

MARVEL SUPER HEROES™

UNOFFICIAL GAME ADVENTURE

CIVIL WAR: SHADOW AGENTS



TSR, Inc.

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in
“CIVIL WAR: SHADOW AGENTS”

*An UNOFFICIAL Game Adventure
for use with the Classic Marvel Role-Playing Game, Advanced Set*

by DANNY WALL

This adventure is intended for use with the classic
Marvel Super-Heroes Role-Playing Game (TSR, Inc., 1984).

As this game is long since out of print, you certainly be inspired by the structure and ideas within this adventure, adapting them for use with any role-playing game system of your choice. For more information on the classic Marvel game system, see <http://www.classicmarvelforever.com>.

THE POWDERKEG RUMBLES OF WAR

People of mass destruction walk among us! An instinctive flinch might result in an explosion that destroys a city block! Some impulse born of road rage might rain fire upon the highway! The only thing keeping chaos at bay might simply be the good intention, or maybe even ignorance, of powerful beings that have no accountability but to their own whimsy or willpower.

Iron Man put it this way: “A hero, probably a young one. One of the Young Avengers, or those kids in Los Angeles. Some carefree, happy-go-lucky, well-meaning young person with the best of intentions will do something wrong. He’ll be trying to save someone, do something heroic, but he’ll make a mistake. Turn to the left instead of the right, and people will be hurt or killed because of it.” (New Avengers: Illuminati #1, 2006)

The solution would seem simple. Those with abilities beyond normal ken must register with some kind of overseeing agency, such as the United States government or S.H.I.E.L.D.

Except...

As Spider-Man would point out, “the problem is that after registration always comes regulation.” (Amazing Spider-Man #531, 2006) An “Agency” can too easily become an “Authority.” To whom should heroes be beholden to? And how? And to what extent? Should someone who can fly be prevented from helping a kitten out of a tree only because that same person could also drop a coin from a great height? These and thousand other case-by-case questions heighten the fact that freedoms will be stripped away, with arbitrary disregard to human rights.

It’s a bitter debate and one that rocked the Marvel Comics line during 2006 - 2007. The end result left the Marvel universe quite changed, empowering dozens upon dozens of heroes in the 50 States Initiative while forcing nearly as many underground. Among other tragedies.

And now, in this adventure, YOU can play a part of this epic turning point.

This adventure is designed for your group to not only play around with characters but also with ideas. These fantastic superpowered battles can become a metaphor for the clash of principles. The Heroic FEATs that are a centerpiece of the Marvel Role-Playing Game help now measure the strength of your convictions. What’s more, perhaps your team can be the force that turns the tide of tragedy.

But first you must answer: On which side are YOU?

HOW TO USE THIS ADVENTURE

First, start with choosing a team of heroes to be the Shadow Agents. Players will take the role of agents working on behalf of the Marvel heroes known as the Illuminati. (See SHADOW AGENTS & SECRET WARRIORS)

Next, for any Players unfamiliar with the set-up and events of Marvel’s original Civil War event, be sure to begin with the Prologue and set the stage for the coming conflict. Spend some time reviewing each hero’s Conviction, and Players and the Judge are free to add to each other’s talking points to encourage the debate. Playing with Conviction as a rule is not necessary, but may add an interesting variable to keep the tension at the forefront of the game.

Then, jump in to the first chapter, and see where it takes you!

MEMORABLE QUOTES

“You don’t need a Richter scale to know there’s been a tectonic shift in the way the country sees [heroes.] ... The whole country just shuddered. They want the Powers identified, responsible and controlled, starting immediately.” (Tony Stark, Amazing Spider-Man #532, 2006)

“We’re husbands and wives... Fathers, mothers, sons and daughters. We already sacrifice enough.” (Spider-Man, Civil War: Frontline #1, 2006)

“Will we still technically BE super heroes after all this...? Won’t we just be S.H.I.E.L.D. agents when we’re on the federal payroll?” (She-Hulk, Civil War #2, 2006)

“Right now, in the eyes of the people and the government, for as long as we remain

anonymous, we ARE the bad guys.” (Tony Stark, Amazing Spider-Man #532, 2006)

“We can’t change the rules every time something explodes. If we did, the people with bombs would win.” (Solo, Civil War: Frontline #3, 2006)

“They want super heroes to be controlled by the government. They want us to be puppets to a corporate shill structure ... They don’t see that WE’RE all that’s left keeping them truly protected and free ... You were a member of the greatest team the world has ever seen. We worked for NO ONE but those who needed us. And you’re throwing it all away.” (Captain America, New Avengers #21, 2006)

“The world ain’t a nice place. If it was, we wouldn’t be who we are. You’re trying to make the world something it ain’t. And worse, you’re selling yourselves to do it. And you are you selling to, huh? What you’re trying to do, it can’t be done. It’s not human nature.” (Luke Cage, New Avengers #22, 2006)

“The public would be best served if heroes were out in the open and given proper training, like our armed forces. In fact, I believe if the New Warriors had operated more like the Avengers, the tragedy at Stamford could’ve been averted. There’s also a matter of trust. If the public knows that individuals under these masks are accountable...” (Iron Man, She-Hulk #8, 2006)

“This is about the law, Steve, plain and simple. A law that’s our best chance at avoiding another Stamford. A law that you’re breaking.

“Registration presumes criminal behavior. It’s called profiling, Tony, and it’s a slippery slope. I won’t have any part of it.

“No, Steve, it’s called regulation, like gun control. The SuperHero Registration Act serves the greater good.

“We’re talking about people’s lives, Tony. Being gifted isn’t a crime. It doesn’t make you a threat.

“Tell that to the parents at Stamford.”

(Iron Man and Captain America, Black Panther #18, 2006)

THE ROAD TO **CIVIL WAR** CHECKLIST

FEBRUARY

- 01 ☐ AMAZING SPIDER-MAN #529

MARCH

- 02 ☐ AMAZING SPIDER-MAN #530
03 ☐ FANTASTIC FOUR #536
04 ☐ NEW AVENGERS: ILLUMINATI SPECIAL

APRIL

- 05 ☐ AMAZING SPIDER-MAN #531
06 ☐ CIVIL WAR OPENING SHOT SKETCHBOOK
07 ☐ FANTASTIC FOUR #537

MAY

- 08 ☐ **CIVIL WAR #1**
09 ☐ MARVEL SPOTLIGHT: MILLAR/MCNIVEN
10 ☐ AMAZING SPIDER-MAN #532
11 ☐ SHE-HULK #8
12 ☐ WOLVERINE #42

JUNE

- 13 ☐ **CIVIL WAR #2**
14 ☐ CIVIL WAR FRONT LINE #1
15 ☐ CIVIL WAR FRONT LINE #2
16 ☐ AMAZING SPIDER-MAN #533
17 ☐ FANTASTIC FOUR #538
18 ☐ NEW AVENGERS #21
19 ☐ THUNDERBOLTS #103
20 ☐ WOLVERINE #43
21 ☐ X-FACTOR #8

JULY

- 22 ☐ **CIVIL WAR #3**
23 ☐ CIVIL WAR FRONT LINE #3
24 ☐ CIVIL WAR FRONT LINE #4
25 ☐ CIVIL WAR: X-MEN #1
26 ☐ CIVIL WAR:
YOUNG AVENGERS & RUNAWAYS #1
27 ☐ AMAZING SPIDER-MAN #534
28 ☐ BLACK PANTHER #18
29 ☐ CABLE & DEADPOOL #30
30 ☐ FANTASTIC FOUR #539
31 ☐ NEW AVENGERS #22
32 ☐ THUNDERBOLTS #104
33 ☐ WOLVERINE #44
34 ☐ X-FACTOR #9

AUGUST

- 35 ☐ CIVIL WAR FRONT LINE #5
36 ☐ CIVIL WAR: X-MEN #2
37 ☐ CIVIL WAR: YOUNG AVENGERS & RUNAWAYS #2
38 ☐ CABLE & DEADPOOL #31
39 ☐ HEROES FOR HIRE #1
40 ☐ MS. MARVEL #6
41 ☐ NEW AVENGERS #23
42 ☐ THUNDERBOLTS #105
43 ☐ WOLVERINE #45

SEPTEMBER

- 44 ☐ **CIVIL WAR #4**
45 ☐ CIVIL WAR FILES
46 ☐ CIVIL WAR FRONT LINE #6
47 ☐ CIVIL WAR: X-MEN #3
48 ☐ CIVIL WAR: YOUNG AVENGERS & RUNAWAYS #3

SEPTEMBER (CONTINUED)

- 49 ☐ AMAZING SPIDER-MAN #535
50 ☐ CABLE & DEADPOOL #32
51 ☐ CAPTAIN AMERICA #22
52 ☐ FANTASTIC FOUR #540
53 ☐ HEROES FOR HIRE #2
54 ☐ MS. MARVEL #7
55 ☐ NEW AVENGERS #24
56 ☐ WOLVERINE #46

OCTOBER

- 57 ☐ CIVIL WAR: CHOOSING SIDES (One-Shot)
58 ☐ CIVIL WAR FRONT LINE #7
59 ☐ CIVIL WAR: X-MEN #4
60 ☐ CIVIL WAR: YOUNG AVENGERS & RUNAWAYS #4
61 ☐ CAPTAIN AMERICA #23
62 ☐ HEROES FOR HIRE #3
63 ☐ IRON MAN #13
64 ☐ MS. MARVEL #8
65 ☐ NEW AVENGERS #25
66 ☐ WOLVERINE #47

NOVEMBER

- ☐ **CIVIL WAR #5**
☐ CIVIL WAR FRONT LINE #8
☐ AMAZING SPIDER-MAN #536
☐ CAPTAIN AMERICA #24
☐ FANTASTIC FOUR #541
☐ IRON MAN #14
☐ MOON KNIGHT #7 (Casualties of War)
☐ PUNISHER: WAR JOURNAL #1
☐ WOLVERINE #48

DECEMBER

- ☐ **CIVIL WAR #6**
☐ CIVIL WAR FRONT LINE #9
☐ BLACK PANTHER #23
☐ CIVIL WAR: WAR CRIMES (One-Shot)
☐ IRON MAN/CAPTAIN AMERICA SPECIAL
(Casualties of War)
☐ MOON KNIGHT #8 (Casualties of War)
☐ PUNISHER: WAR JOURNAL #2
☐ WINTER SOLDIER: WINTER KILLS (Casualties of War)

JANUARY 2007

- ☐ **CIVIL WAR #7**
☐ AMAZING SPIDER-MAN #537
☐ AMAZING SPIDER-MAN #538
☐ BLACK PANTHER #24
☐ BLADE #5 (Casualties of War)
☐ CIVIL WAR FRONT LINE #10
☐ FANTASTIC FOUR #542
☐ FANTASTIC FOUR #543
☐ MOON KNIGHT #9 (Casualties of War)
☐ PUNISHER: WAR JOURNAL #3

FEBRUARY 2007

- ☐ CIVIL WAR FRONT LINE #11
☐ CIVIL WAR: BATTLE DAMAGE REPORT
☐ BLACK PANTHER #25

RECOMMENDED READING

Civil War # 1 - 7
Amazing Spider-Man #530 - 538
New Avengers #21 - 25
Captain America #22 - 25
Civil War: Battle Damage Report (2007):
An official handbook-style encyclopedia

WEBSITES:

Wikipedia's entry: [https://en.wikipedia.org/wiki/Civil_War_\(comics\)](https://en.wikipedia.org/wiki/Civil_War_(comics))

Marvel Wikia's Summary: [http://marvel.wikia.com/wiki/Civil_War_\(Event\)](http://marvel.wikia.com/wiki/Civil_War_(Event))

Comic Vine's Story Arc & Summary:
<http://comicvine.gamespot.com/civil-war/4045-40615/>

SHADOW AGENTS AND SECRET WARRIORS

In this adventure, players will take on the role of SHADOW AGENTS, specially-chosen heroes working on behalf of the ILLUMINATI and who will be tasked with special missions behind the scenes of Marvel's Civil War event.

The Illuminati can see it happening before it happens, after all. Their power and their vantage point affords them a view of history unlike any other, and so, too, does it burden them with responsibility. This secretive group of power-players came together as far back as the decades-old Kree-Skrull War, convinced that they must share information among themselves and thus to quietly monitor, if not shepherd, the rise of superhuman, paranormal, or extraterrestrial threats to Earth.

BLACK BOLT of the Inhumans; DOCTOR STRANGE, Sorcerer Supreme; IRON MAN, futurist and founding Avenger; MISTER FANTASTIC, the world's smartest and most inventive man; PROFESSOR X, mutant mentalist and creator of the X-Men; and the SUB-MARINER, ruler of Atlantis

But there are times when this group of high-level leaders may not be available to track down every lead. To be on the front line, they must have people they can trust.

When a job needs to be done, they count on these Shadow Agents to do it quickly, quietly, and with no questions asked. The Illuminati

may shine the light on potential trouble spots of the world, but it's those that work in Shadow that must venture forth and do what's necessary. They are expert, efficient, and, although no one will actually speak to it, expendable.

The following heroes have been hand-picked by the Illuminati.

BLACK WIDOW

DOCTOR VODOO

IRON SPIDER

PEACEMAKER

QUAKE

READER

X-23

ALTERNATE CAST

These Shadow Agents are just some of the many that might be called upon by the Illuminati as they oversee and police the course of history, and you might want to try an alternate cast to enjoy this adventure.

Notice the parallels to the undercover ops mission dubbed "Secret War," in which a select group of heroes infiltrated and exposed a plot by the nation of Latveria to smuggle super-powered villains and weaponry into New York and thereby destabilize the United States. The 2004 Marvel series Secret War by Brian Michael Bendis and Gabriele Dell'Otto featured Captain America (Steve Rogers), Nick Fury, Sr., Spider-Man, Daredevil, Black Widow, Luke Cage, Wolverine, and Quake. These characters may be chosen as Shadow Agents instead, or the members of the Illuminati themselves might be used, taking an active role. However, nearly all of these characters will have special roles to play in the larger narrative of Civil War, and would be unavailable for this adventure to truly be a part of that event. That's not to say that they couldn't, of course, by swapping some of the major players around. Maybe *your* Civil War sparks from, say, an argument between Bruce Banner and the Thing, rather than Iron Man and Captain America. See what other pairings might work.

Alternatively, a fun cast of Shadow Agents might be made from 1:1 analogues of

the Illuminati themselves. Here are some suggestions:

- FOR BLACK BOLT: Medusa or Maximus or Crystal
- FOR IRON MAN: Jocasta or "War Machine" Parnell Jacobs or Cybermancer
- FOR DR. STRANGE: Clea or Kaluu or Talisman
- FOR SUB-MARINER: John Hammond/Human Torch or Orka or Andromeda
- FOR MR. FANTASTIC: Scott Lang/Ant-Man or Kristoff or Ruby Thursday
- FOR PROFESSOR X: Beat or Mystique or White Queen

And, of course, the nature of the Shadow Agents makes it easy to include all-new characters created by your players. They could have very interesting origins to tie them to the Illuminati while truly being the most "shadow" of all the choices.

Regardless of any alternate cast, spend some time to consider the role-playing aspects of each. The game will require some very specific "Convictions" to be explored, and these should be established before the game session begins.

PLAYER CHARACTERS

BLACK WIDOW

NATASHA ROMANOV

INCREDIBLE FIGHTING
REMARKABLE AGILITY
GOOD STRENGTH
EXCELLENT ENDURANCE
GOOD REASON
INCREDIBLE INTUITION
EXCELLENT PSYCHE

GOOD RESOURCES
REMARKABLE POPULARITY
HEALTH: 100
KARMA: 70

SPECIAL ABILITIES/EQUIPMENT

WIDOW'S BITE: Bracelets that include a number of devices:

- EXCELLENT Electro-Blaster: Energy attack, 4-area range
- EXCELLENT Grenade-Pellets: Tear gas, 1 area-wide attack/4-area range
- Cable-Launcher: Grappling hook/Web-slinging for 3-area length, INCREDIBLE strength material



REMARKABLE WALL-CRAWLING:
Via specially-designed gloves and bootsoles

TALENTS

Martial Arts A, B, E
Weapons Specialist: Widow's Bite
Detective/Espionage
Military
Multiple Languages

CONTACTS

Avengers
S.H.I.E.L.D.
US/International Military

HISTORY & CHARACTER

A wartime orphan taken in to be one of Russia's most deadly Cold War operatives, Natasha Romanova gave up her villainous ways and her country to become an Avenger. She teamed up with many heroes over the years, and became one of S.H.I.E.L.D.'s most valued agents. She takes on her roles with grim efficiency, knowing that she is an expert when it comes to special operations but that doesn't mean she has to take pleasure in it.

PRIOR TO THE ADVENTURE

The Black Widow was recently implicated in Daredevil's take-down of CEO Ian McMasters, whose company Gynacon was engaged in inhumane experiments. As a way of distancing herself from the outcome, she has "gone dark" from the public eye, but that makes her the perfect candidate for the upcoming missions of the Shadow Agents.

EXCELLENT CONVICTION (PRO-REGISTRATION):

At the risk of being too prideful, the Black Widow knows just how fearsome she can be, and she would hate to be the one on the receiving end of someone like her. Registration would certainly be a way to stem off that possibility but being able to stave off that chance before it arises, or to control and manage people capable of that. The whole thing about ends and means might be applicable here, too, with Registration an unfortunate "means" to a better end.

On the Other Hand: Black Widow's Pro-Reg thoughts: The Black Widow knows one of the greatest tools in her arsenal is her freedom to do what it takes to save the day. She's not proud of the "red in her ledger," but it's proof that the old adage about ends and means is true. Heroes are selfless and self-sacrificing, and it's not fair to put restrictions on them in return, especially if it means that their ability to be heroes at all will be hampered. Pro-Registration people should stop thinking about what happens on the front line if they aren't prepared to accept what they will find there.

BROTHER VOODOO

JERICHO DRUMM

GOOD FIGHTING
EXCELLENT AGILITY
TYPICAL STRENGTH
EXCELLENT ENDURANCE
GOOD REASON
AMAZING INTUITION
AMAZING PSYCHE

TYPICAL RESOURCES
REMARKABLE POPULARITY
HEALTH: 56
KARMA: 110

SPECIAL ABILITIES/EQUIPMENT

TRANCE: Immunity to Fire

SPIRIT SUMMONING: Can summon the spirit of his deceased brother, Daniel Drumm, for particular Power Stunts:

- INCREASED ABILITIES: Hosting his brother's spirit can raise his abilities +1CS, with appropriate boost to Health
- MONSTROUS POSSESSION: Sending his brother's spirit into others allows Daniel Drumm to control others at Doctor Voodoo's behest at Monstrous Intensity

AMAZING VOODOO MASTERY: As the Hougan Supreme, Drumm may use any Powers listed under Mental Powers, Body Control (Others)/Lifeform Control as spells, subject to the limitations of Personal and Universal energy restrictions. Regular spells include:



- **COMMUNICATION WITH THE DEAD:** Summoning spirits local to the area in order to make requests or elicit information
- **MESMERISM:** Mental control over animals
- **NATURE CONTROL:** Generate and control fire
- **VAPORS:** Generates a mystical smoke and accompanying sound of voodoo drums to disorientate others to a -1CS penalty
- **HEALING**

EXCELLENT LEVITATION: Up to 6 areas/round

AMAZING TELEPORTATION: Personal teleportation and teleport others

STAFF OF LEGBA: Can focus mystical energies, gaining +1CS to a magical effect and/or Intensity after spending 1 round of focus.

INCREDIBLE DIMENSIONAL TRAVEL: into the "Everdimensions"

TALENTS

Psychology
Multiple Languages

CONTACTS

Avengers
Community of Magic-Users

HISTORY & CHARACTER

Jericho Drumm thought he left his homeland behind to pursue a career as a psychologist, but he returned to Haiti after learning his brother Daniel was dying. There, he found he was a part of a larger legacy, being bonded to the spirit of his brother and set on the path to become the Hougan Supreme. He takes his job as the world's mystic guardian very seriously, although he often finds himself torn between the rational world of the psychologist and the mystical one.

PRIOR TO THE ADVENTURE

Brother Voodoo was recently enlisted by S.H.I.E.L.D. to aid in their newest experimental unit, dubbed the Howling Commandos, which gathered various supernatural and horrific creatures housed in the secret government base codenamed "Area 13" in order to form a squad of creatures that could battle paranormal threats. While not an official resident of Area 13 or S.H.I.E.L.D. operative, Brother Voodoo has front line experience with off-the-books secret missions, so what's one more as a Shadow Agent?

REMARKABLE CONVICTION (PRO-REGISTRATION):

As a magic user who must straddle the line between life and death, body and spirit, Brother Voodoo is used to seeing the duality of the universe. The issues aren't merely about regulation and freedom, but about order and chaos. The world of magic has rules, and these rules are meant to be obeyed. They are also meant to be protected and sheltered. The opposite of controlled order is to be out of balance, and the danger there is far greater. He would not be one of the leaders of the Howling Commandos if he didn't think that controlled use of villains and monsters could be a force of good.

On the Other Hand: Brother Voodoo's Anti-

Reg thoughts: It is a blessing and a curse to be bound so literally to the soul of his brother. "If you love something, let it free" are good words to live by, and any parent can tell you both how hard and how necessary it is to let your children pursue their own path. Everyone is spending so much time worried about controlling the chaos of human nature, but it doesn't have to be pruned or shackled in order to grow and thrive. Sometimes nature is best left alone.

IRON SPIDER

HOBIE BROWN

GOOD FIGHTING
AMAZING AGILITY
INCREDIBLE STRENGTH
REMARKABLE ENDURANCE
EXCELLENT REASON
GOOD INTUITION
GOOD PSYCHE

TYPICAL RESOURCES
POOR POPULARITY
HEALTH: 130
KARMA: 40

SPECIAL ABILITIES/EQUIPMENT

The Stark-designed "Iron Spider" suit is a nano-mesh material that mimics a kind of "liquid metal." As such, it can be activated or deactivated as a quick-change action, taking one round for either. It can be donned as a Pre-Action FEAT, for -1CS to any other action(s) in that round.

EXCELLENT BODY ARMOR: Protection from physical attack; **GOOD** Resistance to Fire.

REMARKABLE STINGER: A close-combat fighting blade can extend from under each wrist for Edged attacks.

MULTI-LIMBS: Four "waldoes" or pincer-like arms can extend from the back of the suit. Each one has **EXCELLENT** strength material.

- **MULTIPLE ATTACK:** Can make up to four separate **EXCELLENT** Edged attacks with a successful Fighting FEAT; OR one **REMARKABLE** attack resolved on a single Fighting FEAT at +1CS for each waldo used
- **MOVEMENT:** up to 3 areas/

round and above 2-story buildings; move vertically 3 stories/round

- Doubles as vibration sensors, contains simple cameras, and can manipulation of small objects

TYPICAL GLIDING:
Extendable filaments under the arms allow for basic gliding movement up to 6 areas/round.

EXCELLENT BLENDING:
A cloaking device camouflages the suit, and the nano-mesh can modify itself to resemble normal clothing.

EXCELLENT SENSORY AND COMMUNICATIONS ARRAY: Infrared/UV vision and radar; police/emergency response scanner and GPS

LIFE SUPPORT: Air supply for 8 hours, including Immunity to airborne toxins

AMAZING WALL-CRAWLING: Adhering to vertical and upside-down surfaces

WEB-SHOOTERS: Incredible Strength webs capable of restraining opponents and making swing-lines (traveling up to 4 areas/round)

TALENTS

Martial Arts B

Engineering/Invention

CONTACTS

Spider-Man

Silver Sable

HISTORY & CHARACTER

Despite Hobie's natural genius and technical proficiency, Hobie was constantly frustrated by people dismissing his innovative designs. Out of frustration, he turned those designs into the costumed Prowler, but was mistaken as a villain and fought Spider-Man. Spidey, however, helped Hobie turn his life around, making Hobie one of Spider-Man's earliest allies and still one of his close friends.

The Prowler's crime-fighting career has been hit-or-miss, as Hobie struggles between the



idealistic world of heroism and the realities that make that ideal complicated. His wife even left him, unable to handle his on-again, off-again vigilantism. It's a struggle that weighs on him now. Once a determined young kid to take on the world, Hobie is more jaded now.

PRIOR TO THE ADVENTURE

Iron Man needed a new recruit for the Illuminati's Shadow Agents, but hesitated to ask Spider-Man based on his performance during the "Secret War" affair in Latveria and New York. Of course, Iron Man also needed a test driver for the so-called "Iron Spider" armor that he was developing with Peter Parker, and Hobie Brown had actually substituted for Spider-Man in the past, so ...

Hobie is anxious to prove himself in the "big leagues" now, but fears that with a codename of "Shadow Agents" that he might be forced to compromise in his altruism, and he wonders what he might do if, or maybe when, that he will be forced to make difficult choices.

EXCELLENT CONVICTION (ANTI-REGISTRATION):

The history of Prowler often parallels that of Spider-Man, his long-time associate and ally. Both heroes work best with secret identities and by patrolling the neighborhood on their own terms. To be a hero is to answer the call

to adventure wherever and however it happens, not to be part of a pencil-pushing bureaucracy or checklist. To be a champion is to be someone who can hear a distress call and respond instinctively, not to have to wait for a series of checks and balances or for some official clearance.

On the Other Hand: Iron Spider's PRO-REG thoughts: Maybe it's just a selfish kind of wish-fulfillment, as Hobie Brown was never a "natural" hero like a mutant or a radioactive bite victim. Even if Registration isn't perfect, it would still be the best way to recruit and foster new talent, not to mention train and equip them, and would beat the alternative which is to just have people fend for themselves and figure out as they go. Perhaps his personal history would have

been quite different, if only he had people recognizing and valuing his technical genius from the beginning.

PEACEMAKER

MARCUS JOHNSON

INCREDIBLE FIGHTING
EXCELLENT AGILITY
GOOD STRENGTH
REMARKABLE ENDURANCE
EXCELLENT REASON
GOOD INTUITION
EXCELLENT PSYCHE

HEALTH: 100
KARMA: 50
INCREDIBLE RESOURCES
TYPICAL POPULARITY

SPECIAL ABILITIES/EQUIPMENT

INFINITY FORMULA: The famous Infinity Formula is in his system, completely stopping his aging at this point.

BODY ARMOR: Standard-issue S.H.I.E.L.D. suit gives protection
GOOD Resistance versus physical and energy damage.

PLASMA PISTOL: EXCELLENT
Energy damage at a 6-Area range; Can produce a 1 Area-wide effect within a 3-Area range

BETA BLADES: GOOD Edged damage due to small retractable blades from above the wrist.

ARMOR SHADES: AMAZING Protected vision, EXCELLENT 360-degree and thermal vision, HUD for downloadable recon and resourcing

TALENTS

Military
Espionage
Pilot
Demolitions
First Aid
Marksman
Martial Arts A, B, D, E
Wrestling

CONTACTS

Nick Fury
S.H.I.E.L.D.
CIA/FBI

HISTORY & CHARACTER

Marcus Johnson, at the time of this adventure, has just uncovered the truth of this past. His true lineage came to light after his mother was attacked and killed by mercenaries. They were searching for the fabled Infinity Formula



that was unknowingly in Johnson's system, inherited from his true father, World War II hero and super-spy Nick Fury. A decorated soldier in his own right, Johnson was given a place in S.H.I.E.L.D., where he embraced his lineage by taking up his true birth name and going on to become an accomplished agent and member of the Secret Avengers. In this adventure, he is taking up a former codename of his father's: Peacemaker.

Peacemaker may come across as quietly gruff, but that's more due to his dedication to seeing things through and the no-nonsense way of getting there. He may be on the path of becoming a world-class strategist as his father, but for now, he's more likely to be the guy who'd rather do it himself, since that's often the way he can ensure it's done perfectly.

PRIOR TO THE ADVENTURE

As Codename: Peacemaker, Johnson often finds himself taking over for his father, and his role as a Shadow Agent is no exception. Initially, Peacemaker was frustrated and resentful that he would be expected to simply move in and be interchangeable for a high-profile and capable agent, but he later told the Illuminati that it was also a source of pride and a vote in the confidence of Peacemaker's own ability. He is the most senior member of the current Shadow Agent roster.

Nevertheless, Peacemaker has never told the Illuminati the real truth, his real agenda for fighting at their call: he actually hates that a secret cabal of individuals have taken on themselves to oversee the world's trouble spots. At least if he remains a Shadow Agent, he'd be in a better position for if, or when, the Illuminati ultimately overstep their self-imposed authority.

AMAZING CONVICTION (PRO-REGISTRATION):

A soldier through and through, Peacemaker's true superhuman power is his headstrong commitment to excellence. This doesn't come naturally nor easily, but rather through discipline and determination. Mere talent isn't enough, nor is desire. Superhuman Registration and regulation is necessary to refine talent and desire, to guide and control the forces of good. Blunt instruments and raw potential will never be effective when

compared to precision and strategy. As the son of the legendary Nick Fury, Sr., he knows how sometimes the hard choices need to be made, and maybe even forced, in a grand strategy for the greater good.

On the other hand: Peacemaker's ANTI-REG thoughts: Sometimes Marcus Johnson is frustrated by his legacy, especially when he uncovers a secret agenda his father had set in motion years ago that remained hidden until it was too late. In other words, registration would require trust in our leaders on a scale that may not have been seen before. More oversight, especially from the government, isn't always the solution. Sure, Marcus would trust himself and even his father in such a role, but is it such a good idea if it's only viable if someone you trust in charge? And what happens if his trust in the Illuminati fails entirely?

QUAKE

DAISY JOHNSON

EXCELLENT FIGHTING
EXCELLENT AGILITY
TYPICAL STRENGTH
EXCELLENT ENDURANCE
EXCELLENT REASON
EXCELLENT INTUITION
GOOD PSYCHE

HEALTH: 66
KARMA: 50
AMAZING RESOURCES
POOR POPULARITY

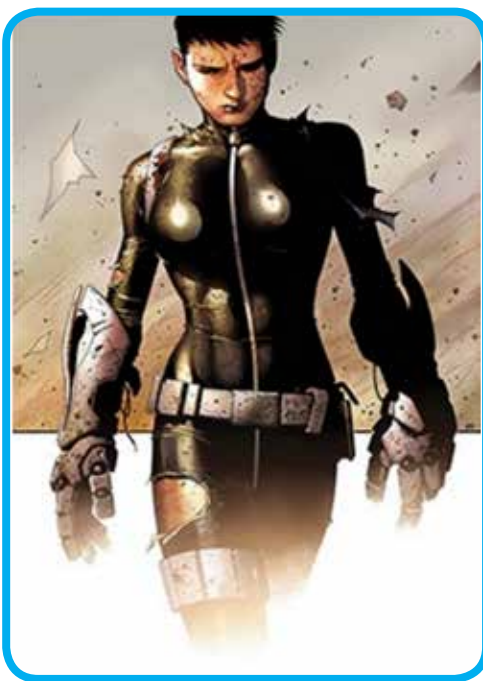
SPECIAL ABILITIES/EQUIPMENT

REMARKABLE VIBRATION:
Generates waves of vibration, used to create localized earthquakes of up to Remarkable Intensity or direct damage to individuals. Within her area, she can target specific parts of internal mechanisms/bodies out of line of sight with a successful Yellow FEAT.

EXCELLENT PSYCHIC SHIELDING: Resistance to Mental Control/attacks/telepathy.

S.H.I.E.L.D. Weaponry:

- Communications Array
- Pistol: Excellent Edged ranged damage



- Demolitions: Variety of grenade and plastics explosives up to Incredible damage to an area-wide effect; either force damage, tear gas, or smoke

TALENTS

Military/Espionage
Pilot
Demolitions
Marksmanship
Martial Arts A, B, D

CONTACTS

Nick Fury, Sr. (S.H.I.E.L.D.)

HISTORY & CHARACTER

She always thought she was an orphan, raised by adopted parents until her own juvenile delinquency got the better of her. That's when Daisy Johnson first discovered her seismic powers. It brought her to the attention of Nick Fury, Sr.; that and her above-average IQ. Fury revealed to her the true nature of her parentage, that she was the daughter of the villain Calvin Zabo/Mr. Hyde. She jumped at the chance to find her place among S.H.I.E.L.D., rapidly becoming of its top agents, excelling at black ops and apparently being hand-groomed by Nick Fury for something larger.

PRIOR TO THE ADVENTURE

Nick Fury personally selected Daisy Johnson to lead in his first "Secret War" operation against Latveria and of its subsequent clean-up, making her the prototype of a Shadow Agent. It's also part of what made Johnson a "Level 10" agent, something no other SHIELD operative could claim. Fury has recently taken himself off the playing board, no doubt in preparation for staving off some potential catastrophe, but if Quake was good enough for secret missions of that calibre, she is more than capable of continuing as a contact point for the Illuminati.

INCREDIBLE CONVICTION (PRO-REGISTRATION):

The non-Registration world as it currently is does have its dangers, certainly, and if someone were to take matters into their own hands outside the system, it would need an equal or greater force to defeat it. Registration would ensure that such force could be raised at a moment's notice. Sometimes the best defense is the presence of a greater force, and a Pro-Reg world could certainly ensure a standing peacekeeping force.

On the Other Hand: Quake's Anti-Reg Thoughts: Just because you can raise a greater force doesn't mean that you necessarily should. This could be the start of a superhumans arms race with the common person, or even the Earth itself, caught in between. Once governments get wind of the way superhumans can be registered and catalogued, people like Quake herself might be dehumanized, reduced to resources or commodities.

READER

EXCELLENT FIGHTING
EXCELLENT AGILITY
GOOD STRENGTH
REMARKABLE ENDURANCE
GOOD REASON
AMAZING INTUITION
GOOD PSYCHE

HEALTH: 80
KARMA: 70
EXCELLENT RESOURCES
POOR POPULARITY (General)
INCREDIBLE POPULARITY (Inhuman Community)

SPECIAL ABILITIES/EQUIPMENT

MONSTROUS REALITY MANIPULATION: Reader can cause whatever he reads to manifest into reality. The first manifestation FEAT will be at full Monstrous Intensity and duration, the second at Incredible Intensity, the third at Typical, and the remainder at Shift 0. A full cycle of sleep will recharge Reader's powers to their full Intensity.

He carries a series of cards with Braille on them in order to trigger his powers. Some of these cards include but aren't limited to:

- "See." Allows Reader to see through the eyes of his dog
- "Freeze." Stoppage of time
- "Away." Teleportation of himself and/or others
- "Back." Time travel into the past
- "Castle." Manifests a castle out of thin air

BO STAFF: Reader can use his staff for Excellent Blunt damage

NOTE:

Reader is blind and may suffer a negative CS penalty in some actions, although as such he remains unaffected by illusions, hypnosis or similar light-based attacks.

TALENTS

Martial Arts A, E
Weapons Specialist: Staff

CONTACTS

Inhuman Royal Family (Attilan)

Lor tribe of Inhumans

HISTORY & CHARACTER

The Lor Tribe of Inhumans tightly regulate the use of the mutating Terrigen Mist, but when Reader was young, he was selected to undergo the ritual to gain powers. The result was indeed phenomenal power, but they were deemed to hold too much potential for terrible destruction, and Reader was condemned to have his eyes removed. He grew up blind but still learned to develop his powers by reading Braille. Later, he became a freelance mercenary, working for both the Lor and the Ennilux Tribes, performing jobs in the interest of the hidden Inhuman communities while not holding allegiance to anyone.

PRIOR TO THE ADVENTURE

Reader prefers to work separate from the enclaves of communities scattered around the globe, going out into the larger world so the reclusive Inhumans won't have to. But when Black Bolt approached Reader on behalf of the Illuminati in became clear-- Reader would also be going out into the Inhuman world so the outside worlds wouldn't have to. So far, he's been one of the long-standing and successful Shadow Agents without having to become a major player or worry about one side or the other, which is just fine by him.

REMARKABLE CONVICTION (ANTI-REGISTRATION):

Reader can't help but take things a little personally when he anticipates how people might react to the sudden appearance of superhuman powers. Even in the name of "the greater good," extreme measures are too

often the result of extreme decisions, and too often these are made out of impulse or fear. If pressed, he would certainly vote against the potential for someone to have a similar experience.

On the Other Hand: Reader's Pro-Reg thoughts: Despite Reader's personal experiences, he can't help but feel a part of his home culture. And if any culture regulates the use and development of superhuman powers it's the Inhumans. For centuries, Inhumans have been balancing the use, training, and rise of powers. Despite rare exceptions, by and large his people have proved that safeguards can be developed.

FOREY

EXCELLENT FIGHTING
GOOD AGILITY
GOOD STRENGTH
GOOD ENDURANCE
FEEBLE REASON
FEEBLE INTUITION
TYPICAL PSYCHE

HEALTH: 50
KARMA: 10

ABILITIES

CLAWS/TEETH: GOOD Edged damage

EXCELLENT TRACKING

NOTE

Forey the dog is Reader's animal companion, trained to assist Reader and to follow his verbal commands. They share a somewhat empathic bond born of familiarity and kinship.

X-23

LAURA KINNEY

REMARKABLE FIGHTING
EXCELLENT AGILITY
EXCELLENT STRENGTH
REMARKABLE ENDURANCE
TYPICAL REASON
AMAZING INTUITION
TYPICAL PSYCHE

HEALTH: 100
KARMA: 62
POOR RESOURCES
ZERO POPULARITY

SPECIAL ABILITIES/EQUIPMENT

REMARKABLE CLAWS: Retractable bone claws (two in each arm and one in each foot); can inflict up to Remarkable Edged damage

UNEARTHLY REGENERATION: Heals 100 times faster than normal; recovers Endurance Rank points of Health in 14 minutes (2 points per minute.) Recovers lost Endurance ranks with a successful Unearthly FEAT at one per day

- Concentrated Healing Factor: (Power Stunt/House Rule) Recover Endurance Rank points of Health with a successful Power FEAT. Cannot perform any other actions nor receive any damage when concentrating

AMAZING ENHANCED SENSES: Advanced olfactory, hearing, and sight; includes Amazing Tracking ability and Incredible Night Vision.

LIMITATION:

TRIGGER SCENT: A specially-designed scent can trigger X-23's berserker rage, making all attacks +1CS and ignoring all Stun results. When triggered, X-23 has Unearthly Resistance to Mind Control and other mental attacks, and will not stop until all people in her Area are killed or she can succeed in a Red Psyche FEAT.

TALENTS

Martial Arts B, C, D and E
Military (Covert Ops)
Survival
Multiple Languages



CONTACTS

Wolverine

X-Men

HISTORY & CHARACTER

She was originally solely known by the designation X-23, one of a series of clones of Wolverine developed by The Facility as a living weapon. She was raised in the most gruesome way imaginable, programmed and brutalized and used as an assassin for the highest bidder. The lead scientist and her mother eventually turned X-23 against the Facility, dying in the process and giving her the name Laura. She then embarked on a personal journey to find herself and some semblance of family, ultimately leading her to the Mutant Town area of New York, which in turn eventually led her to the X-Men.

PRIOR TO THE ADVENTURE

Laura Kinney has left the X-Men and the Xavier Institute in her ongoing quest of self-searching. Soon, she knows, she will be called back. Everyone gets called back. She will likely be part of the New X-Men, a relatively raw group of trainee X-Men, but at this point she's made it as far as San Francisco, despite having to join with S.H.I.E.L.D. or with

Wolverine for a sidetrack adventure or two. And now a new sidetrack has appeared. The Illuminati, who know X-23's skill set and expertise along with her wandering, make her a perfect candidate to be the newest Shadow Agent recruit.

INCREDIBLE CONVICTION (ANTI-REGISTRATION):

As one can imagine, being raised in a cage does not make X-23 sympathetic to the idea of Registration, as if heroes exist only to be used at another's beck and call. She never had a freedom of choice in her own life to become a powered agent, and that choice is also taken away by accepting a Pro-Reg world.

On the Other Hand: X-23's Pro-Reg thoughts: With too much freedom might come the possibility to be removed from the situation entirely. Too often, Laura has had to rely on herself, and running away has meant a life on the streets and at the mercy of others. If Registration can be trusted, perhaps it could also be trusted to have support and structure in place to protect those who ally with them. There might be some sense of belonging to people and also to issues a bit larger than any one person.



SPECIAL RULE: CONVICTION

This game introduces “Conviction,” a new statistic that might grow or wane over the course of the adventure.

Conviction represents the character’s willingness to stick to his/her beliefs, specifically in the face of the debate that is at the heart of the Civil War event, between the “Pro-Registration” and “Anti-Registration” extremes.

Ranked as any statistic, from Feeble to Unearthly, a high Rank of Conviction represents the intensity of beliefs the character is or either the Pro or Anti sides, depending on which side the character has attached himself/herself.

Some alternate casts of characters may need to create Conviction. It’s up to the Judge and the Players to generate Conviction Ranks

appropriate to the character in particular and the team overall. For a contestable game like Civil War, having a mix of Ranks and opposing sides will make a much more challenging and entertaining story!

USING CONVICTION AND CONVICTION CHALLENGES

Once per chapter, a character can use his/her Conviction Rank in place of ANY FEAT attempted. This is called Using Your Conviction. For example, Black Widow may choose to use her Amazing Conviction in place of Agility when dodging Iron Man’s repulsor Ray, and in the next chapter, in place of Endurance when trying to recover from a Stun result. However, if a character fails in her attempt to use Conviction in place of another stat (by getting a White result on

such a Conviction FEAT), the character’s Conviction Rank is permanently lowered by -1CS.


In addition, any character (Player character or Non-Player character) can directly challenge any other character in a head-to-head Conviction FEAT. This “Conviction Challenge” is a confrontation to be role-played as a conversation, usually between the Judge and the Player, although challenges may even be between Players. Either party can initiate the conversation by simply declaring a “Conviction Challenge,” but a character can only be involved in one Conviction Challenge per chapter. All challenges must involve at minimum two characters, and Players/the Judge can join a Challenge already declared.

After the role-played conversation, each

CONVICTION SAMPLE ROSTER

Note: If a character does not have a Conviction Rank, use the Psyche attribute as a default.

Feeble	Unaware of issues; ideas abandoned one way or another without care	Awesome Andy, Deadpool
Poor	Easily persuaded; flip-flops; disinterested	Nighthawk (Pro) Cyclops (Anti)
Typical	Still weighing both sides; compromising	Doc Samson (Pro) Multiple Man (Anti)
Good	Normal conviction	Wonder Man (Pro) Invisible Woman (Anti) Doctor Strange (Anti)
Excellent	Confident; some experience in giving/answering basic arguments	Spider-Man (Pro) Hercules (Anti)
Remarkable	Confident in giving/answering sophisticated arguments	She-Hulk (Pro) Falcon (Anti)
Incredible	Highly trained in debate issues; willing to take some personal risk	Captain Marvel (Pro) Wolverine (Anti) Professor X (Anti)
Amazing	Intense confidence and willing to take significant risk in defending beliefs	Mister Fantastic (Pro) Daredevil (Anti) Sub-Mariner (Anti)
Monstrous	Unshakable core belief; born from personal experience or tragedy	Yellowjacket/Hank Pym (Pro) Luke Cage (Anti) Black Bolt (Pro) Nick Fury (Anti)
Unearthly	A driving force for the agenda on a national scale	Iron Man (Pro) Captain America (Anti)



character involved makes a FEAT against the other's Conviction as the Intensity. (When using more than two characters, the highest Conviction on the opposing side is the Intensity.) The Automatic/Impossible FEAT rule is suspended for this challenge, but normal comparative FEATs apply.

Example: Iron Man (a NPC) gives the Shadow Agents an assignment, but X-23 (a Player) declares a Conviction Challenge. The Judge and the Player role-play the conversation, culminating in a FEAT roll. X-23 (Incredible Conviction) rolls against Iron Man's Unearthly Intensity rank. X-23 would need a Red result in order to win, while Iron Man would need a Green result against X-23's lower rank.

Whoever loses the challenge will be at a -1CS penalty on all FEATs (if both lose, both are at -1CS) until the character tries to Use Conviction. The Use of Conviction, regardless of the result, will lift the penalty, although a White result would lower the Conviction rank as normal.

In the example above, let's say X-23 loses her challenge against Iron Man. She is then at -1CS when she begins her assigned mission. Shortly into the mission, X-23 uses her Conviction rank (note the -1CS is still in effect) in place of Strength when attempting to Grapple an opponent. The Grapple succeeds; she wraps her legs around her victim's waist and she is no longer working at -1CS after that point. Unfortunately, if she ends up getting a White result, the failed Grapple lands her on her face, instead, but the -1CS is still lifted, and X-23's Conviction is now lowered to Remarkable.

BOLSTER YOUR CONVICTION

It is possible to raise a Conviction Rank during the course of the adventure. This is called Bolstering your Conviction. Each chapter of the adventure has a Goal that is central to the scene, and if the characters meet the Goal, each can make a special Conviction FEAT. A Red result will raise that individual's Conviction Rank permanently by +1CS. The effect is cumulative, so successfully Bolstering your Conviction over two chapters could raise a character's Conviction by +2CS, for example. There is no penalty for failing to get a Red result when attempting to Bolster your

Conviction, and Karma may be spent on the roll.

Note that sometimes the Goal can be different depending on the Pro or Anti stance of the characters. It is up to the Judge to determine what "meeting the goal" might mean depending on the heroes' actions, but he is encouraged to err on the side of the Players in order to give as much opportunity to Bolster their Convictions whenever possible.

Example: Iron Spider (Excellent Conviction, Anti-Registration) had the Goal of assisting villains in their escape from Pro-Reg forces. During the action, the hero deliberately bumped into his fellow Shadow Agent, Black Widow, making her miss a shot. Thus, at the end of the chapter, Iron Spider can attempt a Red result by rolling against his Excellent Conviction. If he succeeds, he can raise his Conviction to Remarkable. This might be a set-up for a future Conviction Challenge between Iron Spider and Black Widow, though!

SWITCHING SIDES

A hero can decide to switch sides of the debate at any time; he or she simply has to declare the intention of doing so. The first time this is declared, the hero is simply considered to be of the opposite side at whatever is the current Conviction Rank. Any negative penalty from a failed Conviction Challenge is immediately lifted.

So if Peacemaker (Amazing Conviction) wants to switch from Pro-Reg to Anti-Registration, he will have an Amazing Conviction automatically.

If Brother Voodoo had failed a Conviction Challenge, he will be at -1CS to all abilities. However, if he takes this opportunity to switch to Anti-Reg, he gains Excellent Conviction (Remarkable at -1CS) but will no longer be suffering -1CS overall.

Heroes should only switch once during the adventure, and will find increasingly diminishing returns if they do more than once. The second time there is a switch, the new Conviction Rank is at -2CS or Typical Rank, whichever is higher; a third switch or more will only result in a Poor Rank, regardless.

QUICK REFERENCE: PLAYER-CHARACTERS

Black Widow

Excellent Conviction (Pro-Registration)

Brother Voodoo

Remarkable Conviction (Pro-Registration)

Iron Spider

Excellent Conviction (Anti-Registration)

Peacemaker

Amazing Conviction (Pro-Registration)

Quake

Incredible Conviction (Pro-Registration)

Reader

Remarkable Conviction (Anti-Registration)

X-23

Incredible Conviction (Anti-Registration)

THE SUPERHUMAN REGISTRATION ACT

Read the following:

"The following is a paid advertisement by the Citizens for Keeping Tomorrow Safe, funded by the Stamford Memorial Fund..."

FACT: Watch the visual record of costumed vigilantes appearing on the map of the United States, going back nine years. Notice the pattern? It resembles a pandemic outbreak! Now watch what happens if we project just five years into the future. It blankets nearly the entire country!

FACT: We require licenses for driving a car, owning a gun, for operating heavy machinery. Doctors, educators, and policemen need training, licensure, credentials.

FACT: A citizen's arrest is perfectly legal. Leaving the scene of a crime after such an arrest is not, even if you pin a little note signed by your friendly neighborhood superhero.

SuperHuman Registration means accountability. SuperHuman Registration means regulation. SuperHuman Registration means safety. Keep tomorrow safe. Keep our heroes worth looking up to.

Vote YES for SuperHuman Registration.

The nation was rocked to its core, as superhuman teenagers known as the New Warriors tried to film an episode of their reality show and ended up creating the largest disaster the nation had ever seen.

They attempted to apprehend a handful of costumed villains, including the man called Nitro, someone who could transform his body into a living explosion. Knocked back into the side of school bus, Nitro's explosion ignited whole city blocks, killing the New Warriors and claiming the lives of 600 school children.

And the world was changed.

People can't look up in the sky in awe at caped marvels flying overhead; now, they cringe in fear or scurry inside. Mass vigils have sprung up all over the country. Protestors against

costumed vigilantes rally in the streets.

"Heroes have lived among us for years in an age of wonder, an age of safety, and an age of innocence. When that innocence is lost in the wake of the tragedy, someone must be there to pick up the pieces. Someone must tell us what went wrong. Someone must be held accountable. ... For so long, these masked marvels have saved lives and fought off villainous threats. But now, questions are being asked. Some demand to know who they are, what gives them the right, the authority ...

Another side believes they must be allowed their anonymity. To reveal themselves will only cause greater damage, and give those that oppose them a clear target."*

Such a target in this conflict was Johnny Storm, the Human Torch. His attempt to forget the troubles of the day by attending a trendy nightclub was met only with opposition and Pro-Registration protesters. Things got ... heated; objects were thrown, and Johnny Storm fell as the tension of the nation rose.

**Quoted from Jim McCann in Civil War: Opening Shot (2006)*



CHAPTER ONE

1. THE HUMAN TORCH REVENGE SQUAD

GOALS

Both Pro and Anti Stances: Protect Johnny Storm from a villainous attack in the hospital

SET-UP

Make sure the Players are familiar with the context of the Superhuman Registration Act by going through the Introduction and Prologue, if needed.

Read the following to the Players:

There's one thing about being a Shadow Agent-- when the Illuminati says "jump," there's not even time enough to ask "how high?" That's why, before you even know it, you've been parked outside the abandoned office building that overlooks Mercy General. Johnny Storm, the Human Torch, has been taken to the hospital for emergency care, but it wasn't quick enough to prevent a horde of his ancient enemies to circle like vultures in hopes of killing a man while he's down.

Johnny Storm was injured in the sudden attack by a civilian rallying in support of the proposed Superhuman Registration Act. There's no time wait for his Fantastic Four teammates to debate the reasons or ramifications of the rally-- if any of the Human Torch Revenge Squad manage to get close to him, it could make an already-violent debate truly slip into chaos! The Illuminati have marked this as a truly important potential flashpoint, which is why none other than the Shadow Agents have been called in. And the stakes have never been higher...

Complete the Set-Up by having the Players position their Shadow Agents in the scene however they wish. No agent will be allowed inside the hospital, however. Their orders are

to keep all superhuman activity and display of power away from the hospital at all costs, or else risk the public reaction at this critical time of debate.

The Revenge Squad has gathered on the 36th floor in a building directly across from the hospital. The floors 30 through 37 (the rooftop) are completely empty, as abandoned office space ready for rent. The hospital is 35-stories, with the Human Torch being kept in intensive care on the 34th floor. The Revenge Squad is currently arguing about the best approach, if they should descend from the rooftop into the hospital or launch themselves directly across from the 34th floors.

If the Players have difficulty establishing locations, Peacemaker and Quake will take flanking positions on adjacent buildings in order to make sniper/Ranged attacks, and the remaining characters will position on the floor below, intending to collapse the floor and bring the Revenge Squad to themselves.

ACTION

Peacemaker (or another character elected leader of the Agents) will give the "Go" command to start the action. Depending on the actions taken, this may allow the Players to use the rules for Blindsiding (Players' Book, 30); however, any hero approaching from floors just above or below the villains will be noticed by the Eel's radar sense.

The Human Torch Revenge Squad shouldn't pose much trouble for our heroes, but these villains have a few surprises. They've been practicing their combined attacks and are ready for special tactics:

- **Single Roll Team-Up:** Up to three villains can combine a single kind of FEAT to target a single Agent. The FEAT can be made with a +1 or +2CS bonus, but a Yellow result or better is needed. Damage from each attack is then applied separately. For example, the Eel can team-up with Wizard to combine their Agility FEAT to strike a hero with their energy weapons; the Eel thus makes his Agility FEAT + 1CS. Or, the Eel, Wizard, and Zemu can join together, with the Eel (or whomever has the highest ability) using Agility +2CS.

With a Yellow result, each villain can automatically apply their respective weapon as damage.

- **Combined Attack:** Two or more characters can strike at the same spot for increased damage. The damage being inflicted must be within one Rank of each other, in which case the resulting damage can be combined to the higher Rank +1CS. So if a villain with Good Strength and a villain with Excellent Strength combine their slugfest attacks, the result will be at Remarkable Strength (Excellent +1CS) damage/Intensity.

(These tactics are also intended to streamline the Judge's turn during any given round.)

The battle should last at least 8 rounds of combat, or up until there are four remaining villains, whichever comes first. At that point, the last 4 villains (or however many remain) will attempt two consecutive Endurance FEATs as they attempt to escape/evade as hard and fast as possible. (Certain characters may use a Movement-related power, if available, instead.) The first successful FEAT moves the villain out of slugfest range, but heroes can still attack if they have ranged effects. The second successful FEAT allows the villain to escape the building entirely or to make it to the ground floor, as appropriate.

Any villain who successfully flees the battle will try to attack the hospital in his own way, without the coordinated effort of the Revenge Squad. These villains will attempt to inflict collateral damage or create similar distractions that force the heroes to use their FEATs elsewhere. Any FEAT not directed to a villain will allow said villain to get closer to the Human Torch. After 6 such allowances, characters racing upward from the ground level will reach the Human Torch (only 3 rounds are needed if coming from the roof or flying.)

The Human Torch is a truly prone victim. Any villain reaching him unopposed will be able to reduce him to zero Health with any one successful FEAT.

AFTERMATH

If the Shadow Agents manage to defeat the Revenge Squad within the office building, they do not raise any suspicion of the public

and have kept the Human Torch safe. The villains will be quietly apprehended by S.H.I.E.L.D. and the Shadow Agents will be summoned to meet the Illuminati directly for debrief.

If the Agents manage to flush the Revenge Squad into the open, or cause some of their battle to be witnessed publically, the Agents will have managed to add to the public furor over the Superhuman Registration Act. The media will already be on hand, hovering over the condition of the Human Torch, and of course they will have picked up all of the heroes' failures. Even heroes avoiding the limelight might be caught in the shadows or through the dust of battle. If this happens, the two characters with the highest opposing Conviction Ranks must engage in a Challenge.

If the Agents were unable to catch all the Revenge Squad members and the Human Torch was directly attacked, the media will erupt in a frenzy over the failure of the superheroes. They will be especially inflamed over the potential of harming innocent and helpless people in hospitals. If this happens, all of the heroes must engage in a Conviction Challenge.

CONVICTION

Hopefully, all heroes will have succeeded in achieving their Goal for this chapter, keeping Johnny Storm safe. As such, it marks a good time for all to attempt to Bolster your Conviction. Depending on the aftermath of the action, both sides may have new fuel to their arguments. The Pro-Reg side might increase their desire for oversight and regulation, while the Anti-Reg stance might be able to point out that no heroes would have been available to stop the criminals unless they were free to mobilize themselves.

KARMA

Defeating Revenge Squad Members: +30 each
 Stopping the Revenge Squad: +45
 Allowing villains to flee the battle/take to the hospital: -20
 Allowing villains to kill the Human Torch: -ALL
 Public Collateral Damage: -5/Area

2. THE EYES OF THE ILLUMINATI

GOALS

Pro-Reg Stance: Keep the Illuminati together

Anti-Reg Stance: Help at least one Illuminati member to leave the group

SET-UP

The heroes will immediately be summoned to the Illuminati's presence, thanks to Dr. Strange's magic. Similarly, they will find all their wounds healed from the previous encounter.

Read the following:

The world dissolved into pure brightness, and you close your eyes instinctively. Opening them takes a bit of effort, but after a few heartbeats, your eyes to adjust to a world that's still a bit too bright to be normal, like the saturation levels have been skewed. The floor has seemed to disappear entirely, as have the walls and ceiling, but there is still a sense of a solid room that you confines everyone. Welcome to a pocket null dimension created by Reed Richards and accessed by Dr. Strange.

Encircling the perimeter of the space are the Illuminati themselves: Black Bolt, Iron Man, Dr. Strange, Sub-Mariner, Mr. Fantastic, and Professor X. And you, their Shadow Agents, huddled among them in a circle in the center.

It is actually quite rare that the Illuminati would summon their Shadow Agents directly. Most of the time it's a quick-and-dirty assignment to be taken care of and discarded without much more than a target and objective. But you can see it on their faces, and it's something never before seen-- the Illuminati are ... troubled.

ACTION

The action of this chapter centers around the arguments for and against the Registration Act. The Players will have a chance to go over the debate in detail here, which also might serve as clues and notes when role-playing conversations later during Conviction Challenges.

Iron Man takes the lead to explain the problem. For years, the Illuminati have been able to anticipate the activity and dangers of superhuman affairs. The rise and proliferation of super-powered individuals have so many causes and effects and consequences and threats that it can be difficult to ensure the safety and comfort of everyday people, and even the stability of the planet itself. But things are converging. The world has been at a steady temperature for years now, but within the past few weeks, bubbles have begun to form, threatening to break out into a rolling boil.

If the heroes failed to keep the Revenge Squad contained in the previous chapter, Iron Man adds that now things are too late. That failure has tipped the balance, and the metaphorical pot is now boiling out of control.

Iron Man declares the Superhuman Registration Act as inevitable, and that it should be embraced by superpowered individuals everywhere. He claims it is the only way, to extend the metaphor, to turn down the heat and bring the world back from the boiling point. He asks the heroes for their opinions.

Allow the debate to alternate between the heroes and the Illuminati, and between the Pro and Anti stances, as much as possible.

Iron Man, Mr. Fantastic, and Black Bolt are Pro-Registration. The first two take very pragmatic and scientific approaches. They claim data points of sociology and psychology and make mathematical projections that display increase of violence and danger if superhumans remain unchecked. Of course, it's all in theory.

The Sub-Mariner, and Professor X are Anti-Registration. Their reasoning is less scientific and more anecdotal, as they see the Registration creating marginalization and elitism. They want to trust individuals and



not institutions, even though they are often leaders in their respective institutions.

Dr. Strange will side with the Anti-Registration Stance, but he will maintain that he is trying to be as neutral as possible. His work with forces of nature and cosmic entities have made him somewhat aloof from what he sees as a truly pedestrian problem. He does understand that rules are needed in the face of chaos, and that pruning of history may be needed. Balance, after all, is the key.

At some point during the debate, when all the heroes have been able to add to the conversation, Iron Man will call for a vote among the Illuminati. Will the Illuminati work together in support of the Superhuman Registration Act, or will they attempt to sabotage the Act? The Illuminati will vote according to their stances above-- with Dr. Strange being the last to vote, and surprising all by voting in support of Pro-Registration.

Despite his support, Dr. Strange announces that he will quit the Illuminati, claiming that the affairs of the Illuminati should no longer be distracting him from his mystical responsibilities and role as Sorcerer Supreme of the Earth dimension. This is followed by the Anti-Reg supporters, Black Bolt, Sub-Mariner, and Professor X, also declaring their intention to quit.

The action ends with each hero attempting a Yellow Conviction FEAT. If successful,

the hero may cancel or convince one of the potential deserters of their decision to leave the Illuminati. The Judge can award a +10 Karma bonus to the roll for good role-playing of the plea. For example, Iron Spider may attempt to convince Dr. Strange to stay, while Reader may encourage Black Bolt to leave. Note this is not a Conviction Challenge and does not count against the restriction of one challenge per chapter.

AFTERMATH

It's possible that the Illuminati will be fractured at this point-- they are still committed to their cause, despite their split over the Registration issue. The world still needs safeguarding, after all, regardless of politics, and Iron Man will be sure to point this out. He will charge the Shadow Agents to remain on call, and he cautions them to similarly not put their personal feelings in the way of completing a mission.

Any Anti-Reg heroes, however, will receive a silent, personal telepathic message from Professor X. He warns them that Iron Man might get so caught up in the debate over Registration that he might drag the Shadow Agents along with him. He warns the Agents to be on guard, and to look for ways to follow the goals of Anti-Registration should they ever be put into a position into carrying out Iron Man's personal agenda. Thus, with a unspoken commission, some Shadow Agents

should now be considered double agents!

With their debate over, Dr. Strange will dissolve the access to the null dimension, but not before putting the heroes in place for their next assignment, leading directly into Chapter 3.

CONVICTION

None of the Illuminati will ever call for a Conviction Challenge directly against a hero, but heroes may target any of the members at any point if they wish. Players should feel free to make it a conversation, even to engage in hypotheticals or entertain counter-arguments. Both the Judge and Players should take notes on the debate for future reference/challenges.

KARMA

Good role-playing: +10
Engaging in debate with counter-arguments: +5
(Pro only) Succeeding in changing an Illuminati's mind: +20 each
(Anti only) Confirming an Illuminati's decision: +20 each

3. NEW MUTANT TOWN

GOALS

Pro-Reg Stance: Arrest the head of New Mutant Town

Anti-Reg Stance: Help Outlaw and the refugee mutants to escape registration

SET-UP

Leaving the null-space with the Illuminati, the heroes find themselves suddenly appearing on a grassy knoll, just outside a line of trees. A road cuts through the forest and extends into a small suburb in the distance.

Read the following:

Mutants have suffered a decimation -- the reality-altering fever dream of the Scarlet Witch has left the world with virtually no mutants at all. Some say there are, at most, a mere 198. Once, hundreds of mutants lived in their self-selected Mutant Town, or District X in the Lower East Side of Manhattan. Now, stripped of their powers and of their very identity, they are refugees, scattered into the world.

The Illuminati have unearthed a potentially deadly lead-- many of these mutants are mobilizing under a spirit of violent unrest. Rumor has it that a new Brotherhood of Evil Mutants is on the rise. And obviously, with the Registration Act looming, these kinds of assemblies are more fraught with potential danger more than ever.

Professor X explains that what's most disconcerting is the fact that a whole suburban area has psychically disappeared. Something, or someone, is deliberately masking something. The mutant mentor appeals to the Shadow Agents for their immediate mission-- To monitor the gathering of the new Brotherhood, and to take them down before it goes any

further.

Unknown to the heroes, the little suburb in the distance has already been taken over by the evil mutant Johnny Dee, and the rumors of this new "Brotherhood" are sorely exaggerated!

ACTION

There is some movement from the town, a heavy-duty pick-up truck careening at great speed, forcing the Shadow Agents to take cover in the forest flanking the road to avoid being seen. They must make a simple Intuition FEAT to hide among the tree line. Failure of anyone will result in their being spotted. The mutants in the truck will shout how "they must have been sent by HIM" and "HE will never let us leave!" and will move to immediately attack in their distress. (The Agents are free to allow themselves to be seen, of course, with similar results.)

Inside the pick-up are a few of group of refugee mutants calling themselves "the 198." LORELAI, TOAD, and PEEPERS are in the cab, with MAMMOMAX under a tarp in the bed of the truck. They will skid to a halt with the appearance of two other mutants that block the truck's flight from the town, directly in front (1 area away) from the heroes' vantage point. OUTLAW is wearing a pair of jet boots, descending in front of the refugees with JOHNNY DEE.

The refugees shout at Johnny Dee that what he is doing is wrong, that it's not the way to find mutant utopia. Johnny Dee disagrees, saying that he's single-handedly created a "New Mutant Town" where mutants can be free to live their lives. And if they won't join him, they must be MADE to join him. Johnny Dee opens his coat to reveal the monster in his chest, which spits out tiny replicas of Peepers, Toad, and Lorelai. Holding these dolls high, Johnny Dee places the three in his mental thrall, forcing them out of the truck and to shuffle slowly back toward the town.

Mammomax rears back out of the truck, enraged. Outlaw moves to fight him, and the two start fighting toe-to-toe. The heroes may wish to discuss among themselves (via wireless headsets, naturally) how or if they should engage. It should be obvious that the

refugee mutants/198 are being held against their will, and that Johnny Dee is holding an innocent town in thrall. The mutants will continue their argument in the midst of battle if it's unclear.

The Agents may not engage in battle right away, and they might learn the limitation of Johnny Dee's powers-- he needs to touch his victim's skin (or gain a sample of DNA) in order to create a "voodoo doll" of his victim and gain control over him/her. He doesn't have a sample from Mammomax, and so he is using Outlaw, who is under his control, to fight his battle and gain an opening to touch him. After a few exchanges of blows, if the heroes don't do anything, Mammomax will be thrown back, and Johnny Dee will touch him and then force everyone back into town.

Should the heroes intervene, Johnny Dee will order Peepers and Toad to kill the heroes (including Outlaw and Mammomax if they are under his control.) Johnny Dee will take a defensive position and only dodge our heroes' attacks, with Lorelai commanded to aid his defense.

After two rounds, Mammomax will attempt to flee the scene entirely. Heroes can try to convince Mammomax to stay and help them battle, which requires a contested Psyche FEAT with one of the heroes. If Mammomax stays, he will continue to battle alongside the heroes, and Outlaw will turn her attentions to include the heroes as well.

At any point, if a hero (or Mammomax) earns a White result for any combat FEAT, Johnny Dee will be able to take advantage of the failure and attempt to make a voodoo doll of him/her. He will have maneuvered to be in position to touch his/her skin, take a sample of sweat or blood, or otherwise obtain a sample of the hero's DNA. He needs a simple Fighting FEAT to touch the prone hero. On the next round, his powers will make an egg/effigy, and the subsequent round he will place the hero under his thrall, ordering them to attack the other heroes and/or protect himself.

Note that for purposes of this adventure, Johnny Dee can have five active dolls channeling his control. If he creates a sixth doll (or seventh or more), he must release control over one being's actions. He can switch back and forth controlling others as



long as he has a doll created of them. If he is holding a doll in his hands, he can inflict pain directly (bypassing any armor or Resistances.) If a doll is destroyed (either by Johnny Dee or something else), the corresponding victim must succeed in a simple Psyche FEAT or earn 10 points of psychic damage. Dolls can be targeted directly with a Red FEAT.

The action will end once either side has defeated the other. If Johnny Dee's Health is lowered to zero, his powers will stop working as he slips into unconsciousness. Alternatively, once Johnny has been reduced to zero dolls, he will kneel down, and Outlaw will knock him unconscious. Johnny Dee might be able to defeat the heroes if he has created effigies of the entire cast. In this case, he will gather all the dolls into a bunch, then dramatically and decidedly slam them onto the ground. The entire cast will black out and awaken hours later, the mutants having cleared the scene and abandoned the town without a trace.

AFTERMATH

Freed of Johnny Dee's threat and influence, Outlaw and the mutant refugees admit they

have been searching for a while for a place for themselves. They had heard that New Mutant Town was going to be that place, but it was in fact a town ruled by fear under the thumb of Johnny Dee. They will want to return to the town to clean up Johnny Dee's mess, and will take the villain to the Xavier Institute where they can better deal with imprisoning the dangerous mutant.

Read the following:

As you turn to leave, you check in with Professor X, or at least his telepathic communication. He acknowledges that the Illuminati's intel was a little off. Indeed, Johnny Dee's mental thrall over the town may have accounted for the psychic blindspot. It turns out there wasn't any gathering of the Brotherhood, at least not in the way they anticipated. Still, the Shadow Agents have done a good thing, liberating the town from a malign mutant menace.

Professor X continues: "Which is also fortunate because, well, there's no easier way to say it-- the U.S. will be voting on the Superhuman Registration Act in under two weeks time! I'm not sure what to recommend for you agents, at least for now, since it's all so new. But since you have these mutants in your custody, you should secure them for a bunch of S.H.I.E.L.D. agents who will arrive shortly. They'll take them into custody and hold them, so they'll be ready for when things go down. We can help them register, should that become necessary, or incarcerate them, as needed."

Professor X's signal slowly fades away, and you return to the scene. The mutants are ready to say farewell-- but what will you say to them?

What will the heroes recommend, according to their conflicting goals? Will the mutants give up Johnny Dee to S.H.I.E.L.D., or can the mutants take him back, dealing with the

justice for their own kind? Will the mutants agree to be give themselves to S.H.I.E.L.D. for potential registration, or is that a precursor of rounding up and tagging "undesireables?" Maybe it's easier to simply report that the mutants "just happened" to escape?

The mutants are not ready for another physical fight, but they may demand a Conviction challenge. The Judge may default to using an Incredible rank Conviction for any given mutant. Failure on their part will allow them to agree to follow whatever the Shadow Agents recommend.

CONVICTION

This chapter can offer concrete examples of what might happen in a world of Registration. Will the Act force people to be controlled? What happens when registered heroes are forced to act against their will? Can heroes rise to an unexpected occasion, or will they have to follow rules that prevent help from happening as-needed? The arguments may be helped with the refugee mutants, all of whom would be against Registration in principle.

KARMA

Being spotted by the refugee mutants: -5
Convincing Mammomax not to flee: +10
Having an effigy made of themselves: -5 each
Destroying an effigy: +5 each
Defeating their enemies:

Johnny Dee: +50

Outlaw: +40

Coming to agreement in the aftermath: +10
Good role-playing: +10

4. THE BAXTER BUILDING

GOALS

Pro-Reg Stance: Intentionally tag one of the Agents of Atlas for future surveillance

Anti-Reg Stance: Intentionally fail to tag one of the Agents of Atlas

SET-UP:

As members of the U.S. Congress have proposed a SuperHuman Registration Act, the country has intensified its debate about what is to be done about superhuman individuals. Many superheroes have gathered at the Baxter Building, home and headquarters of the Fantastic Four. Iron Man, Mister Fantastic, and many other heroes from the Fantastic Four, Avengers, Young Avengers, and the New York streets have assembled-- including a few you've never seen before. While not invited to be among them, the Shadow Agents have been asked to be ever-watchful. There's no telling who might be enticed to attack such a convenient enclave of Earth's Mightiest.

Each of the heroes will have additional equipment for this chapter: five surveillance tracers. You know. "Just in case." They can be fired from a hero's regular weapon/equipment or thrown, requiring an Agility FEAT as normal. Once fired/thrown, they will latch onto a target's heat signature,

though, meaning only a Green result is needed to score a Bullseye.

Read:

As the Shadow Agents patrol outside, you can't help but listen to the audio surveillance that keeps you tapped intimately to the inside. The conversations, naturally, center around the imminent passage of the SRA. Among the snippets of conversation that fade in and out:

"Shall I be forced to become a federal employee or face a warrant for my arrest?"

"They're attempting to legitimize what was once a free-for-all."

"So, wait. We get pension plans and annual vacation time?"

"We can get better trained, and better resources."

"But it means public accountability. What does that even mean?"

"What if there's a strike? Can there even be a super hero strike?"

"People will sleep a little easier."

"Masks are a tradition."

"Why should a mask be something to hide behind?"

"The Fantastic Four have been public since the very beginning, and it's never been a serious concern."

"This is the end of superheroes."

It feels strange to listen in on such passionate conversation while also being somewhat removed and at a distance. Before long you feel entirely caught up in the debate-- which is why you feel the sudden presence of silence! Scrambling to get a fix on what's happened, you realize there's been a dramatic appearance of no one less than the alien Watcher! He who arrives to observe moments of dire import has decided to witness the debate first hand.

The presence of the Watcher causes the heroes to quiet and disperse. Watching them leave, you hear Iron Man via your comm links. There are several newcomers to the scene that warrant closer inspection. These costumed types haven't been seen operating in years. Could they be actual costumed allies, brought out by the looming Registration Act, or could they be an insidious presence of something else?

The Shadow Agents will be asked to trail these people and find out exactly where they are coming from. Iron Man instructs the heroes to be sure not to confront their guests. There is an edge to his words that hint that the Illuminati are concerned about keeping track which heroes might be inclined to one side of the Registration issue or the other, but there's little time to reflect on that, as there targets are on the move.

ACTION

The heroes will receive descriptions of NAMORA, MARVEL BOY, and VENUS,



but it will take a Reason FEAT (Yellow FEAT for Black Widow, Red result for everyone else) for the characters to recognize their identities. If they are recognized, the Judge can give a basic overview of these “Agents of Atlas,” although that official title won’t be known by the characters.

As the Shadow Agents follow their marks, they will need to make a series of alternating Intuition and movement FEATs. On the first turn, everyone able to follow the targets must succeed in their Intuition FEATs; on the next turn, in their movement. This will continue for three successive Intuition + movement rounds. Any Talent or special ability that can creatively replace those abilities can be encouraged, as the players can describe their pursuit. X-23, for example, can use her Excellent Agility and her Covert Ops Talent in combination to weave in and out of cover as she describes her memories of some specific maneuver training.

After the first round of Intuition and movement FEATs, the three targets will start to fly and continue at a level just above the rooftops. Thus, the next and final rounds will require the heroes to follow flying targets. If the heroes are in position to continue unencumbered (such as traveling along rooftops, in vehicles, with flying abilities, etc.) they continue making FEATs as normal. Without such advantage, the heroes’ subsequent FEATs are at +1CS difficulty the next turn, and at +2CS the final turn, as they must scramble to keep up.

Also, the heroes can attempt to fire the tracers given to them at the Set-Up at any time during Action phase, even if they have already tried an Intuition/movement FEAT during that turn.

As long as one hero continues to succeed in the needed FEATs, proceed to the Aftermath section. Those heroes who fail in an attempt to follow, he or she has lost the trail, tripped up, or otherwise has been mislaid. If every hero fails in following the Agents of Atlas, the Shadow Agents have no choice but to catch up with each other in their defeat.

AFTERMATH

The heroes who succeed in their final movement FEAT will find themselves in a

semi-secluded area of Central Park.

Their targets rendezvous in the Park, where they meet up with a well-dressed man, a humanoid robot, and an oversized gorilla, wearing a jetpack. Under the cover of darkness, the group pushes away a line of underbrush and trees, revealing them to be an illusion that masks the presence of an actual flying saucer, which they hastily board. Within the space of a breath or two, the spaceship flickers like it’s a glitch in some program and blends into the colors of the sky to disappear.

Despite their instructions to not engage, the heroes might try to confront their targets directly before they board. In this case, Venus

will use her magic song to wash over the heroes, sending them reeling, and the heroes will wake up with their targets long gone. (Alternatively, the Judge can jump into the Action of the next chapter, which centers around that confrontation.)

Checking in with Iron Man, the Shadow Agents will confirm the trail has ended. Although, if the heroes managed to continue pursuing their targets and/or have placed at least one tracer, they could check in with Iron Man en route of their pursuit. Alternates to the tracers may prove difficult, but not necessarily impossible. Peacemaker and Quake could use their Resources to call upon similar equipment from SHIELD, or to call for



a stealth plane of their own; Doctor Voodoo could call upon magical spirits; etc.

Iron Man finds it “interesting” that their targets have used a flying saucer. It confirms what the Illuminati have suspected for some time-- the Atlas Foundation is real! With Registration such an issue these days, it will be important to find out exactly where this mysterious organization might choose to take a stand. Unless the heroes are following the saucer on their own, Iron Man will give the location last suspected to be the headquarters of the Atlas Foundation and instruct the Agents to continue their pursuit.

CONVICTION

This chapter sets the stage for some poignant Conviction checks. The heroes may choose to echo something they overheard in the gathering at the beginning of the chapter or to comment on the actions they performed. After all, the Shadow Agents may have agreed to help the Illuminati be a force for safeguarding the world against unseen threats, but that doesn't mean they have agreed to become secret police to surveil anyone deemed suspicious. Except, how else would they know about a criminal organization like the Atlas Foundation? This could also be a key point that may cause some Agents to switch their positions on the issue.

KARMA

Engaging their targets directly: -25
All succeed in tracking the Agents of Atlas without fail: +25 each
Creative use of movement FEAT/modifiers: +10
Following the saucer/not needing Iron Man to give the Atlas' location: +50

5. THE ATLAS FOUNDATION

GOALS

Pro-Reg Stance: Help the avatar recruit the Uranian for the Pro side

Anti-Reg Stance: Help the avatar recruit the Uranian for the Anti side

SET-UP

The heroes continue their pursuit of the Agents of Atlas to the suspected headquarters of the Atlas Foundation. The Shadows are given a directive to infiltrate and assess the capabilities and agenda of this mysterious group, although this directive is likely to shift suddenly as the Illuminati begins to draw battle lines as the Civil War dawns.

Read:

En route to San Francisco, there's enough time for Iron Man to bring up a virtual dossier of information, as classified files and photos fill the comm displays with files dating as far back as the 1920s and 30s. Grainy photos of shadowy figures, crime scenes full of arcane symbols, official government reports that are almost entirely black with redaction marks. It seems the Illuminati are not the only clandestine organization to position themselves behind the scenes of history. “Behold, the Atlas Foundation!” and its sprawling flowchart of interconnected figureheads, organizations, and events. What's chilling, however, is how nearly all of these connections are downright criminal!

Zooming in on one of the flowchart areas, Iron Man continues his debrief, displaying the decades-old image of MARVEL BOY, VENUS, GORILLA-MAN, the HUMAN ROBOT, NAMORA, and S.H.I.E.L.D. agent JIMMY WOO. The most recent intelligence reports assume the Atlas Foundation has re-assembled these heroes, forming a team from key players

of years past. So the superhuman Agents of Atlas are rising again, but why associate with such criminal organizations, and will they stand side-by-side with the heroes of the world?

In other words, Iron Man held some information back. He knew full well who these figures were, but just “had to make sure,” using the Shadows to confirm.

The group will be given a new device: the “Backdoor,” a small palm-sized black box to be placed on a computer or server within the Foundation's complex. It will allow the Illuminati to wirelessly access the Atlas Foundation servers and seek out specific key words that might tie the Atlas group with suspected criminal activity. Nothing that could hold up in court, of course, but it could help the Illuminati anticipate what supercriminal schemes to look for in the future.


If any of the heroes question about the assignment, Iron Man will point out the Operation: Secret War in Latveria, the first Shadow mission, that helped expose a serious terrorist threat to New York City. Professor X might also be monitoring telepathically, reminding heroes to continue their service in the Illuminati but to look for ways that might also help the Anti-Registration side. In any event, it might be interesting to allow for a Conviction challenge before leaving the Set-Up.

ACTION

Infiltrating the Foundation is fairly easy for this expert group. Each hero will contribute to a given scenario in order for everyone to gain access to the server room.

Go round-robin around the table. Each hero picks one of the following scenarios on which to “take point.” For more or fewer heroes in a group, repeat or leave out scenarios as needed.

- Entrance: The Foundation is a giant underground complex lying below what appears to be a sprawling number of warehouses close to the waterfront. Large trucks and shipping containers can be brought in via a large platform



that lowers into the complex below. The Shadow Agent on point must sneak onto a truck/container and be lowered inside, knock out the guards, and use the door controls to allow the fellow Shadows inside.

- **Hallway:** Guards in groups of two to four patrol the hallways at key junctures. They are equipped as general mercenaries with semi-automatic rifles, nightsticks, and communications. A Shadow Agent must get the drop on a group before they pass the majority of the team, dropping them all before they can fully mobilize.
- **Camera:** Before going deeper into the complex, the team must pass surveillance cameras hidden behind black domes. Heroes that can hack systems can attempt to create a feedback loop, or smart heroes can figure out the timing or how to remain hidden in order to skirt past.
- **Laser grid:** Dropping down more levels will require using the elevator shaft. The shaft is criss-crossed with lasers that will trip an alarm, unless a hero can skillfully weave through the laser pattern while dropping down or otherwise refract the lasers without tripping them. Once past, the other Shadow Agents can follow the pattern or can wait for the point person to reprogram them.
- **Wiring:** Getting past a heavy security door could require some heavy lifting, but that would likely be too noisy to be effective. Since it has an electronic lock, though, some clever lockpicking or wiring hacks could allow the door to swing silently open.
- **Getting directions:** The complex is just a bit too sprawling for its own good. There's no way that Iron Man's intel and tech can capture every hallway and modified room. Sometimes the direct approach is best. A hero could get the drop on a guard for some quick interrogation before knocking him out, or perhaps a quick hack into a nearby terminal could also help narrow down which direction the servers are.
- **Lock and key:** The server room itself is accessed by an airlock to keep the place

sanitized, and the airlock has to be key-coded from both outside and inside before one can step foot into the climate-controlled room. This would require some fancy re-wiring, a conveniently pilfered keycard, and/or some swift timing in order to pass through.

By taking point, the hero performs the majority of the action. He or she can assume that all FEATs are Automatic and successful except for one key action determined by him/her with help from the Judge. The hero must then achieve a Yellow result in that key action to "resolve" the scenario. For example, in *Getting Directions*, Black Widow might use her *Fighting* to place a guard in a chokehold and interrogate him. She can assume the *Grapple* attempt was successful and proceed to try for a Yellow result from a *Strength* FEAT or from a *Reason* FEAT as she uses her wrestling moves in tandem with her skilled questioning to get the information.

Other heroes may assist as the scenario plays out (again assuming that all FEATs are Automatic), but it's the point person that needs the Yellow result in order to move on. The hero can take up to three attempts in order to get a Yellow result, but failing that, the operation is a bust and an alarm will sound, leading to the sudden confrontation by the Agents of Atlas. The details of such confrontation is up to the Judge; it could jump right into the Uranian's mental projection, detailed below, or start with an open conflict between the teams. Any battle shouldn't last more than a few rounds, though, until the Uranian breaks up the fight with his mental projection, anyway.

Read:

The server room is expansive, like a giant hedge maze made of black monolith-like server racks and lit dimly by green and orange glows from the array, complete with an ominous, deep hum. The backdoor device fits seamlessly into the nondescript black machinery, and everyone breathes a barely audible sigh of relief. For better or worse, it's done.

"DONE?" A voice echoes through your head. "And what have you

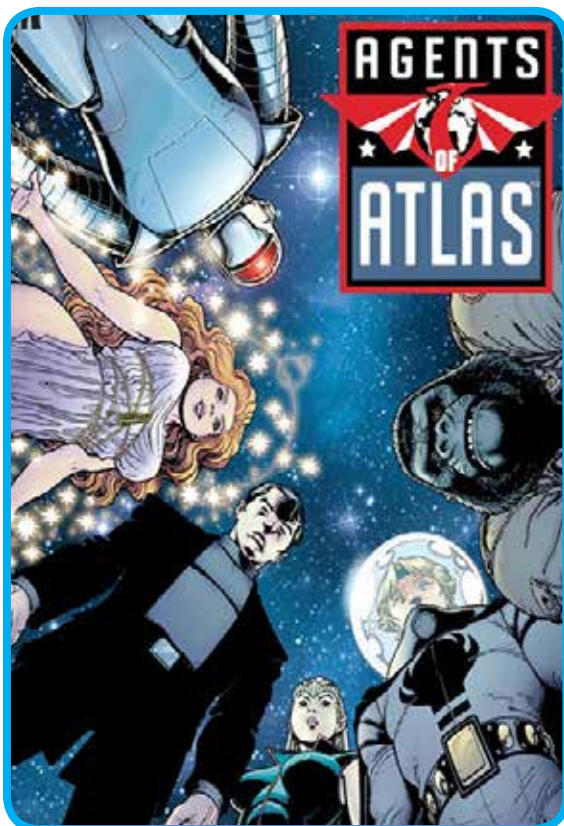
done?" A giant astral form of the Uranian's head floats above you-- a projection of his fantastic mental powers. You all take ready positions, anticipating an attack, when suddenly the room disappears entirely. What you thought was the server room was actually an empty floor of the complex. Empty, save for the Agents of Atlas. The Backdoor device you thought you set was actually placed in the palm of Jimmy Woo. He and the entire place were overlaid with a mental illusion brought on by the Uranian.

Jimmy Woo confronts the heroes. The Uranian has read their surface thoughts and told them all about their mission, the Illuminati, and the eve of Superhuman Registration. But the Uranian knows even more than that. "Show them."

The formerly blank server room has a new illusion superimposed. The Uranian is using his telepathy to project what might happen should the Registration come to pass. He shows a world with official hero-teams patrolling every state of the U.S., a true nationwide superhuman community, but it quickly turns dark as former supervillains use their license to become little more than petty bullies and the populace borders on a police state. Another illusion is shown. In this world, the Registration is not passed, and heroes are free to act selflessly and for altruistic ideals, but the U.S. devolves into a culture of fear and suspicion as a new type of cold war paranoia overtakes the nation fearing uncontrolled outbreaks of power.

"We Agents of Atlas may help you," the Uranian says, "but I'm confused. To which side should our help be given?"

The Uranian offers the opportunity to engage in an astral battle to metaphorically stage the battle between the Pro and Anti positions. He will create a virtual battlefield, and one



hero must become an avatar for the Pro side, another an avatar for the Anti side. These two Shadow Agents will fight head-to-head, and the winner will determine to which side the Uranian will agree with. It's a psychic civil war.

Any hero may volunteer to be the avatar within the illusion, but by default the heroes with the highest Conviction rank for each respective side should battle. If all the heroes are on one side of the debate already, one of the Agents of Atlas will be the avatar for the opposing side. For these purposes, Gorilla Man and Venus are considered Pro-Reg, and Jimmy Woo and Namora are Anti.

The psychic battlefield takes the shape of a plain desert, with small rolling hills dotted with occasional brush, rocks, and boulders as far as the eye can see. The two heroes can fight each other as if this were a real environment and can be free to narrate details appropriate to the scene. They can also be considered at full Health, and any damage done in the virtual world will be reverted when the vision is ended.

The other heroes are watching invisibly and cannot intervene directly in the battle.

However, their voices and emotions can still be heard and felt by the avatars. As such, the heroes have an opportunity to assist the side that matches their allegiance. After an avatar performs a FEAT during a round, any other hero matching their Conviction can make another FEAT using the Conviction rank in place of an ability or Intensity. For example, if Iron Spider was an avatar for the Pro side, he could perform a Fighting FEAT against his opposing avatar, and after which Doctor Voodoo, also of a Pro stance, could have the avatar perform a second FEAT to Evade, using Voodoo's Conviction rank.

The battle will continue until one of the avatars gives in and "yields" to the other position, or until one of the combatants is reduced to 0 Health or succumbs to a Kill result.

AFTERMATH

When the virtual battle between the avatars ends, the Uranian will drop the illusion, and the heroes and the Agents of Atlas will again find themselves in the same abandoned room, having never moved at all.

"It is decided," declares the Uranian, and Jimmy Woo agrees. The battle, metaphorical though it may have been, was convincing. The Uranian will align with the side of the victor. Any opposing Agents may grumble a bit, but they will accept their teammates decision. After all, it doesn't mean much. Regardless of any registration plans, the Atlas Foundation has its own agenda that will require them to continue to operate from out of the public eye. The Shadow Agents can tell the Illuminati that the Atlas Foundation can neither openly support nor oppose any of their plans, but essentially they are on the side of the "angels" to ultimately do good in the world.

One more thing before the heroes leave-- the Uranian will give them a gift for helping him decide his stance. He returns the Backdoor device to them, but not before placing his hands over it and using a mental interface to alter its programming.

If recruited for the Pro side, the Uranian will have transformed the Backdoor into a "Lockbox." A kind of patch, it will allow any data that passes through to be encrypted to an Unearthly Intensity. As one of the fears is that private information will be collected by the Pro side, this should allow superhuman individuals the assurance of privacy. The Uranian warns the Iron Spider in particular, however, that he shouldn't connect to nor activate it though an A.I. interface such as his armor. There will be an increase of operating power to Unearthly levels, but it would burn out in seconds (3 rounds) as it overloads the operating system.

If recruited for the Anti side, the Uranian will return the Backdoor device to the Shadow Agents, but this time as transformed into a "Blindspot." It will act as a kind of worm to delete data regarding any number of individuals, erasing them from all systems throughout the world. As far as computers and electronic surveillance is concerned, these individuals will not exist. The Uranian warns the Iron Spider that should the Blindspot be connected or activated through an A.I. interface such as his armor, the individuals to be "erased" will in effect be invisible to his system at an Unearthly Intensity.

Note that both the Lockbox or Blindspot can only be used once. After it has been secured to a target, it cannot be re-used.

CONVICTION

The heroes should assess their Conviction ranks at this critical juncture. They may have had an opportunity to role-play their thoughts and considerations through the Uranian's mindspace, and the initial visions of the Uranian could give them pause. Heroes should be allowed to change their Conviction at this point as well. It may be helpful for the team to be unanimous in their stance at this point, but it's not necessary.

KARMA

Successfully taking "point" on a scenario: +25
 Successfully installing the Backdoor: +25 all
 Volunteering to be an avatar: +10
 Helping the avatar: +5 each time
 Being the winning avatar: +50, +30 to all contributors
 Being the losing avatar: -50, -30 to all contributors

CHAPTER SIX

6. THE NEGATIVE ZONE

GOALS:

Pro-Reg Stance: Help Thor get rid of Blastaar

Anti-Reg Stance: Help Baron Zemo and Songbird defeat Yellowjacket (and 42's battle bots)

SET-UP

The Shadow Agents have more or less returned to their normal lives, free of the demands of the Illuminati but not free of the burning social issue at hand. The furor over superhuman registration has only intensified, and the nation stands on the eve of a special session of Congress, where it is expected that the SuperHuman Registration Act will surely be passed into law. So, of course, as with pivotal moments like these, the Illuminati have summoned their Shadow Agents.

The only Illuminati member to greet the heroes is Mister Fantastic. He admits that things are escalating faster than predicted, but it's nothing out of control. In fact, the Illuminati have been working behind the scenes to anticipate much of what has been happening. The following day, the SHRA will be enacted into law, requiring superhumans of all kinds to finally make their decision. Which is why Mister Fantastic needs the heroes to help "safeguard" what's about to happen. He will invite them to enter the portal and into the Negative Zone.

Read:

By stepping through a portal of swirling energy, Mister Fantastic drops you into the otherworldly Negative Zone, with skies of swirling space above a blue-gray, moon-like surface.

Looming under the starry skies is an enormous hi-tech building, and before that, greeting you is the hero Yellowjacket/Hank Pym. "Welcome," Yellowjacket says, "to Project 42."

In his words, it's a "containment facility." But it's not hard to catch the implications of Yellowjacket's

words. Despite your help as Shadow Agents, your response to the SuperHuman Registration Act will be needed one way or another, and now is the time. If it were anybody other than Yellowjacket, you might be tempted to take his words as a pointed threat, pressing the Illuminati's leverage against you. Project 42 is the answer to the question no one has openly answered yet— what will happen to those who refuse to register?

Everyone pauses for an uncomfortable moment, which is shattered as clouds start to form above Project 42, and a blinding lightning strike and thunderclap makes everyone flinch. Descending into this dramatic tension is the god of thunder, Thor!

Yellowjacket admits that things would be easier if the world moved smoothly, but the Illuminati have prepared for ... rougher things. This project is Codename: Lightning, a.k.a. Ragnarok. "We needed a Thor, so we build one."

"So, uhm, before we continue, we really should know your final decision. Will you be registering with the SHRA, or will you ... go rogue against the wishes of the nation?"

ACTION

The heroes must declare their intentions to Yellowjacket, although of course they are free to keep the truth to themselves. If any do declare their intention to go rogue, they will politely be asked to step aside.

"Don't make this any harder than it has to be... wait a minute! What the--? Oh, no! It's ... Blastaar!?"

A sudden bomburst erupts in the scene, sending all the heroes flying. A giant, hulking, grey form emerges from the smoke and crackling energy, cackling in evil joy over the destruction. "So glad to see humans in my domain once more, so I can melt your bones!"

Whatever the heroes' feelings about registration, Project 42, or the Illuminati, the call to action is urgent. To face Blastaar means to face certain death!

What begins is a classic monstrous throw-down! For the first three rounds, Blastaar will use his energy blasts indiscriminately, going for area-wide effects. This lessens the Intensity of the attacks by up to -4CS but even a Green result will affect everyone in his radius. (To give the heroes more agency, Thor's attacks will not be effective against Blastaar until after the first three rounds.)

The heroes should feel well and truly on the ropes. After the first round of battle, Yellowjacket will give the heroes special equipment that might help them withstand Blastaar's attacks. He uses his size-changing powers to enlarge two wrist-mounted gauntlets, and tosses them to two nearby heroes (who had earlier pledged to be Pro-Registration.) Yellowjacket declares that Blastaar must be stopped, or the damage to Project 42 will ruin everything! Yellowjacket will then flee into Project 42 to bring the security systems online. (Only Pro-Reg heroes should be given the equipment, if there were heroes who lied about their alignment. If there are no heroes who had pledged to be Pro-Reg, Yellowjacket will flee into 42 without providing any special equipment.)

Remarkable Recursive Shields: Can convert Energy attacks into a personal force field wall, via gauntlets and a battery pack. Absorbs up to 30 points of Energy damage in order to create a protective wall against 30 points of Force damage. Excess of 30 points of Energy damage is still passed to the wielder, and if hit with more than 30 points of Force damage, the wall disappears and must be charged again.

After the second round of fighting, the Anti-Registration heroes are confronted with a strange image in their peripheral vision. If no one publically announced their Anti-Reg stance at the start of the chapter, then consider Songbird (conveniently) to have targeted the Anti-Reg heroes based on other intelligence. If no one is Anti-Reg at all, then this part of the adventure can be skipped.

Read:

A floating flag of pink energy appears,

and you cast your attention to the entrance of Project 42. It's a hero you recognize-- Songbird, of the Thunderbolts! She uses her powers of sound to funnel a tiny voice that speaks to you (all). And only to you (all). "Listen! This is Songbird! If you really are Anti-Reg, then here's your chance to help! Make a break for it and come inside! Don't worry about Blastaar! Thor (or should I say, "Clor?") will have it covered for now."

As if on cue, Thor and Blastaar will have gone head-to-head. A swipe of Blastaar's mighty fist sends Thor reeling, and he turns his head to reveal pieces of his face to have peeled away, displaying a robotic skull, wires sparking.

Songbird pleads, "Come with me if you want some answers!"

This third round, some heroes may attempt to flee the scene with Blastaar in order to catch up with Songbird, who remains out of sight of the others. A successful Evade FEAT must be made, with Blastaar in his final round of Area-wide attacks. This may be a pivotal scene for a Conviction Challenge! Once inside, the ACTION of this chapter will bounce back and forth between the two fronts-- any Pro-Reg heroes outside fighting Blastaar, and any Anti-Reg heroes inside Project 42.

Inside, the heroes will not only come face-to-face with Songbird, but also with the leader of the Thunderbolts, Baron Zemo! The quasi-villain will try to calm the heroes from any violent reactions, saying that SuperHuman Registration can make for some strange bedfellows. After all, they are now on each others' side! It only appears that Zemo is in the Pro-Reg camp, and he is using his position as an inside-man to help Captain America and other heroes of the Anti-Reg stance.

But the time has come for direct action! The Anti-Reg heroes must join Zemo in taking down Yellowjacket! He will take them directly to Yellowjacket's prime lab. They must strike fast, capturing Yellowjacket for themselves and taking care of any countermeasures that

projects what should be called Prison 42! (If there are an unbalanced number of heroes, Songbird can join the battle against Blastaar to even the sides-- after all, Blastaar can't bring the Project down while people are still inside!)

Yellowjacket will be protected by Battle-Bots of his own design that will fight alongside him. There will be one Battle-Bot every Anti-Reg hero, which includes Zemo and Songbird. (The Judge may feel free to limit the Battle-Bots to one for every two heroes or otherwise sideline Zemo/Songbird for more agency for the heroes.) Yellowjacket will abandon his work on the computer to shut down the heroes, and he will express surprise at the Thunderbolts' appearance and try to convince everyone of the benefits of registration and the will of the world.

Heroes inclined to Engineering or Science may be afforded a Reason FEAT of Excellent Intensity to recognize some of the equipment in the lab as containment for superpowered individuals. This could allow for some tactics to maneuver Yellowjacket (or a Battle-Bot, or even Blastaar) inside, rendering them incapacitated.

PROJECT 42 BATTLE-BOTS

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

RM Armor: Versus physical; EX versus energy; AM Resistance to Radiation and Sensory attacks

RM Repulsor Beams: 5-Area range, Force attacks

AFTERMATH

With both Blastaar and Yellowjacket defeated, Baron Zemo will claim triumph. His plans to subvert the Pro-Reg side will continue without encumbrance, and he will trust the Anti-Reg heroes to keep his secret. Blastaar's arrival was something Zemo orchestrated, hoping to destroy the Clone of Thor or at least cause enough damage to ensure it will arrive on Earth as damaged goods. And with Yellowjacket out of the way, Zemo can help Captain America place a shape-shifting mole into Project 42, a key strategy.

Should any hero (especially those Pro-Reg) wish to confront Zemo over his plans, Zemo

will use his recently-acquired phasing powers to remain untouched. He will also point out that he holds the key for the heroes' return to Earth, and will encourage them to hurry, as he is certain a final battle between the two sides will be not far from happening. All the heroes should take him up on his offer and return to Earth via a new portal.

If the Anti-Reg heroes defeat Yellowjacket before the heroes defeat Blastaar (or otherwise if the heroes have fallen before Blastaar), then Zemo will take over to use one of the containment units in the lab to get the drop on Blastaar, ending the conflict.

If the Pro-Reg heroes defeat Blastaar before the Anti-Reg heroes defeat Yellowjacket, then allow the other side a couple more rounds to triumph. If the Anti-Reg heroes cannot finish the battle by this time, then Yellowjacket will retreat, shrinking into seeming nothingness to cover his tracks, and any remaining Battle-Bots will disengage, depowered.

At anything less than a total victory, Zemo will be furious but confident that the outcome will still work according to his plan. He will still open a portal to New York for the heroes.

CONVICTION

The heroes have one last chance to perform any Conviction Challenges or Bolster Conviction, as the final chapter draws near. They have an opportunity to argue with Songbird or Baron Zemo, and indeed some heroes may not feel comfortable that they are forced to work alongside such a notorious criminal, not to mention the underhanded tactics that he allowed them to cooperate with. But neither will the other side appreciate the creation of a clone Thor and may wonder about the motives of creating an off-the-world prison facility.

KARMA

Defeating Blastaar: +100
Allowing Zemo to defeat Blastaar: -50
Defeating Yellowjacket: +40
Allowing Yellowjacket to escape: -30
Defeating Battle-Bots: +30 each
Using the Lockbox or Blindspot on Battle-Bots or Project 42: +20

CHAPTER SEVEN

7. IN FINAL BATTLE

GOALS:

Pro-Reg Stance: Convince Captain America to surrender and/or join your side

Anti-Reg Stance: Convince Iron Man to surrender and/or join your side

SET-UP

As days roll into days, the world seems to degenerate into desperation and chaos. Captain America has gathered like-minded Anti-Reg heroes into a kind of resistance while trying to create alternate identities for themselves. Iron Man has allied with S.H.I.E.L.D. and Pro-Reg heroes while also recruiting villains and spearheading law enforcement who have become known as “Capekillers.”

The need for Shadow Agents has seemed to disappear as the Illuminati themselves are fractured. The Shadow heroes who were Anti-Reg should be considered on the run from the law, and may have found in necessary to flee from loved ones and the trappings of their previous life. Pro-Reg heroes may even have been pressed into service, ranging from

patrolling for fugitives, training neophyte heroes, or simply standing in solidarity for press junkits.

But there is one Illuminati who will reach out. The Black Panther, limited in his involvement so far as a dignitary from outside the United States, will call upon the Shadow Agents for what may be their final assignment. He contacts them via the Illuminati’s comm equipment.

Read:

The stately figure of T’Challa, the Black Panther, makes anyone automatically stand a bit more at attention in respect and awe. For him to be reaching out to you is both an honor and a moment of import

“Regardless of any affiliation to one side or the other,” he intones, “as a Shadow Agent yourself, you may see, like me, from an outsider’s perspective. And what we can see is sadness and strife. My ability to influence events is limited. Privately, I will endorse Captain America, but publicly I abstain from discourse. For a third option, I choose to call upon you all as mediators. Will you

help me stop this conflict?”


The Black Panther knows of the final conflict. It will begin with a breakout to free several heroes already imprisoned in Project 42 but will snap immediately back into New York City. It is in between those moments that Black Panther will arrange for Iron Man and Captain America to be separated. The Shadow Agents will have a small window of opportunity to confront them and convince them to stand down or compromise, lest the situation truly move beyond the point of no return! He gives the Agents a time and location, but ultimately leaves the decision in their hands.

ACTION

The scene for the final confrontation is an abandoned construction site for a new high-rise. Poetically, the building was demolished after a fight between the Avengers and the Wrecking Crew some months back, although the rebuilding process has been slow. There are sections of buildings, support structures, and piles of equipment and raw materials dotted around the site, with vehicles and machinery as you would expect.

When the Shadow Agents arrive, it’s as dusk





is beginning to settle, and the air is darkening and growing more still, as if the air itself is hanging heavy knowing what is about to occur. According to the Black Panther's arrangements, Iron Man and Captain America should be appearing any moment now, and the Black Panther is never wrong.

The heroes should decide which end of the scene they would like to take position. According to their goals, the Pro-Reg heroes should confront Captain America, and the Anti-Reg heroes should confront Iron Man on the opposite side, although it is up to the heroes on how they want to approach the situation.

True enough to the Panther's arrangements, at the right time the skies grow dark with the sudden appearance of a swirling mass of darkness. It's the hero known as Cloak performing a teleportation unlike any you've ever seen, and dozens upon dozens of costumed figures are thrown into New York from the breakout of the Negative Zone, followed closely by Pro-Reg forces. A flicker of blackness and cloud sparks across the scene near the heroes, and Captain America is thrown to one side of the construction site, and Iron Man the other.

The Shadow Agents must follow the rules of Conviction Challenges against Iron Man and Captain America if they hope to reach their goals in forcing either to stand down. Both leaders are considered to have Unearthly Conviction. (Remember, the rules of Impossible FEATs are lifted for Conviction Challenges.) Alternatively, either Iron Man or Captain America must be reduced to zero Health. In this case, the rule for one Challenge per chapter is lifted, but heroes must choose whether their FEAT during any given round will be a Conviction Challenge or a regular action FEAT.

Only one hero per side can attempt a Conviction Challenge at the arrival of Iron Man and Captain America to the scene. After these attempts, Iron Man and Captain America will move to engage one another one-on-one. The heroes should try to keep the two separated as long as possible by restraining them or otherwise engaging in combat, which begins the round-by-round action. Both Iron Man and Captain America will fight any hero opposing them.

After three rounds, Iron Man and Captain America will be able to engage one another directly, and will refrain from attacking the other heroes at that point unless performing a multi-action or area effect. The Shadow Agents can continue to battle Iron Man or Captain America or even each other as the conflict can't help but be escalated. It becomes clear that the outcome of this battle will be the last man standing, philosophically or physically.

AFTERMATH

If either Iron Man or Captain America is reduced to zero Conviction, the battle will come to an end. The loser will realize the futility of their position and give in. Captain America's words can be just as poignant for whichever side loses: "We're not fighting for the people anymore... Look at us. We're just fighting" (Civil War #7, 2007). It will take some time as word spreads to the heroes battling across New York-- it is over.

If either Iron Man or Captain America is reduced to zero Health, the battle will also come to an end, but at a cost. The survivor must make an immediate Conviction FEAT, and earning a White result means he loses all Conviction. For Iron Man, this means giving up on Pro-Reg and turning his back on S.H.I.E.L.D. thanks to Cap's sacrifice. For Captain America, this means giving up on Anti-Reg and seeing such renegades as loose cannons. Either hero will take the role of the other, switching sides.

Read:

Regardless of which side stands triumphant, it is a bitter victory. The scenes of battle, the fearful looks of the populace, and the number of heroes slowly lowering their guard remind everyone that the war may be over but the underlying issues may never really go away. For now, as the night truly falls, it closes a day that was once a bit more innocent and optimistic. The next day will dawn upon a world a bit more wiser, a bit more cynical, and a lot more complex. Maybe what everyone was really fighting for was something impossible-- it was for a dream of simple times

that don't fit in the world anymore.

But that's if you are looking backward. Looking forward, instead, we still see superhuman champions, good men and women who will stand up to use their powers for saving others. There is something wonderful about the human spirit that always proves that, no matter where the shadows starts to grow, there will be an even stronger light to overcome it.

From now on, these heroes won't be Shadow Agents any longer, they will be points of light to shine out over the world.

KARMA

Reducing Iron Man/Captain America to Shift 0 Conviction: +75

Being forced to defeat Iron Man/Captain America to zero Health: -50

Defeating member of the opposing side: +40
Being defeated by members of the opposing side: -40

Being reduced to Shift 0 Conviction: -20

Using the Lockbox or Blindspot on Iron Man: +40

SPRINGBOARDS

And there you have it! A mighty Marvel event with truly epic ramifications, changing the face of the Marvel universe for years to come!

In the original 2006-07 Civil War storyline, Iron Man and the Pro-Registration side emerged victorious. Your version might end very differently, of course, but here's how the "end-credits scene" montage might detail how everyone experienced the fallout from the Civil War...

Iron Man/Tony Stark went on to become nothing less than the director of S.H.I.E.L.D. himself, and countless heroes, both old and new, established themselves as champions for the people. The "Avengers Initiative" enrolled veterans, emerging heroes, antiheroes, reformed villains and more at Camp Hammond in the Arizona desert, training registered superhumans in the use of their powers and helping establish official superhero teams for all 50 States.

Of course, the new status quo brought with it tragedy and tension, as well. Captain America would almost immediately be assassinated on the steps of the Capitol, a martyr for his cause. Several heroes would flee to Canada where the U.S.-based SHRA wouldn't affect them, and many more would operate underground, including a team of Avengers that held the line for their personal freedom which they saw as part and parcel of never giving up their fight against injustice.

The Illuminati wouldn't continue beyond Civil War, its membership fractured (that is, until 2013 saw a similar team re-form to anticipate the events of "Time Runs Out"/Secret Wars in 2015.) The Shadow Agents, therefore, are free to springboard into their own agenda, as free agents. On one hand, they can easily become one of the new superhero teams of the 50 State Initiative; Iron Man might even need an officially unofficial "Shadow Initiative" team for Washington DC or for S.H.I.E.L.D. in general. On the other hand, it would be equally fitting to go on the run and help other non-registered heroes in their radical off the grid adventuring.

Or maybe another leader might have need for a team of Shadow Agents, regardless of Pro/Anti sentiment. As 2014's event "Original Sin" revealed, the original Nick Fury has been known as the Man on the Wall for many years, working in the background to

save the planet from countless threats before the public can be made aware.

Looming ahead for the Marvel Universe at this point is 2009's Secret Invasion event, where a fanatical sect of shape-changing Skrulls set their sights on taking over Earth, something a Man on the Wall would desperately hope to avoid. And beyond that, the stage will be set for Norman Osborn and the Cabal to

rise into their Dark Reign, culminating in the attempted take-down of Asgard in Siege, after which the Marvel Universe will finally enter a subsequent Heroic Age.

All of which means that, in the Marvel Universe, there are countless years of adventures and endless opportunities for excitement!



NONPLAYER CHARACTERS

The following are Non-Player Characters (villains, allies) for use in this adventure. Characters are listed in order of their Chapter appearance.

CHAPTER ONE

THE ACROBAT



CARL ZANTE

Remarkable Fighting
Remarkable Agility
Good Strength
Excellent Endurance
Typical Reason
Good Intuition
Typical Psyche

Health: 90
Karma: 22
Resources: Remarkable
Popularity: 0

Special Abilities/Equipment:

Flame-Retardant Grenades: Reduces Intensity of flames by -5CS; can snuff out fiery sheath/flames for 1 round

Handguns: Typical shooting damage

Sky Platform: Flying vehicle with Good air speed

Talents:

Acrobatics

Martial Arts A, B, C, E

Leaping/Tumbling: No harmful effects from Slams or being thrown with successful Agility FEAT

History & Character:

Zante tried to convince a young Human Torch to join him in a life of crime, and maybe would have succeeded until he double-crossed the Torch and had the tables turned. A rich and successful man in his own right, the Acrobat appears to love the life of crime just for kicks and is willing to try very daring stunts, including impersonating Captain America at one point, to get his thrills.

ASBESTOS MAN



DR. ORSON KASLOFF

Good Fighting
Good Agility
Typical Strength
Good Endurance
Excellent Reason
Excellent Intuition
Good Psyche

Health: 36
Karma: 50
Resources: Typical
Popularity: -5

Special Abilities/Equipment:

"Super-Asbestos" Suit: While not strictly asbestos, it is made of a specially-designed compound to resist fire at Unearthly levels; also provides Remarkable Resistance versus Energy attacks/Excellent versus Physical

Asbestos Net: Amazing Energy Reflection; can store Fire attacks up to Unearthly Intensity or Energy attacks up to Amazing for 1 round before reflecting

Protected Senses: Incredible Resistance versus light-based attacks

Talents:

Engineering

Chemistry

History & Character:

Dr. Karloff hoped to use his scientific talents for get-rich-quick criminal gain, but he never gained respect until he created the identity of the Asbestos Man and managed to publically defeat the Human Torch. The triumph was short-lived, however, as the Torch turned the tables, and he was never able to replicate any kind of criminal success again. Like many of the Revenge Squad, he harbors deep anger and resentment to the Torch, accordingly.

CAPTAIN BARRACUDA



Excellent Fighting
Excellent Agility
Excellent Strength
Excellent Endurance
Good Reason
Good Intuition
Typical Psyche

Health: 80
Karma: 26
Resources: Remarkable
Popularity: 0

Special Abilities/Equipment:

Energy Scimitar: Excellent energy-

charged sword that can cut through Incredible material strength

Talents:

Weapons Master: Swords

Martial Arts E

Navigation

History & Character:

Barracuda is a scoundrel and a pirate, and has been most of his life. Concerned mostly with plundering, he has ran afoul of the likes of the Human Torch, Sub-Mariner, and others. If there are treasures a-waiting, Barracuda will be on board.

DOCTOR PANDORA



DORIAN MURDSTONE

Poor Fighting
Typical Agility
Typical Strength
Typical Endurance
Excellent Reason
Remarkable Intuition
Incredible Psyche

Health: 22
Karma: 90
Resources: Remarkable
Popularity: 0

Special Abilities/Equipment:

Mastery of Imps: Doctor Pandora relies on the Imps contained within his so-called "Pandora's Box" for a variety of effects, each at a Remarkable Intensity. Each Imp represents a different "evil" of humankind expressed in a tangible, if not deadly, way. Only one Imp can be released per round, and they can travel up to 8 Areas while under the Doctor's mental control. An Imp effects one target per round, but

can spread its effect to others as long as it remains under control. If more than one Imp is released, each Imp requires a Yellow FEAT to be controlled. Some Imps and their effects include:

- Fear: Paralyzing fear or forcing victims to flee
- Foolishness: Actions are made with an unrelated ability, or at -3CS
- Confusion: Attacks unknowingly target an ally
- Forgetfulness: Induce temporary amnesia
- Hatred: Induce berserker rages
- Sloth: Induce sleep
- Laziness: Slowing of time

Talents:

Occult Lore

Mythology

Finance

History & Character:

Once known simply as The Sorcerer, Murdstone was a recluse and curmudgeon that often threatened youths who dared to tread too close to his mansion. Using his storehouse of magic and access to a kind of Pandora's Box, he turned his rage on the city until the Human Torch stopped him and tossed his box into the ocean. It was only a matter of time and sparing no expense until the crotchety old man could recover his box and once again threaten his youthful enemy again.

THE EEL

EDWARD LAVELL

Excellent Fighting
Remarkable Agility
Typical Strength
Excellent Endurance
Excellent Reason
Typical Intuition
Typical Psyche

Health: 76
Karma: 22
Resources: Typical
Popularity: -2



Special Abilities/Equipment:

Incredible Electrical Generation: Fire bolts of Energy up to 1 Area

Incredible Electric Touch: Energy damage, direct current; illuminates up to 1 Area of darkness

Incredible Resistance to Electricity

Body Coating: Grease-like substance provides +5CS to Escape FEATs

Amazing Radar Sense

Talents:

Electronics

Contacts:

Maggia

History & Character:

Edward Lavell is the second Eel, and as a member of the Maggia crime family he used the Eel costume to help his crime boss out of prison. He continues to be either a Maggia enforcer or a petty criminal depending on the job required. He doesn't hold a personal vendetta for the Human Torch as much as his predecessor, the original Eel, may have had, but as basically a thug and a bully, Lavell doesn't care much if he roughs up a hero for any reason.

PAINTER OF A THOUSAND PERILS



WILHELM VON VILE

Poor Fighting
Good Agility
Typical Strength
Typical Endurance
Typical Reason
Good Intuition
Remarkable Psyche

Health: 26
Karma: 46
Resources: Typical
Popularity: -5

Special Abilities/Equipment:

INCREDIBLE REALITY MANIFESTATION: Unique paintbrush/paints allow anything painted to become manifest. Creations last as long as he concentrates upon them. Maintaining more than three creations may require a simple Power FEAT, but a White result will negate all creations as will lapses in concentration. Some effects include:

Artifact Creation: Simple shapes and structures up to Incredible material strength; complex or internal machinery aren't strictly capable in the scope of his power, although he can animate, levitate, and/or control any depiction.

Lifeform Creation: Limited only by his imagination, can create up to one large creature per round

Mutate/transform Others: Cannot remove/erase from others but can cover or add creations, such as adding multiple limbs or sealing mouths

Talents:

Art

History & Character:

A talented artist that turned to counterfeiting, the Painter escaped prison and stumbled onto alien, perhaps magical, paints that enabled him to manifest his paintings, even those painted in thin air, into reality. He takes much delight in twisting people's expectations and subverting their preconceptions, including that of decency and heroism like the Human Torch's.

RABBLE-ROUSER



DR. KARL WEINBERG

Poor Fighting
Good Agility
Typical Strength
Excellent Endurance
Typical Reason
Typical Intuition
Good Psyche

Health: 40
Karma: 22
Resources: Good
Popularity: 0

Special Abilities/Equipment:

Mesmerizer Wand: Amazing Mesmerism/Emotion Control, 1-area range, Good material strength; effects range from making his suggestions more believable to turning against loved ones. Effects last for 1-10 rounds unless Weinberg removes the suggestion or the wand is destroyed.

Talents:

Espionage

History & Character:

Weinberg's true country of origin remains unknown, if that is indeed his true name. A spy and a terrorist for the highest bidder, the Rabble Rouser's speciality is destabilizing an area undermining figures of authority. After his initial encounter with the Human Torch left his own mind brainwashed, it was only a matter of time before he recovered to return to his modus operandi and convince others of Torch's enemies to join together in the Revenge Squad.

TRAPSTER



PETER PETRUSKI

Poor Fighting
Good Agility
Poor Strength
Good Endurance
Excellent Reason
Good Intuition
Good Psyche

Health: 28
Karma: 40
Good Resources
Good Popularity

Special Abilities/Equipment:

Remarkable Hyper-Invention: Focused on devices and chemicals related to adhesives

Paste Gun: Fires a stream of glue at a 2-Area range. Effects are:

- Monstrous Entrapment/adhesion
- Monstrous Grappling attack
- 1-Area flooding attack
- Amazing Web-Slinging

Traps: Each within a spring-loaded sphere, each of Excellent material strength

- Bounding Balls: Rebound within 1 Area and attach to random victims
- Memory Wire: Forms into pre-programmed shapes, such as cages or weapons

Remarkable Wall-Walking Boots: Using paste to walk across vertical or upside-down surfaces

Talents:

Chemistry

Contacts:

Frightful Four

Criminal Underworld

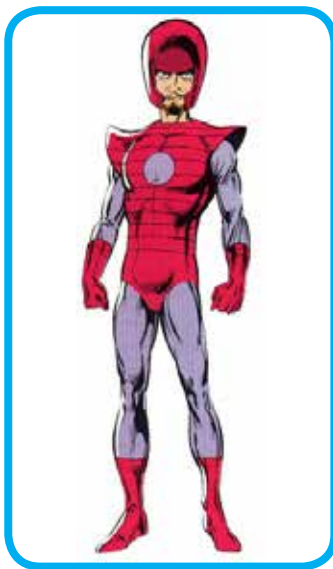
History & Character:

Motivated by greed, Peter Petruski abandoned his career as a brilliant chemist in order to score big in a life of crime. Unfortunately, he was thwarted at every turn by the Human Torch as well as Spider-Man. Even becoming a founding member of the Frightful Four with the Wizard wasn't enough to ensure victory nor notoriety. He is still trying to live down his original alias of "Paste-Pot Pete."

THE WIZARD

Poor Fighting
Good Agility
Typical Strength
Excellent Endurance
Incredible Reason
Typical Intuition
Typical Psyche

Health: 40
Karma: 52
Excellent Resources:
Good Popularity (Negative)



Special Abilities/Equipment:

Power Gloves: Excellent material strength

- Excellent Strength ability
- Incredible Energy Blasts: 3-area range
- Remarkable Force Field generation
- Excellent Typhoon Sphere: Whirlwind force winds, 1-area wide attack

Body Armor: Excellent Resistance versus physical, heat, and cold

Excellent Flight: 10 areas/round

Monstrous Anti-Grav Discs: Adheres to target with Monstrous strength; victims float upward 10 areas/round unless controlled or stopped

Talents:

Thrown Weapons

Physics

Computers

Engineering

Contacts:

Frightful Four

History & Character:

The Wizard is the best example of frustrated resentment against Johnny Storm, which extended to the entire Fantastic Four and allowed him to become one of the FF's most

infamous foes. A genius and self-aggrandizing egoist, the Wizard approaches his villainy like a scientist, testing variables and awaiting the breakthrough that will result in his enemies' downfall.

ZEMU OF THE FIFTH DIMENSION



Remarkable Fighting
Remarkable Agility
Excellent Strength
Incredible Endurance
Good Reason
Excellent Intuition
Good Psyche

Health: 120

Karma: 40

Resources: Monstrous (in home dimension)

Popularity: 100 (in home dimension)

Special Abilities/Equipment:

Energy Pistols:

- Excellent Energy attack, range 4 Areas; may attempt Good disintegration attack on material strength Good or below
- Stun Pistol: Remarkable Stunning attack, range 4 areas

Body Armor: Excellent protection versus Energy; Good protection vs Physical

Talents:

Martial Arts B, C

Military

Marksmanship

History & Character:

Zemu is the proud and despotic ruler of

the Fifth Dimension, a parallel earth with superior technology. His attempt to conquer Earth was confronted by the Human Torch, who even managed to depose Zemu for a long while. Eventually regaining his power, Zemu is using this opportunity for revenge and perhaps a bit of recon for his next invasion attempt.

CHAPTER THREE

JOHNNY DEE



JOHN DEE

Good Fighting
Good Agility
Typical Strength
Excellent Endurance
Typical Reason
Good Intuition
Remarkable Psyche

Health: 46
Karma: 46
Poor Resources
Zero Popularity

Special Abilities/Equipment:

“The Freak”: Johnny Dee hosts a strange entity in his chest-- a gaping maw with six writhing tentacles. By injecting an object with a target’s DNA, the entity can generate an egg that contains a small effigy, or “voodoo doll” of the target. It takes one round to create an effigy.

- Amazing Lifeform Control: Focusing on a victim’s “voodoo doll,” Johnny Dee can control him/her in a variety of ways.

- Mental Domination: Controlling another’s actions until released. These victims have Amazing Resistance to Mental Attack while dominated
- Mind Probe: Telepathic interrogation
- Remote Sensing: Seeing through another’s eyes
- Induce Pain: directly attacks a victim’s Health with a successful Power FEAT on the Energy column; may obtain a Kill result

Talents:

Martial Arts D

History & Character:

Johnny Dee was a runaway to the so-called “Mutant Town” in Manhattan until the world’s mutants lost their powers, and Johnny was among those lost and drifting. He joined many of the so-called “198” refugees in trying to find a place on the grounds of the Xavier Institute, but proved to be a source of chaos among the group. Hating mutants, and indeed himself, Johnny Dee is a malicious manipulator who sees the world as his playthings and enjoys demolishing his “toys.”

Typical Intuition
Typical Psyche

Health: 60
Karma: 18
Poor Resources
Zero Popularity

Special Abilities/Equipment:

Remarkable Prehensile Hair: Mental control over her pink “living hair,” handles objects with Remarkable dexterity. Effects include:

- Multiple actions: Perform up to three actions simultaneously
- Whipping: Remarkable non-adjacent Blunt Fighting attacks up to 1 area away
- Climbing: Move at speeds of 2 areas/round
- Entrapment: Ensnaring others with Remarkable Strength bonds

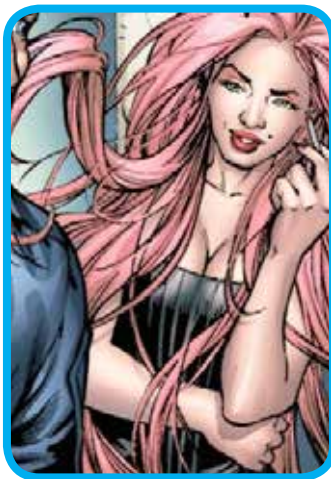
Talents:

Dance

History & Character:

Lorelei was a mutant who made her way to “Mutant Town” as a way to make a living, finding employment as an exotic dancer. The club was owned by a mob boss and later taken out by his enemies. That, and the resulting mutant hatred coming from the decimation of the mutant population, forced Lorelei to become a refugee among “the 198.”

LORELEI



LORELEI TRAVIS

Good Fighting
Excellent Agility
Good Strength
Excellent Endurance
Typical Reason

MAMMOMAX



MAXIMUS JENSEN

Remarkable Fighting
Excellent Agility
Monstrous Strength
Amazing Endurance
Typical Reason
Good Intuition
Typical Psyche

Health: 175
Karma: 22
Poor Resources
Poor Popularity

Special Abilities/Equipment:

Excellent Tusks: Excellent Edged attack/material strength

Incredible Body Armor: Elephant-like hide provides resistance versus physical damage and Excellent protection versus energy attacks

Good Acid Spew: Belching a toxic corrosive liquid; weakens material strength by Good Intensity (-4CS); takes 3 rounds to recharge

Talents:

Martial Arts B

History & Character:

Mammomax is silent but gruff, thinking of himself only as good as the muscle needed for any group. He considers his massive strength, after all, as the reason countless groups want him on their side. After trying with the Brotherhood of Evil Mutants, Mammomax tried for sanctuary with the Xavier Institute and "the 198," but his dour demeanor shows he is still on the path of finding his real place.

PEEPERS

PETER QUINN

Typical Fighting
Good Agility
Good Strength
Excellent Endurance
Typical Reason
Excellent Intuition
Good Psyche

Health: 46
Karma: 36
Poor Resources
Zero Popularity



Special Abilities/Equipment:

Remarkable Telescopic Vision: up to 1 mile/40 areas away

Remarkable Plasma Eye-Blast: Energy damage, up to 4 areas

Talents:

Criminal skills

History & Character:

Despite often being the small, stunted runt of the group, Peepers has at times found himself a member of the Brotherhood of Evil Mutants, Mutant Force, and a kind-of ally to Sabretooth. He's not so much evil as he is misunderstood, and he will be staunchly and fawningly loyal to anyone extending kindness.

OUTLAW



INEZ TEMPLE

Good Fighting
Excellent Agility
Incredible Strength
Remarkable Endurance
Typical Reason
Good Intuition
Typical Psyche

Health: 100
Karma: 22
Good Resources
Typical Popularity

Special Abilities/Equipment

Good Body Resistance: Resistance versus physical and energy damage

Good Regeneration: Heals ten times faster than normal; recovers Endurance Rank points of Health in 2.4 hours

Twin Pistols: Typical range and Shooting attack, can fire both at once with no penalty

Talents

Martial Arts A, B

Weapons Specialist: Pistols

History & Character

Outlaw doesn't mind being called a Texan--she's proud of being fierce enough, rough and tough, and more than capable with her pistols to wear any cliché with honor. Just don't call her Crazy Inez; that childhood nickname was part of her bullied past before her mutant powers allowed her to stand up for herself and later become a capable mercenary and bounty hunter. She worked with Agency X until the mutants' decimation led her a-wanderin' into "the 198" group.

TOAD

MORTIMER TOYENBEE

Typical Fighting
Remarkable Agility
Good Strength
Excellent Endurance
Excellent Reason
Typical Intuition
Poor Psyche

Health: 66
Karma: 30
Poor Resources
Typical Popularity



Special Abilities/Equipment

Excellent Hyper-Leaping: 3 areas/round; can move up to 30mph in a series of rapid 30-foot leaps. Toad has also mastered the following power stunts:

- Multiple-Attack Hopping: Excellent Charging attack, up to nine different targets in succession in the same area
- Single-Attack Hopping: Remarkable Charging attack if no other actions taken, doubles as a Remarkable Dodging attempt

Good Prehensile Tongue: Whipping action for Good blunt damage up to one area adjacent

Excellent Body Secretion: Acrid-smelling body coating from his skin/hands; used for a variety of effects

- Excellent Wall-crawling
- Adhesive Spit: Excellent Intensity entrapment
- Paralyzing Touch: Excellent Intensity toxin

Talents

Electronics Maintenance

History & Character

Too often the source of disdain and ridicule, Toad has often borne the brunt of persecution and lowly position. Despite leading his own Brotherhood of Evil Mutants and other groups at times, he has never found satisfaction in a truly villainous role that lashes out at others. Rather, his insecurities time and again has led him to being a servant or otherwise deferring to the whims of those who show any bit of concern or interest in

him.

CHAPTERS 4&5

GORILLA MAN



KENNETH HALE

Excellent Fighting
Remarkable Agility
Incredible Strength
Incredible Endurance
Typical Reason
Excellent Intuition
Good Psyche

Health: 130
Karma: 36
Feeble Resources
Zero Popularity

Special Abilities/Equipment:

Prehensile Feet: Enables an additional action with a simple Fighting FEAT

Good Climbing: Leaping/moving 3 areas/round

Excellent Regeneration: Heals 20 times faster than normal; recovers Endurance Rank points of Health in 1.2 hours

Immortality: Magically blessed to never die (i.e., will recover normally if Endurance Rank lowered to 0) unless he dies at the hands of another human who will then transform into the Gorilla Man.

Semi-Automatic Guns: Excellent Shooting/range

Typical Jet Pack: Provides flight at 6 areas/round

Talents:

Martial Arts B, C

Guns

Demolitions

Wilderness Survival

Multiple Languages

History & Character:

Kenneth Hale was a soldier of fortune traveling through Africa during the 1950s in search of fortune and glory. He sought out the fabled Gorilla Man, and found out to his horror that the curse was true after killing the monster in self-defense and becoming the beast himself. Hale is a jaded and grizzled adventurer, but his gruff exterior belies the self-sacrificing hero inside.

M-11 THE HUMAN ROBOT



Excellent Fighting
Excellent Agility
Amazing Strength
Incredible Endurance
Excellent Reason
Good Intuition
Remarkable Psyche

Health: 130
Karma: 60
Zero Resources:
Zero Popularity

Special Abilities/Equipment:

Incredible Armored Body: Protection versus physical attack, Remarkable versus energy. Unearthly protection against

electricity, radiation, heat, and cold.

Remarkable Telescopic Limbs: Can extend arms up to 1 area away, legs up to 2 areas. Allows for:

- Non-adjacent Melee attacks
- Entanglement: Successful Wrestling FEAT wraps victims in Remarkable strength bonds
- Elongation: May move up to 4 areas/round

Excellent Electrical Emission: Energy damage on contact

Remarkable Force Field: Can extend over 1 area

Amazing Death Ray: Destructive beam from its eyes with 4-area range. Cannot perform other actions when firing

Excellent Enhanced Senses: Advanced audio and visual input, including infravision and radar

Amazing Computer Interface: Capable of direct networking and computer control

Remarkable Self-Repair: Healing up to Endurance Rank of Health in 4 hours; Recovers one lost Endurance Rank with one Power FEAT per day

Talents:

Electronics

History & Character:

Like a story straight out of an old-timey horror comic, the Human Robot is a creation of a scientist working to perfect robotics in the 1950s, but the robot turned on its creator and killed him, due to the lack of a special "regulator" to perfect it. In fact, the robot's origin was part of a complicated plot by Plan Tzu, leader of the Atlas Foundation, to groom SHIELD agent Jimmy Woo as his successor. Thus, the robot wandered into the sea only to be resurrected in recent years to re-form the Agents of Atlas. M-11 is mute, and indeed, gives an appearance of only rudimentary sentience although it is quite capable of independent reasoning.

THE URANIAN

ROBERT GRAYSON



Incredible Fighting
Good Agility
Incredible Strength
Remarkable Endurance
Remarkable Reason
Good Intuition
Incredible Psyche

Health: 120
Karma: 80
Remarkable Resources
Good Popularity

Special Abilities/Equipment:

Unearthly Physiology: Resistance versus Cold, Energy, Radiation, Toxins, Disease, and the effects of aging. However, he must breathe an atmosphere akin to that of Uranus, confining him to his breathing apparatus of Excellent material strength or specially-designed rooms

Uranian Headband: Incredible strength material, allows for highly advanced mental powers, including:

- Incredible Telepathy, including Empathic Detection of others up to an 8-area radius; Illusion-Casting, directly into the minds of others; and Hypnotic Suggestion
- Information storage, such as complete atomic recordings of an area to a complete genetic structure of someone made physical contact with
- Communication/remote control of his flying saucer
- Incredible Levitation, can mimic True Flight at Good speed (8 areas/round)

Flying Saucer: Shift X material strength hull, flies at up to Class 5000 speeds

(100 times lightspeed.) Other capabilities include:

- Amazing Tractor Beam
- Regenerative Pools: provides Unearthly Regeneration to those placed inside
- Holographic Projections: creates Excellent tangible, hard-light displays
- Self-Repair: Unearthly regeneration of damage to its interior and exterior
- Amazing Laser Array: Powerful Energy attack weapons

Talents:

Uranian Technology

Super-Science: With focus on Physics/Astrophysics, Chemistry

History & Character:

Robert Grayson once adventured in the 1950s as Marvel Boy, the earth-boy who lived on the planet Uranus. But later, the native aliens adopted him, literally and physically, into their hive-like collective by altering his DNA. When forced to choose between his worlds in order to help his former ally, Jimmy Woo, he chose Earth, although now he is trapped, unable to return to his collective while feeling like a true alien himself. Quiet, brooding, and detached from humanity, he is having a hard time re-acclulturating.

NAMORA



AQUARIA NEPTUNIA

Remarkable Fighting
Remarkable Agility
Amazing Strength
Remarkable Endurance
Typical Reason
Remarkable Intuition
Excellent Psyche

Health: 140
Karma: 56
Good Resources
Good Popularity (General)
Amazing Popularity (Atlanteans)

Special Abilities/Equipment:

Excellent Water Freedom: Completely adapted to life in any section of the ocean, including equal Resistance to Cold and Enhanced Vision under the depths

Atlantean hybrid physiology: Allows for Water-Breathing and amphibious activity, but presents a dependency on water. For every hour away from water, her Fighting, Strength and Endurance drops -1CS until reaching Typical rank. Total Health suffers 30 points for each day not immersed in water. Also provides her increased longevity

Typical Hyper-Swimming: 3 Areas/round, as if unencumbered

Poor Flight: Ankle wings allow her to fly at light speeds of 4 Areas/round

Excellent Body Resistance: Versus physical damage and effects of pressure

Talents:

Martial Arts B, D
Atlantean languages

Contacts:

Sub-Mariner
Atlantis and Lemuria

History & Character:

The cousin of Namor the Sub-Mariner, Aquaria got her nickname Namora because they were so inseparable. When not accompanying him on his various adventures, she traveled the world on her own escapades, including some time among the original Agents of Atlas. She settled down to start a family in the undersea kingdom of Lemuria, using advanced technology to clone a daughter, Namorita, in recent years. She was the victim of treachery from a jealous

villain and appeared poisoned to death until Jimmy Woo rescued her and she rejoined the Atlas Foundation. Having just learned that her adopted daughter Namorita was among the New Warriors killed in the Stamford event that sparked the Registration debate, Namora can barely constrain her seething resentment and hopes for revenge soon.

VENUS



Typical Fighting
Incredible Agility
Amazing Strength
Incredible Endurance
Typical Reason
Amazing Intuition
Amazing Psyche

Health: 136
Karma: 106
Poor Resources
Unearthly Popularity

Special Abilities/Equipment:

Immortality: Class 1000 resistance to aging, disease, and toxins; includes Incredible Invulnerability to other physical and energy attacks

Monstrous Siren's Song: Places victims in hypnotic trance and susceptible to suggestion. Affects women at -4CS.

Incredible Empathy/Empathic Projection: Reads the emotions of others as well as instill others with emotions ranging from euphoric bliss to crippling despair

Water Freedom: Completely adapted to life in any section of the ocean, including equal Resistance to Cold and Enhanced Vision under the depths as well as Water-Breathing

Talents:

Mythology
Lore/Literature regarding love and poetry
Multiple languages

Contacts:

Atlas Foundation
Olympians

History & Character:

Venus is actually one of the fabled Sirens, monsters from Greek mythology. The Sorcerer Supreme known as the Ancient One, however, "cursed" her with a human soul and she fled to the human world, living a monastic life in repentance. Over the years, she came to believe in others' view of her, that she was in fact the Goddess of Love wandering the Earth to help mortals and teach them the power of love. It is a testament to her true soul that she rejected her true nature and became a champion of love to battle injustice around the globe.

JIMMY WOO



Remarkable Fighting
Excellent Agility
Good Strength
Excellent Endurance
Good Reason
Excellent Intuition
Good Psyche

Health: 80
Karma: 40
Amazing Resources
Zero Popularity

Special Abilities/Equipment:

Browning 9mm Pistol: Typical damage, 3-Area range, 14 rounds; can switch out to mercy bullets to deliver an Excellent Intensity knock-out drug

Woo often carries other conventional and hi-tech gadgetry as appropriate for his mission

Talents:

Leadership
Marksmanship
Martial Arts A, C, D
Espionage/Detective skills
Multiple languages

Contacts:

Atlas Foundation
FBI / S.H.I.E.L.D.

History & Character:

During the 1950s, Jimmy Woo was a FBI agent constantly embroiled in thwarting the criminal mastermind then known as the Yellow Claw. He later became a S.H.I.E.L.D. agent and, near retirement, learned the truth that the Claw was in fact grooming him to take over the Claw's massive organization. It also led to a re-encounter with the Uranian, which enabled Woo to be rejuvenated to his prime. He took over the Atlas Foundation, but only so that he could covertly take down the organization from within.

CHAPTER 6

BLASTAAR

Excellent Fighting
Good Agility
Amazing Strength
Unearthly Endurance
Good Reason
Good Intuition
Excellent Psyche



Health: 180
Karma: 40
Excellent Resources
Poor Popularity

Special Abilities/Equipment:

Remarkable Invulnerability: Protection versus physical and energy attacks

Self-Sustenance: Can survive for weeks without food; can enter a state of suspended animation for months and voluntarily reawaken whenever desired

Monstrous Energy Blast: Can make a 1-Area wide effect at -3CS or 2-Area wide effect at -4CS Intensity

Monstrous Rocketing: Flight up to 30 Areas/round

Talents:

Military/Tactician

Contacts:

Negative Zone (Baluur)

History & Character:

Blastaar is basically a ruthless warrior in pursuit of nothing less than raw power. He rose to power over his home planet, native to the Negative Zone, and has engaged in campaigns of conquest ever since, including attempts to conquer Earth, stopped only by the Fantastic Four.

RAGNAROK



CLONE OF THOR

Remarkable Fighting
Excellent Agility
Monstrous Strength
Monstrous Endurance
Poor Reason
Poor Intuition
Poor Psyche

Health: 200
Karma: 12
Zero Resources
Amazing Popularity

Special Abilities/Equipment:

Excellent Invulnerability: Resistance to physical attacks, heat, cold, radiation, toxins, aging, and disease

Cybernetic Hammer: Incredible material strength and damage; keyed to Ragnarok's brain allowing remote control and only him to use it. The weapons systems housed by the hammer provide:

- Thrown weapon attack: Homing device allows hammer to return
- Amazing Electrical Discharge: Lightning-like energy attack
- Excellent Flight: 10 Areas/round; levitation

Talents:

None

History & Character:

At a time when the true god of thunder was believed to have been lost or killed in battle, a trio of scientists (Hank Pym, Reed Richards, and Tony Stark) took it upon themselves

to create a cybernetic clone to replace him. The project, dubbed "Codename Lightning," was secret to all except select S.H.I.E.L.D. executives and completed in time for the superhuman "civil war" over the SuperHuman Registration Act. Despite the inventors' best efforts, the clone of Thor holds limited reasoning capabilities, being yet to grow into a fully autonomous artificial intelligence beyond basic functions and needs provisions such as overriding directives against using lethal force.

YELLOWJACKET



HANK PYM

Excellent Fighting
Excellent Agility
Good Strength
Excellent Endurance
Excellent Reason
Good Intuition
Typical Psyche

Health: 70
Karma: 36
Good Resources
Remarkable Popularity

Special Abilities/Equipment:

Incredible Shrinking: Attack bonus +3CS; To be hit penalty -3CS

Remarkable Insect Communication/Control: Including making swarming attacks

Good Flight: 8 Areas/round, at full or

shrunk height; mimics Hyper-leaping

Excellent Protected Senses: Goggles-protected vision

Remarkable Disruptor Sting: Energy damage, 1-Area range

Talents:

Invention/Engineering

Robotics/Cybernetics

Chemistry, Biology, Physics, Super-Science

Contacts:

Avengers

Fantastic Four

History & Character:

A super-scientist from the beginning, Hank Pym's discovery of the "Pym Particle" gave him the size-altering powers that created the Ant-Man identity as well as Giant-Man and Goliath. Coming in and out of retirement and membership of various teams, Pym prefers to remain outside of active superhero adventuring but is always on hand to support his fellow heroes. Most recently, he has returned to his Yellowjacket identity.

BARON ZEMO



HELMUT ZEMO

Remarkable Fighting
Excellent Agility
Good Strength
Excellent Endurance
Excellent Reason
Excellent Intuition
Remarkable Psyche

Health: 80
Karma: 70
Excellent Resources
Incredible Popularity (Negative)

Special Abilities/Equipment:

Sword: Remarkable strength material inflicting Excellent damage

Erma Luger .22 Pistol: Typical damage, 3-Area range, 8 rounds

Twin Moonstones: Powerful alien artifacts hover around him and provide abilities such as:

- Increased physical attributes: Agility should be considered at Incredible; Strength and Endurance at Amazing; Health: 170
- Amazing Light Generation, including light bursts and lasers
- Amazing Phasing, duration limited to holding breath
- Good Flight: 8 Areas/round, levitation

Talents:

Martial Arts B

Marksmanship

Weapons Specialist: Swords

Military

Genetics

Engineering

Leadership

Contacts:

Villain Community

History & Character:

Helmut Zemo was raised under the fascist ideal of his father, Baron Heinrich Zemo, a World War II villain. Helmut watched Captain America defeat his father and has been obsessed with pursuing his self-perceived superiority ever since, including attempts to replicate his father's scientific discoveries that resulted in his creation of Compound X. Its exposure left him horribly disfigured but resistant to the effects of aging. As the leader of the Thunderbolts, Zemo hopes to prove his superiority in a new arena, that of anti-

hero, and had at this time usurped powerful alien artifacts known as the Moonstones to pursue these ends.

SONGBIRD



MELISSA GOLD

Excellent Fighting
Excellent Agility
Typical Strength
Good Endurance
Typical Reason
Good Intuition
Typical Psyche

Health: 56
Karma: 22
Typical Resources
Good Popularity

Special Abilities/Equipment:

Incredible Sound Harness: Shoulder-mounted carapace converts sonic powers into pink solid-sound objects

Incredible Energy Constructs: Creates simple shapes, weapons of Excellent Edged or Incredible Blunt attack, shields, containers/platforms carrying up to Remarkable strength

Excellent Flight: 10 Areas/round via sound-shaped wings

Excellent Emotional Control:
Hypersonic influence over others

Talents:

Pro-Wrestling

Martial Arts C

Contacts:

Thunderbolts

Avengers

S.H.I.E.L.D.

History & Character:

Once known as the pro-wrestler Screaming Mimi, Melissa Gold was given powers of a destructive and hypnotic hyper-scream, engaging in a criminal lifestyle with the like-minded Grapplers and later with Angar the Screamer. On one particular getaway, she burnt out her powers and was rescued by Baron Zemo and given a new identity and powerset as Songbird, one of the original Thunderbolts. These former criminals realized they enjoyed the success of being champions of the people and continued on a heroic path, despite it being a bumpy road. Songbird sometimes finds her relative meek and tentative personality overwhelmed by the larger ones around her, but her determination never lets them take over.

CHAPTER 7

IRON MAN

TONY STARK

Typical Fighting
Typical Agility
Poor Strength
Typical Endurance
Incredible Reason
Excellent Intuition
Typical Psyche

Health: 22
Karma: 66
Incredible Resources
Monstrous Popularity

Special Abilities/Equipment:

Remarkable Extremis Cyberpathy:
Remote access and control of
communication systems such as satellites
and computer terminals

Extremis Body Armor: A techno-organic virus stores the Iron Man armor



in Stark's body, and can be summoned at will as a Pre-Action or Action to create an exoskeleton of hi-tech powersuit that provides the following:

- Increased strength and abilities
 - Remarkable Fighting
 - Remarkable Agility
 - Incredible Strength
 - Monstrous Endurance
- Amazing Resistance vs physical attack
- Remarkable Resistance vs energy, heat, cold, and corrosives
- Amazing Protected Senses vs light or sonic attack
- Communications and sensory array, including infrared, radar, sonar, and heat detection
- Life Support, including sealed air supply
- Amazing Repulsor Ray: Force damage particle beams from armor; variable damage and range up to 10-Area range

- Remarkable Uni-Beam: Energy damage; light bursts, infrared/ultraviolet light projection, lasers; 3-Area range
- Remarkable Image Inducer: Holographic masking of identity or projection of 3-D heads-up display
- Amazing Energy Absorption: Stores up to 300 points of energy damage for up to 3 rounds and can return it as Amazing energy damage; longer storage requires an Endurance FEAT or erupts in Good damage to all in 1 Area
- Targeting Computer: Armor provides +1CS to ranged attacks
- Shift X Flight: Jet propulsion to 50 Areas/round

Talents:

Invention/Engineering
Computers/IT/Robotics
Business

Contacts:

Avengers
S.H.I.E.L.D.
U.S. Presidency/Cabinet

History & Character:

Tony Stark long enjoyed the life of a genius industrialist profiting off of his inventions, caring little about its use as munitions and military hardware until he was kidnapped by warlords and forced to create weapons for them. Instead, he made the first rudimentary Iron Man armor and escaped, pledging his life and inventions to protect rather than war-profit. As a self-proclaimed futurist, Stark wants to engineer everything-- from his armor to the world itself, to be bigger, brighter and better.



CAPTAIN AMERICA

STEVE ROGERS

Amazing Fighting
Incredible Agility
Remarkable Strength
Remarkable Endurance
Excellent Reason
Excellent Intuition
Amazing Psyche

Health:150
Karma:90
Typical Resources
Unearthly Popularity

Special Abilities/Equipment:

Unique Weapon- Shield: Class 3000 material strength, effectively immune to any damage, although the wielder is still subject to Slam or Stun effects; Power stunts include:

- Remarkable Thrown Weapon damage, range 3 Areas
- Multiple targets can be attained without penalty

Talents:

Weapons Specialist: Shield
Martial Arts A, B, C, D, E
Leadership
Military/Tactics
Artist

Contacts:

US Armed Forces
S.H.I.E.L.D.
Avengers
Superhero Community

History & Character:

The story is well-known-- As a frail but earnest young man determined to help his country during World War II, Steve Rogers displayed a forthrightness that elected him to be part of the Super-Soldier program and becoming Captain America, helping to turn the tide of evil. Thought lost to the world in the 40s, he was discovered frozen in ice for decades and rose again to become America's champion. His idealism of the human spirit doesn't make him blindly patriotic, as Captain America believes in the dignity of all and the truth, liberty, and freedom that he is determined to fight for no matter what era.

MARVEL SUPER HEROES™

UNOFFICIAL GAME ADVENTURE

FEATURING
CIVIL WAR: SHADOW AGENTS
BY DANNY WALL

Tragedy strikes the nation as hundreds die as a result of unregulated superhuman activity, prompting everyone to ask —
What side are YOU on?

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