate Monger has the Levitation power at Poor rank and can move up to four areas vertically in a single round.

Shape-Change: It is believed that Hate Monger may have the ability to change form and duplicate the appearance of any human being. Though his power level is unknown, it could be as high as Monstrous.

Disappearing: Through an unknown means, Hate Monger can disappear. This is not thought to be Invisibility, but rather some sort of Movement power such as Teleportation. His corporal form seems to fade away when he uses this ability.

Contacts: Hate Monger could have contacts with any hate group.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Hate Monger is all about hatred. He lives for, and is even nourished by, it. He will work behind the scenes to help foster an environment in which hatred can grow and will even engage in combat to protect his meal ticket and get a good feeding in return. If his opponents figure out that hatred is actually all he is interested in and stop giving it to him, he will usually leave. After all, more hatred is always just around the corner.

HISTORY:

It is unclear if there is any connection between this most recent villain to call himself Hate Monger and the other three individuals who have used that name in the past. The first Hate Monger was actually a series of clones based on the genetic code of Nazi leader Adolf Hitler. These clones had the ability to transfer consciousness at the moment of death into another cloned body, thus keeping Hitler and his hatred alive long after his apparent death in 1945. This consciousness was eventually trapped in the Cosmic Cube, a device capable of creating whatever its wielder desired.

The second Hate Monger was one of the High Evolutionary New Men called Man-Beast. The Man-Beast was thought to have died in the explosion of his own hate amplification machine.

The third Hate Monger was an android creation of the other dimensional scientist and conqueror called Psycho-Man. This android was destroyed by an explosive bullet fired by the vigilante killer called Scourge (For a more complete history of these individuals see the *Hate Monger* entry, pgs. 107-111 of MU2).

Whatever connection he might have to previous villains, this most recent Hate Monger first appeared on a rooftop watching a riot between the reformed Sons of the Serpent, a radical hate group, and a band of demonstrators who were assembled outside the 41st Precinct to protest the clubbing of Carmello Martinez. Martinez, a fifteen-year old boy, was violently beaten by police. The incident was videotaped by an alert bystander and given national media exposure.

The New Warriors (Night Thrasher, Marvel Boy, Firestar, Namorita, and Silhouette) attempted to break the riot up and the Avenger called Rage (fourteen-

year old Eldon Staples) also got involved. Though Marvel Boy and Night Thrasher observed that everyone was acting crazy and that it was more than just a race riot, they were unaware that Hate Monger was actually subtly manipulating their actions.

Eventually, some of the Avengers (Captain America, Falcon, Black Widow, and Vision) showed up. Hate Monger used his ability to read and control emotions to directly affect the battle. When the Sons of the Serpent pulled out in an attempt to cut their losses, Hate Monger decided that the dance had played itself out and he went home to digest the hate he had consumed.

After the battle, the Black Widow stated that she felt hung over, while Captain America felt that someone was manipulating them. The New Warriors and the Avengers agreed to go their separate ways, not realizing that their paths, and that of the Sons of the Serpent, would cross again.

The Avengers used their computer to get a lead on the Sons of the Serpent. The New Warriors, using more conventional detective procedures like breaking and entering and hacking into the city computer systems, got a similar lead. Both groups ended up at the Richmond Building, the hideout of the Sons of the Serpent.

The Avengers got there first and took out the White Supremacy group in a suspiciously short period of time. While the Avengers comment on how easy it was to defeat the hate group, Hate Monger fired a beam of hatred at them, knocking them to the floor. Then, as he floats toward the floor, he responds to Falcon's charges that Hate Monger must have fueled the earlier race riot. Laughing, he responds that he didn't fuel the riot, but rather fed off it. (This also allowed him to keep with the time honored tradition of supervillains giving heroes clues as to how to ultimately defeat them.)

Fortunately for the Avengers, the New Warriors and Rage arrived. Firestar managed to knock Hate Monger to the floor with one of her microwave beams. Hate Monger then released his hate attack, driving everyone to the floor. Only Rage managed to resist the effects of this attack, by using his own hatred. Captain America pointed out to Rage that he is giving Hate Monger exactly what he wanted—that stopping hatred must start inside of each of us. Rage decided not to give Hate Monger the antipathy he desired and, thwarted, Hate Monger flees into the night. By letting go of the hatred, he was robbed of his power.



HYDRA has been a worldwide subversive organization dedicated to global domination for many years. At its height, HYDRA was the most extensive, powerful, and dangerous organization in history. HYDRA agents wore green costumes with cowls revealing only their mouths and chins. Their organization takes its name from the many-headed monster of Greek mythology, the Lernaean Hydra, whose venom was lethal and who was known for its ability to grow heads immediately after they had been 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, and has recently rebuilt itself yet again. During that time, HYDRA underwent considerable structural and sociological changes, so that to many, HYDRA bears only a superficial resemblance to the organization in its heyday. HYDRA has always been (and has been most successful as) an instrument of the infamous Baron Wolfgang Von Strucker, the last in a long line of Prussian noblemen with impeccable military backgrounds. Strucker was recruited into the Nazi intelligence service during the 1930s, and was one of Nazi Germany's most successful intelligence operatives during World War II. He rose to become the commander of Germany's Death Head Squadron, an elite military unit; which Hitler gave a special target.

That target was the famous Howling Commandos Squad of the United States Army, led by Sergeant Nick Fury. The Commandos had handed Germany numerous defeats, and Hitler ordered Strucker not just to defeat Fury, but to humiliate him. The arrogant Strucker was all too happy to oblige, challenging Fury to personal combat on the island of Norsehaven in the English Channel. Fury violated orders to accept the challenge. Before their duel, Strucker had Fury drunk a toast; Fury's drink was drugged, and Strucker won the duel. Still photographs and films of Fury's defeat circulated widely around Germany, giving the Nazis a major propaganda victory.

Shortly thereafter, the Howling Commandos encountered Strucker again, and Fury challenged him to another fight. Strucker coolly accepted and proposed a toast, but one of the Commandos, Dino Manelli, warned Fury that the drink was probably drugged. The angry Fury refused to drink and easily defeated Strucker in a hand-to-hand fight. Commando Timothy "Dum-Dum" Dugan took photographs of Fury's triumph, which were widely circulated.

Strucker and Fury clashed many

times over the next few years, with Fury victorious on most occasions. At one point during the war, Strucker was in the village of Gruenstadt when the villagers reported the presence of strange beings. Strucker investigated and discovered a colony of Gnobians, a race of peaceful alien telepaths. Strucker saw these aliens as an opportunity for fantastic knowledge and power. Fearful that the villagers would reveal the aliens' existence to others, Strucker had the entire population of Gruenstadt executed. Immediately thereafter, Sergeant Fury and the Howling Commandos arrived on the scene and killed the Death's Head Commandos. Strucker himself was mortally wounded, but crawled back to the Gnobian enclave, where he was healed of his wounds and stole several examples of the Gnobian technology. This contact with the Baron tainted the Gnobians' minds, and led to their eventual suicide. Finally, enraged over Strucker's many defeats, Hitler ordered Strucker to go to Cherbeaux in occupied France and, if the Resistance agents refused to give themselves up, to execute every citizen in the town. Fury confronted Strucker once again and made a deal with him: Fury would fight Strucker again if Strucker evacuated Cherbeaux before Hitler had it destroyed. Strucker agreed, but his battle with Fury ended in a stalemate, and the two became separated. When Hitler learned that Strucker had evacuated the citizens of Cherbeaux, he flew into a rage and ordered the Gestapo to find and assassinate Strucker.

Strucker would have had little chance of escaping, except for the intervention of the Red Skull. The Skull intended to supplant Hitler eventually, or to achieve world domination himself, if Hitler lost the war. To achieve these ends, the Skull assigned Strucker to create a power base in the Far East for him. Then, with the aid of the Skull's agents and some loyal men of his own, Strucker was able to escape. However, Strucker saw no reason to follow the Skull; once he got to Japan, he severed all ties with him. Strucker made contact with Japanese subversives who informed him that they were forming a secret society bent on world conquest. Strucker became the mastermind behind this society's rapid rise to power: a secret society known as HYDRA. When he had built HYDRA's army and arsenal to what he thought was maximum strength, Strucker slew the Supreme HYDRA and took his place.

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 to the state, or in HYDRA's case, the organization. Its motto also has heavily fascist overtones: "Hail HYDRA! Immortal HYDRA! We shall never be destroyed! Cut off one limb and two 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 white males. Only decades later did it permit 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 similar to that of Hitler in Germany. There was a heavy ideological emphasis on the anonymity of other HYDRA agents, who generally remained masked and who were addressed as numbers instead of names.

While building HYDRA's arsenal, Strucker had also recruited a staff of brilliant scientists, who would later become the core of the high technology HYDRA branch known as Advanced Idea Mechanics, or AIM. HYDRA was close to obtaining nuclear weaponry, and thus achieving the means to conquer Earth, when its Pacific base, Hydra Island, was invaded by Captain Simon Savage's U.S. Marine Commandos and their Japanese counterparts, the so-called Samurai Squad. Hydra Island was destroyed, but Strucker escaped.

Following the war, Strucker moved HYDRA's principle base to America and created a new central committee, code-named THEM, within HYDRA which would supervise the activities of HYDRA and its rapidly developing sister organizations. Strucker made himself the chief, the Grand Imperator of THEM, while keeping his true identity disguised through the use of epiderm-masks. Few people knew of the existence of the Grand Imperator; fewer still knew that it was Baron Strucker.

THEM appointed Arnold Brown, executive secretary to Leslie Farrington, one of the directors of Imperial Industries International, to be the Imperial HYDRA. Brown's principal utility to HYDRA was in draining resources for HYDRA from Imperial Industries International and managing HYDRA's day-to-day operations. Ultimate power remained in Strucker's hands, but under Brown's leadership, HYDRA developed an arsenal of weaponry, submarines, and fighter aircraft greater than that of most nations. The armies and agents of HYDRA

ranged worldwide, striking at all world powers.

To meet the threat of HYDRA, SHIELD (Supreme Headquarters International Espionage Law-Enforcement Division) was created. HYDRA assassinated SHIELD's first Public Director, who was replaced by Colonel Nicholas Fury of the CIA, Strucker's greatest foe. Soon after, HYDRA attempted to blackmail the world with the Betatron Bomb, which could release lethal radiation upon the Earth. When 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 SHIELD and the United States government while HYDRA rebuilt its strength. Strucker abolished THEM by reasserting himself as Supreme HYDRA and incorporating the other members of THEM into HYDRA's new central committee. Strucker launched the Overkill Horn, which would have set off every nuclear explosive on Earth (while leaving HYDRA safe in special shelters). Once again, they were thwarted in this scheme by SHIELD.

Impersonating captured SHIELD agent John Bronson, Strucker smuggled the so-called Death Spore bomb aboard SHIELD heli-carrier headquarters. When the bomb exploded, it would destroy the heli-carrier and release deadly spores which would be carried by air currents across the face of the planet. By now, Strucker had built a new HYDRA island, a synthetic atoll on the site of the original. Here was gathered HYDRA's leadership and elite guard, since the new fortress's impenetrable dome would provide a shield from the effects of the Death-Spore bomb. In a telecast from the island, Strucker demanded that the world surrender to them, for only those nations surrendering would be given access to the antidote.

However, Fury found the Death-Spore bomb on the heli-carrier and singly invaded HYDRA island, planting the Death-Spore bomb there. Fury and Strucker confronted one another yet again. Fury won the battle and used the epiderm-mask making machine to make masks of Strucker and himself. The HYDRA agents arrived just in time to see Strucker battling Strucker. Fury pulled off a Strucker mask, which he had placed over a Nick Fury mask. Believing Strucker to be Fury, the agents fired on him, Strucker fled in panic

through the nearest doorway. That doorway led to a nuclear reactor chamber; Strucker was killed.

Fury fled the island before the Death-Spore bomb detonated, which was triggered by the unsuspecting Strucker, virtually sinking the island. The dome prevented any of the spores from escaping into the outside world; all of the HYDRA agents were killed. This dealt a great blow to HYDRA, which fragmented into warring factions. AIM, the scientific branch of the organization, seceded from HYDRA, and the Secret Empire was later revived independently of HYDRA.

The remnant of HYDRA in New York City was led first by 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, located in Las Vegas, was controlled by Strucker's old colleague, the Red Skull. An attempt by the Maggia Crime Boss, Silvio "Silvermane" Manfredi, was a brief success, but eventually was stopped by Fury and SHIELD.

HYDRA was later reorganized under radically different lines by a new agency. Although it had worldwide influence, it seemed more centered in the United States than before, and although it was dedicated to world domination, it had abandoned the traditional fascist ideology entirely. The only clear link between the new HYDRA and Strucker's HYDRA was that the new organization's members dressed in traditional HYDRA costumes. Women and minorities were now allowed into the organization in large numbers and could hold important positions in it. Indeed, the position of Madame Hydra became something of a tradition. Agents were often addressed by their real names, and minor HYDRA officials often appeared unmasked before their colleagues and subordinates in their organization. And now, only the middle and upper levels of authority paid homage to the Supreme HYDRA. HYDRA was organized along the lines of a major corporation, including salaries and medical benefits.

However, even in death, Strucker had one last trump card to play. He had infiltrated SHIELD's LMD (Life Model Decoy) program and impregnated one of them with his own DNA and instructions. The clone Strucker began replacing SHIELD agents, as well as its board of directors, with LMDs ("Deltites"). Eventually, Fury brought down the Deltite conspiracy, but not before irreparable damage was done to SHIELD as a functional agency.

HYDRA remained, at best, a minor menace during the following years. A branch of HYDRA in the Orient, led by the Yellow Claw, did achieve some prominence, but only a shadow of its former "glories."

HYDRA's latest ascendancy occurred because of the return of its original leader. Strucker would have remained dead, but for his old ally the Red Skull, who gave several original HYDRA agents keys and charts to HYDRA Island, now sunk. There, the agents successfully penetrated the chamber where Baron Strucker had been killed, and mutated the Death Spore virus that lay on Strucker's corpse to mimic his DNA, and restored his life functions and memories. Baron Strucker rose from the dead.

Strucker began to take over the fractured remnants of HYDRA. He easily took control of the Las Vegas HYDRA, killing those who would not follow him. He infiltrated AIM, and destroyed them at an AIM sales convention, transferring their funds and inventories to his service. He aided in the downfall of Wilson Fisk, also known as the Kingpin. Then Strucker began to implement his plan of vengeance against the new SHIELD.

Strucker recruited lieutenants of varying skills: Romulus, Garotte, Saltz, and Guillotine. Romulus and Garotte killed SHIELD recruit David Purcell and replaced him with an LMD with an implanted explosive. HYDRA then detonated the LMD, killing 1500 SHIELD recruits at their commencement ceremony in New York City, bringing HYDRA back to world prominence.

Strucker's next goal was to obtain nuclear weapons. The Red Skull gave him the coordinates of a Soviet nuclear-powered icebreaker which had sunk, and Strucker sent his lieutenants to recover the nuclear fuel. But, thanks to SHIELD and Wolverine, the lieutenants failed to get the nuclear fuel they sought, and Guillotine was killed.

In spite of the failure (so far) of HYDRA to get nuclear weapons, HYDRA is once again on the upswing. Arguably, they have never been as efficient or effective as they are now. And, given the cutbacks in SHIELD support, it will require a truly heroic effort to bring them down once again.

BARON WOLFGANG VON STRUCKER

STATISTICS:

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

Health: 70
Karma: 80
Resources: RM(30)
Popularity: -20

BACKGROUND:

Real Name: Baron Wolfgang Von Strucker

Occupation: Nobleman, Soldier, Axis agent, Supreme Commander of HYDRA

Legal Status: German citizen and international criminal and terrorist

Identity: Public

Place of Birth: Strucker Castle, Bavaria, Germany

Marital Status: Married (widower?)

Known Relatives: Andrea and Andreas (fraternal twin children, a.k.a Fenris)

Base of Operations: Las Vegas

Past Group Affiliations: Third Reich, HYDRA, THEM

Present Group Affiliations:

KNOWN POWERS:

Death-Spore Control: The animated form of Baron Strucker can release the Death-Spore virus at will, causing Amazing (50) damage to any target he strikes in melee combat with his bare hands. Strucker need not inflict any damage with the blow, but physical contact between Strucker and his victim is needed to transfer the virus.

Unless immune to disease or in possession of an antidote, victims continue to take damage from the virus for 1-10 rounds or until dead. If Strucker is killed, the virus is unleashed, and everyone in the same area as his body must make a red Endurance FEAT roll or be killed.

The Satan Claw: Baron Strucker is reconstructing the Satan Claw that was made for him by HYDRA scientists. This metal gauntlet, worn on the baron's right hand, gives that arm Excellent Strength and allows him to deliver Excellent electrical shocks.

Weapons: HYDRA technology allows Baron Strucker to have access to a large variety of weaponry.

Talents: Baron Strucker has Military, Espionage, and Leadership talents. He is a trained Marksman, has the Sharp Weapons Talent, Wrestling, and Martial Arts A, B, D, E.

Contacts:

Strucker has contacts with a large number of terrorist organizations; he seems to be a particularly strong ally of the Red Skull.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Baron Strucker is one of the most arrogant and dangerous villains on Earth. Vain, proud, treacherous, and extremely cunning; Strucker's goal was the conquest and subjugation of the human race, the absolute humiliation and destruction of anyone who opposed him. Now that he has been resurrected by the Death-Spore virus, he is even more maniacal and ruthless.

LIEUTENANT ROMULUS

STATISTICS:

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

Health: 80

Karma: 70

Resources: EX(20)

Popularity: -10

BACKGROUND:

Real Name: Cassandra Romulus

Occupation: HYDRA Commander

Legal Status: American citizen with a criminal record

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unknown

Known Relatives: Unknown

Base of Operations: Las Vegas

Past Group Affiliations: HYDRA

Present Group Affiliations:

KNOWN POWERS:

Enhanced Senses: Romulus has Amazing sense of smell.

Talents: Romulus has the Military and Leadership talents, the Marksman talent, and Martial Arts A and E.

Contacts: Romulus is one of Strucker's most trusted lieutenants of HYDRA.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Romulus is a fanatical follower of Baron Strucker, and a firm believer in the ideals of Strucker's HYDRA. Romulus is cool and confident, and absolutely cold-blooded.

LIEUTENANT GARROTTE

STATISTICS:

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

Health: 60

Karma: 40

Resources: EX(20)

Popularity: -5

BACKGROUND:

Real Name: Unrevealed

Occupation: HYDRA Commander

Legal Status: Unknown

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unknown

Known Relatives: Unknown

Base of Operations: Las Vegas

Past Group Affiliations: HYDRA

Present Group Affiliations:

KNOWN POWERS:

Garrotte has trained himself to strangle an opponent with great efficiency. If he successfully grapples an opponent, his victim must make a green Endurance FEAT roll vs. Garrotte's Strength to remain conscious. Failure necessitates a roll on the Stun column of the Universal Table.

Talents: Garrotte has the Wrestling talent, and Martial Arts E.

Contacts:

Garrotte is one of the most trusted lieutenants of HYDRA.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Garrotte is a fanatical follower of Baron Strucker, and a firm believer in the ideals of Strucker's HYDRA. Garrotte is a servile follower of Baron Strucker, but is also as cold-blooded as a killer can be.

LIEUTENANT SALTZ

STATISTICS:

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

Health: 80

Karma: 22

Resources: EX(20)

Popularity: -5

BACKGROUND:

Real Name: Last name Saltz, first name unknown

Occupation: HYDRA Commander

Legal Status: Unknown

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unknown

Known Relatives: Unknown

Base of Operations: Las Vegas

Past Group Affiliations: HYDRA

Present Group Affiliations:

KNOWN POWERS:

Lt. Saltz appears to have no superhuman powers.

Weapons: Lieutenant Saltz carries a large variety of weapons, typically a pair of military assault rifles (Excellent damage, Excellent range, 20 rounds each).

Talents: Saltz has the Weapons Master and Military talents.

Contacts: Given Saltz's talents and attitudes, he may have served as a mercenary, and may have a number of military contacts as well as HYDRA.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Little is known of Saltz's background. He is a dedicated military man who likes to "kick some butt" and kill his enemies. He enjoys working with HYDRA because it gives him a lot of opportunity to employ his special talents. He dislikes people who show off without demonstrating competence, or those who bully their troops without a good reason.

LIEUTENANT GUILLOTINE

STATISTICS:

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

Health: 60

Karma: 16

Resources: EX(20)

Popularity: -5

BACKGROUND:

Real Name: Unknown

Occupation: HYDRA Commander

Legal Status: Unknown, now deceased

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unknown

Known Relatives: Unknown

Base of Operations: Las Vegas

Past Group Affiliations: HYDRA

Present Group Affiliations:

KNOWN POWERS:

Edged Weapons: Guillotine has blades along his costume which do Excellent Edged Attacks damage.

Bionic Arm: Guillotine has a bionic left arm, constructed of Excellent Material Strength steel, which gives him Excellent Strength.

Talents: Guillotine has +1 CS to attack with edged weapons.

Contacts: Guillotine has no known contacts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Guillotine had a severe inferiority complex. As a result, he tended to be nervous in front of his superiors and bullying toward his subordinates. Guillotine was a psychotic who enjoyed acts of gruesome violence.

TYPICAL HYDRA FIELD AGENT

STATISTICS:

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 is required to maintain the statistics listed above to remain in the organization. Most agents never surpass them, but there are always elite agents gifted with better statistics. These agents usually rise to command positions, since promotion in HYDRA is based on assassination. HYDRA agents always carry weaponry.

Equipment:

HYDRA agents are issued blaster weapons that do Remarkable Force damage.

Talents: Most HYDRA agents had three skills in weapons or martial arts (Typically Martial Arts A and E, and Guns).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

A typical HYDRA agent is trained to follow orders, not think for himself or question his superiors. HYDRA is as much of a cult as it is an espionage and terrorist organization, and relies on blind worship of the Supreme Hydra to keep its membership under control.

ADDITIONAL NOTES:



The latest chapter in the saga of the mad Eternal Thanos and Adam Warlock began with Death. She Who Takes Lives looked upon the thriving life of the universe, and was troubled. On the planet Earth alone, half the people in all of human history were alive on the planet now. This was not right. This was an imbalance and Death mused about wondering what could be done about this. She would need to have an acolyte, someone to do her bidding. She would need to find someone who would have no moral hesitations about killing half the people in the Universe. But where . . . ?

Her thoughts turned back to her most faithful servant, her most powerful worshipper, the mad Titan, Thanos. Thanos had been turned to stone by Adam Warlock, and his threat to the universe's life was seemingly ended. Death saw Thanos as the perfect instrument, however, and restored him to life.

Thanos was eager to gain Death's favor, and heartily agreed to kill half the people in the universe. He amused himself by tormenting the Silver Surfer and by killing Nebula, his alleged granddaughter, while he considered how he would achieve his goal. Gazing into the depths of Death's Infinity Well, Thanos developed his plan.

He learned the true power of the six soul-gems—the Infinity Gems—and persuaded Death to help him gain them. Using cunning, naked strength, and his unique might, Thanos gathered the six gems from their keepers, the In-Betweener and various members of the Elders of the Universe. Each gem controlled one fundamental facet of existence: The Soul, The Mind, Power, Time, Space, and Reality. He forged these six gems into one instrument, the Infinity Gauntlet. This device gave mad Thanos absolute power over every aspect of reality.

Creating the Infinity Gauntlet instantly made Thanos a lot of enemies. The first was Mephisto, who used cunning to gain Thanos's ear; he became a sycophant who stood at Thanos's side, whispering suggestions. Then, Chronos resurrected Thanos's old enemy, Drax the Destroyer, now a nearly mindless brute. Then Thanos's deadliest foe, Adam Warlock, was awakened from the soul-gem in which he lived along with Gamora and Pip the Troll. Along with Dr. Strange and the Silver Surfer, Warlock put together a

plan to defeat Thanos.

Meanwhile, Thanos tried, unsuccessfully, to woo Death. To win her hand, Thanos turned the corpse of Nebula into a half-living abomination. When this did not succeed in attracting Death, Thanos killed half of the population of the universe. Death, horrified by the monster that she had created, still spurned Thanos. The would-be romance was disrupted by an attack by Earth's superheroes, which Thanos easily withstood. Then Eternity and the cosmic powers of the universe attacked. Thanos bested them as well. All seemed hopeless for the universe.

However, following the battle against the cosmic powers, Thanos transformed himself into an astral form, rejecting his flesh—the flesh that wore the Infinity Gauntlet. Seeing her opportunity, Nebula grabbed the Gauntlet and took it as her own. To thwart Thanos, Nebula restored to life everyone that Thanos had killed. Thanos was forced to join forces with Warlock and the Earth's superheroes who were capable of battle in an attempt to defeat Nebula. Nebula battled the cosmic heroes and defeated them, but Warlock reentered the soul-gem and caused it to react against her. Nebula dropped the gauntlet, and after a mad scramble to stop Nebula and Thanos from getting the gauntlet, Warlock emerged as its new wearer.

Thanos fled, while Nebula was taken to Titan for judgment. Adam Warlock was now the supreme being of this entire dimension. After visiting Thanos, who was now living as a farmer on an unnamed world, Warlock turned himself over to the Living Tribunal to determine his worthiness to be a god. The Living Tribunal ruled against him, and Warlock was ordered to separate the Infinity Gauntlet into its component gems and give them to those who would help defend reality from assault.

Keeping the soul-gem for himself, Thanos gave the power-gem to Drax the Destroyer, the mind-gem to Moondragon, the time-gem to Gamora, and the space-gem to Pip the Troll. The keeper of the reality-gem is as yet a mystery. Warlock named them the Infinity Watch, and then left them to seek solace in the company of the High Evolutionary. In the meantime, cosmic beings were already plotting to wrest the gems from their guardians and reproduce Thanos's feat of dimensional conquest.

ADAM WARLOCK

STATISTICS:

F	IN(40)
A	IN(40)
S	RM(30)
E	AM(50)
R	GD(10)
I	RM(30)
P	IN(40)
Health: 160	
Karma: 80	
Resources: GD(10)	
Popularity: 10	

BACKGROUND:

Real Name: Adam Warlock

Occupation: Avenger, savior of worlds

Legal Status: None

Identity: The general populace of Earth is unaware that Adam Warlock exists.

Place of Birth: The Beehive, Shard Island, Atlantic Ocean

Marital Status: Single

Known Relatives: None

Base of Operations: Monster Island

Past Group Affiliations: Head of the Infinity Watch, (as the Magus) head of the Universal Church of Truth in an alternate future.

Present Group Affiliations:

KNOWN POWERS:

Body Armor: Warlock possesses Good body armor against physical and energy attacks.

Ability Enhancement: Once per day, Warlock could boost his Strength and Endurance by +2 CS for up to 5 turns. This gives him no increase in Health.

Flight: Warlock can fly at Monstrous speeds in planetary atmospheres, or CL1000 speeds in outer space. If Warlock makes a red Endurance FEAT roll, he can obtain CL3000 speeds for 2-20 turns.

Force Bolts: Warlock can generate Force or Energy bolts with Amazing strength from his hands up to a range of 3 areas.

Life Support: Warlock can survive the rigors of deep space with CL1000 ability.

Protective Cocoon: Warlock can spin a cocoon around himself in seconds at will. The cocoon was made of Incredible Material Strength and gave him Monstrous self-healing abilities.

Dimensional Transfer: Warlock can transport himself between our dimension and the dimension of the soul-gem at will.

Equipment:

Soul-Gem: Warlock uses the soul-gem, one of the Infinity Gems, to give himself the following abilities:

- Amazing intensity devolution, that allows the gem to reverse the effects of advanced evolution (such as caused by the High Evolutionary), returning an individual or creature to its original state.

- Monstrous Communications, which enables the gem to instantly translate any being's language.

- An Incredible Kinetic Force Bolt, that can be fired up to four areas away.

- Unearthly Soul Absorption, which means that the gem can literally absorb a victim's mind. The victim's mind becomes a resident of a pocket dimension where everything is peaceful and tranquil. Warlock can access the memories of any soul trapped within the gem.

The gem is sentient and malevolent, with the following mental statistics:

R	I	P
IN	MN	UN

The gem can substitute its own mental attributes for Warlock's in a dire emergency. The soul-gem is made of Unearthly Strength Material.

Talents: Warlock has the Leadership talent.

Contacts: Warlock has allied with most Earth superheroes and many cosmic entities during his long career.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Warlock has become a cool, stoic individual, devoted to the preservation of living things. He is extremely self-assured and acts with great nobility.

HISTORY:

Adam Warlock was the creation of four Earth scientists called the Enclave. He was the prototype for a perfect human, that would become the Enclave's perfect soldier. "Him," as Warlock was then known, rejected the Enclave's goals and fled into our space, where he encountered the High Evolutionary on Counter-Earth. The High Evolutionary gave Him the soul-gem and named him Adam Warlock; Warlock defeated the Evolutionary's renegade creation, the Man-Beast and then left to wander the universe, to battle the forces of evil.

While traveling through the Hercules star cluster later, Warlock encountered the Universal Church of Truth, a rapidly spreading religious empire. Warlock discovered that the Church's leader, the Magus, was really himself from an alternate future. While the Magus sought to ensure his eventual creation, Warlock and Thanos united to prevent the Magus from becoming. Warlock eventually absorbed the Magus into the soul-gem, and prevented his creation.

After that, Thanos began to gather the gems together to sacrifice the stars to Death. Part of his plan involved the death of Warlock, who was living within the soul-gem. But the energies released by Warlock's death and the power of the soul-gem itself, combined to resurrect Warlock, and Warlock turned Thanos into stone. Warlock then retreated back to the soul-gem.

Recently, Death resurrected Thanos, and when Thanos hurled the Silver Surfer and Drax the Destroyer into the soul-gem, Warlock helped them escape, and then emerged himself. During the *Infinity Gauntlet* crisis, Warlock gained control of the Gauntlet and the ultimate power that went with it, but tired of the burden of omnipotence and gave the gems to others. He kept the soul-gem, "his old friend," for himself.

GAMORA

STATISTICS:

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

Health: 140

Karma: 70

Resources: GD(10)

Popularity: 10

BACKGROUND:

Real Name: Gamora

Occupation: Former assassin and minion of Thanos, now cosmic adventurer

Legal Status: Citizen of Zen-Whoberi

Identity: The general populace of Earth is unaware that Gamora exists

Place of Birth: Planet Zen-Whoberi, Sili-can system, Milky Way Galaxy

Marital Status: Single

Known Relatives: None

Base of Operations: Monster Island

Past Group Affiliations: Former minion of Thanos, member of the Infinity Watch

Present Group Affiliations:

KNOWN POWERS:

Time Gem: Gamora has the time gem, and is capable of warping and manipulating the flow of time. As of this writing, she has yet to develop any power stunts with this Shift Z rank power; Gamora may soon wield its powers with Incredible rank effects (equal to Psyche). She could duplicate the following powers with the time gem if she so chose: Duplication (by summoning an alternate future counterpart), Lightning Speed, Multiple Attacks, Paralyzation-Others (freeze time around foes), Suspended Animation-Self and Others, Teleportation (step outside of time for a few rounds and move to another location instantly by restoring time), etc.

Talents: Gamora is an accomplished assassin, with Martial Arts A-E, Thrown Weapons, Sharp Weapons, Navigation, Aerial Combat, and Spacecraft pilot.

Contacts: Gamora has contacts with Adam Warlock, Pip the Troll, Moondragon, Drax, and Thanos. She was once a friend of Captain Marvel (Mar-Vell).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Gamora is a dedicated woman, probably the most conscientious member of the Infinity Watch, and is closest to Adam Warlock.

HISTORY:

Gamora was the sole survivor of the alien humanoid race called the Zen-Whoberis, a peace-loving people who refused to convert to the militaristic doctrines of the Universal Church of Truth, a zealous religious order seeking to establish a galaxy-wide empire. Agents of the Church, called Grand Inquisitors, herded the entire population of the planet into a valley and exterminated them for their resistance. The mad Titan Thanos rescued Gamora and brought her through time to a period at least two decades prior to her people's deaths. Aboard his space station Sanctuary, Thanos raised Gamora and used advanced technology to endow her with advanced humanoid abilities. He also subtly altered her perceptions so that she would not recognize the evil of her deeds.

Thanos planned to send Gamora to assassinate his enemy the Magus, the

leader of the Church of Universal Truth, a warped version of Adam Warlock from an alternate future. She practiced for this assignment by killing the Church's Grand Inquisitors.

Thanos hoped that the presence of a noncontemporary element such as Gamora inserted into the Magus's present would disrupt his opponent's plans and lead to the divergence of the events that created the Magus from this timeline. Gamora's presence was detected by the Magus, who prevented her from getting close enough to assassinate him. Gamora did, however, assist Warlock in his final battle against the Magus.

When the Magus was defeated, Gamora returned to her master, Thanos, and soon learned of his plan to destroy the universe as a sacrifice to Death. Horrified, she tried to slay Thanos with a dagger, but Thanos slew her instead. Adam Warlock found Gamora with one last spark of life remaining in her body and used his soul-gem to absorb her consciousness. Gamora's spirit remained in the soul-gem until the recent *Infinity Gauntlet* crisis, when it was released. Warlock awarded Gamora the gem of Time and made her a member of the Infinity Watch.

PIP THE TROLL

STATISTICS:

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

Health: 76

Karma: 18

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Pip Gofern

Occupation: Former prince of Laxidazia, painter, lecher, and companion of heroes

Legal Status: Expatriate citizen of Laxidazia, wanted for lewd behavior on numerous worlds

Identity: The general populace of Earth is unaware that Pip exists

Place of Birth: Laxidazia, Dolenz system, Milky Way Galaxy

Marital Status: Single (presumed)

Known Relatives: None

Base of Operations: Monster Island

Past Group Affiliations: Member of the Infinity Watch.

Present Group Affiliations:

KNOWN POWERS:

Space Gem: This gem gives its wearer Shift Z Teleportation; it also grants all available movement powers, but Pip generally uses the gem only for Teleportation.

Talents: Pip has no known talents, aside from drinking and lewd behavior, at which he is very talented.

Contacts: Pip has contacts with Adam Warlock, Moondragon, Drax, and Gamora.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Pip is rude, lewd, and lecherous. He is an ideal companion if you enjoy frequenting galactic taverns and don't mind bailing him out of trouble all the time.

HISTORY:

Pip was born 260th in line for the throne of Laxidazia, a planet in the Dolenz system. A member of the idle rich, Pip spent his days in luxury, painting landscapes to ease the boredom. One night while looking for a good spot to paint, Pip came across an encampment of trolls, a degenerate sub-species of the Laxidazian race. Taking an immediate liking to these people, Pip engaged in food, drink, and dance with them, imbibing vast quantities of their special ale. When Pip awoke the next morning, he discovered that not only did he have the worst hangover of his life, he had been mutated by the ale into a troll. Eventually, he returned to the court and tried to hide his condition, but his lewd behavior could not be stifled.

Embarrassed by such behavior from someone with a rank as esteemed as the 260th in line for the throne, the Laxidazians stripped him of rank and exiled him from the court. Pip stowed away on aboard a merchant starship and began a life of wandering and debauchery.

Eventually, missionaries from the Universal Church of Truth came to Laxidazia and began to convert the natives to the new faith. The agents of the Church found the tribes of trolls and soon learned that they were resistant to any conversion process. The Church ordered them exterminated, and word spread throughout the Empire that all trolls were to be exterminated. In the meantime, Pip had gotten himself in trouble on scores of planets, most of which were under the Church's jurisdiction. Eventually taken captive by agents of the Church, Pip was sent aboard the Death Ship, a space vessel containing those bound for execution by the Church. Aboard the ship, Pip met Adam Warlock. Seeing Warlock as a means to escape the ship as well as a chance to find adventure, Pip became Warlock's companion in his efforts to thwart his alternate self, the Magus. When the threat of the Magus was quelled, Pip and Warlock went drinking together on the humanoid-populated world Sirius(T-S) and then parted company. Pip became engaged in a number of misadventures of his own, then decided to renew his friendship with Adam Warlock. Locating the ship of Warlock's former ally, Thanos, Pip entered to see if Warlock was still aboard. He was not. Thanos responded to the troll's intrusion by using his power to destroy Pip's brain. Warlock eventually found Pip, and used a fraction of his power to absorb Pip's spirit into his soul-gem.

Later, during the *Infinity Gauntlet* crisis, Pip's spirit was released and he was restored to life. Adam Warlock, relieving himself of the burden of godhood, gave Pip the space gem and named him as one of the Infinity Watch.

DRAX THE DESTROYER

STATISTICS:

F	IN(40)
A	RM(30)
S	UN(100)
E	UN(100)
R	FB(2)
I	FB(2)
P	AM(50)

Health: 270

Karma: 54

Resources: PR(4)

Popularity: 10

BACKGROUND:**Real Name:** Arthur Douglas**Occupation:** Former real estate agent, later agent of Chronos**Legal Status:** Citizen of the United States with no criminal record, legally deceased**Identity:** Secret**Place of Birth:** Burbank, California**Marital Status:** Widowed**Known Relatives:** Yvette (wife, deceased), Heather (daughter)**Base of Operations:** Monster Island**Past Group Affiliations:** Member of the Infinity Watch.**Present Group Affiliations:****KNOWN POWERS:****Power Gem:** The power gem boosts Drax's statistics to the level listed above. His original physical statistics were:

F	A	S	E
GD	EX	IN	AM

Other powers due to the power gem's presence are quite likely, but as yet unrevealed

Immortality: Drax cannot be slain by physical means. In addition to Immortality, Drax has Unearthly Life Support, Regeneration, and Recovery powers, and is invulnerable to heat, cold, electricity, radiation, toxins, and disease. However, Drax can be Slammed or Stunned by physical attacks. Drax can only be killed by a mental attack.**Force Beams:** Drax can fire beams of Amazing Force and range from his hands.**Flight:** Drax can fly at CL1000 speeds in space, but is reduced to Monstrous speeds in a planetary atmosphere.**Talents:** Drax has the Resist Domination talent.**Contacts:** Drax has contacts with Adam Warlock, and the Silver Surfer.**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Drax is no longer obsessed, as he once was, with Thanos. In fact, Drax's current mental faculties are all but gone. Drax still has a hair-trigger temper and sometimes makes the old green Hulk seem mild by comparison. In the company of friends, Drax is a powerful weapon of the forces of good. He can be calmed down if made to watch "Alf" reruns.

HISTORY:

Real estate agent Arthur Douglas, his wife, Yvette, and his daughter, Heather, were driving across the Mojave Desert from Las Vegas to Los Angeles when a spaceship carrying the mad Titan named Thanos passed overhead on a surveillance mission of Earth. Wishing to keep his existence secret, Thanos destroyed the car in case its passengers had seen his craft, then landed to make certain they were dead. Satisfied that they were dead, Thanos left. Unbeknownst to him, Thanos's father Mentor had been monitoring his son's activities on Earth. Mentor discovered that Heather Douglas was still alive, and took her back to Titan to be raised and trained in using her latent mental abilities. She later returned to Earth as Moondragon.

Mentor sadly determined that the threat of Thanos could no longer be ignored. He enlisted the aid of the cosmic entity Chronos to seize the astral form of Arthur Douglas before it had completely left its body. Chronos and Mentor then fashioned a superhuman body from the Earth and placed Douglas's spirit into it. Thus, Drax the Destroyer was born.

Mentor blocked all memories of Drax's old life, instilling in him a monomaniacal hatred of Thanos. For years, Drax served as Thanos's nemesis, thwarting certain of Thanos's plans, but never crushing Thanos himself. Thanos hired legions of alien mercenaries just to keep Drax away from him. Finally, in Thanos's campaign to possess the Cosmic Cube, Drax, in the company of the Avengers, Captain Mar-Vell, and Moondragon, saw Thanos turned to stone. Drax now lacked a purpose in life. For awhile he used Captain Mar-Vell as an outlet for his frustrations, then he fell silent.

Sometime later, Drax was contacted by his daughter, Moondragon, and was invited to join her in her journey through space in search of knowledge. The two came to the world of Ba-Banis, a world of humanoids, caught in the middle of a civil war. Moondragon used her mental powers to stop the civil war and set herself up as the planet's goddess. Drax recognized that her ambitions were ignoble and contacted the Avengers. Freed by the Avengers from his daughter's mental domination, Drax attacked her. Moondragon was "forced" to kill Drax.

Drax remained dead, until Thanos was resurrected by Death, when Chronos resurrected Drax in response to the menace of Thanos. Drax joined in the fight against Thanos and was later given the power gem by Warlock and made a member of the Infinity Watch.

MOONDRAGON**STATISTICS:**

F	RM(30)
A	RM(30)
S	GD(10)
E	RM(30)
R	RM(30)
I	IN(40)
P	UN(100)
Health:	100
Karma:	170
Resources:	GD(10)
Popularity:	0

BACKGROUND:**Real Name:** Heather Douglas**Occupation:** Former priestess and adventurer**Legal Status:** Citizen of the United States with no criminal record, naturalized citizen of Titan**Identity:** Secret**Place of Birth:** Los Angeles, California**Marital Status:** Single**Known Relatives:** Yvette (mother, deceased), Arthur (father)**Base of Operations:** Monster Island**Past Group Affiliations:** Member of the Infinity Watch.**Present Group Affiliations:****KNOWN POWERS:****Mind Gem:** This Infinity Gem raises all of Moondragon's mental statistics by +2 CS, and enhances her telekinesis similarly. Other powers are likely, but are as yet unrevealed. Without the gem, Moondragon's mental statistics are:

R	I	P
GD	EX	AM

Telepathy: Unearthly ability and range.**Mind Control:** Unearthly rank and range**Mind Blast:** Monstrous ability and damage, 4 area range (Incredible, 2 area range, without gem)**Telekinesis:** Unearthly rank strength and force with Amazing range**Kinetic Bolt:** Incredible rank Force bolt, 8 area range**Talents:** Moondragon has Unearthly reason in the fields of Genetics and Biochemistry. With Good facilities, she is capable of creating new superbeings.**Contacts:** Moondragon has contacts with estranged members of the Avengers and the Defenders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Moondragon is a smug, arrogant, self-centered person who will gladly step on anyone in the pursuit of her goals. Cold and calculating, there is, nonetheless, a side to her that very much admires superheroes and wants to be like them. Moondragon's internal conflict, between her contempt for and admiration of others, often has explosive results.

HISTORY:

Heather Douglas is the only child of real estate agent Arthur Douglas and his wife, Yvette. When Heather was three years old, she and her parents were driving across the Mojave Desert from Las Vegas to Los Angeles when a spaceship carrying the mad Titan Thanos passed overhead. Wishing to keep his existence secret, Thanos destroyed the car in case its passengers had seen his craft, killing everyone except Heather. (Arthur Douglas was later resurrected as Drax the Destroyer.) Thanos's father, Mentor,

had been monitoring his son's activities on Earth. Mentor discovered that Heather Douglas was still alive, and took her back to Titan to be raised. She was placed in the custody of the Shao-Lom monks of Titan, who taught her complete control of her body and mind as well as total mastery of her latent psionic potential. She became an accomplished athlete, martial artist, and geneticist.

Eventually she made contact with a malevolent entity, the Dragon of the Moon, a cosmic entity that claimed to have destroyed dozens of civilizations, including the Eternals of Uranus. The Dragon tried to take control of Heather's mind, but with the help of the psionic barriers protecting Titan, she drove it out. Yet the Dragon saw Heather as its best pawn and it continued to influence her. When her studies were finished, she chose the name "Moondragon."

Feeling confined on Titan and contempt for its people, Moondragon escaped to Earth. Under the name Madame MacEvil, she bred several superhumans: Angar the Screamer, Ramrod, and the Dark Messiah. Yet her work was intended for a good purpose, the creation of superhumans for use in the war against Thanos. Soon after Thanos was vanquished, Moondragon became involved with the Avengers. A turning

point came when she helped the Avengers battle Korvac. Scanning Korvac's mind, she saw that he desired to eliminate chaos from the universe, and determined that would be a laudable goal.

She later traveled to the planet Ba-Banis, and used her mental powers to stop their civil war. However, the Avengers traveled to Ba-Banis to stop her. In the process, she took the life of her father, Drax the Destroyer. The Asgardian god Thor turned Moondragon over to his father Odin for punishment. Odin forced Moondragon to wear a headband that greatly reduced her mental powers, and entrusted her to the custody of the Valkyrie, a member of the Defenders. She served well with the Defenders, until she learned she was dying. Once again tempted by the Dragon of the Moon, who promised to save her, she gave in. Moondragon gained vast powers of evil, and battled the Defenders. The result of this battle was the apparent destruction of Moondragon, the Dragon of the Moon, and the Defenders. But Moondragon survived, now free of the Dragon's influence.

She was invited to join the Infinity Watch after the *Infinity Gauntlet* crisis, and given the mind gem by Adam Warlock. Whether vast powers will lead to vast corruption, as has happened before with Moondragon, remains to be seen.

STATISTICS:

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

Health: 100

Karma: 100

Resources: PR(4)

Popularity: 20

BACKGROUND:

Real Name: Daniel Rand

Occupation: Adventurer

Legal Status: Citizen of the United States, honorary Tibetan citizen

Identity: Secret

Place of Birth: New York City

Marital Status: Single

Known Relatives: Wendell and Heather (parents, deceased), Yu-Ti (uncle)

Base of Operations: New York City

Past Group Affiliations: Former partner of Luke Cage, Heroes for Hire, Inc.

Present Group Affiliations:

KNOWN POWERS:

Chi: If Iron Fist spends one round of action concentrating and makes a successful Psyche FEAT roll, his Fighting, Agility, Strength, and Endurance ranks are each increased by +1 CS for 10 rounds. Afterwards, his Health drops 25 points.

Iron Fist: Once per day, Iron Fist can use his chi to deliver a devastating blow. Make a Psyche FEAT roll to determine the damage done by the blow; a green result does Incredible damage; a yellow result does Amazing damage, and a red result roll does Monstrous damage. If he lands an Incredible or Amazing force blow, he temporarily loses 50 Health points; if he lands a Monstrous blow, he loses 50 Health points and loses consciousness for 1-10 turns.

Talents: Iron Fist has Martial Arts A and E.

Contacts: Power Man, Namor, Nightwing Restorations, and the X-Men. Iron Fist is a friend of numerous superheroes, including Spider-Man.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Danny Rand's original motivation was to avenge his parents' death by waging war against renegades from K'un-L'un. After this was resolved, he joined Luke Cage in a partnership, which then developed into a close friendship. Now that Danny has been rescued from imprisonment by the H'ylthri, it remains to be seen which direction his life will take.

HISTORY:

Daniel Rand was the son of a businessman named Wendell Rand who had a mysterious obsession to find the fabled city of K'un-L'un, a paradise he believed to be located in the mountains of Tibet. When he was nine, Daniel Rand traveled to Tibet with his father, mother, and his father's business partner, Harold Meachum, in search of K'un-L'un. Toppling off a treacherous mountain passage, Daniel dragged his father and mother with him. While he and his mother landed on a ledge below, his father dangled over the sheer drop of the mountainside, calling to his partner for help. Hoping to take Rand's share of their business, Meachum instead caused him to lose his grip and plunge to his death. Though Meachum offered to help Heather Rand and her son, they spurned him. Attempting to make it back to camp on their own, Heather and her son spied a long suspension bridge just as a pack of wild wolves attacked them. Heather tried to hold them off long enough for her son to get away to safety, and was killed in the effort. Soon thereafter, denizens of K'un-L'un found the boy and took him to their

city. There the young Rand was brought before the ruler of K'un-L'un, the August Personage of Jade. Seeing the boy's desire for vengeance, he apprenticed him to the martial arts master of K'un-L'un, Lei Kung the Thunderer.

Rand's training under Lei Kung was rigorous. At age 16, Rand earned the Crown of Fu-Hsi, king of the vipers, vanquished four foes in the ritualistic Challenge of the Many, and defeated Shu-hi, a mechanical being whose name means "Lightning." Rand diligently conditioned his hands by thrusting them into tubs of hot sand, then gravel, then finally rock. At age 19, Rand was given the opportunity to gain the power of the Iron Fist. Opposing the fire-breathing serpent called Shou-Lao the Undying, Rand grabbed the serpent's body and received mystic emanations from the dragon-shaped scar that marked where the serpent's heart had been ripped out years before. In the embrace, the scar imprinted itself on Rand's chest. Killing the serpent, Rand plunged his hands into the now unguarded brazier containing Shou-Lao's molten heart. When he was through, his fists shone with a mystical force, and he earned the title "Iron Fist."

Declining to stay in K'un-L'un eternally, Danny returned to America to seek revenge on Meachum. Meanwhile, Meachum, having learned of Rand's training at K'un-L'un while recovering from frostbite suffered while in the Himalayas, returned to America as an invalid to await Rand. Clad in the ceremonial garb of the Iron Fist, Rand finally confronted Meachum, but took pity on the invalid and spared him. Minutes later, however, a mysterious ninja murdered Meachum.

Danny was blamed for the murder, and undertook a mission to find the ninja and clear his name. This led him into conflict with a number of costumed adventurers, and eventually, to a career as a crime-fighter. He met Luke Cage (alias Power Man) and joined Cage's professional Hero for Hire Business. However, during a visit to K'un-L'un to heal himself of radiation poisoning, Danny was kidnapped by the ancient enemies of K'un-L'un, the H'ylthri, and replaced with a duplicate made of plant tissue, which was to act as agent for the plant creatures' invasion of Earth. Shortly afterwards, the duplicate of Rand was slain and Luke Cage was blamed for the murder.

Daniel Rand reappeared recently, or more accurately, the Super-Skrull who had assumed Rand's likeness and his identity as Iron Fist appeared. The Skrull used Rand's contacts and friends to advance a scheme involving the Savage Land. The Skrull battled Namor, the Sub-Mariner, his cousin Namorita, of the New Warriors, and Misty Knight, Rand's former lover. The Skrull dropped his ruse, was defeated and fled, his scheme wrecked. Rand's friends, perhaps buoyed by Rand's bogus reappearance, set off on a search to find out what had really happened to their friend.

Rand was freed from his imprisonment by the H'ylthri some time later by Namor, the Sub-Mariner, and brought back to Earth by its Sorcerer Supreme, Dr. Strange. At present, Daniel Rand is recovering from his long ordeal. Apparently, meditation and the energy of the Iron Fist has cured Rand of the cancer he suffered from earlier in his career. What direction his life will take now is unknown.

Defense attorney Charles Blackwater was not the most ethical of human beings, but he was not without a conscience either. When the Fellowship, a religious cult, came to him and asked him to defend them against charges of kidnapping, extortion, fraud, drug trafficking, and pornography he insisted that he check out their commune to determine that the accusations were false. He also insisted on receiving one hundred thousand dollars more than they were willing to offer.

He defended them well—the Fellowship was acquitted of the charges against him. That's when "Cruel Fate" intervened—"Cruel Fate" magazine, that is—which was preparing an exposé of the Fellowship, and which raised doubts in Blackwater's mind about the occult beliefs of the group.

These doubts led him to an unusual used-bookstore, with a precognitive sales clerk and a copy of the *Aten Decan*, the philosophical underpinnings of the Fellowship. The macabre dogma of the *Aten Decan*, which encouraged the exploitation of humanity's basest nature and the rejection of morality, led Blackwater to investigate the pornography and drug charges. He soon learned that the Fellowship were guilty of everything that they had been accused of—and more.

Blackwater agreed to aid *Cruel Fate* magazine's exposé of the Fellowship,

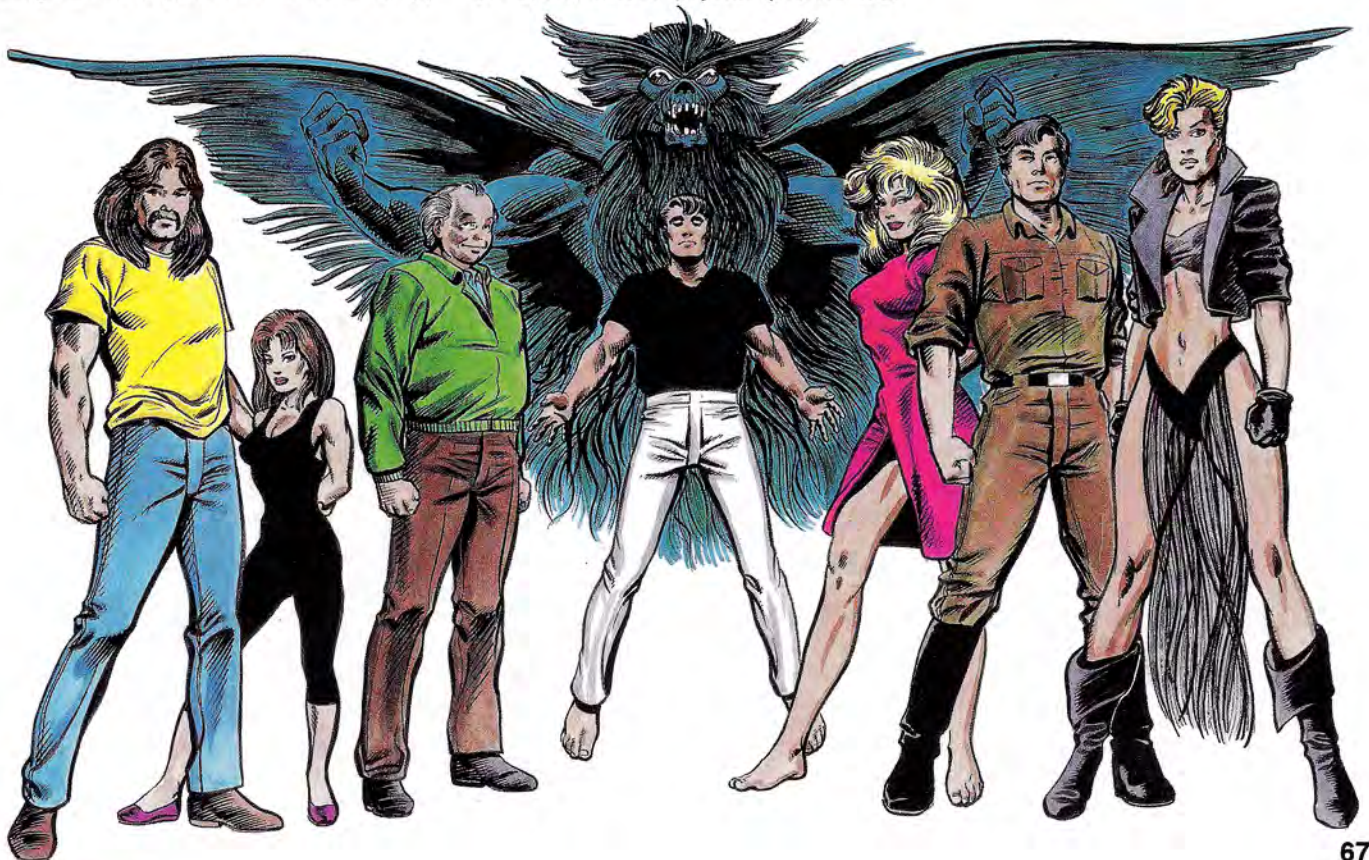
but when the Fellowship intervened, demanding that he turn over all of the files of his investigation to them. When Blackwater resisted, he was killed in a gruesome fashion—his throat was impaled, he was shot in the head, and knocked out of the window of a high-rise apartment. What more need someone do to kill someone?

But the Fellowship did not count on the intervention of the mysterious entity known as Omen. He saw in this dying man a weapon to use against the Fellowship, against the beast that the Fellowship planned to raise, and against the beast's master, whom he had once served. He offered in delirious, dying dreams life to Charles Blackwater, if he would serve the night, if he would help terrorize those who committed their evil in the sunlight, those who feared nothing. Blackwater had little choice.

Once Omen had established a link in the physical world, he began to assemble his Legion of Night, mystically calling them together. The precognitive shadow-reader, Ariann, was Omen's first recruit. The second recruit was Jennifer Kale, the sorceress who had once been a friend to the Man-Thing, and who had much experience in mystical matters. The third, Martin Gold, was a writer for "Cruel Fate" magazine. The fourth, Dr. Katherine Reynolds, was a professor of psychiatry from Gateway University in St. Louis, whose psychic powers had

caused her to be committed to an asylum. The fifth, Chan Liuchow, had been a student who had awakened the dreaded Fin Fang Foom from slumber thirty years before to save China from Communism. It was Fin Fang Foom that the Legion of Night was worried about. The Fellowship planned to rouse the dragon from its slumber and allow it to transform the world into its dream, which it would then devour. The Fellowship successfully completed the ritual which caused the dragon to awaken, then Hildreth, the high priestess and comptroller of the Fellowship, offered herself as a sacrifice to Fin Fang Foom, dramatically increasing its powers.

Omen led the Legion of Night into the dreamworld of Fin Fang Foom, to slay the evil dreams it was preparing to unleash upon the world. Though they were opposed by hideous monsters, the Legion was nonetheless victorious, forcing the dragon to retreat, and breaking up the schemes of the Fellowship. At present, the Legion of Night has not appeared again, but Omen has prophesied that the awakening of Fin Fang Foom was but the first step in a larger series of occult tests by dark forces that would try to destroy it, that could only be opposed by—a Legion of Night.



OMEN

STATISTICS:

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

Health: 120

Karma: 80

Resources: RM (30)

Popularity: 0

BACKGROUND:

Real Name: Unrevealed. Charles Blackwater is the name of Omen's human host.

Occupation: Self-appointed protector of humanity, leader of the Legion of Night

Legal Status: Unknown. Blackwater is a United States citizen with no criminal record

Identity: Public

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

NOTE: Omen appears to be a being of vast supernatural powers. These powers, the only ones revealed to date, are probably a small fraction of Omen's true powers.

Alter-ego: Omen uses the resurrected corpse of Charles Blackwater as a host. Omen seems to need to bond himself with a host, but the effects of this limitation are unknown. Blackwater's statistics without Omen are:

F A S E R I P
TY TY TY GD GD GD TY
Health: 28
Karma: 26

Sword: Omen wields a huge sword that can do Remarkable Edged damage.

Healing: Omen has Incredible healing powers.

Portal: Omen can transmit messages by a projecting himself as a portal of light, similar to astral projection. In this form, he can communicate with people. Those who step through the portal will go where Omen wishes.

Talents: Omen has the Occult and Leadership talent.

Contacts: As leader of the Legion of Night, Omen can count on their assist-

ance in times of crisis. He has no other known contacts; it is known that he once served a power of extreme evil.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Omen is a remote, distant figure, who wages an emotionless vigil against the forces of evil. Yet, it is obvious that he cares for Earth and its humans.

JENNIFER KALE

STATISTICS:

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

Health: 42

Karma: 70

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Jennifer Kale

Occupation: Sorceress

Legal Status: United States citizen with no criminal record.

Identity: The general populace of Earth is unaware that Jennifer Kale is a sorceress.

Place of Birth: Citrusville, Florida

Marital Status: Single

Known Relatives: Joshua (father), Andy (brother)

Base of Operations: New York City

Past Group Affiliations: Apprentice of Dakimh the Enchanter, frequent partner of Korrek, Man-Thing, and Howard the Duck, member of the Legion of Night

Present Group Affiliations:

KNOWN POWERS:

Magic: Jennifer Kale is an Adept of the school of Atlantean White Magic. Kale's known spells include:

AM Astral Protection (P);

Dimensional Travel (D): Kale has used this spell to exile creatures captured by her Ensnaring spell.

IN Eldritch Blast (U);

IN Ensnaring (D): Those who are captured by this spell must make a Psyche FEAT roll to break free, or its effects are permanent until Kale terminates the spell. She has used this spell to create bridges of Incredible Material Strength.

IN Magic Detection (U);

AM Medium (D): Kale can communicate with the spirit of Dakimh with a successful Psyche FEAT roll (Incredible).

Talents: Kale has the Occult talent. Her knowledge of Florida geography is Excellent.

Contacts: Kale is a friend of the Man-Thing and the worldly barbarian Korrek. She is a disciple of Dakimh and a member of the Legion of Night.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Kale is a courageous young woman, more seasoned than she was when she was a simple sorcerer's apprentice. She sees her duties as a member of the Legion of Night as inevitable, given the nature of magic; which involves people in conflicts that cannot be avoided.

ARIANN

STATISTICS:

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

Health: 32
 Karma: 90
 Resources: TY(6)
 Popularity: 0

BACKGROUND:

Real Name: Ariann
Occupation: Bookstore clerk, "shadow reader"
Legal Status: United States citizen with no criminal record, still a minor
Identity: The general populace of Earth is unaware that Ariann is an adventurer
Place of Birth: Unknown
Marital Status: Single
Known Relatives: Great grandfather (name unrevealed)
Base of Operations: New York City
Past Group Affiliations: Member of the Legion of Night.
Present Group Affiliations:

KNOWN POWERS:

Shadow Reading: Ariann's powers involve mental contact with, and observation of, people's shadows. This gives her Incredible powers of Empathy and Precognition abilities.
Dream Manipulation: In dreams, Ariann can cause everyone she is in physical contact with to grow in size. She can do this with Remarkable ability.
Talents: None revealed.
Contacts: Ariann is a member of the Legion of Night.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Ariann is an extremely mysterious figure. Her powers of precognition make her seem wise beyond her years. She enjoys playing "the all-knowing little girl" who makes cryptic comments about people, and does not hesitate to talk about her abilities.

MARTIN GOLD

STATISTICS:

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

Health: 24
 Karma: 26
 Resources: TY(6)
 Popularity: 0

BACKGROUND:

Real Name: Martin Gold
Occupation: Writer for "Cruel Fate" magazine
Legal Status: United States citizen with no criminal record
Identity: The general populace of Earth is unaware that Gold is an adventurer.
Place of Birth: Unknown
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: New York City
Past Group Affiliations: Member of the Legion of Night.
Present Group Affiliations:

KNOWN POWERS:

Dream Teleport: In the dreamworld only, Martin Gold can teleport with Remarkable ability.
Talents: Martin has the Journalism talent.
Contacts: Martin is a member of the Legion of Night.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Martin is a relatively normal person who has been recruited into the Legion of Night, perhaps because his normalcy provides the team with a bit of stability. So far, Martin has found himself virtually overwhelmed by the occult forces that he has to face, but has shown remarkable resilience in the face of adversity.

KATHERINE REYNOLDS

STATISTICS:

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

Health: 24
 Karma: 50
 Resources: TY(6)
 Popularity: 0

BACKGROUND:

Real Name: Katherine Reynolds
Occupation: Psychology professor at Gateway University in St. Louis, current mental patient
Legal Status: United States citizen with no criminal record
Identity: The general populace of Earth is unaware that Reynolds is an adventurer
Place of Birth: Unknown
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: St. Louis, Missouri
Past Group Affiliations: Member of the Legion of Night.
Present Group Affiliations:

KNOWN POWERS:

Psionic Attack: Amazing power and range.
Mental Probe: Amazing power and range.
Talents: Katherine has the Psychiatry talent.
Contacts: Katherine is a member of the Legion of Night.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Katherine's mind has been affected by drugs, leaving her irrational and, at times, barely coherent. She is usually quiet, but can get quite violent when annoyed.

CHAN LIUCHOW

ADDITIONAL NOTES FOR LEGION OF NIGHT

STATISTICS:

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

Health: 28

Karma: 30

Resources: GD(10)

Popularity: 0

BACKGROUND:

Real Name: Chan Liuchow

Occupation: Anthropology professor at University of California at Berkeley

Legal Status: Chinese citizen with no criminal record

Identity: The general populace of Earth is unaware that Liuchow is an adventurer

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Berkeley, California

Past Group Affiliations: Member of the Legion of Night.

Present Group Affiliations:

KNOWN POWERS:

None known.

Talents: Chan has the Occult talent, specializing in Oriental mysticism.

Contacts: Chan is a member of the Legion of Night.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Chan has been consumed by guilt over his role in unleashing Fin Fang Foom thirty years ago. It is unknown whether he will continue to serve with the Legion of Night now that it has been defeated.

STATISTICS:

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

Health: 46

Karma: 22

Resources: EX(20) as an Avenger

Popularity: 10

BACKGROUND:

Real Name: Miguel Santos

Occupation: Former Overlord turned Adventurer

Legal Status: U.S. Citizen of Mexican descent

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Father, deceased

Base of Operations: Unknown

Past Group Affiliations: Pacific Overlords, Avengers

Present Group Affiliations:

KNOWN POWERS:

Electrical Generation: Santos can fire bolts of electricity which can inflict up to Unearthly damage.

Flight: While in his energy form, Santos can fly at Shift X speeds (50 areas/round or 750 mph).

Invulnerability: While in his energy form, Santos can not be harmed by physical attacks. He may be harmed by magic, psionic, and plasma-based attacks.

Equipment:

Stasis Suit: Santos wears a special suit which was designed for him by Doctor Demonicus and later modified by Doctor Pym. Pods located on the hips of this suit emit a stasis field which keep Santos in human form. By turning off these pods, he can assume the plasma form of Living Lightning.

Talents: Unknown.

Contacts: Miguel can use any one of the Avengers as a contact.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Santos was a reluctant Overlord at best. He was essentially captured by Demoniacus and given the option of service as Overlord—or death. To insure his cooperation, Demoniacus had a remote deactivator built into Santos's stasis suit that could shut off the suit, causing him to become a shapeless mass of electrons forever. Santos was able to destroy this device and sided with the West Coast Avengers in battle against the Overlords. This action earned him a spot on the team, as a replacement for the Wasp.

HISTORY:

The Legion of Living Lightning was a subversive organization that (from a secret base located in the Santa Ana mountains) attempted to overthrow the United States government. The head of this organization, called the Lightning Lord, was a man named Santos. Santos had immigrated to the United States from Mexico. Deeply patriotic, though misdirected, Santos's intent was to use military might, including conventional weaponry as well as the extremely powerful and unique lightning machine, to establish a benevolent dictatorship in America. Santos believed this would save the United States from people who did not love her as much as he did.

Santos, and all save one of his legionnaires, died when the Hulk destroyed their mountain lair. Even this lone survivor died after telling the story of the Legion's fate to Santos's son, Miguel.

Miguel was grief stricken because he had not been present when his father died. He planned to revive his father's dream of abolishing hatred. Many years passed, and finally, Miguel Santos cracked the code to the Legion's maps. He followed the directions into the Santa Ana mountains and discovered the location of the Legion's secret lair.

In order to achieve his plan, he needed a working weapon. He attempted to reconnect his father's Lightning Machine. When Miguel brought the wires together, there was an intense flash as energy surged from the wires into Miguel's body. Shocked into unconsciousness, Miguel woke to find himself buried beneath a pile of rubble. After freeing himself from the debris, Miguel was amazed to find that his body glowed and crackled with a strange form of energy.

In reconnecting the wires, Miguel had somehow plugged himself into the lightning machine. Rather than merely giving himself a working weapon, he had turned himself into one.

Attributing this transformation solely to the machine, and fearing that anyone might be able to receive such powers from it, Miguel destroyed the machine so that there would be only one Living Lightning. In fact, only someone with Santos's rare blood chemistry could have survived this experience.

Miguel now wished to test the limits of his new-found powers. He went on a mini-rampage, causing electrical fires and damage in the vicinity of Fullerton. Miguel's activities came to the attention of the original Human Torch. The Torch himself had only recently been revived after thirty-six years of dormancy. The Torch was familiar with the California area and eventually tracked down the source of the destruction.

Miguel, who was now calling himself Relampago Vivo or Living Lightning, engaged the Torch in a protracted battle in the sky above Fullerton. Eventually the Avengers, Henry Pym, and the Wasp, showed up in the Rover (a hovercraft type vehicle) and entered the fray. During the course of the battle, Living Lightning grabbed hold of a cable which was attached to the Rover. Because he was in his energy form, he was drawn down the cable until grounded and his electrical charge set off the Rover's fuel tanks. Though, he was believed to have been destroyed by the explosion, the Avengers had seen too many mysterious deaths to be convinced that this creature was gone for good.

The Avengers' suspicions proved to be correct as the mad geneticist Doctor Demoniacus had been watching the battle between the Torch and Living Lightning. Intrigued by the tremendous amount of electrical power emanating from Living Lightning, Demoniacus used machines to drain off Lightning's corpus of energy. Demoniacus siphoned Lightning's energy to his island base at the same moment that Dr. Pym had grounded Living Lightning.

Demoniacus then used his machines to reconstruct the Lightning into his original human form. In order to keep his body from spontaneously decomposing into electrical impulses, Lightning had to stay hooked up to these devices.

When the Lightning regained consciousness, Demoniacus asked him to join a new organization he was forming—the Pacific Overlords. Reluctant at first, Living Lightning soon realized he had little choice but to do what Demoniacus asked. After all, he was probably still wanted by the authorities because of his exploits on the night when he battled the Torch and the Avengers. Eventually he agreed to work for Demoniacus in ex-

change for certain benefits, the greatest of which was the stasis suit which allowed him to stay in human form.

Though Lightning never much cared for Demoniacus's methods, he had little choice but to serve him since Demoniacus possessed a remote control which could turn off Lightning's stasis suit at any time. In effect, he was more a prisoner of the Overlords than one of them.

His true nature was shown when he squared off against the rest of the Overlords to save the lives of the Scarlet Witch and Pele, a former Overlord. Hawkeye, Spider-Woman, USAgent, and Sunfire showed up about this time and Lightning reluctantly participated in the battle against them.

When Demoniacus instructed Lightning to take the Scarlet Witch as a hostage because the battle was turning against the Overlords, Lightning refused to put any more innocent people in danger. Demoniacus, brandishing the stasis suit deactivator, threatened to turn off Lightning's suit. Lightning fired a blast which struck the deactivator, destroying it. He then joined with the Avengers to battle the giant Overlord Kain.

The battle ended with Demoniacus revealing to the Avengers the true objective of his machinations. Demoniacus, Demoniacus's newly created nation, had just been admitted to the United Nations. As a sovereign nation, Demoniacus did not recognize the Avengers' authority and they were forced to leave the island. Living Lightning chose to leave with the Avengers. Since the Wasp had chosen to step down as an active member, she nominated Lightning as her replacement. Lightning accepted the nomination and has served with the Avengers West Coast team in their adventures with the Fantastic Four on an alternate Earth, and in their most recent encounter with Night Shift. Despite some grave doubts, Miguel also performed well as an Avengers' emissary to the Shi'ar Galaxy during Operation Galactic Storm. He has now proven to himself that he belongs among the ranks of the Avengers and his pride keeps him striving to be the best Avenger he can be.

STATISTICS:

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

Health: 130**Karma:** 22**Resources:** IN(40) through the Secret Empire**Popularity:** -10

BACKGROUND:

Real Name: Jeff Wilde**Occupation:** Cyborg super agent of the Secret Empire**Identity:** Secret, though known by the Secret Empire and several heroes**Legal Status:** Deceased**Place of Birth:** Unrevealed**Marital Status:** Single**Known Relatives:** Wilde, the Original Midnight (father)**Base of Operations:** Various Secret Empire hideaways in New York**Past Group Affiliations:** Side-kick of Moon Knight, Secret Empire**Present Group Affiliations:**

KNOWN POWERS:

Cyborg Construction: Much of Midnight's original body has been replaced with bi-onic components. These parts are immune to disease and have Amazing Material Strength. As these components are often interlaced with human tissue and connected to his central nervous system, he can still feel pain. This half-robot construction affords Midnight a unique form of body armor. Against attacks of Remarkable or less, Midnight's body armor is Excellent. Against attacks in excess of Remarkable, his body armor is Remarkable. This reflects the fact that attacks of varying Intensity will do about the same amount of damage to his human tissue. Throughout his existence as a cyborg, his components have been modified several times to allow him to produce the following effects:

Claws: Midnight's fingers are tipped with claws. They inflict Remarkable Edged Damage.

Energized Claw: By channeling energy to his claws, Midnight can increase his claw attack by +2CS.

Jets: Midnight's boot jets allow him to fly at Typical air speeds (6 areas/round). Used offensively they inflict Excellent flame damage.

Laser: Midnight can fire laser blasts which do Incredible damage at a range



of 11 areas.

Electro-Bolt: Midnight can fire bolts of electricity up to one area away doing Excellent damage and Stun with Incredible Intensity. If he grapples his opponent this Intensity is increased to Amazing.

Vertigo Projector: Midnight's left forearm houses a Vertigo projector. This device distorts a target's sense of balance, rendering them virtually helpless. Against a single targets its Intensity is Remarkable. To a group of targets in the same area, its Intensity drops to Good. Targets make a Psyche FEAT versus this Intensity or be knocked to the ground, unable to move or attack. A second failed Psyche FEAT means the victim is unconscious for 1-10 rounds. Its range is three areas.

Elongation of Arms: Midnight can attack non-adjacent opponents up to 1/2 area away. The target of these attacks can only attack Midnight's arms, and won't produce a Kill, Stun, or Slam results. Elongation does, however, make Midnight's arms more susceptible to damage, lowering their Material Strength by -1CS.

Cryo-Genic Beam: This beam entraps opponents in Incredible Strength ice up to two areas away.

Limitation: The Secret Empire has a special pain-inducing device wired to Midnight's spinal cord. This device causes Midnight to experience Monstrous Intensity pain, but with no effect on his Health. When experiencing this pain, Midnight is unable to take any action. This device, which can be activated by remote control, was used as a means of controlling Midnight. Destruction of the remote might activate the device, though this has never been tested.

Talents: Midnight was trained in Martial Arts A and E.

Contacts: For a brief period, Midnight served as Moon Knight's side-kick. During his service as a cyborg soldier of the Secret Empire, he hated Moon Knight.

ROLE-PLAYING NOTES:

Midnight hates his former partner Moon Knight because he believes he left him for dead and at the mercies of the Secret Empire. Midnight also holds Moon Knight responsible for the death of his father (whose death was from cancer caused by some chemicals he came in contact with).

HISTORY:

Jeff Wilde was the son of the original Midnight and took that code-name when he went to work for his father's old adversary, Marc Spector, a.k.a. Moon Knight.

Despite Moon Knight's warning, Wilde got involved in his investigation into the would-be world-dominating organization the Secret Empire. During a battle with the Empire, Jeff took a force blast from a Secret Empire power dagger which destroyed much of his body and nearly killed him. Moon Knight went after Jeff and tried to rescue him. Eventually he captured the Empire's head man, code-named Number One, who insisted Midnight had died as a result of his injuries. Moon Knight stopped his search for his friend. In fact, Wilde had not died, but was made the subject of a cruel experiment. The Empire wanted to construct an army of cyborg super agents and Wilde was to be the prototype. He was used as a guinea pig to see how much he could endure both physically and mentally as his system was fitted with more and more powerful weaponry. A pain-inducing device was wired to Wilde's spinal cord to insure his cooperation and modify his behavior should the need arise. Wilde did not wish to serve the Empire at first, but eventually, seeing their open aggression as more honest than what he had come to view as Moon Knight's false professions, he relented. His first assignment for the Empire was breaking physicist Elliot Franklin out of jail.

Franklin's services had been retained by the Empire to provide them with more advanced weaponry and to better enhance cyborgs like Midnight. It was while freeing Franklin that Midnight first encountered the super hero, Darkhawk. During a battle which also involved Spider-Man, Midnight was temporarily captured and unmasked. Spider-Man had known Midnight briefly before his conversion, but believed he had been killed. Distracted by both Wilde's story and a sneak attack by Franklin, the heroes allowed Midnight and the doctor to escape. Spider-Man contacted his fellow Avenger Moon Knight and informed him that his former partner was still alive.

Midnight's second assignment was to recruit for the Empire the superhuman adventurer called Nova. When an attempt at conning Nova failed, Midnight took him captive. This abduction brought Nova's New Warrior teammate Night Thrasher onto the case. Spider-Man, Moon Knight, and Night Thrasher tracked Midnight to an Empire outpost. Here they met up with the Punisher and together the four battled upwards of fifteen standard Empire soldiers, three armored hired-guns called the Seekers, and Midnight. After a brief exchange, the Empire's forces pulled out.

Eventually, Spider-Man, Moon Knight,

Night Thrasher, and Punisher were able to track Nova's helmet transceiver signal to the Secret Empire's main headquarters located on Manhattan's Upper West Side. Lynn Church had shut down the headquarter's transmission security device in order to create a diversion which would give her enough time to effect some changes to Midnight's pain-inducing device. Spider-Man, Moon Knight and Night Thrasher fought their way through the Empire's front line troops, while Midnight, now free from the pain-inducing device, was staging a coup on the Council of Ten, in which Number Seven was killed. The council was finally forced to flee, but not before the Punisher had overpowered Number Three and hidden on-board their escape rocket. Disguised as Number Three, Punisher found Nova and sabotaged the power shackles which were holding him. Once free, Nova permanently shut down the headquarter's radio jammer and got a signal off to Night Thrasher. This brought Night Thrasher along with Spider-Man, Moon Knight, and Darkhawk.

When Lynn Church revealed that she was actually the first of the Empire's cyborg soldiers, the stage was set for the Empire's last stand. Church, Midnight, the Seekers, Elliot Franklin in his new Thunderball armor, and a slew of heavily-armed Empire thugs faced off against a team of heroes, including Spider-Man, Darkhawk, Nova, Night Thrasher, Punisher, and Moon Knight. When Midnight learned that Church allowed herself to be turned into a cyborg voluntarily, he became disillusioned and quit the fight. Church then revealed that she had not removed Midnight's pain-inducer, but had merely changed the frequency. Seeing a chance to grab some power for himself, Thunderball tried to get the pain-inducer away from Church. Midnight decided he would rather die than continue being a slave to pain, or to anyone who could control that pain, and started smashing the building's support columns. Church attempted to stop him while the heroes gathered up their fallen allies and enemies alike and head for safety. Thunderball and the two cyborgs appeared to have been crushed to death under tons of debris.

However, Thunderball had been spared by a support column and managed to hammer his way out of the wreckage using Midnight's and Lynn Church's robotic arms, still locked in their death grip. Spider-Man delivered Midnight's epitaph, but as his body was never recovered, Midnight may not be gone for good.

STATISTICS:

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

Health: 275

Karma: 86

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: M'Nai

Occupation: Former agent of the Kree Empire

Legal Status: Former citizen of China

Identity: Secret

Place of Birth: Somewhere in Africa

Marital Status: Single

Known Relatives: None

Base of Operations: Earth's Moon

Past Group Affiliations: Legion of the Unliving

Present Group Affiliations:

KNOWN POWERS:

Flight: Midnight Sun wears disks of Kree design which allow him to fly through the vacuum of space at CL1000 speeds, or Monstrous speeds in planetary atmospheres.

Life Support: Midnight Sun can survive in the vacuum of space with no ill effects.

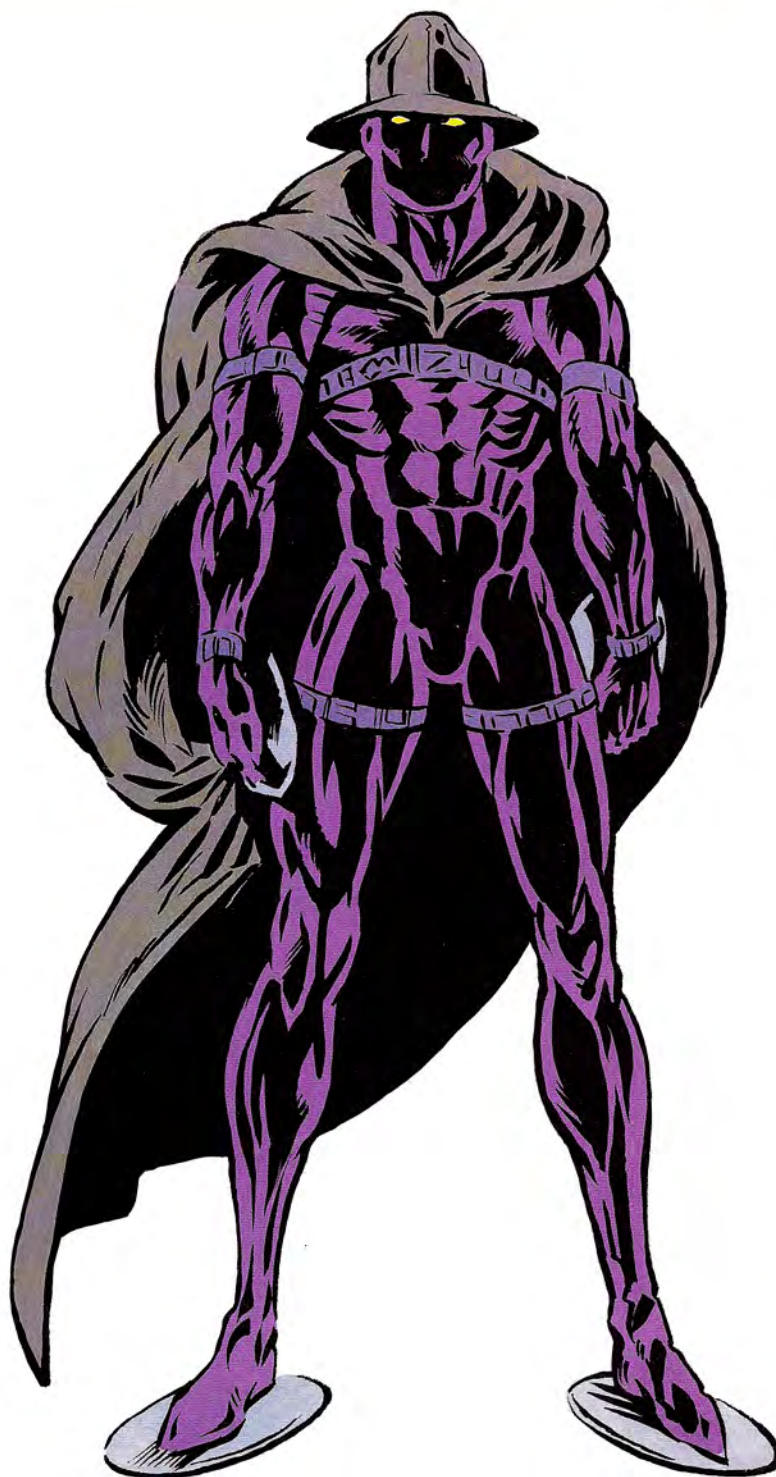
Body Armor: Midnight Sun has Remarkable resistance to physical and energy attacks.

Invisibility: Midnight Sun has Monstrous Invisibility in areas of darkness (a darkened interior room, deep shadows, etc.). His flight discs do give off energy in the ultraviolet wavelengths of the spectrum, however, and he can be detected in that manner.

Talents: Midnight Sun has all of the available Martial Arts talents, and Thrown Weapons.

Contacts: Midnight Sun is currently a guest of the Inhumans. It is likely he still has contacts within the Kree Empire.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Midnight Sun is a lost soul in the truest sense of the phrase. He is a mute amnesiac, with only the barest of memories of his life before his resurrection. He has rejected his servitude to the Kree, and seeks to discover his own identity. Unfortunately, both Fu-Manchu and the Kree have taught him to express himself solely through violence, and he finds communication to be virtually impossible.

HISTORY:

M'Nai lost his parents when he was a small child in Africa. He became filled, not with grief, but with anger at a world that taken his parents from him.

The villain, Fu-Manchu, entered M'Nai's village soon after. Seeing the anger in the child's eyes, he took M'Nai into his personal care. Fu-Manchu believed there was great potential in anger. He raised the scared, angry boy with his own son, Shang-Chi. The child earned the name "Midnight" and always wore a mask, the better, Fu-Manchu said, to hide his scars. Shang-Chi and Midnight were the closest of friends, vir-

tually brothers. They were both incredibly skilled at kung-fu; the two greatest masters of the discipline in the world.

Then Shang-Chi learned the truth about his father and rebelled. Fu-Manchu sent Midnight after him, to challenge him to a death duel. As great as Midnight's friendship had been, it paled in comparison to the bonds of servitude that Fu-Manchu had placed on Midnight. They fought an epic battle in New York City; Midnight fell from a crane and caught his cape on a hook. The jolt broke his neck and he died instantly.

Midnight's sleep of death was not an easy one. Seeking foes to place against the Avengers, Kang the Conqueror used Midnight as a member of his Legion of the Unliving, a group of dead villains and heroes he had gathered to oppose the Avengers.

Midnight was defeated and remained dead, until the Kree, needing a weapon to use against the Silver Surfer, resurrected him in the hopes that his fighting style would confuse the Surfer. They blocked his memories and augmented the abilities of his body to a truly superhuman level, renaming him Midnight Sun.

Midnight Sun, now mute and barely aware of his previous existence, was sent to hunt the Surfer. He was impressed by the Surfer's honor, an impression that led to his own defeat. Disappointed, the Kree decided to destroy his vestigial memories and turn him into a completely merciless foe. Unwilling to lose what little remained of his past existence, Midnight Sun broke free from the lab and flew off into space. He encountered the Silver Surfer once again on Earth's moon, but when he tried to communicate with him, the Surfer misinterpreted his actions and battle commenced.

During the battle, the Surfer removed Midnight Sun's mask, revealing his scarred face. The battle may have led to tragic consequences had it not been for the intervention of the Inhumans now living in Attilan on the Blue Area of the Moon. Black Bolt had compassion for the scarred mute, and vowed to take him into Attilan to cure him. Midnight Sun accepted the offer, and has not been seen since.

STATISTICS:

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

Health: 130

Karma: 22

Resources: GD(10)

Popularity: 0

BACKGROUND:

Real Name: Arkady

Occupation: Former super-agent, now super-villain

Legal Status: Russian citizen, legally dead

Identity: Secret

Place of Birth: Somewhere in Russia

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: KGB, the Hand, the Upstarts

Present Group Affiliations:

KNOWN POWERS:

Death Factor: Omega Red can generate a "death field" of Amazing Intensity around him which is channelled through his tentacles. Almost the reverse of Wolverine's Healing Factor, this field saps the life force of living creatures. Omega Red can suck that life force out of everyone in the same area as himself, and can use this energy to regain lost Health up to his maximum. To affect a target, Omega Red must first succeed at a Power FEAT against the Intensity of the victim's Psyche. Each successful FEAT allows Omega Red to drain up to 50 points from each victim until he regains his normal maximum Health. If the target's Health drops to 0 as a result, the victim dies and his body disintegrates.

Lethal Pheromones: Omega Red can release a cloud of pheromones that causes people to feel ill and collapse. Anyone in the same Area as Omega Red will be affected, and potential victims must succeed at an Excellent Intensity Endurance FEAT or be rendered unconscious for 1d10 turns. Characters with sealed life support systems or who do not breathe are unaffected.

Body Armor: Omega Red has a specially-designed suit that serves as Good rank Body Armor.

Tentacles: Omega Red's suit is equipped with Carbonadium tentacles of Monstrous material strength. These give him +2 CS when attempting Grappling at-



tacks, and adds +1 CS to Strength when determining Grappling damage.

Weaknesses: Omega Red must continually feed on life force to survive. He loses 10 Health points per hour, which can only be restored by draining new Health from living victims. If his Health should drop to 0, he enters a death-like coma and cannot be revived without the voluntary self-sacrifice of a number of beings whose combined Health points total at least six times Omega Red's total original Health.

Talents: Omega Red is bilingual in English and Russian.

Contacts: Omega Red was resurrected by Matsuo Tsurayaba of the Hand to serve as an ally of Fenris in their quest for the Carbonadium Synthesizer.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Omega Red is obsessed with battling and defeating Wolverine, whom he believes was responsible for his death. His death and rebirth have left him utterly ruthless, with an implacable hatred for his old enemy. A true psychopath, Omega Red cares nothing for human life. He has a hair-trigger temper and will attack anyone, friend or foe, who even dares to speak against him. So far, the only person besides Wolverine who has had presence enough to face Omega Red down and live is Matsuo Tsurayaba, the coldly unflappable ninja who resurrected him.

HISTORY:

The man who became Omega Red was once known as Arkady, a Russian agent. Like Wolverine, Arkady became involved in a secret government project to develop a mutant super-soldier: Arkady was Russia's precursor to the Canadian "Weapon X" program. But Arkady's power was the opposite of Logan's: where Wolverine's Healing Factor enabled him to regenerate his own injuries, Arkady possessed the power to radiate death, an ability that required him to constantly drain life to keep himself alive.

While the Omega Red project was underway, a team of CIA agents consisting of David North, Logan (who would become Wolverine), and Creed (who would later become Sabertooth) raided the project base, aided by a defector named Janice. Omega Red tried to stop them, and failed, and the CIA team made off with a device called the Carbonadium Synthesizer that was being used to control Arkady's death-factor. Without the C-Synthesizer, Arkady could not survive, and went into a death-like coma.

Logan believed that Arkady was permanently dead, but Arkady's body was recovered by agents of the Hand, the same mysterious order of mystic assassins responsible for the rebirth of Psylocke. In a mystic ceremony, twenty of the Hand's best assassins voluntarily sacrificed their life-force so that Arkady would be reborn.

Arkady's first act was typical of him: reawakening from death, he struck out blindly, slaying five more Hand technicians with his death-factor. But he soon brought his powers under control. Taking the name Omega Red, he struck an alliance with Matsuo Tsurayaba, the Hand's leader: he would work with the Hand, if they would lead him to Wolverine and the C-Synthesizer.

Allied with a faction among the Upstarts which included the deadly duo Fenris, Matsuo sent its operatives with Omega Red to ambush Wolverine, Gambit, Rogue, the Beast, and Jubilee as they left the mansion. With the aid of the Hand and the advantage of surprise, Omega Red was able to quickly defeat the heroes. Although the other X-Men escaped, Wolverine remained a captive.

Omega Red needed the Carbonadium Synthesizer in order to survive without draining life force. Believing Wolverine might have hidden it, the villains took Wolverine to a base in Berlin, and proceeded to use induced memory inver-

sion techniques to regress Wolverine's memories back to his original encounters with Arkady, thirty years ago. But before the memory inversion could be completed, Wolverine escaped with the aid of his former CIA colleague, David North. Omega Red attempted to stop him, but the injured Wolverine preferred to run rather than fight, leaving Omega Red frustrated in his search for vengeance.

STATISTICS:

F AM(50)
 A AM(50)
 S MN(75)
 E UN(100)
 R TY(6)
 I RM(30)
 P RM(30)

Health: 275

Karma: 66

Resources: RM(30)

Popularity: 0

BACKGROUND:

Real Name: Overkill, formerly Taserface

Occupation: Adventurer

Legal Status: Citizen of the Stark, scout class

Identity: Public

Place of Birth: Stark Homeworld, Milky Way Galaxy

Marital Status: Single

Known Relatives: None

Base of Operations: Stark Homeworld

Past Group Affiliations: The Stark

Present Group Affiliations:

KNOWN POWERS:

Body Armor: Overkill's cyborg body armor has Amazing Material Strength. It gives him Amazing protection from physical, Force, and cold attacks. Remarkable protection from acid and Monstrous protection from heat and most energy attacks.

Repulsor Rays: Monstrous damage at a 12-area range.

Taser: Amazing electrical damage at a 10-area range.

Energy Absorption: Overkill can absorb heat attacks with Amazing ability and can add those points directly to his Health score. In addition to adding to his Health, every five points of Health absorbed adds two points of Strength to Overkill.

Sensors: Radar, Sonar, and Heat at Amazing ability and ten-area range.

As Taserface, Overkill has the following stats and powers:

F A S E R I P
 AM IN AM AM TY GD GD

Health: 190

Karma: 26

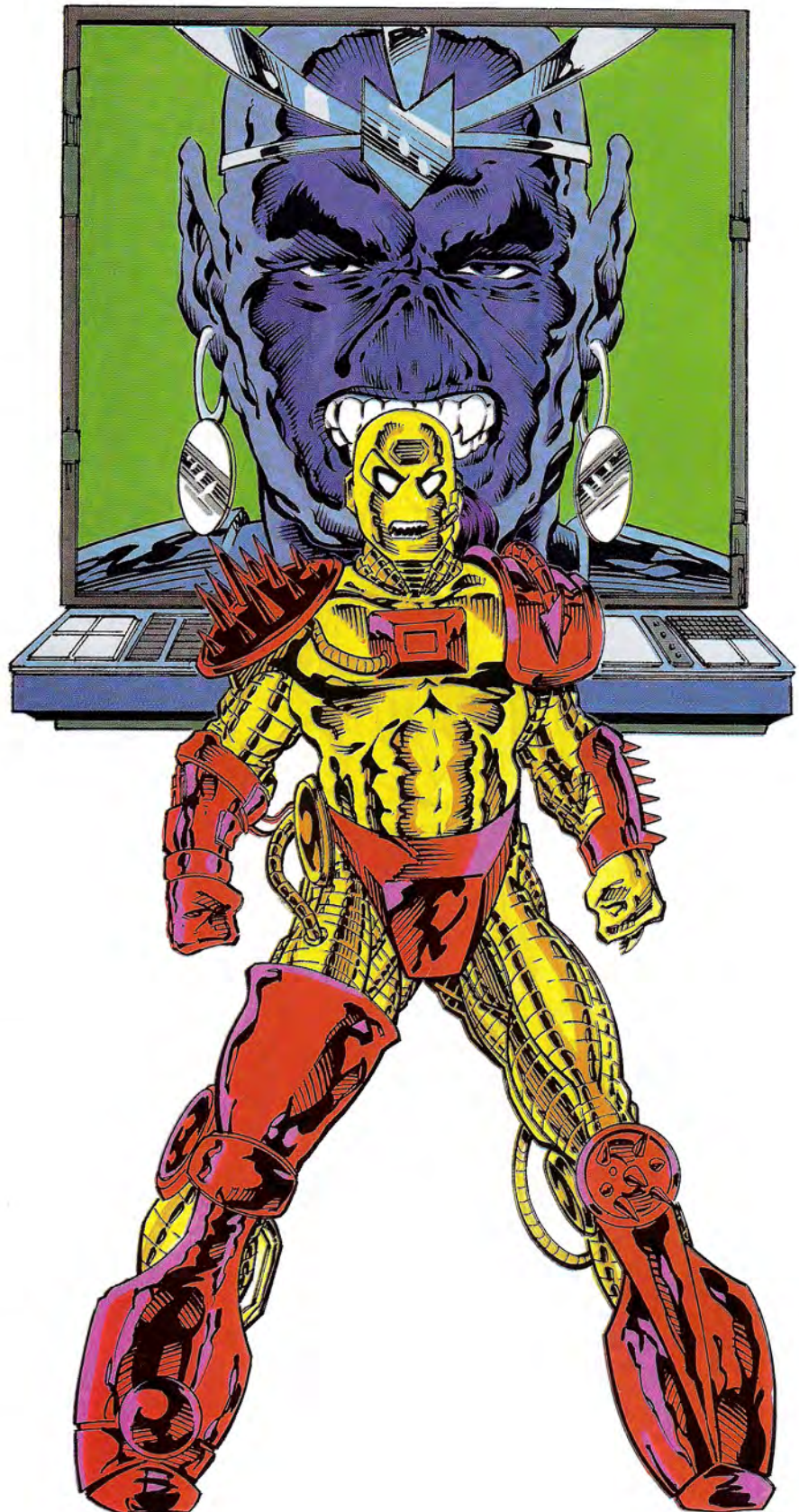
Repulsors: Incredible damage at 8-area range.

Taser: as above

Sensors: as above

Talents: As Taserface and as Overkill, he has the Military skill and Martial Arts E.

Contacts: Overkill has contacts with the



Stark High Command, where he is their most respected warrior.

ADDITIONAL NOTES:

One person who noticed this expansionism was Firelord, the former Herald of Galactus who was now the Protector of the Universe. The other group which became involved were the Guardians of the Galaxy, who, while tracking down the legendary Shield of Captain America, encountered a Stark installation on the planet Courg. When the Guardians destroyed it, it drew the attention of one of the most powerful Stark scouts, Taserface. When the Guardians defeated Taserface, a cadre of Stark warriors appeared. Realizing that the Guardians could not win without aid, Starhawk summoned Firelord, who immolated Taserface. The Stark were defeated. The disgraced Taserface, now nameless due to his defeat, was brought back to the Stark homeworld, where the engineers redesigned him. The High Sister of the Stark World herself renamed him Overkill.

Now far more powerful than before, Overkill defeated Firelord in combat and was about to kill Firelord when the Guardians of the Galaxy appeared in response to Firelord's signal via his Guardians' star communicator. During the battle, the Stark sent an espionage agent to the Guardians' ship, who sabotaged the *Captain America II*.

Firelord was recovered from Overkill's hands by Starhawk. The Stark then ordered Overkill to withdraw, which he did, claiming triumph over his foes. Overkill's current whereabouts is unknown, but is certain that the Guardians and Firelord have not seen the last of him.

ROLE-PLAYING NOTES:

Overkill is a fierce, unrelenting warrior, whose only joy is the destruction of his enemies. He is extremely aware of his honor; suffering defeat requires him to be stripped of his honor and identity. His hatred for Firelord and the Guardians of the Galaxy is extreme; only a direct command from his superiors will cause him to leave a battle against them. Overkill never surrenders.

HISTORY:

In an alternate timeline, Earth came under attack from the planet Mars in the twenty-first century. Many of Earth's superheroes valiantly struggled to defeat this menace. Tony Stark realized that if he died, the Martians would get hold of his Iron Man and other advanced technology, so he loaded all his inventions into a rocket and shot them into space.

They landed on a planet in a faraway solar system, where the natives spent centuries trying to understand their secrets. The natives came to worship Tony Stark as their god, naming their world after him. They created suits of armor in Iron Man's image for themselves. They built huge factories to produce Starkian technology, destroying their planet's eco-system in the process. Then they created cyborg scouts to find new worlds that could be exploited by the Stark.



The Pacific Overlords are a group of super-powered individuals who gained their powers through experiments and procedures conducted under the watchful eye of the once-brilliant geneticist turned criminal-subversive—Doctor Demoniacus. Principle among Demoniacus's procedures was exposure to the few remaining shards of the highly radioactive meteor called the Lifestone.

The existence of the Pacific Overlords was first uncovered by Spider-Woman when she battled two of their rank, Jawbreaker and Koroko, on the dock of the Newport Beach Marina. When Spider-Woman enlisted the aid of the West Coast Avengers, Doctor Demoniacus led them on a merry chase from California to Hawaii to Australia to Japan before culminating on the new island nation of Demonica.

Along the way, several of the Avengers and a few private citizens were taken captive. A small band of Avengers and their allies did eventually storm the tiny nation and free the hostages, but were unable to take any action against Demoniacus and his Overlords for the crimes they had committed.

It seems that raising Demonica from the ocean floor was what Doctor Demoniacus's plan had been all along. The Overlords were nothing more than a means to an end, serving more to keep the Avengers occupied than anything else. Within hours of being raised from the ocean floor, Demonica was recognized as a sovereign nation by the United Nations. Under their new charter, the Avengers had no authority to interfere in the legal affairs of a United Nations member and were forced to leave Demonica. Demoniacus now rules over his own country which is rich in natural resources. His Overlords give him a small but super-humanly powerful army.

THE BIG ONE

STATISTICS:

F	FB(2)
A	PR(4)
S	FB(2)/IN(40)
E	PR(4)/AM(50)
R	FB(2)
I	PR(4)
P	PR(4)

Health: 12/96

Karma: 10

Resources: FB(2)

Popularity: 6

BACKGROUND:

Real Name: Kenjiro Sasaki

Occupation: None

Legal Status: Minor citizen of Japan

KNOWN POWERS:

Kinetic Absorption: As the Big One, Kenjiro can absorb up to Incredible amounts of kinetic energy and convert it to physical strength or channel it into his seismic attacks. If Kenjiro is attacked physically (including Wrestling attacks), or by energy strikes (Iron-Man's repulsors, for example), the appropriate amount of damage is added to his Strength up to a maximum of Unearthly (100). Kenjiro can also gain Health up to a maximum of 156. Attacks in excess of Incredible damage Kenjiro, but any damage can be redirected toward his opponents in the next round. Any absorbed energy dissipates 10 rounds after it is absorbed and must be discharged or is lost. Similarly, if the Big One suffers any physical attack when at his maximum Strength and Health, he will spontaneously release all stored energy. He can override this release by making an Endurance FEAT, with failure indicating the release of all energy and unconsciousness for 1-10 rounds. If successful, the Big One suffers damage from the attack but can redirect the energy the following round. The Big One can be damaged by non-physical attacks such as magical, mental, or certain energies. Health would be taken from absorbed power first, then from the Big One's actual Health.

Seismic Attack: The Big One can channel his absorbed energy into the ground, creating a localized earthquake. He can affect the area adjacent to his own. All targets in that area take damage equal to the amount of his stored energy. The Big One needs outside stimuli in order to make this attack.

Crying: The Big One is actually a mutated toddler. When upset he will scream and cry. The intense wind generated by

his crying is of Excellent Intensity.

Limitation: As a toddler, the Big One was just learning to walk and talk. He had the motor coordination and understanding of a small child, which is reflected in his lower Fighting, Agility, and RIP values. Also, the Big One had a body weight of 4000 pounds. His body weight should be considered Incredible for the purposes of being carried, including being teleported. Supporting structures (floors, etc.) of less than Incredible material strength should make a FEAT roll versus his weight to see if they give way.

ROLE-PLAYING NOTES:

The Big One was mutated as a child, a victim rather than a villain. Capturing him without hurting him, or allowing him to hurt himself, would always be a priority and will make any encounter with him that much more difficult. He shouldn't be held responsible for heroes he might hurt along the way, which, given his powers, is almost inevitable. Like most kids he is easily distracted and enjoys playthings. Coming up with playthings appropriate to his size presents problems. The Avengers have used Spider-Woman's glowing webs, a teddy bear enlarged by Henry Pym, and Tigra on various occasions.

CYBERTOOTH

STATISTICS:

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

Health: 60

Karma: 32

Resources: Demonica is a country rich in natural resources, but it is unclear how Yen Hsieh will share in that wealth.

Popularity: -5

BACKGROUND:

Real Name: Yen Hsieh

Occupation: Pacific Overlord

Legal Status: Citizen of Demonica

KNOWN POWERS:

Cybernetic Jaws: Cybertooth boasts that his cybernetic jaw can rend nearly anything, turn steel (Remarkable through Amazing material strength) into mangled shards, glass (Feeble material strength for standard, Excellent for bullet-proof, Good Edged damage) into

crystal splinters. His jaws and teeth have Amazing material strength and they are incredibly strong. He can bite through items of Remarkable material strength on a green result, Incredible material strength on a yellow result, and Amazing on a red. His jaw provides him with Remarkable Body Armor on attacks directed at his face. He can open his mouth sufficiently wide as to place a person's head inside of it.

ROLE-PLAYING NOTES:

Cybertooth always seems to keep the objective in mind. If his objective is to capture someone, he prefers to demonstrate what his jaws can do and give them the option to surrender, rather than engage in senseless fighting. If the objective is execution, he will gnaw a defenseless person to death. If pressed into combat, he will meet force with force.

IREZUMI [TATTOO]

STATISTICS:

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

Health: 90

Karma: 32

Resources: Demonica is a country rich in natural resources, but it is unclear how Irezumi will share in that wealth.

Popularity: 0

BACKGROUND:

Real Name: Unrevealed

Occupation: Pacific Overlord

Legal Status: Citizen of Demonica

KNOWN POWERS:

Energy Reflection: Irezumi can change the images depicted in the tattoos on his chest. Once he has formed a tattoo in an assailant's likeness, it will hurl back any forced used against it multiplied up to a factor of three. The exact extent of his power is unknown, but he is not believed to be able to amplify any force beyond the Unearthly level. He must be within two areas of his attacker in order to form an image, and it takes from one to three rounds for the image to form. Irezumi has been known to create images of up to two assailants at a time. This is believed to be the maximum number he

can form at once, as the image must appear on his chest and might possibly have to replace his original tattoos of the tiger or the hawk. He has other tattoos on his chest, but they have not demonstrated the power. This would suggest that Irezumi could be vulnerable to triple teams. He is also vulnerable to distance attacks which originate more than two areas away and gains specific Body Armor only against those foes depicted.

ROLE-PLAYING NOTES:

The passive nature of Irezumi's power forces him into goading assailants into attacking him. This means he talks a lot in battle. Unfortunately, for him, his bragging and prodding sometimes gives an opponent the key to defeating him. Henry Pym once defeated Irezumi by directing his Pym particles at himself. When Irezumi absorbed the energy, the tattoo directed the energy at itself and caused Irezumi to shrink.

JAWBREAKER

STATISTICS:

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

Health: 127

Karma: 14

Resources: Demonica is a country rich in natural resources. It is unclear how Jawbreaker will share in this wealth.

Popularity: -5

BACKGROUND:

Real Name: Unrevealed

Occupation: Pacific Overlord

Legal Status: Citizen of Demonica

KNOWN POWERS:

Body Armor: Jawbreaker wears a suit of armor which gives him Remarkable protection from physical attack. A brace made of this same material extends the protection to his right eye, ears, and jaw.

Limitation: As Jawbreaker was the first of Doctor Demonicus's human subjects, the transformation process had not yet been perfected and was not without side-effects. While it appears that the treatments caused an increase in muscle density, a thickening or hardening of the skin, and an overall increase in skeletal size and density, portions of Jawbreaker's body seem to have been less

affected. Most notably unaffected was his jaw. The rest of Jawbreaker's head and face are protected by dense flesh of Remarkable rank. Without his brace for protection, Jawbreaker's jaw has only Poor Body Armor. It has been theorized that the process increased Jawbreaker's muscular strength in proportion to that of his entire skeletal structure and that the armor he wears actually gives him the support he needs in order to use his strength without fear of injury. Demonicus's rays may have caused an over-secretion by, or mutation of, the pituitary gland. The long bones of his body such as the arms, legs, rib cage, and jaw seem to have been most affected. This has long been known to be a side effect of certain anabolic steroids, synthetic growth hormones, or as part of the condition known as gigantism.

ROLE-PLAYING NOTES:

Doctor Demonicus describes Jawbreaker as a weakling loser whom he transformed. Kuroko refers to him as *baka*, a fool or idiot, which is not far off the mark. He is a bigoted bully who doesn't like anyone over much and enjoys hurting people.

KAIN

STATISTICS:

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

Health: 22

Karma: 42

Resources: Demonica is a country rich in natural resources, but it is unclear how Kain will share in that wealth.

Popularity: 10

BACKGROUND:

Real Name: Kain

Occupation: Chief Techno for Doctor Demonicus; Overlord

Legal Status: Citizen of Demonica

KNOWN POWERS:

Growth: Kain grows to nearly 100' tall when using his Overlord powers, granting him permanent growth of Shift Y and making him +3CS to be hit. Kain's Strength is considered Unearthly when at size. Kain's growth can not be reversed by the Pym Particles. When at his increased size, Kain's Health increases to 200.

Physical Transformation: While in his Overlord form, Kain's skin and clothing take on a synthetic appearance and eighteen metal studs protrude from his head. His synthetic skin gives him Amazing Body Armor versus physical attacks and Unearthly resistance to energy attacks.

Mechanical Control: As the giant Overlord, Kain has an Monstrous ability to take control of any mechanical device.

Limitation: Kain's great size causes his arteries to be over extended and they don't get the blood to his brain fast enough. He is highly vulnerable to attacks to the inside of his ear. Any physical attack of greater than Excellent Intensity which, through called shot or otherwise, hits the inside of Kain's ear and is considered to have delivered a Stun result which causes Kain to return to his normal size. When in his Overlord form, Kain cannot speak.

ROLE-PLAYING NOTES:

Kain is among the most devoted of the Overlords. Though highly intelligent, he was willing to become a subject in the Overlord experiments.

KUROKO [THE BLACK ONE]

STATISTICS:

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

Health: 100

Karma: 40

Resources: Demonica is a country rich in natural resources. It is unclear how Kuroko will share in this wealth.

Popularity: 0

BACKGROUND:

Real Name: Unrevealed

Occupation: Pacific Overlord

Legal Status: Citizen of Demonica

KNOWN POWERS:

Invisibility: Kuroko can make her body invisible to normal sight. Kuroko's power bends visible light rather than using Image Generation which creates an illusion that she is not there. Her power does not negate location by other senses nor, at this point, detection by heat or ultraviolet light. As Kuroko has mass and substance, her form may be revealed by

coating with a substance such a dust or paint. Her Power Rank should be considered Excellent. As an established Power Stunt, Kuroko can Hide her staff at equal rank.

Staff: Kuroko carries a staff of Incredible material strength that she wields for Excellent Blunt damage.

ROLE-PLAYING NOTES:

Unlike some of the Overlords who had to be hypnotized into serving Demonicus, Kuroko serves him willingly. She views Demonicus as a great man and will do what she must to serve him. She has argued against painful brutality on the part of the other Overlords in the past, seeing a quick death for prisoners as more civilized than senseless torture.

PELE

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: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Michi Sasaki

Occupation: Unrevealed

Legal Status: Citizen of Japan

KNOWN POWERS:

Fire Sheath: Pele can surround herself in a sheath of flame that serves as Good Body Armor against all material weapons. All Energy, Blunt, Grappling, and Charging attacks affect her normally, but the attacker may be subject to Good damage from her flaming form.

Flight: Pele can fly at Excellent speeds (10 areas/round or 150 mph).

Fire Generation: Pele can generate flame up to Unearthly Intensity. She can project fire up to three areas away.

ROLE-PLAYING NOTES:

Michi Sasaki served Doctor Demonicus only under hypnosis. While acting as Pele, she seemed to truly believe herself to be a fire goddess and believed the Avengers were despoiling foreigners. The revelation that Demonicus had mutated her husband and turned their baby into a monster snapped her out of the hypnosis, but she was struck down be-

fore she could take any action against Demonicus. When Demonica was raised, Pele's child was restored to normal, she and her husband were released (though they retained their powers), and their family reunited.

TAIFU [TYPHOON]

STATISTICS:

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

Health: 46

Karma: 22

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Toshio Sasaki

Occupation: Unrevealed

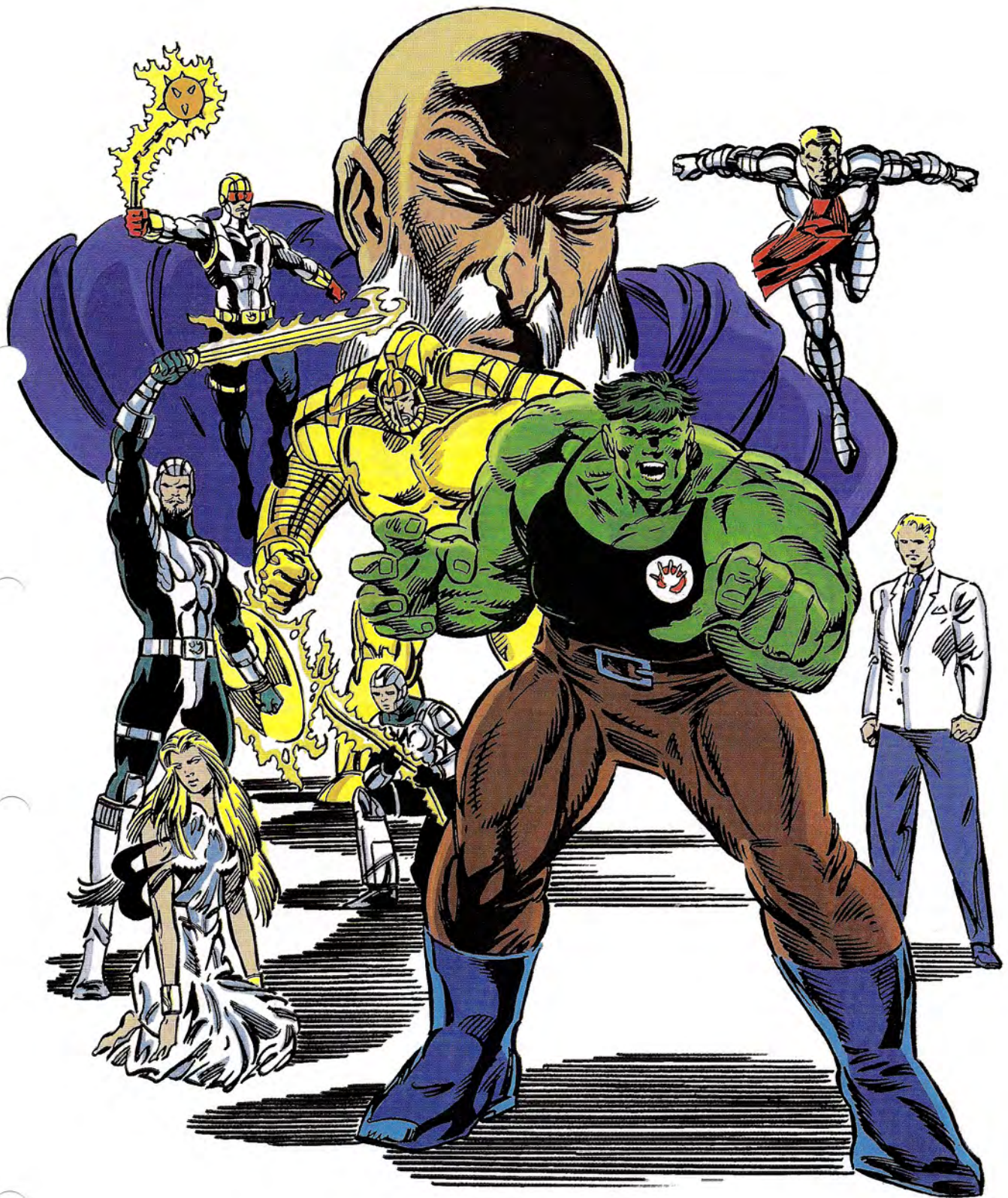
Legal Status: Citizen of Japan

KNOWN POWERS:

Wind Power: Taifu has the ability to use air as a distance weapon, inflicting up to Amazing damage. These attacks are repelled by any force field including shields made of air. He can also create shields of wind which are effective against physical missile attacks of Amazing rank or less. Taifu has developed no other known Power Stunts.

ROLE-PLAYING NOTES:

Taifu's concern for the safety of his family caused him to betray Demonicus. Taifu's feelings grew to intense hatred when he learned that Demonicus had subjected Taifu's son to Demonicus's experiments. Upon learning that his son's transformation was only temporary and that he and his wife were to be reunited with their son, Taifu and his wife Michi, believing their nightmare was over, left Demonica with the Avengers.



Pantheon is a self-described massive think-tank which observes the world looking for disasters in the making. Once one is sighted, Pantheon then takes appropriate steps to avert that disaster. Its main base of operations is called The Mount, but the Pantheon also supports a number of smaller bases all over the world for their wide-ranging operative network. The Mount is a self-contained world with over 1500 people in residence. One-third of the population is nuclear families. The population is largely vegetarian, supported by The Mount's extensive agricultural and aquacultural facilities. They have highly advanced science facilities and their offensive and defensive capabilities are quite formidable.

Pantheon's leader, Agamemnon, resides deep within the bowels of The Mount and uses a holographic image to communicate with those who are aiding him in his dream. He neither claims nor denies that he is *the* Agamemnon, King of Argos and commander-in-chief of the Greek army against Troy. He does claim immortality, as his mother was an Earth woman and his father a god. The Agamemnon of antiquity was both the paternal great-grandson of Tantalus (a son of Zeus) and maternal great-great-grandson of Ares. He also claims to have assumed dozens of identities and have fathered hundreds of children. Agamemnon of Argos fathered one son, Orestes, and three daughters, Iphigenia, Electra, and Chrysothemis, before his death at the hands of his wife Clytemnestra and/or his nephew Aegisthus.

Shortly after Bruce Banner was cured by Dr. Samson, Pantheon showed up to recruit the new Hulk to its cause. Through a series of misunderstandings this recruitment visit escalated into a street fight in which Banner finally allowed himself to be captured so he could learn more about this group and ultimately put an end to their activities. Once at The Mount, Banner met Agamemnon and after observing their operation for a while, was persuaded to join Pantheon. Banner's first official mission for Pantheon was to keep an eye on actress and recent Soviet emigre Nadia Dornova who was starring on Broadway in "Metamorphosis." Dornova was once married to Emil Blonsky, a.k.a. the Abomination. When one of Pantheon's field operatives reported that she was being stalked by a mysterious bruiser, Pantheon rightly figured the Hulk was the man for the job. Banner and Rick Jones were watching Dornova's performance and waiting for the Abomination to show on the night when half of the

Earth's population vanished.

During the mass panic which ensued after half of the audience disappeared, Nadia ended up lying unconscious at the feet of the Abomination. The Abomination took this as a sign from God and took her in the sewers with him for her own protection. The Hulk pursued Nadia and the Abomination into the sewers. During their brief battle, the Hulk was sucked through a portal into the Vortex. The Abomination was convinced that this was also a sign from God, that what he was doing was right. The Abomination's plan was to tell his wife that he had not died as she thought, but had been changed into the monster she saw before her. It was his hope that she would still love him.

The Hulk returned from his trip to the Vortex—but in a diminutive form. He managed to convince the Abomination that it was better for his wife to remember him as the brave, handsome husband she loved. The Abomination, in a rare moment of sanity, returned Nadia to her apartment unharmed.

Banner's second Pantheon mission was to travel to Israel and bring both Achilles and the young boy Max Meers back to Pantheon headquarters. Banner was accompanied on this mission by his side-kick Rick Jones. They were told that Achilles's original mission had been a similar one: to convince the boy's parents that the best place for their son was with Pantheon. In attempting to kill the boy, Achilles had turned rogue. The reason for Pantheon's interest in the thirteen-year old Meers was that Delphi, a member of Pantheon with precognitive abilities, had seen a vision that in the future Max Meers would marshal his homeland of Draburg into one of the most devastating war machines Earth had ever known. Convincing the boy's parents that their son was destined to be the next Hitler based on the future seen by a woman in a secret mountain base in the desert southwest of the United States would probably not be an easy task. This mission was further complicated by the fact that Meers was the son of the Draburg Ambassador to Israel. After Achilles's first attack on the Ambassador's family, the Israeli government assigned their top agent, Sabra, the job of protecting them. Sabra had battled the Hulk before and since his abduction by Pantheon, SHIELD was circulating the word that the Hulk was more dangerous than ever.

Banner caught up with Achilles in old Jerusalem. He was on foot in pursuit of the Meers boy and Gretta Rabin, the boy's friend. As Banner began to follow

them, the four were spotted by Sabra who was flying overhead looking for Meers. She did not recognize the Hulk because he was wearing a long hooded robe, but engaged him in combat first because he was the largest and closest to her. When she realized she was battling the Hulk, she fired her low-density, plasma energy quills at him, one of which entered his open mouth and struck his larynx. This paralyzed it, rendering him speechless. Unable to communicate, Banner engaged in a protracted battle with Sabra which took them through the streets and walls of old Jerusalem, and in and out the roof of the Israel museum, before culminating at the Wailing Wall. Stripped of her cape which enables her to fly, out of quills, and facing a physically superior foe, Sabra was prepared to make her final stand before the Wall. As she waited for the Hulk's final attack she delivered a speech which affirmed her own, and her nation's, courage and determination.

At this time, the effects of the quill that had paralyzed his larynx wore off. Banner, realizing further violence would be pointless and wanting a chance to explain his actions, surrendered.

Banner and Sabra reached an understanding and joined forces to track down Achilles. Despite the possible ramifications on future events, Banner saved Max Meers from falling to his death. He placed the boy on the ground and told him to stay put while he went back and dealt with Achilles. Frightened and confused, Meers started running through the maze of streets which make up old Jerusalem. From his high vantage point, Achilles could see that Meers was running toward Rick Jones, who was at that moment being pursued by a stampeding mob. While Achilles distracted the Hulk and Sabra with an explanation of why he tried to kill the boy (which included a recounting of his experience at the German concentration camp Dachau), Meers turned a corner and was trampled by the mind-controlled mob. After the accident, the boy was taken to Jerusalem Hospital, but the prognosis was that he would remain a vegetable for the rest of his life. Agamemnon lied to Banner about this, telling him the boy was fine. He had also lied about Achilles's instructions—which had been to kill the boy from the start. No one yet realizes that Meers never actually had mind-control powers, but rather was being controlled himself. He was the vehicle through which Gretta Rabin siphoned her mind control powers. It was, or will be, Gretta working behind the scenes who caused Max Meers's rise to power

which was foreseen by Delphi.

Banner, along with the rest of Pantheon's fighting team, is now working on a plan to liberate the country of Transsabal. This action could bring Pantheon into conflict with the new SHIELD or even the United Nations' new peace-keeping force. How long Bruce Banner will serve with Pantheon, and exactly what his motives for serving with them are, remain to be seen.

ACHILLES

STATISTICS:

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

Health: 80

Karma: 50

Resources: AM(50)

Popularity: 5

BACKGROUND:

Real Name: Helmut (Last name unrevealed)

Occupation: Pantheon Operative

Identity: The general public is unaware of Achilles's existence

Legal Status: German citizen (presumed to have died in the Holocaust)

Place of Birth: Germany, 1909

Marital Status: Widower

Known Relatives: Agamemnon (father), Ulysses (brother), Ajax, Hector, Paris (brothers, half-brothers, or cousins), Atalanta, Delphi (relationship unrevealed, probably cousin), wife (name unrevealed, deceased), children (names unrevealed, deceased)

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Invulnerability: Achilles's skin, soft tissue, and skeletal structure is more dense than normal and provides him with Unearthly protection from physical damage. Due to his unusual physical resilience, all attacks against Achilles are reduced by one color, making him immune to red results. He also gains a +1CS to damage in Blunt, charging, or any attack which uses his body.

Recovery: Achilles recovers lost Endurance ranks at a rate of three per day during normal action.

Regeneration: Achilles heals faster than normal, enabling him to gain his Endur-

ance rank in Health once per hour.

Resistance: Achilles's toughened skin provides him with Unearthly resistance to fire, heat, cold, electricity, and radiation. His Psyche is also considered Unearthly for resisting the effects of any Mind powers.

Invulnerability: Achilles has CL1000 resistance to toxins, poison, and disease.

Reduced Aging: Due to his mixed heritage, Achilles ages more slowly than normal men. At this point in time, he looks about half his true age.

Equipment: Achilles sometimes wears a personal combat suit made of an unknown metal. While this costume does not afford Achilles any additional protection, it does employ an exo-skeleton which raises Achilles's Strength to Incredible.

Limitation: Achilles is sensitive to a specific low-level gamma radiation which breaks down his Invulnerability. One known source of this radiation is the Hulk. Achilles's Invulnerability and resistance drops -1CS for every round he and the Hulk are in the same area. Should the Hulk leave Achilles's area, Achilles regains lost Invulnerability and resistance ranks at a rate of +1CS per round.

Talents: Achilles's known talents include Detective, Espionage and Martial Arts B and D. The nature of Pantheon's work also grants Achilles the Military talent.

Contacts: Achilles's only revealed contacts are his fellow members of Pantheon. His resources indicate his access to Pantheon's equipment. Ulysses is described by Paris as Achilles's brother and student. Achilles is a Holocaust survivor, determined that such evil will never happen again. He objects to the Hulk's presence with Pantheon (see **Limitation**).

AGAMEMNON

STATISTICS:

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

Health: Unrevealed

Karma: 165

Resources: Am (50)

Popularity: 0

BACKGROUND:

Real Name: Agamemnon

Occupation: Leader of Pantheon

Identity: Secret

Legal Status: Unrevealed

Place of Birth: Unrevealed, possibly ancient Greece

Marital Status: Unrevealed, presumably widowed a number of times

Known Relatives: Achilles (son), Ajax, Hector, Paris, Ulysses, (sons or extended family), Atalanta, Delphi (daughters or extended family)

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Agamemnon's only revealed power is *Holographic Image Projection*. He can key his image to specific brain wave patterns so that only those he wishes may see or hear him. His range for projecting his image is CL3000, but probably not more than 5,000 miles. There is no proof that Agamemnon's projected image actually shows what he truly looks like; it is definitely the sagely aloof image he wishes to project to his children and followers.

Intangibility: As Agamemnon's holographic image is little more than a picture of himself, it cannot be harmed by any means. Nor has it been known to take any offensive actions. Walls and other physical barriers present no problem to Agamemnon as he can pass through them. When inside The Mount, Agamemnon can increase the size of this image to in excess of 22' (+3CS to be hit). As Agamemnon cannot attack or be attacked in this form, the image is used as either a scare tactic or an attention getter. Reportedly, Agamemnon does possess a corporeal form which resides deep in the bowels of The Mount. The nature of this body has yet to be revealed.

Talents: Agamemnon claims that he is immortal and has lived for centuries. Over that time he has assumed dozens of identities and his talents and training are probably vast. He possesses enough Computer and Electronics Skill to have produced The Mount's audio-visual media nerve center and probably has other scientific skills as well. His observation of mankind over the years grants him the Psychology Talent. This is an area of study which seems to interest him.

Contacts: Agamemnon is the leader of the some 1500 people who reside in The Mount. He has no other known contacts.

ROLE-PLAYING NOTES:

Agamemnon neither claims nor denies being the Agamemnon who was King of

Argos and commander-in-chief of the Greek army against Troy. He does claim immortality, as his mother was an Earth woman and his father a god. The Agamemnon of antiquity was both the paternal great-grandson of Tantalus (a son of Zeus) and maternal great-great-grandson of Ares. He also claims to have assumed dozens of identities and have fathered hundreds of children. Agamemnon of Argos fathered one son, Orestes, and three daughters—Iphigenia, Electra, and Chrysothemis—before his death at the hands of his wife Clytemnestra and his nephew Aegisthus. Still, this may have been the first of Agamemnon's identities and reports of his death were greatly exaggerated. Whether he is the Agamemnon of antiquity or not, there are similarities between the two men.

Agamemnon of Argos, though a man of great courage, was considered fickle, vengeful, atrocious, arrogant, and abusive. He sacrificed his own daughter to gain a favorable tide. Agamemnon of Pantheon could be described as having some of these same qualities. He has the courage and arrogance to intervene in human events to avert potential disasters, even when this intervention takes the form of murdering an innocent child. His own children are tools with which he carries out his plans. Were they to die achieving their objective, their sacrifice would be viewed as necessary.

AJAX

STATISTICS:

F	EX(20)
A	PR(4)
S	MN(75)
E	MN(75)
R	FB(2)
I	PR(4)
P	PR(4)

Health: 174

Karma: 10

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Unrevealed

Occupation: Warrior

Identity: Secret

Known Relatives: Other Members of Pantheon

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Body Armor: Ajax wears a suit of armor

which has Incredible material strength and provides Incredible protection from physical attack.

Limitation: Ajax must wear his armor constantly. Without the support it affords, his legs and spine would collapse under his enormous weight. Ajax stands well over seven feet tall and is +1CS to be hit. In his armor, his weight is in excess of 2000 lbs. (but does not exceed 20,000), making lifting, throwing, or carrying him an Incredible Strength FEAT. Also, supporting structures (floors, etc.) of less than Incredible material strength could give way under his weight.

Talents: Ajax is unpredictable in battle (as well as most other times), granting him the equivalent of Martial Arts B and E.

Contacts: Other members of Pantheon.

ROLE-PLAYING NOTES:

Ajax is devoted to Atalanta and her safety is what matters most to him. He will disobey any order or scrap any plan to exact revenge on anyone he feels has hurt her. The lone exception would be if Atalanta herself were to tell him to stop. He considers the Hulk to be his best friend because Atalanta told him so. Though he is clearly not the Ajax of antiquity, he was probably given this codename because of his similarity to that strongest of the Greek warriors who was also a giant in size. Though that Ajax was also unintellectual and slow of speech, he was probably sharper than Ajax of the Pantheon.

ATALANTA

STATISTICS:

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

Health: 90

Karma: 22

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Unrevealed

Occupation: Pantheon Operative, Member of Pantheon's elite fighting team

Identity: Secret

Known Relatives: Other members of Pantheon

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Hybrid Physiology: As with all members of Pantheon's elite fighting team, Atalanta's skin, muscle, and bone tissue are more dense than a normal human's. This contributes to her superhuman Endurance and body weight and provides her with Feeble Body Armor. Her immune system and cellular regeneration function at a higher level than ordinary, granting her Regeneration of Good rank and the Recovery power. She can heal her Endurance rank in Health three times per day. She recovers lost Endurance ranks at a rate of one per day. Due to cellular regeneration, hybrids sometimes age more slowly than normal humans. This process begins after reaching adulthood. In some cases, hybrids actually grow or age more quickly as children due to this same cellular regeneration. Atalanta's true age has not been revealed.

Psionic Targeting: Atalanta has a low-level mind power with respect to her plasma arrows (see below); with her Feeble level power, Atalanta can lock on to her target mentally and her arrows find the target Atalanta wishes, regardless of her sight or the visibility of the target.

Equipment: *Plasma Bow and Arrows* Atalanta carries a plasma bow. The grip of this weapon is about eight inches long and comprises the entire weapon when its field is not activated. When activated, this grip emits fields of plasma energy which take the shape and form of the remainder of the bow stave, its string, and its arrows. Atalanta can generate up to three arrows per turn, firing the number generated all at once. The arrows are fired at Atalanta's Agility modified by her Weapons Specialist Talent. Atalanta's arrows do Amazing energy damage. She can fire them up to 8 areas away. When not using her bow, its handle hangs on her belt or around her neck.

Talents: Atalanta is a Weapons Specialist with her bow (+2CS to hit, +1 to initiative when using it) and a Marksman (does not suffer penalty to hit from range). She has some training in Military Tactics.

Contacts: Atalanta has contacts with her Pantheon teammates. She can count on Ajax to protect her even to the point of giving his own life.

ROLE-PLAYING NOTES:

Atalanta's name is associated with two separate myths. The first is of a young maiden who refused to marry any man

who couldn't best her in a foot race. She is eventually beaten by a suitor who dropped three golden apples as she overtook him. Atalanta paused to pick them up and thus lost the race. The second is of the famous huntress, and only female, who took part in the Calydonian Boar hunt. It is not clear which of these myths Atalanta's code-name represents, but it is probably the latter. Pantheon's Atalanta is the only female on the fighting team and her prowess with the bow would suggest more of a connection to hunting. She is far sturdier than she looks. She holds a great hatred for criminals, since her mother was killed by them.

DELPHI

STATISTICS:

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

Health: 20

Karma: 96

Resources: TY(6)

Popularity: 10

BACKGROUND:

Real Name: Unrevealed

Occupation: Pantheon ESP operative

Identity: Presumably known to Agamemnon

Known Relatives: Paris and Ulysses (cousins); other members of Pantheon (various unrevealed relationships)

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Casting: Delphi has the Monstrous rank ability to see into the future. The nature this power is such that an accurate divining is difficult, if not impossible. What Delphi sees is the future as it would happen if current events are not changed. When viewed in this manner, the future can be changed by taking steps to bypass or avoid it. Taking these steps is what the Pantheon sees as their charge or province. No future can be totally negated; those averted in this time line occur in another divergent future. Though Delphi is awake when future casting and her manifestations are not real in the sense that she can interact with them, they can so startling and horrifying that they cause her to call out in fear or pain.

Delphi must have access to a still pool of water when looking into the future. She can see far into the future, at least as far as thirty or forty years, though it is much more difficult due to the myriad probabilities that can change the future. She cannot use her power more than once a day without making an Endurance FEAT roll; each successive power use drains Delphi and a Green FEAT is needed for two castings in one day, Yellow FEAT for three, and a Red FEAT is needed for four castings in one 24 hour period.

When she uses her power, the Judge rolls the FEAT for her secretly. The higher the color, the more accurate the divining. Delphi can also see visions of what is happening in the present with world-wide range and Monstrous accuracy. She can look into the past with equal ability, but the present and the future are of more interest to Pantheon.

Limitation: Delphi must have a pool of standing water to see her visions. When casting, she must speak in rhyme.

Talents: None revealed.

Contacts: Delphi's only known contacts are the members of Pantheon. Ulysses and Paris are rivals for her affection (as well as in most other things), though her heart belongs to Ulysses.

ROLE-PLAYING NOTES:

Delphi sometimes seems aloof or distant to the point of being disconnected. This may be, in part, due to the nature of her powers, but she admits to deliberately ignoring certain people, most specifically Paris and Ulysses. Delphi will often scream or call out if she sees a vision which is particularly horrible. Players should consider Delphi's limitations when playing her. Delphi is named for an ancient town in central Greece on the southern slopes of Mount Parannassus. It was the seat of an Oracle of Apollo. Delphi perhaps functions best as a Non-Player Character which the Judge can use to divine new "disasters in the making" for Pantheon to "avert."

HECTOR

STATISTICS:

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

Health: 100

Karma: 22

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Unrevealed

Occupation: Member of Pantheon's elite fighting team

Identity: Secret

Known Relatives: Other members of Pantheon

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Air Walking: Through a combination of Levitation and Gliding, Hector has an Excellent rank power to literally walk on air (10 areas/round level or descending flight/slide; climb rate of 4 areas/round). **Hybrid Physiology:** As with all members of Pantheon's elite fighting team, Hector's skin, muscle, and bone tissue are more dense than a normal human's, contributing to his superhuman Endurance and body weight and providing him with Feeble Body Armor. His immune system and cellular regeneration function at a higher level than ordinary, granting him Regeneration of Good rank and the Recovery power. He can heal his Endurance rank in Health three times per day. He recovers lost Endurance ranks at a rate of one per day during normal action. Due to cellular regeneration, hybrids sometimes age more slowly than normal humans. This process begins after reaching adulthood. In some cases hybrids actually grow more quickly as children due to this same cellular regeneration. Hector's age has not been revealed.

Equipment: Hector carries a plasma mace. The hilt of this weapon is about eight inches long and comprises the entire weapon when its field is not activated. When activated, the hilt emits a field of energy which has the appearance and some of the properties of a chain with a spiked ball at the end of it. Hector can inflict up to Remarkable force and Good Edged Damage by swinging this weapon. If he can successfully grapple an opponent in its chain, the energy field stuns or paralyzes with Incredible Intensity. Hector can also generate Good force winds by whirling his mace just as Thor does with his hammer.

Talents: Hector has training in Military Tactics and Detective/Espionage. He is a Weapons Specialist with his mace, granting him +2CS to hit and +1 to Initiative rolls while using it.

Contacts: Hector's only known contacts are his fellow members of Pantheon.

ADDITIONAL NOTES:

ROLE PLAYING NOTES:

The Hector of old was Troy's greatest warrior and brother of Paris (and 48 other brothers and half-brothers). The Hector of Pantheon is serious minded and dedicated to Pantheon's cause. He does not like the constant, and sometimes dangerous, infighting that goes on between Ulysses and Paris.

PARIS

STATISTICS:

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

Health: 22

Karma: 60

Resources: TY(6)

Popularity: 5

BACKGROUND:

Real Name: Unrevealed

Occupation: Unrevealed

Identity: Secret

Known Relatives: Ulysses (brother), Delphi (cousin), other members of Pantheon (extended family)

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Empathy: Paris has a Remarkable rank empathic sense and can detect strong emotions within 8 areas.

Talents: Paris's talents have yet to be revealed, but they are probably in the Administrative area. Using his power, Paris also has a Detective skill in that he can sense emotions of those he is talking to and use them to guess the underlying motives of someone's actions and mannerisms.

Contacts: Paris's contacts include the other members of Pantheon. He is particularly attracted to Delphi though she does not seem to share his feelings.

ROLE-PLAYING NOTES:

Paris is involved in an open feud with Ulysses over, among other things, the affections of Delphi. The two engage in childish, but extremely dangerous, contests of will, such as playing "chicken" with a fully loaded aircraft speeding toward open hangar doors. He has implied that he would not be terribly disappointed if Ulysses came home from one of his adventures dead on his shield. A playboy in designer suits, he views his brother as stuffy, indulging in outward pretensions of heroism and scandalous private conduct. He found Achilles's sensitivity to the Hulk's gamma radiation "delightful." Though he seems open about his feelings, there seems something unscrupulous and deceitful about him. His role in Pantheon seems to be an administrative one. He does not like to exert himself physically.

ULYSSES

STATISTICS:

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

Health: 120

Karma: 46

Resources: AM(50)

Popularity: 5

BACKGROUND:

Real Name: Unrevealed

Occupation: Member of Pantheon's elite fighting team

Identity: Secret

Known Relatives: Ulysses (brother), Delphi (cousin), other members of Pantheon

Base of Operations: The Mount

Past Group Affiliations: Pantheon

Present Group Affiliations:

KNOWN POWERS:

Hybrid Physiology: As with all members of Pantheon's elite fighting team, Ulysses's skin, muscle, and bone tissue are more dense than a normal human's. This contributes to his superhuman Endurance and body weight and provides him with Feeble Body Armor. His immune system and cellular regeneration function at a higher level than ordinary, granting him Regeneration of Good rank and the Recovery power. He can heal his Endurance rank in Health three times per day. He recovers lost Endurance

ranks at a rate of one per day during normal action. Due to cellular regeneration, hybrids sometimes age more slowly than normal humans. This process begins after reaching adulthood. In some cases, hybrids actually grow or age more quickly as children due to this same cellular regeneration. Ulysses's true age has not been revealed.

Equipment:

Armored Suit: Ulysses wears a suit made of chain mail which provides Good protection from physical attacks.

Energy Sword: Ulysses carries a plasma sword. The hilt of this weapon is about six inches long and comprises the entire weapon when its field is not activated. When activated, the hilt emits a blade-shaped field of up to Incredible Intensity plasma about two feet in length. This energy frequency can be changed to allow Ulysses to use either the Blunt or Edged attack columns.

Energy Shield: The arms of Ulysses's armored suit are lined with what at first glance would appear to be external shock plates or bucklers. These plates can generate a plasma shield which automatically appears on Ulysses's forearms. This shield allows Ulysses to block as if he had Amazing Strength. He can still be Slammed or Stunned.

Talents: Ulysses is an expert swordsman, granting him +2CS to hit and +1 to Initiative rolls when using it. He is trained in Military Tactics, Espionage, and Piloting.

Contacts: Ulysses's only known contacts are his fellow members of the Pantheon. He is particularly enamored of Delphi, though she does not seem to share his feelings.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Arrogant, even at times a bit pompous, bold and spirited to the point of being reckless, Ulysses takes his code-name from one of the greatest and most cunning of the Greeks. As in the tales of Homer, this Ulysses seems to be a noble, if ruthless, warrior. It is suggested by Paris that Ulysses's private life is actually quite scandalous. Perhaps it's due to his forked beard, but there is a certain air of treachery about Ulysses. Ulysses is a great fan of hard-bitten detective films and novels.

STATISTICS:

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

Health: 90

Karma: 56

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Charles Little Sky

Occupation: Dimensional traveller

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

Identity: Public

Place of Birth: American Indian Reservation near Hartsdale, New Mexico

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

Extradimensional Portal: Portal can create an extra-dimensional gateway with Remarkable ability. This gateway is large enough to fill an entire area. It requires a red FEAT result for Portal to control the destination of this gateway.

Equipment:

Armor: Portal wears armor similar to that worn by Darkhawk. His armor, however, has different abilities and he has lost the control amulet. Portal's arsenal includes the following:

Energy Harpoon: Incredible Force damage with a four-area range.

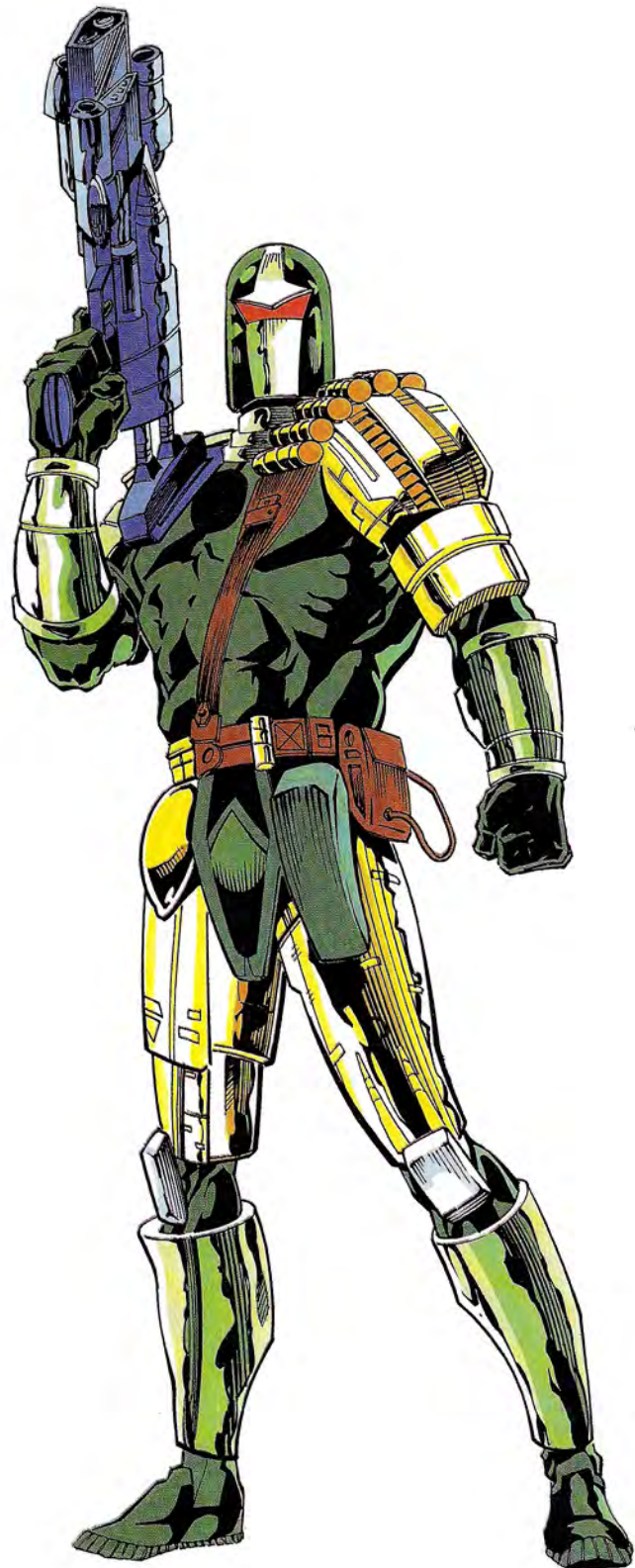
Energy Wheel: This device separates into energy modules that do Excellent Energy damage, can fly at Poor speed to circle around an opponent to attack him from behind, and have a +3 CS bonus to strike their target.

Glue: When covered in this gooey substance, an opponent has a -2 CS penalty on all physical FEAT rolls. It hardens in 1-6 rounds into a substance with an Excellent Material Strength.

Talents: Portal has no known talents.

Contacts: Portal has no known contacts.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Portal is an angry young man who has been conditioned by life to believe the worst of people. His typical reaction to a strange situation is to use violence. It is obvious that he suffered greatly while trapped in the dimension from which Darkhawk originates, so his paranoia has some justification. With help, he might become a superhero. If treated without compassion, he may become a most deadly supervillain.

HISTORY:

Charles Little Sky was a mutant on the American Indian reservation near Hartsdale, New Mexico. His gateway powers did not escape the notice of his elders, who viewed them as evil. Charles left the reservation heading to New York City with the reservation's champion, the Puma, in hot pursuit. As the Puma pursued the young mutant, he was noticed by several members of the Avengers. In typical fashion, the Puma refused to explain his actions to the Avengers, who responded by attacking him. During that battle, a strange energy portal appeared and the U-Foes, a team of supervillains who had accidentally breached the dimensional barrier during an escape attempt, emerged. Realizing that Little

Sky had the ability to send them back to the dimensional crossroads from which they had come, the U-Foes immediately tried to kill him. They were foiled by Puma and the Avengers, but during the course of the battle, the distraught Little Sky summoned a portal and fled into an alien dimension.

Months later, Little Sky emerged back on Earth, wearing gold body armor similar to Darkhawk's, while Darkhawk was attempting to save his mother from an assassination attempt. Little Sky immediately assumed that Darkhawk was an enemy that he had met in the other dimension. Darkhawk attempted to persuade Little Sky that he was not an enemy, but Portal refused to listen. Darkhawk was forced to fight Portal, a battle in which Darkhawk emerged triumphant. Portal was taken away by the Guardsman to the Vault, but while in the hospital, the U-Foes attacked again. Darkhawk, Captain America, and Daredevil battled them while Portal sought escape.

After defeating the U-Foes with the help of Cap and DD, Darkhawk confronted Portal, wanting more information about his own armor and amulet. Little Sky created a gateway and fled through it, preferring freedom amongst the dimensions rather than imprisonment on Earth.



In the alternate future of the Guardians of the Galaxy, few mutants survived persecution by the Sentinels in the late twentieth century. Most who did survive came under the leadership of Magneto. Magneto believed it was time for mutant kind to find a new home—to leave Earth behind and seek sanctuary on another world. Many mutants, including the X-Man Wolverine, accompanied him.

Magneto led them first to Europa, a waterbearing moon of Jupiter. There they decided to build three starships to carry them away from Earth. However, only two of the ships were finished when Apocalypse approached and attacked in an attempt to enslave the fleeing mutants. Magneto battled Apocalypse alone, giving the mutants the time they needed to evacuate Europa. Both Magneto and Apocalypse perished in the battle. The third starship was left behind, unfinished, and was discovered in the 31st Century by the fledgling Guardians of the Galaxy. This ship became known as the original *U.S.S. Captain America*.

After several generations of travel, the mutants found a world barely capable of sustaining life. It was only through the skills of the last original survivor, the mutant Wolverine, that the mutants were able to find a valley where they could survive. They named the planet Haven.

Haven became ruled by the children of Wolverine; each new ruler was more vile and ruthless than the last. The fifth descendant of Wolverine, a woman named Rancor, became ruler of Haven when she killed her own father.

Over the course of time, the planet's mutants became fewer and fewer, until only nine were left, including Rancor when she assumed the throne. All of Haven feared them. Over time, two developments occurred in the human population. First, an underground resistance movement began to form. Second, a legend was created that "Overmen" from the stars were destined to descend upon Haven and liberate them. The legend gave the oppressed humans hope, yet hampered the ability of the Resistance to recruit a large following to defeat the mutants.

Finally in the 31st Century, the Guardians of the Galaxy arrived on Haven searching for the "Lost Colony" of humanity. Starhawk of the Guardians rescued Giraud, a member of the Resistance, from Rancor's lieutenants. Giraud told the Guardians about his world. The Guardians inspired the people to protest against Rancor's rule. An enraged Rancor and her lieutenants flew out to massacre the protesters. Many innocent people were killed, but two of

Rancor's lieutenants, Blaster and Rhodney, were slain. Rancor's downfall occurred shortly thereafter, when Starhawk of the Guardians bonded the rebel leader Giraud with the Phoenix force, creating the 31st century version of Phoenix. The Phoenix devoured the planet of Haven in its hunger, but not before the Guardians used their ship's teleporters to transport the human population of Haven to safety.

Unfortunately, Rancor and her followers also escaped. Most recently, Rancor and her lieutenants have appeared on Earth on the island of Madripoor, where she is trying to find the ancient mutant Wolverine.

RANCOR

STATISTICS:

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

Health: 100

Karma: 76

Resources: RM(30)

Popularity: -20

BACKGROUND:

Real Name: Rancor

Occupation: Bloodthirsty ex-dictator of Haven

Legal Status: Citizen of Haven, a planet no longer in existence

Identity: Public

Place of Birth: Haven

Marital Status: Single

Known Relatives: Wolverine (great-great grandfather)

Base of Operations: Unknown

Past Group Affiliations: The Nine

Present Group Affiliations:

KNOWN POWERS:

Claws: Rancor has extremely long claws that do incredible damage on the Edged Attacks column.

Regeneration: Rancor can restore up to ten lost points of Health per hour, and has Amazing resistance to poisons, diseases, toxins, and other substances that adversely affect the human body.

Talents: Rancor has Martial Arts B, C, D, and E, as well as the Resist Domination and Leadership talents.

Contacts: None known.

ROLE-PLAYING NOTES:

Rancor is a vicious killer who typically relies on brute force and not subtlety. She has no regard for human life and is ruthless in the pursuit of her goals. She is accustomed to the role of ruler, and expects everyone to obey her.

BATWING

STATISTICS:

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

Health: 100

Karma: 18

Resources: TY(6)

Popularity: -10

BACKGROUND:

Real Name: Unknown

Occupation: Lieutenant of Rancor

Legal Status: Citizen of Haven, a planet no longer in existence

Identity: Public

Place of Birth: Haven

Marital Status: Unknown

Known Relatives: None

Base of Operations: Unknown

Past Group Affiliations: The Nine

Present Group Affiliations:

KNOWN POWERS:

Flight: Batwing can fly and uses glider wings to fly at Remarkable speeds. These wings aid his flight, without them his top speed is only Excellent.

Bioblast: Batwing can fire blasts of Amazing energy. He has a range of five areas with this attack. After he has fired them three times, he must wait ten rounds before they are recharged and he can use them again. Batwing can also increase the Intensity of his blast to Monstrous levels and attack one target in his area. This attack does count as one of his three uses of the power toward burnout.

Talents: Batwing has Martial Arts B, C, and E.

Contacts: Aside from the Nine, Batwing is known to have no friends or contacts.

ROLE-PLAYING NOTES:

Batwing is a mutant who enjoys lording his powers over those who are weaker than he. He revels in using his powers, especially to kill. Batwing had a special fondness for Rhodney.

BEAR

STATISTICS:

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

Health: 120

Karma: 22

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Former lieutenant of Rancor, turned traitor

Legal Status: Deceased

Identity: Public

Place of Birth: Haven

Marital Status: Unknown

Known Relatives: Blockade (son)

Base of Operations: Haven

Past Group Affiliations: The Nine, the Haven Underground

Present Group Affiliations:

KNOWN POWERS:

Strength: Bear's only discernible power is his superhuman strength.

Weapon: Bear carries a gun that can do incredible damage at up to four areas.

Talents: Bear has no known talents.

Contacts: None.

ROLE-PLAYING NOTES:

Bear was a conscientious mutant who became disenchanted with the sadism and tyranny of Rancor and his own fellow lieutenants. He chose a different path, one with the Resistance. Even so, he did not stop caring about his son, Blockade, which led to his death.

BLASTER

STATISTICS:

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

Health: 90

Karma: 18

Resources: TY (6)

Popularity: -5

BACKGROUND:

Real Name: Unknown

Occupation: Lieutenant of Rancor

Legal Status: Deceased

Identity: Public

Place of Birth: Haven

Marital Status: Unknown

Known Relatives: None

Base of Operations: Haven

Past Group Affiliations: The Nine

Present Group Affiliations:

KNOWN POWERS:

Blasts: Blaster can fire force beams of Amazing rank and range.

Flight: Blaster can fly with Remarkable ability.

Talents: Blaster had no revealed talents.

Contacts: Aside from the Nine, Blaster is known to have no friends or contacts.

ROLE-PLAYING NOTES:

Blaster enjoyed bullying people, but not as much as some of the other members of the Nine.

BLOCKADE

STATISTICS:

F IN(40)/EX(20)
A EX(20)/TY(6)
S IN(40)
E AM(50)
R TY(6)
I TY(6)/PR(4)
P IN(40)

Health: 150

Karma: 52

Resources: TY(6)

Popularity: -5

BACKGROUND:

Real Name: Unknown

Occupation: Lieutenant of Rancor

Legal Status: Citizen of Haven, a planet no longer in existence

Identity: Public

Place of Birth: Haven

Marital Status: Unknown

Known Relatives: Bear (father, deceased)

Base of Operations: Unknown

Past Group Affiliations: The Nine

Present Group Affiliations:

KNOWN POWERS:

Growth: Blockade has Monstrous powers of Growth. Each Power Rank of Growth gives him an identical rank resistance to Physical and Force attacks. He can also choose not to attack, and can absorb an attack aimed at his area or an adjacent area, at one rank greater than his Growth.

Limitation: *Blindness:* While battling the Guardians, Blockade was blinded in both eyes by Nikki's lasers. The statistics to the right of the slashes represent his diminished capacities in this state.

Talents: Blockade has Wrestling talent.

Contacts: Aside from the Nine, Blockade has no friends or contacts.

ROLE-PLAYING NOTES:

Blockade is not as sadistic as some of his teammates, but he does enjoy fighting. His devotion to Rancor is absolute. Blockade murdered his own traitorous father when he joined the Resistance.

RHODNEY

STATISTICS:

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

Health: 80

Karma: 18

Resources: TY(6)

Popularity: -5

BACKGROUND:

Real Name: Rhodney, Last name unknown

Occupation: Lieutenant of Rancor

Legal Status: Deceased

Identity: Public

Place of Birth: Haven

Marital Status: Unknown

Known Relatives: None

Base of Operations: Haven

Past Group Affiliations: The Nine

Present Group Affiliations:

KNOWN POWERS:

Rhodney does not have innate superpowers. Perhaps his Kinetic Retro-Blaster (see **Equipment** below) is powered by his mutation.

Equipment:

Kinetic Retro-Blaster: This device possesses the following abilities:

Flight: Flies at Remarkable airspeed.

Retro-Blasts: Fires Remarkable Force blasts and has a range of four areas.

Talents: Rhodney has Martial Arts E.
Contacts: Aside from the Nine, Rhodney is known to have no friends or contacts. He and Batwing were particularly close; the exact nature of their relationship is unknown.

ROLE-PLAYING NOTES:

Like many other members of the Nine, Rhodney was a sadistic bully with no moral scruples whatsoever. It is worth noting that Rancor did not seem to be particularly concerned about his death.

MINDSCAN

STATISTICS:

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

Health: 38
Karma: 40
Resources: TY(6)
Popularity: -5

BACKGROUND:

Real Name: Unknown
Occupation: Lieutenant of Rancor
Legal Status: Citizen of Haven, a planet no longer in existence
Identity: Public
Place of Birth: Haven
Marital Status: Unknown
Known Relatives: None
Base of Operations: Unknown
Past Group Affiliations: The Nine
Present Group Affiliations:

KNOWN POWERS:

Telepathy: Mindscan has Amazing powers of Telepathy at Unearthly range.
Emotion Control: Mindscan has Amazing powers of Emotion Control with a one-area range.

Talents: Mindscan has the Leadership talent.

Contacts: Aside from the Nine, Mindscan is known to have no friends or contacts.

ROLE-PLAYING NOTES:

Mindscan is a confident, capable field commander, serving as Rancor's most trusted lieutenant. She strongly disapproves of the sadism demonstrated by some of her teammates, most notably Shaddo and Batwing.

SHADDO

STATISTICS:

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

Health: 100
Karma: 32
Resources: TY(6)
Popularity: -10

BACKGROUND:

Real Name: Unknown
Occupation: Lieutenant of Rancor
Legal Status: Citizen of Haven
Identity: Public
Place of Birth: Haven
Marital Status: Unknown
Known Relatives: None
Base of Operations: Unknown
Past Group Affiliations: The Nine
Present Group Affiliations:

KNOWN POWERS:

Cape: Shaddo's cape acts as her weapon. Shaddo's cape may be material, or it may be a psychic projection; its nature has yet to be determined. It possesses the following powers:

Elongation: The cape can stretch with Incredible power, allowing it to attack foes in any area adjacent to Shaddo.

Envelopment: The cape, on a successful attack, can envelop an opponent as with Amazing material strength, and once it has enveloped someone, the trapped opponent must make an Endurance FEAT roll. On a yellow or higher roll, he has resisted the attack and are free, on a green roll he has fallen unconscious due to lack of oxygen and he must roll on the Kill table, and on a white result, his Health drops to zero he immediately begins to lose Endurance ranks, due to suffocation.

Shadows: When stationary, Shaddo's cape provides a field of darkness for her in a single-area radius. It requires a green Intuition FEAT roll to spot her when she is trying to hide.

Talents: Shaddo has Martial Arts B and C.
Contacts: Aside from the Nine, Shaddo is known to have no friends or contacts.

ROLE-PLAYING NOTES:

Like Batwing and Rancor, Shaddo is a sadistic killer who enjoys tormenting her victims before she allows them to die. She may be the most sadistic member of the Nine.

SIDE-STEP

STATISTICS:

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

Health: 38
Karma: 40
Resources: TY(6)
Popularity: -5

BACKGROUND:

Real Name: Unknown
Occupation: Lieutenant of Rancor
Legal Status: Citizen of Haven, a planet no longer in existence
Identity: Public
Place of Birth: Haven
Marital Status: Unknown
Known Relatives: None
Base of Operations: Unknown
Past Group Affiliations: The Nine
Present Group Affiliations:

KNOWN POWERS:

Portal: Side-step can create a portal that allows anyone who steps through it to teleport with Monstrous ability. There is no known limit to the number of people who can use the portal, but the portal can fill a maximum of one area.

Talents: Side-step has Piloting talent.
Contacts: Aside from the Nine, Side-step is known to have no friends or contacts.

ROLE-PLAYING NOTES:

Side-step is actually a likeable and personable young woman. She is calm and cool in battle, often rescuing her teammates. She is also strongly devoted to Rancor.

The Riders of the Storm are underlings of Apocalypse; many are mutants or mutated humans, while some others were culled from the offshoot of humanity known as the Inhumans. The main purpose of the Riders was to kidnap Nathan Christopher Summers (Cyclops' son) and allow Apocalypse to destroy him. During their initial attack and kidnapping attempt, X-Factor's Ship went crazy and self-destructed high above the Earth; Ship managed to salvage its primary personality components and save the team by entering the Blue Area of the Moon. Allying themselves with the Inhumans, X-Factor found that Apocalypse had a base on the Moon and was changing many Inhumans into his slaves. X-Factor and the Inhumans managed to defeat Apocalypse and the Riders, freeing many of the captives and releasing the others from his control, but Nathan was dying. He was sent into the future with a time-traveller named Askani as she represented his only hope.

The following Riders are the only ones still remaining with Apocalypse.

BARRAGE

STATISTICS:

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

Health: 90

Karma: 30

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Minion of Apocalypse

Legal Status: Citizen of Attilan

Identity: Secret

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Unknown

Known Relatives: None

Base of Operations: Apocalypse's Base (Blue Area of the Moon)

Past Group Affiliations: Inhumans, Riders of the Storm

Present Group Affiliations:

KNOWN POWERS:

Heat Generation: Barrage can project heat from his arms, inflicting Remarkable Energy damage with a range of 8 Areas.

Equipment: Barrage sometimes carries

a rifle that does Excellent Shooting damage with a range of 7 areas. Each clip has 20 shots.

Talents: Barrage has no known talents, except possibly Guns.

Contacts: Barrage is an Inhuman and minion of Apocalypse.

ROLE-PLAYING NOTES:

Barrage talks too much in combat, and is fond of misquoting Shakespeare. Like all the Riders, he is a ruthless fighter.

FOXBAT

STATISTICS:

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

Health: 80

Karma: 30

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Minion of Apocalypse

Legal Status: Citizen of Attilan

Identity: Secret

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Unknown

Known Relatives: None

Base of Operations: Apocalypse's Base (Blue Area of the Moon)

Past Group Affiliations: Inhumans, Riders of the Storm

Present Group Affiliations:

KNOWN POWERS:

Claws: Foxbat has long claws of Excellent Material Strength that he wields for Good Edged weapon damage.

Talents: Foxbat has the Acrobatics talent.

Contacts: Foxbat is a minion of Apocalypse and member of the Inhumans.

ROLE-PLAYING NOTES:

A loyal follower of Apocalypse, Foxbat possesses a wicked sense of humor, as well as shrewd tactical ability. Rather than face his foes in open battle, he prefers to evade combat and fulfill his master's directives through stealth, dirty tricks, and cunning.

GAUNTLET

STATISTICS:

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

Health: 90

Karma: 30

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Minion of Apocalypse

Legal Status: Citizen of Attilan

Identity: Not generally known to citizens of Earth

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Unknown

Known Relatives: None

Base of Operations: Apocalypse's Base (Blue Area of the Moon)

Past Group Affiliations: Inhumans, Riders of the Storm

Present Group Affiliations:

KNOWN POWERS:

Fangs: Gauntlet's nasty fangs can bite for Typical Edged weapon damage, although he prefers to fight with his weapons or his powerful fists.

Equipment: Gauntlet is armed with a wide array of lethal hardware, presumably of either his own or Apocalypse's design. His weapons include:

Rifle: Fires bullets for Remarkable Shooting damage with a range of 8 Areas, or sprays microexplosive pellets that inflict Good Force damage with a range of 2 areas. When using pellets rather than bullets, the gun sprays so many pellets so rapidly that Gauntlet receives +3 CS on his attack.

Talents: Gauntlet has the Guns talent, giving him +1 CS to fire his weapons.

Contacts: Gauntlet is a minion of Apocalypse and a member of the Inhumans.

ROLE-PLAYING NOTES:

Gauntlet is a crude, rude brawler who was always eager to fight. He is willing sacrifice anything—including his own life—to defeat his foes.

HARD-DRIVE

STATISTICS:

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

Health: 80

Karma: 40

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Minion of Apocalypse

Legal Status: Citizen of Attilan

Identity: Secret

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Unknown

Known Relatives: None

Base of Operations: Apocalypse's Base (Blue Area of the Moon)

Past Group Affiliations: Inhumans, Riders of the Storm

Present Group Affiliations:

KNOWN POWERS:

Computer Links: Hard-Drive is a living computer virus. She can infiltrate, communicate with, and receive information from computers with Remarkable ability, but she must be able to touch the computer to do so. When breaking into a computer, compare her Power Rank with the Reason of the computer to determine the FEAT's Intensity. If she is successful, she will take over 10% of its sub-systems and programs every round until she dominates the entire computer. She must concentrate and remain in physical contact with the computer until this time; if she stops, the computer will regain 10% of its functions every round. Hard-Drive has partial control of any devices operated by the computer, equal to her current percentage of control.

Body Armor: Most of Hard-Drive's body is metal rather than flesh, which gives her Typical rank Body Armor.

Talents: Hard-Drive has the Computers and Piloting talents.

Contacts: Hard-Drive is a minion of Apocalypse and a Inhuman.

ROLE-PLAYING NOTES:

Hard-Drive is mad, giggling with delight as she commits villainy in service of her dread master. Hard-Drive prefers to use her powers from hiding, rather than engage in direct combat.

PSYNAPSE

STATISTICS:

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

Health: 80

Karma: 40

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Minion of Apocalypse

Legal Status: Citizen of Attilan

Identity: Not generally known to Earth citizens

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Unknown

Known Relatives: Crystal (cousin)

Base of Operations: Apocalypse's Base (Blue Area of the Moon)

Past Group Affiliations: Inhumans, Riders of the Storm

Present Group Affiliations:

KNOWN POWERS:

Astral Projection: Psynapse can project his mind into the Astral Plane with Remarkable ability, and has mastered the power stunt of drawing other minds into the Astral Plane against their will. (This requires a green Power FEAT and has a range of 1 area. The subject gets a Psyche FEAT to resist).

Telepathy: Psynapse has Remarkable rank telepathy, and has also mastered three Power Stunts:

- Remarkable ability to regress the mind of another person to childhood, preventing them consciously using powers, skills, or abilities learned as an adult.

- Mental bolts of Excellent rank, range, and damage using the Energy attack column.

- Mental probes of Good Intensity.

Talents: Unknown.

Contacts: Psynapse is a minion of Apocalypse, but before his corruption, he was a favored cousin of Crystal and the Inhuman royal family.

ROLE-PLAYING NOTES:

Psynapse is young and cocky, proud of his power and eager to use it. He is contemptuous of women, and underestimates the bravery and prowess of female heroes.

TUSK

STATISTICS:

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

Health: 100

Karma: 22

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Minion of Apocalypse

Legal Status: Citizen of Attilan

Identity: Not generally known to the citizens of Earth

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Unknown

Known Relatives: None

Base of Operations: Apocalypse's Base (Blue Area of the Moon)

Past Group Affiliations: Inhumans, Riders of the Storm

Present Group Affiliations:

KNOWN POWERS:

Growth: Tusk possesses permanent Growth at Good rank, giving his foes +1 CS to hit him.

Body Armor: Tusk's skin gives him Good Body Armor vs. physical attacks and Poor armor vs. energy attacks.

Duplication: Tusk can release up to four smaller copies of himself. These grem-lins appear at a rate of one per turn and can reenter his body at the same rate. They are only a quarter of the original Tusk's size (-2 CS to Endurance and Strength) and lack his Growth and Duplication powers. All versions of Tusk share a single group-mind with the same thoughts.

Talents: Tusk has the Wrestling talent.

Contacts: Tusk is a servant of Apocalypse and a member of the Inhumans.

ROLE-PLAYING NOTES:

Tusk doesn't say much, and uses short sentences—his motto is "less talk, more action." When he talks, all his bodies speak simultaneously.

STATISTICS:

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

Health: 160

Karma: 40

Resources: TY(6) self, AM(50) through government channels

Popularity: 10

BACKGROUND:

Real Name: Ruth Bat-Seraph

Occupation: Police officer, government agent

Identity: Known to Israeli authorities

Legal Status: Citizen of Israel

Place of Birth: Near Jerusalem, Israel

Marital Status: Single

Known Relatives: None

Base of Operations: Tel Aviv, Israel

Past Group Affiliations: None

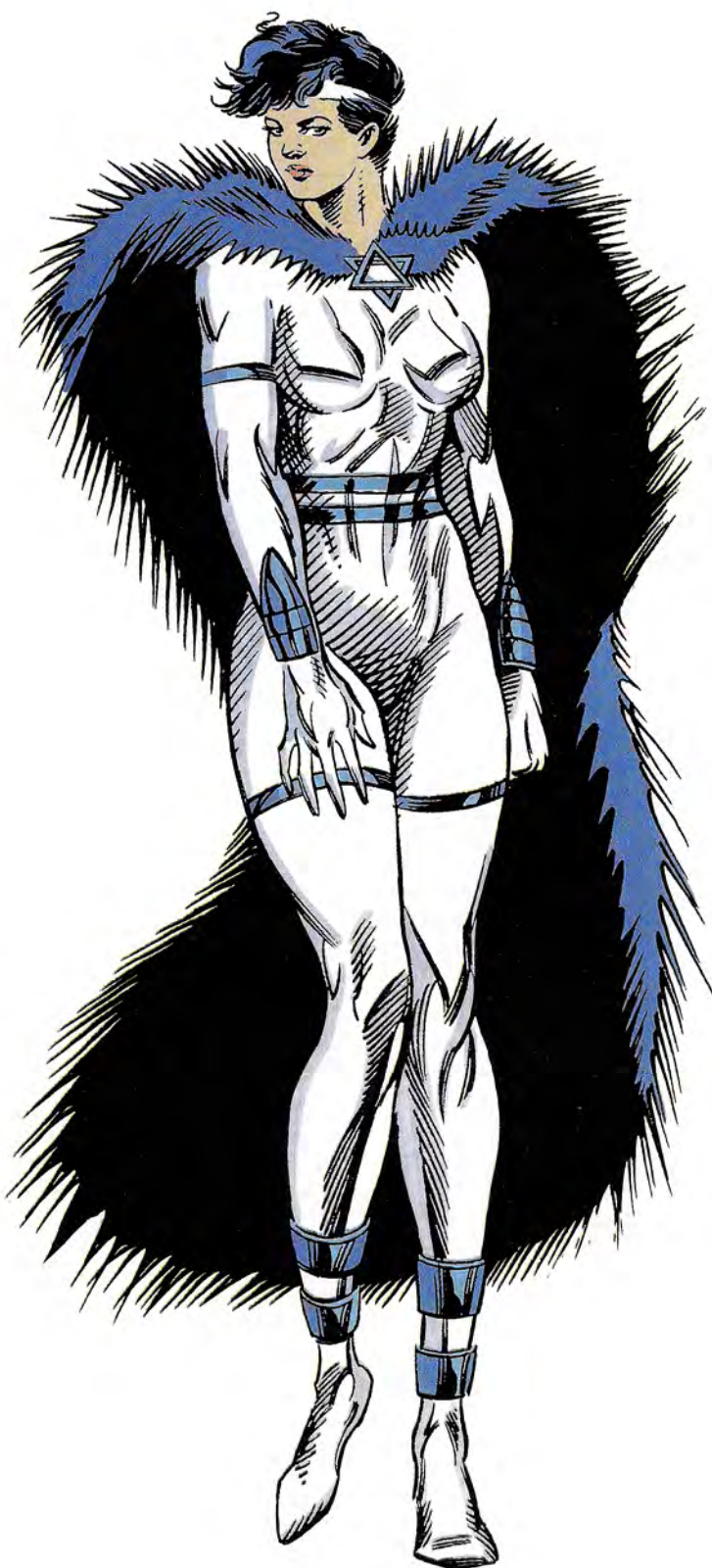
Present Group Affiliations:

KNOWN POWERS:

Superhuman Physiology: Sabra's skin, muscle and bone are more dense than that of a normal human. This contributes to her superhuman strength and weight (240 lbs. on a 5'11" frame) and provides her with Good Body Armor. Her immune system and cellular regeneration function at a higher level than ordinary humans granting her Amazing resistance to toxins and disease and Regeneration of Poor rank. She regains lost Health at a rate of three times her Endurance rank per day. Her metabolism and the chemical processes of her musculature are highly advanced and produce fewer fatigue poisons than in normal humans. As a result, she makes Endurance checks for exertion as if she had Monstrous Endurance.

Lightning Speed: Sabra has the Lightning Speed power at Good rank and can run at 60 mph or 4 areas per round. She can accelerate to that speed in her first round of running.

Flight: Sabra wears a cape that allows her to fly at Amazing speeds (375 mph or 25 areas per round). This cape contains a gravity-polarizing device that can neutralize gravity's effect on her mass. Thrust is provided by the air ejected by a tight array of four electric micro-turbines. Circuitry in her tiara allows her to cybernetically communicate with the cape's wafer-thin, on-board computer system and control her flight. This cape has an optical navigation system which



functions as an auto-pilot.

Energy Quills: Each of Sabra's wrist bracelets contains a neuron-frequency stunner. These devices can fire quill-shaped bundles of low-density plasma which travel below the speed of sound (about 738 mph at sea level) and can paralyze the nervous system of any organic being almost instantaneously. These quills effectively ignore Body Armor and targets struck by them must make an Endurance FEAT versus Remarkable Intensity Stun. Failure indicates the target is unconscious for 1 to 2 hours. Individuals with an Endurance rank of Monstrous or higher can localize or resist the effects of the quills, and their saving versus the quills' effect can be considered automatic. Called shots to sensitive areas may still affect these individuals. A shot in the ear would force an Endurance FEAT, the failure of which would indicate the target's equilibrium has been affected and all Fighting, Agility, and Movement FEATs are at -2CS for 10 to 100 rounds. Each bracelet projector can fire up to 10 quills before needing to be recharged.

Talents: Bat-Seraph has Law Enforcement Training and as such fires guns at +1CS to Agility and +1CS is added to Reason FEATs involving the law or correct legal procedures. As a police officer, she may legally carry a gun and make arrests. Sabra is a Weapons Specialist and Marksman with her energy quills, firing them at +2CS to Agility. She also gains a +1 to Initiative rolls and does not suffer the range penalty when using them. Her fighting skills include Martial Arts B and Aerial Combat.

Contacts: As Bat-Seraph, Sabra has contacts within the police. As Sabra, an Israeli super-agent, she would have at least one government contact at a national level. Though she battled the Hulk on at least two occasions, she could probably now count on him for help.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Sabra is a staunch defender of Israel and though she may look sweet, those who dare to invade her homeland will feel her thorns. In her own words, she

will give as good as she gets. In many ways the embodiment of modern Israel, Sabra is a hero of honor, who is a stranger to fear, and who will never again submit to murderous tyranny. She has a dry, analytical sense of humor in combat but if her back is against the wall, she has a tendency to restate Zionist party line.

HISTORY:

Little is known of Ruth Bat-Seraph's background before she became Sabra. The source of her super-human powers is not yet known, though they are known to have surfaced in pre-adolescence, which might suggest a mutant origin. After her powers surfaced, she and her parents were taken to a special kibbutz (living community) by the Israeli government where her powers were to be studied and nurtured. She was the first graduate of the government backed, Israeli "super-agent" program and is officially appointed to protect the state of Israel. As a cover for her activities, she works as a police officer.

After thwarting an attack on the family of the Draburg ambassador to Israel, Sabra, Israel's "top agent," was assigned the task of protecting them. This first attack had been carried out by Achilles and his intent had been to kill Ambassador Meer's thirteen-year old son, Max. Delphi had seen a vision that Max Meers would become the next Hitler, marshaling his homeland of Draburg into one of the most devastating war machines on Earth. He would do this through a mutant power of mind control. Pantheon planned to avert this disaster in the making by killing Meers before he could rise to power.

After this failed attempt, Bruce Banner, the Incredible Hulk, was sent to Israel to bring both Achilles and the boy back to Pantheon headquarters. The boy was accompanied on this mission by his long time side-kick, Rick Jones. They were told that Achilles's original mission had been a similar one: to convince the boy's parents that the best place for their son was with Pantheon and that in attempting to kill the boy he had turned rogue.

Banner found Achilles in pursuit of the Meers boy and his friend Greta Rabin and started to follow them through the street of old Jerusalem. The four were spotted by Sabra who was flying overhead looking for Meers. She did not recognize the Hulk because he was wearing a long hooded robe, but engaged him in combat because he was the largest and closest target to her.

When she realized she was battling the Hulk, she stepped-up her attack, in part because SHIELD had circulated word that Hulk was now more dangerous than ever. (Banner's friend and psychologist, Leonard Sampson, had informed Nick Fury of the Hulk's capture by Pantheon. Fury, aware of Pantheon's activities and realizing their intent was probably to recruit the Hulk as an operative, alerted law enforcement agencies world-wide of the danger.)

Sabra fired three energy quills at Banner, one of which entered his open mouth and struck his larynx. This paralyzed it, rendering him speechless. Unable to communicate, Banner engaged in a protracted battle with Sabra, which took them through the streets and walls of old Jerusalem, culminating at the Wailing Wall. Stripped of her cape, out of quills, and facing a physically superior foe, Sabra was prepared to make her final stand before the Wall. As she waited for the Hulk's final attack, she delivered a speech which affirmed her nation's and her personal courage and determination. At this time, the effects of the quill which had paralyzed his larynx wore off. Banner, realizing further violence would be pointless, and wanting to shut Sabra up so he could get a word in, surrendered.

Banner and Sabra reached an understanding and joined forces tracking down Achilles. They saved Max Meers from falling to his death. While Hulk and Sabra were distracted by Achilles's explanation of why he tried to kill the boy, which included a recounting of his experience at the German concentration camp Dachau, Meers was trampled by an angry mob. This mob, which was chasing Rick Jones, was being mind control and had been sent by Meers to kill Achilles. After the accident, the boy was taken to Jerusalem Hospital, but the prognosis was that he would remain a vegetable for the rest of his life. Agamemnon lied to Banner on this point, telling him the boy was fine. He had also lied about Achilles's instructions, which had been to kill the boy from the start. No one yet realized that Meers never actually had mind control powers, but rather was the vehicle through which Greta Rabin siphoned her own will-dominating abilities. It would be Greta, working behind the scenes, who would cause Max Meers's rise to power foreseen by Delphi. Any further investigation by the Israeli authorities into this series of incidents, or how they have chosen to deal with Sabra's failure to protect the Meers boy, have not been revealed.

STATISTICS:

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

Health: 190

Karma: 26

Resources: GD(10)

Popularity: 0 (20 in Egypt)

BACKGROUND:

Real Name: Mehemet Faoul

Occupation: Protector of Egypt

Legal Status: Citizen of Egypt with no criminal record

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unknown

Known Relatives: Abdul Faoul (father, deceased)

Base of Operations: Egypt

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

Scarab: The Scarlet Scarab's scarab talisman has the following powers:

Heightened Abilities: Without the Scarab, Faoul's characteristics are as follows:

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

Health: 90

Karma: 26

Flight: The Scarlet Scarab can reach Amazing airspeeds.

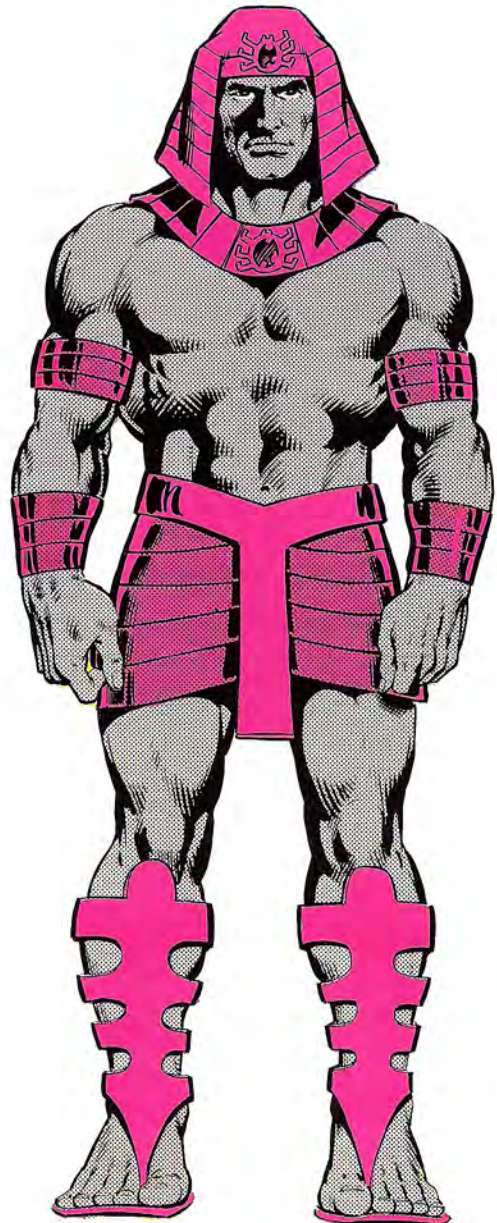
Strength Absorption: Every turn that the Scarlet Scarab maintains physical contact with an opponent, the opponent must make a yellow Endurance FEAT roll or have one rank of Strength absorbed by the Scarab. The Scarab can raise his Strength to Unearthly by this method. The Scarab retains this strength for ten rounds, when it drains away, one rank per turn, until the Scarab's Strength returns to Amazing.

Crimson Bolts: The Scarlet Scarab can use his amulet to fire force bolts. These bolts have a four-area range, and the same Intensity as his current Strength rank.

Force Field: The Scarab is protected by an Incredible force field.

Talents: The Scarlet Scarab has the Wrestling and Archeology talents.

Contacts: The Scarlet Scarab is an acquaintance of the Mighty Thor. He has no other known contacts.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Scarlet Scarab is an impetuous and impatient person, extremely confident in his abilities and usually presuming the worst motives for his opponents. He does not believe in talking or thinking about a problem; his solution is always action. He does have a respect for ancient artifacts, and a love of his country, if not his government.

HISTORY:

During World War II, Egyptian archeologist Abdul Faoul discovered the location of an artifact which predated even the first Egyptian dynasty, a scarab that would give its wearers vast magical powers. He duped the Sub-Mariner and the original Human Torch of the Invaders to help get this scarab, though the Invaders were unaware of Faoul's true goal. When Faoul touched the ruby scarab, he was transformed into the first Scarlet Scarab, the mystical protector of Egypt.

The Scarlet Scarab then battled the two Invaders. He defeated both the Torch and Namor, the two most powerful members of the Invaders. He then sought to use the scarab to expel first the British "invaders," and then the Nazis, from Egyptian soil during the second World War.

After the war, the scarab mysteriously vanished one day from the strongbox in which Faoul kept it. Abdul Faoul spent the remainder of his life trying to find it. He failed, but passed along the clues he had gathered to his son. It seems that after the scarab is used over a period of time, its power drains away. When it is completely drained, it magically returns to its resting place, where Faoul first found it. The elder Faoul never thought to look there.

The son of the elder Faoul, Mehemet, found the scarab. Using the scarab, the younger Faoul became the new Scarlet Scarab. A devout archeologist, Faoul vowed that his powers would be dedicated to protecting Egypt from those who would despoil its ancient treasures.

These powers were tested when thieves stole a valuable statue, the Eye of Horus. The Scarab came to America, where he tracked the thieves to a museum. The thieves had tried to sell the statue to the museum curator, who refused. The Scarab believed the curator to be in league with the thieves, which brought him into contact with the Mighty Thor. They fought to a draw, then teamed their might to fight the thieves. The Scarab recovered the statue, and then returned to Egypt. His current activities are unknown.

STATISTICS:

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

Health: 42

Karma: 95

Resources: RM(30)

Popularity: -30

BACKGROUND:

Real Name: Amahl Farouk

Occupation: Saloon owner, power broker, mastermind

Legal Status: Egyptian citizen, deceased

Other Known Aliases: Karma, Jacob Reisz, David Haller

Identity: Secret

Place of Birth: Cairo, Egypt

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Cairo, Egypt; Cairo, Illinois; Muir Isle

Past Group Affiliations: Former leader of the Gladiators

Present Group Affiliations:

KNOWN POWERS:

Astral Projection: The Shadow King has CL3000 Astral Projection with a world-wide range, and is skilled in creating astral scenery to confuse those victims he meets on the astral plane. The Shadow King receives +1 CS to Psyche when fighting on the Astral Plane.

Astral Detection: The Shadow King has CL1000 Astral Detection.

Psi-Screen: Shift X Rank.

Telepathy: The Shadow King possesses Monstrous rank Telepathy. He has mastered the following power stunts:

- Monstrous rank Mental Bolts.
- Monstrous rank Mental Probe.
- Monstrous ability to leave his host body and possess another body. Unlike normal Possession, the Shadow King must gain a red power FEAT to succeed. If he fails, he may not try again for 1d10 days. If the attack succeeds, the effects are permanent and the subject may not spend Karma to influence his actions. The only way for a host to escape is if the Shadow King voluntarily decides to leave (it may do so if threatened with its host's death). As well as possessing live bodies, the Shadow King can possess a newly-dead corpse. A possessed corpse has the same statistics it had before death, but will gradually deteriorate, losing 1 Endurance point per day (1d10 En-

durance if the Shadow King is forced to use his powers extensively). Before Endurance reaches 0, the Shadow King must find a new host.

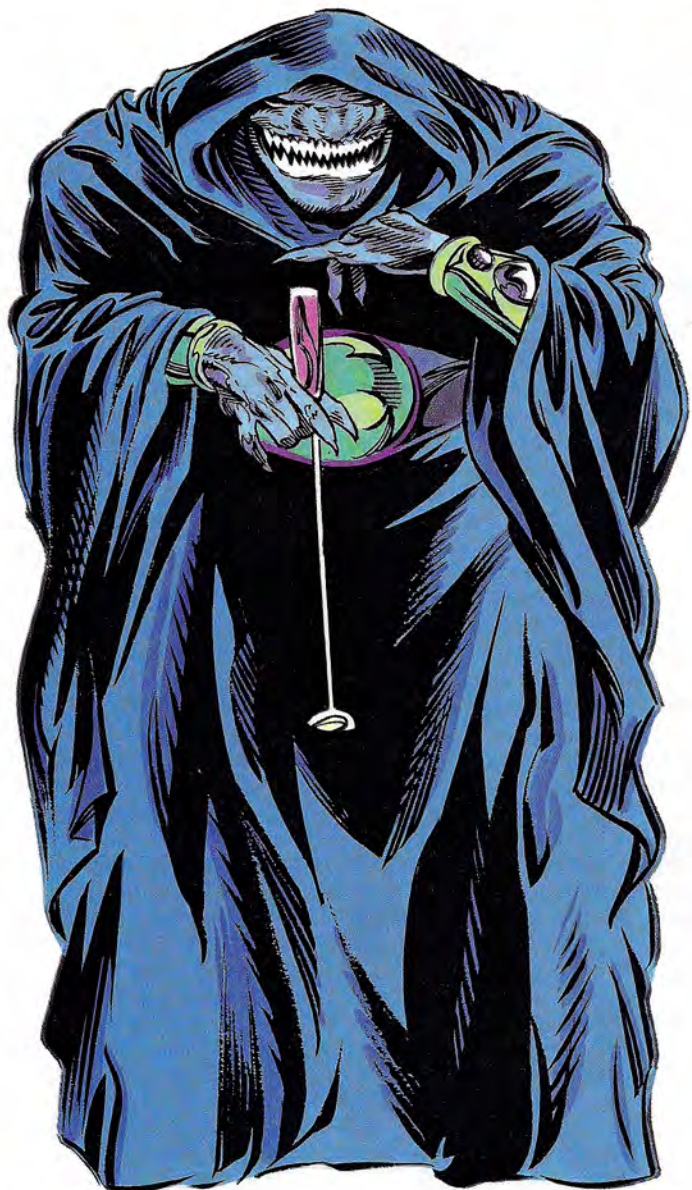
- Monstrous ability to corrupt the psyches of other beings. This is resolved like the Possession power with the target receiving a Psyche FEAT to resist vs. the Intensity of the attack. Instead of totally dominating the victim, the Shadow King's power taps the latent evil that lies inside all but the purest souls. The Shadow King does not directly control the minds of those he has corrupted. They retain a degree of free will, their old skills, and evil versions of their previous personalities, but they revel in wickedness. There is no limit to the number of beings the Shadow King can corrupt in this fashion.

- Amazing ability to *directly* Mind Control a person he has corrupted.

- Amazing ability to release the raw animal within individuals, turning them into ferocious "hounds" under his control. An attempt to create a hound is resisted by the individual's Psyche vs. the Intensity of this Power Stunt. A hound has +1 CS with Fighting and Agility, but -2 CS with Psyche and Intuition, and Reason drops to 0.

- Detection of other telepaths within Monstrous range as long as they are using their ability. If the telepath opens up his mind by using a mind-amplifying device such as Cerebro, the detection range is increased by +2 CS.

Nexus Creation: The Shadow King turned Lorna Dane (Polaris) into a psychic link between the real world and the as-



tral plane. At that time, Polaris had been mutated into a catalyst for negative emotions. By coupling her power to his own, the Shadow King formed Lorna Dane into a psychic magnifier that increased all his powers by +1 CS. This also gave him Monstrous rank Emotion Control with CL3000 range, the only limitation being that he could only use the power to spread hatred.

Limitation: The Shadow King is powerful, but not without weaknesses. After the Farouk body was slain by Xavier in Cairo, the Shadow King could only maintain a material existence if he possessed other living or dead beings: first Karma, then Jacob Reisz (slain by Mystique), then David Haller. Once the Shadow King transformed Lorna Dane into his Nexus, he gained raw power, but became dependent on her continued existence as a link between the astral plane and the real world. Disruption of the Nexus (getting a Stun result on Polaris with a psychic attack, or killing her) severed this link, thereby destroying him.

Aside from Professor X, Storm is the only mind the Shadow King had encountered which he could not corrupt. Add +5 CS to Storm's Psyche when resisting his power.

Talents: The Shadow King has considerable personal knowledge of international espionage and Egyptian Law. He is fluent in English and many Arabic languages, including Egyptian.

Contacts: For many years the Shadow King acted as the ultimate power broker in the game of international espionage. His activities gave him contacts in the KGB, in Western intelligence agencies, and in the spy and criminal organizations of the Middle East and the third world. His possession of Jacob Reisz gave him access to top-secret U.S. government files.

ROLE-PLAYING NOTES:

A "nightmare whose fondest desire is to be a man," the Shadow King enjoyed freeing the evil within human souls in order to gain mastery over their bodies. The nobler the spirit being degraded, the more the Shadow King reveled in the process of corruption. His goal was to destroy his old enemies, Charles Xavier and Storm, then to drown the world in a psychic ocean of hatred and evil.

HISTORY:

Little is known of the early life of the man who would become the Shadow King, and what has been revealed is closely tied to the history of Professor Xavier

and the X-Men. Just after the Second World War, Charles Xavier was visiting city of Cairo, Egypt. There he had his pocket picked by a young girl. As he opened up his mental shields to probe her mind, he was suddenly smashed down by a psychic attack. Leaving the child (who would grow up to be Storm) Xavier traced the assault to a nearby saloon run by a fat Egyptian, Amahl Farouk, ruler of the city's Thieves' Quarter. Farouk, a master telepath, was steeped in such foul evil that Xavier compared his mind to wading in a sea of maggots.

They began a psychic duel which ended when Xavier destroyed Farouk's brain with a mind-bolt. That should have been the end of the Shadow King, but it wasn't. His malignant presence lingered on the astral plane as a being of pure psychic energy, hungering for revenge—and a body. He finally found both when he possessed Karma of the New Mutants, whose own psychic powers were similar to his own.

To sate his thirst for evil, he became the mastermind behind a gladiatorial arena that came close to corrupting Dazzler, Sunspot, and Magma. When this plan was foiled, he returned to Cairo, still possessing Karma, and reopened his saloon, humiliating its patrons for his sadistic amusement. He lured the other New Mutants to Cairo to be his slaves, but Storm and Magik frustrated his plans. The Shadow King left Karma and retreated to the Astral Plane. There he waited, regaining his strength, and nursing hatred of a new enemy: Storm.

His chance to strike back at the X-Men came when Xavier's son Legion used Cerebro from Muir Isle which accidentally opened his mind to invasion. The Shadow King detected this telepathic probe, and found Muir Isle ripe for corruption, thanks to Polaris, one of the island's residents. As a side-effect of her adventures in the Savage Land, Polaris was subconsciously radiating a mental influence that intensified negative emotions among those around her. In short order, he was able to corrupt the minds of Dr. Moira MacTaggart and the other inhabitants of Muir Isle.

With an island of super-beings under his domination, the Shadow King began his plan. He took possession of the corpse of Senior FBI investigator Jacob Reisz. Using Reisz's government contacts, he was able to score a major coup: the domination of Dr. Valerie Cooper, the federal official responsible for mutant affairs.

With Cooper's files and Reisz's superlative investigative skills at his command, he was able to discover that

Storm had been reverted to infancy, and was now working in Cairo, Illinois as a child thief. He began the hunt for Storm, his second oldest enemy. But thanks to her own indomitable will, and the timely intervention of Gambit, Storm was able to escape the Shadow King's hounds, regain her memories, and link up with the X-Men. They had already been aware that some force of evil had been at work: now they could put a name to it. They began preparations to assault Muir Isle, which seemed to be the source of the evil.

The Shadow King had begun his ultimate plan. He formed Lorna Dane into a magnifying "nexus" for his power. Using her, he began spreading his malign influence throughout the world, causing mindless outbreaks of hate and prejudice.

Led by Storm and Forge, the X-Men mounted an assault on Muir Isle. Forge invented a method to block out the Shadow King's telepathic influence. But even with this device, the X-Men faced defeat.

By this time, Professor Xavier had returned to Earth. Determined to end the threat posed by his oldest foe, he assembled a second strike force of government agents (including Dr. Valerie Cooper and Jacob Reisz), SHIELD espers, and his old students, X-Factor. Their goal was to face the X-Men on Muir Isle and destroy the Shadow King.

The Shadow King believed Xavier was walking into his trap. At the height of the attack, he and Cooper attacked Xavier—only to be betrayed! Valerie Cooper was really the shapechanger Mystique, who had been masquerading as his slave.

Mystique shot Reisz, destroying his body. But the Shadow King had not yet been defeated, for his nexus remained untouched. He quickly possessed Legion and used a powerful telekinetic-pyrokinetic discharge to destroy most of Muir Island, and then engaged Xavier in a psychic duel.

Thanks to the mental powers of Marvel Girl, the X-Men and X-Factor survived Legion's assault. Xavier held off the Shadow King at the cost of his own legs. The two teams used Psylocke's psychic knife to sever Polaris's link with the astral plane. This final act caused a psychic shock that resulted in Legion's death and the apparent destruction of the Shadow King, although whether a being of such power can be truly destroyed is open to question.

STATISTICS:

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

Health: 140

Karma: 46

Resources: PR(4)

Popularity: 0/20

BACKGROUND:

Real Name: Shatterstar**Occupation:** Former entertainer, former rebel**Legal Status:** No criminal record**Identity:** Not generally known on Earth**Place of Birth:** Mojo's dimension, 100 years in the future**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Abandoned Sentinel base in Adirondack Mountains**Past Group Affiliations:** Cadre Rebellion, X-Force**Present Group Affiliations:**

KNOWN POWERS:

Mystic Blades: Shatterstar fights with a double-bladed sword forged using both science and sorcery. It has the following abilities:

- The sword is made of an alien metal with Unearthly Material Strength. Shatterstar can inflict up to Incredible Edged Weapon damage with the blades.

- **Shapechanging:** Allows Shatterstar to reshape the sword into different weapons, such as batons that inflict up to Incredible Blunt damage. He can also separate the blades and wield two identical weapons in order to make multiple attacks.

- If he does not have time to change the blades into batons and does not want to risk killing a foe, Shatterstar can also strike with the spiked handguard, inflicting Remarkable Blunt damage.

- Because of its sorcerous nature, the sword can cut through magical force fields and body armor, severing mystic bonds of up to Shift X Strength.

- Shatterstar can also focus his will through his sword into a force beam of Amazing Intensity and range. Doing this fatigues him—reduce his Strength by 5 if he uses the ability more than once in a day. Lost Strength recovers at a rate of 1 point per hour of rest.

If the blades are separated, the damage and range of the blast are only Remarkable.



Talents: Shatterstar has the Edged and Blunt Weapon talents, and is considered a Weapon Specialist (+2 CS) with his swords. He also has the Acrobatics and Tumbling talents.

Contacts: Besides being a part of X-Force, Shatterstar is a member of the Cadre Alliance in his own dimension.

ADDITIONAL NOTES:

ultimate warrior and combat-performer, but eventually joined the Cadre Alliance, a rebellion against Mojo V's tyranny. Shatterstar has fought all his life: first as a performer, later as a Blood Warrior of the Alliance, becoming their greatest warrior.

Hoping to get help from the legendary X-Men, the Cadre Alliance sent Shatterstar into the past, hotly pursued by Mojo V's warriors. Instead of the X-Men, he found the New Mutants (soon to be X-Force) and fought with them against his pursuers. After the battle, he became a founding member of X-Force. In return for a promise of later help in his war, he agreed to make their struggle his own. Since then, Shatterstar has fought valiantly alongside his new teammates, fighting a variety of foes including the Mutant Liberation Force, Harness, Jugernaut and Black Tom Cassidy, and the New Brotherhood of Evil Mutants.

ROLE-PLAYING NOTES:

Shatterstar lives to fight, but for all his confidence and battlelust, he isn't a berserker, and will not fight needlessly or foolishly. He believes that combat is the center of his being, and war is a game to be played for victory and honor. As such, he prefers to kill his foes, but is willing to temper his aggressive instincts to suit his teammates. He trains constantly to maintain his fighting skills, working out at least three times a day.

His flashy combat style, good looks, and love of battle have earned him the nickname "MTV warrior" from his teammate Feral. Although he believes words are the resort of the weak, Shatterstar shows an occasional glimmer of humor, especially when carving up an adversary. But he is at his core a serious, private person, and can get tired of the snappy patter of Boom-Boom, Feral, and Domino.

Shatterstar is still unfamiliar with some English phrases, especially units of time and measurement. When he talks, he speaks precisely, and rarely uses slang terms. He sometimes refers to foes by derisive names from his own dimension, such as "Mojo Kisser."

HISTORY:

Shatterstar was created in a dimension ruled by Mojo V—the same reality that Longshot came from, but 100 years in our future. He was bio-engineered as the

STATISTICS:

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

Health: 32

Karma: 36

Resources: AM(50)

Popularity: 10

BACKGROUND:

Real Name: Shinobi Shaw**Occupation:** Dilettante, industrialist, mastermind**Legal Status:** American citizen, no criminal record**Identity:** Secret**Place of Birth:** Unknown**Marital Status:** Single**Known Relatives:** Sebastian Shaw (legal father), Harold Leland (Uncle, possibly real father)**Base of Operations:** New York penthouse**Past Group Affiliations:** Upstarts**Present Group Affiliations:**

KNOWN POWERS:

Density Manipulation—Self: Shinobi's mutant ability is the Amazing rank power to alter his own density, increasing or decreasing it as desired. His Power Stunts include:

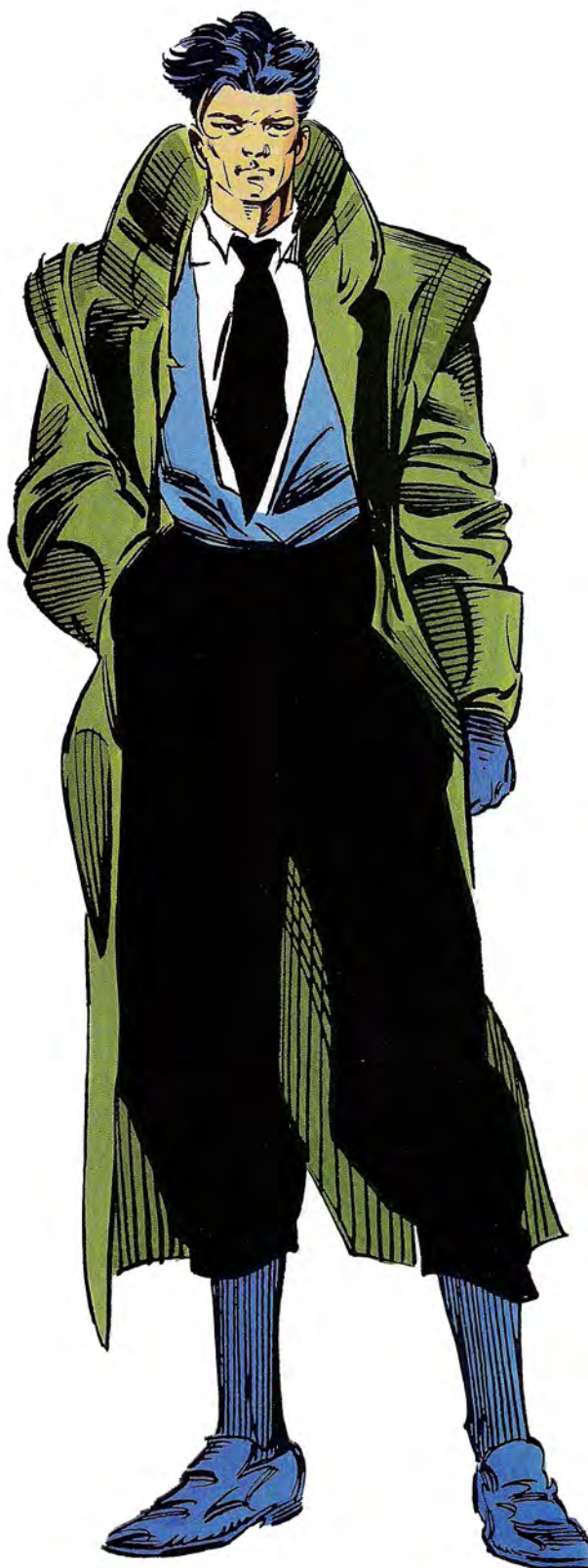
- Gain body armor equal to his current Density power rank.
- Use the power rank instead of his Strength when attacking.
- At Shift 0 density, Shinobi is immune to physical attacks, but not energy or force attacks.
- Shinobi can disrupt living and non-living material by touching the target or victim and solidifying inside that object or person. Damage equals Shinobi's chosen density rank. Body armor is ignored, but force fields are not.

Equipment:

As his father's heir, Shinobi commands Hellfire Club mercenaries and has access to high-technology equipment from Shaw Industries, such as advanced weapons, computers, power neutralizers and Sentinels (Mark VI designs, plus newer models just coming into service). Shinobi does not use personal weapons or armor, relying on his mutant power.

Talents: Shinobi has the Business/Finance, Leadership and Politics talents.

Contacts: As the head of Shaw Industries and a member of the Upstarts,



Shinobi has contacts throughout the business and financial world, the Hellfire Club, and the United States government. Through Shaw Industries access to the Hellfire Club's computers, he doubtless has information on the club's main adversaries, such as the X-Men.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Shinobi is a young man consumed with ambition. At present, his main goal is taking his father's place as Black King of the Hellfire Club and humiliating or defeating the former Hellfire members and his rival Upstarts. Although he is a good strategist, his youthful overconfidence, short temper, and preference for a decadent lifestyle sometimes interfere with his own plans.

Shinobi's stated belief is to not let personal feelings cloud his wisdom, but his pride in his own abilities often prevents him from living up to his words. He enjoys dramatic gestures and showing off, and likes to be on hand personally to gloat over his enemies before finishing them off. Shinobi is deliberately careless about what he says, and his speech is often peppered with youthful slang.

HISTORY:

The (supposed) son of Sebastian Shaw, Shinobi grew tired of waiting to inherit his father's wealth and wearied of the elder Shaw's contempt for his decadent lifestyle. When his own mutant powers manifested after puberty, he discovered they closely resembled those of his "uncle," Harry Leland. Believing himself to be Leland's son rather than Shaw's, the last vestiges of Shinobi's loyalty to Sebastian Shaw vanished. He soon became involved with the mysterious group of power-seekers known as the Upstarts.

Using his own business acumen, Shinobi amassed a private fortune of his own and bought out Shaw Industries from under his father's feet. Confronting Sebastian Shaw with this coup, Shinobi drove him into a rage and then used his own mutant abilities to slay Sebastian. Taking Shaw's ring as the symbol of his victory, he announced his triumph and claimed the rulership of the Hellfire Club.

Shinobi quickly took control of Shaw's

resources, and began assembling a personal guard of Sentinels and mercenaries. But Shinobi soon found himself in a deadly game with another rival for control of the club, fellow Upstart and mutant, Trevor Fitzroy. With his superior Sentinels, Fitzroy separately defeated Donald Pierce, Emma Frost, and finally Shinobi himself. Shinobi suffered the humiliation of having Fitzroy cut Shaw's ring from his finger, and was left to bleed to death.

But Fitzroy's victory was sloppy. Shinobi's personal Sentinels reached him more swiftly than Fitzroy had expected, and they acted quickly to reattach the finger. The operation was successful, though Shinobi still feels a little stiffness. Martialling his organization's power, Shinobi prepared for vengeance against Fitzroy.

The reverses that Fitzroy suffered at the hands of the X-Men and the time-travelling Bishop gave Shinobi a chance to regain his place and his pride. Shinobi's retaliation was swift and gaudy. He sent his men to Fitzroy's iceberg lair. They secretly mined the base with powerful explosive charges, then placed Fitzroy under surveillance.

Soon, the X-Men and Bishop attacked Fitzroy's lair. The X-Men were trying to retrieve Jean Gray, whom Fitzroy had captured while Bishop was in pursuit of mutant criminals entering our reality through Fitzroy's time-portal. Fitzroy tried to escape when he realized he was outmatched, but Shinobi's minions were waiting and they took Fitzroy captive.

Shinobi retrieved his father's ring, then ordered the explosives detonated to kill the X-Men and destroy Fitzroy's base. Although the X-Men and Bishop escaped the blast, Shinobi believed he had killed them. In any case, he had thoroughly humiliated his enemy, making up for his earlier defeat, and the chance to gloat over the captive Trevor Fitzroy made the victory even sweeter.

STATISTICS:

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

Health: 70

Karma: 56

Resources: GD(10)

Popularity: 5

BACKGROUND:

Real Name: Unknown

Occupation: Former vigilante, now an adventurer

Legal Status: American citizen with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Chord (father), Miyami (mother), Tai (grandmother), brother (Midnight's Fire)

Base of Operations: Taylor Foundation

Past Group Affiliations: Midnight's Fire gang, New Warriors

Present Group Affiliations:

KNOWN POWERS:

Living Silhouette: Silhouette has the Remarkable ability to assimilate and incorporate herself into and out of any area of darkness or shadow, shifting into the Darkforce dimension. While in shadow-form she effectively vanishes, becoming totally insubstantial. This ability is similar to Phasing, except that it only works in darkness or shadow and doesn't disrupt electrical systems. Silhouette doesn't seem to be able to walk through solid materials, although she can slip between the cracks of a door or through a villain's grasp with ease. A drawback to her power is that her normal clothes (and crutches) do not become insubstantial with her. When not in her special costume made of unstable molecules, this can lead to embarrassing situations!

Enhanced Sensory Perception: Silhouette has a Remarkable level Combat Sense and gets +1 CS when using her normal senses (sight, hearing, etc) to notice things or avoid ambush.

Equipment:

Weapon: Sil can strike with her crutches, using them as +1 CS weapons of Excellent Material Strength, inflicting Good Blunt damage. Night Thrasher recently built an electrical taser charge into them, allowing her to cause Excellent Energy damage by touching someone with them



(Fighting FEAT).

Limitations: Silhouette suffered a serious spinal injury and moves with the help of two crutches. Walking without them is uncomfortable to her, but she possesses super-normal strength, speed, and reflexes. In time of need, she can move as fast or faster than a normal person (with or without her crutches), hence her high ratings for Agility and Fighting. But if forced to stay on her feet for more than a few minutes without her crutches, the Judge should reduce her Fighting and Agility by at least 1 CS.

Talents: Silhouette has the Acrobatics and Martial Arts talents, and can speak accented Korean.

Contacts: Besides being a member of the New Warriors, Silhouette is on favorable terms with the Punisher.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Silhouette is a quiet person, who nevertheless believes in helping people who are in trouble. She loves Dwayne Taylor (Night Thrasher), but feels that he is overprotective of her, obsessed with his guilt over her injuries, and often too grim, tense, and withdrawn for his own good. Silhouette sometimes tries to draw him out of his shell and get him to share his troubles or take decisive action. She is usually successful.

Silhouette is disgusted by the criminal activities of Midnight's Fire, and no longer considers him her brother. However, she still cares for the person he once was, and might help him if he were in trouble if she saw a chance to reform him.

As a physically active person, she is sometimes frustrated with the limitations her disability places on her fighting prowess: she once exclaimed that she "wasn't whole anymore." However, Silhouette is a determined woman who has learned to live with and transcend her handicaps, and she has recently begun functioning once more as a costumed crime fighter.

Her shadow-shifting ability makes her the New Warrior's best scout, and in battle she usually waits on the sidelines, using her insubstantiality to sneak up on foes, then turning solid to make a quick slashing attack with her crutches.

HISTORY:

Silhouette grew up knowing little of her past, believing her parents to have been killed in a car accident when she was a baby. Silhouette had known of her mutant powers from childhood, but kept them concealed. As a teenager, she worked with her brother, Midnight's Fire, using their enhanced speed and senses to battle street crime. Together, they ran a series of sting operations, gaining criminals' confidence, then busting their gangs. During this period she met Dwayne Taylor, and fell in love with him. Dwayne joined them, and the crimefighting duo became a trio.

One night Silhouette was infiltrating a Chinatown gun-running operation with Dwayne and Midnight's Fire as backup when a police officer unexpectedly appeared. Things quickly went sour; afraid the policeman was going to shoot Silhouette, Midnight's Fire prepared to throw a knife at him. Dwayne stopped him, but the result was a firefight with Silhouette caught in the middle. A stray bullet struck her in the spine, and she collapsed, mortally injured. Midnight's Fire blamed his sister's fate on Dwayne Taylor's interference and the two parted bitter foes, Dwayne believing Silhouette was dead.

When their paths crossed again, Dwayne was Night Thrasher, and Midnight's Fire had turned to crime for real, running another Chinatown gang with connections to Advanced Idea Mechanics. With the help of the New Warriors, Dwayne defeated Midnight's Fire. He might have killed him except that Silhouette reappeared. She hadn't been slain after all, but the desperate operation that saved her life had left her scarred and crippled.

Silhouette was disgusted at the revelation of Midnight's Fire's criminal activities and she abandoned her brother, resuming her close relationship with Dwayne. Since then, they've been trying to work out their feelings for each other.

Silhouette revealed her shadow-shifting powers to the New Warriors when she helped protect her friend Father Janes against the assassin known as Bengal. She has begun wearing a costume, and is functioning as a full-fledged member of the team. She has also assisted the taciturn Night Thrasher in his role as team leader, arranging a reconciliation between Night Thrasher and Nova, who had resented the high-handed way Night Thrasher had dragged him into joining the New Warriors.

As a New Warrior, Silhouette has fought a variety of foes, including the

White Queen and her Hellions, Psionex, Harness, and Gideon. Most importantly, she has acted as a pillar of strength, providing crucial emotional support for Night Thrasher during the recent revelations of corruption within his Taylor Foundation.

Silhouette's personal life has lately been rocked by revelations about her true parentage. Night Thrasher's guardian, Tai, turned out to be Silhouette's grandmother, and told Sil that Chord, Night Thrasher's other guardian, is her real father. It has now been revealed that Miyami, Silhouette's mother (and thus Tai's own daughter) faked the deadly car accident in order to keep Silhouette and her brother out of Tai's hands. When Tai discovered this and learned of Silhouette's true parentage, she killed Miyami and attempted to slay Silhouette, all to further a mysterious "pact."

STATISTICS:

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

Health: 150

Karma: 80

Resources: PR(4)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Protector of the Mindscape, adventurer

Legal Status: None

Identity: Public

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

Warp Beams: Sleepwalker can manipulate material objects with beams that shoot from his eyes. He can alter the material strength of an object by $\pm 2CS$, and manipulate objects as if he had Monstrous Telekinesis. He typically uses this power to ensnare his opponents. He has vowed never to use this against a living opponent, so it is unknown what this power would do to organic material.

Flight: Sleepwalker has Good rank flight.

Body Armor: Sleepwalker has Amazing resistance to physical and energy attacks. This Body Armor is reduced to Remarkable in the Mindscape.

Imaginator: This device is what a Sleepwalker uses to teleport a captured creature to another part of the Mindscape. At present, Sleepwalker's device is lost.

Limitation: Sleepwalker can only become active in our world when Rick Sheridan is asleep. When Rick is awakened, then Sleepwalker must return to Rick Sheridan's mind and can no longer affect the physical world. He can leave communications behind for Rick, like messages on a telephone answering machine.

Talents: Sleepwalker has the Resist Domination talent.

Contacts: Sleepwalker's chief contact is Rick Sheridan, the human mind that he has unwillingly found himself stranded in during Rick's waking life. He also has found friends among some of the people he has helped in New York and has worked with Spider-Man in the past.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Sleepwalker is a being with absolute dedication to the protection of life. He has sworn never to harm a living being with his powers. He finds himself constrained by his current predicament: he must be a hero because his function is to protect people, yet ours is a very violent world. This causes much confusion for Sleepwalker, who does not understand why some of those he helps react negatively, even violently, to him. Despite this, Sleepwalker has a formal, dignified manner that manages to avoid seeming arrogant.

HISTORY:

The Mindscape—it borders on the minds of all sentient creatures, and contains entities both good and evil. The evil entities often seek to enter the minds of sentients and drive them mad; without protection, the madness would prevail. Protection comes from the Sleepwalkers, entities sworn to prevent the evil beings from entering the minds of innocents. Minds such as that of Rick Sheridan.

Sheridan was a college student from New York City who had enjoyed a relatively normal life until the night that one of these malevolent entities, Cobweb, tried to enter his mind while he slept. Cobweb was stopped by a Sleepwalker, but the Sleepwalker became trapped in Sheridan's mind during the battle.

As the Sleepwalker tried to leave Sheridan's mind he found himself appearing in Sheridan's dreams. Sheridan reacted to this strangely dressed figure haunting his dreams. Sheridan soon fought Sleepwalker in his dreams, and grabbed his Imaginator, which vanished in a flash of light.

Now, Sleepwalker was trapped inside of Sheridan's mind, able to escape only when Sheridan was asleep. At first, Sheridan believed that Sleepwalker was just a character in his dreams, until watching the evening news and seeing a report about an attempted robbery. The robbery had been broken up by someone who, according to a police sketch drawn from the description given to them by eyewitnesses, looked exactly like the being in Sheridan's dreams.

Sheridan then realized that the crea-

ture in his dreams was more than just a figment of his imagination. Sheridan decided to avoid sleep as long as possible, in order to avoid releasing the being again.

Sleepwalker continued to try to escape however, whenever Sheridan did sleep, and Sleepwalker discovered several interesting things. He could enter Rick's world when Rick slept. He learned that Earth was a place full of those who preyed upon the innocent, just like Cobweb and the malevolent entities of the Mindscape. He became a crimefighter, fighting against costumed villains such as Eight-Ball, Bookworm, the Chain Gang, and Lullaby after he and Sheridan reached an agreement made while Sheridan slept and Sleepwalker entered his dream.

At present, Sleepwalker remains a prisoner of Rick's mind, and continues to try to find a way back to his home.

STATISTICS:

F EX(20)
A GD(10)
S UN(100)
E AM(50)
R EX(20)
I EX(20)
P EX(20)

Health: 180

Karma: 60

Resources: IN(40)

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Unknown

Legal Status: Egyptian citizen with no criminal record

Identity: Secret

Place of Birth: Egypt

Marital Status: Single

Known Relatives: None

Base of Operations: Egypt

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

Sphinx II's powers stem from her exposure to the energies of the mystical Ka Stone.

Perpetual Reincarnation: Any time she dies, Sphinx II is reborn into the youthful body of another person. She retains all her memories and abilities, and gains those of the person she is reborn as. She possessed this power even before the destruction of the first Sphinx.

Since merging herself with the Sphinx's energies via the Ka Scepter, she has gained most of the powers of the original Sphinx. Although no longer consciously capable of reconstructing reality on a grand scale, her abilities remain formidable.

Body Armor: The Sphinx's flesh and costume combine to give her Body Armor offering Amazing protection against physical attacks and Remarkable protection against other types of damage.

Energy Absorption: Monstrous Intensity ability to absorb energy and channel it into Strength and/or Endurance scores, or to increase the rank of any existing powers. She can drain up to 150 points of energy. This energy drains away at a rate of 10 rank points per round.

Eye Beams: Project heat, light, and force bolts of Amazing range and Intensity from her eyes.

Flight: Flight at Amazing speed.

Growth: Up to Monstrous Growth, for +3 CS to hit in combat.

Life Support: Unearthly Intensity.

Mental Probe: Amazing Intensity ability



to probe minds.

Teleportation: Monstrous rank Teleportation.

Telepathy: Incredible ability to communicate with other minds at a distance.

Talents: Sphinx II can draw on the memories and skills of countless previous incarnations—as such, she may conceivably possess any talent the Judge wants her to have. In particular, she has the Archeology and Languages talents. She speaks English, Arabic, and ancient Egyptian, and is probably fluent in other languages as well.

Contacts: Sphinx II has contacts in the fields of archeology and international finance. If necessary, she can muster a large number of skilled and devoted followers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

While her endless life has given her some patience, Sphinx II remains a being driven by emotion. The loss of love, the loneliness of centuries, the bitterness of defeat, and the desire for revenge, is presently focused on Nova and the other New Warriors. Her passionate nature makes her a dangerous enemy, but someone who is easy to emotionally manipulate.

HISTORY:

Thousands of years ago, an Egyptian magician in the service of Pharaoh lost a battle against Moses and was punished by being exiled from Egypt. Living as a nomad in the desert, he stumbled upon the ancient temple of Ka, where he discovered a mystical gem, the legendary Ka Stone. Placing it on his forehead, he was transformed into the immortal being who would become known as Sphinx. Dazed by the powerful energies surging through his body, the magician collapsed. He was found and nursed back to health by a lonely outcast woman.

This woman, whose name is not recorded, fell in love with Sphinx, but he could not return her love and walked out of her life. For the rest of her days, she sought and dreamed of him. She finally died, lonely and bitter—only to reawaken in the body of an Egyptian boy from a wealthy family!

Her next life was an improvement: as an upper-class Egyptian male she became an architect and scholar, and in her researches, she located the lost temple of Ka. She deciphered the cryptic parchments found in the temple, and uncovered many of the Ka Stone's secrets. Finally she died, but was reborn again, once more a woman, this time of noble birth. In her third life, she would marry the Pharaoh. Her wisdom and memories intact, she deduced that she had the power of perpetual reincarnation due to having absorbed some of the Ka Stone's energies when she tended the Sphinx. Seeking to increase her link with the stone, she arranged for her body to be entombed with the Scepter of Ka, an artifact from the temple which would attune her with the energies of the stone still worn by the Sphinx.

Realizing that she was also immortal, she began a grand scheme to reunite herself with her loved one. Over the centuries, she plotted, living scores of lives and accumulating many fortunes. Finally, in the latter half of the twentieth century, she was reborn in the body of another Egyptian woman, just as the Sphinx showed himself again. She made plans for their reunion, but before she could meet the Sphinx once more, her dreams were shattered. Her loved one, tiring of immortality, had come into conflict with Nova, then with Galactus himself, and been destroyed.

But she was not defeated. Using her personal fortune, she built up a sizable organization of devoted followers. She and her underlings then journeyed to her

eons-old tomb in the Temple of Ka. Wielding both modern technology and the ancient power of the Ka Scepter, she used its jewel to gather the Ka-stone energies that had been scattered through the Earth's atmosphere with the defeat of the Sphinx. She succeeded in imbuing herself with the power of the Sphinx, but in her eagerness, she was overwhelmed by the mighty energies coursing through her body. Without conscious thought she used these energies to twist reality itself, altering the world's history to the way she wished it had always been, creating a cosmic lie.

In this new reality, the Sphinx had not left her those millennia ago in Egypt. Instead, he had returned her love and they had lived happily together for millennia as immortals. The Sphinx and his lover had defeated Moses, and they used their powers to ensure that Egyptian culture dominated the world until the twentieth century. Egypt even colonized America, which became known as the United States of Assyria. In this false reality, the Sphinx eventually tired of life, passing on his great powers to his consort, but leaving a mystic cat infused with his love as a keepsake for her.

But reality was not so easily changed. Two beings existed who were connected with the Ka Stone: Sayge, a mystical embodiment of Truth who had been companion and nemesis of the original Sphinx, and Richard Ryder, the man called Nova. They could subconsciously sense the basic wrongness of the altered timeline. With the help of a mutant rebellion who opposed the Egyptian hegemony, Nova and Sayge were able to pierce the self-deception of Sphinx II. Unable to maintain the truth of her own created reality when confronted with it, Sphinx II's own self-deception was shattered, and this returned the Earth to normal.

The second Sphinx survived her defeat, but was bitter and heartbroken at the loss of her perfect world. Swearing vengeance against Nova and the New Warriors, she vowed that if she could not change the past to suit herself, she would change the present!

STATISTICS:

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

Health: 60

Karma: 34

Resources: GD(10)

Popularity: 0

BACKGROUND:

Real Name: Scarlet Fasinera

Occupation: Nun, vigilante, terrorist

Legal Status: Citizen of the United States, wanted on multiple counts of murder.

Identity: Secret

Place of Birth: New York City

Marital Status: Widowed

Known Relatives: Vince Fasinera (husband, deceased), Joe "Mad Dog" Fasinera (son, deceased)

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS:

Crossbow (Equipment): Stained Glass Scarlet carries a crossbow that has Good range. She can aim a crossbow with such accuracy that it does Remarkable damage, and can fire it one-handed without penalty.

Link: Stained Glass Scarlet has a psychic link with Moon Knight of Unearthly range, during moments of extreme stress, her thoughts will become interwoven with those of Moon Knight. This link is not continuous; it only occurs when Scarlet needs Moon Knight or when both individuals are undergoing severe trauma. Communication between the two is possible, though the communication may more resemble a dream than anything else. This link demands the attention of both characters, making it potentially dangerous should the link take place during a stressful situation like combat. It is possible that Scarlet is herself the reincarnation of someone who was very close to Khonshu, which would explain this strange bond.

Talents: Stained Glass Scarlet is +1 CS with knives and crossbows. She also has Martial Arts C and E.



Contacts: Scarlet has contacts among the homeless women of New York City. These followers wear robes similar to Stained Glass Scarlet's, and have the following stats:

F A S E R I P
GD GD TY GD TY TY TY
Health: 36
Karma: 18

The followers are armed with knives.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Scarlet Fasinera was the daughter of an abusive father. As a result, she grew up with terribly low self-esteem.

Stained Glass Scarlet was a vigilante at first, devoted to killing criminals such as Manny Sindone. Lately, her overriding need to see her sins forgiven has driven her insane, and she has begun committing random acts of arson. Since escaping from her last confrontation with Moon Knight, there have been no known attacks from her. At the scene of each of her crimes, Scarlet leaves her mark, a diamond figure with an "S" etched on a wall, usually in blood. Scarlet is mentally unstable, being fixated on Moon Knight, her own gnawing guilt, and fire, which she hopes would "cleanse the world of her guilt."

HISTORY:

Scarlet's father constantly abused her as she grew up, both physically and psychologically. In order to cover his own sins, Scarlet's father kept blaming her for all of his problems, telling her that she was a sinner, and that she could not be forgiven. Finally, one night, she lit a cigarette and placed it in her father's bed. Her father burned to death and the police assumed the fire was an accident. Scarlet was sent to live with her aunt and uncle.

Scarlet's childhood immediately improved, despite the intense guilt she felt for her father's death. She devoured the poetry of the romantic poets, especially William Blake. She grew up and joined a convent. Then her luck changed again. She fell in love with and married a petty criminal named Vince Fasinera. He was an abusive husband, who eventually died when he was shot to death on the

stairs of a church. By that time, Scarlet was pregnant with their son, Joseph.

She spent the next few years of her life trying to raise Joseph. When he was 13, however, he fell under the influence of Manny Sindone, who hooked him on heroin. Within a year, he was working for Sindone, under the well-deserved epithet of "Mad Dog" Fasinera. His criminal actions eventually brought him into conflict with Moon Knight. To prevent him from killing Moon Knight, Scarlet shot and killed her own son. Several months later, Moon Knight again encountered Scarlet, who was now working as a crossbow-toting vigilante calling herself Stained Glass Scarlet. Despite Moon Knight's attempts to stop her, Scarlet killed Manny Sindone and broke up his gang. Moon Knight allowed Scarlet to escape.

Moon Knight did not encounter Scarlet again for quite some time. During that time, her guilt had driven her over the edge. She had begun roaming the streets of New York, killing those guilty of "sin" as she saw it. Her victims were all men, the homeless being the easiest targets. At this time, Scarlet had gathered several young homeless women as followers. She trained them in personal combat, skills she picked up as a vigilante.

It was soon after this that Moon Knight (Marc Spector) became aware of Scarlet's presence via the link they shared. They met and did battle, but the results were inconclusive. Not long thereafter, Scarlet appeared at Spector's Manhattan penthouse, apparently seeking Moon Knight. Instead she found Spector's aide, Frenchie, and his girlfriend, Chloe. Scarlet wounded Frenchie, warned Chloe of the "demons" (men) of the world. Scarlet then left her symbol (with her own blood) on the wall, and fled.

Soon, Scarlet had a passionate reunion with Moon Knight atop a bridge, then stabbed him in the back while they kissed. She threw his body into the East River. Moon Knight barely survived.

Scarlet then became convinced that the only way to purge New York of its sins was to burn it down. She began a series of random bombings, designed to burn the evil from New York. She saw Moon Knight as an angel of mercy, who was the only person capable of redeeming her and ending her madness. Eventually, Moon Knight confronted Scarlet on the Brooklyn Bridge and forced her to reject some of her fantasies about him. She leapt off the Brooklyn Bridge and has not been seen since, despite Moon Knight's attempt to save her at the bridge.

STATISTICS:

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

Health: 130

Karma: 18

Resources: GD(10)

Popularity: 15

BACKGROUND:

Real Name: Guido, last name unrevealed

Occupation: Former investor and bodyguard, now adventurer

Legal Status: American citizen with no criminal record

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Father and mother, deceased

Base of Operations: X-Factor, New York

Past Group Affiliations: Muir Islanders, X-Factor

Present Group Affiliations:

KNOWN POWERS:

Guido enjoys the mutant abilities of superhuman strength and endurance, making him strong enough to knock a man out by flicking his finger! He also has one special power:

Kinetic Energy Absorption: Guido can absorb kinetic energy from punches and other Blunt physical attacks and use that energy to increase his Strength. He can absorb such attacks of up to Unearthly Intensity. The rank of the attack determines Guido's enhanced Strength rank (his Health does not increase). Physical attacks of less than Amazing (50) Intensity do not affect his Strength; it simply remains at his natural Strength rank of Amazing. Because he absorbs the blow, Guido takes no damage from Blunt physical attacks of less than Shift X Intensity. However, Guido must expend the absorbed kinetic energy on the following turn by striking a target (whether it is the ground, a building, or a foe) or he suffers blunt damage equal to the energy he absorbed.

Talents: Guido has some experience with high finance, and extensive knowledge of the music and entertainment business, including its seedier sides.

Contacts: Guido was the former doorman and bodyguard of Lila Cheney. He's a friend of Dazzler and is acquainted with the X-Men and X-Force.



ADDITIONAL NOTES:

new term "Genetically Challenged" (Geecee) as a politically-correct alternative to "mutie."

HISTORY:

Guido has never told X-Factor his last name (they're afraid to ask), but he has revealed his life story.

Guido lived a life of ups and downs. He was a nerdy-looking kid, bullied by the other children. Until he reached puberty. Then he started growing, and no one bullied him again . . .

But he had other problems. Guido's parents were skinflints who saved all their money for the future and insulted him because of his size and his spend-thrift attitude—until a falling satellite crushed them. Guido settled out of court with the owners for a vast amount of dough. For a while, he lived a life of luxury. Then he was wiped out by bad investments. To make ends meet, he took a job as a bodyguard for the singing thief Lila Cheney, but that dried up when Lila vanished into space. He was minding her house and worrying about cash when Dazzler dropped in to visit. The X-Men's enemies weren't far behind, and before he knew it, Guido had become one of the Shadow King's slaves on Muir Isle.

After the fall of the Shadow King freed him, he and several other Muir Islanders became founding members of the new X-Factor team with Guido serving as the team's muscle. Since joining X-Factor, Guido has taken the name "Strong Guy" and become X-Factor's defacto press spokesman.

On his first mission, he fought Slab (one of Mister Sinister's Nasty Boys) who had taken the Washington monument hostage. Guido defeated Slab, but in the process destroyed the Washington Monument. Guido felt bad enough to think about quitting the team, but X-Factor's lawyers got him off the hook, and it was later discovered that he had been set up for a public relations disaster by Senator Steven Shaffram, a pawn of Mister Sinister. At present, Guido remains a media darling.

ROLE-PLAYING NOTES:

Guido is new to the hero business, but as Lila Cheney's doorman, he has had long experience with mutants and weird happenings. A lot more intelligent than he looks, Guido considers himself a "nineties guy"—sensitive with the ladies but macho when he needs to be. He doesn't take superheroing very seriously, but it pays well and since it lets him associate with various fab babes in scanty outfits, hey, why not try it?

Guido has an epicurean philosophy: Have fun, live the good life now, and let tomorrow take care of itself. But he has a good heart, and is willing to help people (especially attractive women) who are in trouble. He has a warm, bantering relationship with his fellow teammate Polaris.

Recently, Guido has developed an easy manner with the news media and has proven very quotable: he coined the

In order to neutralize the uncontrollable powers of Lt. Ramskov, the Russian hero of Chernobyl, the Avengers Thor and Sersi transported him into an alternate dimension. Accompanying them were Captain America, Iron Man, She-Hulk, as well as the adventurer Rage, a Soviet operative named Zhukova, and a civilian, Doctor Estevez. Unbeknownst to the heroes, this particular dimension, due to its power-dampening properties, was used as a prison world for psychotic alien criminals. These alien prisoners attacked the Avengers and company with the intention of killing the intruders. The Avengers, realizing they were the interlopers in this world, battled the alien creatures, taking care not to kill or seriously injure any of them. The leader of these alien prisoners, Ngh, the Unspeakable, did not enter into the fight. He realized that the Avengers could pass in and out of the dimension at will and launched a plan for his escape.

Ngh had one of his minions, a small, winged female called Xa, befriend the Avengers and turn the tide of the battle in their favor. Ngh then critically wounded Xa, knowing that the Avengers would take her with them to their own dimension for necessary medical attention. Thus Ngh could establish a toe-hold in Earth's dimension. He used Xa's restored powers to open a portal which would allow the prisoners to escape from their exile. To further insure her cooperation in carrying out this mission, Ngh placed Xa under hypnosis. Ngh's plan worked to perfection and once carried to the other side by the Avengers, Xa was able to rend the barrier and loose Ngh and his horde upon the unsuspecting world.

The four governors of the Dimension of Exile, who called themselves the Tetrarchs of Entropy, traveled to Earth's dimension after discovering that the prisoners had escaped from their jail. In one of the great cosmic kangaroo courts of all time, they convicted the Avengers of allowing the escape of the criminal Ngh. The punishment for this crime—that the Avengers would spend eternity in the Dimension of Exile—was passed down without so much as a defense. The sentence was to commence immediately and the Tetrarch Yod transported the Avengers to the Dimension of Exile. It is interesting to note that while neither Quasar, Black Widow, nor the Vision were involved in the events which lead to Ngh's escape, they were punished for the "crime." Having vanquished the primary Avengers' team, the Tetrarchs repelled an attack from the Avengers' reserve substitutes with a force field.



Then, claiming to be forces of the universe, they embarked on their search for Ngh.

The Tetrarch named Hafga claimed that the release of Ngh upset the inexorable tendency towards entropy. Entropy is a measure of the randomness, disorder, or chaos in a system. Tetrarchy is rule by four governors jointly. To rule over chaos could be said to be enigmatic, paradoxical, even recondite or incongruous. Still, the Tetrarchs seem to have set themselves up as the protectors of Chaos in the universe.

Once in the Dimension of Exile, the primary team found that both Thor's hammer Mjolnir and Sersi the sorceress had been imprisoned in solid fields of anti-probability. These fields negated the psionic manipulations of probability which is sometimes referred to as magic. Using team work, the Vision, Quasar, and She-Hulk were able to free Mjolnir. As they worked on a similar plan of freeing Sersi, the Tetrarchs appeared and while they commended the Avengers on their self-sacrifice and cooperation, they would not allow them to escape the Dimension of Exile.

When Captain America proclaimed that the Avengers' imprisonment was an injustice, Yod explained that the Tetrarchs were not concerned with justice, but in overseeing the dissolution of cosmic laws into Chaos. He claimed Order is anathema to the Tetrarchs. Though certain forces in the universe strive for ultimate good or ultimate evil, the Tetrarchs believe these goals are unattainable, but that both sides are capable of creating order of sorts. The Tetrarchs see their role as maintaining the balance for disorder.

During this exchange, Thor led Captain America and Sersi in an attack on Yod. The three apparently crossed through a portal into another reality. Similarly, Black Widow, She-Hulk, Quasar, and Vision were wrapped in Vug's Coils of Infinity, and after falling "into the exquisite blackness that is the void between the universes," they ended up in a place which looked like the set for Dante's Inferno. While each group battled the inhabitants of their respective worlds, Thor noticed a familiarity to the gait and demeanor of the loathsome creatures that were attacking them. Captain America realized that the evil creatures were an illusion and that they were actually battling the other set of Avengers. Sersi cast a spell which destroyed the illusion. These actions caused a quandary, as the Avengers had shown themselves as creatures prepared to use violence—and therefore

not instruments of ultimate good—yet capable of compassion and restraint, and therefore not instruments of ultimate evil. The Tetrarchs then decided to release the primary team claiming that due to their "goodness" they could not be in league with the evil Ngh.

Though Cap and Thor questioned the logic of beings who care nothing for right or wrong aligning themselves with the cause of good, they realized they could do nothing but trust the Tetrarchs. However, they were on lookout for the inevitable double cross. The Tetrarchs' actual plan was to banish Earth to the Dimension of Evil once the Avengers had led them to Ngh.

The Avengers did eventually catch up with Ngh at the home of Rage, now a reserve substitute Avenger. Ngh had taken Rage's maternal grandmother and legal guardian, Edna M. Staples, hostage. As most of the Avengers' primary team, along with a large crowd of bystanders and the media, gathered outside the house, Rage acted as sort of chief hostage negotiator. He told Ngh to let his granny go or he would "come in and rip those scales off your ugly face." (Negotiation was probably not Rage's strong suit). The Tetrarchs showed up about this time and joined with the Avengers in attacking Ngh and his forces. For all their posturing and saber-rattling, the Tetrarchs were very ineffective against Ngh and had only limited success against his minions. Ngh claimed he was actually the focal point through which powerful and undeniable elemental forces moved, and that the Tetrarchs were delusional maniacs. This is in keeping with what Doc Strange was able to uncover about the Tetrarchs and revealed to Captain America. (Doc Strange could find no mention of the Tetrarchs in any of his mystic tomes, nor from consulting sages in other planes. He feels they might well be nothing more than extremely powerful entities with overblown egos.)

Thor and Sersi then returned from the Dimension of Exile with the being known as Ahh. Ahh was actually the wholly good side of an entity of which Ngh was the wholly evil side (Ngh's better-half, so to speak). Before Thor freed her, Ahh had spent ten thousand years imprisoned by the Tetrarchs. Ahh, Ngh, and Xa merged into one being. The entity had divided itself into two separate beings as an experiment, but had not foreseen how the Tetrarchs would take advantage of its lessened powers. This being then stripped the Tetrarchs of their ability to open dimensional doorways and pass between realities, thus putting them out

of the banishing business.

Ngh's thralls, who had reverted to their true forms (Kree, Skrull, etc.), asked what was to become of the promises which Ngh made to them now that Ngh and Ahh had been reintegrated. Many of them were from distant galaxies, other realities, and far-flung times. Though the composite being's good side felt compassion for their plight, its rational side knew restitution would be impractical. With more important things to do, like saving entire civilizations and basking in the glory, it abandoned them.

Quasar and Cap had the last word on the Tetrarchs of Entropy. Quasar proclaimed that they were not Forces of the Universe, but deluded individuals. He then contained them and their powers in a sphere of "solid light," and threw them through a portal into the Dimension of Exile.

HAFGA THE BURNING

STATISTICS:

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

Health: 200

Karma: 170

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Hafga

Occupation: Tetrarch

Identity: Publicly known

KNOWN POWERS:

Flight: In the atmosphere, Hafga can fly at Excellent air speeds (150 miles per hour).

Energy Generation: Hafga can shoot bolts of fire which inflicted energy-type damage. These bolts are not above Amazing Intensity.

Body Armor: Hafga's fiery form provides him with Remarkable Body Armor from physical attack without benefit of the Tetrarchs' force field.

Talents: None known

Contacts: None other than his fellow Tetrarchs.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Hafga seldom speaks. Though the constantly burning flame which constitutes his physical form can take the shape of a humanoid head, he generally appears as a shapeless mass and is usually located behind one of the other Tetrarchs. He pretty much follows the lead of Yod.

HEML OF THE MYRIAD OF VISAGE

STATISTICS:

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

Health: 250

Karma: 170

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Heml

Occupation: Tetrarch

Identity: Publicly known

KNOWN POWERS:

Flight: In the atmosphere, Heml can fly at Excellent air speeds (150 miles per hour).

Energy Generation: Heml can fire bolts of force which inflicted energy-type damage. These bolts are not above Amazing Intensity.

Body Armor: Heml's alien physiology provides him with Remarkable Body Armor from physical attack without benefit of the Tetrarchs' force field.

Talents: None known

Contacts: None other than his fellow Tetrarchs.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

As his name suggests, Heml of the Myriad of Visage is represented by different images. In fact, Heml is often represented by more than one image at once. Heml looks to Yod as the group's leader and goes along with his decisions.

VUG OF THE COILS OF INFINITY

STATISTICS:

F	GD(10)
A	EX(20)
S	AM(50)
E	ShX(150)
R	EX(20)
I	RM(30)
P	MN(75)

Health: 230

Karma: 125

Resources: Unrevealed

Popularity: 0

BACKGROUND:

Real Name: Vug

Occupation: Tetrarch

Identity: Publicly known

KNOWN POWERS:

Flight: In the atmosphere, Vug can fly at Excellent air speeds (150 miles per hour).

Illusion Generation: Vug has Illusion Generation at Remarkable rank. One of his illusions causes his victims to believe they are falling into the blackness that is the Void Between Universes. This is done by wrapping them in his Coils of Infinity.

Energy Generation: Vug can fire bolts of force that inflicted energy-type damage. These bolts are not above Amazing Intensity.

Body Armor: Vug's physical form is comprised of a scaly substance which provides him with Remarkable Body Armor from physical attack without benefit of the Tetrarchs' force field.

Talents: None known

Contacts: None other than his fellow Tetrarchs.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Though the Tetrarchs are deluded about their own importance in the cosmic scheme, Vug is a particular windbag among even the Tetrarchs.

YOD OF THE ALL SEEING EYE

STATISTICS:

F	NA
A	AM(50)
S	AM(50)
E	ShX(150)
R	MN(75)
I	MN(75)
P	Un(100)

Health: 250

Karma: 250

Resources: TY(6)

Popularity: 0

BACKGROUND:

Real Name: Yod

Occupation: Tetrarch

Identity: Publicly known

KNOWN POWERS:

Dimensional Travel: Yod has the Unearthly ability to create openings between dimensions which allow passage to these various worlds. Banishing convicted prisoners to the Dimension of Exile is considered an automatic FEAT for Yod. Reaching a specific location in another dimension is a yellow FEAT. Returning to a familiar location in the Dimension of Exile only requires a green result.

Flight: Like all the Tetrarchs, Yod can hover in the air. Yod hasn't demonstrated much in the way of flight speed. It is probably Feeble or 2 areas per round (30 miles per hour). Using dimensional travel, Yod can certainly travel at beyond light speed.

Illusion Generation: Yod can generate three-dimensional illusions at an Unearthly level. He is so skillful that even when a character realizes he is seeing an illusion, he will still subconsciously believe that it is real and act accordingly (an obstacle will still seem like an obstacle, opponents cause damage, fire feels hot enough to burn). While damage is imaginary, it is still removed from Health with 0 Health resulting not in death, but in unconsciousness for 1-10 rounds. Only characters who make a Psyche FEAT versus Unearthly Intensity may see through the illusion and not be harmed by it. Yod has been known to make teammates appear to one another as monsters so that they will attack one another. The damage which occurs in these battles is real and can result in death.

Energy Generation: Yod can fire bolts of force that inflict energy-type damage. These bolts have Amazing Intensity.

Energy Fields: Energy fields seems to be the Tetrarchs' strong point. Within the Dimension of Exile, they can create solid fields of anti-probability. Though these fields are not above Shift X in hardness, they negate all magic, or the psionic manipulations of probability, within them. The Tetrarchs are better defensively than offensively. They can manifest a force field of Shift Z Intensity. This force field cannot be used for Power Stunts, and the Tetrarchs can take no action other than dimensional travel while behind it. It is unlikely this field is generated by one specific Tetrarch. It appears that none of the Tetrarchs can generate this field independently of the others, it is likely that this field could only be generated as a group effort. In fact, many of the Tetrarchs' abilities, including Yod's illusion Generation and Dimensional Travel powers, seem to involve a cumulative or communal effort. It could be that the Tetrarchs themselves were at one time a single being who split off as Ngh and Ahh have.

Body Armor: Yod's physical form is comprised of a substance which resembles stone and provides him with Remarkable Body Armor from physical attack without using his force field.

Talents: None known

Contacts: None but his fellow Tetrarchs.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Like all the Tetrarchs, Yod claims to be a force of the universe, but is merely an extremely powerful individual with an overblown ego. Order is anathema to the Tetrarchs, and though self-appointed jailers, they admit they aren't concerned with justice, but rather with preserving entropy. As Yod is the only Tetrarch who can travel between dimensions, he is probably the first among equals in their hierarchy. The other Tetrarchs will even ask Yod what their next move is to be and his word seems to be final.

The Brethren owed their existence, or at least their existence as sentient humanoid beings, to the enigmatic space gods called the Celestials. In the time before recorded history, the Celestials visited many worlds and conducted genetic experiments on the life-forms they found there. The Celestials are known to have visited Earth on four different occasions. Their genetic manipulations are responsible for the two sub-species of humanity known as the Eternals and the Deviants, as well as the dormant DNA complex which is responsible for benevolent mutations in the mainstream human race. Seeing a need for a counter-balance, lest one of their creations rise to threaten their own preeminence, the Celestials remixed the genetic coding of bacteria to create a humanoid race. This race became known as the Brethren. The Brethren were reportedly used by the Celestials as executioners of the life forms of planets which they deemed unworthy. Eventually they were let loose to conquer planets after their own fashion. It was during this period of self-determination that the Brethren were discovered by the Elder of the Universe Taneleer Tivan, the Collector. The Collector had long been about the business of collecting living beings and artifacts throughout the known universe and the Brethren ended up as part of his collection. The Collector, having long wanted to add humanity to his collection, but re-

alizing that for his collection to be truly singular, his specimens should be the last of the species, launched a plan for Terran decimation. This plan involved the Collector allowing his starship to crash on Earth's moon and allowing the Brethren to escape.

For their part, the Brethren believed they had actually escaped from the Collector's prison. When they learned they were orbiting Earth, the planet that first defeated Galactus, they felt it was their destiny to subjugate the planet and make it their new home world. From the start, the Brethren's plan and practices did not sit well with Earth's mightiest heroes, the Avengers. For three days, the Avengers with SHIELD and the combined military might of Earth battled the forces of the Brethren in several major population centers. Meanwhile, reserve Avengers Dr. Henry Pym, the Beast, and Black Panther, along with active member Quasar, traveled to the Moon in the hope that they could revive the Collector and learn a way to defeat the Brethren.

In Paris, during an encounter between the Avengers and the Brethren, Thane Ector captured the Avenger and Eternal called Sersi. Though he claimed to have taken her as prisoner to learn more about the Earth, Ector knew that the Eternals, like the Brethren, were the products of genetic manipulation on the part of the Celestials. He also felt a great attraction for her. In fact, Ector was so at-

tracted to Sersi that he allowed her to read the sacred scrolls which recorded the Brethren's proud military conquests, and he also told her the truth about the Brethren's origin and their secret shame. Ector's dream was that the Brethren would one day overcome their genetic predispositions and become the proud people legends proclaimed. This truth, even among the Brethren, is known only by the Thane and his Fool; only the quick thinking of the Fool saved Ector from being deposed as Thane for consorting with the outsider.

When Ector learned that the Avengers had freed the Brethren's jailer, and oppressor, the accursed Collector, he personally led an attack on the Avenger's Headquarters. Ector made his way through the Avengers, though Hercules delayed him for a time, to the Collector. As Ector attempted to kill him, the Elder of the Universe "pulled aside the curtain," revealing his true form and plan. As Ector lay unconscious at his feet, the Collector, now transformed to a cosmic energy-channeling giant, told those assembled that he had actually engineered the escape of the murderous Brethren for the purpose of laying waste the Earth's population. Only a small remnant would survive in the Collector's safekeeping. Feeling that it was time that the Brethren, and most specifically Ector's betrothed Sybil Dorn, know the truth about their race, the Collector told



the story of the true origin of the Brethren. He explained that there are three genus or shapes of bacteria: bacillus, spirilla, and cocci, the "little things" to which the Celestials looked to when they set about the task of fashioning the Brethren. The exact nature of the basic genetic components that make up the Brethren was never clearly defined. Evidence provided by the autopsies of the Brethren's victims, that their bodies had no trace of bacteria or germs in them, indicate it might have been bacteriophages, bacterial viruses which infect and destroy bacterial cells. From the Greek *phagein* meaning "to eat," a bacteriophage is a virus which eats bacteria. The nature of viruses are not fully understood, but the simplicity of their structure suggests that they are not individual microorganisms. They may be components of normal cells which have gotten out of control, descendants of subcellular units that infected the earliest cellular organisms and evolved with them, or products of degenerating bacteria that gave up independence for a specialized parasitic life. Though in humanoid form the Brethren may have been able of sexual reproduction, a normal virus cannot reproduce except in the host cell.

Having told the Brethren the truth, the Collector reduced all of the Brethren, save Ector and his Fool, to their basic genetic components. This was done to hasten the destruction of Earth. Presumably, either a Thane or his Fool must remain sentient for the Brethren to function properly as a collective organism. The Collector appeared to have planned to take these last two remaining individual Brethren into his collection once more. Whatever the case, Ector and his Fool remained sentient and in telepathic contact with the disembodied host of the Brethren. This proved to be the Collector's undoing. With the aid of Sersi, Ector and his Fool were able to summon the Brethren into the "collective will of a race made incarnate" that is called the Unimind. The Unimind reaching out with tentacles of flame, grabbed the Collector, then both exploded in a blaze of light. Though the strain of summoning the Unimind proved to great for Ector and his Fool, they died knowing what it was to heal rather than to kill. In the end, the Brethren became the noble race which Ector had dreamed they could be.

THANE ECTOR

STATISTICS:

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

Health: 185

Karma: 90

Resources: MN(75)

Popularity: -100 (100 with the Brethren)

BACKGROUND:

Real Name: Ector

Occupation: Thane

Identity: Publicly known on Earth and among his own people.

Legal Status: Deceased

Place of Birth: Unrevealed, though the Brethren's home planet is Omega Climion Six

Marital Status: Ector was betrothed to Sybyl Dorn

Known Relatives: Fool (brother), Sybyl Dorn (betrothed)

Base of Operations: Mobile

Past Group Affiliations: Rightful leader of the Brethren

Present Group Affiliations:

KNOWN POWERS:

Body Armor: Like many of the Brethren, Thane Ector wears Body Armor. This armor may be made of the same basic bacteria components which comprised the Brethren's humanoid form, making it a shell-like epidermis. If a Brethren is reverted to its original form, its armor will also revert. Should they resume their human form, their armor will reappear intact. It is also possible, however, that their armor is not a part of them, but is comprised of unstable molecules which takes the form of armor when they are in humanoid form. Either way, this armor provides Excellent protection from physical and energy attacks.

Alien Physiology: Presumably, if Ector is reduced to his base components he, like the rest of the Brethren, will appear as a simple, multi-celled organism. The consciousness, or sentience, he possesses in humanoid form will quickly dissolve. Ector is composed of many cells which make up different tissues and organs specialized for particular functions. Based on other humanoid aliens who exhibit superhuman physical characteristics, it may be assumed that Ector's

muscle and bone are more dense than similar human tissue, thus contributing to his superhuman strength and also causing him to weigh more than a human of similar size. His skin may also be more dense than that of a normal humans.

His cellular regeneration is different, and functions at a higher level, than a human's. He has Regeneration of Poor rank and has the Recovery power. He regains lost Health at a rate of three times his Endurance rank per day and he recovers lost Endurance ranks at a rate of one per day during normal action. Due to his enhanced cellular regeneration, Ector's aging process is far different from that of humans. In fact, the Brethren may grow or age more quickly as a children and more slowly as adults due this same cellular regeneration. Ector once spoke of being told the truth of his people on his fifteenth birthday, but it is unclear if these were the equivalent of Earth years.

The Brethren are known to have been prisoners of the Collector for decades. At the time of his death, Ector appeared to be middle-age. His actual age in Earth years was never revealed.

As his metabolism and the chemical processes of his musculature are different than humans, he does not produce, and is unaffected by, fatigue poisons. His respiratory system is developed in such a way as to allow him maximum Endurance with minimum oxygen intake. This allows Ector to make exertion checks at Unearthly Endurance.

Resistances: The nature of Ector's being grants him CL5000 resistance to toxins and disease. In fact, germs and bacteria are what the Brethren feed upon.

Iron Will: Ector is bred to be the most perfect of warriors, even down to his mental conditioning. He doesn't feel pain from traumatic shock or injury. His Unearthly rank Iron Will can absorb the first 100 points of damage he suffers in battle.

Berserker: In combat, the Brethren are berserkers and enter a mental state which allows them to ignore Stun results. As Thane, Ector's role is usually to keep the blood lust of the other Brethren in check, but he too can enter a berserk state if sufficiently angered.

Telepathic Rapport: A Thane of the Brethren and his Fool have a telepathic rapport with their people. In the past, this power was used to control the blood lust of the Brethren in battle. Thane Ector and his fool, together with Sersi, used this power to summon the disembodied Brethren and form the Unimind.

Ocular Beams: Ector's most powerful attack is his ocular beams which can inflict up to Unearthly force or energy damage. Ector is only known to use his beams at close range, no more than two areas away.

Lightning Speed: Ector has the Lightning Speed power at Amazing rank and can run at 120 mph or 8 areas per turn for short distances.

Limitation: The Thane of the Brethren and his Fool are children of the same parents. Upon reaching the fifteenth birthday of the boy chosen to rule, the two are told the true origin of their people. The role of the Fool is to remind his brother of the biology of the Brethren and the niche they are destined to fill in the cosmic order. Should the Thane ignore his brother's counsel and overstep his authority or attempt to upset the ancient balance, the Fool, through the telepathic rapport they share, can attack or even kill the Thane. This system of checks and balances has apparently kept the Brethren on their appointed mission of destruction for centuries.

Talents: Ector is a great warrior, trained in all combat forms known to the Brethren. This training grants him the equivalent of Martial Arts A through E.

Contacts: Ector's only true confidant, the only one who shares the knowledge of the secret shame of the Brethren, is his Fool.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

In life, Thane Ector was a troubled, even tortured man. He carried the secret that the legend of the Brethren as a proud warrior race was an empty one. He wished it were not so. In his death, Ector the warrior, the leader, the dreamer made this wish a reality.

SYBYL DORN

STATISTICS:

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

Health: 140

Karma: 50

Resources: MN(75)

Popularity: -75 (75 with the Brethren)

BACKGROUND:

Real Name: Sybyl Dorn

Occupation: High Lady of the Brethren

Identity: Publicly known on Earth and among her own people

KNOWN POWERS:

Resistances: The nature of Sybyl Dorn's very being grants her CL5000 resistance to toxins and disease. In fact, germs and bacteria seem to be what the Brethren feed upon.

Berserker: In combat, the Brethren are Berserkers and enter a mental state which allows them to ignore Stun results. Dorn has been known to revert to her base components in battle. Presumably, she has no memory of this transformation after returning to human form.

Ocular Beams: Sybyl Dorn can fire ocular beams which inflict up to Incredible force or energy damage. She cannot fire them more than two areas away.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Dorn was in love with Ector and became intensely jealous when Ector's attentions turned to the Avenger Sersi. She was well versed in Brethren law and was determined to uphold their proud warrior traditions, even to the point of challenging Ector's right to reign. She was a known participant in the Unimind which defeated the Collector.

ECTOR'S FOOL

STATISTICS:

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

Health: 80

Karma: 90

Resources: MN(75)

Popularity: -25 (5 with the Brethren)

BACKGROUND:

Real Name: Unrevealed

Occupation: Fool

Identity: Publicly known among his own people.

KNOWN POWERS:

Resistances: The nature of the Brethren's very being, including the Fool, grants them CL5000 resistance to toxins and disease. In fact, germs and bacteria seemed to be what the Brethren feed upon.

Telepathic Rapport: A Thane of the Brethren and his Fool have a telepathic rapport with their people. In the past, this power was used to control the blood lust of the Brethren in battle. Thane Ector and his Fool, together with Sersi, used this power to summon the disembodied Brethren and form the Unimind.

Relationship to the Thane: The Thane of the Brethren and his Fool are children of the same parents. Upon reaching the fifteenth birthday of the boy chosen to rule, they are told the true origin of their people. The role of the Fool is to remind his brother of the biology of the Brethren and the niche they are destined to fill in the cosmic order. Should the Thane ignore his brother's counsel and overstep his authority or attempt to upset the ancient balance, the Fool, through the telepathic rapport they share, can attack or even kill the Thane. This system of checks and balances has apparently kept the Brethren on their appointed mission of destruction for centuries.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Ector's Fool did all that he could to help Ector maintain power and preserve the ways of the Brethren. Until their race's last moments on Earth, only he and Ector know their true origins. Though the Fool always sought to give his brother good counsel, in the end, he was wrong about the Brethren's inability to rise above their biology and was instrumental in the creation of the Unimind which defeated the Collector.

TYPICAL BRETHREN

STATISTICS:

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

Health: 120

Karma: 22

Resources: Unrevealed

Popularity: -25 (6 with the Brethren)

BACKGROUND:

Real Name:

Occupation: Warriors

Identity: Publicly known on Earth and among their own people.

KNOWN POWERS:

Alien Physiology: Typical Brethren are human-sized beings with pointed ears. Many of the men are bald with bumps or other formations on their heads and bodies. Some Brethren are less humanoid in appearance with tentacles rather than arms or legs, but these are what the Brethren themselves refer to as genetic throw-backs. The Fool is included in this class, presumably because he has a tail. **Resistances:** The nature of the Brethren's very being grants them CL5000 resistance to toxins and disease. In fact,

germs and bacteria seemed to be what the Brethren feed upon.

Berserker: In combat, the Brethren are Berserkers and entered a mental state which allows them to ignore Stun results and grants a -1CS to their fighting with resulting Health benefits.

Ocular Beams: Typical Brethren can fire ocular beams which can inflict up to Incredible force or energy damage, though they can not fire them more than two areas away.

Equipment:

Battle Armor: The Brethren Elite Guard wears highly sophisticated Battle Armor. Five members of the Brethren are known to have been wearing this armor when they established a parameter around the Citadel of Thane Ector which was perched atop the World Trade Center in New York City. This armor is large, in excess of 17' tall, granting it permanent Feeble Growth and making it +1CS to be hit. It raises each of its wearers FASE abilities by +4CS and provides them with Amazing Body Armor. Weaponry varies, but includes wrist-mounted throwers able to fire force beams of Monstrous Intensity and a Monstrously strong tractor/repulser mounted on their helmets.

ROLE-PLAYING NOTES:

By tradition, the Brethren were all about soldiering and conquest. By biology, they were all about destroying life. They were very good at what they were all about.

STATISTICS:

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

Health: I: 32; II: 28

Karma: I: 40; II: 22

Resources: RM(30)

Popularity: 0

BACKGROUND:

Real Name: (I): Unknown; (II): Nigel Frobisher

Occupation: (I): Crimelord; (II): merchant banker and crime lord

Legal Status: (I): British citizen with criminal record; (II) British citizen with no criminal record

Identity: Secret

Place of Birth: England

Marital Status: (I): Unknown; (II): Single

Known Relatives: None

Base of Operations: London, England

Past Group Affiliations: (I): None; (II):

Underling of Courtney Ross

Present Group Affiliations:

KNOWN POWERS:

Vixen I: None. Vixen I started out as a normal woman with no super powers; now she's a normal fox of unusual color.

Vixen II: Shapechange: Vixen II can shapechange from Nigel Frobisher into the female form of Vixen II whenever he wishes in one round.

Equipment:

Vixen's connections enable her to purchase advanced weapons and equipment for her troopers.

Talents:

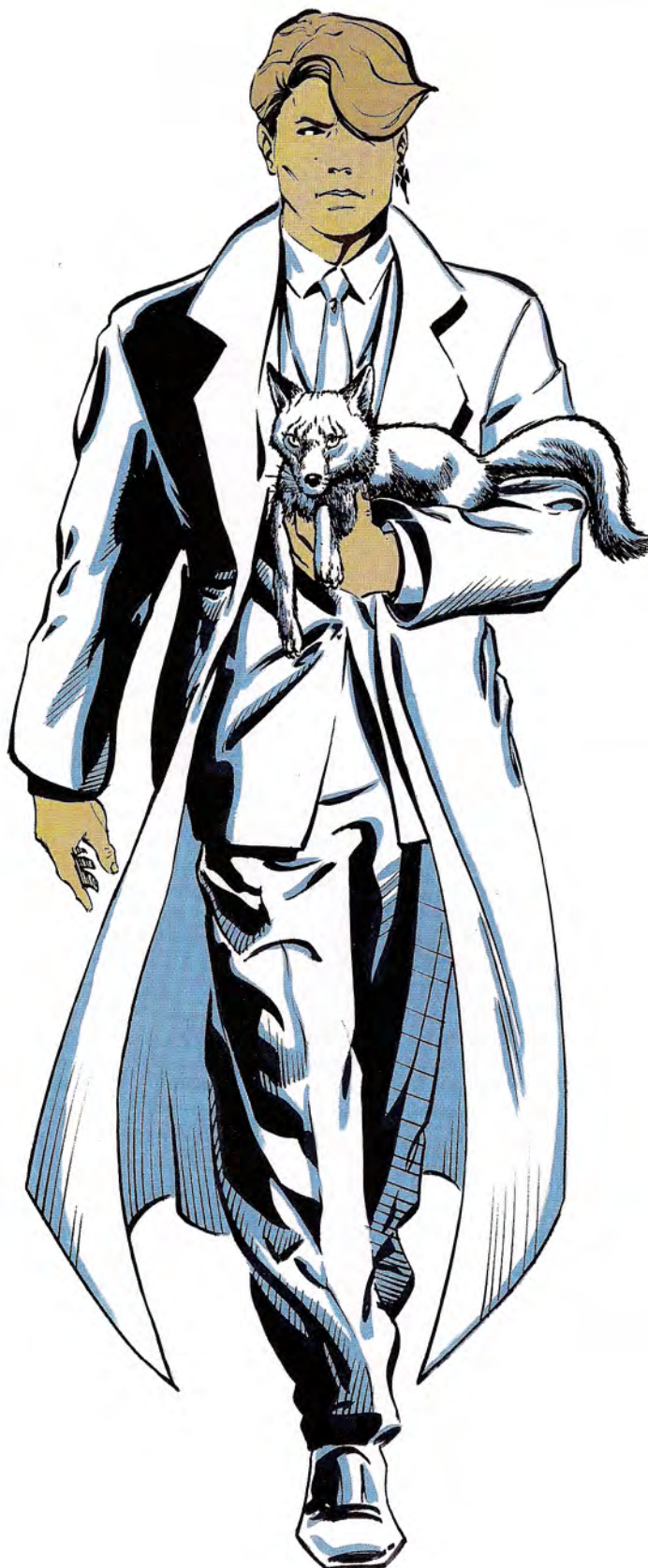
Vixen I: Vixen has a good understanding of the criminal mind (since she is one), giving her the Criminology talent. She also has the Leadership talent.

Vixen II: Nigel is a merchant banker, with the Business/Finance talent. He is learning to become a criminal.

Contacts:

Vixen I: She has an extensive network of criminal contacts in the London underworld, and a web of less developed criminal connections throughout the south of England.

Vixen II: Nigel has worked to expand Vixen's criminal influence. In his normal



identity as Nigel Frobisher, Nigel has business contacts in the city (the London financial district), especially with bank executive Courtney Ross. He sometimes works with Gatecrasher's Technet and Jamie Braddock. He has met with (and made a bad impression on) Excalibur, but they are unaware of his dual identity.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Vixen I: The original Vixen's main interest was money and power. She boasted that she'd never help anyone if she wasn't paid to do so, and lived up to that motto. Despite her cockney origins and accent, Vixen enjoyed being treated as a fine lady by her henchmen, and reacted violently to any disrespect. She had an brazen, domineering personality, and was never one to back down from threats from vigilante heroes or rival criminals (although she knew how to cut her losses and run in the face of danger). "There is no honor among thieves" sums up her working philosophy. She thought little of betraying other supervillains, such as Slaymaster, who had worked with her. Appropriately enough, she was eventually betrayed herself.

Vixen II: Nigel Frobisher is an average person whose overreaching ambition saw him thrust willy-nilly into the role of a supervillain. As Vixen II, Nigel Frobisher tries to act as close as possible to the original Vixen in order to maintain his masquerade. However, although he is a good organizer and negotiator, Nigel is fundamentally a coward and would be sorely tested in any serious crisis. When Nigel is in his own body, he is an overconfident boor and a rather crude womanizer whose deepest desire is to be as cold, elegant, and ruthless as his boss, Courtney Ross. It remains to be seen if his humiliation by Courtney and his life as Vixen will alter these tendencies for better or for worse.

HISTORY:

Vixen I grew up in the London area, and gradually fought her way to a place as the top dog of the London underworld, specializing in risky crimes such as armed robbery and hiring out her troopers as high-tech mercenaries. She built up an impressive lair containing advanced criminal laboratories, and fought Captain Britain on numerous occasions, once even capturing him and stealing his power-enhancing costume.

Vixen's success lasted until she met Nigel Frobisher. An up-and coming merchant banker whose only contact with superheroes was a number of failed attempts to meet Rachel Summers (Phoenix II), Nigel had the misfortune to catch the attention of financier Courtney Ross + or rather, Courtney's evil extradimensional counterpart, Opul Lun Sat-yr-nin who had murdered her and taken her place. While visiting a British branch of the Hellfire Club, Nigel lost a million-dollar gambling wager with "Courtney" and rather than suffer the social humiliation of publicly welshing on a debt, he was persuaded to enter her service. Since then, he has been used as a pawn in his mistress's scheme to control the London underworld.

Following her orders, Nigel contacted Gatecrasher's Technet and arranged for them to rescue Jamie Braddock from Africa. After convincing Braddock to cooperate, he then arranged a meeting with Vixen I. Vixen I expected to hear a business proposition. Instead, Nigel intended to eliminate her and take over her gang. Jamie Braddock's new reality-altering powers transformed Vixen into a white fox and Nigel was turned into a duplicate of Vixen, with the ability to assume his own form at will.

In service to Courtney Ross, Nigel has since used his masquerade to take over and expand Vixen's criminal influence among the various London mobs. The original Vixen is now an ill-tempered house pet of Jamie Braddock.

Vixen commands a large number of criminal underlings. Their statistics are given below:

VIXEN'S TROOPERS

STATISTICS:

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

Health: 36

Karma: 26

Resources: TY(6)

Popularity: 0

KNOWN POWERS:

None. All of Vixen's troopers gain their abilities from their equipment.

Equipment:

The equipment of Vixen's troopers (and sometimes Vixen herself) includes:

Body Armor: Some troopers wear Body Armor with Typical rank protection vs. physical and energy attacks. Vixen doesn't use it, preferring more fashionable camouflage pantsuits.

Guns: Vixen's troopers are armed with assault rifles and pistols (Excellent range, Good Shooting damage).

Jet Packs: Vixen's gang have sometimes used jet packs enabling them to fly at Good speed.

Talents: All troopers have the Guns talent, and Vixen's troopers usually include individuals skilled in a variety of specialized criminal talents, such as Safecracking.

1992 Character Updates

by Scott Bennie, Dale Donovan, John Elliott, and David Pulver

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