



SOURCEBOOK

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MUTANTS & MASTERMINDS

FREEDOM'S MOST WANTED

BLACKSTONE FEDERAL PRISON

Interrogation & Pre



SOURCEBOOK

DeKRAKER-08

**“You can calculate the worth
of a man by the number of his
enemies....”
- Gustave Flaubert**





FREEDOM'S MOST WANTED

A GREEN RONIN PRODUCTION

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WELCOME TO THE BLACKSTONE FEDERAL
PENITENTIARY SUPER-POWERED OFFENDER DATAVAULT

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INTRODUCTION

While superheroes are the stars of a *Mutants & Masterminds* series, supervillains are its lifeblood; without them menacing the city and the world on a regular basis, there wouldn't be much for the heroes to do, barring the odd natural disaster or petty criminal. Supervillains are the "monsters" of RPGs like *M&M*, and interesting villains make the game fun and exciting to play.

Many *M&M* adventure plots start with the villain: what does he or she want? What is the newest costumed criminal in town plotting? Perhaps the villain needs to acquire something to put the plan into motion. Naturally, the heroes need to piece together the clues and find out what their foe is planning. Does the villain have some new power or method of operation? Is there a new alliance in the criminal fraternity? The heroes have to either get one step ahead of their foe or risk being wiped out by the villain. Of course, confronting the criminal directly has its risk, but what's a story without at least one improbable escape?

The *Freedom City* sourcebook presents plenty of supervillains, but you can never have too many choices when it comes to planning out your *M&M* adventures. *Freedom's Most Wanted* presents you with dozens of new, nefarious ne'r-do-wells to challenge the heroes in your game!

HOW TO USE THIS BOOK

Freedom's Most Wanted consists of new super-criminals for your *M&M* game, split into two major sections. The first presents villain groups and teams suitable for challenging an entire team of superheroes on their own. The second section making up the bulk of the book, describes individual villains who can either operate on their own or form temporary alliances with others of their ilk to menace Freedom City—and the world.

The individual backgrounds assume the use of the various heroes detailed in *Freedom City*, but you should feel free to modify them as you see fit to suit your own game and setting. If you are not using *Freedom City*, the villains adapt well to any four-color style superhero setting. Less four-color settings, such as the *Paragons* setting sourcebook, may require additional adaptation. Some villains may not be suitable for some settings, such as mystical or mythic foes in a world lacking those elements (unless the villains are not entirely what they seem to be).

Although the villains are integrated into the *Freedom City* setting, many of them have fewer ties to existing Freedom City heroes, making them suitable to become parts of the rogues galleries of the players' heroes. A great many of the villains in this book are "at large" and present either potential cases for the heroes to investigate or simply threats the Gamemaster can use as the basis for an adventure.

Freedom's Most Wanted also diverges a bit from *Freedom City* by presenting villains from different periods of the city's history, such as the Golden Age incarnation of the Crime League and some of

the original Raven's "Silver Age" foes. This has two purposes: first, you can use these period villains for adventures set in their respective times, either as set-pieces or time-travel adventures using modern heroes. Second, the historical villains provide a context for the setting. You can use them as inspiration for modern super-criminals following in their felonious footsteps, naturally having a similar motif and game traits! The modern and Golden Age versions of King Cole in this book provide an excellent example of this kind of thing.

The villains have a "Learning About..." section, containing information that characters with particular skills—like Gather Information and Knowledge—might learn or know about the villains. You can use these sections as guidelines when your players' heroes investigate new foes to find out more about them. Modify the information given to suit your own game, perhaps giving the heroes vital clues on how to overcome the villains the next time they run into them.

If the heroes lack the necessary skills, don't forget about untrained skill checks (possible for both Gather Information and Knowledge checks with DCs of 15 or less); using those, the heroes can at least learn a little. You can also provide some of the information from this section to players who spend a hero point for inspiration (*M&M*, page 122), representing a sudden flash of insight on the hero's part or a clue from an unexpected source.

Each villain or group also comes with two or more "capers," short adventure ideas for how you can use that foe in a *Freedom City* series game. Most of the ideas are easily adapted to other four-color superheroic settings. Each villain is therefore two or more ready-made adventures, giving you more than a hundred in this book alone!

The foes in *Freedom's Most Wanted* vary in power level, from PL 4 and 5 minions to PL 8 *Golden Age*, *Hero High*, and *Agents of Freedom*-level characters through to PL 13 demi-gods and PL 15-18 monsters. The bulk of characters sit in the PL 8-10 range, making them suitable for most *M&M* games, particularly when dealing with groups of villains like the Crime League. Naturally, you should feel free to adjust the power level of any character in this book to suit your own series; simply raise or lower the appropriate traits (mainly combat traits and saving throws) to more closely fit your game's power level.

Although detailed, the villains game traits do not include things like power stunts via extra effort, which you should feel free to improvise for them in play, with the villain either appropriately fatigued or awarding the player(s) a hero point for the resulting setback. Similarly, while resources like equipment are detailed, some villains may have temporarily things like hideouts or hired minions not reflected in their stats. Since their power point totals are only for reference anyway (and do not really impact game play), feel free to change around these things as you see fit.

And now, bring on the bad guys!

WELCOME TO THE BLACKSTONE FEDERAL
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ORGANIZED OFFENDER SECTION



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THE CONTENDERS

In 1982, the place for scrappers, tough guys, and every general sort of ne'er do well who called the Fens home was a seedy, completely unappealing dive named Schenck's. It might have been a reputable alehouse in previous generations, but by the time the '80s rolled around it was a festering cesspool of the worst sort. The beer was cheap, if watered down, but the real draw for the neighborhood thugs was the backroom entertainment. Those who knew the men who went to the weekly fights in the back hoped they would not return; it was not at all uncommon for crippling injuries or even deaths to result from such fights. The winners were the worst, because they came home sore, drunker than usual, and with adrenaline in their system. No one cared about the men who fought at Schenck's.

Perhaps that was why the Labyrinth chose them for test subjects.

It was a surprisingly low-profile operation. The Friday night fight was in full effect when Labyrinth agents gassed the entire structure. The eighteen men participating in the back were taken and everyone else was left. There was hardly a person in the building to whom blackouts and memory loss weren't familiar conditions, so no one thought much of it, to be honest. The families and "friends" of the men taken certainly didn't miss them.

Of the eighteen subjects removed from Schenck's, only six survived the DNAscent process. The six survivors were allowed to escape after having been thoroughly studied, although they believed that they fought their way free (a favorite tactic employed by the DNAscent technicians and administrators). The men, each altered in such a way that returning to their previous, miserable existences was both impossible and undesirable, decided to go into business for themselves. The Contenders were born, counting among their number Bear-Knuckle, Fly-Boy, Heavyweight, Sucker Punch, TKO, and Undercard.

The Contenders spent most of the '80s and a good portion of the '90s attempting all manner of primitive criminal enterprises. On their own, they weren't smart enough for anything other than a bank job or an extortion racket, but occasionally they found themselves in the employ of other, more sophisticated criminal organizations. Over the course of their careers, they have worked for the Oliverti family, the Foundry, the Labyrinth (the irony was completely lost on them), and even Boss Moxie's cartoon Mob on one occasion (which made the pages of newspapers around the country). Although the Contenders rarely had more than nominal success at any long-term objectives, they did develop a reputation as useful henchmen because of their combat abilities, their ability to keep their mouths shut, and their general lack of ambition; it was difficult to plot against their bosses when they only had a marginal understanding of what the plan was, after all.

By the late 1990s, however, the Contenders were not faring well. Fly-Boy and Heavyweight had just gotten out of prison after a three-year stint for grand larceny. Sucker Punch had been killed a few years prior after a heated disagreement with Bear-Knuckle in a seedy waterfront dive. Undercard went to prison with Fly-Boy and Heavyweight and was killed on the inside for his involvement in the death of a Mob boss's son some years before. Bear-Knuckle and TKO, who had remained free, had been unable to find work for more than six months. Given that none of the Contenders had ever really grasped the notion of saving for a rainy day, things were looking

bleak all around. When August Roman approached them about joining his new underground fighting circuit, they were interested.

The Circuit Maximus was an outgrowth of Roman's previous criminal enterprise, the Circus Maximus. Looking to capitalize on the growth market of underground gambling as well as make the most of his connections within the superhuman criminal community, Roman set up a circuit where superhumans could face off against one another in a no-holds-barred, one-on-one competition while jaded, wealthy onlookers wagered on the outcome. It was ideally suited to the Contenders. All four signed up instantly. The only condition was that they would never be forced to fight against one another unless the two participants agreed to the bout. In a manner fitting men of their nature, they signed their first contracts in blood.

Under different circumstances, the Contenders might not have fared well on the Circuit. There were many other superhumans already signed up who were more powerful and more skilled. At the time, however, they were lean, hungry, and desperate for a chance to make a better life for themselves. They exploded on the scene like a hurricane and began cutting a path through the competition that stunned everyone involved with the Circuit.

Years later, the Contenders remain heavily involved with the Circuit Maximus. They are among the most popular fighters in the organization and each has a loyal fan-base among the long-time followers of the scene. They are all well past their prime and aware of it, even if they refuse to admit it to anyone else. They are regarded as grand marshals in a way and it is rare for a Circuit event of any size not to have at least one of them in attendance to oversee the matches.

Occasionally some young upstart will challenge one of the Contenders. These matches are wildly popular among the gamblers and fans; none of the Contenders have ever declined such a challenge. In the ring, they are brutal and relentless, determined to prove they are still forces to reckon with. What they may lack in strength and speed these days, they make up for in sheer ruthlessness. It works well. More than one arrogant young challenger has been killed in the ring in these matches, but then that sort of thing is perfectly acceptable on the Circuit Maximus.

BEAR-KNUCKLE

Bear-Knuckle is easily the most violent and ruthless of the Contenders. Among a group of their general temperament, that is quite a statement indeed. Some believe his animalistic tendencies are a result of the same process that altered his body, but those who knew him before DNAscent all agree his temperament has not changed in the least.

Michael Donovan was the survivor who lost the least when the Labyrinth abducted and experimented on the patrons of Schenck's, all those years ago. He had no family, no job, and almost no chance of survival. He owed money to a local loan shark and had already beaten one man who came to collect the money nearly to death. If he had not been taken by Labyrinth, it is unlikely he would have sur-





vived the week. As it was, he saw his transformation as a chance to leave everything behind and start over, making a better life for himself. Unfortunately, Donovan had very little understanding of what a better life was. In the end, he simply used his new talents to escalate the violence that had marked his life up until that point.

Bear-Knuckle is the most violent and least intelligent of the Contenders, but that is not to say that he isn't cunning. Even before the abduction, he had a knack for reading people and avoiding larger predators. Bear-Knuckle never makes the arrangements for the Contenders to take on new jobs, but he's always the one who takes care of business if the group's employers betray them.

Ironically, while the other Contenders have often been angry at Bear-Knuckle for complicating their lives with his violent rages, none of them are particularly concerned that he killed Sucker Punch, one of their number, over a decade ago. The extent of Sucker Punch's physical changes was significantly greater than either Bear-Knuckle or Fly-Boy; even after ten years of working together, he still made the others uncomfortable. Sucker Punch was also a frequent critic of both the other members and the team's plans. At the time the fight broke out between the two men, Sucker Punch was engaging in a scathing review of everyone else's performance over the past year. Matters grew more and more heated until Sucker Punch made the mistake of pushing Bear-Knuckle, a fatal decision almost certainly spurred on by excessive drinking. The fight lasted almost an hour. When it was over, Sucker Punch was dead. The other Contenders almost never speak of the incident these days; if they do, the consensus is that Sucker Punch had it coming.

In the Circuit, Bear-Knuckle is absolutely merciless. Of all the team, he has suffered the least from aging. For the most part, he is every bit the lethal force of nature he was in his youth, only wiser and more experienced. He is challenged the least out of all the Contenders by younger fighters, primarily because they are terrified of him. More fighters have died following a match with Bear-Knuckle than any other fighter in the Circuit's history. For his part, Bear-Knuckle only wishes he got to fight more often.

BEAR-KNUCKLE

PL 12

Str 30	Dex 14	Con 18	Int 10	Wis 12	Cha 10
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Skills: Bluff 8 (+8), Intimidate 12 (+12), Notice 8 (+9), Sense Motive 8 (+9), Survival 12 (+13)

Feats: All-out Attack, Critical Strike, Favored Opponents (gladiators), Improved Critical 5 (Unarmed, 16-20), Improved Throw, Power Attack, Prone Fighting, Rage 4 (+8 Str +4 Fort and Will saves, -2 Defense, lasts 10 rounds), Takedown Attack

Powers: **Protection 10** (Impervious), **Regeneration 6** (bruised, 1/round; injured 1/round; disabled, 1/5 hours), **Super-Senses 2** (lowlight vision, scent)

Combat: Attack +10 (melee), +10 (ranged), Grapple +30, Damage +10 (unarmed, crit 16-20), Defense +8, Knockback -12, Initiative +2

Saving Throws: Toughness +14, Fortitude +12, Reflex +6, Will +5

Abilities 34 + Skills 12 (48 ranks) + Feats 16 + Powers 28 + Combat 36 + Saves 16 - Drawbacks 0 = Total 142

FLY-BOY

While Bear-Knuckle is certainly the most frightening of the Contenders in terms of physical appearance, no one can dispute that Fly-Boy has the most disturbing physical changes. He is utterly unrecognizable from the days before to his transformation, a fact made all the more tragic because he is the only one of the Contenders who had a real family life.



Freddy Tarentello was one of the smallest men to frequent Schenck's, but that never stopped him from joining in the festivities in the back room. In fact, he was a favorite among a lot of the older patrons, men who couldn't fight themselves any more but who enjoyed betting on the bouts. Freddy was small but fast, and that made him a hard target for the other fighters to hit. Plus, he could hold his liquor. Despite his small size, he could hit with surprising power. The end result was that Freddy could go toe-to-toe with much larger men and hold his own. He enjoyed the fighting, but more than anything he did it for the money; he had a wife and an infant son he needed to provide for, and his job down at the docks just didn't pay that much.

After the abduction, Freddy took the longest to recuperate from the DNAscent process, possibly because of the nature of his mutations. He awoke to discover he was in a secure hospital ward with five other men, most of whom looked like something out of the late, late show. Then he saw a mirror. Freddy's skull had swollen and his hair had come out in patches. His eyes had been replaced with bulging, insect-like multi-faceted eyes. His arms were stick-thin and covered in coarse bristles—and there was something that looked like wings growing from his back.

The discovery drove Freddy over the edge. It was his resulting berserk rage that allowed the Contenders to escape, especially after Freddy regurgitated acid all over the walls and burst through, killing three security guards and two lab assistants in the process.

After their escape, Freddy wasn't interested in remaining with the group. He attempted to go home—once. When his wife would not stop screaming long enough for him to explain who he was, he left. Freddy Tarentello died that day, for all intents and purposes. Fly-Boy has not answered to his real name since then.

True to his original abilities, Fly-Boy is easily the physically

weakest of the Contenders. His abilities and cunning approach to combat, however, more than make up for his deficiencies. He is the only Contender to ever defeat Bear-Knuckle in one-on-one combat, though he has made a point to avoid fighting the much-larger man ever since; he knows not to push his luck.

In the Circuit, Fly-Boy works to humiliate his opponents as much as to defeat them. He knows the younger generation of fighters is vastly superior to him in pretty much every way. Rather than trying to brutalize them like the other Contenders, he ensures he is not challenged by turning his opponents into a laughingstock. More than one challenger has left the Circuit altogether after a crushing and demoralizing defeat by Fly-Boy.

HEAVYWEIGHT

Henry O'Hara was not a brutal or even particularly violent man. He was, however, extremely large, exceptionally strong, and just a little bit slower than the average man on the street. Henry tried to hold down a regular job dozens of times, but most simply had too steep a learning curve. Ultimately, menial labor was all Henry could manage. With an ailing mother to



care for, though, he needed more money than his day jobs could provide. When some of his friends at work told him about the fights down at Schenck's, he was curious. He went down to check it out and was soon roped into fighting. His so-called friends kept most of the money, of course, but Hank had enough to help with his mother's bills. As far as he was concerned, that was all that was important.

Hank knew something was different the moment he woke up from surviving the DNAscent process. He had never been particularly fast, but now he felt almost overwhelmingly sluggish. It was as if there was some massive weight crushing down on him. What's more, when he took a sip of water from a cup sitting next to his cot, the table shattered when he put it back, almost like the cup weighed a ton. Over the next few days, while the others were slowly waking up around him, Hank learned he could make other things as heavy as he was, if he wanted. More importantly, he learned how *not* to do it if he didn't want to. That didn't help him to deal with how he looked, however.

Hank had never been a handsome man, not by any stretch of the imagination. After he woke up, however, it was much, much worse. His body looked like it was subjected to massively higher gravity, which in a sense was true. His features were drawn and exaggerated, drooping downward. As TKO put it when he awakened, "it looks like you got melted!" Never having had any luck with women anyway, he'd come to grips with his appearance years before. At the time, this seemed the least of his problems.

The escape from the Labyrinth lab would likely not have been possible without Hank. Many of the others had awakened only recently and were not yet fully recovered. Hank had been awake for days, however, and his abilities made short work of any obstacles in their path. When his slow speed threatened to derail their escape, Bear-Knuckle used his massive strength to assist Hank, a fact he has never forgotten, even to this day.

Once the escape was over, Hank attempted to go home, but his mother suffered a mild heart attack at the sight of what had hap-

FLY-BOY

PL 10

Str 28 | **Dex 30** | **Con 16** | **Int 12** | **Wis 14** | **Cha 12**

Skills: Acrobatics 12 (+22), Bluff 8 (+9), Climb +8 (+17), Escape Artist 8 (+18), Sense Motive 8 (+9), Stealth 4 (+14)

Feats: Defensive Attack, Dodge Focus 2, Elusive Target, Evasion, Sneak Attack

Powers: **Disintegration 8**, **Flight 4** (Wings), **Protection 8**, **Speed 2**, **Super-Movement 2** (wall-crawling), **Super-Senses 2** (radius sight, scent)

Combat: Attack +8, Grapple +17, Damage +9 (unarmed), +8 (corrosion), Defense +10 (+4 flatfooted), Knockback -9, Initiative +10

Saving Throws: Toughness +11, Fortitude +9, Reflex +15, Will +8

Abilities 52 + Skills 12 (48 ranks) + Feats 6 + Powers 56 + Combat 32 + Saves 17 – Drawbacks 0 = Total 175

pened to her son. Wracked with guilt, Hank left, promising himself he would not return unless he could find a cure for his condition. For that reason more than any other, he joined with the other Contenders in their life of crime. Most of the money Heavyweight has accumulated over the years has been sent to his still living but continually ill mother in hopes she will be able to live in comfort. Unbeknownst to Hank, his mother donates the money to charity, not wanting anything to do with such ill-gotten gains. She wishes only for her son's return.

Heavyweight takes no pleasure in fighting in the Circuit. He does it because the others assure him it is necessary for the entire team to retain their comfortable level of existence, and because he does not want to let his friends down. Once in the arena, his slow speed makes him an easy target for his opponents, but Heavyweight is virtually immune to harm and usually only needs to connect once to finish a match. To fight with him is to face inevitable defeat, and Hank is a patient man. Those few opponents who have managed to truly make him angry have rarely been in any condition to ever fight again.

TKO

TKO is the only one among the Contenders who has no physical mutations to accompany his powers. As such, he has always been the team's scout and infiltrator, at least on those few jobs calling for anything other than brute force. Of all the Contenders, TKO is the only one in whom the agents of the Labyrinth show any lingering interest, since telekinesis is among the most versatile and useful abilities commonly displayed by DNAscendants. Unfortunately, the Labyrinth considers TKO only a marginal success; his powers simply are not very broad in scope and are limited largely to displays of brute force much like his teammates. What they do not realize, and indeed what TKO himself does not know, is his power is considerable; its primary limitation is that TKO is not particularly bright or creative, and thus has never worked to expand his abilities. If he did, he would easily be the most powerful of his team and might well become a significant threat to Freedom City. His background, however, makes this sort of thing seem unlikely.

Terry Oliver was not one of the backroom brawlers at Schenck's on that fateful night. He was there to watch and have a good laugh while downing a lot of watered-down drinks. The sort of men who watched the fights were the sort who didn't pay a lot of attention to what was going on around them, and Terry had a habit of picking up a few extra dollars here and there, as well as a lot of drinks. It wasn't that he couldn't take care of himself; on the contrary, he figured he could handle the fights if he ever had a mind to. It was just that he saw no reason to get banged up if there was another way.

Since their transformation, Terry has remained the group's quiet, reserved member. He watches rather than taking an active role, joining in the fray only when the team's is up against the wall and fighting is the only way out. Once he joins the battle, he is every bit as unrelenting as his teammates and can hold his own with any one of them. In the Circuit, he is challenged less often than any of the other Contenders save for Bear-Knuckle, simply because no one knows for certain exactly what his abilities are; TKO has worked hard for years to ensure his powers are something of a mystery. All anyone can say for



HEAVYWEIGHT

PL 10

Str 34 | **Dex 10** | **Con 18** | **Int 8** | **Wis 10** | **Cha 8**

Skills: Drive 8 (+8), Handle Animal 12 (+11)

Feats: All-out Attack, Chokehold, Endurance 2, Fearsome Presence 3 (DC 13, 15 ft.), Improved Block, Improved Grab, Improved Grapple, Improved Sunder, Power Attack, Stunning Attack, Weapon Break

Powers: **Growth 4** (large; +8 Str, +4 Con, -1 Atk/Def, +4 Grapple, -4 Stealth, x2 carrying capacity; Continuous; Permanent), **Density 8** (+16 Str, **Protection 4** (Impervious, Immovable 2, Super-Strength 2; Affects Objects, Continuous; Permanent), **Gravity Control 8** (Limited to Increase, Touch Range), **Protection 6** (Impervious)

Note: Heavyweight's carrying capacity (*heavy load*) is 11.2 tons.

Combat: Attack +6*, Grapple +25, Damage +12 (unarmed), Defense +6*, Knockback -18*, Initiative +0
* = modifiers from Growth and Density already included

Saving Throws: Toughness +14, Fortitude +14, Reflex +2, Will +2

Drawbacks: Disability (clumsy, -2 on tasks requiring manual dexterity, very common, minor, -3 points)

Abilities 0 + Skills 5 (20 ranks) + Feats 14 + Powers 52 + Combat 28 + Saves 14 - Drawbacks 3 = Total 110

TKO

PL 10

Str 14 | **Dex 14** | **Con 14** | **Int 12** | **Wis 12** | **Cha 14**

Skills: Bluff 12 (+14), Diplomacy 8 (+10), Disguise 8 (+10), Gather Information 8 (+10), Investigate 8 (+9), Notice 8 (+9), Search 12 (+13), Sense Motive 12 (+13), Sleight of Hand 12 (+14), Stealth 12 (+14), Uncanny Dodge 2 (sight)

Feats: Accurate Attack, Blind-Fight, Evasion, Improved Defense 2, Improved Initiative, Improved Trip, Move-by Action, Redirect, Set-Up, Teamwork, Uncanny Dodge 2

Powers: **Invisibility 4** (all visual senses), **Mind Shield 6**, **Protection 8**, **Telekinesis 8** (Damaging; Touch Range)

Combat: Attack +8 (melee), +8 (ranged), Grapple +10, Damage +8 (unarmed), Defense +10, Knockback -8, Initiative +6

Saving Throws: Toughness +10, Fortitude +10, Reflex +10, Will +9

Abilities 20 + Skills 25 (100 ranks) + Feats 13 + Powers 42 + Combat 36 + Saves 32 - Drawbacks 0 = Total 168

certain is he is just as dangerous as his teammates and his powers are something more than just superhuman strength.

LEARNING ABOUT THE CONTENDERS

More information about the Contenders can be learned as follows:

GATHER INFORMATION

- DC 10** The Contenders are a team of thugs and strongmen from back in the '80s & '90s
- DC 15** Several of the Contenders have been in prison, but they're all currently at large
- DC 25** The Contenders allegedly gained their powers after being abducted and experimented on by unknown parties.
- DC 30** The Contenders are still active as fighters in an underground superhuman fighting circuit.

CAPERS

LET'S GET READY TO RUMBLE

The heroes have crossed someone they probably shouldn't have. Now they've been abducted to fight in the Circuit Maximus, presumably to be humiliated and killed before an audience. They're expected to fight the Contenders, either one at a time for a single hero, or team on team. If the heroes are defeated, they will be beaten and left for dead. If they are victorious, they will have to fight the entire stable of gladiators in the Circuit to break free, unless, of course, they are interested in signing a contract for a regular series of appearances.

LIKE FATHER, LIKE SON

Although they haven't had any contact in more than twenty years, Fly-Boy's son has grown up a lot like his dad and has run afoul of the

law. He's staring down the barrel of a conviction for attempted robbery and could be looking at real time in prison. Fly-Boy won't let his son go to prison, and the Contenders won't let Fly-Boy break anyone out by himself. The boys down at the precinct where the kid is being held are in for a nasty surprise, unless the heroes can intercept the Contenders first.

GRIEVOUS RAMPAGE

The elderly, long-ailing mother of Heavyweight has finally passed away peacefully in her sleep. The fact that she is now at rest is of little comfort to the simple-minded Heavyweight, though. Mad with grief, he is on a rampage throughout the downtown Freedom City area and, for once in his life, he's not holding anything back. Accompanied by Bear-Knuckle, the two are smashing everything in sight and neither is fighting like they care about tomorrow.

THE CRIME LEAGUE (GOLDEN AGE)

The original Crime League was founded in 1942, when American super-criminals banded together for mutual protection and assistance and formed the first modern-day supervillain team.

The League's charter members were Doctor Zero, Marionette, Magnifico the Magician, Opal, and Tom Cyprus, joined later by August Roman, the Maestro, the original King Cole, among others.

All Crime League members had previous clashes with various Freedom City "mystery men," and realized America's entry into World War II greatly increased their chances of winding up in prison or dead. The newly formed Liberty League, police, FBI, and ordinary civilians across the country were all on the lookout for any suspicious activity—the sort supervillains generate naturally. Making matters worse, these vigilant people were likely to shoot costumed criminals before they could explain they're just out to line their own pockets, not help spread fascism.

The Crime League's operations ranged from simple theft (bank heists and such) to complex schemes such as counterfeiting ration coupons or blackmailing the government with stolen super-weapons. When the opportunity presented itself, the League also tried to eliminate its rivals in the Liberty League. The Crime League never cooperated with the Axis powers, but cared little that its misdeeds frequently jeopardized the American war effort.

AUGUST ROMAN

Decades before he became head of the illegal superhuman fight club Circuit-Maximus, August Roman made the criminal underworld quake with fear. From the beginning of his career, Roman's brilliant mind plotted and executed flawless crimes, ruling a "shadow empire" in much the same way as the emperors of old he admired. All that stood in his way were costumed clowns like Centurion. Roman wanted nothing more than to prove his intellect and cunning were a match for any freak of nature, superpowers or no. Although Centurion often thwarted Roman's schemes, he never truly captured the criminal mastermind, and August always managed to go free.

The closest Roman ever came to seeing the inside of a prison cell came in 1943, when the FBI was quite ready to disregard the legal niceties and lock him up in the name of national security. With the invasion of Italy imminent, Roman offered to use his knowledge and influence in his native country to help pave the way for the Allied landings. The government accepted the deal and declined to prosecute him for the duration of the war, after which Roman appeared to go straight.

In truth, the deal simply forced Roman to pursue crime outside his usual channels, leading him to cast his lot with the Crime League. It turned out to be a match made in Hell, as the combination of Roman's genius and the League's superhuman abilities led to millions in ill-gotten gains at a time when America could least afford the losses. Like Centurion before, the Liberty League found it could defeat some of Roman's plans but could never pin anything on the man himself, especially in light of his deal with the U.S. government.

August Roman's game statistics during the 1940s and '50s are similar to the more contemporary numbers in the *Freedom City* sourcebook (page 83). Roman's younger self has Str 12, Dex 13, Con 13, Int 20, Wis 17, and Cha 15. His skills, saving throws, grapple, and unarmed damage are adjusted accordingly.

DOCTOR ZERO

Doctor Anthony Maurice Edwards was regarded as one of the most promising minds in the medical field, but as an African American in the 1930s and '40s he was frequently denied the opportunity to use his gifts. On one exceptional occasion, Dr. Edwards attended a seminar on the potential uses for freezing-cold temperatures in medicine. From that day onward, he turned his back on the medical profession that had excluded him and dedicated himself to harnessing the power of absolute zero.

Edwards became so enraptured with his experiments that when funds grew short, he didn't hesitate to steal using the advanced freezing technology he'd already developed. Since he still sought eventual recognition from the scientific community, he perpetrated his thefts under the guise of the masked supervillain Doctor Zero.

Doctor Zero became a regular foe of the mystery man known as Envoy who, hailing from the aptly named Utopia, had no conception of the sort of prejudice Edwards had endured. Even as he sought to right the wrongs Doctor Zero committed, Envoy grew to sympathize with his foe and hate the injustices that helped push him into a life of crime. The feeling was far from mutual, however, as Doctor Zero regarded Envoy as a capable but hopelessly naive opponent.

The prospect of Envoy and the Liberty League ganging up on him led Doctor Zero to contact several other costumed lawbreakers and found the Crime League. He remained with the team throughout the war, later becoming a regular foe of the Bowman after Envoy returned to Utopia.

Doctor Zero continued his criminal career until the early 1950s, when the racial and political climate in America prompted him to relocate to Canada. He died in a snowmobile accident in 1955; his scientific breakthroughs were believed lost with him. The Canadian supervillain known as the Mad Maple discovered Dr. Zero's secret laboratory in the 1990s, however, and uses Doctor Zero's inventions to commit crimes in the present day.

KING COLE I

Cole King longed to hear the laughter of children, and dedicated himself and his meager finances to staging plays for their amusement. As the Depression wore on and times got tougher, King retreated more and more into a fantasy world of nursery rhymes and storybook endings. Perhaps he'd have plunged into madness even without a severe blow to the head, but a falling piece of scenery rendered the point moot.

He abandoned his theatre to study mystic lore, searching for artifacts that could make his storybook world a reality. His quest to discover a more magical place was limited only by the greed of others and their constant demands for more money, so he resolved to take whatever funds were necessary to complete his search. In time, King Cole (as he now referred to himself) and his henchmen the Blackbirds (later called the Fable Gang) became famous for their enchanted fairytale robberies.

King Cole became an archenemy of the mystery man known as Midnight, and their rivalry continued after he joined the Crime League in 1944. Cole continued his criminal career in the postwar era, eventually becoming one of the original Raven's recurring foes. Over the years he became famous for transforming his foes into various residents of Oz, wooden puppets who want to be real live boys, beasts without beauty, elves, dwarves, ugly ducklings, and trios of bears and little pigs. On one very memorable occasion, he eschewed the Fable Gang in favor of a giant spider who favored robbing the nearest bank over tuffets.

The King ultimately abdicated his criminal throne in 1972 after learning his longtime (and much saner) assistant Rapunzel was carrying his child. Now with a daughter of his own to treasure and amuse, Cole made Rapunzel his queen and the two settled down in the Freedom City suburbs. The Raven, satisfied Cole had regained a passable amount of sanity, allowed them to live in peace as the wackiest neighbors on their block. Cole spent his remaining years as a much-beloved crazy uncle to all the neighborhood kids, staging incredible fairytale plays for them in his backyard just as he'd done in the 1930s. His spirit passed on to Never-Never Land in 1993.

DOCTOR ZERO

PL 8

Str 10 **Dex 20** **Con 14** **Int 24** **Wis 22** **Cha 14**

Skills: Craft (chemical) 9 (+16), Craft (mechanical) 9 (+16), Disable Device 5 (+12), Knowledge (physical sciences) 11 (+18), Knowledge (technology) 9 (+16), Knowledge (streetwise) 11 (+18), Medicine 9 (+15), Notice 5 (+11), Profession (medical doctor) 10 (+16), Search 5 (+12), Stealth 5 (+10)

Feats: Attack Focus (ranged) 3, Defensive Roll 4, Dodge Focus 4, Improvised Tools, Inventor, Minions 5 (10 Thugs—see *M&M*, page 229), Quick Draw, Skill Mastery (Medicine, Physical Sciences, Profession, Streetwise)

Powers: **Device 1** (insulated costume, hard to lose), **Device 4** (Freeze-Ray Gun, easy to lose)

Insulated Costume: **Immunity 5** (cold damage)

Freeze-Ray Gun: **Cold Control 8** (*Alternate Powers:* **Blast 8** [ice],

Create Object 8 [ice shapes; Continuous Duration; Permanent],

Drain Toughness 8 [sub-zero freezing; Ranged; Limited to Objects],

Snare 8 [ice bonds])

Combat: Attack +5 (melee), +8 (ranged), Grapple +5, Damage +8 (Blast), +0 (unarmed), Defense +9 (+3 flat-footed), Knockback -3 (-1 flat-footed), Initiative +5

Saving Throws: Toughness +6 (+2 flat-footed), Fortitude +4, Reflex +6, Will +8

Abilities 44 + Skills 22 (88 ranks) + Feats 20 + Powers 16 + Combat 20 + Saves 9 = Total 131

KING COLE I

PL 8

Str 12 **Dex 20** **Con 14** **Int 24** **Wis 20** **Cha 18**

Skills: Acrobatics 4 (+9), Bluff 6 (+10), Craft (chemical) 7 (+14), Diplomacy 6 (+10), Disable Device 6 (+13), Disguise 5 (+9), Gather Information 6 (+10), Intimidate 6 (+10), Knowledge (arcane lore) 7 (+14), Knowledge (art) 8 (+15), Knowledge (current events) 6 (+13), Knowledge (tactics) 6 (+13), Notice 6 (+11), Perform (acting) 5 (+9), Search 6 (+13), Stealth 6 (+11)

Feats: Artificer, Attractive, Connected, Distract (Bluff), Defensive Roll 4, Dodge Focus 4, Leadership, Master Plan, Minions 6 (the Fable Gang, 25 Thugs—see *M&M*, page 229)

Powers: **Device 4** (magical artifacts—see examples following, easy to lose)

"Big Bad Wolf" Totem: **Air Control 8** (Knockback; Improved Throw; *Alternate Powers:* **Blast 8**, **Deflect 8** [slow projectiles, Ranged])

Magical Pipes: **Animal Control 5** (Burst Area, Selective Attack)

"Sleeping Beauty" Mist: **Blast 9** (Sleep; Touch Range; Cloud Area; Accurate, Extended Reach)

"Tom Thumb" Potion: **Shrinking 20**

Polymorph Potion: **Transform 9** (people into specific storybook character; Touch Range; Accurate, Extended Reach)

Combat: Attack +5, Grapple +6, Damage +1 (unarmed), Defense +9 (+2 flat-footed), Knockback -3 (-1 flat-footed), Initiative +5

Saving Throws: Toughness +6 (+2 flat-footed), Fortitude +4, Reflex +6, Will +6

Abilities 48 + Skills 24 (96 ranks) + Feats 20 + Powers 12 + Combat 20 + Saves 8 = Total 132



THE MAESTRO

Frustrated composer Basil Fatherton first became the criminal Maestro in 1943, and the year following, smarting from a series of defeats at Johnny Rocket's hands, joined the Crime League. Thus began an on-again, off-again association with the team that continues into the present day, with the Maestro currently clashing with the namesake grandson of his original archenemy.

It's unknown how Fatherton maintains such an unnatural degree of youth and vitality six decades after launching his criminal career. When asked about it he says only, "Like music, I am timeless."

The Maestro's full back-story and game statistics are found in the *Freedom City* sourcebook, page 150.

MAGNIFICO THE MAGICIAN

Raymond Sager wanted to entertain the world with amazing feats of prestidigitatation and legedemain, but more than that he wanted to get filthy rich in the process. Unfortunately for Ray, his ambition far exceeded his talents. As "Magnifico the Magician," he wound up a moderately successful fixture at kids' birthday parties all around Freedom City.

One kick to the shins too many sent Ray off in search of true sorcerous knowledge to punch up his stage act. When he finally discovered the power of real magic, though, Ray forgot all about show business and decided to skip ahead to the "filthy rich" part. Ironically, his criminal career based on magic and illusion most fre-

quently brought him into conflict with the superscientific mystery man known as Dr. Tomorrow.

When it became clear that tangling with Doc Morrow meant taking on the Liberty League as well, Magnifico sought the aid of his fellow costumed villains, leading to the formation of the Crime League. Repeatedly returning from one apparent death after another, Magnifico continued to confound his enemies and steal from the innocent through the early 1950s. His most recent seeming death occurred in 1954, but even fifty years later all who knew him still suspect it was just another of Magnifico the Magician's disappearing acts. Dr. Tomorrow once commented his old foe's return was "just a matter of time."

MARIONETTE

While a young undergraduate pursuing a psychology degree at Freedom City University, Allison Geller became ever more depressed about the human condition. The world remained moribund in the Great Depression and seemed poised to plunge into another global war. Those in power seemed incapable of relieving humanity's burdens, and indeed they seemed to further the mass insanity overtaking the human race. She pictured a fervently wished-for world in which people of intellect and wisdom could take control until it became an obsession.

In time Allison believed she'd found her answers, both without and within. Under the tutelage of several dogmatic professors, Allison embraced Marxism as the answer to the world's ills. She became one

MAGNIFICO THE MAGICIAN

PL 8

Str 12 | Dex 16 | Con 14 | Int 24 | Wis 22 | Cha 24

Skills: Bluff 7 (+14), Concentration 7 (+13), Craft (mechanical) 7 (+14), Craft (structural) 7 (+14), Escape Artist 7 (+10), Knowledge (arcane lore) 7 (+14), Knowledge (popular culture) 5 (+12), Knowledge (streetwise) 3 (+10), Notice 3 (+9), Perform (acting) 7 (+14), Profession (stage magician) 7 (+13), Search 3 (+10), Sleight of Hand 7 (+10), Stealth 3 (+6)

Feats: Defensive Roll 4, Distract (Bluff), Dodge Focus 4, Fascinate (Perform), Hide in Plain Sight, Ritualist, Sneak Attack 4, Trance

Powers: **Device 2** (smoke capsules, easy to lose), **Magic 8** (Spells: **Astral Form 3** [Dimensional], **Illusion 8** [three senses; Phantasms], **Illusion 5** [all senses; Phantasms; Progression (10-ft. radius)])
Smoke capsules: **Obscure 5** (visual)

Combat: Attack +3, Grapple +4, Damage +1 (unarmed), Defense +7 (+2 flat-footed), Knockback -3 (-1 flat-footed), Initiative +3

Saving Throws: Toughness +6 (+2 flat-footed), Fortitude +4, Reflex +4, Will +7

Abilities 52 + Skills 20 (80 ranks) + Feats 17 + Powers 22 + Combat 12 + Saves 4 = Total 127

of thousands of Americans who eagerly joined the Communist Party during this era. At the same time, her willful introspection led her to discover and develop her ability to control the minds and emotions of others. Emboldened with both power and purpose, Allison abandoned her passive studies in late 1941 and began actively striking out at capitalist oppressors.

Her often callous disregard for those she enthralled, anti-democracy rhetoric, and attacks on American factories and banks during wartime brought her into conflict with the second Lady Liberty (Donna Mason). Their hatred for one another only multiplied over time, spilling over into the conflicts between their respective teams once Allison helped found the Crime League.

Allison never wanted to be a supervillain. She only grudgingly accepted her colorful costume and "Marionette" codename after her teammates convinced her they could serve as inspirational symbols for her cause. She rationalized that while her teammates weren't committed revolutionaries, they were still engaged in a struggle against the wealthy exploiters of the masses. True to her rhetoric, she donated her share of the League's criminal endeavors to the party and the poor.

While she left the grand stratagems to the likes of August Roman, Marionette was a cunning and ruthless tactician when it came to her own abilities. Her enemies knew what she could (and would) force them (and any innocent bystanders) to do and consequently feared her. It was this fear that apparently led to her eventual demise, as Allison was found brutally murdered in 1953. To this day, no one has ever been charged with the crime. Many conspiracy theorists suspect rogue elements in the U.S. government—terrified of a mind-reading Marxist—were responsible.

OPAL

The *Freedom Ledger's* cub society reporter Amanda McKittrick had just gotten the biggest story of her young career: the unveiling of the legendary "Eye of Argon" opal at the Hunter Museum of Natural

MARIONETTE

PL 8

Str 10 | Dex 10 | Con 10 | Int 18 | Wis 10 | Cha 20

Skills: Bluff 6 (+11), Diplomacy 6 (+11), Disguise 6 (+11), Gather Information 6 (+11), Intimidate 6 (+11), Knowledge (behavioral sciences) 5 (+9), Knowledge (current events) 5 (+9), Profession (psychologist) 6 (+6), Sense Motive 6 (+6)

Feats: Contacts, Connected, Distract (Bluff), Defensive Roll 2, Dodge Focus 2, Fascinate (Bluff, Diplomacy) 2, Improved Initiative, Taunt

Powers: **Emotion Control 8** (Burst Area; Subtle), **Mind Control 8** (Burst Area, Conscious, Effortless, Instant Command; Mental Link, Subtle)

Combat: Attack +0, Grapple +0, Damage +0 (unarmed), Defense +2 (+0 flat-footed), Knockback -1 (-0 flat-footed), Initiative +4

Saving Throws: Toughness +2 (+0 flat-footed), Fortitude +2, Reflex +2, Will +2

Abilities 18 + Skills 13 (52 ranks) + Feats 11 + Powers 75 + Combat 0 + Saves 6 = Total 123

OPAL

PL 8

Str 18/10 | Dex 24/10 | Con 20/10 | Int 12 | Wis 14 | Cha 14

Skills: Bluff 4 (+6), Diplomacy 4 (+6), Gather Information 6 (+8), Investigate 4 (+5), Knowledge (current events) 6 (+7), Knowledge (streetwise) 4 (+5), Notice 4 (+6), Profession (reporter) 6 (+8), Search 5 (+6), Sense Motive 5 (+7)

Feats: Connected, Contacts, Well-Informed

Powers: **Device 24** (The Eye of Argon, hard to lose)
The Eye of Argon: **Create Object 8** (solid energy constructs; Movable; Precise, Progression 2 [200-ft. cube]), **Enhanced Attack 8**, **Enhanced Constitution 10**, **Enhanced Defense 8**, **Enhanced Dexterity 14**, **Enhanced Feat 2** (Attractive 2), **Enhanced Strength 8**, **Flight 6** (500 MPH), **Immunity 9** (life support), **Protection 3** (Impervious)

Combat: Attack +8, Grapple +12, Damage +4 (unarmed), Defense +8, Knockback -5, Initiative +7

Saving Throws: Toughness +8, Fortitude +6, Reflex +8, Will +4

Abilities 10 + Skills 12 (48 ranks) + Feats 3 + Powers 96 + Combat 0 + Saves 4 = Total 125

History. Even as Amanda focused on "the five W's," she heard a mysterious whispering in her mind growing louder and louder as the day turned into night. By midnight she could no longer resist the voices in her head and made her way back to the Museum.

Bluffing her way past the night-watchman, the desperate Amanda obeyed her unseen master and smashed open the Eye's display case. Clutching the fiery red gem in her bloody hands, she fled the scene. She was a mile away before she realized she had flown the whole way. By the time she reached her dingy furnished room, the change was complete. Gone was the mousy, bookish girl reporter, and in her place was the seductive *femme fatale* Opal, wielder of a mystical gem from fabled Atlantis.

The sentient Eye of Argon had lain dormant since the Atlantean cataclysm, waiting for a woman psychically vulnerable to its influence. Once it possessed Amanda, the Eye resolved to make up for the lost millennia and experience every wanton pleasure it had been

denied. For the next decade, Amanda found herself a prisoner in her own body as the Eye hurt good people and stole whatever trinkets caught its fancy.

As if they sensed their common Atlantean bond, most of her criminal escapades led to battles with Siren until the latter left the surface world in 1946, at which point Beacon became her most frequent foe. When Siren began acting in concert with her Liberty League allies, the now-outnumbered Eye was not about to be put back on a shelf. Opal eagerly accepted the invitation to join the aborning Crime League.

Amanda was finally freed from the Eye's influence in 1952 after being captured by the Liberty League and Master Mage Adrian Eldrich. On Eldrich's advice, Opal was returned to Atlantis where a mystic ritual exorcized the Eye's spirit from Amanda's body. She returned to Freedom shortly thereafter, and—not wanting anyone else to seek the Eye's corrupting power—never spoke of her time as Opal. Amanda married, raised her children, and is currently a proud grandmother living a quiet life in Ashton.

The Eye of Argon remains in Atlantis under heavy guard. It continues to wait and call out for someone... someone... someone....

TOM CYPRUS

No one knows for sure how the hulking swamp creature called Tom Cyprus came to be. Some say he's the result of an unholy union between a woman and a so-called "skunk ape" from the Arkansas bayous. Others say he's the cursed spirit of a man who committed some great sin, now doomed to walk the earth as a monster.

Whatever its nature, its intentions were clear enough from the day it first shambled out of the South River Swamp back in 1939.

Cyprus' bloody rampage left dozens dead or wounded, thousands of dollars worth of property damaged, and all of Freedom City in a panic once the Army failed to halt it. Only Centurion's arrival prevented things from falling completely apart, as the legendary hero demolished the monster in a scene destined to be reenacted many times in the years following after each of Cyprus' regular rebirths.

TOM CYPRUS

PL 10

Str 40 | **Dex 20** | **Con 40** | **Int 4** | **Wis 10** | **Cha 18**

Skills: Intimidate 5 (+11, includes +2 size), Swim 3 (+18)

Feats: All-out Attack, Diehard, Fearsome Presence 5 (DC 15, 25 ft.), Power Attack, Startle, Takedown Attack 2

Powers: **Growth 4** (large; Continuous; Permanent; Innate), **Immunity 11** (aging, life support, starvation and thirst), **Impervious Toughness 7**, **Regeneration 12** (ability damage, 1/hour; bruised, 1/round; injured, 1/round; staggered, 1/5 minutes; disabled, 1/5 hours; Resurrection, 1 day; Source — swamps; Persistent, Regrowth), **Super-Strength 8** (heavy load: 3,200 tons; Groundstrike, Shockwave, Super-Breath, Thunderclap)

Combat: Attack +5 (includes -1 size), Grapple +32, Damage +15 (unarmed), Defense +5 (includes -1 size), Knockback -15, Initiative +5

Saving Throws: Toughness +15, Fortitude +15, Reflex +6, Will +2

Abilities 72 + Skills 2 (8 ranks) + Feats 11 + Powers 59 + Combat 24 + Saves 7 = Total 175

While Cyprus' rampages seemed random, the costumed villains who founded the Crime League noticed they were at least vaguely criminal in nature. Needing at least one member who could stand toe-to-toe with Centurion, the supervillains took a gamble and ventured into the South River Swamp in search of the monster. With a little help from Marionette, the simple-minded Cyprus was persuaded to join the League. For generations, he remained a fixture as the team's designated muscle and dupe.

Tom Cyprus remained a threat to Freedom for decades until being destroyed—seemingly for the last time—by Centurion in 1991. Since his remains were not cremated, however (and no one has yet divined this weakness), there is nothing preventing his return. Perhaps Cyprus has wandered the South River Swamp since Centurion's death, finding no reason to leave the bog now that his archenemy is dead and the Crime League has forgotten him. Only time will tell.

LEARNING ABOUT THE CRIME LEAGUE

Characters can learn the following about the original Crime League. Modern-day researchers may have to go through out-of-date archives or interview elderly witnesses who still recall the criminals' exploits.

GATHER INFORMATION

DC 10 The Crime League is made up of the most feared costumed criminals in America. Only the Liberty League is tough enough to beat them in a scrap.

DC 15 The members are: the ice-wielding Doctor Zero, the hypnotic Marionette, Magnifico the Magician—a *real* wizard—the seductive Opal (holder of a magic gem), and the hulking swamp monster Tom Cyprus (As time passes, the League's addition of the evil musical Maestro and the storybook criminal King Cole are duly noted as well).

KNOWLEDGE (STREETWISE)

DC 15 The Crime League has its dirty hands in every illegal thing that can turn a profit, from the black market to murder-for-hire. Working for them can make you some long green if you don't mind tangling with the Liberty League.

DC 25 The real brain behind the Crime League is August Roman, who hasn't gone any straighter than he was before the G-Men nabbed him.

CAPERS

FOLLOW THE YELLOW BRICK ROAD

Following a masterpiece battle plan devised by August Roman, the Crime League pulls off every crook's dream heist and knocks over Fort Knox. Desperately needing its gold reserves to fund the war, the U.S. government contacts the heroes for help. They arrive as the League makes its getaway...just in time to get turned into various Oz denizens by King Cole's Polymorph Potion.

The League members each grab their share of the loot and split up, leaving the heroes to pick up their trail. That's not an easy task in any case; for the transmogrified heroes, it's an even tougher row to hoe. The good guys are left to face Tom Cyprus as cowardly lions, Dr. Zero as tin woodsmen, Magnifico as flammable scare-

crows, Marionette as cairn terriers, and the Maestro as Kansas farm girls or munchkins (not the gamer kind, either). If the heroes survive these clashes, their saga concludes with a showdown with the one man who can restore them to their former selves: King Cole himself.

HOW I LEARNED TO STOP WORRYING AND LOVE THE BOMB

Once again adhering to August Roman's play book, the Crime League steals "Little Boy" (the Hiroshima A-bomb) en route from Los Alamos to San Francisco. The League promptly informs President Truman of their intention to strap the A-bomb onto Tom Cyprus' back and march him toward an unspecified large American city unless they're paid the sum of (dramatic pause) one *million* dollars!

The heroes are in a difficult spot with the villains' fingers on the dreaded "button." Or are they? Is it possible the super-criminals are bluffing and really don't know how to set "Little Boy" off? More importantly, can the characters plan around such a risky assumption?

The adventure can have a healthy amount of detective work as the heroes try to locate the bomb before the League makes good on its threat. Alternately, events can proceed to the "Capture the Flag" (err, Bomb) fight scene. If the characters lose, they may be forced into a desperate effort to persuade Tom Cyprus to put the bomb down (he won't survive the atomic blast, though no one knows that, including him). Even if the heroes win, there is a disturbing coda wherein they realize Marionette has copied the bomb's schematics and sent them off to Moscow....

THE FOMORIANS

Early efforts by the Serpent People of Lemuria to breed a human slave-race met with mixed success. Arcane techniques influenced by cultists such as the Brotherhood of the Yellow Sign infused these early slaves with the forces of chaos, warping their genetics and fusing them with animalistic qualities. Some of these new creatures were quite powerful, while others were pitiful freaks of nature. In either case, they were most unsuitable for the Serpent People's use, and were either slain or driven into the deep tunnels beneath Lemuria, into the realm of Sub-Terra.

There in the darkness deep beneath the Earth, the banished failures of the Serpent People bred and survived, seeking refuge and scratching out a meager existence as best they could. A sizeable band lived in Sub-Terra when, one day, the psionic mutant known as Balor was born to the exiled race, becoming an influential leader.

Balor guided his people to the British Isles, where they easily displaced a few tribes of primitive humans in what would one day become Ireland. The humans called the newcomers to their land the Fomorians, meaning "from beneath the sea," as they appeared to emerge from under the waves (actually sub-terran tunnels beneath the sea). The Fomorians fought great battles and wars of conquest against the humans of the British Isles, pitting their sorcery and limited science against the humans' superior numbers. They largely forgot the distant affairs of Atlantis and Lemuria, now busy trying to carve out their own empire.

The conflict between Atlantis and the Serpent Empire culminated in the destruction and sinking of both island continents. Survivors of Atlantis, from the four great cities of the province of Danu, came to the shores of Eire where they burned their ships, intending to settle permanently. They were known as the Tuatha De Danann, or People of Danu, and soon overpowered the native humans and encountered the scattered Fomorians.

For a time, the two peoples coexisted, even intermingled in a few cases, leading to the birth of the half-Fomorian Bres, son of the Fomorian Elatha and the Tuatha Eriu. The ambitious Bres rose to become High King of the Tuatha after their leader, Nuada, lost an arm in battle and with it his determination. Despite his epithet "the Beautiful," however, Bres was not a just king, but was infected with the madness dwelling deep within all Fomorians. He

oppressed the Tuatha and elevated his father's people, eventually leading his Tuatha subjects to rebel and depose him. They restored Nuada to the throne, now with a magical silver arm to replace his missing one.

Bres fled to mighty Balor, still master of the Fomorians, and appealed to him for aid. Balor granted Bres an army to lead against the Tuatha and conquer them. The People of Danu also had a champion, Balor's own grandson, Lugh, born of the union of his daughter Ethniu and Cian of the Tuatha. Balor's wife foretold that his grandson would be the death of him, so Balor ordered Ethniu's child drowned, but the Atlantean Manannan rescued him and fostered him in secret. As an adult, Lugh gained entrance into the court of Tara by his mastery of every art known to the Tuatha.

In the battles that followed, Balor killed Nuada with the power of his great and terrible eye, but Lugh fired a shot that drove Balor's baleful eye out of his head, tearing open a rift in the fabric of the dimensions and devastating the Fomorian forces. Bres' magic was able to contain the forces unleashed by Balor's death, but it was too little, too late. The Fomorians were driven not just from the land, but from Earth's dimension itself, through the open rift and into exile in the otherworldly realm of Annwn (an-OON).

Although the Tuatha eventually withdrew from Earth themselves, going "under the hill" to the extradimensional realm of Avalon, the Fomorians remained in exile. Druids wise in the lore of the People of Danu raised cairns and standing stones over places of dimensional weakness, reinforced by powerful spells to hold the Fomorians at bay. Only occasional conjunctions permitted them access to Earth, and these grew even fewer when Master Mage Simon Magus enacted the Pact to shield Earth's dimension from outside influence. The withdrawal of the Tuatha created another bulwark against the Fomorians, as Avalon stands "between" the realms of Earth and Annwn, allowing the Tuatha to keep watch from their shining fortresses.

Bres established himself as Dark Lord of Annwn, rendered immortal by his magic and the power of the Eye of Balor. Long has he lusted for revenge on the Tuatha De Danann and escape from his extradimensional exile to take back what he sees as rightfully his. The Fomorians rarely find any escape from their exile, though, only the occasional foolish human who attempts to piece the dimensional

veils or stumbles into a place of power. One such, Irish terrorist Liam O' Herlihy, was invested with the name and power of Balor to spread chaos and bloodshed across the Earth in hopes of one day reversing the Fomorians' banishment and securing their freedom (see **Balor** later in this book).

FOMORIAN

The "typical" Fomorian is a contradiction in terms, but the preceding game information should suffice for representing them in play with a few custom touches by the Gamemaster to suit important individuals. Fomorians are nearly all brutishly strong and tough, as much a testament to their savage environment as their genetics.

Fomorians are a product of genetic instability and chaotic sorcery: each new generation is another spin of the evolutionary roulette wheel, producing random mutations and unusual traits. To human eyes, Fomorians are freakish monsters, with no two exactly the same. They often have animalistic traits such as horns, hooves, fur, claws and the like, but multiple limbs, tentacles, gigantism, dwarfism, and other mutations are just as common. Most Fomorians are capable of breeding with humans (and human offshoots like the Atlanteans, Utopians, and Ultima); at one time they regularly abducted humans to act as breeding stock in hopes of stabilizing their bloodlines, without success.

Culturally, the Fomorians are savage and brutal, prizing strength and survival above all else. Their standards of "beauty" and esthetics are virtually nonexistent, although they make a show of disdaining human attitudes about such things. Their society remains largely feudal, dominated by the strongest and most cunning of their kind able to cultivate alliances and gain the allegiance of less-powerful Fomorians.

Fomorians have a slightly greater talent for magic than ordinary humans, owing to their arcane origins, but they are also tainted by the preternatural spells first used to create their kind. Fomorian sorcerers tend to fall prey to the "dark side" of magic, becoming even more cruel and dictatorial, as the most powerful Fomorian sorcerer-king Bres aptly demonstrates. Some Fomorians have the Ritualist feat and ranks in Knowledge (arcane lore) while fewer possess actual ranks in the Magic power. Bres keeps other Fomorian sorcerers on a short leash to ensure none ever progress to the point where they can directly challenge him.

FOMORIAN

PL 4

Str 20	Dex 10	Con 16	Int 10	Wis 10	Cha 10
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Skills: Intimidate 4 (+4), Notice 4 (+4), Search 2 (+2), Sense Motive 2 (+2), Survival 4 (+4)

Feats: Endurance, Power Attack

Powers: None, although many Fomorians have 5-10 points worth of powers such as Growth, Immunity, Protection, Strike, Super-Movement, Super-Senses, or various attack powers due to their mutations.

Combat: Attack +3, Grapple +8, Damage +5 (unarmed) or by weapon, Defense +3, Knockback -1, Initiative +0

Saving Throws: Toughness +3, Fortitude +5, Reflex +2, Will +2

Abilities 16 + Skills 4 (16 ranks) + Feats 2 + Powers 0 + Combat 12 + Saves 6 = Total 40

FOMORIAN TECHNOLOGY

Like the Morlocks (also former slaves of the Serpent People), the Fomorians have access to some examples of ancient Lemurian technology, although their understanding of it is imperfect and more akin to religious rituals passed down across the generations. Things like science and learning interest them solely in terms of the power they can grant, so Fomorian technical skill has advanced very little and deteriorated in some cases. The game traits do not include whatever equipment or technology a Fomorian might carry; the GM should assign this as best suits the encounter, following the guidelines of the game's power level.

BRAIN-SPIDER

DEVICE 2 • 6 POINTS

Easy to lose; **Mind Control 10** (Conscious, Sustained; Limited to pacifying subject, Touch Range)

A brain-spider is an electronic device that rests on the top and back of a subject's head, with multiple metallic "legs" that touch neural contact points on the forehead and sides. It creates a synaptic disruption field that renders the wearer incapable of taking any action more complex than a shuffling walk, including using any powers requiring a free action or more to activate. Fomorians use brain-spiders to pacify prisoners once they've been captured, although it is possible to place a brain-spider on a subject in combat with a melee attack roll.

ELECTRON-FORGE

DEVICE 2 • 8 POINTS

Hard to lose; **Transform 6** (50 lbs., raw materials into worked goods; Continuous; Full-Round Action, Requires a Craft check, Touch Range; Requires 10 minutes [-2 points])

An electron-forge is a semi-automated manufacturing device, taking raw materials and using molecular rearrangement technology to transform them into worked goods using various pre-set templates and designs. Larger items are manufactured in separate pieces and assembled by workers or robots. The Fomorians have a number of electron-forges used to turn out weapons and some technology, although their use is somewhat more limited in Annwn. Forge operators are fairly important figures in Fomorian society, although they keep secret the fact that many forge patterns have degraded over the years. It is only a matter of time (albeit likely decades or centuries) before the electron-forges break down and become entirely useless.

REGENERATION CAULDRON

DEVICE 4 • 16 POINTS

Hard to lose; **Healing 9** (Total; Regrowth; Side-Effect [mutation, Fortitude save, DC 19]; *Alternate Power:* **Summon Zombie 9** [Fanatical; Full-Round Action])

A Fomorian regeneration cauldron is a sarcophagus-like container lined with advanced circuitry, capable of accelerating the healing process in a subject placed inside it. The cauldron can treat diseases and poisoning as well as injury, although it cannot cure the ravages of aging. Fomorian regeneration cauldrons also tend to cause mutations as a side-effect, perhaps due to the technology's inability to fully compensate for unusual variances in Fomorian



biology or some flaw in its design the Fomorians are unable to correct; a failed recovery check requires a Fortitude save to avoid acquiring some new mutation.

The regen-cauldron has one additional effect: while it cannot truly raise the dead, it can infuse them with a kind of pseudo-life, turning them into mindless zombies for a period of a few days before they deteriorate entirely. The Fomorians have in the past used this to their advantage, creating reinforcements out of their own fallen troops or even those of their enemies.

SHOCK-PROD

DEVICE 3 • 9 POINTS

Easy to lose; **Nauseate 7** (*Alternate Power: Stun 7*)

The standard Fomorian sidearm is the shock-prod, a blunt metallic rod about 30 inches long that emits a powerful electrical shock when touching or striking a subject. Shock-prods were originally slave-control devices used by the Serpent People that were turned into weapons. The Fomorians also still use them for their original purpose, controlling prisoners and slaves, but primarily as non-lethal weapons.

In battle, Fomorian warriors tend to wield heavier melee weapons (swords, axes, and bludgeons) and photon-bows (crossbow-like laser weapons inflicting +5 damage), but shock-prods are the most commonly used sidearms. Some Fomorians have similar devices in the form of metallic gauntlets with the same abilities, but hard to lose (and therefore costing 12 points).

BRES THE BEAUTIFUL

Bres, called "The Beautiful," is the offspring of a Fomorian/Tuatha mating. He initially offered hope for the Fomorians to stabilize their genetics, but it turned out Bres was a changeling and his "beauty" was little more than a façade. Still, it was sufficient for a cunning mind to parley into a position of trust and authority among the Tuatha, such that Bres succeeded Nuada as High King in hopes of uniting two disparate peoples into one nation.

Bres succeeded in uniting Eire, but only by oppressing the Tuatha and making them the virtual slaves of the Fomorians, who became brutal enforcers of his rule. The Children of Danu quickly learned Bres' cultured and sophisticated manner concealed a heart as brutal as any of his Fomorian brethren.

Eventually, Bres' Tuatha subjects rebelled against him. A scathing satire broke his concentration, causing Bres to reveal his true form, and opposition to his rule spread. He was forced to flee to Fomorian-held lands and seek the aid of mighty Balor, who ultimately pulled Bres' strings on the throne of Tara. Balor then fell in battle against his own grandson, Lugh, also born of Tuatha blood, and Bres used sorcery to contain and claim the power of Balor's eye. Still, the Fomorians were exiled to Annwn and sealed away from the Earth.

Bres has since solidified his hold on power among his own kind, becoming Dark Lord of Annwn and Master Mage through the power of the Eye of Balor. Still, he lusts to do more than merely rule in Hell over his freakish subjects. He has greater ambitions and desires both

BRES THE BEAUTIFUL						PL 11
Str 18	Dex 12	Con 18	Int 14	Wis 16	Cha 16	
Skills: Bluff 8 (+11), Concentration 8 (+11), Diplomacy 5 (+8), Intimidate 5 (+8), Knowledge (arcane lore) 9 (+11), Knowledge (technology) 5 (+7), Notice 6 (+9), Sense Motive 8 (+11), Stealth 5 (+6), Survival 5 (+8)						
Feats: Accurate Attack, Attack Focus (ranged) 2, Defensive Roll 2, Dodge Focus 2, Fascinate (Bluff), Improved Initiative, Leadership, Ritualist, Sneak Attack, Taunt						
Powers: Device 5 (The Eye of Balor, see the following), Magic 11 (Mystic Blast, <i>Spells:</i> Dazzle 11 [visual], Deflect 7 [all attacks], Earth Control 11 , Snare 11 , Teleport 11), Morph 6 (humanoid forms), Protection 2						
Combat: Attack +7 (melee), +9 (ranged), Grapple +11, Damage +4 (unarmed), +11 (mystic blast), Defense +12 (+5 flat-footed), Knockback -4 (-3 flat-footed), Initiative +5						
Saving Throws: Toughness +8 (+6 flatfooted), Fortitude +8, Reflex +5, Will +12						
Abilities 34 + Skills 16 (64 ranks) + Feats 13 + Powers 54 + Combat 34 + Saves 17 = Total 178						

revenge against his Tuatha kinsfolk and dominion over the Earth, which he feels is rightly his. To that end, he schemes in his dark palace, looking for ways to escape interdimensional exile. Since the old days, however, Earth has found new champions who more than rival the Tuatha De Danann in power and skill. Bres has moved cautiously for the most part, a complex game setting up the final moves. After all, the Dark Lord of the Fomorians has nothing if not time.

Bres is as seductive as an archetypal devil and as handsome as one, if he chooses. His natural form is not so unpleasant particular compared to others of his kind: he has ruddy skin, pointed ears, small horns on his brow and elongated canine teeth, but retains his handsome features. He can also change his shape to appear even more pleasing to onlookers; his default is a more human-like version of his normal self, without his Fomorian traits, but he can look like anyone he wishes.

THE EYE OF BALOR	DEVICE 5 • 16 POINTS
Easy to lose; Restricted; Magic 20 (Blast plus Dazzle [visual], ESP [all senses], Illusion [all senses], Snare, Telekinesis, and Transform [anything into anything]; Will Save Required; Involuntary Transformation drawback, -1 point)	

When Lugh drove Balor's Eye out the back of his head in the final battle between the Fomorians and the Tuatha, Bres used magic to capture and contain the psychic and mystic essence of the powerful giant, creating what is still known as "the Eye of Balor." It looks like a dark, round gemstone, barely fitting into a man's hand. Within is a reddish storm of pure psychic power, the essence of Balor's might, barely contained by Bres' powerful spells. In fact, the Eye is not a stone at all, but a construct of energy.

Use of the Eye is restricted to those skilled or gifted in the arcane arts, namely having ranks in Knowledge (arcane lore), Magic, or both. The would-be user must make a Will saving throw to use the Eye (DC 10 + desired Magic rank). This Magic power does not supplement the user's own, however, it is used instead of it, so there is

a diminishing return for truly powerful spellcasters. Extra effort is usable in conjunction with the Eye for power stunts (spells) it does not normally grant.

The Eye of Balor also carries risks: a failed Will save while wielding the eye infects the wielder with the primal forces of chaos, causing a minor mutation or change. The more this happens, the more pronounced the changes become. The warping effect of the Eye can also influence the wielder's mind as well as body. Bres' apparent lack of mutations may be due to his shapeshifting power, his cautious use of the Eye, or an explanation for his vicious cruelty and obsession with Earth.

While the Eye of Balor was used to empower the monster of the same name (see **Balor** in this book) and could potentially be used to empower others, this is considered a plot device rather than a specific function of the device. It occurs entirely at the Gamemaster's whim to suit the series. The Eye could be a source of empowerment for a new mystic hero or even group of heroes, who then must struggle with the chaos innate in that power.

LEARNING ABOUT THE FOMORIANS

Heroes can learn the following about the Fomorians.

KNOWLEDGE (ARCANE LORE)

- DC 10** The Fomorians are giants and monsters from Celtic mythology, demons of war and winter who battled the Tuatha De Danann, the ancient Celtic gods.
- DC 15** The Fomorians existed, but were banished from Earth to a hellish netherworld long ago after the death of their leader, Balor.
- DC 18** Although the Fomorians and Tuatha dwell in other dimensions now, they apparently both originated on Earth before encountering each other in ancient Ireland. Tales even indicate some intermarriage between the two sides before their final conflict. The Fomorians were apparently creatures that varied greatly in physical form and appearance.
- DC 20** Bres the Beautiful, offspring of Fomorian and Tuatha heritage, was once king of both peoples until he was deposed for his cruel oppression of the Tuatha. He led the Fomorians in a war to reclaim the throne, the war in which they were defeated and banished. Still, Bres apparently survived and went into exile with the rest of his kind.
- DC 25** Bres still rules the Fomorians through the power of the Eye of Balor and is Dark Lord of Annwn, but remains exiled from Earth.
- DC 30** The Eye of Balor is the gathered essence of Balor's power contained by arcane bindings, but it is raw chaos and energy, making it difficult to control and dangerous to use. Even Bres seems to use it sparingly and cautiously.

KNOWLEDGE (THEOLOGY AND PHILOSOPHY)

- DC 10** The Fomorians are giants and monsters from Celtic mythology, demons of war and winter who battled the Tuatha De Danann, the ancient Celtic gods.
- DC 12** Notable Fomorians in legend include Balor, whose great eye contained terrible destructive force, and Bres the Beautiful, who once ruled both the Fomorians and the Tuatha De Danann until he was deposed.

CAPERS

THE BRIDE OF BALOR

Earthly agents of the Fomorians, perhaps aided by a few extradimensional escapees, abduct an Englishwoman named Amanda Griffin and take her to Annwn. The heroes are alerted of the abduction attempt in time to witness Amanda's disappearance, and perhaps follow her captors to the dark realm. They might also learn Amanda is the granddaughter of the Golden Age British heroine Lady Celtic. (For more on Lady Celtic, see *Golden Age*, pages 87-88 and 106.)

Bres intends her to become "bride" to the disembodied essence of Balor, and mother of a child who will meld Fomorian, Tuatha, and human blood with the heritage of Lady Celtic and the "iron" of the Human Tank (Amanda's grandfather). Melded with the power of the Eye of Balor, such a child will be an invincible champion of the Fomorians, and not bound by their exile. The heroes have to brave the dangers of Annwn to rescue Amanda before Bres can carry out his sinister scheme. There's also the possibility they're able to rescue Amanda, but not before she is impregnated with the power of Balor. What, if anything, can they do to prevent the foretold birth of Bres' dark champion, and are they willing to do it?

LAST DEFENDERS OF AVALON

For centuries, Avalon has stood as a shining sentinel between Earth and the dark realm of Annwn. Now an army of Fomorians backed by the terrible power of Bres and the Eye of Balor besieges the fortresses of the Shining Realm. In need of aid, the surviving defenders use their remaining magic to summon heroes from Earth, imploring them to help hold back the tide of the Fomorians lest it burst forth from Avalon and drown the Earth in a flood of chaos and darkness. Can the heroes save Avalon and Earth from the monsters of war and winter?

LEGACY OF THE EYE

Bres and others have long thought of the Eye of Balor as nothing more than an arcane power source, but what if it is more? Perhaps Balor's essence attempted to psychically flee his mortally wounded body, but Bres' spell captured and contained it. If so, the Eye might possess the Fomorian giant's mind and will as well as his power, buried deep within the glowing stone. The Eye itself could be manipulating Bres and the other Fomorians in an effort to regain a physical body and the means of avenging Balor on the Tuatha and the entire world. If so, then the creation of the super-terrorist Balor might *not* have been Bres' work, but the doing of the Eye. The new Balor could be more than just a vessel for his power, providing a means of escaping exile in Annwn and walking the Earth once more.

INVISIBLE, INC.

Dr. Norman's research into the creation of force field constructs backfired in 1964, leading to the destruction of the unnamed South Sea island that had been the site of his experiments (as well as the good doctor himself). The world thought him just another failed mad scientist and didn't give a second thought to his research. The world was wrong.

In a sleepy Boston law office, the doctor's will was read, leaving his estate to a former lab assistant, Dmitri Korcek. A handsome, respected immigrant, few suspected Korcek was actually a former KGB spy! Prior to his desertion, Dmitri had been one of the Soviet bloc's best deep-cover operatives, an impersonation specialist. He had been hired as Norman's assistant to steal his inventions—now they were being handed to him on a silver platter!

Korcek was assembling a ring of thieves dedicated to industrial espionage, through which he hoped to collect enough wealth to retire and enjoy the good life. Norman's research, however, was the mother lode. Korcek discovered his former employer had stumbled onto a machine that turned people invisible!

Korcek, Incorporated, was soon transformed into Invisible, Inc., industrial saboteurs for hire. From 1966–1971, whenever you wanted someone to get info on an industrial rival, steal a prototype, or alter records, Invisible, Inc. was the group to call. Korcek's original crew was unorthodox: petty hustlers, circus acrobats, even a sumo wrestler, however this "island of misfit spies" was extremely effective.

Starting in the early '70s, Korcek began to suffer from delusions of grandeur (perhaps caused by excessive use of the invisibility process). Believing western society was on the verge of collapse, Korcek allied himself with the ambitious Asian warlord Si Fong. He offered Fong his exclusive services and in return became Si Fong's head of

American operations. Unfortunately, while the federal authorities didn't like theft, they *really* didn't like political agitation. AEGIS made a concerted effort to track down and eliminate the "cockroach gang" (as the AEGIS task force called them) and eventually found them. Si Fong died in a terrible explosion. Korcek fled to South America, but his health failed and he died in 1982. Everyone else was captured or killed—or so AEGIS believed.

The one that got away was Dr. Noah Manley. He had been one of Dr. Norman's assistants, but fled from "Invisible Monster Island" before its destruction. Korcek did not trust him but was forced to give him a job as with Invisible, Inc. after several tragic malfunctions threatened to shut down the project. Manley studied Dr. Norman's machine carefully, but despite many attempts, could never rebuild it.

Though Invisible, Inc. was busted, Manley's sense of self-preservation kicked in and once again he escaped. His failures gnawed at him, however. For decades he tried to rebuild the machine, bouncing between corporations and criminal organizations in a vain attempt to research "the missing piece." Three years ago, he landed a position at the Foundry. While studying someone's ideas on force field generation, he finally solved the puzzle. Leaving his position with the Foundry (while remaining on good terms), Manley finally built a working Invisibility Field Generator. He christened it "Inviso-2," and renamed himself "Dr. Noman."

What good is an invisibility machine, though, if you don't use it?

Manley considered his life and past experiences. He came to the conclusion that had he been running Invisible, Inc., he would now be master of the greatest criminal empire ever assembled. As Dr. Noman, he was determined to live that dream. He recreated Invisible, Inc., but this time they would make no mistakes!

As a recruiter of criminal talent, Manley made a good Invisibility Machine Technician. Fortunately, he found someone very good at that job. Ivan Korcek, Dmitri's son, had already established himself with a number of criminal connections. Like a whipped dog, Manley went back to the person who most closely resembled his old master. Korcek, on the other hand, was intrigued at the unexpected opportunity to continue his father's legacy, a project that could certainly attract top talent.

A year after its formation, the new Invisible, Inc. has started to accrue a reputation for untraceable crimes planned and executed with the precision of a master clockmaker. As it did in the '60s, Invisible, Inc. typically leaves a signature in "invisible ink" that shows up under UV light (which reads, naturally enough, "Invisible, Inc."). Thus far, no one has noticed the signature or linked the crimes with the old '60s organization, chalking up the robberies to organizations like the Crime League or the Thieves' Guild. They're honing their skills and attacking bigger targets, and word is starting to drift into the criminal world of a new Invisible, Inc. By focusing on industrial espionage, Noman and Korcek hope to carve out their own niche and coexist peacefully with potential rivals. They are certain to be a thorn in the side of superheroes, AEGIS, and UNISON alike.

Invisible, Inc. has no fixed base of operations. The Invisibility Machine is usually stored aboard a large semi-truck; it's unloaded into a rented industrial property when Invisible, Inc. arrives to do a job and moves whenever Invisible, Inc. leaves town.

THE INVISO-2

Inviso-2 is a booth-shaped apparatus able to hold a single medium-sized individual. The device is capable of coating a person or object with a light-bending field, rendering them completely invisible for a period of three hours. The field does not adapt to new objects, so anything picked up by the subject must be placed inside clothing (or any container, such as a bag, carried when the operative was turned invisible). The operative perceives themselves (and others turned invisible by the process) as ghost-like images, and sounds are slightly baffled.

Inviso-1, the original Invisibility Machine, had the risky side effect of turning someone intangible if it was used more than twice. Inviso-2 has not shown the same deleterious effects. Quirk once transformed Inviso-1 into the "Continuity Eraser;" anyone placed inside had all records and memories of their existence removed. This

effect was dependent on Quirk's power, however, and not a permanent alteration to the device.

INVISO-2 MACHINE

DEVICE 6 • 24 POINTS

Hard to Lose, Toughness 25, Defense 10, Size Medium; **Invisibility** (all visual senses, Affects Others, Continuous Duration; Progression 20 [no real limit to the number of people who may be made invisible at once]; Fades after three hours)

DR. NOMAN

With a shock of unkempt white hair and a long lab coat, Noah Manley looks like the proverbial mad scientist—when you can see him, that is (he's invisible most of the time). He's spent his life on a monomaniacal quest to recreate the work of his mentor and rebuild Invisible, Inc., believing it would garner him riches and respect.



Manley is living the dream of being a master villain as well as a respected scientific genius. He's not really very good at the former, unfortunately and is too much of a plodder for the latter. His main lieutenant, Ivan Korcek, basically runs anything he wants past Manley, gets it rubber-stamped, and proceeds to run the organization *his* way. Manley's far from a complete imbecile, though, despite the apparent ease with which he's manipulated; he's deliberately surrounded himself with good people and usually knows when to get out of their way so long as they'll put up with an egocentric rant or two and occasional bouts of paranoia. Furthermore, Manley's technical knowledge of the Invisibility Machine ensures his lieutenants have to pay him homage and respect, at least to his face.

Manley's goals are to get rich and establish Invisible, Inc.'s reputation as the premier industrial espionage team in the world. He can be egocentric (he often prefaces his remarks with "Dr. Noman says...") and paranoid (at least one agent was terminated because Noman held unwarranted suspicions, but no one liked him anyway). Manley can be incredibly weak-willed (allowing people to manipulate him) and is given to bouts of sulking when things go wrong. These misbehaviors are at least partially an act, though no one really knows where the act ends and the dementia begins (sometimes including Manley).

IVAN "KILLJOY" KORCEK

A cold calculating killer able to hide his ruthless nature under a façade of charm, Vince Korcek is the son of a KGB assassin and the true leader of Invisible, Inc. While Dr. Noman treats him like a lackey, Korcek plans all their major operations and leads the team in the field.



His father having died before he was born, Ivan grew up in an orphanage in Buenos Aires. The other kids treated him poorly until a program of physical fitness turned him into a first-rate bully. Korcek ran away from the orphanage as a boy and found work for local gangs. Any moral code he might have acquired had been long abandoned—the only law he respected was the Law of the Jungle. Eventually, curiosity about his father got the better of him and he broke into a safety deposit box

DR. NOMAN

PL 5

Str 8 | **Dex 8** | **Con 11** | **Int 22** | **Wis 14** | **Cha 11**

Skills: Computers 10 (+16), Intimidate 6 (+6), Knowledge (business) 4 (+10), Knowledge (current events) 4 (+10), Knowledge (earth sciences) 8 (+14), Knowledge (physical sciences) 10 (+16), Knowledge (technology) 8 (+13), Notice 4 (+6), Stealth 10 (+9)

Feats: Equipment 2, Inventor, Master Plan
Equipment: Cell phone, PDA, heavy pistol

Combat: Attack +3, Grapple +2, Damage +0 (unarmed), +4 (pistol), Defense +5 (+3 flat-footed), Knockback -0, Initiative +1

Saving Throws: Toughness +0, Fortitude +2, Reflex +4, Will +5

Abilities 14 + Skills 16 (64 ranks) + Feats 4 + Combat 16 + Saves 10 = Total 60



to steal his father's effects. Among them, he discovered a videocassette his father left him—provided he was curious enough and strong enough to take it.

Once he knew the full story, Ivan contacted some of his father's old associates and asked for some favors. Most simply laughed at him, but a few recognized his potential and arranged for him to leave Argentina and work for Central American drug smugglers. This was dangerous work, but Korcek was well suited to the dog-eat-dog world of the narcotics trade. He relocated to Miami, where he worked as a broker between Caribbean and Russian syndicates.

Eventually he came to Freedom City during the later days of the Moore administration, where he was shocked to discover the real action in local crime was in law enforcement. After faking new background information, Korcek joined the police force and became one of its most corrupt officers, responsible for the deaths of several honest cops who got in the way of his vice racket. After Moore was thrown out of office, Korcek threw away his badge and went rogue. For years, he ran vice and narcotics rackets in several cities. He was too scared to try to go into the "big time", though, not without an edge against the cape and cowl set.

Unexpectedly, he got that edge. An old friend of his father's, Dr. Noah Manley, contacted him with an extraordinary proposal. It didn't take much to persuade Manley to join the new Invisible, Inc.—it felt like the big time, finally! Now he could recruit some real talent and do some damage! He'd become rich and powerful, and Manley was the perfect fall guy if anything went wrong. Korcek's been the group's *de facto* leader ever since.

Ivan intends to ride this streak of good fortune for all it's worth.

As greedy a mercenary as you'll find (he has expensive tastes), Korcek is not a pleasant boss. If you fail him or annoy him, you don't get a second chance. When he's gotten a particularly good take, he may even kill one of his own people to raise his share (he will make sure no one knows he did it). Despite these nasty habits, Korcek

IVAN "KILLJOY" KORCEK

PL 8

Str 16 | **Dex 18** | **Con 16** | **Int 20** | **Wis 18** | **Cha 20**

Skills: Bluff 10 (+15), Diplomacy 10 (+15), Disguise 8 (+13), Gather Information 4 (+9), Knowledge (civics) 4 (+9), Knowledge (current events) 8 (+13), Knowledge (tactics) 12 (+17), Knowledge (technology) 4 (+9), Language (Cantonese, German, Spanish, Russian), Notice 8 (+12), Search 4 (+9), Sense Motive 8 (+12), Stealth 4 (+8).

Feats: Accurate Attack, Defensive Attack, Distract (Bluff), Equipment 4, Improved Disarm, Improved Grab, Improved Pin, Improved Trip, Leadership, Luck 4, Master Plan, Stunning Attack
Equipment: Cell phone, PDA, machine pistol (+3 damage, Autofire), mini-tracer, multitool, undercover vest (+3 Toughness), video camera

Combat: Attack +7, Grapple +10, Damage +3 (unarmed), Defense +9 (+5 flat-footed), Knockback -1, Initiative +4

Saving Throws: Toughness +6 (+3 without undercover vest), Fortitude +6, Reflex +8, Will +8

Abilities 48 + Skills 22 (88 ranks) + Feats 18 + Combat 32 + Saves 11 = Total 131

insists on high levels of training and standards of discipline for members of his elite burglary team.

Korcek usually wears a red shirt with white pants. Thanks to a youth serum he once took, he looks like a man in his early 30s, although he's actually in his late 40s.

WILL "HAPPYFACE" LARUE

Bill LaRue was a Freedom City lawyer with a habit of taking cases involving criminals with occult powers, in the hopes one of them would pay him by granting him power. Oftentimes, they did, and LaRue profited with temporary powers. One of his clients was, however, too generous. He permanently gave him the psychic power to be liked and trusted. People wouldn't always obey him or do what he wanted, but they usually gave him the benefit of the doubt.

If this power sounded perfect for his profession, it was—too perfect. After the Moore administration used telepathic lawyers to pervert justice, the local bar was on the lookout for any sign of "too much order in the court." After several uncanny courtroom victories, LaRue fell under suspicion. He managed to talk himself out of trouble, but his partners quietly advised him to find a new profession.

LaRue could have fought it—but the suggestion intrigued him. He could probably make enough money in other professions and have a lot more fun than in the legal grind. He instead turned his emerging powers toward elaborate cons, particularly of the rich and powerful.

One of his scams came at the expense of Ivan Korcek, who normally would have hunted him down and killed him without a second thought... except that something about the con artist intrigued him. Invisible, Inc. could benefit from someone who could go into social situations and extract information prior to a job without attracting suspicion. Using "Happyface Consulting", a private firm, as his cover, LaRue became the "face man" of the



team. He contacts a target before a job and uses his likeability powers to persuade them to talk a little more than they should, prying loose information that's critical to Invisible, Inc.'s success without raising suspicion. So far, he's proven to be an extremely useful asset. More importantly (at least as far as LaRue's concerned), he's living the high life, attending parties and galas, and having a lot of fun. He may have long range plans, but he hasn't revealed them; he's happily enjoying the ride for now.

MATTHEW SORENSON

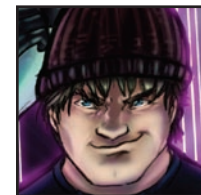
Matthew Sorenson's father was Norway's greatest acrobatic dwarf (though he didn't suffer from his dad's dwarfism). His father died when Matthew was an small boy; in an effort to get his children out of the circus world, he made poor choices and ran afoul of an international crime ring. Young Matthew came to the conclusion it was his fault, but there was nowhere else to turn. He and his sister stayed with a poor Scandinavian circus, becoming a first-rate acrobat himself. Guilt gnawed at him, however.

Guilt ... and something even darker: greed.

Matthew resented the poverty of his existence. He blamed the circus owner and the media for never showing his father enough respect. He blamed superheroes for upstaging his father's incredible talent.

Perhaps his resentment led to the accident that caused his sister's death. The circus-folk ostracized him, and he ended up leaving his chosen profession to live on the streets of Oslo.

Though Scandinavia is not renowned for its criminal underworld, Matthew found his way into it regardless. He was a courier in his teenage years, then went independent and robbed banks. His acrobatic abilities and climbing techniques earned him the reputation of "the human gargoyle;" high-rise office ledges were the battlements on which he rested.



WILL "HAPPYFACE" LARUE

PL 8

Str 12 Dex 15 Con 12 Int 15 Wis 20 Cha 20

Skills: Bluff 10 (+15), Diplomacy 10 (+15), Disable Device 8 (+10), Disguise 4 (+9), Escape Artist 8 (+10), Gather Information 12 (+17), Investigate 8 (+10), Knowledge (arcane lore) 6 (+8), Knowledge (business) 8 (+10), Knowledge (current events) 8 (+10), Notice 8 (+13), Profession (lawyer) 4 (+9), Search 8 (+10), Sense Motive 8 (+13), Sleight of Hand 10 (+12), Stealth 8 (+10)

Feats: Attractive, Connected, Eidetic Memory, Elusive Target, Equipment 2, Evasion
Equipment: Light pistol (+3 damage), undercover shirt (+2 Toughness)

Powers: **Emotion Control 7** (Burst Area; Limited to love, Limited to helpful attitude; Subtle; **Alternate Power:** **Mind Reading** [Burst Area; Limited to sensing emotions; Subtle 2])

Combat: Attack +5, Grapple +6, Damage +1 (unarmed), Defense +10 (+5 flat-footed), Knockback -1, Initiative +2

Saving Throws: Toughness +3 (+1 without undercover shirt), Fortitude +5, Reflex +8, Will +7

Abilities 34 + Skills 32 (128 ranks) + Feats 7 + Powers 9 + Combat 30 + Saves 12 = Total 124

MATTHEW SORENSON

PL 8

Str 15 Dex 26 Con 15 Int 12 Wis 18 Cha 12

Skills: Acrobatics 12 (+20), Climb 12 (+14), Computers 8 (+9), Disable Device 12 (+13), Escape Artist 12 (+20), Knowledge (popular culture) 4 (+5), Knowledge (technology) 12 (+13), Language (Norwegian), Notice 12 (+16), Search 4 (+5), Sleight of Hand 8 (+16), Stealth 12 (+20), Swim 4 (+6), Uncanny Dodge (hearing)

Feats: Acrobatic Bluff, Blind-fight, Defensive Attack, Defensive Roll 2, Equipment 3, Improved Trip, Instant Up, Move-By Action, Sneak Attack, Uncanny Dodge

Equipment: Light pistol (+3 damage), undercover shirt (+2 Toughness), Burglar's Kit (+2 to Climb and intrusion related Disable Device Checks), Multitool, Commlink.

Powers: **Super-Movement 1** (sure-footed)

Combat: Attack +7, Grapple +9, Damage +2 (unarmed), Defense +9 (+5 flat-footed), Knockback -3 (-2 flat-footed, -1 without undercover shirt), Initiative +8

Saving Throws: Toughness +6 (+4 without undercover shirt, +2 flat-footed), Fortitude +5, Reflex +10, Will +5

Abilities 38 + Skills 28 (112 ranks) + Feats 13 + Powers 2 + Combat 32 + Saves 6 = Total 119

His talents eventually came to the attention of Ivan Korcek, who took a shining to this squat, muscle-bound, moody young man. He offered him "riches beyond imagining" and the greedy Sorenson bought into the line. He became Invisible, Inc.'s intrusion specialist and second-in-command to Korcek during operations. He's the field leader of the Hollow Men.

THE HOLLOW MEN

The Hollow Men are handpicked specialists employed by Invisible, Inc. in their jobs. All of these men and women are well trained and capable as they often perform low-risk heists together (without invisibility) to hone their skills. They're usually each assigned a task for the job (lookout, wheelman, demo-guy, computer specialist); their Skill Mastery should be related to their assigned specialty.

LEARNING ABOUT INVISIBLE, INC.

Characters can learn the following about Invisible, Inc. via skill checks:

INVESTIGATE

- DC 10** The operation was accomplished by invisibility, not via similar powers like teleportation or telekinesis.
(If the PCs have access to the crime scene and the appropriate equipment).
- DC 20** There's lemon juice left behind on the wall.
- DC 23** The lemon juice is writing. It reads "Invisible, Inc.," which was the moniker of a 1960s super-agency.
- DC 25** There's a slightly elevated radiation levels in places where the robberies took place. (Compared to those left by the original Invisible, Inc. machine, the current one is much lower).

GATHER INFORMATION

- DC 10** Invisible, Inc. was a criminal organization that was active in the late 1960s, led by Dmitri Korcek. It was busted in 1971 by AEGIS.
- DC 15** Two people escaped the original destruction of Invisible, Inc. Dmitri Korcek, who died in Buenos Aires in 1981, and a young lab technician, Noah Manley.
- DC 20** Invisible, Inc. used an invisibility machine to turn its operatives invisible. The only known machine was destroyed in 1971.
- DC 25** A new Invisible Inc has been contacting potential employers in the local underworld, promising to do high-profile industrial espionage jobs without any problems.
- DC 30** The new Invisible Inc., is led by someone calling himself Dr. Noman. However, Ivan Korcek, son of the original leader, has done all of the organizing.

CAPERS

THE BEAST YEARS OF OUR LIVES

Invisible, Inc. has been hired by an animal rights group to free captured lab animals from a university. However, the animals are part of

THE HOLLOW MEN

PL 4

Str 12	Dex 15	Con 12	Int 12	Wis 14	Cha 13
Skills: Acrobatics 4 (+8), Climb 8 (+9), Computers 4 (+5), Disable Device 8 (+9), Escape Artist 4 (+6), Gather Information 4 (+5), Intimidate 4 (+5), Notice 4 (+6), Search 8 (+9), Stealth 8 (+10),					
Feats: Elusive Target, Equipment 4, Evasion, Instant Up, Skill Mastery, Sneak Attack, Teamwork, Uncanny Dodge (hearing)					
Equipment: Light Pistol, Undercover Shirt, Burglar's Kit, Commlink, Flashlight, Mini-tracer, Multitool, Night Vision Goggles, Parabolic Microphone.					
Combat: Attack +4, Grapple +5, Damage +1 (unarmed), Defense +4 (+2 flat-footed), Knockback -0 Initiative +2					
Saving Throws: Toughness +1 (+3 with undercover vest), Fortitude +4, Reflex +4, Will +3					
Abilities 18 + Skills 14 (56 ranks) + Feats 11 + Combat 16 + Saves 6 = Total 65					

THE AUCTION HOUSE

Invisible, Inc. has a mobile HQ that keeps them one step ahead of the authorities, but there is one other place where heroes might encounter them: the Auction House. The Auction House is where Invisible, Inc. ransoms their stolen secrets to the highest bidder. While they often do work for hire, Invisible, Inc. also likes to do their own jobs, prying secrets from industrial giants and leaking word to unscrupulous buyers of the loot available to the highest bidder.

For these auctions, Invisible, Inc. typically rents (or leases) a property in an industrial park in a rundown section of the city. Local enforcers are hired to supplement the security. Any villains participating in the auction are expected to help defend it against law enforcement or superheroes. Other items that might find their way to the auction block include secret identities, a scenario that can pit heroes against villains in an effort to convince the world that information is wrong before it gets into the wrong hands.

a potentially revolutionary diabetes treatment. One of the members (a diabetic) has moral qualms about the job and might even tip-off the heroes.

INVISIBLE TOUCH... OF DEATH

The heroes learned Dmitri Korcek faked his death in 1982 and is alive, well, and willing to sell valuable information about the Invisibility Machine in exchange for money and protection. Ivan Korcek, who's also learned that his father is alive, feels betrayed by his desertion and wants to kill him before he can talk.

ARE YOU AN INVISIBLE MAN, OR AN INVISIBLE MOUSE?

The real genius behind Invisible, Inc. is actually the original Invisible Man whose story was fictionalized by H.G. Wells in 1897. He's leaked information on the invisibility process to a number of scientific geniuses, but only Norman and Manley have deciphered it. Trapped in a virtually intangible state, he hopes to become corporeal and resume the program of world domination he began in Wells' time.

THE NIGHTWATCH

As far as the general public knows, the Nightwatch is a group of costumed crimefighters much like any other, gathered together to use their amazing powers for the good of mankind, opposing those who would prey on the weak and bringing them to justice. While notable for their exclusively nocturnal operations and their often brutal tactics, the Nightwatch is generally believed to be just another troupe of superheroes dedicated to righting whatever wrongs are perpetrated in the midnight hours.

But, beneath their capes and cowls, the members of the Nightwatch hide a foul and evil secret that, if left undiscovered, may one day prove to be the doom of those who have come to see the Nightwatch as benevolent protectors.

DOCTOR TWILIGHT

Viktor von Nacht was born in 1654 to a minor noble family in what is now eastern Germany. At the age of 20, Viktor's father died under mysterious circumstances, leaving Viktor the sole heir to his family's holdings. Within days of his father's death, a woman claiming to be the previous Baron von Nacht's lover approached Viktor. The woman, Lenore, claimed she and Viktor's father shared a unique and special relationship she wished to share with Viktor as well. No match for Lenore's seductive wiles, Viktor soon found himself in her embrace.

Only as Lenore buried her fangs deep in Viktor's throat did the new Baron von Nacht realize the true nature of his relationship with Lenore. Lenore was *nosferatu*, a vampire. Seeking to ingratiate herself into the German aristocracy, Lenore had attempted to seduce and later control Viktor's father. Having failed to turn the elder von Nacht, Lenore instead decided to kill him and focus her attentions on his young heir. However, Viktor was nothing if not a loyal son. Even after becoming Lenore's undead thrall, he still sought revenge for his father's murder. Lenore, unprepared for Viktor's youthful cunning, soon fell victim to Viktor's family connections and the knights of the Holy Roman Empire.



Free from his maker's control, Viktor continued to rule his family's holdings from the safety of his castle's walls. Although his rule was benevolent, by-and-large, there was no way to hide his secret forever—especially from the prying eyes of fearful and superstitious peasants. On the hundredth anniversary of his father's death, an armed mob composed of both the Baron's own subjects and troops contributed by the lords of neighboring provinces stormed the Baron's castle, killing everyone inside. Fortunately for the Baron, his would-be destroyers weren't as familiar as they should have been with how to *permanently* destroy a vampire. After driving a stake through his heart, the mob sealed the Baron's seemingly lifeless body within the catacombs of his own castle, where he remained for the next century.

In 1874, the Baron was accidentally awakened by a group of travelers seeking shelter in the ruins of what was once the Castle von Nacht. Making a gruesome meal of his liberators, the Baron set out to explore the changed world around him. He traveled the world for many years, creating others of his kind as he did so, but was always careful not to be discovered and never stayed in one place for too long. The world, it seemed, had forgotten his kind while he was asleep. Vampires were now believed to be nothing more than a myth. For another hundred years, the Baron and his brood existed in secret, hiding from the world as best they could. No one survived an encounter with them long enough to reveal their existence to the rest of the world.

Something remarkable happened in 1978, however. While seeking an evening's refreshment, the Baron witnessed a brawl between two costumed superhumans in a downtown urban center. As the two fought, the Baron was struck by how these two disguised figures, possessing obviously supernatural powers, were allowed to operate with total freedom and anonymity in clear sight of the public. At that moment, the Baron began to construct a plan.

Although it has taken many years to make his plan a reality, the plan itself is relatively simple: sporting the appropriate costumes and pseudonyms and disguising their vampiric abilities as "superpowers," the Baron and his brood have taken up alternate identities as superheroes. More specifically, they have become nighttime vigilantes. Moving from city to city as they will, "the Nightwatch" can now act with relative impunity, hunting down the undesirable crimi-

DOCTOR TWILIGHT

PL 12

Str 30	Dex 17	Con —	Int 20	Wis 18	Cha 20
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Skills: Bluff 4 (+9), Concentration 6 (+10), Diplomacy 10 (+15), Gather Information 4 (+9), Intimidate 10 (+15), Knowledge (arcane lore) 6 (+11), Knowledge (art) 4 (+9), Knowledge (history) 6 (+11), Knowledge (philosophy and theology) 4 (+9), Language 3 (German, Hungarian, Latin), Notice 6 (+10), Search 8 (+13)

Feats: Accurate Attack, Animal Empathy, Attack Focus (melee) 4, Defensive Attack, Fearless, Improved Block, Improved Disarm, Improved Pin, Master Plan, Power Attack, Ritualist, Startle, Taunt

Powers: **Drain Constitution 1** (blood drain), **Enhanced Feats 13** (Fearsome Presence 10 (DC 20, 50 ft.), Improved Initiative 3), **Immunity 30** (Fortitude), **Insubstantial 2** (gaseous), **Mind Control 12** (Conscious, Continuous Duration), **Protection 8** (Impervious; Limited against blessed, silver, or magical weapons), **Quickness 3**, **Regeneration 5** (Resurrection, 5 minutes, not when staked or beheaded; Source—blood), **Shapeshift 4** (Nocturnal animals only), **Speed 3** (50 MPH), **Super-Movement 1** (wall-crawling), **Super-Strength 4** (heavy load: 12 tons), **Telepathy 2**

Combat: Attack +10, +14 (melee), Grapple +28, Damage +10 (melee), Defense +14 (+7 flat-footed), Knockback -8, Initiative +15

Saving Throws: Toughness +8 (+0 vs. blessed, silver, or magical weapons), Fortitude —, Reflex +10, Will +12

Drawbacks: Weakness (dependence on blood, common, minor, -2 points), Weakness (holy symbols, dazed for one round by losing an opposed Charisma check, common, moderate, -3 points), Weakness (sunlight, minor, per round, destroyed after 10 rounds, -7 points)

Abilities 45 + Skills 18 (72 ranks) + Feats 16 + Powers 175 + Combat 48 + Saves 15 - Drawbacks 12 = 313 Total



nal elements of a given district and feeding on them, all under the auspices of truth, justice and the American way.

VIRAGO

Damiana Ruskeya was born to a Russian peasant family in the late nineteenth century. From a young age, she felt her destiny was greater than the life to which she was born. Fate seemed determined to thwart her desires, though; Damiana's family was forced to sell her into the service of a landowner's household when she was 16 to pay off the family's many debts.



The lord of the household immediately took a keen interest in Damiana; she spent the next three years enduring sexual abuse at his hands. When she was 19, however, she awoke late one night to discover the household in shambles and the family dead by some grisly means. She fled into the bitter Russian night, only to be confronted by a dark figure. He offered her an opportunity for a new life. Cold and frightened, Damiana agreed; she has been the Baron's faithful servant ever since.

Damiana revels in her undead state and the freedom it provides her. Free from the shackles of mortal existence and the social conditions that held her back, Damiana has chosen to explore her physical powers to their fullest extent. Along with Talon, Virago is always at

VIRAGO

PL 12

Str 35 | Dex 24 | Con – | Int 14 | Wis 14 | Cha 15

Skills: Acrobatics 8 (+15), Diplomacy 4 (+6), Intimidate 11 (+13), Knowledge (history) 6 (+8), Language (Russian), Notice 6 (+8), Search 6 (+8), Sense Motive 6 (+8)

Feats: Attack Focus 2 (melee), Chokehold, Fearless, Improved Disarm, Improved Grab, Improved Pin, Power Attack, Weapon Bind

Powers: **Drain Constitution 1** (blood drain), **Enhanced Feats 2** (Improved Initiative 2), **Immunity 30** (Fortitude), **Insubstantial 2** (gaseous), **Leaping 4** (x25), **Protection 10** (Impervious; Limited against blessed, silver, or magical weapons), **Quickness 2**, **Regeneration 5** (Resurrection, 5 minutes, not when staked or beheaded; Source—blood), **Speed 4** (100 MPH), **Super-Movement 1** (wall-crawling), **Super-Strength 5** (heavy load: 50 tons)

Combat: Attack +10, +12 (melee), Grapple +29, Damage +12 (melee), Defense +12 (+6 flat-footed), Knockback -10, Initiative +15

Saving Throws: Toughness +10 (+0 vs. blessed, silver, or magical weapons), Fortitude –, Reflex +8, Will +8

Drawbacks: Weakness (dependence on blood, common, minor, -2 points), Weakness (holy symbols, dazed for one round by losing an opposed Charisma check, common, moderate, -3 points), Weakness (sunlight, minor, per round, destroyed after 10 rounds, -7 points)

Abilities 42 + Skills 12 (48 ranks) + Feats 9 + Powers 80 + Combat 44 + Saves 7 – Drawbacks 12 = 180 Total

the front of any physical confrontation, inflicting as much harm as Doctor Twilight will allow her to get away with.

Damiana is absolutely loyal to the Baron, having long ago fallen desperately in love with him. She is unrelentingly jealous of any other woman the Baron pays the least bit of attention. She would have destroyed Mistral long ago, save for the fact the Baron forbids Virago from harming any of his other "children." Nonetheless, Virago and Mistral do not get along and speak to each other only when necessary.

MISTRAL

Genevieve Dumont was a prostitute and thief working the streets of Paris in 1901. Forced to live by her wiles from a very early age, Genevieve's favorite tactic was to kill or otherwise incapacitate a customer in a moment of passion before disappearing with his belongings. One evening, however, the customer proved faster and stronger than she expected. Luckily, the Baron was in a particular mood that evening. He rewarded Genevieve's murderous intent with a gift of his own.

Genevieve is a schemer and manipulator. A mistress of subtlety and charm, she has never missed an opportunity to use her looks and influence to her best advantage. She is, however, a ruthless killer who derives great pleasure from devouring the men she seduces. While Genevieve gets some pleasure out of the group's current charade, she ultimately dislikes being "Mistral" and would rather go back to her preferred method of stalking prey.



MISTRAL

PL 10

Str 22	Dex 17	Con –	Int 12	Wis 13	Cha 18
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Skills: Bluff 6 (+10), Diplomacy 9 (+13), Gather Information 9 (+13), Language (French), Notice 7 (+8), Perform (singing) 6 (+10), Search 7 (+8), Sense Motive 7 (+8), Sleight of Hand 4 (+7)

Feats: Attractive 2, Fascinate (Diplomacy), Fearless, Improved Defense, Set-Up, Sneak Attack 2, Teamwork

Powers: **Alternate Form 9** (gaseous), **Drain Constitution 1** (blood drain), **Enhanced Feats 2** (Improved Initiative 2), **Immunity 30** (Fortitude), **Protection 7** (Impervious; Limited against blessed, silver, or magical weapons), **Quickness 2**, **Regeneration 5** (Resurrection, 5 minutes, not when staked or beheaded; *Source*—blood), **Speed 3** (50 MPH), **Super-Movement 1** (wall-crawling), **Super-Strength 2** (heavy load: 2,160 lbs)

Gaseous Form: **Flight 3** (50 MPH), **Insubstantial 2**, **Suffocate 9**, **Super-Movement 1** (Permeate)

Combat: Attack +10, Grapple +18, Damage +6 (melee), +9 (surprise attack), Defense +10 (+5 flatfooted), Knockback –7, Initiative +11

Saving Throws: Toughness +7 (+0 vs. blessed, silver, or magical weapons), Fortitude –, Reflex +6, Will +6

Drawbacks: Weakness (dependence on blood, common, minor, –2 points), Weakness (holy symbols, dazed for one round by losing an opposed Charisma check, common, moderate, –3 points), Weakness (sunlight, minor, per round, destroyed after 10 rounds, –7 points)

Abilities 22 + Skills 14 (56 ranks) + Feats 9 + Powers 101 + Combat 40 + Saves 8 – Drawbacks 12 = 182 Total

Although loyal to her master, Genevieve is always on the lookout for a better opportunity. The inclusion of Daniel Travers in the Baron's entourage has given her an ally, should Virago ever escape the Baron's leash and prove a serious threat to Genevieve's continued existence. Now that she has resources of her own, Genevieve is simply waiting for an opportunity to destroy the Baron and Virago and set out on her own.

NOCTURNE

Daniel Travers is the newest addition to the Baron's family. After spending so many years studying humanity from afar, the Baron became concerned that he and his cohorts were slowly losing touch with the modern world. If the Baron's burgeoning plans were going to work, the group needed a touchstone from the modern era. Genevieve Dumont had been toying with Daniel Travers, a computer programmer and self-professed "geek" with an interest in the occult, for several weeks after meeting him one evening in a local bar. Feeling Daniel would be an ideal addition to his flock, the Baron allowed Genevieve to turn him.

Daniel is Nightwatch's technical expert. His skill with computers and electronics combined with his interest in current events and popular culture make Daniel a useful addition to the Baron's retinue. Daniel knows this, however, and makes a point of reminding



NOCTURNE

PL 12

Str 22	Dex 15	Con –	Int 16	Wis 13	Cha 14
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Skills: Bluff 4 (+6), Computers 7 (+10), Craft (electronic) 5 (+8), Knowledge (arcane lore) 1 (+4), Knowledge (current events) 7 (+10), Knowledge (popular culture) 7 (+10), Knowledge (technology) 5 (+8), Notice 5 (+6), Search 7 (+10)

Feats: Accurate Attack, Attack Focus 2 (ranged), Defensive Attack, Improved Aim, Precise Shot

Powers: **Device 8** (Amulet of Shadows, hard to lose), **Drain Constitution 1** (blood drain), **Enhanced Feats 2** (Improved Initiative 2), **Immunity 30** (Fortitude), **Insubstantial 2** (gaseous), **Protection 7** (Impervious; Limited against blessed, silver, or magical weapons), **Quickness 2**, **Regeneration 5** (Resurrection, 5 minutes, not when staked or beheaded; *Source*—blood), **Speed 3** (50 MPH), **Super-Movement 1** (wall-crawling), **Super-Strength 2** (heavy load: 2,160 lbs)

Amulet of Shadows: **Darkness Control 12** (*Alternate Powers:* **Blast 12**, **Create Object 12**, **Dazzle 12** [visual], **Dazzle 12** [visual, Cone Area, Touch Range]), **Flight 6** (500 MPH)

Combat: Attack +8, +10 (ranged), Grapple +16, Damage +6 (melee), +12 (blast), Defense +12 (+6 flatfooted), Knockback –7, Initiative +10

Saving Throws: Toughness +7 (+0 vs. blessed, silver, or magical weapons), Fortitude –, Reflex +6, Will +6

Drawbacks: Weakness (dependence on blood, common, minor, –2 points), Weakness (holy symbols, dazed for one round by losing an opposed Charisma check, common, moderate, –3 points), Weakness (sunlight, minor, per round, destroyed after 10 rounds, –7 points)

Abilities 20 + Skills 12 (48 ranks) + Feats 6 + Powers 102 + Combat 40 + Saves 9 – Drawbacks 12 = 177 Total

everyone else about it regularly. As a result, Daniel is in constant danger of meeting his doom. He has yet to learn his place in Baron von Nacht's family and the Baron is growing tired of it. If Daniel doesn't find some humility soon the Baron is likely to destroy him and find a replacement. Meanwhile, Genevieve has gone to great lengths to ensure Daniel is her loyal sycophant.

Nocturne is the physically weakest member of the Nightwatch. Knowing this, the Baron has given Daniel temporary custody of a magical amulet the Baron happened upon in his travels, allowing Daniel to create the personality of "Nocturne" and contribute to the Nightwatch's ongoing operations.

TALON

Long ago, Kurt Jaeger was Baron Viktor von Nacht's gamekeeper, responsible for looking after the wild areas of the von Nacht estate. An expert hunter from a young age, Kurt and Viktor had been raised together and were close companions. Kurt was Baron von Nacht's first victim but also his first choice for an immortal companion. Jaeger survived the destruction of the Baron's estate by escaping into the wilderness and living as a beast. When the Baron awoke from his slumber 100 years ago, Jaeger sought him out and has been at his master's side ever since.



Today, Kurt Jaeger is a monster in every sense of the word. Unlike the Baron, Jaeger made little or no effort to maintain any sense of his former humanity. Jaeger's greatest love is the sound and feel of tearing flesh. He revels in the feral and animalistic qualities of his undead state, and has mastered his vampiric ability to both control animals and assume their forms. In fact, when he can, he prefers to hunt prey in animal form both for the enhanced senses and enhanced carnage a bestial shape provides. This makes Talon the Nightwatch's most dangerous member.

Talon serves the Baron as much out of a perverse sense of friendship as for the opportunity to wreak havoc. Because of his solitary and somewhat reclusive nature, Talon has little to do with the others. While he respects Virago for her physical abilities, he has little use for Mistral and Nocturne, both of whom he considers whiny, preening weaklings.

USING THE NIGHTWATCH

In portraying themselves as superheroes, each member of Nightwatch takes great care to publicly demonstrate only a subset of their vampiric abilities, reinforcing their chosen disguise in the eyes of those who might be paying attention. For example, Virago plays the part of the classic super-heroic powerhouse, displaying superhuman strength, speed and resilience. Mistral uses her ability to assume a gaseous form exclusively. Talon, always the most feral of the Baron's minions, takes delight in demonstrating his animalistic powers. Nocturne, meanwhile, focuses on using the mystical shadow abilities granted him by Baron von Nacht's amulet. "Doctor Twilight" portrays himself as nothing more than a gifted fighter and tactician, making certain to demonstrate no abilities that couldn't otherwise be attributed to intense training and expertise. The Baron has made it quite clear to each of his

TALON

PL 11

Str 26	Dex 18	Con —	Int 12	Wis 15	Cha 12
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Skills: Acrobatics 4 (+8), Climb 4 (+12), Handle Animal 9 (+10), Intimidate 11 (+12), Language (German), Notice 6 (+8), Search 6 (+7), Stealth 11 (+15), Survival 10 (+12), Swim 2 (+10)

Feats: All-Out Attack, Attack Focus 2 (melee), Blind-Fight, Dodge Focus 2, Elusive Target, Fearless, Hide in Plain Sight, Improved Pin, Power Attack, Rage, Startle, Track

Powers: **Animal Control 10** (Area: Burst, Nocturnal Animals only; Progression 10 [9 mile radius]), **Drain Constitution 1** (blood drain), **Enhanced Feats 2** (Improved Initiative 2), **Immunity 30** (Fortitude), **Insubstantial 2** (gaseous), **Protection 7** (Impervious; Limited against blessed, silver, or magical weapons), **Quickness 2**, **Regeneration 5** (Resurrection, 5 minutes, not when staked or beheaded; Source—blood), **Shapeshift 6** (Limited to nocturnal animals only), **Speed 3** (50 MPH), **Super-Movement 1** (wall-crawling), **Super-Strength 2** (heavy load: 2,160 lbs)

Combat: Attack +10, +12 (melee), Grapple +22, Damage +8 (melee), Defense +14 (+6 flat-footed), Knockback -7, Initiative +12

Saving Throws: Toughness +7 (+0 vs. blessed, silver, or magical weapons), Fortitude —, Reflex +10, Will +6

Drawbacks: Weakness (dependence on blood, common, minor, -2 points), Weakness (holy symbols, dazed for one round by losing an opposed Charisma check, common, moderate, -3 points), Weakness (sunlight, minor, per round, destroyed after 10 rounds, -7 points)

Abilities 23 + Skills 16 (64 ranks) + Feats 14 + Powers 129 + Combat 48 + Saves 10 - Drawbacks 12 = 228 Total

"children" that, while using their Nightwatch identities, none of them are to use any supernatural ability other than those appropriate to their adopted persona without his express permission if they value their continued existence.

Should the Baron ever give this permission, anyone confronting the Nightwatch is in for a rude surprise. Even without utilizing their full range of powers, the members of the Nightwatch are capable, ruthless opponents. The freedom to exercise the full extent of their powers makes them that much more so.

Despite their powers, Nightwatch is not without substantial weaknesses. Should the GM choose to allow a group of heroes to discover the true nature of the Nightwatch, it may be possible to learn several of the many ways to defeat them (see **Learning About Vampires**). The GM also needs to decide how the heroes' powers interact with these weaknesses. For example, the GM may decide a character with Light Control can generate the equivalent of sunlight, or that a character with a religious theme might be able to ward off the vampires with a Concentration check or Will save (perhaps spending a hero point first).

On the other hand, it may be too easy for the heroes to exploit vampires' known weaknesses once they find out the truth about the Nightwatch. If you want to make things more difficult, you can decide von Nacht has also been training his "children" to overcome many of those weaknesses in a kind of twisted reflection of superhero team training. So the Nightwatch members may, for example, not be destroyed by sunlight, merely uncomfortable in it, and not repelled by holy symbols, because they have realized their aversion is purely psychosomatic.

LEARNING ABOUT NIGHTWATCH

Characters can learn the following information about Nightwatch:

GATHER INFORMATION

- DC 10** The Nightwatch is a team of vigilantes notable for their excessive brutality.
- DC 15** The Nightwatch is composed of five individuals: Talon (an animalistic shapeshifter), Mistral (capable of assuming a gaseous form), Virago (a superhumanly strong and resilient fighter), Nocturne (capable of manipulating shadows) and the team's leader, Doctor Twilight.
- DC 20** Nightwatch has no set base of operations. Instead they travel irregularly from city to city, focusing on major urban areas with high crime rates.
- DC 25** Most of the criminals apprehended or confronted by the Nightwatch are never seen or heard from again.
- DC 30** Although the overall crime-rate in cities where the Nightwatch operates drops sharply after their arrival, the murder rate in those same cities increases substantially for the duration of the team's operations.

LEARNING ABOUT VAMPIRES

Should the true nature of the Nightwatch be discovered, the characters can learn the following information about vampires:

KNOWLEDGE (ARCANE LORE)

- DC 10** Vampires are the true undead. They survive by drinking the blood of the living but, in exchange, are immortal, supernaturally strong and immune to most forms of mundane harm.
- DC 15** Vampires are abominations in the eyes of all known religions. As such, vampires abhor holy symbols and sacred ground. Similarly, weapons blessed and consecrated by a priest can harm a vampire, as can magical weapons and weapons composed entirely of silver.

- DC 20** Legend states that one of the only ways to destroy a vampire is drive a wooden stake through its heart and cut off the abomination's head. These legends are entirely accurate.
- DC 25** Vampires are true creatures of the night and cannot endure the light of day. Exposure to the rays of the sun can reduce vampires to ash within minutes.

CAPERS

NEW KIDS ON THE BLOCK

The efforts of the heroes to apprehend one of their foes is interrupted when the Nightwatch shows up and beats the characters to their quarry. Nightwatch uses this as an opportunity to play themselves up as the "real heroes" in the eyes of the public (aided by the Baron's Mind Control), beginning a dirty campaign to discredit the heroes and eventually eliminate them.

LOVE AT FIRST BITE

One of the female heroes catches the amorous eye of Doctor Twilight. In his guise as a fellow hero, the good Doctor begins to actively court her affections. If the heroine rebuffs Twilight's advances, he may well resort to using his Mind Control powers to sway her to his way of thinking and begin turning her into a vampire. Virago and Mistral are likely to become jealous of the object of Doctor Twilight's newfound affections and attempt to eliminate the competition. Similarly, one of the male heroes could draw Mistral's attention, eliciting an equally hostile response from Nocturne.

WHERE HAVE ALL THE MYSTICS GONE?

Mystically inclined heroes and villains are disappearing. Baron von Nacht and his crew, wary of discovery through arcane means, have begun a campaign to secretly eliminate any occultist they consider a threat. They are purging the city of its mystic masters before the Nightwatch can make their public debut. Perhaps they are merely keeping the missing mystics prisoner and feeding upon them until the Baron decides the time is right to eliminate them permanently, but regardless, it's up to the heroes to free the mystics before an ill-timed cosmic threat can place the world in peril.

THE SHADOW ACADEMY

Taurus is a long-term planner, it comes with being immortal. Over time, he's noticed several truisms in regards to the quality of the help he's used or exploited. Quality costs and is rare. Loyalty is rarer still, and few assets possess the power, the training, *and* the reliability to offset their cost, especially in the community of so-called "supervillains."

With his resources, this should not present a problem. That it has consistently resurfaced is galling to him. Ms. Scarlet's training and recruitment methods saw to a certain level of expertise among the rank-and-file, but beyond a select few other assets, superhumans persistently prove more trouble than they are worth. There has to be a better way.

Recently, Taurus has taken inspiration from an old enemy. Few secrets are proof against time, the hard-won wisdom of centuries,

and near-unimaginable resources. The true face behind the Raven's cowl was one of those secrets, among many Taurus keeps close to his vest. It was Duncan Summers' success with the Claremont Academy that garnered the old bull's interest after pondering his own difficulties. Why depend on hiring or engineering the right talent when you can groom said talent to be what you want from the beginning?

The Shadow Academy is a dark reflection of the philosophies driving Claremont. Where Summers and his associates pour their efforts into preparing the heroes of tomorrow, the Shadow Academy molds tomorrow's criminals into accomplished professionals every bit the equal of whatever stalwart dares stand between them and their ill-gotten gains.

Through countless fronts and agents situated throughout criminal organizations spanning the globe over, Taurus and his people put out the word that the doors to a unique opportunity were open. Agents were tasked with locating suitable candidates, old contacts were dusted off so second-and third-generation villainy would come knocking, and negotiations between disparate organizations and players in the underworld were put into motion—all with the goal of giving the Labyrinth's new venture a sufficient talent base to "cherry-pick" the next generation of society's menaces. With the first graduating class preparing to exit the Shadow Academy's training regimen, the ancient villain will soon see whether his investment pays off.

The Shadow Academy is structured as a twisted hybrid of boarding school and terrorist training camp. The true facilities are underground—a refurbished and spacious subterranean headquarters that once belonged to Lord Venom, the '70s-era sparring partner of Centurion. The surface front situated above the actual facilities is the refurbished mansion that belonged to Venom's secret identity, Geoff Evanier, an upstanding member of the local moneyed elite. Following his convenient death, Evanier's property was acquired by one of the Labyrinth's numerous shell companies. The Evanier Preparatory School (also known as "Ev Prep") is the ostensible tenant of the property, a façade carefully maintained by the Academy to allay any suspicions.

For the standard teaching and administrative staff, refer to the Crime Lord and Assassin archetypes (*M&M*, 226). The school's administrator is the Headmistress, who answers to Ms. Scarlet and through her to Taurus himself. The student body is small, currently no more than two to three dozen students. The archetypes provided in the *Hero High* sourcebook are an ideal resource for filling out the student roll call, as are the sidekick archetypes included in *Instant Superheroes*.

Standard policy is to assign the students to groups that train together. The composition of these groups are subject to change, cycling through different arrangements as the instructors test out different combinations of powers, tactics, and individuals. Each group is labeled with a Greek letter that also designates their ranking in the school's hyper-competitive performance evaluations. Included here are write-ups for one such operational group who, despite some serious personality issues, has proven very effective as a unit. They currently have the distinction of being Alpha Group, brutally defending their ranking against all challengers.

THE HEADMISTRESS

Eliza Brandt is the daughter of the 60's era international super criminal Nachtfur ("Nightfire"), who in turn claimed to be the illegitimate son of the Nazi supersoldier Nacht Krieger. Her father certainly displayed powers similar to the WWII menace.

During her prime, Eliza exhibited much stronger powers than she currently possesses.

She operated as a super-criminal of some repute under the name "Tenebrous" and used her shadow powers to create a featureless shadow-form projection around herself—one with a generally male shape. It was a minor deception, but one successful in keeping authorities off her scent for Tenebrous' many crimes. After her powers began to fade, she hired herself out to terrorists and other

THE HEADMISTRESS

PL 10

Str 10 **Dex 18** **Con 16** **Int 16** **Wis 16** **Cha 16**

Skills: Acrobatics 4 (+8), Bluff 8 (+15/+11), Climb 4 (+4), Computers 2 (+5), Concentration 6 (+9), Diplomacy 4 (+11/+7), Disguise 4 (+7), Escape Artist 6 (+10), Gather Information 6 (+9), Intimidate 8 (+11), Knowledge (behavioral sciences) 8 (+11), Knowledge (business) 4 (+7), Knowledge (streetwise) 10 (+13), Language (Arabic, English, French, Russian; German is native), Notice 6 (+9), Profession (criminal) 10 (+13), Profession (teacher) 6 (+9), Search 4 (+7), Sense Motive 6 (+9), Stealth 6 (+10)

Feats: Attack Focus (melee) 2, Attack Specialization (guns) 2, Attractive, Connected, Defensive Roll 2, Diehard, Equipment 3, Evasion, Fascinate (Bluff), Favored Opponent 2 (men), Grappling Finesse, Improved Disarm, Improved Initiative, Sneak Attack, Taunt
Equipment: commlink, concealed pistol (+3 damage), multiple hidden blades (+1 damage each), smoke bomb

Powers: **Create Object 4** (shadow constructs; Distracting; *Alternate Powers:* **Darkness Control 4**), **Enhanced Feat 8** [Fearsome Presence 8 (DC 18, 40 ft.)], **Flight 2** (Platform), **Shield 6** (shadow armor), **Strike 6** (shadow claws), **Super Senses 2** (darkvision)

Combat: Attack +10 (melee), +8 (ranged), +12 (guns), Grapple +14, Damage +6 (shadow claws), +3 (pistol), +1 (blades), Defense +14 (+8 without Shield, +4 flat-footed), Knockback -2/-1, Initiative +8

Saving Throws: Toughness +5 (+3 flat-footed), Fortitude +5, Reflex +9, Will +9

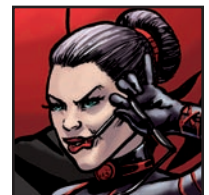
Abilities 32 + Skills 29 (116 ranks) + Feats 21 + Powers 22 + Combat 32 + Saves 15 = Total 151

criminal organizations as an instructor in combat training, interrogation, and other unsavory skill sets in demand among the underworld.

It was while working in this capacity that she was originally hired by one of the Labyrinth's many fronts. Her expertise soon brought her to the attentions of Ms. Scarlet and Taurus, who were suitably pleased with her work. When the time came to put together the structure Taurus envisioned for the Shadow Academy, Brandt's skills put her at the top of a very short list to take the lead role in molding the Labyrinth's future superhuman assets.

While no longer as capable with her powers, the Headmistress is nonetheless a dangerous woman. She has survived a long time in a unforgiving environment and can handle herself with deadly competence. Not a warm person to begin with, her new role has given her the opportunity to hone her frostiness to a razor edge. She views her charges, even her own daughter, not as children or even people so much as opportunities to demonstrate her skills in shaping talent and improving on already-expert performance. Aside from her remaining power over darkness and malleable shadow-stuff, she can also wield her looks and knowledge of human nature and its inherent vulnerabilities with lethal skill. Rationality, reason, and icy clarity are her hallmarks and serve her well.

The Headmistress does not go out into the field often. When she does operate in public, it is still using her featureless shadow-aura, which may permit Ms. Brandt to evade suspicion, leading some to assume the "Shadow Academy" is associated with SHADOW and Nacht-Krieger in some fashion, which is just as Taurus prefers it.



LEARNING ABOUT THE HEADMISTRESS

Characters can learn the following about the Headmistress.

GATHER INFORMATION:

- DC 25** Former underworld trainer who worked around the world. Disappeared from "the scene" several years ago.
- DC 30** Daughter of Dieter Brandt, the man better known as "Nachtfeur.*"

KNOWLEDGE (STREETWISE)

- DC 25** Once operated under the name "Tenebrous."
- DC 30** She works for the Labyrinth.*

*GMs should keep in mind that the Labyrinth's existence is not common knowledge even among the underworld. Attempts to investigate it can prove very unhealthy.

COUNT ZERO

PL 9

Str 26 | **Dex 16** | **Con —** | **Int 30** | **Wis 10** | **Cha 8**

Skills: Computer 14 (+24), Knowledge (current events) 10 (+20), Knowledge (technology) 14 (+24), Search 10 (+20)

Feats: Eidetic Memory, Speed of Thought (use Int for Initiative, see *Mastermind's Manual*) Ultimate Skill (Knowledge—current events), Well-Informed

Powers: **Feature 1** (web-head, always mentally linked to the Internet; Can use Knowledge [current events] in place of Gather Information), **Immunity 30** (Fortitude), **Possession 9** (techno-merge; Continuous; Feedback, Full-Round Action, Limited to machines, Leaves physical form behind; Dynamic, *Alternate Powers:* **Datalink 9** [Dynamic, Machine Control]), **Protection 10** (Impervious 3), **Quickness 6** (Mental Only), **Super Senses 8** (detect electromagnetic signatures, extended hearing 2, extended vision 3, lowlight vision, radio)

Combat: Attack +5, Grapple +13, Damage +8 (unarmed), Defense +5 (+3 flat-footed), Knockback -6, Initiative +10

Saving Throws: Toughness +10, Fortitude —, Reflex +5, Will +5

Abilities 30 + Skills 12 (48 ranks) + Feats 4 + Powers 68 + Combat 20 + Saves 7 = Total 141

DWARFSTAR

PL 9

Str 42/18 | **Dex 12** | **Con 14** | **Int 10** | **Wis 12** | **Cha 14**

Skills: Bluff 3 (+5), Diplomacy 3 (+5), Knowledge (popular culture) 4 (+4), Notice 3 (+4), Sense Motive 3 (+4)

Feats: Attack Specialization (blast) 3, Distract (Bluff), Dodge Focus 3

Powers: **Blast 6** (*Drawback:* Only when shrunk; *Alternate Powers:* **Gravity Control 6** [Distracting, Shapeable Area]), **Density 12** (Linked to Shrinking of the same rank), **Flight 3** (Linked to Shrinking), **Shrinking 12** (Normal Strength, Normal Toughness)

Combat: Attack +2/+6* (melee), +2/+6* (ranged), +12 (blast), Grapple +6/+10*, Damage +4/+16* (unarmed), +6* (blast), Defense +6/+10* (+2/+6* flat-footed), Knockback -1/-8*, Initiative +1 (*when shrunk)

Saving Throws: Toughness +8 (+2 at normal size), Fortitude +6, Reflex +6, Will +4

Drawbacks: Full Power (Shrinking, -1 point)

Abilities 20 + Skills 4 (16 ranks) + Feats 7 + Powers 61 + Combat 10 + Saves 10 - Drawbacks 1 = Total 111

CAPERS

SINS OF THE FATHER

The Headmistress isn't known for her indiscretions, but even she isn't immune to emotion. Years ago, she fell in love with a man who turned out to be an agent of AEGIS. She killed him when she found out the truth, but by that time she was already pregnant with his child. Recently, his old journals have surfaced containing a great many details about Brandt, Tenebrous and the Labyrinth. AEGIS wants them. The Labyrinth wants them. It's a race to see who gets their hands on them first, with the heroes caught in the middle.

TANGLED ALLIANCES

Continuing to grow weaker not only in the use of her powers, but also in terms of her general health, Brandt finally figures out the root cause of her problem—her powers drastically diminished at approximately the same time as her grandfather was released from his long imprisonment. He is somehow draining her life away by simply existing and using his powers. Unwilling to lose an asset as valued as Brandt, but equally unwilling to start what would become a war between SHADOW and the Labyrinth, Taurus has to figure out how to eliminate Nacht Krieger without showing his hand—ideal work for a group of gullible heroes.

COUNT ZERO

Count Zero is a prototype synthezoid housing an infomorph the Labyrinth and Foundry collaborated on in a rare display of cooperation (and one which still has the few close to both leaders wondering as to exactly what Taurus has over Talos). Brandt has no idea what her employer's plans are for the "artilect" (artificial intellect), nor does she particularly care.

Her mandate is to teach it how to use its abilities effectively and efficiently and to help it assimilate the fundamentals of human behavior and interaction with society and society's expectations.

Smart and with inhuman technical savvy, the Count is learning how to pass for human, a learning process which is proving problematic—Talos apparently included some of his own personality in Zero's persona-matrix and the construct rarely tries to hide the contempt it holds for the "inferior organic specimens" surrounding it. On the few occasions requiring its use, his patrons have provided a holomorphic projector to hide the Count's appearance. The device is not among its standard possessions and it loathes having to wear the thing or go out and interact in society at all. It is much happier in physical isolation, where it stays constantly attached and in tune with the Internet, surfing and learning what it wants, when it wants, how it wants. It also prefers being referred to by the pronoun "it," as "gender is for the inferior."



DWARFSTAR

Ronald "Ronnie" James was a loser. The son of small-time criminal scientists working for a dead-end low-level cell of the Labyrinth, Ronnie was heading for either a fruitless existence as a surf punk



or a burned-out metalhead. This changed the day he entered his dad's basement lab at exactly the wrong moment. The designer pharmaceuticals Ronnie's dad was working on blew up, but the fear of imminent death kick-started Ronnie's latent mutant abilities into manifesting to save his life. Associates of his father found him and took him to their boss, who passed the boy along to his boss and so on until someone with authority dropped him into the Shadow Academy program.

All Ronnie knows is that he's got cool powers and is getting trained in how to kick butt and take no crap from any of those !@#&\$ who've always acted better than him his entire life. He loves his new life... and hasn't shed a great many tears over the loss of his old one or his father. Dwarfstar is a mutant with the ability to compact his body tissues, shrinking and growing denser as he does. The smaller he gets, the more efficient a gravity lens he becomes, with the energy projection abilities to show for it. Currently, he's developed only enough control to hit a maximum compression and cycle back up to his normal size—nothing in between. But he's still learning



HELLHOUND

Hellhound, or Jean-Michel as he prefers to be called when not "on the clock," displays a number of abilities traditionally associated with

HELLHOUND

PL 8

Str 20	Dex 26	Con 20	Int 16	Wis 16	Cha 18
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Skills: Acrobatics 3 (+11), Bluff 14 (+18), Concentration 4 (+7), Diplomacy 6 (+10), Disguise 4 (+8/+33 when using Morph), Intimidate 4 (+8), Knowledge (arcane lore) 4 (+7), Notice 4 (+7), Search 3 (+6), Sense Motive 14 (+17), Stealth 4 (+12)

Feats: Distract (Bluff), Dodge Focus 4, Evasion, Fascinate (Bluff), Improved Critical 3 (Strike, 17-20), Move-By Action, Redirect, Ritualist, Seize Initiative, Setup, Sneak Attack 4, Startle

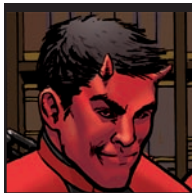
Powers: **Additional Limb 1** (tail), **Hellfire Control 6** (Penetrating; Indirect 2, *Alternate Powers:* **Emotion Control 6** [Continuous, Perception Area, Touch Range; Mind Blank, Subtle], **Leaping 1** (x2), **Mind Control 6** [hypnosis; Continuous, Perception Area [Hearing], Touch Range; Mind Blank, Subtle], **Morph 5** (humanoids), **Protection 3**, **Speed 1** (10 mph), **Strike 1** (horns and claws; Mighty), **Strike 4** (hellfire aura; Sustained, Aura)

Combat: Attack +5, Grapple +10, Damage +6 (unarmed), +11 (unarmed with Sneak Attack), +6 (Hellfire Control), +11 (Hellfire Control with Sneak Attack), Defense +8 (+2 flat-footed), Knockback -4, Initiative +8

Saving Throws: Toughness +8, Fortitude +8, Reflex +10, Will +10

Abilities 56 + Skills 16 (64 ranks) + Feats 20 + Powers 40 + Combat 14 + Saves 15 = Total 161

demonic entities along with personality traits to match. He's a consummate liar, a frighteningly adept judge of character and intent, and an utterly heartless manipulator. He speaks with a perfect French accent though he has yet to evidence any ability with the French language itself. His origins are intentionally cryptic. His presence at the school is a favor for the partners at Cabot, Cunningham, and Crowley who provided only enough background to work with, all of which is presumed false. Brandt was present at the meeting between the partners and Taurus himself and overheard the name "Vhaah'Zu of the Sevenfold Black Tongues," but no research on her part has been able to find any more information. Hellhound has thus far shown himself able to



generate a supernatural black fire and to twist minds and hearts with a few words. He also has some small facility with shape changing, at least as far as his basic features go.

LETHAL LOLITA

Keira (K-EYE-eer-uh) is the daughter of an outcast Utopian ostracized for his atavistic tendencies regarding violence. He snuck out of Utopia a step ahead of his peers' attempts to confine him, murdering his wife and kidnapping his infant daughter. He worked for years as a high-priced mercenary before dying during a particularly brutal fight with agents of UNISON. His last employer was the Labyrinth, who took possession of his daughter following his demise.



Keira inherited both her father's Utopian physical abilities and, unfortunately, his penchant for bloodshed. She has low-level superhuman physical traits but combat skills that would be frightening in someone several times her "mere" sixteen years of age. Keira, or "Lethal Lolita," loves to fight but is a very sore loser. She loves to push the buttons of those around her, but has little tolerance for being manipulated herself. While she is seductive and appealing on the outside, it is simply a carefully constructed façade concealing a sadistic interior. Keira has Stompzilla and Dwarfstar wrapped around her little finger, hates Count Zero and Hellhound both with a passion (as neither have proven susceptible to her charms), and has no more use for Shadowbox than a sullen cat does for a squeaky toy.

SHADOWBOX

Erika Brandt was born something of an artistic prodigy. In a kinder world, she would likely have grown into a world-class violinist or painter. Unfortunately, she was born the daughter of a cold and spiteful woman who also happened to be an international criminal.



Erika inherited a variation on her mother's abilities and is already, at the age of 14, more powerful in some ways than her mother ever was. Her abilities continue to grow daily. She is well aware her only real value to her mother at this point is her power and utility in the Academy. Averse to physical combat (or contact), she stays in the shadows whenever she can, bringing as little attention to herself as possible.

Assuming she ever manages to grow out of her well-honed emo tendencies and cultivated apathy, Erika will likely run away and hide as far from her past and her mother as she can. She hates her mother, the school, her classmates, and her life, all with an intensity possible only in the heart of a teenager.

Erika makes a good potentially redeemable character, particularly given some sympathy and understanding from a peer or possible mentor. Teen rivals in a *Hero High* series could sway Erika over to their side, while adult heroes might look to place her at Claremont Academy to get her away from the influence of her mother and fellow "students". Naturally, this would only intensify any rivalry between the two super-powered schools.

LETHAL LOLITA

PL 9

Str 22 | **Dex 22** | **Con 22** | **Int 12** | **Wis 12** | **Cha 14**

Skills: Acrobatics 7 (+13), Bluff 8 (+14/+10), Climb 4 (+10), Notice 8 (+9), Sense Motive 9 (+10), Sleight of Hand 4 (+10), Stealth 4 (+10)

Feats: Acrobatic Bluff, All-out Attack, Attack Focus 2 (melee), Attractive, Defensive Roll 2, Defensive Attack, Evasion, Improved Critical 9 (knifehand attack, 10-20), Improved Defense 2, Improved Disarm, Improved Grab, Improved Initiative, Improved Trip, Improved Throw, Instant Up, Move-By Action, Power Attack, Seize Initiative, Takedown Attack 2, Taunt

Powers: **Immunity 2** (age, disease; Limited to half strength), **Leaping 1** (x2), **Speed 1** (10 mph), **Strike 4** (counterstrike stance; Aura*; Mighty; *Alternate Powers:* **Strike 3** [knifehand attack; Penetrating*; Mighty]; **Strike 3** [flurry attack; Autofire*; Mighty], **Strike 3** [whirlwind attack; Area: Burst, Targeted; Mighty]), **Super Senses 2** (extended hearing, extended vision), **Super Strength 1** (heavy load: 1040 lbs) (*applied to Strength as well)

Combat: Attack +12 (melee), +10 (ranged), Grapple +19, Damage +6 (unarmed or Strike array combined with Strength), Defense +10 (+5 flat-footed), Knockback -4 (-3 flat-footed), Initiative +10

Saving Throws: Toughness +8 (+6 flatfooted), Fortitude +8, Reflex +10, Will +8

Abilities 44 + Skills 11 (44 ranks) + Feats 33 + Powers 28 + Combat 40 + Saves 13 = Total 169

SHADOWBOX

PL 8

Str 8 | **Dex 14** | **Con 12** | **Int 18** | **Wis 12** | **Cha 10**

Skills: Craft (artistic) 6 (+10), Knowledge (art) 6 (+10), Medicine 2 (+3), Perform (string instruments) 6 (+6)

Feats: Eidetic Memory

Powers: **Darkness Control 12** (Distracting; *Alternate Powers:* **Animate Shadows 12** [Distracting], **ESP 4** [shadow scry; sound, hearing, and sight], **Snare 4** [shadow bind; Perception], **Telekinesis 3** [shadow hands; Damaging, Perception], **Teleport 4** [shadow walk; Portal]), **Shield 10** (interposing shadow "sprites"), **Super Senses 2** (darkvision)

Combat: Attack +2, Grapple +1 (+6 with Telekinesis), Damage -1 (unarmed), +3 (Telekinesis), Defense +14 (+4 without Shield, +2 flat-footed), Knockback -0, Initiative +2

Saving Throws: Toughness +1, Fortitude +3, Reflex +6, Will +6

Abilities 14 + Skills 5 (20 ranks) + Feats 1 + Powers 29 + Combat 12 + Saves 11 = Total 72

STOMPZILLA

DeWayne "Dubba-Dee" Devers is a former street gang leader. He had an exceptional reaction to a designer drug street tested by low-level agents of the Labyrinth, which brought him to their attention. The drugs acted on his body chemistry as a powerful mutagen. He now stands at 10-feet tall and weighs in at over a ton. His body is a single solid and resilient organic engine, with no differentiated organs and a metabolism that baffles Taurus' best chemists. Devers is prone to violence on a level that amuses Lethal Lolita, but he's not nearly as stupid as he plays at being. He pays a lot more attention to his lessons than he wants his teachers to realize. This holds especially true for his combat instructors, who've taught him how best to use his size and mass with a brutal combination of Hapkido and Muay Thai. Devers, or "Stompzilla," is a natural dirty fighter who never met an opening for a low blow he's been able to pass up. The continuing fruits of his training have his instructors thinking fondly of the day he gets turned loose on an unsuspecting adult do-gooder.



STOMPZILLA

PL 10
Str 30 | Dex 12 | Con 26 | Int 10 | Wis 10 | Cha 12

Skills: Bluff 5 (+6), Knowledge (popular culture) 5 (+5), Intimidate 8 (+11), Knowledge (streetwise) 5 (+5), Sense Motive 5 (+5)

Feats: All-out Attack, Attack Focus (melee) 4, Dodge Focus 3, Improved Critical 3 (unarmed, 17-20), Improved Grab, Improved Grapple, Improved Pin, Improved Throw, Improved Trip, Interpose, Power Attack, Rage, Stunning Attack, Startle

Powers: **Density 5** (Continuous; Permanent), **Growth 5** (Continuous; Permanent), **Immunity 12** (cold, critical hits, disease, metabolic effects, poison, pressure, starvation and thirst), **Leaping 2** (x 5), **Protection 5** (Impervious), **Regeneration 10** (Bruised 1 per standard action, Injured 1 per 5 minutes, Staggered 1 per 5 minutes, Disabled 1 per 5 minutes), **Super Strength 4** (heavy load: 50 tons [including size and density]; Groundstrike)

Combat: Attack +7 (melee), +3 (ranged), Grapple +27, Damage +10, Defense +5 (+2 flatfooted), Knockback -16, Initiative +1

Saving Throws: Toughness +15, Fortitude +10, Reflex +4, Will +4

Abilities 15 + Skills 7 (28 ranks) + Feats 21 + Powers 73 + Combat 14 + Saves 9 = Total 139

LEARNING ABOUT THE SHADOW ACADEMY

Characters can learn the following about the Shadow Academy from a variety of sources.

GATHER INFORMATION

DC 25 Rumored to be school for young supervillains. No one's really sure how true the rumor is, but it's believed to be run by SHADOW, hence the name.

KNOWLEDGE (STREETWISE)

DC 25 Some sort of clandestine training program for young supers, teaching them how to use their talents in criminal enterprise. Obviously created by SHADOW, no matter how often they claim ignorance.

DC 30 An appendage of the Labyrinth. Yes, there really is a Labyrinth; no, it's not just an underworld myth, but you didn't hear it from me.

CAPERS

ALMA MATER

Recruiting Jimmy Childress for the academy was a mistake; pushing him too far was even worse. Jimmy has decided a life of crime isn't for him, but he's in too deep for an easy exit. He's decided to run to AEGIS for sanctuary. He doesn't get away unnoticed, though. His impressive but underdeveloped control of electricity won't be enough to keep a head on his shoulders when retribution comes calling unless the heroes help AEGIS keep him alive.

GRADUATION EXERCISE

Schoolwork and training are over. It's time for the first graduating class to prove the worth of Taurus' investment and Alpha Group plans on making a big show of it. Waiting until the Freedom League is out of town, the crew embarks on a crime wave planned by their "loving" instructor, the Headmistress. All that stands between them and their final grades are the heroes, who earn the new villains' enmity in the process.

THE THIEVES' GUILD

The Thieves' Guild was formed around the turn of the century by six super-crooks united by a mutual love of money, particularly of the "stolen in large quantities" variety. Combining their signature exotic gadgetry to commit spectacular robberies, the Guild members managed to prosper despite a nearly complete lack of mutual trust and regard.

During the trans-dimensional "Time of Crisis," Omega duped the Guild into knocking over a Freedom City casino, distracting any potentially interested parties from the doomsday weapon he'd activated inside the Super Museum. A group of local superheroes

foiled both the heist and Omega's attempt to destroy the omniverse, leaving the Guild jailed and in a little bit of a precarious legal situation.

The Bola and the Mad Maple were extradited to their native countries, but both promptly escaped custody. By the time they worked their way back to Freedom City, the Huckster had brokered a deal with District Attorney Durgan's office whereby the Guild would reveal all it knew about Omega and his plans in exchange for leniency. The Huckster's "inside information" was almost entirely blarney, but it did the job he intended. He and his Guild compatriots were walking

the streets of Freedom long before the D.A.'s office ever got wise to his fabrications and exaggerations.

Since then, the Guild members have all more or less settled in Freedom City and made at least a show of going straight. They are all returning to their old larcenous ways, however, committing smaller individual thefts and pulling off bigger robberies in various groupings. The members have run afoul of most of Freedom's superheroes in the process, but have developed a particular rivalry with their most frequent opponent, Johnny Rocket.

Rocket has put the Thieves' Guild behind bars multiple times, but the members never seem to stay there. Whether because of the Huckster's gift of gab, their own ingenuity, or jailbreaks perpetrated by the other members (in exchange for sizable fees), no prison cell holds the Thieves' Guild for long.

THE BOLA (LAS BOLEADORAS)

Eduardo Guerrero's father raised him to follow in his footsteps and become one of Argentina's hardworking native cowboys, the *gauchos*. Outside of his natural skill with a bola (a gaucho's traditional weapon), Eddie proved himself a poor cowpoke. This was due mainly to his overriding interest in the village ladies, whom the charming, handsome young man loved and abandoned on a whim. Eventually, a legion of angry fathers and husbands forced him to take flight from his village.

Seeing no more appealing alternative, Eddie turned to crime. He did so in the most flamboyant manner possible (to impress the *mamacitas*, of course) as the costumed *bandito* known as *Las Boleadoras*. After a successful crime spree in Argentina, *Las Boleadoras* headed for the U.S. in search of bigger heists and more lovely ladies. Now based in Freedom City, the Bola's roguish charm and skill with his array of trick weapons make him a supervillain to be reckoned with, but his greatest weakness remains a pretty face.

THE BOLA (LAS BOLEADORAS)

PL 11

Str 14 | **Dex 20** | **Con 16** | **Int 14** | **Wis 14** | **Cha 20**

Skills: Bluff 6 (+11), Craft (chemical) 6 (+8), Craft (mechanical) 6 (+8), Knowledge (technology) 6 (+8), Language (English), Profession (gaucho) 1 (+3), Ride 2 (+7)

Feats: Attack Focus (ranged) 4, Attractive, Distract (Bluff), Defensive Roll 4, Dodge Focus 4, Improved Aim, Improved Critical 4 (razor bola, 16-20), Precise Shot 2, Quick Draw, Ultimate Aim

Powers: Device 20 (trick bolas, easy to lose)

Razor Bolas: Blast 6

Exploding Bolas: Blast 8 (Explosion Area)

Flash Bolas: Dazzle 7 (visual)

Smoking Bolas: Obscure 10 (visual)

Steel Bolas: Snare 10

Oil-Slick Bolas: Trip 9 (Improved Throw)

Combat: Attack +7 (melee), +11 (ranged), Grapple +9, Damage +8 (area blast), +6 (blast), +2 (unarmed), Defense +11 (+4 flatfooted), Knockback -3 (-1 flatfooted), Initiative +5

Saving Throws: Toughness +7 (+3 flatfooted), Fortitude +4, Reflex +6, Will +4

Abilities 38 + Skills 7 (28 ranks) + Feats 23 + Powers 60 + Combat 28 + Saves 4 = Total 160

Amongst the Guild, the Bola is (relatively speaking) the most popular member. His male colleagues accept his open, honest larceny and lechery, and the females can usually put aside their revulsion at his constant sexual advances long enough to pull off a heist together. When working as part of the Guild, the Bola uses his trick weapons to set up victims for his teammates' attacks. If a hero targets him in retaliation, the Bola looks out for his own safety first and switches focus to his attacker. Should a battle turn against him, he grabs the nearest attractive female hostage and flees, but any threats are merely bluffs—he'd never harm a *mamacita*.

THE FIREBUG

An only child, Shawn Hensley was indulged by his wealthy parents and considered a bright, promising child—until the day he started a fire just to watch the pretty flames. The Hensleys spared no expense to rid little Shawn of his pyromania, and in time the lad was seemingly cured. In truth, Hensley sublimated his condition. Every aspect of his life—including his advanced technological studies—disguised an obsessive search for new ways of creating infernos. Later, his mother and father perished in just such a blaze, secretly set by their "cured" son.

His parents' deaths made him rich, but Shawn wanted more. Inspired by other costumed villains, he spent his inheritance becoming the arsonist crook known as the Firebug. In this guise, the deceptively lucid Hensley commits crimes to fund the development of new high-tech devices, all designed to make more pretty flames for his amusement.

Since relocating to Freedom City, the Firebug has developed a fixation on famed firefighter June "Asbestos" Abados. He is alternately repelled and fascinated by her mutant immunity to fire, and depending on his mood regards her as his greatest foe or perfect mate. Of late, he favors the latter viewpoint, psychotically planning to marry June and raise her potentially flameproof son Tommy to carry on the Firebug mantle.

THE FIREBUG

PL 10

Str 14 | **Dex 18** | **Con 18** | **Int 22** | **Wis 16** | **Cha 14**

Skills: Bluff 4 (+6), Craft (chemical) 9 (+15), Craft (electronic) 9 (+15), Craft (mechanical) 9 (+15), Disable Device 4 (+10), Knowledge (physical sciences) 9 (+15), Knowledge (technology) 9 (+15), Language (French, Japanese, Spanish), Search 4 (+10), Stealth 4 (+8)

Feats: Defensive Roll 3, Dodge Focus 3, Favored Environment (extreme heat) 2, Inventor, Master Plan, Skill Mastery (Craft, Knowledge [technology])

Powers: Device 18 (heat/flame gadgets, hard to lose)

Flamethrowers: Blast 10 (flame; Line Area)

Pyromorphic Field Generator: Environmental Control 10 (extreme heat), **Fire Control 10**

Blowtorch Rocket Pack: Flight 6 (500 MPH)

Costume: Immunity 7 (fire damage, suffocation), **Protection 1**

Combat: Attack +2, Grapple +4, Damage +10 (Blast), +2 (unarmed), Defense +9 (+3 flatfooted), Knockback -4 (-2 flatfooted), Initiative +4

Saving Throws: Toughness +8 (+5 flatfooted), Fortitude +5, Reflex +5, Will +4

Abilities 42 + Skills 16 (64 ranks) + Feats 11 + Powers 72 + Combat 16 + Saves 3 = Total 160

With his one-track pyromaniac mind, the Firebug is the most straightforward Guild member. Throughout a battle, he remains airborne and blasts any opportune target with his flamethrowers. Like his Guild cohorts, the Firebug flees from a losing fight. He makes sure, however, to set as many buildings as possible on fire as he runs.

THE HUCKSTER

Johnny Goff is a born salesman, maybe the best who ever lived. Selling ice to Eskimos was just another day's work for a man of his abilities. Johnny might have made a respectable fortune selling quality wares, but the high margin of profit for slipshod work called to him. It wasn't long before arrogance and greed seduced him into hawking dangerously defective products. Someone was bound to get hurt, and eventually a sales trip through southwest Virginia peddling home-brewed "low-calorie beer" left a lot of blind hillbillies in its wake. One class-action lawsuit later, Goff was left with nothing but a warehouse full of fatally faulty merchandise.

Goff's psyche was always a bit on the edge and poverty more than pushed him over it. Determined to rebuild his lost fortune at any cost, he modified his hazardously defective gadgets into even more deadly devices. He dubbed himself "the Huckster" after the traveling charlatans of old, adopting the title pinned upon him as a badge of honor. Like them, the Huckster is all about the sales pitch, but his spellbinding blarney is always a prelude to much more blatant thefts.

The other Guild members have a classic love/hate relationship with the Huckster. A dozen times or more he's talked them into some job they later regretted taking, often because the Huckster sold them out for his own benefit. Despite this, they realize how

many more times his silver tongue saved them all from a long stay in Blackstone. Despite his occasional treachery, it's the Huckster's focus on making the big scores and his gift of gab that brings the Guild back together again and again.

Robbery is all about style for the Huckster, so he always uses whatever gadget displays the most panache. While it has nothing to do with bravery, the Huckster is always one of the last to run from a losing fight. He just can't leave a crowd without a flowery exit speech.

LOOKING GLASS

Since her early childhood, people have said Marguerite Frey is the most beautiful girl in the world. She heard it so often it wasn't long before she believed it, too. Thereafter Marguerite was never far from a mirror, admiring her own beauty even more than anyone else ever did.

She was vain to be sure, but Marguerite's devotion to her looking glass went far beyond mere narcissism. With a passion bordering on mania, she learned everything she could about mirrors: how they worked, how they were made, and their history. In time she unlocked the deepest secrets of the reflecting pane, including previously undiscovered scientific applications bordering on sorcery.

Patenting her discoveries would have made her fabulously wealthy, but Marguerite is accustomed to having everything handed to her. There was nothing left for her admirers to bring her, so she decided to steal whatever was left, putting her discoveries to use as the costumed thief known as Looking Glass, the Mistress of Mirrors.

By far the most self-centered of the Guild's unbelievably selfish lot, Looking Glass makes no effort to help her fellow members unless there's no risk involved. If a battle goes against the team, she is

THE HUCKSTER

PL 10

Str 14 | **Dex 14** | **Con 14** | **Int 20** | **Wis 16** | **Cha 22**

Skills: Bluff 9 (+15), Craft (chemical) 10 (+15), Craft (mechanical) 10 (+15), Gather Information 9 (+15), Knowledge (current events) 10 (+15), Knowledge (popular culture) 10 (+15), Knowledge (technology) 10 (+15), Profession (salesman) 15 (+18), Sense Motive 9 (+12)

Feats: Assessment, Attack Focus (ranged) 2, Defensive Roll 4, Distract (Bluff), Dodge Focus 4, Fascinate (Bluff), Improvised Tools, Inventor, Master Plan, Quick Draw, Skill Mastery (Bluff, Gather Information, Profession, Sense Motive), Sneak Attack 3, Taunt, Ultimate Bluff, Well-Informed

Powers: **Device 15** (defective consumer products, easy to lose)
"Johnny Human Torch" costumes: **Blast 6** (fire; Explosion)
"Johnny Jalapeño" cream pies: **Dazzle 6** (pepper-base irritants, visual)
"Johnny Supermodel" weight-loss tonic: **Disintegration 6** (acid)
"Johnny Spaceman" rocket pogo stick: **Leaping 6** (x100 distance)
"Johnny Buzzkill" smokeless ashtray: **Obscure 6** (smoke, visual)
Sword cane: **Strike 3**

Combat: Attack +6 (melee), +8 (ranged), Grapple +8, Damage +6 (Blast), +3 (Strike), +2 (unarmed), Defense +10 (+3 flat-footed), Knockback -3 (-1 flat-footed), Initiative +2

Saving Throws: Toughness +6 (+2 flat-footed), Fortitude +4, Reflex +4, Will +4

Abilities 40 + Skills 23 (92 ranks) + Feats 24 + Powers 45 + Combat 24 + Saves 5 = Total 161

LOOKING GLASS

PL 10

Str 12 | **Dex 14** | **Con 14** | **Int 24** | **Wis 18** | **Cha 16**

Skills: Bluff 5 (+8), Craft (electronic) 12 (+19), Craft (mechanical) 12 (+19), Disable Device 5 (+12), Knowledge (technology) 12 (+19), Knowledge (physical sciences) 9 (+16), Language (French, Italian), Notice 5 (+9), Search 5 (+12), Stealth 5 (+7)

Feats: Attractive 2, Defensive Roll 5, Distract (Bluff), Dodge Focus 5, Improved Aim, Improvised Tools, Inventor, Master Plan, Precise Shot 2, Skill Mastery (Craft, Knowledge), Sneak Attack, Uncanny Dodge (visual)

Powers: **Device 2** (jet packs, hard to lose), **Device 17** (mirror gadgets, easy to lose)

Jet Packs: **Flight 5** (250 MPH)

Laser-Mirror Gun: **Blast 8** (heat; Penetrating; Accurate 2)

Holographic Mirrors: **Confuse 10** (funhouse mirror images), **Illusion 10** (visual, 50 ft. radius; Progression 3)

Reflecting Pane: **Deflect 8** (energy attacks; Reflection)

Combat: Attack +6, +10 (Blast), Grapple +7, Damage +8 (Blast), +1 (unarmed), Defense +11 (+3 flat-footed), Knockback -3 (-1 flat-footed), Initiative +2

Saving Throws: Toughness +7 (+2 flat-footed), Fortitude +4, Reflex +4, Will +5

Abilities 38 + Skills 18 (72 ranks) + Feats 22 + Powers 59 + Combat 24 + Saves 5 = Total 166



always the first to bail, but the other members got used to Looking Glass' perfidy long ago. Only the Bola (still hoping to make her one of his *mamacitas*) ever lifts a finger to help her without a cash payment in advance; he alone invites her along on group heists. Otherwise, Looking Glass is content to commit crimes aided only by the person she loves most: herself.

THE MAD MAPLE

Early on, Adam Jury was a typical Canadian: polite, well educated, and proud of his native land. It was not until he fell in with a bad crowd—an extremist group convinced Canada is being kept from its greater destiny by the U.S.—that his tendencies towards political radicalism and sociopathy emerged. Jury's obsession with avenging America's slights against Canada (both real and imagined) grew. When he discovered Dr. Zero's lost laboratory in Alberta, he used it to design ever more fantastic weaponry as a way to seek restitution.

To that end, Jury debuted as the costumed "political activist" known as the Maple Leaf. However, his long-winded rants on the countless virtues of Canada and endless flaws of America sounded so insane to most listeners the media quickly re-dubbed him "the Mad Maple." Despite this unflattering appellation (which angers him to no end), Jury continues his "economic redresses" (read: armed robberies) against American businesses undeterred.

Like all true fanatics, the Mad Maple never retreats or surrenders. His skill and inventiveness in using his chilling powers make him

no pushover. The other Guild members know this and count on his unwittingly covering their escapes. This makes the ranting, condescending, unloved Maple a fall-guy fixture in all Guild heists. For his part, Jury remains convinced the Guild members are dupes sacrificing themselves to fund his cause.

Since adopting Freedom City as his American base of operations, the Mad Maple's schemes have gotten more bizarre and grandiose. Last April he robbed the Liberty Dome box office in retaliation for the Blades eliminating the Edmonton Oilers from the Stanley Cup playoffs. He then used the money to complete a doomsday weapon designed to plunge Labrador into the Atlantic Ocean in order to punish it for its supposed lack of patriotism. It seems likely his future machinations will be equally as outlandish, demanding more funds and further begrudging cooperation with the Guild to acquire them.

THE WEATHER MISTRESS

Before reaching age 18, Cortney Cline saw her agricultural kin-folk financially ruined by a severe drought, the family homestead destroyed by a flood, and her parents killed by a tornado. Later, while walking through a blizzard to the menial job that supported her through college, Cortney vowed fate's cruel hand—the weather—would no longer control her destiny. Instead, she would be *its* mistress! From then on, Cline dedicated herself to studying meteorology and any manner of technology that might allow her to bend the elements to her will.

THE MAD MAPLE

PL 10

Str 14	Dex 18	Con 18	Int 20	Wis 16	Cha 18
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Skills: Bluff 3 (+7), Computers 6 (+11), Craft (electronic) 8 (+13), Disable Device 3 (+8), Knowledge (physical sciences) 8 (+13), Knowledge (technology) 8 (+13), Knowledge (current events) 6 (+11), Knowledge (history) 6 (+11), Language (French, Inuktitut, Cree), Notice 3 (+6), Search 3 (+8), Stealth 3 (+7)

Feats: Attack Focus (ranged) 4, Defensive Roll 4, Dodge Focus 4, Endurance, Improved Throw, Improved Trip, Inventor, Master Plan, Move-by Action, Taunt

Powers: **Device 2** (costume, hard to lose), **Device 15** (Ice Staff, easy to lose)

Costume: **Immunity 5** (cold damage), **Protection 1**, **Speed 4** (ice skates, 100 MPH)

Ice Staff: **Cold Control 10** (Dynamic, *Alternate Powers [all Dynamic]:*

Blast 10 [ice], **Blast 6** [cold; Fortitude Save; Split Attack 2], **Create Object 10** [ice shapes; Continuous Duration; Permanent], **Dazzle 10** [snow blindness, visual], **Drain Toughness 10** [sub-zero freezing; Ranged; Limited to Objects], **Environmental Control 10** [icy surfaces, hamper movement, one-quarter speed], **Fatigue 6** [freezing air; Ranged; Reversible, Sedation], **Obscure 10** [blizzard, visual], **Snare 10** [ice bonds], **Trip 10** [icy surfaces; Knockback], **Illusion 7** (cold-induced hallucinations, all sense types, 10 ft. radius; Continuous Duration, Fortitude Save; Limited to One Subject, Phantasms; Progression), **Strike 3** (Accurate, Extended Reach, Mighty)

Combat: Attack +6 (melee), +8 (Strike), +10 (ranged), Grapple +8, Damage +10 (Blast), +5 (Strike), +2 (unarmed), Defense +11 (+4 flat-footed), Knockback -4 (-2 flat-footed), Initiative +4

Saving Throws: Toughness +9 (+5 flat-footed), Fortitude +5, Reflex +5, Will +4

Abilities 44 + Skills 15 (60 ranks) + Feats 19 + Powers 53 + Combat 26 + Saves 3 = Total 160

Several years, many research grants, and numerous failures later, Cline finally hit upon the discovery she sought. What she did not realize is that her success was made possible by devices abandoned by Dr. Stratos. These gadgets were non-functional, but (like Captain Thunder) became imbued with trace energies from Stratos' own weather-control powers. Cline incorporated pieces of these gadgets into her masterwork, a device she dubbed "the Weather Vane." With it, she reshapes local climates with little more than a thought.

Despite her achievement, Cortney remained as aloof, bitter and sarcastic as ever. She still didn't feel the scales of fate were balanced and set out to steal the riches life "owed her all along." Since then, Cortney Cline has perverted the forces of nature to sate her greed as the costumed criminal the Weather Mistress.

In battle, the Weather Mistress usually maintains a storm until her teammates need a clear shot at the heroes. Only then does she calm the tempest. She prefers striking down her opponents with a lightning bolt. Her other capabilities come into play when she opts to abandon her erstwhile allies. In that event, she uses Obscure to cover her escape and Air Control to push innocent bystanders into harm's way, forcing the heroes to rescue them instead.

The move to Freedom City brought the Weather Mistress to Dr. Stratos' attention. He has expressed both an amorous interest in her and collegial inquiries about the Weather Vane. She is aware of the Doctor's ruthless reputation and fully realizes his interest in her is likely of an

THE WEATHER MISTRESS

PL 11

Str 12	Dex 14	Con 14	Int 18	Wis 14	Cha 12
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Skills: Computers 4 (+8), Bluff 7 (+8), Craft (electronics) 5 (+9), Disable Device 7 (+11), Knowledge (earth sciences) 7 (+11), Knowledge (technology) 5 (+9), Notice 7 (+9), Search 7 (+11), Stealth 7 (+9)

Feats: Attack Focus (ranged) 6, Attractive 2, Defensive Roll 4, Dodge Focus 4, Favored Environment (aerial) 2, Improved Throw, Improvised Tools, Inventor, Master Plan, Move-by Action, Taunt

Powers: **Device 17** (Weather Vane, hard to lose)

Weather Vane: **Deflect 5** (wind screen, slow projectiles; Reaction Action), **Flight 3** (50 MPH), **Immunity 10** (weather effects), **Super-Senses 9** (weather awareness [Acute, Extended 5, Radius, Ranged]), **Weather Control 10** (precipitation, distraction, DC 10, Dynamic, *Alternate Powers [all Dynamic]:* **Air Control 10**, **Blast 9** [lightning bolt; Indirect 2], **Blast 5** [tornado; Burst Area, Concentration Duration], **Dazzle 5** [thunder and lightning, auditory and visual; Explosion Area], **Environmental Control 10** [extreme cold], **Environmental Control 10** [extreme heat], **Environmental Control 10** [wet surfaces, hamper movement, one-quarter speed], **Fatigue 6** [humidity; Ranged; Reversible, Sedation], **Obscure 10** [fog, visual], **Snare 10** [ice])

Combat: Attack +2 (melee), +8 (ranged), Grapple +3, Damage +9 (Blast), +1 (unarmed), Defense +14 (+5 flat-footed), Knockback -3 (-1 flat-footed), Initiative +2

Saving Throws: Toughness +6 (+2 flat-footed), Fortitude +4, Reflex +4, Will +4

Abilities 24 + Skills 14 (56 ranks) + Feats 24 + Powers 68 + Combat 24 + Saves 6 = Total 160

unsavory and false nature (she's right on both counts). For now, she feels torn between the risk/reward of an alliance with an A-list supervillain and the security of staying with the Guild, her only backup if Stratos makes an unwelcome grab for her or the Weather Vane.

LEARNING ABOUT THE THIEVES' GUILD

Characters can learn the following about the Thieves' Guild.

GATHER INFORMATION

DC 10 The Thieves' Guild consists of six costumed supervillains who use exotic gadgets to pull off major heists in Freedom City and elsewhere.

DC 15 The Guild members are: the Bola, named for the trick weapons he uses; the Firebug, a flamethrower-toting pyromaniac; the Huckster, a fast-talking con-man wielding dangerously defective consumer goods; Looking Glass, a gorgeous woman with mirror-based gadgets; the Mad Maple, a long-winded Canadian radical who controls cold and ice; and the Weather Mistress, who manipulates the elements at will. They are all archenemies of Johnny Rocket.

DC 20 Although the Thieves' Guild was originally a loose, widely scattered alliance, the Huckster has decided the arrangement suits him and persuaded the others to continue working together regularly, moving the focus of their operations to Freedom City [or the series setting, if a different city].

KNOWLEDGE (STREETWISE)

DC 20 The members of The Thieves' Guild don't really get along. They'll sell each other out the second it becomes profitable to do so. If you go on a heist with two or more of them, watch out for them to betray each other and be prepared to look out for yourself when it happens.

KNOWLEDGE (TECHNOLOGY)

DC 15 The Thieves' Guild's devices are beyond state of the art. Its weaponry produces thermodynamic, holographic and atmospheric effects impossible with conventional tech, and displays a degree of miniaturization rivaling even the most cutting-edge gadgetry.

CAPERS

GUILD RULES

The Guild decides to expand its repertoire and add a few kidnappings to its resume. Ever avaricious, the Huckster nabs mogul Henry Allard while the Bola captures an out-of-costume Callie Summers. The Mad Maple puts the bag on the "Quisling" head of the Canadian consulate, and Looking Glass abducts USNet CEO Scott Hamilton. Fulfilling personal grudges, the Weather Mistress makes off with WCZA weather girl Jennifer Locksley, and the Firebug snares June Abados and her son Tommy.

As the Guild bickers over how much ransom to demand and copes with its more-troublesome-than-expected captives (especially Callie Summers), Freedom's forces of good try to make sense of the situation. Some of the abducted are obvious targets, while others aren't. The heroes must put together the clues pointing towards the Guild, then execute a daring mission to rescue the innocent and apprehend the guilty (with the Raven as the Gamemaster's ace-in-the-hole to help them out, if need be).

HUCKSTER'S 11

After watching too many Rat Pack movies, the Huckster fast-talks the Thieves' Guild, Larceny, Inc. (*Freedom City*, pages 170-174), and Magpie (FC, page 206) into combining forces. Their targets are Freedom City's four largest casinos: Atlantis, the Golden Calf, Paradise, and the Southside Palace, and they plan on knocking them over all at once.

The adventure catches up with events as the job goes down, and it'll be up to the heroes to defeat a full squad of supervillains with numbers and planning solidly on the bad guys' side. Making things more complicated, the robbery covers a lot of ground, so the heroes either have to split up or gamble they can beat all four villain groupings before any of them manage to escape with their loot.

More espionage-orientated games—one featuring the various *Agents of Freedom*, for example—can have the characters going undercover as hired goons and infiltrating the supervillain gang. They must then find a way to foil the heist, or set it up to fail before it happens. To be sure, the cost of failure is high. If the characters' covers are blown, it may be higher still.

NO HONOR AMONG THIEVES

Much to their surprise, the heroes hear from a seemingly unnerved and penitent Thieves' Guild. They claim Dr. Stratos and the Crime

TOP THIEVING TARGETS IN FREEDOM CITY

Here's a sample of some of the top targets for the Thieves' Guild in Freedom City, with page references to the *Freedom City* setting sourcebook, Second Edition:

Eastern Seaboard Bank (page 37); for the old-fashioned bank heist.

Beaudrie Opera House (page 41) to shakedown all the guests at a major performance.

Hunter Museum (page 41) for all the gold- and bejeweled treasures, along with artifacts of value to collectors.

Kirby Fine Arts Museum (page 42) for its wealth of art treasures.

The Super Museum (page 42) has some trophies and items of interest to the Guild members.

Castle Comics (page 44); hey, there are some potentially valuable comic books here!

Ocean Heights Amusement Park (page 50) to steal the ticket proceeds.

Pinnacle Path Headquarters (page 54); the Huckster knows a scam when he sees one, these guys have *got* to be hiding something, right?

Nightclubs (pages 56-57); for simple outright fleecing of the patrons or to abduct some celebrity out partying that night.

Southside Casinos (page 57); not that the Guild hasn't done his before, but they're not above repeating themselves, after all, no one will expect it!

ASTRO Labs (page 59) has all sorts of experimental gadgets, some of which are sure to go off when somebody tries to steal them.

Cape & Cowl Club (page 60); the Guild assumes it's a private club for rich people... hilarity ensues as they discover how wrong they are.

Midnight Society Mansion (page 60); after trying the Cape & Cowl Club and here, the Guild should give up on robbing private clubs.

Liberty Dome (page 62) to steal the box-office receipts or hold the audience, teams, or performers for ransom. Bonus points if a visiting team is Canadian or Foghat is playing.

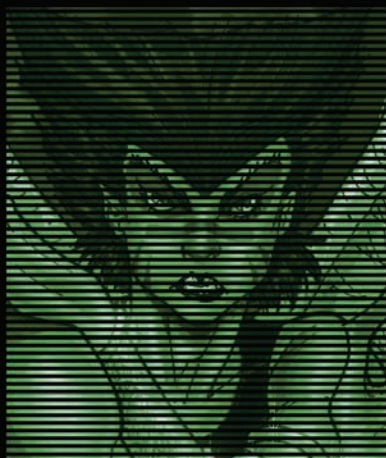
City Hall (page 64) to kidnap the mayor or some other government official. Bonus points if Mad Maple can work his revenge obsession against the USA into it.

League are after them, looking to acquire the Weather Mistress' Weather Vane and eliminate her would-be allies. The Guild barely escaped the League's surprise attack with their lives and pleads with the heroes for protection.

Any number of things can happen next. If the heroes offer the Guild sanctuary, they find themselves holed up with a half-dozen wacky supervillain roommates. The role-playing possibilities are tremendous, as the heroes may find themselves falling for the Huckster's likeable rogue act and the Bola's "Latino Heat" machismo despite themselves. Looking Glass is bound to make an impression on the male heroes, and even the Mad Maple can be entertainingly crazy. Most compelling of all is the Weather Mistress, who seems to have been genuinely victimized by Dr. Stratos, though she remains guarded about the details.

At some point, the Crime League is bound to show up, and what happens next depends on how much of the Guild's story is true. Maybe the Guild *started* the fight, and the Huckster is trying to dupe the heroes into finishing it. In any case, can the characters really trust the Guild to stand by them in a life-or-death fight with the super-dangerous Crime League? Do you *really* need an answer for that?

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ADAMANT

Real Name: Dr. Reese Browder	Identity: Public
Occupation: Former archaeologist	Aliases: The Stygian Scourge, The Godslayer
Affiliation: None	Base of Operations: Mobile
Height: 7'5"	Weight: 1,150 lbs.
Eyes: Red, glowing	Hair: None

There are innumerable stories and myths about Hades' schemes. The lord of Tartarus has ever hated his brother and other kin for the power they had, the power the old soul-counter coveted for his own. In his own mind, Hades should have been king of Olympus—should have been, and one day would be.

After a humiliating episode at Zeus' hands millennia ago, Hades was driven into a maddening rage. He descended to the deepest pits of his demesne seeking a means to strike at his hated family; there he found a witch's specter. Raging in frustration, Hades sought out guidance from her. She was one of the oldest and blackest souls in his charge: her death predated the sinking of Atlantis and her allegiances had been to powers and entities so ancient their names were no longer spoken by the living. Under brutal questioning, she gave up secrets not only about her own magic, but about secrets of his realm that even Hades had not known.

With his newfound knowledge, Hades bound a legion of his prisoners (including a large number of craftsmen and artisans whose skill far outweighed their virtue) and set them to the task of forging a suit of terrible armor. Once completed, he worked dark enchantments into the construction, making it proof against every form of harm he could manage, mortal and otherwise. He had only to find a suitable soul to act as the "pilot" for his new weapon and he would be ready to move against his brother's throne.

It was while placing the last of these spells, those giving the weapon a rudimentary set of directives compelling the driving spirit to seek out divine targets and destroy them, that a flash of wisdom pierced

through his hate and rage. Only then did Hades regain enough clarity of thought to realize he had forged a weapon against which not only his enemies would have little defense, but to which he was also vulnerable. This was not acceptable.

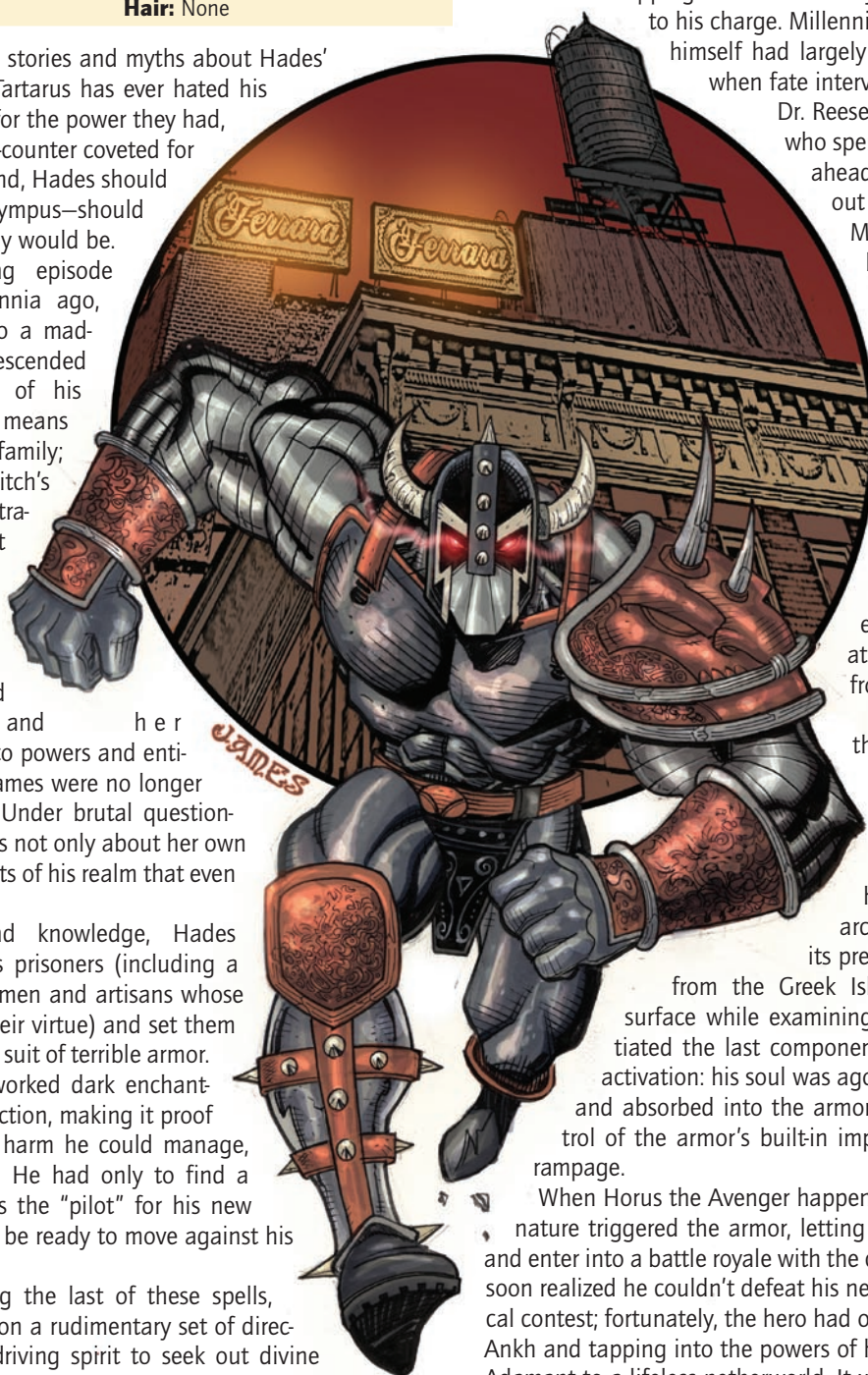
Unable to destroy what he had created, as it had been made untouchable by even divine magic in the last stages of its construction, Hades instead hid the armor far from Olympus and the prying eyes of his family. He buried it beneath the obscure tomb of a forgotten king in a land that no longer supported man or city, stripping even the memory of it from those condemned to his charge. Millennia passed, Even the dread god himself had largely forgotten about his mistake when fate intervened.

Dr. Reese Browder was an archeologist who spent the 1960s staying one step ahead of the authorities throughout the Middle East and the Mediterranean. Unlike many of his academic peers, the good doctor had always been a little more interested in the material value of his finds rather than their historical value. An error in deciphering an ancient map led him by mistake to the tomb of a king whose name and kingdom Browder had never even heard of, a tomb that wasn't even the one he was seeking at the time. This didn't stop him from ransacking it, of course.

When he broke through to the last burial cyst and found a seven-foot tall suit of armor with a distinct Greco-roman style to it, he was more concerned with how much he could sell it for than the archaeological implications of its presence a thousand miles away

from the Greek Islands. Touching the armor's surface while examining it, Browder accidentally initiated the last component in Adamant's long-delayed activation: his soul was agonizingly ripped from his body and absorbed into the armor. Confused and fighting control of the armor's built-in imperatives, Browder went on a rampage.

When Horus the Avenger happened upon the scene, his divine nature triggered the armor, letting it exert control over Browder and enter into a battle royale with the champion of Heliopolis. Horus soon realized he couldn't defeat his new opponent in a purely physical contest; fortunately, the hero had other options. Using his fabled Ankh and tapping into the powers of his birthright, Horus banished Adamant to a lifeless netherworld. It wandered ceaselessly there for several years... until released by an ambitious sorcerer, unaware his



newfound testing ground had an inhabitant.

Over the years this incident would be mirrored several times, with one hero after another finding ways to trap Adamant or remove it from the scene after discovering its near-indestructible nature. Browder was occasionally able to exert control, but never for very long. During those periods, his rage over his predicament almost always lead him into similar cycles of violence and destruction as those initiated by Adamant's own imperatives. Occasionally other threats and criminals tried to use Adamant's strength and resilience for their own ends. Each of these times ended badly without exception; the monstrous being proved impossible to manipulate for very long. Without Browder in control, Adamant refused to recognize even the concept of "ally."

Finally, after a particularly brutal brawl with Centurion in the late '80s, Adamant was left in a set orbit around the sun, unharmed but unable to affect its course in any way. This seemed an effective enough "prison" that Adamant was unlikely to return to Earth without aid. However, recently, a streaking meteor that crashed in the Rockies was discovered to have been Adamant. Who or what assisted the violent juggernaut in returning to Earth is unknown, but a battle against the Freedom League ended with the monster nowhere to be found. The League and AEGIS, among others, keep watch for it to eventually resurface; They know from history that it's only a matter of time until the armor's imperatives force it back into the fray.

Adamant is as close to indestructible as anything encountered on Earth. It has shrugged off attacks from incredible levels of power. Its immense strength combined with that resilience has enabled it to hold its own in a combined brawl against Centurion, Horus the Avenger, and Superior all at once. The few times enough raw power was used to actually crack or dent the armor shell, that damage repaired itself almost immediately (much to the frustration of those watching).

As long as the armor is in control, it has only one real function: to destroy whatever is in its way. It is neither subtle nor creative. It does not attempt any sort of negotiation or parley, nor has anyone been able to reason with it except during the brief periods where Browder seizes control. Given that the Freedom League discovered Browder's sanity was apparently shattered during the twenty years spent floating alone in space, it is unlikely this tactic be available in the future. Presumably, this period of isolation has done nothing to dull the armor's own drives, meaning the only predictable distraction is a target with divine energies—either a god of some sort or other those invested with powers or artifacts of that nature. Adamant attacks such targets first and to the exclusion of all others, ignoring anyone else while concentrating on obliterating that unfortunate soul.

LEARNING ABOUT ADAMANT

The heroes can learn the following information through a variety of sources and means.

GATHER INFORMATION

DC 15 Adamant was a major threat for over two decades, beginning in the late sixties, and a former sparring partner of Horus the Avenger along with many others. It has only recently resurfaced after being missing for almost another two decades.

DC 20 AEGIS has always believed Adamant is somehow connected to the last illegal excavation attributed to the international smuggler and antiquities thief Reese Browder.

ADAMANT

PL13

STR	DEX	CON	INT	WIS	CHA
+18	-1	—	+0	-1	+0
46	8	—	10	8	10
TOUGHNESS		FORTITUDE		REFLEX	
+18		—		+3	
				+10	

Skills: Intimidation 8 (+8), Notice 8 (+7)

Feats: All-out Attack, Attack Focus 4 (melee), Fearless, Fearsome Presence 4 (DC 14, 20 ft.), Improved Grab, Power Attack

Powers: **Density 4** (Continuous; Permanent; Innate), **Growth 2** (Continuous; Permanent; Innate), **Immovable 4** (+16 bonus, includes Density; Unstoppable), **Immunity 129** (alteration effects, energy damage [all; Limited to half-strength], Fortitude, interaction skills, Mind Control, physical damage [all; Limited to half-strength], Telepathy), **Protection 15** (Impervious 11), **Regeneration 28** (Recovery Bonus +9; Injured/no action, disabled/no action), **Super Senses 11** (divine awareness, true sight), **Super Strength 10** (*heavy load*: 7,680 tons; includes Density; Countering Punch, Groundstrike, Shockwave)

Combat: Attack +8 (melee), +4 (ranged), Grapple +36, Damage +18, Defense +6 (+3 flat-footed), Knockback -19, Initiative -1

Drawbacks: Mute (very common, moderate, -4 points)

Abilities 24 + Skills 4 (16 ranks) + Feats 12 + Powers 239 + Combat 20 + Saves 15 - Drawbacks 4 = Total 310

KNOWLEDGE (ARCANES LORE)

DC 20 Adamant was created by Hades to use against the other Olympians. It has the power to withstand the might of gods and slay them in turn.

DC 30 Adamant's armor shell is forged from the same substance that forms the foundation of the underworld—as long as Hades' realm exists, so too will Adamant.

CAPERS

ASSAULT ON OLYMPUS

Magicians and spirits the world over wake with a feeling of foreboding; the barriers between Earth and Olympus are shattered. Adamant is on its way to lay the shining city to fulfill the purpose for which it was created. Has Hades gained control of his creation or is some even more sinister factor involved? The characters are among the heroes hastily gathered by the worried gods and their allies. They have their work cut out for them.

BLOOD FEUD

One of the heroes receives word that his family tree is a little more prestigious than he knew... he's the descendant of one of the fabled Olympians themselves! Unfortunately, the Godslayer has the character's "scent" and is coming to town for a little "pruning."

THE ALIEN-GATOR

Real Name: Amusz M'sez	Identity: Secret on planet Earth
Occupation: Galactic emissary, author	Aliases: None
Affiliation: Jerreid Hegemony	Base of Operations: South River Swamp, Freedom City
Height: 7'5"	Weight: 685 lbs.
Eyes: Red	Hair: None

In 1949, guards from the State Penitentiary in pursuit of some escaped prisoners first encountered a "humanoid alligator" in the South River Swamp. The towering creature nearly bit the heads off several guards before they could flee. Other curious folks who ventured into the swamp for a glimpse at the monster were also savagely attacked. Some learned the hard way that the creature hunted humans as its prey.

The Freedom Eagle fought the creature a number of times during the early 1950s. It was he who first dubbed it "the Alien-Gator." It was never learned if the savage creature truly was an alien life form or some earthly mutant of either human or reptile stock, as it was believed dead after its last fateful encounter with Freedom Eagle.

This is how the humans' version of events goes. Things are a bit different from the Alien-Gator's perspective.

The so-called "Alien-Gator" was Amusz M'sez, an emissary of the burgeoning Jerreid Hegemony sent to counsel Earth's primitive inhabitants on the wise use of atomic energy before they used it to destroy themselves. Unfortunately, a Grue warship attacked en route, causing the ship to crash on Earth and leaving Amusz the lone survivor.

THE ALIEN-GATOR PL 8

STR	DEX	CON	INT	WIS	CHA
+7	+6	+5	+2	+1	+5
24	22	20	14	12	20

TOUGHNESS	FORTITUDE	REFLEX	WILL
+7	+7	+6	+3

Skills: Computers 4 (+6), Intimidate 9 (+16, includes +2 size), Knowledge (physical sciences) 4 (+6), Knowledge (technology) 4 (+6), Notice 4 (+5), Pilot 8 (+14), Profession (astronaut) 8 (+9), Stealth 3 (+5, includes -4 size), Survival 4 (+5), Swim 8 (+15)

Feats: Chokehold, Endurance, Environmental Adaptation (underwater), Fearsome Presence 4 (DC 14, 20 ft.), Improved Disarm, Improved Grab, Improved Pin, Power Attack, Startle

Powers: Growth 4 (large; Continuous; Permanent; Innate), **Protection 2** (Impervious), **Regeneration 1** (+1 Recovery Bonus; Regrowth), **Strike 2** (claws and teeth; Mighty), **Super-Senses 1** (low-light vision), **Swimming 1**

Combat: Attack +7 (includes -1 size), Grapple +19, Damage +9 (Strike), Defense +7 (includes -1 size), Knockback -8, Initiative +6

Abilities 44 + Skills 14 (56 ranks) + Feats 12 + Powers 23 + Combat 32 + Saves 4 = Total 129

M'sez was delighted when he spotted what he thought was a rescue party sent by the Earth government. He acknowledged them with his people's highest welcome: a swift closing of the jaws next to the head of the greeted. This demonstrates how a Jerreid certainly could—but never actually would—harm the one so honored. Much to his surprise, the humans responded to his salutes savagely, firing at him with their primitive weapons and beating him with twigs.

Amusz grew even more horrified once he realized the humans intended to trap him in this fetid swamp zone and starve him to death. The bog held nothing his system could digest except for his human tormentors, so—half-mad from hunger—he began to subsist on their soft, disgusting meat. Shortly thereafter, the humans perpetrated a final outrage and sic'ed the "Winged Human" upon him.

It was obvious to M'sez the Winged Human had advanced daka crystal technology. Why didn't he activate his universal translator and acknowledge Amusz' pleas for mercy? Of all the mindlessly violent Earth creatures he encountered, to Amusz the Winged Human was by far the worst.

The closest thing Amusz had to a friend was the physically superior but simple-minded human called Tom Cyprus. While communication was extremely limited, Amusz was grateful to have at least one being on the planet who wasn't out to hurt him, and Cyprus seemed to reciprocate the feeling. The humans hunted Cyprus too, but never seemed to succeed at killing him.

Years passed and Amusz' spirit was nearly broken. M'sez had just about given up hope of ever escaping the swamp and seeing his now-hatched children back on Jerreid ever again. The Winged Human attacked him seemingly at every turn, and Amusz' time seemed to be running out. Then, in the midst of their most brutal battle ever, Amusz was teleported away from a fossil fuel tank explosion at the last possible minute by a Jerreid search and rescue ship.

Amusz was soon reunited with his family, body and soul mended. He coped with the trauma of his experiences by writing about them. His datafile *Black Gator Down: My Ordeal Amongst the Hairless Psychotic Apes* became a perennial best seller in the Hegemony. He concluded this magisterial work with a simple warning his people have heeded ever since: "Beware the beast Man."

That situation may yet change. For obvious reasons, the Jerreid's general opinion of Earth people is as low as their fear of them is high. As mankind gets closer to moving out into the stars, the call for the Hegemony to do something about the barbarian encroachment from Earth grows. As it is, there's strong sentiment for solving "the Earth problem" now before it gets out of hand.

While not a violent being by nature, Amusz is a trained fighter descended from a hardy race of reptilian predators and thus quite capable of defending himself. The longer he was subjected to human barbarism, the less reluctant he became about using these abilities. When he first arrived on Earth, Amusz restricted himself to grabbing and subduing the primitive humans. As hunger and rage overtook him, he grew more and more willing to rend and tear the bitter human flesh with his claws and teeth.

Alien Gator serves as the classic "lost and misunderstood alien" who is not as great a threat as the panicked and ignorant humans think. Of course he *is* a threat, and becomes more of one the longer and more seriously he is hunted. Even if the Alien-Gator is just a footnote in the setting's history, he can serve as a model for a similar stranded alien,

or you can shift the timing of his unintended sojourn on Earth to the present day.

LEARNING ABOUT THE ALIEN-GATOR

Characters can learn the following about Alien-Gator.

GATHER INFORMATION

- DC 10** The Alien-Gator is some sort of people-eating monster living in the South River Swamp. Only the Freedom Eagle keeps it from getting into the city and killing even more folks.
- DC 15** Nobody's sure, but the Alien-Gator may not really be from outer space. Some say it might be some kind of mutated alligator—or even some sort of mutated human. Either way, you can bet the A-bomb's to blame.

KNOWLEDGE (CURRENT EVENTS)

- DC 10** The Alien-Gator is still out in the South River Swamp, somewhere. Every once in a while people disappear and are never heard from again. The government ought to do something before it hurts someone else or it goes extinct or something.
- DC 15** I know for a fact the Alien-Gator is real because I know this one guy who saw him one time. He was out by the Old Footbridge with this drunk chick and it totally scared the crap out of them.

CAPERS

ALIEN-GATOR 2—THE QUICKENING

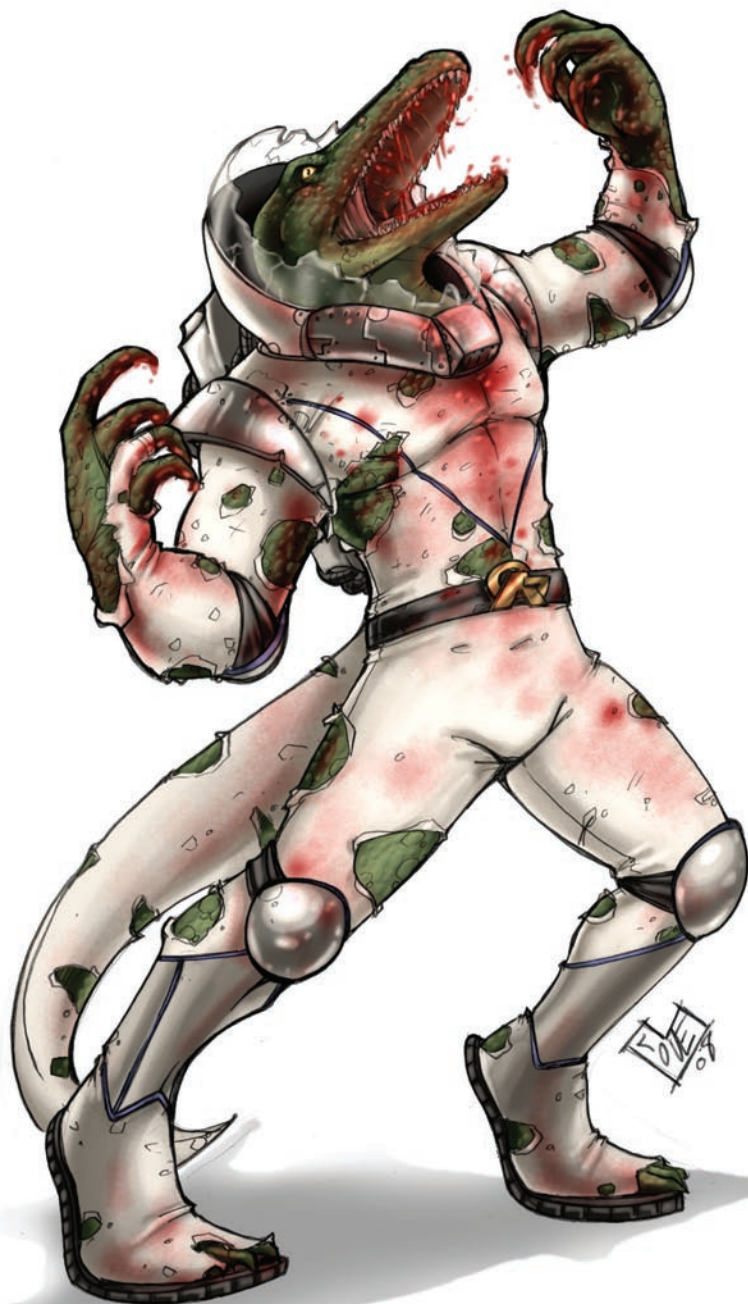
Amusz believed he was the only survivor of his crash-landing on Earth, but it's possible he was mistaken. In fact, the presence of a second Alien-Gator in the South River Swamp would explain why the number of eyewitness accounts far exceeds the number of places one extraterrestrial could be. It also handily solves the mystery of why Alien-Gator sightings continue to the present day, fifty years after its supposed death.

It's also not beyond the realm of comic-book probability for another Jerreid spaceship to crash in the same swamp, perhaps leading to an Alien-Gator Squad this time out. Whichever the Gamemaster chooses, these methods allow this Golden Age villain to become active once again in the present era.

THE ALLIGATOR PEOPLE

An invasion force from the Jerreid Hegemony arrives in the present day, looking to avenge the wrongs done to the being known on Earth as the "Alien-Gator." The heroes are decidedly overmatched unless they can persuade the Jerreid it was all a misunderstanding way back when.

Doing so may require infiltrating the invasion force to gain an audience with the Alien-Gator himself, but all man-gators tend to look alike. If they manage to pull it off, they find Amusz is still bitter on the surface about his time on Earth, but deep down he has a guilty conscience about the people he had to snack on back in the day. Despite all that has happened, Amusz would welcome a sincere offer of mutual forgiving and forgetting.



Use the Alien-Gator's statistics for the other Jerreid. The invasion fleet consists of space cruisers and space battleships (*M&M*, page 144), and the Hegemony ground forces carry blasters (*M&M*, page 139).

BORN ON THE BAYOU

After halting Tom Cyprus' latest rampage through Freedom City, the Golden Age heroes pursue the monster back into the South River Swamp. Once there, Alien-Gator spots his hounded and outnumbered bayou acquaintance and resolves to take action, catching the heroes by surprise.

Cyprus is a challenge all by himself. Joined by Alien-Gator in his native element, the odds get that much longer for the heroes. A

smart Gamemaster who uses the villains' home field advantage to the utmost should be able to school the characters on that old adage, "Stay in your own backyard."

Not enough jeopardy for you, Gamemaster? This incident could lead to a regular criminal partnership between the two swamp-dwellers. The Alien-Gator's certain to add a little extra (Cajun?) spice to Cyprus' next assault on Freedom City, much to the heroes' chagrin. And what an addition the Alien-Gator might make to the Crime League, which also hates the Winged Human....

GATOR BAIT

The classic Alien-Gator plot is simple but effective. Hungrier than usual, Alien-Gator ventures out of the South River Swamp and grabs someone close to a character. Historically, it was often the Freedom Eagle's assistant/secretary/girlfriend Jean Ordwein, but anyone the heroes have stronger-than-usual feelings for can fill the role equally well. People all taste the same to Alien-Gator, you know.

A close personal friend on the menu is more than enough to stir the heroes into action, but the boggy road ahead is not an easy one. The Alien-Gator knows the South River Swamp far better than the heroes, including all the best places to hide and where the sinkholes are. Since the good guys don't know exactly when the dinner bell is going to ring, they're going to have charge ahead into these hazards and hope for the best.

If you want the Alien-Gator saga to have a happier end, you can surprise the characters by having the kidnapped associate try to protect the carnivorous extraterrestrial. This seems absolutely nuts to the heroes, but given time the hostage can explain how upon observing the Alien-Gator up close, she's convinced it's not evil, just misunderstood.

Things can end in standard monster movie fashion, with beauty (apparently) killing the beast, or can take a more role-playing intensive turn as the heroes try to communicate with the Alien-Gator. Depending on their powers, the latter may be quite a task. If successful, it may lead to an even more daunting challenge: how do the characters get him home? If that's not enough, there's also the matter of keeping the authorities at bay when public outcry demands the murdering monster be turned into luggage.

RUN, GATOR, RUN

Another band of hunters looking to stuff and mount the famed Alien-Gator wind up as Reptile Chow and are kind enough to leave the keys in their swamp buggy. Ever eager to escape his boggy confines, Alien-Gator pops the clutch and tells the world to eat his dust... so to speak.

The ex-gator hunters left an array of dangerous devices in their watercraft, any number of which could make things more difficult for the heroes. Alien-Gator may have access to a shotgun or two, some dynamite, a floodlight, flares, a cooler full of beer, or anything else that ramps up the jeopardy and makes things more dramatic.

In any case, the characters eventually get the heads-up that the resident people-eating lizard is coming to town. Stopping the now-mobile Alien-Gator is more difficult than usual, all the more so when the news hits the radio and Freedom City goes into a panic.

THE ALPHA-CENTURION

Real Name: Alpha-Centurion	Identity: Public
Occupation: Pawn of Omega	Aliases: The Centurion
Affiliation: None	Base of Operations: Freedom City
Height: 6'2"	Weight: 220 lbs.
Eyes: Blue	Hair: Black

His memories began with pain, darkness, and endless cold; images of a black, devouring void at the center of all things filled his tortured mind, dim recollections of a laughing skull echoing in his thoughts. There was the sensation of floating, then falling, then finally awakening.

The star streaking across the night sky of Freedom City drew the attention of the new Freedom League. To their amazement, at the heart of the smoking crater they discovered the fallen hero who inspired them to reform the team he helped to found... the Centurion! Rushing his unconscious form back to Freedom Hall, they provided medical care and a battery of sophisticated tests. They all indicated the impossible: that the man lying in the infirmary was indeed the Centurion, somehow returned from the dead.

When he regained consciousness, the strange visitor could remember nothing save for a dim sense of recognition for some of the concerned faces around him and confused memories of darkness and pain. Amnesia caused by trauma, Daedalus speculated. Lacking a telepath on-hand to examine him, the League decided to give the stranger the benefit of the doubt. They told him about the Centurion's life and death, and promised to do what they could. Meanwhile, the League thought it best to keep "the Centurion's" sudden return a secret.

It didn't stay that way for long. Driven to help those in need, the Centurion left Freedom Hall and was seen rescuing people from a bridge accident. Freedom City and the world exploded with speculation. The media descended upon Freedom Hall in droves. The Freedom League was forced to hold a press conference to reveal what they knew. The Centurion himself cautioned people against hoping for too much. "I don't really know if I am who I appear to be," he said. "It's hard to imagine living up to such life of service and heroism, but I certainly intend to try. I hope the people of Freedom City and the world will accept my humble efforts."

For a time, it was as if the Centurion had truly returned: he continued to work with the Freedom League and won over the hearts and minds of Freedomians once more. After all, the Centurion had been believed dead before during his long career, although never for so long. It was easy to give in to hope and believe a miracle had occurred. Even the Freedom League let themselves believe, all except the new Raven, who remained skeptical of the Centurion's return.

It wasn't long before a new rash of mysterious crimes brought an end to the show, however. Chasing down the evidence, Raven came to an inescapable conclusion. She waited until she had enough, then presented it to the rest of the League. There was no denying it: the "Centurion" was behind thefts of certain pieces of high-tech equipment and had accessed resources from the Sanctum and Freedom Hall, all pointing towards some sort of dimension-spanning technol-

THE ALPHA-CENTURION

PL 16

STR	DEX	CON	INT	WIS	CHA
+20	+1	+20	+1	+2	+2
50	13	50	13	14	15
TOUGHNESS		FORTITUDE		REFLEX	
WILL					
+30		+20		+5	
+10					
Skills: Concentration 8 (+10), Diplomacy 6 (+8), Intimidate 8 (+10), Notice 8 (+10), Sense Motive 10 (+12)					
Feats: All-out Attack, Attack Focus (melee) 2, Improved Initiative, Power Attack, Second Chance (Will saves against Mind Control)					
Powers: Flight 8 (2,500 MPH), Immunity 8 (aging, cold, disease, heat, poison, radiation, pressure, starvation), Impervious Toughness 10, Speed 4 (100 mph), Super-Senses 4 (extended vision 2, low-light vision, ultra-hearing), Super-Strength 12 (50,000 tons)					
Combat: Attack +12 (melee), Attack +10 (ranged), Grapple +42, Damage +20 (unarmed), Defense +10, Knockback -15, Initiative +5					
Abilities 95 + Skills 10 (40 ranks) + Feats 6 + Powers 76 + Combat 40 + Saves 12 = Total 239					

ogy. The assistance of Chase Atom cinched it when his telepathic scan unearthed dim memories of a laboratory in the Sado-Del of Nihilor.

Confronted and backed into a corner, the "Centurion" façade fell away from the fake Centurion and deep-seated programming took over. "I am the Alpha of Omega," he claimed, "the herald of this world's doom. I am the Alpha-Centurion!" Although the League lost the initial battle against the Alpha-Centurion, the rogue fled Freedom City for the true Centurion's arctic Sanctum. There he attempted to complete the dimension-bridging device to draw Earth-Prime into the Doom-Coil of the Terminus.

In a titanic battle, the Freedom League managed to trick the Alpha-Centurion: Daedalus rigged the Sanctum's Zero Room so that in his supposed moment of triumph, the Alpha-Centurion sealed his own fate. By activating the dimensional-bridge, he was cast into the Zero Zone to remain exiled there, hopefully for all time.

Omega seems to have forgotten about his failed pawn and the Annihilists are content to let such a powerful rival languish in the Zero Zone for the time being rather than risk the Alpha-Centurion attempting to displace them in their master's favor (or, worse still, attempt to overthrow Omega himself!). It would be virtually impossible for the Alpha-Centurion to escape exile in the Zero Zone without outside assistance, and anyone looking to retrieve him would likely have sinister reasons for doing so.

The Alpha-Centurion is the opposite of the man whose face he wears in virtually every way. Although possessing the equivalent of the Centurion's physical power, he has none of the hero's knowledge and certainly none of his compassion, honor, or dedication. Originally fanatically devoted to his creator, Omega, the Alpha-Centurion's exile and seeming abandonment has embittered him and ignited within him a deep and burning hatred for all creatures.

If and when he escapes from the Zero Zone, the Alpha-Centurion adopts a costume and appearance essentially the opposite of his namesake; his hair has darkened to coal black over time, although he may dye it blond if he ever intends to impersonate the real Centurion again.



LEARNING ABOUT THE ALPHA-CENTURION

Heroes can learn the following about the Alpha-Centurion. If they have good relations with the Freedom League (or if they are members themselves), they can learn the whole story as the League knows it from their files.

GATHER INFORMATION

- DC 10** The "Alpha-Centurion" was a duplicate of the Centurion who posed as the dead hero and fought the Freedom League a few years ago.
- DC 15** The Alpha-Centurion was never captured or brought to trial and is not held in any known prison. He seems to be one of the many villains the Freedom League has "taken care of" on their own. The authorities choose to take their word for it.
- DC 20** The Alpha-Centurion was last seen headed north from Freedom City with the Freedom League in pursuit not long thereafter. He may have headed for the Centurion's secret base, and could even still be trapped there.

KNOWLEDGE (HISTORY OR POPULAR CULTURE)

- DC 10** The so-called "Alpha-Centurion" was a clone or duplicate of the real Centurion, sent by Omega to destroy Earth.
- DC 15** The Alpha-Centurion masqueraded as the genuine article for a few weeks when he first showed up several years ago. He had nearly everyone fooled that he was the Centurion returned. Indeed, some conspiracy theorists claim he *was* the real Centurion and the whole "evil clone from the Terminus" story is a plot to cover up why he disappeared again.

CAPERS

THE DIVINE ROMAN

August Roman (*Freedom City*, page 83) is a very old man. Super-science has kept him relatively hale and hearty, but even he must fall victim to the ravages of time eventually. He is not ageless like his old foe the Centurion, but what if he could be?

Through his various connections, Roman learns of the fate of the Alpha-Centurion and hatches an ambitious scheme: to retrieve the doppelganger's ageless, awesomely powerful form and transplant his own mind into it! What delicious revenge on his old foe to claim his face, voice, and power! With a combination of his criminal brilliance and the Centurion's powers, Roman can become Emperor of the world!

The plot requires sophisticated equipment, access to the Zero Room in the Centurion's Sanctum, and the aid of some hired criminal muscle. The heroes can catch wind of Roman hiring in the underworld or arranging the initial thefts and put the pieces together. Other villains might do the same: Overshadow is sure to be tempted by the potential of the Alpha-Centurion's power, as might Mastermind. Plus there's always a chance Roman's scheme goes awry and he "hooks" not the Alpha-Centurion, but the exiled Superior instead! (See *Freedom City*, page 220).

SHADOW OF THE CENTURION

The sorcerer Taarvon the Undying (detailed in the *Worlds of Freedom* sourcebook), uses his arcane arts to find the Alpha-Centurion in the Zero Zone and bind him to a mystic oath to serve in exchange for his freedom. Taarvon turns Omega's erstwhile creation against him, and none of the Annihilists are a match for the Alpha-Centurion's power, especially augmented by Taarvon's shadow-magic. Full-scale war

erupts in the Terminus, with control of Nihilor and the Doom-Coil as the ultimate prize. The heroes catch wind of the conflict from allies like Furions or perhaps one of the Annihilists. Even Omega himself may turn to them for help!

If they wonder why they should bother helping a monster like Omega, they have to consider the alternatives: Taarvon and the Alpha-Centurion might unleash a far greater terror on the omniverse if they win. If the heroes don't deal with them now, Freedom City might face another Terminus Invasion, with "the Centurion" on the *other* side this time. Plus, Omega is a creature of his word. There's the possibility they could extract a promise from him to leave Earth-Prime in peace if they help him (assuming Omega lets them leave his domain alive once their work is done, of course).

BALOR

Real Name: Liam O'Herlihy	Identity: Public
Occupation: Terrorist	Aliases: None currently
Affiliation: Former IRA	Base of Operations: Mobile
Height: 7'4" (base)	Weight: 551 lbs.
Eyes: Varies	Hair: Varies

Liam O'Herlihy was a zealot totally devoted to the IRA and its cause, a difficult position to maintain while staying both free *and* breathing in a time of disarmament and rapprochement. Unwilling to give up the fight against the people he blamed for destroying his childhood and the lives of many of his family and friends, O'Herlihy continued his bloody ways even after his former associates told him to stop. This left him without allies or boltholes. When he gunned down a British soldier after a panicky encounter, Liam had few places to run and nowhere to hide.

Scant steps ahead of his pursuers, O'Herlihy crashed through the decrepit floor of the abandoned church's basement where he had been hiding. He found himself in a cavern beneath the structure. He didn't recognize any of the pictographs carved into the walls and man-sized standing stones surrounding him, but he did remember his dear old grandmum once telling him how many churches had been built over pagan sacred sites in order to wipe them from the minds of Ireland's Christian converts. He began feverishly searching for a way out before the soldiers he found him. This was when he heard the voice.

"How burn the fires of your hate?"

He thought he was hallucinating at first, that he had struck his head when he fell. But the voice repeated itself. With the same reckless abandon that had gotten him into his current predicament, he answered that it burned quite well, thank you much, and could the voice so very kindly point out an exit.

"Prove your hate," the voice rang even louder. "Place your hand on the stone before you and let us taste your anger, let us taste your hunger for blood spilt and wails cried."

In the darkness above him, O'Herlihy heard the soldiers as they discovered the hole his accident had left, saw the lights mounted on their weapons sweep past it. With no other options and doubts as to his own sanity, he reached out and did as he was told. "Damned coming, or damned leaving... it's Hell for me either way, so why not...?" was

his last thought before his world became blinding light and crushing pain. He saw images of a terrible battle, of malformed giants at war with enemies he couldn't make out in his throes of agony. He heard and felt his muscles warp and his bones bend. As his mind cleared and his vision returned, he could see he had grown much larger and a nimbus of flowing light surrounded him. The soldiers who had reached his position were falling to their knees clutching their heads; one was even attempting to tear out his own eyes.

The voice spoke in his mind one last time, fading as it did. "We find your rage joyous. Go forth and share the gift we have given you. Show others the depths of your hate and we will sing of your strength forevermore."

Striding toward his unfortunate victims, his bellowing voice cracking so as to no longer even resemble its former self, O'Herlihy gloated. "Well now, boyos, and what is it you're thinking of the last sight you'll ever see?"

Liam O'Herlihy is no more. In his place is a brutish and inhumanly powerful thug. O'Herlihy took the name of the king of monsters and giants, fought by the god-heroes of the Celts. He thought it an appropriate title given the images he saw that fateful day, as well as his new appearance and terrible power. He revels in his strength and the destruction he causes when he strikes. Often the violence he's inflicting is accompanied by his ringing laughter or a nonsensical singsong hymn he affects at the top of his lungs. When his strength is insufficient for his goals, Balor can spit a volatile stream of pure hellish chaos that simply unmakes whatever it touches. He's proven difficult to hurt and has even been killed a couple of times, but somehow he just doesn't stay dead.

Initially Balor concentrated on targets within the United Kingdom, giving the Ministry of Powers quite a thorny problem to handle. After a while, though, he expanded his sights to America, as he held the United States responsible for forcing disarmament on his "poor, besieged brethren." In his mind, the Americans should have just minded their own business instead of abusing their "undeserved and meddling influence."

His favorite targets are political figures, though the occasional set of innocents or "juicy" pieces of vulnerable



BALOR

PL 12

STR	DEX	CON	INT	WIS	CHA
+13	+4	+6	+1	+1	+2
36	18	22	12	12	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+14	+12	+8	+7

Skills: Bluff 4 (+6), Climb 4 (+14), Craft (structural) 4 (+5), Disable Device 4 (+5), Notice 4 (+5), Sense Motive 6 (+7), Stealth 4 (+8), Survival 2 (+3)

Feats: All-out Attack, Attack Focus (melee) 4, Dodge Focus 2, Instant Up, Power Attack

Powers: **Disintegrate 6** (spewing chaos; Cone Area; Touch Range; *Alternate Powers:* **Nullify Magic 7** [all powers at once; Effortless, Nullifying Field, Randomize], **Super Strength 8** [heavy load: 480 tons, Groundstrike, Shockwave]), **Growth 3** (Continuous; Permanent), **Immunity 16** (cold, critical hits, disease, magic [Limited to half-strength], own powers, pressure), **Protection 8** (Impervious), **Regeneration 4** (Resurrection, once per hour), **Chaos Field 15** (**Confuse 12** [Aura, Continuous, Visual Perception Area; Permanent on 4 ranks, Sight-Dependent], **Environmental Control 3** [Distraction 3; Permanent], **Morph 2** [varying humanoid monstrosities; Uncontrolled], **Stun 3** [Continuous, Mental Aura, No Saving Throw; Permanent])

Combat: Attack +11 (melee), +7 (ranged), Grapple +24 (+32 with Super Strength alternate power), Damage +13 (unarmed), +6 (Disintegrate), Defense +10 (+4 flat-footed), Knockback -11, Initiative +4

Drawbacks: Weakness (When Chaos Field is nullified, moderate, immediate, -5 points)

Abilities 45 + Skills 8 (32 ranks) + Feats 9 + Powers 146 + Combat 30 + Saves 16 - Drawbacks 5 = Total 249

infrastructure have also suffered at his touch—anything to spread fear and chaos. Just how much of an influence his patrons, whoever they might have been, continue to exert over his behavior is questionable, as his actions when purely mortal were savage enough.

Over the last couple of years, the occult community has begun to suffer more and more frequent depredations from Balor with little rhyme or reason behind his attacks. The individual level of power of his victims has varied; he attacks both the weak and the strong with equal ferocity. His targets have

ranged over a number of countries and had no real connection to one another other than their talents in the art. One day he's killing a fortune teller in Prague whose gifts were limited to feeble cartomancy, and the next he's assaulting the home of Adrian Eldritch, Master Mage of Earth. During these attacks, O'Herlihy has proven particularly resistant to magic and has also demonstrated the ability to cause most spells and enchantments to work strangely or simply "misfire." How he's finding these practitioners, reaching them even when they are continents or dimensions separated from one another, or even choosing them in the first place remains a mystery.

LEARNING ABOUT BALOR

The following information can be uncovered through a variety of sources and means.

GATHER INFORMATION

- DC 15** Balor is a powerful and monstrous super-criminal operating in North America and Europe.
- DC 20** AEGIS believes Balor used to be a very human terrorist, one named Liam O'Herlihy. At least some of Balor's actions are driven by O'Herlihy's terrorist background.

KNOWLEDGE (ARCANE LORE)

- DC 15** Balor is a monstrous threat who has been targeting mystics for brutal physical attacks over the last few years.
- DC 20** Much of the chaos effect surrounding Balor is reminiscent of dimensional magic once used by the Fomorians, fitting given his chosen *nomme de guerre*.
- DC 25** Balor may be an attempt by the Fomorians to reverse their banishment and extend their influence on Earth once again.

CAPERS

SCAVENGER HUNT

After months of continuing unexplained attacks and thefts aimed at mystics, the truth behind Balor's actions finally comes to light—he's gathering specific items and shedding the blood of prophesied individuals as part of an esoteric ritual to bring his masters to Earth and gift them with power far beyond that which they already wield. It's up to the heroes to save the day, foil the ritual, and send the Fomorians packing.

THE TIES THAT BIND

Apparently, even hatred and rage as deep as those driving Balor have their limits. He's tired of fighting and wants only to leave the battlefield, but his masters didn't exactly give him an exit option from his new job. The method to Balor's apparent madness is that he's desperately looking for a way out. With his limited knowledge of the forces arcane, he hopes to find the answer from the occult community's many treasures. Can the heroes save him and give him a human life again? Given his manifold sins and previous crimes, should they even try?

BEAST OF KILAMANJARO

Real Name: None	Identity: Public
Occupation: Biological weapon	Aliases: None
Affiliation: None	Base of Operations: Dakana
Height: 30 ft.	Weight: 28,000 lbs.
Eyes: Red	Hair: None

The origins of the Beast of Kilimanjaro are unknown. It may be a forgotten experiment of the Preservers or a biological weapon of mass destruction leftover from an ancient alien war. What is known is the Beast has been here for a long time.

The creature first set foot on Earth over 65 million years ago during the late Cretaceous period. Dakana paleontologists have discovered fossilized footprints of the Beast dating back to this time. Once on the planet, the Beast unleashed its fury across the ancient world, leveling forests and destroying all life in its path. Even the mighty Tyrannosaurus fell before the Beast's terrible might. A recent and controversial theory claims the creature contributed to the extinction of the dinosaurs, but since most people are unaware of the Beast's existence, the idea is often ignored.

The Beast's rampage would have gone unchecked if had not been for a meteor that struck the Earth in the land that would become known as Dakana. The impact drew the Beast's attention and the creature moved closer to investigate. The daka crystals carried by the meteor had a strange effect upon the Beast, however, causing it to become sluggish and unsteady. Prolonged exposure caused the creature to lapse into a state of suspended animation.

The Beast lay dormant for millions of years, buried beneath Mount Kilimanjaro and hidden from the rest of the world. It could have remained there indefinitely had it not been for the time-traveling supervillain Zeitgeist. He removed the daka crystals surrounding the Beast during the eighteenth century in the attempt to destabilize the future of Dakana. It worked: the Beast awoke and cut a path of destruction across the country.

To defeat the menace, Dr. Tomorrow enlisted the aid of Centurion. Together the two heroes traveled back in time and with the assistance of that era's White Lion, managed to defeat the creature and return it to its unnatural slumber. Centurion held the Beast at bay, even managing to injure it, while Dr. Tomorrow and the White Lion discovered the secret of the daka crystals' power over the creature. The three heroes contained the damage to the country and Dakana quickly recovered.

Since that time, the Beast of Kilimanjaro has remained a Dakanan national secret. It lies in a prison deep underground, nicknamed the Pen, constructed especially for it. The Beast lies surrounded by daka crystals at all times. Security at the Pen is intense. Numerous fail-safes exist to make sure the Beast remains immobile. Guards armed with state-of-the-art weapons stand watch twenty-four hours a day to make the Pen one of the most secure buildings in the world.

Of course, no plan is foolproof. The Beast has escaped from time to time. In the late 1950s, for example, earthquakes ruptured the Pen and disturbed the crystals. The creature regained mobility and escaped, once again rampaging across the country and causing untold

damage. King M'Zale, new to his throne and the mantle of the White Lion, defeated the creature almost single handedly. Using the agility gifted to him by his family's totem to avoid the creature's attacks, Dakana's hereditary protector lured the Beast into a trap full of daka crystals. White Lion kept the Beast occupied until the crystals robbed the creature of its mobility. Once it was defeated, improvements were made to the Pen allowing the building to withstand future earthquakes. The Dakanan government returned the Beast to its prison.

In more recent times, Queen Ayesha learned of the Beast's existence. She attempted to remove the daka crystals from the Beast's prison in order to punish the White Lion for opposing her in the past. The Beast would act as an extension of her will, crushing the White Lion and reducing his homeland to rubble. Her plans did not proceed far, however. The immortal queen and her followers successfully penetrated the Pen's security, but were driven back beyond the nation's borders before any lasting damage could be done. The Beast of Kilimanjaro never even stirred.

The current White Lion dislikes playing the role of the Beast's jailer. Of all the Kings of Dakana, he has studied the Beast the most. He was the first to discover that the daka crystals do not induce sleep in the Beast; they merely rob the creature of its movement. The creature remains conscious during its imprisonment. M'Balla wished to remove the Beast from Dakana. He enlisted the aid of the Freedom League to transfer the monster to Kaiju Island. Before they even left the island, however, Gigantosaur disturbed the daka crystals left to keep the Beast immobile. The Beast fought the larger monster to a stand still. After the fight the Beast escaped the island, walking along the ocean floor and forcing White Lion to lead it back to Dakana rather than let it roam free. Once again, the country has taken responsibility for housing the dangerous monster. King M'Balla is looking into means of removing the Beast from the planet, possibly blasting it into space or banishing it to the Zero Zone.

The Beast of Kilimanjaro often appears mindless in its destruction, but it is a mistake to underestimate it. The creature possesses a cunning intellect. If it was a weapon in an alien war, it was an unstable one, as it appears to answer to no one. Perhaps whatever means its creators used to control it are long gone. Its motives are clouded. It destroys for no apparent reason. All attempts to communicate with it have met with failure. It doesn't respond to diplomacy; it knows no fear. The Beast is rage personified, living only for mayhem. A few in Dakana share the belief that the Beast of Kilimanjaro could be used as the country's defender. They envisioned a tamed creature trained to fend off the isolationist nation's enemies. However, the Kings of Dakana have ruled wisely and the idea never gained ground.

The Beast's hide is incredibly thick. Most weapon fire bounces off it; only Centurion and Gigantosaur have been known to wound the



Beast. The creature possesses terrifying strength, capable of lifting a cargo freighter. It does not need to eat, drink, or sleep, nor does it appear to age or breathe. Together these powers make the Beast difficult to slow down by any means other than daka crystals, its only known weakness.

LEARNING ABOUT THE BEAST OF KILIMANJARO

The government of Dakana has done much to suppress knowledge about the Beast of Kilimanjaro. The truth has a way of coming forward, however. The following information can be learned about the Beast.

BEAST OF KILIMANJARO					PL 15
STR	DEX	CON	INT	WIS	CHA
+23	+1	+15	+0	+2	-1
56	12	40	10	14	8
TOUGHNESS		FORTITUDE		REFLEX	
+27		+15		+1	
Skills: Intimidate 12 (+15), Notice 4 (+6), Search 8 (+8)					
Feats: All-Out Attack, Fearless, Fearsome Presence 1 (DC 11, 5 ft.), Improved Grapple, Power Attack					
Powers: Growth 8 (huge size; Continuous; Permanent; Innate), Immovable 8 (Unstoppable), Immunity 11 (aging, life support, starvation and thirst), Protection 12 (Impervious), Super Senses 2 (Infravision, Scent), Super Strength 9 (heavy load: 60,000 tons; Groundstrike)					
Combat: Attack +7 (melee, includes -2 size), +7 (ranged), Grapple +49, Damage +23, Defense +3 (includes -2 size), Knockback -35, Initiative +1					
Drawbacks: Weakness (daka crystals, cumulative -1 to Dex per round, -6 points)					
Abilities 58+ Skills 6 (24 ranks)+Feats 5 + Powers 96 + Combat 28 + Saves 8 - Drawbacks 6 = Total 195					

GATHER INFORMATION

Making this check represents information and knowledge about the Beast of Kilimanjaro that a character may gain by making inquiries in the criminal underworld or law enforcement agencies.

- DC 15** There is enormous building in Dakana referred to as the "Pen." Its contents are a secret, but the building is heavily guarded.
- DC 20** The Pen is believed to house large quantities of daka crystals. It is rumored to be a storehouse.
- DC 25** The Pen contains the Beast of Kilimanjaro, an alien creature of incredible size and strength.
- DC 30** Prolonged exposure to daka crystals causes the Beast to fall into a state of suspended animation, keeping it dormant and imprisoned.

KNOWLEDGE (EARTH SCIENCES)

This check represents knowledge a character might possess of the Beast of Kilimanjaro pertaining to the area of paleontology.

- DC 15** A few fossilized footprints, dating back to the late Cretaceous age, have been discovered around the world. They do not match any known species of dinosaur. Most paleontologists believe it belongs to an undiscovered species, however a theory has been brought forward suggesting the footprints belong to an enormous alien dino-killer. It's not a well-respected theory.
- DC 20** A Dakanan paleontologist originally proposed the alien dino-killer theory. His colleagues in Dakana accept it as the truth, despite the fact it's widely considered to be unrealistic.

CAPERS

CALL OF THE BEAST

The Beast has awoken from its slumber. Instead of following its usual habit of destruction, it answers a silent call leading it to Freedom City. The heroes must discover who is controlling the Beast and stop them before the creature levels Freedom City.

THE DOOMSDAY CLOCK

White Lion contacts the heroes for help. The Beast of Kilimanjaro appears to be slowly awakening despite the presence of daka crystals. The heroes must discover why the creature's age-old weakness seems to be faltering before the Beast awakes and wrecks havoc. If its current means of imprisonment won't work, another solution must be found, and quickly.

CRISIS IN DAKANA

A supervillain, possibly Mastermind or Dr. Sin, attacks Dakana in an attempt to steal daka crystals. The resulting battle disturbs the Beast's slumber and the creature once again walks the earth. The heroes must track down the supervillain and return the stolen crystals while finding a means of halting the Beast's rampage.

BATTLE FOR THE BEAST

The Beast of Kilimanjaro is a biological weapon created for an ancient alien war, but the war isn't over. The Beast's creators have arrived on Earth to retrieve their weapon. Their enemies arrive not far behind them and the two sides battle over the Earth for possession of the Beast. Both are extremely technologically advanced; if their fight isn't finished soon, the Earth might not survive. The heroes' job is to either convince the two sides to settle their differences elsewhere or drive the aliens from Earth. It's a job made all the more difficult should the Beast get free in the meantime.

BLACK ANUBIS

Real Name: Black Anubis	Identity: Generally unknown
Occupation: Conqueror	Aliases: Oth, Usurper Son
Affiliation: The Shadow Pantheon	Base of Operations: None
Height: 6'3"	Weight: 220 lbs.
Eyes: Black	Hair: None

It is the way of gods that religions rise and fall, adored one moment and vilified the next, cast down by mortal men and even by their own children. Black Anubis was once known as Oth, one of several bastard get of the god Anubis. Because of his human mother, however, Oth only inherited a portion of his father's divinity and none of his wisdom.

Oth conspired to steal his father's godly station, a birthright he thought better suited to himself. But whereas Anubis served as Guardian of the Dead, Oth was only interested in ruling over the afterlife as a despot. Anubis learned of his son's plan and mummified and entombed him in his own shrine as punishment. Oth's

BLACK ANUBIS**PL 12**

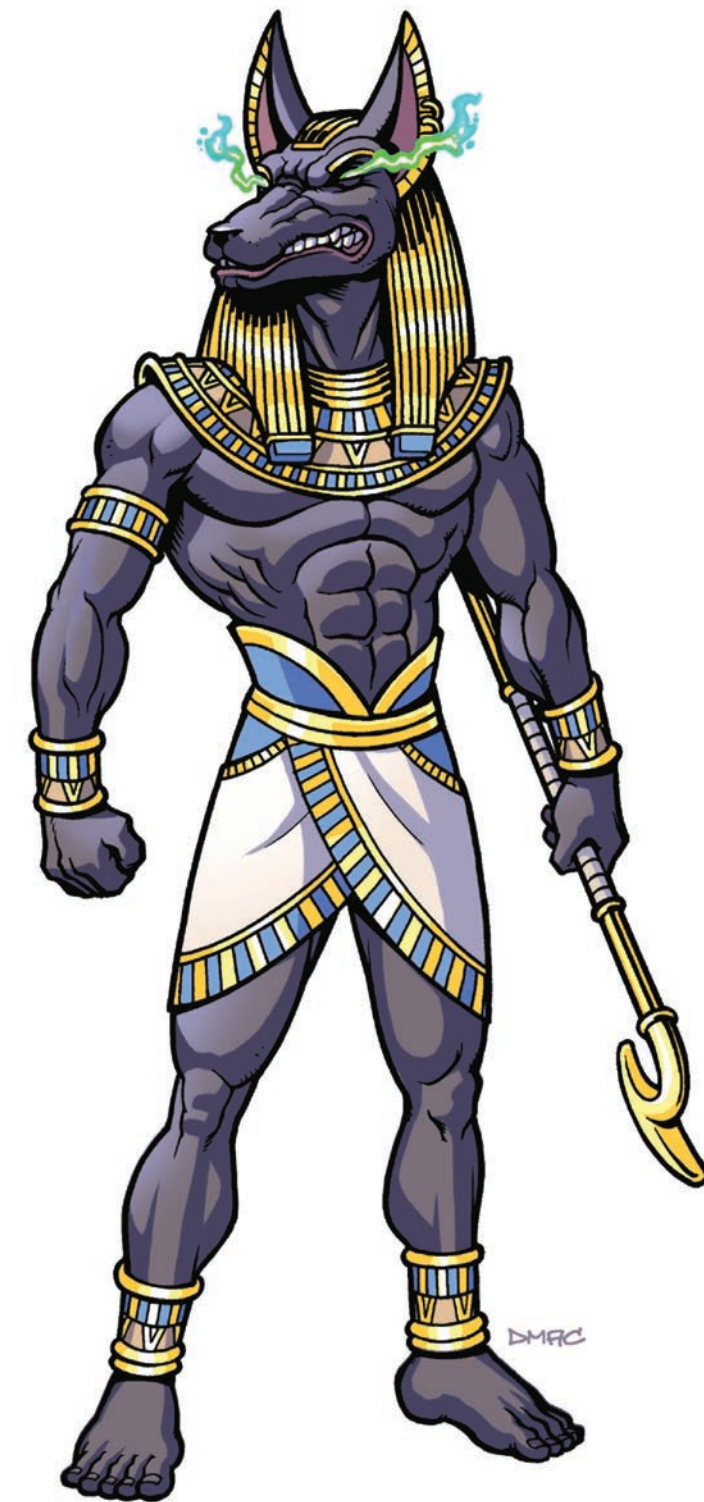
STR	DEX	CON	INT	WIS	CHA
+4	+2	+5	+2	+0	+0
18	15	20	14	10	10
TOUGHNESS		FORTITUDE		REFLEX	
WILL					
+10		+8		+5	
+10					
Skills: Bluff 6 (+6), Concentration 5 (+5), Diplomacy 2 (+2), Gather Information 8 (+8), Intimidate 10 (+10), Knowledge (arcane lore) 12 (+14), Language (English; Egyptian is native), Notice 4 (+4), Search 8 (+10), Sense Motive 4 (+4)					
Feats: All-Out Attack, Artificer, Assessment, Attack Focus (ranged) 5, Attack Specialization (Disintegration) 2, Diehard, Fearless, Fearsome Presence 10 (DC 20, 50 ft.), Minions (Multiple) 5, Power Attack, Rage 3, Ritualist, Startle					
Powers: Darkness Control 8 (Shadow Tar Manipulation; Alternate Powers: Blast 8, Create Object 8 [Shadow-Form Ghosts], Dazzle 8 [visual], Drain Constitution 8 [Ranged], Fatigue 8, Snare 8), Disintegration 8 (Shadow Tar Acid), Flight 5 (250 MPH), Protection 5					
Combat: Attack +5 (melee), +10 (ranged), +14 (disintegration), Grapple +9, Damage +4 (unarmed), +8 (blast), +8 (disintegration), Defense +13 (+7 flat-footed), Knockback -5, Initiative +2					
Abilities 26 + Skills 16 (64 ranks) + Feats 33 + Powers 69 + Combat 30 + Saves 16 = Total 190					

name was stricken from history... from mythology even. The sands of the Nubian Desert devoured his meager temple and prison.

The Middle East was in turmoil when an intruder uncovered the Temple of Oth. The Egyptian gods were all but forgotten, and now three religions serving the same one-god fought for dominion. The Jews controlled the city-state of Jerusalem through the arcane secrets left behind by Solomon. They protected it against the Christian Crusaders operating from the Holy See of Constantinople and the Muhammadian armies under the Talib Sultanate of Kufa. The hemisphere was at war, with Islam invading Europe from their strongholds in Spain and Italy, and Christendom attacking the Middle East through Lebanon and the Byzantium Empire.

None of that concerned the visitor who freed Oth, however. He called himself Loki, and represented the tattered remnants of those pantheons predating Christianity. The old ways were almost dead... but a few divinities had survived: Anansi, Ogun, Nemhain and Macha of the Morrigan, Ares and his sons Phobos and Deimos, and a handful of others skilled in war or guile. Loki told Oth that with the forces of the one-god busy fighting each other, it was time to reclaim what had been lost.

Oth joined the Shadow Pantheon as Black Anubis. If he could not kill his long-gone father for imprisoning him, then he would steal his father's name and make a mockery of it. Black Anubis and the others further destabilized their world; their cults spread like cancer. They promoted war and intrigue, they brokered deals with supposedly pious rulers and encouraged the slaughter of millions. Two hemispheres were bathed in blood as the Shadow Pantheon set empires against one another. Ares taught humans how to wage better wars; Ogun taught them to build better weapons; Phobos taught



them how to use terror more effectively. By the time they were done, Europeans and Arabs were nothing more than barbarians squatting in the graveyards of their ruined cities.

The time came, however, when the Shadow Pantheon could expand no further. To the East waited the Vedic Gods and the marshaled forces of Tian. A million gods and demons of the Far East stood ready to invade; the Shadow Pantheon knew it could not with-

stand them. So they left that Earth, seeking other realms to rule as deities and tormentors. Sometimes they traveled together, but more often, they ventured alone in hopes of discovering the world each could claim for their own.

Since that time, Black Anubis has been one of the few Shadow Pantheon members unable to carve out a domain for himself. He has spread misery, pain and strife, but as the weakest of the Shadow Pantheon, he must often contend with the other gods and mortal champions of the worlds he visits. He cannot hop dimensions easily and must rely on other Shadow Pantheon members to help him, which further indebts him to them. He may have found a solution to his dilemma, however. He followed a group of heroes called the AlterniTeens through a dimensional rift they caused. He seeks to capture and enslave their Navigatrix to hop dimensions more easily. Since arriving in Freedom City, however, he's discovered there is power to be had here despite its many heroes. He plans to stay without alerting the Shadow Pantheon to this Earth's existence.

To that end, he's begun gathering followers and forcing the dead to serve him as fuel for his rituals and artifacts.

LEARNING ABOUT BLACK ANUBIS

Even though Black Anubis is relatively new to the world of Freedom City, there is still information to be had if you look hard enough.

COMPUTERS

DC 15 Navigatrix recently uploaded all data concerning the dangers faced by the dimension-hopping AlterniTeens. The information is stored in the Next-Gen and the Freedom League databases, but until Black Anubis appears, information on him is archived and considered low priority. This line of inquiry reveals Black Anubis' powers and his tactics in combat, essentially anything involving his capabilities.

GATHER INFORMATION

DC 20 Black Anubis is known to the AlterniTeens and to some insiders in the arcane/magical communities. The would-be god has been investigating Freedom City's magical players, but hasn't been too subtle about it. Information gathered through this avenue reveals Black Anubis is a conqueror with a scorched Earth policy. He is currently seeking more power to contend with Earth's heroes. He's been strong-arming mystics to follow and worship him and binding ghosts to do his bidding.

KNOWLEDGE (ARCANE LORE)

DC 20 Those with an understanding of magic and the different dimensions have heard of Black Anubis and the Shadow Pantheon. They know the displaced gods exist and that the Shadow Pantheon is seeking to enslave worlds. Black Anubis is the weakest member, but he makes up for it by being the most bloodthirsty. Black Anubis has been responsible for helping destroy a couple of worlds. Indications are he's in Freedom City without the Shadow Pantheon's knowledge.

CAPERS

CLAIMING NAVIGATRIX

Black Anubis wants to move freely about the dimensions and his chosen vehicle is the construct Navigatrix. That means kidnapping her when she isn't at Claremont Academy or with Daedalus and dealing with anyone else in her company. If the opportunity to kidnap her doesn't easily present itself, however, Black Anubis will target her at the academy... regardless of who else is there.

SECRETS OF THE SCARAB

Black Anubis feels drawn to Pyramid Plaza. He hears the summons of a powerful Egyptian artifact beneath the buildings, unaware it is the secret headquarters of the fallen hero, Scarab (*Freedom City*, page 50; also see *Freedom City Atlas 2*). Now Black Anubis holds the Plaza hostage and seeks a way to gain entry into the secret lair below; will he gain the artifacts within and become more powerful? Or will he be responsible for the return of the Scarab's latest incarnation?

UNEARTHING THE PAST

An incredible discovery has been made, a temple hidden beneath the sands of the Nubian Desert. No archeologist has managed to penetrate the temple's inner sanctum, which seems protected by an impenetrable door. Black Anubis assumes the temple belongs to this dimension's Oth and the door can only be opened by a scarab key, on display at the Hunter Museum of Natural History. Black Anubis seeks the key to uncover the secrets of this dimension's Egyptian pantheon. Does the temple hold an imprisoned Oth, however, or did Anubis trap something far more terrible within?

BLACKBIRD II

Real Name: Alistair Reynolds	Identity: Secret
Occupation: Socialite, Vigilante	Aliases: None known
Affiliation: None	Base of Operations: Mobile (Freedom City)
Height: 5'11"	Weight: 175 lbs.
Eyes: Blue	Hair: Black

As a child, Alistair Reynolds was constantly subjected to his mother's mental instability. Unlike many other children in similar situations, however, Alistair was never abused or neglected; instead, he was indoctrinated, some might even say brainwashed, with his mother's complete, consuming obsession with the hero known as the Raven. Alessandra Reynolds' obsession was so complete she occasionally referred to Raven, whose real name she apparently did not know, as Alistair's father. On other occasions she would make references to his real father, an apparently very wealthy, older man whom she married exclusively to produce a child, then left after a profitable divorce settlement.

Alistair's early childhood was spent in the lap of luxury, as his mother was more than happy to lavish her baby boy with attention. Unfortunately, his mother's mental state was not particularly conducive to conserving her wealth. She went bankrupt during Alistair's

teenage years and committed suicide shortly thereafter. Left on his own, Alistair was forced to learn to deal with others for the first time in his life as he was placed in foster homes for years before he finally reached the age of 18 and was on his own.

Throughout much of his early adulthood, Alistair survived on the charity of others, earned through his natural charisma and dashing good looks. For the most part, he followed his mother's example and became a frequent social companion to wealthy older women, who lavished him with gifts and admiration. While hardly the most meaningful existence, Alistair was not a particularly deep man and simply lived in the lap of luxury as he was able. It is entirely possible he would have lived his entire life in a state of borrowed bliss had not the second Raven appeared on the scene.

The appearance of a new Raven galvanized Alistair. In many ways he considered Raven his father, mostly due to his mother's indoctrination as a child. This new Raven was someone who obviously shared his love and admiration for the first Raven, and a beautiful woman to boot. Mentally skipping over the fact that the new Raven was the original's daughter, Alistair began to research how he could ingratiate himself with this woman. It was then, when he began digging through the few belongings he had remaining from his mother, that he made a curious discovery.

In one of his mother's journals, Alistair found a mysterious reference to a hiding place near a former address where she had once lived. This piqued his curiosity because his mother had never spoken of her life before he was born, save to ramble on about what she had been doing when the first Raven had accomplished this or that. Unable to overlook this oddity, Alistair began tracking down a series of clues his mother had left behind, each leading to the next without any real sense of accomplishment. After nearly six months of detective work, Alistair had nearly decided that his mother's illness was more profound than he realized when he finally reached the end of the trail. It was there that he discovered a cache of old gear from his mother's brief foray into the superhuman community: she had been the would-be heroine Blackbird, who had tried to be Raven's partner at one point during his career.

Invigorated, the young man searched through every resource he could find for more information on Blackbird. He tracked down as much of her original equipment as he

BLACKBIRD II

PL 10

STR	DEX	CON	INT	WIS	CHA
+7	+5	+4	+3	+1	+4
25	20	18	16	12	18
TOUGHNESS		FORTITUDE		REFLEX	
+12		+12		+15	
+7		+12		+15	

Skills: Bluff 12 (+16), Computers 8 (+11), Diplomacy 12 (+16), Disable Device 8 (+11), Disguise 8 (+12), Drive 8 (+13), Gather Information 8 (+12), Notice 12 (+13), Pilot 8 (+13), Sense Motive 12 (+13), Stealth 12 (+17)

Feats: Accurate Attack, Attack Focus (ranged) 2, Attractive 1, Defensive Roll 2, Fearless, Improved Initiative, Instant Up, Jack-of-All-Trades, Quick Draw, Seize Initiative, Uncanny Dodge 2 (hearing)

Powers: **Device 8** (Blackbird Gauntlets, hard to lose), **Device 3** (Eagle Eye Helmet, hard to lose), **Device 3** (Raptor Flight Suit, hard to lose)

Blackbird Gauntlets: **Blast 7** (blades), **Snare 6** (net; Burst Area), **Strike 8**

Eagle Eye Helmet: **Mind Shield 7**, **Super-Senses 8** (communication link, darkvision, direction sense, distance sense, radio, time sense, ultra-hearing)

Raptor Flight Suit: **Flight 4**, **Protection 6**

Combat: Attack +8 (melee), +10 (ranged), Grapple +15, Damage +8 (unarmed) +7 (blast), Defense +8, Knockback -8, Initiative +9

Abilities 48 + Skills 27 (108 ranks) + Feats 12 + Powers 56 + Combat 32 + Saves 24 = Total 201



could and used it for inspiration. Then he turned up the charm and ensured his admirers gave him adequate funding to create the arsenal he needed to recreate his mother's legacy. In six months' time, he was ready. A new Blackbird appeared on the scene.

Blackbird's first meeting with Raven was polite, if a bit standoffish. She assured him that she did not need a partner. While she was confident that he was capable of handling himself, she was not interested in working with someone else. Blackbird simply smiled and agreed that perhaps he should train a bit and get more experience. He assured her she would see what manner of hero he was, and that he would be expecting her call with an offer for a permanent partnership. He then proceeded to make some even less welcome romantic advances. He ended up leaving the encounter with a bruised jaw and a black eye.

Although Alistair's original intent was to emulate the man he considers a father, he appears to have inherited his mother's predilection toward mental illness. In recent years Blackbird has begun to fixate on the new Raven to an unnatural and dangerous extent. It does not seem to register with him on any level that Raven is clearly not interested in his advances.

Over the past year, Blackbird's methods have become more and more aggressive. His treatment of those he considers criminals has become increasingly brutal. He has left many with permanent injuries and is suspected in a number of as-yet-unsolved homicides. What's more, he has sent threatening messages to Raven indicating that he considers her unworthy of the legacy she carries and if she does not do something to correct her "downward spiral" soon, he may be forced to take matters into his own hands. Other members of the Freedom League consider this tantamount to a death threat, but Raven has thus far refused assistance and plans to deal with Blackbird herself.

Blackbird is a skilled combatant with considerable technological resources at his disposal. His most useful weapon, however, is his keen analytical mind, which could have made him a great hero. As it is, Blackbird's actions have become more and more erratic. Those who are familiar with his history agree he is on the brink of a massive psychotic episode that will mark his transition from a vigilante to a genuine threat.

LEARNING ABOUT BLACKBIRD II

More information about Blackbird II can be gained as follows:

GATHER INFORMATION

- DC 10** Like the first Blackbird, the second also has a fixation on the Raven. He is constantly trying to impress her enough to become her partner—perhaps more than just crime fighting partner, at that.
- DC 15** Raven considers Blackbird not just a nuisance, but also a danger to society. She has been attempting to bring him in for some time.
- DC 20** Blackbird is a vigilante with a reputation for increasing violence against anyone he perceives as a criminal, including those who commit minor crimes like littering and jaywalking.
- DC 40** The second Blackbird is the son of the first Blackbird, and may share her psychological problems.

CAPERS

A NEW OBSESSION

For whatever reason, Blackbird has temporarily abandoned his obsession with Raven and fixated on a new target: one of the heroes! It might be he is determined to woo a female hero of some variety, or perhaps he has decided that one of the male heroes is his long-lost brother. Whatever the reason, the party is now the target of his exceptionally unstable affections, with all the complications that brings.

A BIRD IN THE HAND

Somehow, Blackbird has gotten the drop on Raven and kidnapped her while the Freedom League is off stopping another plot by Sky Lord (or some similar villain). At the site of their battle, he left clear indications that she will either willingly marry him or he will erase the "stain" she represents upon the original Raven's reputation forever.

BLACKTHORN

Real Name: Domhnall	Identity: Public
Occupation: None	Aliases: None currently
Affiliation: None	Base of Operations: Mobile
Height: 5'10"	Weight: 164 lbs. (when living)
Eyes: Black	Hair: Black

Empires are rarely pleasant about being, well, *empires*. The Roman Empire was no exception. The Romans took what they wanted and were seldom friendly in the taking unless they had good reason to be. When the legions made their way to Domhnall's homeland, he and his people expected the worst from Rome's soldiers. Their only real defense was the druids and their magic, among whom Domhnall numbered highly. He had shown his gifts in the art at an early age and been treated like royalty by his teachers, kin, and peers. His power was instrumental in routing the Romans the first time they arrived, and he reveled in the opportunity to finally show his strength without restraint.

It angered him, therefore, when his fellow druids and others afterwards showed concern over his actions. Where they had been righteous, shown restraint and respect for life even when fighting their enemies, Domhnall had been savage, arrogant, and bloodthirsty. He would likely have killed several of his brethren in his rage if his old teacher, the archdruid Aodh Cobhan, hadn't stopped him.

Following this incident, his ego and anger overrode his wits. Domhnall removed himself from his fellows, turned his back on their teachings, and embraced the left-hand path into dark sorceries. He immersed himself in them, abandoning the druidic mysteries and all the responsibilities they imposed. When he returned to his people, it was to supplant his former associates and prove he didn't need their power or assistance to rout the Romans. Aodh and the others knew this display for the pure grandiose arrogance it was, not altruism.

When Domhnall, now named "Blackthorn," walked forward to use his might upon the Roman legions arrayed before his land's few defenders, Aodh and the other druids were horrified to see him invoke terrible

and unspeakable entities; in seeking to prove his might, Blackthorn shattered bindings that had protected mortal man for centuries. Aodh and his students were forced to spend their might in replacing these barriers, leaving little strength to face the Romans. Refusing to accept responsibility for his actions, his anger overtook him; he attacked Aodh and was defeated, but at the cost both their lives.

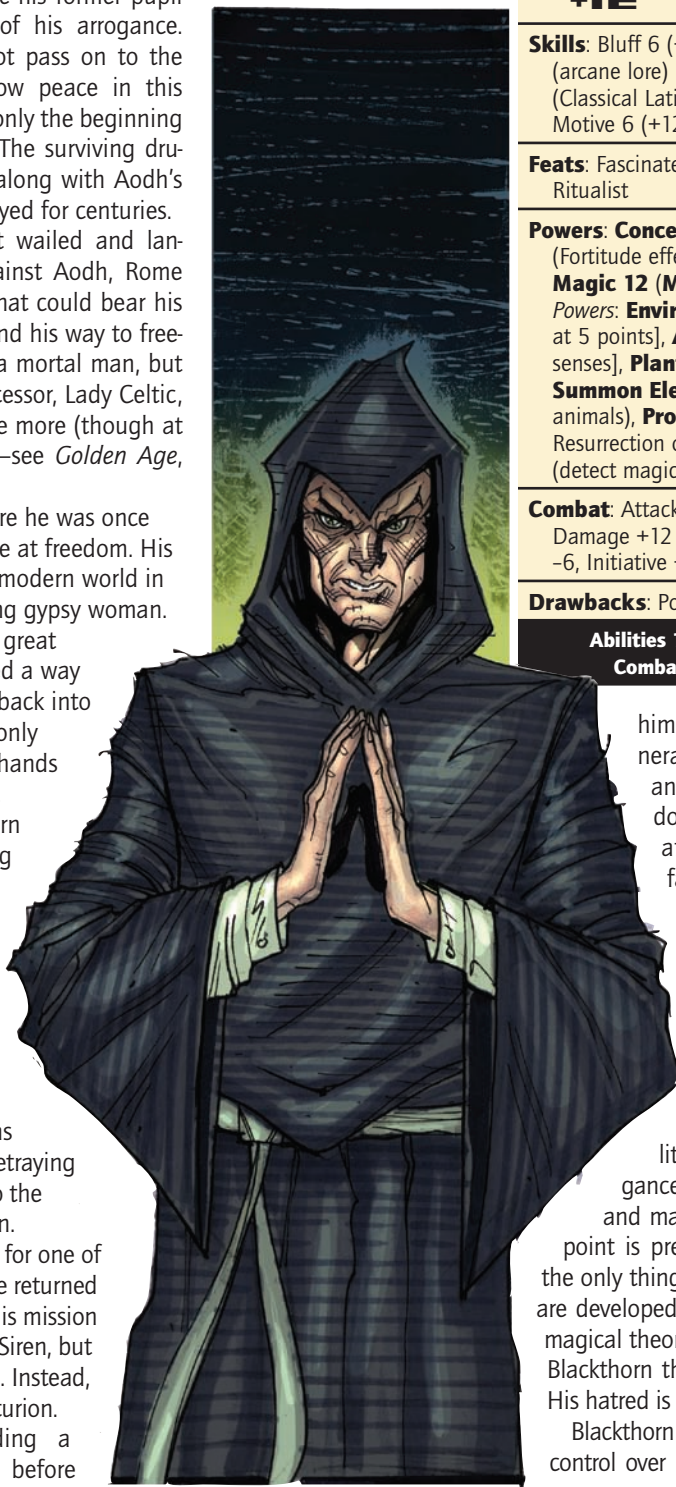
Realizing that his former pupil was fully capable of returning from the grave, with his last breath Aodh bound Domhnull's soul to the black spiked torc his former pupil had worn, a sign of his arrogance. Blackthorn could not pass on to the next world nor know peace in this one—his death was only the beginning of his punishment. The surviving druids buried the torc along with Aodh's remains. There it stayed for centuries.

Blackthorn's spirit wailed and languished, railing against Aodh, Rome and anything else that could bear his hatred. He once found his way to freedom by possessing a mortal man, but Aodh's spiritual successor, Lady Celtic, imprisoned him once more (though at great personal cost—see *Golden Age*, pg 88).

Years passed before he was once again given a chance at freedom. His torc surfaced in the modern world in the care of a traveling gypsy woman. Certain it contained great power, she discovered a way to bring Blackthorn back into the physical world—only to die in turn at his hands mere moments later. Free again, Blackthorn wandered out among the spirit world in search of magic enough to return fully to the lands of the living.

Blackthorn swore fealty to one fell power after another, using them as long as he could and then betraying them as he moved to the next unwitting patron. It was while working for one of these masters that he returned to the sunlit lands. His mission was initially to fight Siren, but that never happened. Instead, he encountered Centurion.

Enraged at finding a scion of the Rome before



BLACKTHORN

PL 12

STR	DEX	CON	INT	WIS	CHA
+1	+1	—	+2	+6	+3
12	12	—	14	22	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	—	+6	+14

Skills: Bluff 6 (+9), Diplomacy 6 (+9), Intimidate 4 (+7), Knowledge (arcane lore) 12 (+14), Knowledge (history) 4 (+6), Language (Classical Latin, English; an obscure Gaelic dialect is native), Sense Motive 6 (+12)

Feats: Fascinate (Diplomacy), Fearsome Presence 4 (DC 14, 20 ft.), Ritualist

Powers: **Concealment 10** (all senses; Continuous), **Immunity 30** (Fortitude effects), **Insubstantial 4** (Continuous; Permanent; Innate), **Magic 12 (Mystic Blast;** Affects Corporeal; Accurate 4; *Alternate Powers:* **Environmental Control 8** [weather; mix and match option at 5 points], **Animate Natural Objects 13**, **Illusion 10** [all senses], **Plant Control 12** [Perception Range, Shapeable Area], **Summon Elementals 12** [narrow type], **Morph 4** (humanoids and animals), **Protection 12, Regeneration 30** (Recovery Bonus +9, Resurrection once per round [True Resurrection]), **Super-Senses 1** (detect magic)

Combat: Attack +12 (mystic blast), +4 (other attacks), Grapple +5, Damage +12 (mystic blast), Defense +6 (+3 flat-footed), Knockback -6, Initiative +1

Drawbacks: Power Loss (Concealment, versus mystical senses, -1 point)

Abilities 16 + Skills 10 (40 ranks) + Feats 6 + Powers 166 + Combat 20 + Saves 13 - Drawbacks 1 = Total 230

him, Blackthorn attempted to kill the presumably vulnerable mortal only to fail miserably. Centuries of hate and rage found a new target in that moment. He abandoned his patron and worked for years in one scheme after another designed to destroy Centurion, only to fail again and again and again. Humbled, Blackthorn set out to find a new master to reinvigorate his magic. It was while he was questing for this new benefactor that Centurion died at the hands of Omega. Robbed of his "rightful vengeance," Blackthorn has begun targeting any hero to cross his path, showering his vengeance upon them in place of the enemy he can no longer touch.

Blackthorn is a ghost, a vengeful specter and literal shadow of his former self. He is driven by a arrogance and an unending need to be acknowledged as lord and master by those he considers his inferiors—which at this point is pretty much everyone. His ego and self-absorption are the only things that let him keep what little sanity he has left; they are developed to the point where they border on caricature. Some magical theorists have postulated that this focus is what now gives Blackthorn the strength of will to remain on this plane of reality. His hatred is what fuels his continuing existence.

Blackthorn is an accomplished master of sorcery. He has honed control over his natural spectral state and its inherent advantages

to a fine edge. Over time, the level of magical energy he can tap and control begins to fade, though the rate varies. (Whether this is reflective of some magical defect or is merely psychological is left up to the individual GM as a plot device.) When this happens, he has found that an infusion of power from other magical entities replenishes him and raises his own levels back to their expected state. Given his reputation among the occult community and various netherworlds, these infusions are becoming harder and harder to find.

LEARNING ABOUT BLACKTHORN

Characters can learn the following through a variety of sources and means.

GATHER INFORMATION

- DC 15** Frequent enemy of Centurion with magical powers.
DC 20 Actual ghost of some ancient druid or wizard.

KNOWLEDGE (ARCANE LORE)

- DC 15** Blackthorn has betrayed a number of powerful entities he had ostensibly been serving in the past. No one knows if he's found a new patron, or if so, who that would be.
DC 20 Last of the *Machal Druachal*, an order of Celt druids who fought against the Romans and were said to be the heirs to the magic of dragon Cromm Cruach itself.

CAPERS

AND HELL FOLLOWED IN HIS WAKE

Unable to find a new beneficiary among the various princes and principalities of the known arcane dimensions, Blackthorn has gone farther afield in his search for a new source of power. He's made contact with Vhoka the Oathbreaker, a terrible ancient entity believed to have destroyed and consumed the rest of its kind. Blackthorn appears back on the scene with a massive power boost (increase all of his **Magic** array's power ranks by 5 each and raise his Wisdom to 30 [+10]), but what price has he paid? Can the player characters stop him before he opens a gate to the realm of his new master and unleashes unspeakable evil on the Earth?

NATURAL CAUSES

The Green Man and his brides as well as other nature-motif creatures and superhumans of the Gamemaster's choice appear to be acting in concert, attacking museums and other repositories of ancient artifacts. Blackthorn is spotted giving orders to various members of this motley assembly. What are they looking for under Blackthorn's direction? How is he controlling them? The Green Man's stats appear in the *Freedom City* sourcebook, but Gamemasters strapped for time and ideas on populating the rest of such a crew can simply cannibalize existing archetypes and slap new themes on them.

If you have access to *Instant Superheroes*, the plant controller and associated archetypes as well as the various elementals are all excellent choices. Otherwise, a few suggestions from *M&M: the Energy Controller* (a weather controller called "Witchwind") and Shapeshifter (called

"Totem") archetypes from the heroes selection, and following archetypes from the villainous assortment: the Hulking Brute (add **Comprehend 2** [animals] and **Animal Control 9**, then call it "Brakna the Beastlord"), Master of Energy (add **Growth 6** [Continuous; Permanent; Innate], make his array cold-based, and use the name "Tundra") and Savage Man-Beast (drop the drawback and add **Duplication 10** [Horde; Mental Link, Progression 4] and call it "The Pack").

CERBERUS

Real Name: Cerberus	Identity: Considered mythological
Occupation: Guardian	Alias: Hound of Hades
Affiliation: Servant of Hades	Base of Operations: Tartarus
Height: 8' (humanoid), 5' (hound)	Weight: 900 lbs.
Eyes: Red	Hair: Black (fur in hound form)

Cerberus is one of many monsters born of the ancient Titans Echidna and Typhon, banished to Tartarus by the Olympian gods when they conquered the Titans. Unlike many of his brethren, Cerberus adjusted to the new state of affairs quite well. He accepted the mastery of the Olympian Hades over Tartarus. He chose to serve his jailer and proved himself a loyal guardian of his new master's realm. Few heroes were able to slip past Cerberus at the gates of Tartarus; fewer still souls and imprisoned creatures were able to leave without being savaged.

On occasion, Hades has found reasons to send Cerberus into the realm of the living to work his will. The Hound has long since mastered the ability to assume a hulking human-like form, although it is no less brutal than his normal three-headed hellhound shape. Cerberus is largely a blunt instrument of Hades' will; the Hound is an expert tracker, tirelessly following his prey until he runs it to ground. The decrees of Zeus and the Pact created by Earth's Master Mage, however, have limited both Hades' influence and the number of times he sends Cerberus to do his bidding. This has made the Hound restive and eager to leave his post at the gates when his master calls.

Of Freedom City's heroes, Cerberus has clashed most often with Hades' old foe Daedalus as well as Master Mage Adrian Eldrich, although he has also run afoul of Daedalus' Freedom League allies. He served as one of Hades' commanders in the invasion of Freedom City that formed the League, and was an instrument of his master's vengeance against the heroes who thwarted him and their successors.

Although capable of assuming a humanoid form, there is nothing "human" about the guardian of Tartarus: he is a brutal and savage beast who exists solely to fight and destroy. Ultimately, however, Cerberus is a bully and cowers before more powerful foes. He serves Hades like a faithful dog, unquestioning in his loyalty. He would serve another master as well, though, should Hades ever be deposed.

Cerberus cares little for subtlety and not at all for Hades' other pawns: Taurus *should* be a savage warrior, but he has become a coward who lurks in shadows and plays games. The Murder Spirit known as Jack-A-Knives is a lesser creature, thriving on stealth and subterfuge, not outright terror and power. Of course, most of Hades' other creatures don't think too highly of Cerberus, either, seeing only a dull-witted hound interested in fighting.

Heroes trying to get into Tartarus for whatever reason must first deal with Cerberus, who is always on guard at the gates unless his

CERBERUS, THE HOUND OF HADES **PL 10**

STR	DEX	CON	INT	WIS	CHA
+12	+0	+10	-1	+2	+0
34	10	30	8	14	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+13	+13	+3	+5

Skills: Concentration 8 (+10), Intimidate 10 (+10/+12), Knowledge (arcane lore) 5 (+4), Notice 10 (+12), Search 11 (+10), Sense Motive 12 (+14), Survival 8 (+10)

Feats: All-out Attack, Attack Focus (melee) 4, Endurance, Improved Pin, Power Attack, Startle

Powers: **Growth 4** (large; +8 Str, +4 Con; Continuous; Permanent; Innate), **Hound Form 2 (Autofire Bite Attack 12** [extra heads], **Speed 2** [25 MPH], **Super-Senses 2** [radius vision], Drawbacks [no hands and mute, both common and moderate, -6 points]; Continuous), **Immunity 4** (aging, cold and hot environments, disease), **Protection 3** (Impervious), **Super-Senses 16** (infravision, low-light vision, magical awareness, scent, tracking scent, true sight, ultra-hearing), **Super-Strength 5** (heavy load: 89.6 tons)

Combat: Attack +8 (melee, includes size), +4 (ranged), Grapple +30, Damage +12 (unarmed), Defense +7 (+3 flat-footed, includes size), Knockback -12, Initiative +0

Abilities 22 + Skills 16 (64 ranks) + Feats 9 + Powers 61 + Combat 26 + Saves 9 = Total 143

master has sent him away. He guards in three-headed hound form, with at least one head always vigilant for intruders and possessing the power to see through most attempts at deception (although Hades' own Helm of Invisibility can deceive him). The souls of the dead are permitted to enter but never to leave, while the living may only pass if in the company of an Olympian or one bearing their authority. Hades' relations do not visit casually.

Cerberus' only soft-spot is for Hades' queen, Persephone, whom he adores like a loyal pup. She can even persuade the hound to look the other way from time to time or distract him, although he will never abandon his duties altogether, not even for her.

LEARNING ABOUT CERBERUS

While most consider the Hound of Hades to be merely legend, there are things heroes might learn about him.

KNOWLEDGE (ARCANE LORE)

DC 10 Cerberus is the three-headed hound that guards the gates of Tartarus.

DC 15 Cerberus is a servant of Hades who sometimes functions as not only a guardian but also a "hunting hound." Cerberus can assume humanoid form when necessary.

DC 20 Although not terribly bright, Cerberus is a cunning and devious foe, utterly loyal to his master, Hades. He has served as Hades' proxy on Earth before and will undoubtedly do so again, if ordered.

**KNOWLEDGE (THEOLOGY AND PHILOSOPHY)**

DC 10 Cerberus is the three-headed hound that guards the gates of Tartarus.

DC 12 Cerberus is the offspring of the Titans, Echidna and Typhon. Orpheus musically lulled him to sleep once, while Heracles wrestled him as one of his labors.

CAPERS

PRISONERS OF TARTARUS

Earthly servants of Hades trick the heroes into investigating "cult activity," luring them to a mystic ritual that causes them to trade places with some of the condemned souls in Tartarus. Worse yet, the freed evil souls possess the heroes' bodies to work Hades' will on Earth! The heroes have to find ways to escape their infernal confinement, ranging from being bound to wheels of fire to forced to roll a boulder uphill to avoid being crushed by it. Escaping Tartarus requires they find a way past Cerberus, set as their jailer. Perhaps they can find allies in Persephone or some of the other condemned souls, although the latter might simply be looking for a means of escape, too. Even once the heroes *do* escape, how will they reclaim their bodies? Does their escape give Hades pretext for invading the world of the living once again?

RELEASE THE HOUND

Led by dire mystic portents (or perhaps just the crashing sounds and sirens) the heroes find Cerberus doing some damage in the western portion of Freedom City. The police are having a difficult time stopping the powerful Hound, who is simply smashing everything in his way. Once the heroes defeat Cerberus (or decide to try and reason with him) they learn he's there in pursuit of an escapee from Tartarus, a foe far worse than him. It could be any sort of mythological monster, ghost, or even a threat like Adamant (see its description in this book).

Whatever the case, Cerberus is charged with recovering the escapee and won't let anything stand in his way. The heroes might find themselves having to cooperate with the Hound of Hades in order to get rid of him. Of course, it may turn out the "escape" was actually Hades' means of exploiting a loophole that allows him to send Cerberus to Earth to deal without arousing Zeus' anger. What is the Lord of Tartarus *really* up to, anyway?

CODA

Real Name: Jaime Hernandez	Identity: Secret
Occupation: Assassin-for-hire	Aliases: "Mr. Mahler," "Mr. Wagner," "Mr. Grieg"
Affiliation: None	Base of Operations: Freedom City
Height: 5'7"	Weight: 140 lbs.
Eyes: Brown	Hair: Black (graying)

Jaime Hernandez was a teenage hooligan, a poster child for mispent youth and squandered opportunities. He would have died in a gutter or during a liquor store heist if a few special recruiters hadn't found him. These men had access to technology taken from a variety of illegitimate sources, including a number of costumed criminals such as Basil Fatherton, better known as the Maestro. They gave Hernandez the power to be somebody, to put his aggressions and lack of moral compass to work for big money. He just had to do a few jobs for them to pay back the favor. This seemed more than reasonable to Jaime considering his mysterious patrons' invest-

CODA

PL 11

STR	DEX	CON	INT	WIS	CHA
+2	+2	+3	+3	+1	+1
15	15	16	16	12	12
TOUGHNESS		FORTITUDE		REFLEX	
+10*		+6		+8	
				+6	

*+7 flat-footed, +2 flat-footed and without Stealth Suit

Skills: Acrobatics 4 (+6), Bluff 8 (+9), Climb 4 (+6), Computers 4 (+7), Craft (electronics) 5 (+8), Craft (mechanical) 5 (+8), Craft (structural) 5 (+8), Diplomacy 3 (+4), Disable Device 8 (+11), Disguise 8 (+9), Drive 5 (+7), Escape Artist 5 (+7), Gather Information 12 (+13), Investigate 6 (+9), Knowledge (life sciences) 8 (+11), Knowledge (streetwise) 8 (+11), Knowledge (technology) 8 (+11), Medicine 2 (+3), Notice 12 (+13), Pilot 5 (+7), Profession (assassin) 15 (+16), Search 8 (+11), Sense Motive 8 (+9), Stealth 8 (+10)

Feats: Accurate Attack, Assessment, Connected, Contacts, Defensive Roll 3, Dodge Focus 2, Equipment 10, Fearless, Improved Aim, Improved Critical 2 (sonic blaster, 18-20), Improved Sunder, Inventor, Master Plan, Move-by Action, Precise Shot, Quick Draw, Seize Initiative, Uncanny Dodge (hearing), Ultimate Plan (intelligence check for Master Plan feat), Well-Informed

Equipment: 50 points worth of various minor HQs (safe houses and workshops, for example) and vehicles as needed

Powers: **Device 11** (Sonic Blaster, easy to lose), **Device 6** (Stealth Suit, hard to lose)

Device: Stealth Suit (**Concealment 6** [all visual, all auditory],

Immunity 4 [cold, heat, suffocation], **Protection 5**, **Super-Senses 6** [extended hearing 2, infravision, lowlight vision, radio, ultra hearing])

Device: Sonic Blaster (**Blast 9** [Penetrating; Accurate 2, Subtle; Alternate

Powers: **Blast 5** [Autofire 3; Accurate 2, Subtle], **Boost Sonic**

Powers 10 ["Overcharger"], **Dazzle 10** [auditory; Linked to Blast])

Combat: Attack +8 (melee), +8 (ranged), +12 (sonic blaster), Grapple +10, Damage +2 (unarmed), +9 (sonic blaster main setting), Defense +10 (+4 flat-footed), Knockback -5 (-3 flat-footed), Initiative +2

Drawback: Power Loss (Subtle power feat on any sonic power when Overcharger is running, -1 point)

Abilities 24 + Skills 41 (164 ranks) + Feats 33 + Powers 57 + Combat 32 + Saves 14 - Drawbacks 1 = Total 200

ment. Hernandez went under the knife and received a number of cybernetic enhancements, including implants specifically designed to replicate functions of Fatherton's gear.

For the next few years, Jaime worked under a number of aliases and used several different costumes. He was Master Volume at first, then he came up with the Shriek, the Sound Sinister, Dirge, and briefly even used the name Baron Bass. His costumes were equally ... memorable.

When operating under the direction of his unnamed benefactors pulling off heists or hits, he did quite well—well enough that on the few occasions where he was captured by heroes or the authorities, he was freed in short order for future work. Under his own devices, however, Hernandez was a dismal failure. He was reckless, a poor planner, thinking with his powers rather than his head. After a series of brutal

and humiliating solo defeats, even Jaime's patrons decided finally to wash their hands of him. He went to prison and stayed there.

Alone, powerless (the authorities having disabled his cybernetics after his conviction), and utterly lost as to what he would do, Hernandez had an epiphany. He was paying the price for his own stupidity, no one else's. He had gotten himself into this situation. If he ever wanted to make something of himself, it would be through his own efforts, not those of others. Unfortunately, the positive side of his experience ended there. Where others might have then decided to walk the straight-and-narrow, Hernandez decided to continue walking the path he had already chosen—he just decided to do it a hell of a lot better than he had been doing it.

Prison offers a number of resources society likes to ignore, namely countless masters of their craft willing to share their knowledge and expertise. Jaime went to "school" with a vengeance. He learned everything he could about the seedy underbelly of society and then went further. He learned from the thinkers and the technophiles, the big names and the small, how to use his head and use it well. Lucking into a prison break after his education was just destiny in Jaime's view. A quick trip to recover some hidden cash, a bit of plastic surgery, and a new career beckoned.

Jaime Hernandez grew up while in prison—grew up bitter, without a conscience, and borderline-obsessed, but grew up nonetheless. Shortsighted mistakes fueled by greed and emotion, rash and reckless decisions, useless bravado and posturing: these are all marks of the amateur, and that is a role Jaime Hernandez, or Coda as he now prefers to be called, refuses to play ever again. He is meticulous, sometimes even pathologically so. He plans every element of every job. Even his contingencies have fallbacks thought out.

Jaime's first contract as Coda involved a fledgling superhuman named Ghosthawk. Keeping the man under carefully maintained surveillance was difficult, but Jaime finally determined the extent of the hero's abilities. Luring his target into an abandoned building, Coda first used a colorless, odorless aerosol toxin to disorient the hero and subdue his powers, followed by a sonic resonator to incapacitate his target, and then sealed the deal by setting off a series of shaped charges that literally dropped the entire building on Ghosthawk. This kill made his reputation and he has only continued to build from there.

Coda targets costumed types exclusively for several reasons. First, he can charge very high prices. Second, they represent a challenge to keep him sharp and on top of his game. Finally, because he hates them on a level he refuses to fully admit even to himself. Costumed heroes remind him of every humiliating loss he ever suffered, every broken bone and condescending snatch of banter. Costumed criminals, when successful, are targets of his unrelenting jealousy. When they fail, they are galling reminders of the loser he once was. The

sense of elation behind his poker face when one of these cretins breathes their last is a rush worth every ounce of sweat put into making it happen.

Other than his jobs, Hernandez keeps to himself. His career is everything and he has no time for outside interests or entanglements. Contacts are cultivated purely for business reasons, and Coda has no compunctions about taking payment in the form of services or equipment when useful, nor of stripping his victims of special gear to reverse-engineer it for the same reasons. While sonic-based technology is his specialty, Coda feels no need to limit his options; he is also a self-taught expert on other munitions, some narrowly focused aspects of toxicology and virology, and on the study of superhuman abilities in general. "The right tool for the right job" and "whatever works" are adages he lives by.



As far as Coda is concerned, "overkill" is a word used by those who pursue "softer" targets than he does.

LEARNING ABOUT CODA

The heroes can learn the following information through a variety of sources and means.

GATHER INFORMATION

- DC 20** Rumor has it Coda is an extremely high-priced assassin with an unusual trademark—he exclusively targets superhumans and does so quite successfully.
- DC 25** Authorities suspect the murdered heroes Ghosthawk, Troubadour, Halcyon, War Witch, Cybernaut, and Six-Gun all died at Coda's hands, as well as the criminals Mr. Malice, Steelmane, and Stepping Razor. (Gamemasters can substitute the names of other victims, as desired.)

KNOWLEDGE (STREETWISE)

- DC 20** You have to know the right people in order to get in touch with Coda. He's picky about his employers, selective in his targets, and very expensive.
- DC 25** Coda is the same guy who used to go under the names Master Volume and the Shriek. He may have put away the costumes, but he's only gotten better at what he does.

CAPERS

NEW BOSS, SAME AS THE OLD BOSS

Coda's success, discretion, and meticulous methods have earned him the respect and admiration of a new employer, a rogue group with AEGIS. They want to thin out the ranks of superhumans they believe are a constant threat to mankind, self-styled "heroes" or no. They hire Coda and provide him with a new hit list, as well as valuable allies with the pull to get him out of any legitimate prison and put him back on the job (assuming it's *their* job, of course). How can the heroes fight not only one of the best assassins in the business, but one with access to a network of powerful allies with all the legal and law-enforcement powers of the very society the heroes are trying to protect? Moral quandaries and difficult decisions abound. This or the following caper are also well suited for a team of AEGIS agents in an *Agents of Freedom* series.

CIVIC DUTY

AEGIS is finally getting an agency-sponsored team of superhumans after years of internal squabbling and political infighting among their allies and detractors in Washington. They are set to unveil "The Freedom Factor," its leader Patriot (Jack Simmons, *Freedom City*, page 71), and the various members, all at a large and well-planned public relations event. There's just one problem—this is a development someone doesn't like at all.

Coda is paid to take out Patriot at the event, highlighting the vulnerability of AEGIS' new prize asset for all to see. Can the heroes stop Coda in time to salvage a potential new force for good? For

an adventure with an even higher quotient of intrigue and complication, tie the two capers together, with Coda's employer being the rogue group within AEGIS mentioned above. Not only are they livid over AEGIS subsidizing "a bunch of costumed freaks" on the public stage, they're long-time enemies of Patriot himself: two birds, one stone.

THE CONQUEROR WORM

Real Name: Michael Reeves	Identity: Public
Occupation: Crimelord	Aliases: None
Affiliation: The Night Crawlers	Base of Operations: Freedom City sewers
Height: 6'4"	Weight: 132 lbs.
Eyes: Red	Hair: Gray

Michael Reeves never knew who his parents were, nor did he know love, warmth, or joy—he only knew pain. Pain and he got well acquainted through the fists and taunts of the orphanage's bullies and the constant torment caused by his own sickly albino body. He tried fighting back, but that only made things worse because his attempts to fight back were so laughable.

Only when he retreated into his brilliant mind did Reeves find any sort of peace, but his studies left him with more questions about why he seemed born to suffer. Having no real guidance in his life, it was easy for him to fall into petty crime in young adulthood. It was the first thing in his life for which he showed a real aptitude, but in time his frail form betrayed him and he found himself in police custody. At first, jail seemed to be a repeat of his time in the orphanage, and his already fragile psyche was pushed past the breaking point. He likely would've lived out his days in directionless madness had it not been for a well-meaning prison missionary who believed religion could heal the young man's broken spirit.

All the preaching about love and forgiveness was just so much static to Reeves, but the parts about sin and judgment grabbed his attention. Though still in the depths of insanity, Reeves now had a focus. From now on all his earthly works would be a sermon dedicated to punishing the wicked and terrifying the rest into joining the penitent. By contrast, he placed himself above such moral considerations—how else could he be an instrument of a wrathful god? When he was released from jail, Reeves was more than ready for his chosen mission.

Reeves operated out of the labyrinth of sewer tunnels under Freedom City, attracting a surprising number of followers, despite the smell, with his crazy magnetism and well-earned reputation as a criminal mastermind. One of his insane outbursts turned into an impromptu Edgar Allan Poe reading, during which a henchman remarked "the Conqueror Worm" was an apt name for the pale, spindly subterranean crime lord. Reeves overheard the comment and enthusiastically embraced the sobriquet—much to the henchman's relief, who expected Reeves' typical 9mm reward for such insolence.

Throughout the 1960s Reeves followed his mania, dispatching his "Night Crawler" thugs to rob and murder whoever offended his ever-changing moral code. At various times his targets included prostitutes ("harlots"), divorcees ("adulterers"), hippies ("disbedi-

THE CONQUEROR WORM

PL 7

STR	DEX	CON	INT	WIS	CHA
-1	-1	-2	+9	+11	+10
8	8	6	28	32	30
TOUGHNESS	FORTITUDE	REFLEX	WILL		
+2/-2	+1	+1	+11		

*Flat-footed

Skills: Bluff 10 (+20), Diplomacy 10 (+20), Disguise 5 (+15), Drive 4 (+3), Intimidate 10 (+20), Gather Information 10 (+20), Knowledge (current events) 11 (+20), Knowledge (streetwise) 12 (+21), Knowledge (tactics) 11 (+20), Knowledge (theology and philosophy) 11 (+20), Perform (acting) 5 (+15), Sense Motive 10 (+21), Swim 7 (+6)

Feats: Assessment, Attack Focus (ranged) 7, Blind-Fight, Contacts, Defensive Roll 4, Distract (Bluff), Dodge Focus 4, Equipment 2, Fascinate (Diplomacy), Favored Environment (sewers), Master Plan, Minions 7 (The Night Crawlers, 50 thugs [see Thugs, *M&M*, page 229]), Skill Mastery (Bluff, Diplomacy, Gather Information, Intimidate), Well-Informed

Equipment: Machine pistol (Damage +3), rebreather

Combat: Attack +0 (melee), +7 (ranged), Grapple -1, Damage +3 (machine pistol), -1 (unarmed), Defense +4 (+0 flat-footed), Knockback -1 (+1 flat-footed), Initiative -1

Drawbacks: Vulnerable (light-based attacks, moderate, -3 points), Weakness (sunlight, moderate, per hour, -3 points)

Abilities 52 + Skills 29 (116 ranks) + Feats 33
+ Powers 0 + Combat 0 + Saves 5
- Drawbacks 6 = Total 113

ent children"), military bases ("murderers"), banks ("money-changers"), and others. All the while Reeves remorselessly lied, killed, stole, and indulged in illicit drugs and sex.

Primarily, the Conqueror Worm remained a foe of the original Raven, Duncan Summers. In the course of their struggles the two evolved a complex relationship. Reeves came to view the Raven as a misguided version of himself—another man prepared to go beyond the law to impress his own morality on society.

Driven home by the Worm's demonic charisma, these points got under the Raven's skin and uncomfortably close to getting inside his skull. Even as he defeated Reeves time and again, the Raven always came away from their meetings questioning his methods, resolving never to do anything to vindicate the Worm's assessment of him.

The Conqueror Worm always seemed to know everything a person had ever done that conflicted with their

ideals, and he expertly used the knowledge to gain entry into the souls of many, all of whom he thoroughly corrupted. None was more tainted by their association with Reeves than Hilary Dwyer, a disillusioned former flower child who sold the entirety of her being to buy into the Conqueror Worm's messages. Declaring herself his "Ligeia," she became Reeves' fanatically loyal assistant and frequent lover, willing to do anything he asked of her.

Reeves' health never improved over the years, and not being any sort of physical threat forced him to rely on cunning. His first line of defense was his own mental illness, as his schemes were frequently too bizarre to form an immediate pattern that could quickly be followed back to him. Once the proverbial jig was up, he relied upon his Night Crawlers and peerless knowledge of the city sewer system for protection, including walled-off tunnels untrod for more than a century.

In a direct confrontation, Reeves always tried to have a hostage handy, or some other means to buy himself the time needed for his words to bore into his opponents' psyche. Failing all else, he was as willing to sacrifice Ligeia to cover his own escapes as she was eager to be his pawn. Even when he was captured, it was usually just a matter of time before the Night Crawlers tunneled their way into their boss' cell and freed him. Reeves was certifiable, but his schemes always made more than enough cash to buy his gang's loyalty.

The last battle between the Raven and the Conqueror Worm took place in 1968. A one-sided battle of fist-cuffs left Reeves dazed and clinging for life over a pile of jagged broken sewer pipes. The Raven was straining to pull his archenemy to safety when Reeves gazed into his eyes and uttered the fatal words, "How is Jasmine these days? Must pay her a visit next chance I get." Stunned by the revelation that a homicidal maniac had learned of the woman he secretly loved, Duncan Summers flinched and lost his grip, causing the Worm to fall and be sliced in two on the metal spikes below.

In the decades since, most accepted the Conqueror Worm's death as fact. A notable exception is Hilary Dwyer, the erstwhile Ligeia. For the last thirty years



she's used her cell in the Providence Asylum as a soapbox for a host of claims, all with varying degrees of outrageousness. Dwyer accuses the Raven of deliberately letting the Conqueror Worm fall to his death, only Reeves isn't really gone—just hiding, and planning his comeback. She also claims to be the mother of Reeves' children (the precise number keeps changing) who will be by their father's side when he returns.

LEARNING ABOUT THE CONQUEROR WORM

Characters can learn the following about the Conqueror Worm.

GATHER INFORMATION

- DC 10** The Conqueror Worm is another one of those creepy-looking nutcase criminals that always seems to be on the loose these days. He's an insane murderer, a kidnapper, and a thief. Thank goodness we've got heroes like the Raven around to stop him.
- DC 15** The Conqueror Worm tries to come off like some kind of religious fanatic, but the only church he belongs to is the Temple Been Crazy, if you know what I mean.

KNOWLEDGE (STREETWISE)

- DC 10** The Conqueror Worm pays better than any other boss in Freedom City, even the big-time Mafia dons. Weird as he is, there's lots of big-time talent who work for him, or want to.
- DC 15** Working for the Conqueror Worm isn't all it's cracked up to be. He's as crazy as a crap-fight in the monkey house, and will shoot a henchman just for snoring too loud. You better be prepared to do some pretty awful stuff for the money, or forget about being a Night Crawler for long.
- DC 20** The Conqueror Worm's headquarters is down in the old sewer system. The smell is like industrial rotting grandma, but you can get in if someone vouches for you. You can stay if you're cool about the boss' ranting and not selfish about sharing your stash and your old lady with him.

KNOWLEDGE (POPULAR CULTURE)

- DC 15** I heard the old Raven went psycho and killed the Conqueror Worm, but the cops covered the whole thing up. That's why they made him retire. The Worm's wife saw the whole thing and tried to tell people, but they locked her up in the nuthouse to keep her quiet.

CAPERS

GOOD-TIME SLIM, UNCLE DOOBIE, AND THE GREAT FREEDOM CITY FREAK-OUT

There's a rumor circulating that the brown acid is poison, and this time—thanks to the Conqueror Worm—it happens to be true. He plans on teaching those damn dirty hippies a lesson, turning 1967's "Summer of Love" into the "Summer of Hate" by flooding the market with toxic psychedelics. Sure, some kids are going to die in the process, but the rest will wise up and listen to their elders from now on.

Through Ligeia's old contacts in the counter-culture and his criminal network, the Conqueror Worm has some insider advantages the heroes won't be able to match unless the team is made up of "Captain Groovy," "Super Hippie," or the like. Otherwise, the totally unhip heroes find themselves trying to warn people who don't trust them because they're "just hassling kids for the Man." The player characters must somehow prove they're not tools of the Establishment before they have any chance of thwarting the Worm's evil scheme.

THE WORM HAS TURNED

Ligeia is surely out of her head, but even a broken clock is right twice a day. The Raven didn't kill the Conqueror Worm, and the latter is as dead as it gets in comic books. But what if there really *are* one (or more) just-as-crazy Worm-lings out there somewhere, just waiting for the right time to strike from their underground lairs?

Michelle and/or Michael Reeves, Jr. would find themselves in a much more amenable climate for their criminality than their sire did. After all, pseudo-religious fanatics are respectable in many circles these days. Moreover, a generation of conspiracy theorists is ready and anxious to swallow their tearful recounting of how Shadowy Government Agencies hushed up their father's "murder."

The Worm Kids are bad guys that need to be stopped by some brave soul in a cape, but they enjoy the support of angry demonstrators who've found their crazy pseudo-religion of choice in the Reeves children's rants. Scores of rebellious kids wearing Conqueror Worm t-shirts won't be far away. The heroes are following in the Raven's honorable footsteps, but unlike him watching their backs won't be enough. They'll have to guard their public images at the same time in the Age of Photoshop, YouTube, and endless blogs.

Then again, maybe their papa really *is* alive. We all know what happens when you cut a worm in two....

DADDY-O LONG-LEGS

Real Name: Woodstock Stevens	Identity: Known to authorities
Occupation: Vagrant, Predator	Aliases: Groove Thing (suspected)
Affiliation: None	Base of Operations: Freedom City
Height: 6'8"	Weight: 276 lbs.
Eyes: Black (and numerous)	Hair: Brown (fur-like)

Daddy-O Long-Legs is a horrific monstrosity that bears no resemblance to a human being, but it was not always the case. Daddy-O Long-Legs is one of a rare few that has experienced ongoing mutation as a result the DNAscent process.

Woodstock Stevens was named for the event where he was conceived, raised by his counter-culture parents to distrust the establishment while embracing virtually anything out of the ordinary. It was a strange upbringing that made for a strange child who turned into a very strange man. Woodstock drifted through life aimlessly, embracing one fringe sub-culture or radical cause after another, eventually tiring of each and moving on to the next. He had no ties to anything permanent anywhere in the world. At the ripe old age of seventeen, he was among a number of protestors at a remote genetics facility objecting to what they believed was animal testing. Unfortunately for the protestors, there were no animals being experi-

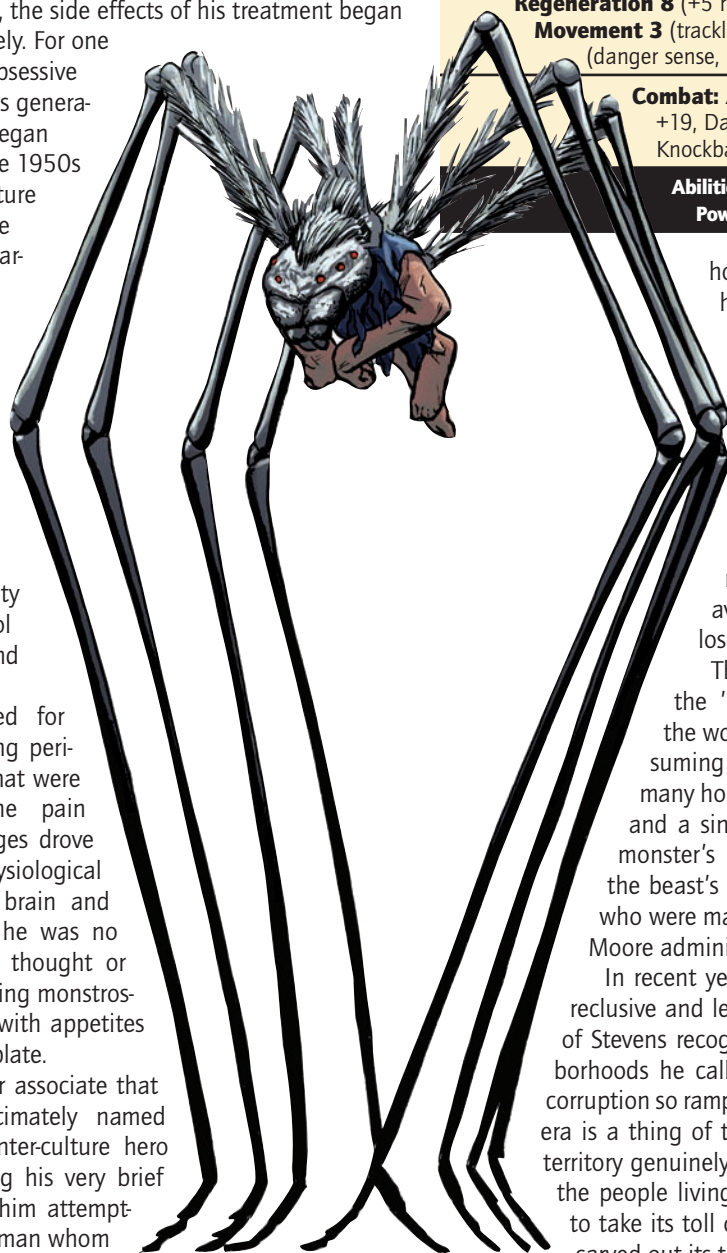
mented on within the facility, only humans. Even more unfortunate for them was the administrators at the facility recognized that no one would miss the protesters.

Perhaps it was Stevens' youthful constitution that allowed him to survive the DNAscent process, or merely an interaction with one of the many drugs in his system at the time of the experimentation. Regardless, out of eleven protesters abducted for experimentation, Stevens was the only survivor. He awoke in a back alley in the middle of a run-down Freedom City neighborhood, with no memory of how he had gotten there. Fortunately for his abductors, Stevens was not the sort to question things too deeply. For a time, he enjoyed the use of his new insect-like abilities, and did not particularly mind the alterations in his appearance. After all, the women he was accustomed to wooing were frequently in an altered state of mind, and often found his appearance "groovy."

Unfortunately for Stevens, the side effects of his treatment began to surface almost immediately. For one thing, he began a bizarre, obsessive fascination with the previous generation's counter-culture, and began acting like a hipster from the 1950s more so than the hippie culture he had grown up with. While strange, this was not necessarily life-altering. The physical mutations continued to develop, however, and grew more pronounced, perhaps because at the age of 17, his body was still developing. After a very brief, spectacularly disappointing foray into heroism as the insect-like Groove Thing, Stevens retreated from society in an attempt to gain control over his changing mental and physical states.

The mutations continued for several years, both over long periods and in fits and starts that were excruciatingly painful. The pain from the cataclysmic changes drove Stevens mad, and the physiological changes altered both his brain and body in such a way that he was no longer capable of rational thought or speech. He became a terrifying monstrosity, more insect than man, with appetites too terrible to even contemplate.

Ironically, it was a former associate that first encountered and ultimately named Stevens' new form. A counter-culture hero he worked alongside during his very brief foray into heroism caught him attempting to consume a young woman whom he'd caught when she was heading



DADDY-O LONG-LEGS

PL 10

STR	DEX	CON	INT	WIS	CHA
+11	+3	+5	-2	+0	-2
32	16	20	6	10	6

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+5	+11	+6

Skills: Stealth 14 (+17), Survival 14 (+14)

Feats: Ambidexterity, Critical Strike, Environmental Adaptation (urban), Favored Environment (urban), Stunning Attack, Track

Powers: **Additional Limbs 3** (insect limbs), **Concealment 4** (all visual senses; Blending; Close Range), **Leaping 2** (105 ft.), **Protection 7**, **Regeneration 8** (+5 recovery bonus, injured 1/minute), **Super-Movement 3** (trackless, wall-crawling 2), **Super-Senses 5** (danger sense, infravision, radius sight, scent, tracking)

Combat: Attack +8 (melee), +8 (ranged), Grapple +19, Damage +11 (unarmed), Defense +8, Knockback -8, Initiative +3

Abilities 30 + Skills 7 (28 ranks) + Feats 6 + Powers 36 + Combat 32 + Saves 25 = Total 136

home from work late at night, and fought him off. The hero was wounded in the process, and the woman's hysterical account of their assailant was unusual enough to attract media attention. The hero referred to the creature in an interview as "Daddy-O Long-Legs," and the name stuck. For a short time, the police and a few vigilantes kept an eye out for the creature, but Stevens' new predatory instincts allowed him to avoid detection long enough for them to lose interest.

Throughout the late '80s and much of the '90s, Daddy-O Long-Legs preyed upon the worst neighborhoods of Freedom City, consuming anything he could capture, including many homeless people, a few blue-collar workers, and a single vigilante who got too close to the monster's nest. There was periodic outrage over the beast's apparent unchecked feeding, but those who were making the noise weren't important to the Moore administration, and little was ever done.

In recent years, Daddy-O Long-Legs has been more reclusive and less active in general. Perhaps some part of Stevens recognizes that even in the wretched neighborhoods he calls home, things are different now. The corruption so rampant in the police force during the Moore era is a thing of the past, and the police who patrol his territory genuinely want to make a difference and protect the people living there. Or perhaps it is age beginning to take its toll on the thing that used to be Stevens; it carved out its territory over a decade ago, after all, and

even with all the rampant physiological changes, it cannot resist the ravages of time. It is a bit slower, and bit weaker, and sleeps just a little bit more than it used to. It is not yet near death, for it would surely sense that, but it is more cautious.

Perhaps the strangest thing about Daddy-O Long-Legs and its territory is the bizarre symbiotic relationship it has established with the homeless community living in and around the area. Few of the homeless in question were around during the days of Daddy-O Long-Legs' deadliest rampages, and those few choose instead to remember how the creature killed the vigilante Semi-Auto, a borderline madman who tortured several of their fellow vagrants in his single-minded obsession with finding and killing the beast. In fact, the lunatic was on the verge of setting several vagrants on fire in hopes of inspiring others to talk when Daddy-O Long-Legs attacked and killed him, leaving the vagrants in peace. It was then that some of them began to consider the creature as a protector of sorts.

What began as a desperate idea has become perhaps the strangest and most perverse example of mutual protection that has ever existed in Freedom City. The local homeless community makes certain the rare individuals who come hunting for the creature are either sent away with assurances it does not exist or, for those dedicated to the task, sent on a wild goose chase with incorrect and often contradictory information, hopefully confounding them so they eventually give up. In exchange, those who come to the region to prey upon the homeless, whether they are criminals, sadists, or whoever, are slaughtered and consumed by Daddy-O Long-Legs. How the creature understands this relationship is unknown, but it seems to go along with it. The vagrants also leave any of their number who are weak, dying, or dead near its nest, so its hunger can be slaked even when criminals are rare. From time to time, unfortunately, long enough periods pass that the beast claims one of the vagrants for food, but the homeless community seems to consider this an acceptable price to pay in exchange for peace of mind and security from their enemies.

LEARNING ABOUT DADDY-O LONG-LEGS

Many consider Daddy-O Long-Legs nothing more than an urban legend. The following information can be gained through careful research and by knowing who to ask.

GATHER INFORMATION

- DC 10** Daddy-O Long-Legs is an urban legend about an insect monster that eats the homeless and anyone who gets in its path. It's a story inner city Freedom kids tell to scare each other.
- DC 15** The creature actually existed back during the '80s and '90s, and was hunted by a number of journalists, vigilantes, and conspiracy theorists.
- DC 25** Some people think the creature was once human; possibly even a minor insect-like hero named Groove Thing who was active briefly during the summer of 1988.
- DC 35** Daddy-O Long-Legs is real, and still exists. The homeless population of the neighborhoods where it lives protects it in exchange for it killing any criminals invading its "territory.*"

CAPERS

NEW TOKYO

The neighborhoods surrounding Daddy-O Long-Legs' territory have begun to experience a rash of brutal killings. Some think the creature is active again, and expanding its turf. Unfortunately, an entirely new predatory creature has appeared, another DNAscent victim or something else entirely, and it's establishing its base of power right next to Daddy-O Long-Legs'. When the territories overlap, the two creatures will fight for dominance, and dozens of innocent bystanders will be killed in the process.

A NEW SPECIES

A young woman is brought into a hospital, hysterical and claiming to have been attacked by an insect monster while walking home from her waitress job in the Fens. The woman disappears from the emergency room, but after she is gone, the doctor's discover from her tests that she is in fact carrying a clutch of eggs that are going to hatch in 24 hours. Unless she can be found and brought in, the city will be overrun with dozens of Daddy-O Long-Legs' spawn.

DOC HOLIDAY

Real Name: Bryant Haliday	Identity: Public
Occupation: Criminal	Aliases: The Foreman of Festivals, the President of Calendars, the Viscount of Vacations
Affiliation: None	Base of Operations: Providence Asylum, Freedom City
Height: 5'11"	Weight: 193 lbs.
Eyes: Blue	Hair: Brown

Ever since he was a little kid, Bryant Haliday wanted to be a costumed supervillain. While all his dull, unimaginative schoolmates idolized Centurion and Lady Liberty, he admired the style and panache of King Cole, the Bee-Keeper, the Maestro, and their contemporaries. All he ever saw of the so-called "heroes" was their running and hiding from a few simple HUAC questions. To him, it just flat-out looked like the bad guys were having more fun, and really, isn't that what life's supposed to be about?

The trouble for young Bryant was, in the more innocent Fifties, there was no accredited supervillain curriculum. He had the ambition and all the physical tools, plus a trust fund and that oh-so-important tinge of madness. Still, he lacked that certain something to elevate him to the A-list of costumed crime. He needed an idiom, a shtick, a gimmick...and he found just what he'd been looking for on United Nations Day, 1962. The gala festivities mentally triggered a pun on his own name, and henceforth Haliday would be Holiday...Doc Holiday, the Foreman of Festivals, the Viscount of Vacations, and the President of Calendars!

His penchant for holiday-theme crimes never wavered throughout his career, and every defeat by his archenemy the original Raven (Duncan Summers) only inspired even more outlandish plans. His motif began with vacation-day capers and seasonal costumes and

progressed to robbing banks wearing a suit of high-tech armor shaped like the Easter Bunny. While none of his robberies were particularly successful (thanks to the Raven), they made great copy and gave Haliday the life and celebrity he'd fixated on as a child.

Being foremost a thrill-seeker, Haliday never targeted innocent bystanders for harm, nor did he steal from anyone he believed couldn't manage the loss. These self-imposed limits plus his flamboyant madness made him a regular inmate of the Providence Asylum and kept him out of Blackstone Penitentiary. Doc Holiday might've grown more ruthless surrounded by hardened criminals instead of remaining the ever-grinning nuisance he was throughout his career.

Since he lacked the technical genius of some other costumed crooks, Haliday had to bribe away or steal the far-out gadgetry that made him a true supervillain. This lent a certain predictability to his plans the Raven was able to exploit throughout their rivalry. Anytime, say, an advanced snowmaking prototype went missing, the Raven assumed it would reappear in Doc Holiday's hands just before Christmas, reshaped to look like a giant candy cane. And he was usually correct.

Doc Holiday's flamboyant costumed criminal career ended in a conversely quiet manner in 1970. He made his regular escape from the asylum in time to prepare a Flag Day robbery spree wherein he debuted a new head-to-toe red, white, and blue ensemble in trademark melodramatic fashion. As fate would have it, his attempted heist coincided with a huge antiwar demonstration. The crowd, still angry over the U.S. invasion of Cambodia and the Kent State shootings, greeted the silly loon with derision and jeers.

For the first time in his adult life, the smile left Haliday's face. Sensing his season had passed, he returned to Providence Asylum and surrendered peacefully. There he has remained ever since, quietly marking off each and every day on the calendars that fill his cell and donning an appropriate outfit for every holiday indicated.



LEARNING ABOUT DOC HOLIDAY

Characters can learn the following about Doc Holiday.

GATHER INFORMATION

- DC 10** Doc Holiday is another one of those loony criminals that always seems to be on the loose these days. He's a menace and a thief, but the Raven always finds a way to deal with him.
- DC 15** Doc Holiday's entire motif reflects the holidays. His weird gadgets and the timing of his robberies all revolve around them.
- DC 20** If you look at what Doc Holiday's actually done, he's not much of a criminal. He's never killed or seriously injured anyone, and he only ever tries to steal from the very, very rich.

KNOWLEDGE (STREETWISE)

- DC 15** Forget about working with Doc Holiday. He doesn't use that much outside talent, and when he does no one sees a dime out of his capers. He's a trust-fund baby and doesn't care if there's any take or not. Even worse, he's a loony who's in it for kicks, and he'll sell you out then laugh about it. He goes back to the cushy nuthouse while you go to Blackstone.

CAPERS

ALWAYS AFTER ME LUCKY CHARMS

Though he's dressed as a leprechaun, Doc Holiday's after somebody else's pot o' gold—namely, the Eastern Seaboard Bank's—armed with a mystic artifact granting him the legendary powers of St. Patrick

DOC HOLIDAY

PL 10

STR	DEX	CON	INT	WIS	CHA
+4	+4	+3	+10	+4	+7
18	18	16	30	18	24
TOUGHNESS	FORTITUDE	REFLEX	WILL		
+7/+3*	+4	+5	+5		

*Flat-footed

Skills: Bluff 7 (+14), Diplomacy 7 (+14), Disable Device 6 (+16), Disguise 6 (+13), Drive 6 (+10), Escape Artist 6 (+10), Gather Information 7 (+14), Intimidate 7 (+14), Knowledge (current events) 7 (+17), Knowledge (streetwise) 6 (+16), Knowledge (technology) 6 (+16), Notice 6 (+10), Perform (acting) 6 (+10), Pilot 6 (+10), Search 6 (+16), Sense Motive 7 (+11), Stealth 6 (+10)

Feats: All-out Attack, Attack Focus (ranged) 1, Defensive Attack, Defensive Roll 4, Distract (Bluff), Dodge Focus 4, Elusive Target, Improved Block, Master Plan, Power Attack, Takedown Attack

Powers: **Device 8** (holiday-theme gadgets—see examples following, easy to lose)

Baby New Year Formula: **Transform 9** (biochemical; mentally de-age adults into children; Linked with Transform, Will Save; Touch Range; Accurate, Extended Reach), **Transform 9** (biochemical; physically de-age adults into children; Touch Range; Accurate, Extended Reach)

Candy Cane Freezing Gun: **Cold Control 10** (Dynamic, *Alternate Powers [all Dynamic]:* **Blast 10** [ice], **Blast 6** [cold; Fortitude Save; Split Attack 2], **Create Object 10** [ice shapes; Continuous Duration; Permanent], **Dazzle 10** [snow blindness, visual], **Drain Toughness 10** [sub-zero freezing; Ranged; Limited to Objects], **Environmental Control 10** [icy surfaces, hamper movement, one-quarter speed], **Fatigue 6** [freezing air; Ranged; Reversible, Sedation], **Obscure 10** [blizzard, visual], **Snare 10** [ice bonds], **Trip 10** [icy surfaces; Knockback])

Cupid's Arrows: **Emotion Control 10** (biochemical; Burst Area, Contagious, Fortitude Save; Limited to love only, Ranged), **Emotion Control 10** (biochemical; Burst Area, Contagious, Fortitude Save; Limited to jealousy only, Ranged)

Shillelagh of St. Patrick: **Animal Control 10** (magical; Limited to reptiles), **Luck Control 4** (magical; force a re-roll; Burst Area, Selective Attack), **Strike 6** (magical; Accurate 2, Extended Reach, Mighty)

Easter Rab-Bot Battlesuit: **Blast 8** (exploding-egg launchers; Explosion Area; Full Action), **Enhanced Strength 12**, **Leaping 4** (x25 distance), **Protection 3** (Impervious), **Super-Strength 1** (heavy load: 3 tons)

Giant Illegal Independence Day Fireworks: **Blast 10** (Explosion Area, Linked with Dazzle; Full Action), **Dazzle 10** (light flash, visual; Explosion Area; Full Action)

Jack-o'-Lantern: **Blast 10** (flame; Full Action), **Dazzle 10** (bright light, visual; Cone Area; Touch Range), **Emotion Control 10** (biochemical smoke; Cloud Area, Fortitude Save; Limited to fear only, Touch Range)

Thanksgiving Turkey Battlesuit: **Blast 8** (tryptophan spray; Cone Area, Sleep; Full Action), **Enhanced Strength 12**, **Flight 3** (50 MPH), **Protection 3** (Impervious)

Combat: Attack +6 (melee), +7 (ranged), Grapple +10, Damage +4 (unarmed), Defense +10 (+3 flat-footed), Knockback -3 (-1 flat-footed), Initiative +4

Abilities 64 + Skills 27 (108 ranks) + Feats 17 + Powers 24 + Combat 24 + Saves 3 = Total 159

himself. The usual race to knock Doc Holiday unconscious is seriously hampered by the carpet of snakes under his control, streets full of Freedomians who've had too many pints of porter-style dry stout, and the general bad luck he inflicts on them.

THE EASTER RAB-BOT IS COMING TO TOWN

While much of Freedom is occupied with church and devouring chocolate bunnies, Doc Holiday and his newly purchased armored battlesuit (he had to pay extra for the long ears and cottontail) strikes. His target is the Kirby Museum of Fine Arts and its exhibit of priceless Faberge eggs.

Heroes who try to stop him can't expect much help with so many people off-duty on Easter Sunday, but that's the least of their worries. They have to find a way to stop the Doc and not damage the irreplaceable works of art surrounding him. This forces them to use restraint just when Holiday shows up with one of his more dangerous (albeit ridiculous looking) contraptions.

THE KIDS ARE ALL RIGHT

Doc Holiday decides the stodgy old men of the Midnight Society need to include a more youthful outlook in their New Year's resolutions. Right after the ball drops at midnight in Centennial Circle, he crashes the Society's exclusive party and douses the members with his purloined experimental "Baby New Year" formula. When the heroes arrive, Holiday's busy taking the proverbial candy from literal babies, and that's where the good guys' troubles begin.

First off, the caped ones are going to have to deal with being badly outnumbered by a roomful of otherwise unsupervised babies—think *Raising Arizona* here. Second, there's the possibility one or more of the characters join the drooling and crying set, though it's more role-playing fun for everyone if they're turned into kindergartners instead. Get ready to shower the team with hero points if they stay in bratty character and still find a way to defeat Doc Holiday.

SHOOT THAT POISON ARROW THROUGH MY HEART

Proving real people shouldn't dress like Cupid in public, Doc Holiday and his quiver full of chemically-treated arrows shows up at the city's biggest "passion pit" the Sky-View Drive-In (located in Ashton). Tonight's the big premiere of *The Wild Angels*, so the box office is fuller than usual.

The effects of Holiday's arrows are likely to attract the characters' attention even before Doc's done stuffing his toga full of cash and Clark Bars. However, the green-eyed monster is causing the patrons to riot to a degree sure to keep true heroes busy for a spell. By that time, Doc Holiday has drawn a bead on them.

This caper works best for groups with some backstory and good role-playing skills. Under those conditions, events can be funny as characters who normally can't stand each other fall madly in love, and the normally cool-headed folks become insanely jealous. Where appropriate, Holiday's arrows may simply bring to the fore real feelings that were present all along, leaving the characters to deal with the repercussions of the exposed truths afterwards.

TURKEY DAY

The Bromwell's Thanksgiving Day Parade is an annual favorite of Freedom City's young and young-at-heart, and the perfect opportu-

nity for Doc Holiday and his Turkey Battlesuit to loot the sponsor's store. Sure, it's just a redesign of his already silly bunny armor, but this time the Doc takes on the city after it's eaten enough tryptophan to knock it on its sorry Thanksgiving ass.

Even if the heroes manage to tear themselves away from the Lions and Cowboys and defeat him, a panicked and fleeing Holiday is likely to wind up in the middle of the parade, surrounded by the ever-pesky innocent bystanders. There's also the long line of heavy tethered balloons just waiting to get accidentally knocked into something requiring a superhero to fix.

DR. MAYHEM

Real Name: John Jackson

Base of Operations: Freedom City

Identity: The general public is unaware of Dr. Mayhem's existence.

Occupation: Mad scientist

Aliases: None

Affiliations: In the past Dr. Mayhem has been a member of both SHADOW and the Crime League. Neither group has any memory of this.

Height 6'0"

Weight: 180 lbs.

Eyes: Green

Hair: Black, white at the temples

Dr. Mayhem should not exist, not anymore. He is the last remnant of a doomed timeline, a bit of history no longer true.

During the early 1970s, while attending Freedom City University, a laboratory accident exposed John Jackson to high level of cosmic radiation. The exposure increased his intelligence to super human levels. He quickly completed his studies and accepted a post at ASTRO Labs as a researcher. Through the course of his work he met Freedom City's second greatest hero, Gladius, the son of Centurion, who attended FCU in his secret identity as Eric Leeds. Jackson and Gladius, despite their dissimilarity, became close friends and Jackson often assisted the young hero with technical support and gadgets.

Jackson yearned to explore parallel worlds. He designed a device he believed would be capable of opening portals to other dimensions. His machine was complete, but needed to be tested. His superior at ASTRO labs declared it was too soon to begin testing and shelved the project, assigning Jackson to work on another project. Jackson believed his boss was jealous of his achievements and tested the portal on his own after hours. The portal worked, opening a door to another dimension populated by a warrior race of bipedal insects called Doomnauts. Jackson tried to shut down the portal, but was unable to do so. Warrior drones poured through the dimensional doorway and swarmed into the nearby area. Jackson was powerless to stop them. Gladius arrived soon after and defeated the Doomnauts, returning the insect men to their own dimension. The dimensional gate overloaded and Gladius tossed it into space, where it exploded harmlessly.

In the aftermath of the accident Jackson was labeled reckless. ASTRO labs fired him. Nobody would touch him and Jackson couldn't find work. Gladius tried to reach out to his friend, but Jackson wanted nothing to do with the hero. He believed Gladius was responsible for his fall from grace. According to Jackson, he had the situation in hand and Gladius' "glory-grabbing theatrics" ruined everything. Jackson turned his back on what few friends he had left



and spiraled until he hit bottom. Not long afterwards the criminal organization SHADOW recruited him as a weapons developer.

Jackson thrived in SHADOW, happy to once again be in a position to utilize his intellect. He rose through the ranks until he was appointed as the head of his own research facility in Freedom City. Eventually the Freedom League, led by Gladius, raided Jackson's facility. Gladius was surprised to see his old friend and once again tried to talk to him. As a reply Jackson donned an experimental battlesuit of his own design and attacked his former friend. The resulting battle destroyed the facility and Jackson was believed dead. He sur-

DR. MAYHEM						PL 11
STR	DEX	CON	INT	WIS	CHA	
+11/+0	+1	+2	+11	+6	+4	
33/10	12	15	32	22	18	
TOUGHNESS		FORTITUDE		REFLEX		WILL
+14/+2*		+6		+4		+8
*without armor						
Skills: Bluff 10 (+14), Computer 12 (+23), Craft (electronic) 16 (+27), Craft (mechanic) 16 (+27), Disable Device 16 (+27), Knowledge (physical science) 15 (+26), Knowledge (technology) 15 (+26), Notice 10 (+16), Pilot 8 (+9), Profession (scientist) 14 (+20), Sense Motive 12(+18)						
Feats: Accurate Attack, Eidetic Memory, Improvised Tools, Inventor, Jack-of-All-Trades, Master Plan, Power Attack						
Power: Device 16 (battlesuit, hard to lose) <i>Battlesuit: Blast 12 (laser; Alternate Power: Dazzle 12 [visual]),</i> Enhanced Strength 23, Flight 10 (10,000 MPH), Protection 12						
Combat: Attack +10, Grapple +21 (+10 without armor), Damage +11 (unarmed), +12 (blast). Defense +8 (+4 flat-footed), Knockback -7						
Abilities 49 + Skills 36 (144 ranks) + Feats 7 + Powers 64 + Combat 36 + Saves 9= 201						

vived his apparent death, escaping in the confusion. Once again he blamed Gladius for destroying all he had built. He left SHADOW to strike out on his own. Calling himself Dr. Mayhem, he embarked on a criminal career to kill Gladius.

For years he harried his nemesis with doomsday devices and other technological terrors. For a short period he was a member of the Crime League, but he constantly clashed with the group's leadership, whom he considered his intellectual inferiors, and once again struck out on his own.

In the early nineties, Dr. Mayhem built a time-belt, based on the one used by Dr. Tomorrow, intending to travel back to Gladius' infancy and destroy the hero before he developed his powers. During his journey back through time, temporal shock waves left him stranded outside of time. He managed to re-enter the timeline although the trip back destroyed his time-belt. Safe in the present, he was shocked to discover Centurion was dead, and no longer had a son. It was as if Gladius no longer existed.

The temporal shock waves were the result of a cosmic crisis at the dawn of time. A rogue Time Keeper attempted to destroy history and rewrite it as he saw fit, but a band of heroes, including Gladius, traveled back in time to thwart the mad entity. Gladius defeated the Time Keeper in combat, but as a result the two of them were destroyed, erased from the timeline. Dr. Mayhem shared Gladius' fate, possibly due to his close connection to the hero. The only thing that saved him from total destruction was being outside of time at the moment of Gladius' sacrifice.

Unaware at what had transpired, Dr. Mayhem attacked the Sentry Statue, demanding Gladius confront him. Instead he faced Captain Thunder and the Raven, who failed to recognize him despite several "previous" encounters. The two heroes apprehended him, only to create a stir in the court system when they failed to find any

record of Dr. Mayhem's existence. His raving of a nonexistent child of Centurion earned Jackson a stay at Providence Asylum. Jackson proved to be model, if somewhat unresponsive, patient. He would spend days staring out the windows, rarely moving, never talking. He appeared a broken man. In truth he had turned his attention inward in order to puzzle through his problem. Despite all the evidence to the contrary, he knew Gladius had been real. His entire adult life had been committed to the hero, first as a friend, than as a nemesis. Without Gladius to provide a catalyst, his life lacked direction and held little meaning. He swore he would discover a way to return Gladius to the time line; there was too much unfinished business between them. Dr. Mayhem escaped from Providence Asylum and disappeared.

Jackson is his late fifties and starting to feel his age. In his weak moments he realizes his life has gone astray and he literally has nothing to show for it. Fortunately for him, Dr. Mayhem is a focused individual and rarely lets this fact (or any others) bother him. He is single-minded in pursuit of his quest, leading a hermit-like existence. He violently reacts to any distraction from his study of time. Unfortunately, his experiments are costly and he is often forced to steal equipment and resources, bringing him into conflict with superheroes. Dr. Mayhem has little use for today's heroes. In his eyes they are only pale imitations of his arch-nemesis, not worthy of his attention.

Dr. Mayhem is willing to work with other villains, especially if he believes his allies have specialized skills or abilities to further his goals to reshape time. However his arrogance often makes such alliances short-lived. Ultimately Dr. Mayhem will do whatever it takes to rewrite history; he does not care about the consequences of his actions. He knows should he ever succeed, he will possess incredible power, more than enough to fix whatever damage he might have caused. There will be no need to cry over spilled milk, because the milk will never have spilled in the first place.

LEARNING ABOUT DR. MAYHEM

Much of the information about Dr. Mayhem no longer exists; his past is a blank slate. However the following information can be learned about him by questioning law enforcement agencies and criminal organizations.

GATHER INFORMATION

Making this check represents knowledge about Dr. Mayhem a character may gain by making inquiries in the criminal underworld or law enforcement agencies.

- DC 10** Dr. Mayhem is nearly a nonentity. There is no record of any kind of his existence prior to his arrest in Freedom City a few years ago.
- DC 15** Dr. Mayhem spent some time in Providence Asylum.
- DC 20** Dr. Mayhem believes he was nearly erased from history. He also believes Centurion had a son who was also a superhero named Gladius.
- DC 25** Dr. Mayhem seeks a means to manipulate time in order to restore his own time line.

CAPERS

CRISIS OF MULTIPLE HEROES

The heroes encounter a new superhero called Gladius, who claims to be the son of Centurion. In fact several heroes, all claiming to be Gladius, begin to appear in Freedom City. Dr. Mayhem has built a machine to pull different Gladiuses from alternate dimensions in the hopes of finding a duplicate closely resembling the hero he remembers. His tampering with alternate realities has weakened the boundaries between worlds with untold consequences. The heroes must track down Dr. Mayhem and shut down his machine before it is too late. Standing in their way is a coalition of Dr. Mayhems from other worlds the mastermind has enlisted to aid him.

THE ALPHA AND THE OMEGA

Dr. Mayhem has devised a means to travel back to the dawn of time and absorb the potential energy of the universe. He requires tremendous energy to fuel his trip and has opened portals to the Terminus to leech cosmic energy from the Doom Coil itself. Lord Omega is aware of Dr. Mayhem's theft and is not pleased. The Earth will tremble for this transgression! The heroes must fend off Omega's invasion force and stop Dr. Mayhem before he rewrites history, possibly even enlisting Omega as an ally!

DON'T I KNOW YOU?

Failure after failure to return Gladius to the time line has frayed what little is left of Dr. Mayhem's sanity. He singles out one of the heroes, believing him to be Gladius. He takes up where he left off, concocting outrageous schemes to capture, humiliate, and destroy the hero. The heroes must convince Dr. Mayhem he is mistaken, or at the very least stop him before he hurts someone.



FEAR-MASTER I

Real Name: Dr. Arthur Levitt	Identity: Public
Occupation: Psychologist, criminal	Aliases: The Master of Fear
Affiliation: None	Base of Operations: Providence Asylum, Freedom City
Height: 6'2"	Weight: 160 lbs.
Eyes: Brown	Hair: Black

Dr. Arthur Levitt was one of the country's most respected psychologists, and his every scribbling was required reading for anyone wanting to be taken seriously in the profession. He specialized in the study of phobias, but even his encyclopedic knowledge of what terrified the minds of men couldn't answer one recurring question.

Since he was a child, Levitt had wondered why he couldn't feel—not empathy, euphoria, terror, or grief. Everything from his bar mitzvah to meticulously pulling the wings off flies left him utterly cold.

Within the limits of his dispassion, Levitt became fascinated with what made others feel, especially that which humans seemed to feel most strongly: fear. He put his genius to work developing biochemical devices to induce terror, but found himself unable to experiment on human subjects because of the silly ethics of the sentimental fools around him. Undaunted, Levitt tested his theories disguised as a costumed supervillain—the last thing anyone would expect of a respected academic.

By night Levitt became Fear-Master, a terrorist in the truest sense of the word. He struck without warning or pattern, and without financial gain as his prime motivation (unlike many villains). The Fear-Master simply appeared wherever there were test subjects, and then watched coldly as people were tormented by visions of what they most feared.

The man who became his most implacable foe, Duncan Summers, the original Raven, ended Fear-Master's initial reign of terror. This exposed Dr. Levitt's double life, and his now-evident sociopathic behavior led to his commitment in Freedom City's Providence Asylum. Like all his incarcerations there, it didn't last for long—Levitt knew the facility and its staff too well for it to be otherwise. Time and again during the 1960s, Fear-Master reemerged to harrow the people of Freedom City.

Levitt was declared cured and sane in 1971 after undergoing "primal

FEAR-MASTER I						PL 10
STR	DEX	CON	INT	WIS	CHA	
+0	+2	+2	+7	+5	+4	
10	14	14	24	20	18	
TOUGHNESS		FORTITUDE		REFLEX		WILL
+7/+2*		+4		+4		+6
*Flat-footed						
Skills: Craft (chemical) 8 (+15), Diplomacy 8 (+12), Intimidate 8 (+12), Knowledge (behavioral sciences) 8 (+15), Knowledge (streetwise) 4 (+11), Knowledge (physical sciences) 8 (+15), Notice 8 (+13), Profession (psychologist) 8 (+13), Sense Motive 8 (+13)						
Feats: Connected, Defensive Roll 5, Distract (Intimidate), Dodge Focus 5, Equipment 1, Evasion, Improvised Tools, Inventor, Master Plan, Startle						
<i>Equipment:</i> hand-blade (+3 damage)						
Powers: Device 5 (Biochemical Emitters, hard to lose), Immunity 1 (own powers) <i>Biochemical Emitters:</i> Emotion Control 10 (biochemical; Cloud Area [50 ft. diameter], Fortitude Save; Limited to fear; <i>Alternate Powers:</i> Fatigue 5 [Perception Range, Will Save], Illusion 5 [all senses, Sustained Duration; Limited to fear images, Phantasms; Selective], Nauseate 5 [Perception Range, Will Save], Paralyze 5 [Perception Range], Stun 5 [Perception Range, Will Save])						
Combat: Attack +5, Grapple +5, Damage +0 (unarmed), +3 (hand-blade), Defense +10 (+3 flat-footed), Knockback -3 (-1 flat-footed), Initiative +2						
Abilities 40 + Skills 17 (68 ranks) + Feats 18 + Powers 21 + Combat 20 + Saves 5 = 121						

scream" therapy. The public at large bought into his supposed rehabilitation, and Levitt found himself much in demand as a consulting psychologist. In reality, primal therapy was a trendy cover for him to continue his diabolical experiments out of costume and on a smaller scale calculated to avoid detection.

His covert activities reached their peak during Franklin Moore's tenure as mayor of Freedom City, a time during which costumed heroes were outlawed in Freedom City. With no—or at least fewer—capas to trip him up, Levitt made a killing doing occasional work for organized crime, and selling the results of his "research" to Grant Conglomerates (and through them, the Labyrinth). Levitt was incapable of being happy, but with nearly unlimited cash and access to test subjects, he was as close as he could get.

The turning point in Levitt's life came in 1991 when was diagnosed with cancer, likely as a side effect of prolonged and repeated exposure to the chemicals used in his fear-inducing concoctions. For the first time in his life, Levitt actually felt something. In the face of his own impending mortality, Fear-Master was the one who was afraid.

As he endured chemotherapy, a scared Dr. Levitt came to realize fully what he'd been inflicting on others for so many years, and his new sense of empathy overwhelmed him. By the time his cancer finally went into remission, Levitt was a changed man who vowed to atone for his past. He remains sincere in these efforts, despite much skepticism from those who knew about his earlier sham reformation.

Recently, Dr. Levitt encountered Melvin Blume, the current bearer of the Fear-Master name. The irreverent Blume hatched an elaborate gaslight scheme to drive Levitt mad by convincing him he was secretly the new Fear-Master. Callie Summers, the current Raven, thwarted Blume's plans, but not before he stole Levitt's terror-inducing technology.

As a result of this incident, Levitt and the new Raven developed an unlikely but cordial working relationship. Callie Summers is convinced Levitt truly walks the straight and narrow, and the Doctor feels tremendous gratitude towards her for saving his sanity. Appreciating the trust she showed in him, Levitt readily offers his expertise and advice to the Raven whenever she asks.

The one person capable of pulling Levitt back into a life of crime is the current Fear-Master. Formerly emotionless, Levitt focuses a lifetime of hatred on Melvin Blume. It's likely if the two meet again, Levitt's vengeance would far exceed anything he ever did as a dispassionate researcher. Whatever else might occur in their clash, the world would likely have only one Fear-Master left in it at the end.

LEARNING ABOUT FEAR-MASTER I

Characters can learn the following about the original Fear-Master.

GATHER INFORMATION

- DC 10** Fear-Master is a costumed super villain who uses chemicals to terrify people. He's a real menace, but no match for the Raven.
- DC 15** Fear-Master strikes pretty much at random. No person or place in Freedom City is safe when he's on the loose.
- DC 20** (Post-1971) Fear-Master isn't crazy anymore. He went through that primal scream therapy just like John Lennon and he's a changed man.

KNOWLEDGE (STREETWISE)

- DC 20** (Post-1971) Dr. Arthur Levitt is as crazy as ever. He doesn't put on the costume anymore, but he's still willing to do his "scary" thing if the price is right and there's no chance of him getting caught. Oh yeah, and he has to be able to do some experimenting on somebody. He's not picky as to whom, either.
- DC 25** (recent) Levitt's gone straight. No, for real this time! He had a run-in with the new Fear-Master and that really pissed him off, so bad he's working for the Raven now. Crazy bastard—I knew he couldn't be trusted.

PROFESSION (PSYCHOLOGIST)

- DC 15** Dr. Arthur Levitt is one of the world's leading experts on phobias. (Post-1971:) His pioneering work is thirty-plus years old and most of it is still state of the art. I believe he was declared a sociopath several years ago and went parading around as "Fear-Man" or some such, but that's all in the past. Dr. Levitt's works are still required reading, and he's a credit to our field once again.

CAPERS

SCREAM AND SCREAM AGAIN

Cinematic thrill-seekers from all over Freedom City pack the Castle Cinema in Port Regal for a midnight showing of the much talked about new horror flick *Night of the Living Dead*. His curiosity piqued by the phenomena of silver screen frights, Fear-Master attends the show, his costume blending right in with the theatre's spook show.

Before long, the cinematic horrors bore Levitt, and he goes to work with his harrowing biochemical weapons. Yelling "Fire!" in a crowded theatre is nothing compared to the panicked patrons hallucinating they're being chased by zombies, or worse. The heroes who show up to help have to deal with patrons who see them as flesh-eating ghouls, and must devise a way to chill them out. More smarts than superpowers are required given the dark, confined spaces of a movie house, and by the by, somewhere along the line they have to catch Fear-Master before he makes off with the data from his latest "experiment."

STILL CRAZY AFTER ALL THESE YEARS

In many ways, Levitt is at his most dangerous in an *Iron Age* series set during the Moore era in Freedom City. The public at large believes he's a fine upstanding citizen—a sympathetic victim, even, of mental disorders he had the rare courage to stand up to. Since no one much suspects him of wrongdoing anymore, he's effectively above the law (such as it is, during the Moore era). Even without the garish costume, Levitt is still his old sociopathic self, only flush with cash and no shortage of victims to test on. Never before or since did Levitt have as much to lose.

Therefore anything that threatens to expose his illicit activities, like a group of vigilantes snooping around Labyrinth-front Grant Conglomerates, is likely to draw the doctor's attention. While he was never all smiles and sunshine, during the Moore era Levitt is more ruthless than ever now that he's got something to fight for. While the Silver Age Fear-Master specialized in really bad acid trips, by the Iron Age he's a hardened man who's more into extreme physical and psychological torture, as befits the time. Once the (anti-)heroes threaten his cushy new life, he'll be anxious to inflict his new techniques on them.

Dr. Levitt makes for a suitably bleak Iron Age interlude whenever the characters fall into the Labyrinth's clutches, as he's perfect in the sadistic torturer role. First, he brings all the grim and gritty the players may desire, from rusty-razor skin peelings to bags of hungry rats tied around the characters' heads, and even then he's just getting warmed up. Second, he's a below-average physical threat the heroes can take out with relative ease once they've devised an escape plan. They may not learn who their tormentor was, but they'll damn sure want to find out as they seek revenge, the rocket fuel of any *Iron Age* series.

TIME OF REDEMPTION

If the heroes are having a tough time piecing together the Judaic clues in the adventure *Time of Vengeance*, a penitent Arthur Levitt can contact them after he figures out the villains' motif. The former Fear-Master is just looking to make up for his past sins, but the naturally skeptical players may begin to wonder if he's not behind the whole mess and trying to throw them off the trail. He can therefore help the Gamemaster make the going easier or more difficult for the characters as the demands of good drama dictate.

GLACIER

Real Name: Gela-Ziir	Identity: Publicly Known
Occupation: Alleged Monarch	Aliases: None known
Affiliation: The Ice People	Base of Operations: Global
Height: 6'4"	Weight: 216 lbs.
Eyes: White	Hair: Blue

To hear him speak of his origins, one might think Glacier was king of some vast, highly advanced society that predated the rise of humanity. Generally recognized as mentally ill, Glacier (also known by his true name of Gela-Ziir) has on more than one occasion put into action an overly complicated plan intended to in some way resurrect his now-extinct people, or at least return the world to an Ice Age state so he can restore their civilization. What Glacier does not speak of, not even in his greatest moments of lucidity, are his doubts about his past.

The truth of the matter is Glacier's recollection of his people, their society, and his own past is sketchy. He does have vague and indistinct memories of a race of people like him, dwelling in a frozen wasteland, but beyond that he cannot be sure. Certainly his claims of a vast and highly advanced society are greatly exaggerated, and perhaps influenced by his deranged obsession with restoring his people. His self-appointed title of Prince is likewise suspect, but he desperately wishes to believe he was in fact the ruler of his people, and this in turn fuels his overwhelming feelings of guilt and shame at being the sole survivor. With each year his memories become more and more suspect, and his desperation to restore the age of the Ice People becomes more frantic. If he cannot restore them soon, he fears, he will forget even the meager few memories he has now, and the Ice People will truly cease to exist.

If what few things Gela-Ziir can remember can be trusted, the Ice People were an advanced race that made their home somewhere above the Arctic Circle. They used both science and magic, although neither was particularly more advanced than modern day technology, and thrived in their secluded civilization, far from any other intelligent life on Earth. Gela-Ziir has vague recollections that the Ice People maintained a cool but respectful relationship with Atlantis, and indeed the Atlanteans believed the Ice People to be a lost colony from centuries in the past, but he has been unable to confirm this with the present day Atlanteans since his awakening. The Ice People were a harsh and hardy people, with little tolerance for weakness but a strong camaraderie born of their mutual respect and admiration. They were ruled by a Prince, whose edicts were accepted without question or hesitation, regardless of their nature. It was a difficult life, but a good one, and in his memories, Gela-Ziir sees his face when he tries to summon any memory of the Prince.

Perhaps predictably, Gela-Ziir has no recollection whatsoever of the ultimate fate of his people. He knows only that he was discovered frozen in the ice of the Arctic by scientists, and there were no trappings of any sort to identify where he had come from or how he might have become trapped in the ice. Presumed to be some sort of previously undiscovered prehistoric man, Gela-Ziir was returned to

**GLACIER****PL 13**

STR	DEX	CON	INT	WIS	CHA
+7	+2	+3	+2	+1	+2
25	14	16	14	12	14
TOUGHNESS		FORTITUDE		REFLEX	
+13		+13		+10	
				+13	

Skills: Acrobatics 8 (+10), Intimidate 12 (+14), Investigate 8 (+10), Knowledge (arcane lore) 12 (+14), Knowledge (earth sciences) 8 (+10), Notice 12 (+13), Survival 16 (+17)

Feats: Attack Focus (ranged) 1, Critical Strike, Environmental Adaptation (extreme cold), Favored Environment 3 (extreme cold), Master Plan, Power Attack

Powers: **Cold Control 12** (*Alternate Powers:* **Absorption 6** [cold], **Blast 12** [ice], **Blast 8** [cold; Fortitude Save], **Create Ice 12**, **Snare 12** [ice bonds], **Trip 12** [ice slick; Burst Area]), **Protection 10** [icy armor]

Combat: Attack +8 (melee), +9 (ranged), Grapple +15, Damage +7 (unarmed) +12 (ice blast), Defense +10, Knockback -6, Initiative +2

Drawbacks: Vulnerable (Fire; very common, moderate; -4 points)

Abilities 35 + Skills 19 (76 ranks) + Feats 8 + Powers 40 + Combat 36 + Saves 40 - Drawbacks 4 = 174 Total

Freedom City, where the Artic expedition had begun, and examined at length under controlled conditions in an advanced laboratory hired by the museum that funded the expedition. After extensive examination and documentation, the "cadaver" was thawed for a more in-depth study. When Gela-Ziir subsequently sat up on the examination table and demanded to know what was happening to him, one member of the examination team suffered a near-fatal heart attack, and several others had to be treated for shock and mental distress.

Needless to say, Gela-Ziir's survival was the scientific sensation of the decade, and for a time he was something of a media sensation. He traveled the world alongside the men who found and revived him, and was treated as a celebrity everywhere he went (although he preferred the term "visiting dignitary"). The consistent mispronunciation of his name resulted in Gela-Ziir becoming widely known as "Glacier," which was mildly annoying, and the fact that his people were completely unknown to the world at large was even more frustrating. In time, he became weary of the spectacle and announced his intent to return to his people. Many were disappointed, of course, but he was given passage to the Arctic and released in a location of his choosing. With visions of a triumphant return and a hero's welcome, Gela-Ziir headed into the frozen wilderness to find his long lost home.

Locating the site of his former home was not difficult, but what he found there was perhaps the greatest shock of his life: nothing. There was nothing at all, no hint whatsoever that his people had ever made their home in that place. Not a single ruin, not a single scrap of evidence remained. Either Gela-Ziir was in the wrong place, which he was certain was not the case, or something had eradicated all traces of his former existence. A little voice whispered in the back of his mind that maybe his people did not actually exist,

and he was merely demented, but he put those thoughts out of his mind.

For nearly a year, Gela-Ziir scoured the Arctic Circle for any trace of his people. Finally, he found some frozen in the ice like he had been. Overjoyed and tremendously relieved, he set about to free them as he had been freed a year earlier. Unfortunately, for whatever reason, Gela-Ziir was unable to revive the others he found: each died almost immediately after being freed from the ice, and none ever regained consciousness.

Mad with grief over what he believed to be the death of his people, Gela-Ziir returned to Freedom City. Embracing the name Glacier, he attacked the laboratory where he had been revived and demanded to know what they had done to him, how he had survived when his people had perished. It was this incident that first revealed Glacier's considerable ice powers, and while he would later reveal that he has no idea when he gained these abilities, they came very naturally to him at the time. Johnny Rocket, the speedster hero of the Freedom League, halted Glacier's rampage. It was decided Glacier was suffering from temporary insanity brought on by post-traumatic stress disorder, and rather than being incarcerated, he was remanded to medical custody for treatment.

Glacier's interment was short-lived. He escaped less than a month after he was placed in the mental facility and enacted a plan that would have used the world's weather-monitoring satellites to bring about a new Ice Age, during which the villain hoped to recreate his people's civilization with the conscripted population of Earth. Johnny Rocket defeated him once again, and this time he was placed in a more secure location to be given treatment.

Over the past decade, Glacier has escaped numerous times, each time corresponding with a spike in his dementia. In the interim, he demonstrates tremendous grief over the loss of his people and remorse for his actions against mankind. Inevitably, however, the bi-polar aspect of his personality shifts and his manic, demented side emerges. Security is always increased during these periods, but that has not prevented Glacier's escape on a number of occasions. During these periods of freedom, he invariably enacts some bizarre plan to either punish the people of Earth for the loss of his race, or attempts to recreate his past in some way. On many of these occasions Glacier has gained access to advanced technological items or magical artifacts. Where he acquires these items is unknown, and he appears to have no memory of their acquisition when his personality returns to normal. Some have hypothesized these are remnants of the Ice People he can only locate or remember during his manic periods, but that theory has as yet not been proven.

Glacier is a skilled hand-to-hand combatant, and experienced in the use of his cold-generating powers. He can engage multiple opponents simultaneously with no apparent difficulty, and during his manic phases he is considered a genuine threat warranting a Freedom League response. His tale is a tragic one, however, as those who have met him during his times of lucidity can attest, and Gela-Ziir is a man haunted both by grief and remorse.

LEARNING ABOUT GLACIER

Glacier is a well-known figure, both as a villain and as the last survivor of his people. Information regarding him can be found out as follows:

GATHER INFORMATION

- DC 5** Glacier is a supervillain with ice-based powers who has tried to start a new Ice Age on more than one occasion.
- DC 10** Glacier is the prince of the Ice People, an extinct race that dwelled in the Arctic.
- DC 15** The last of his people, Glacier longs for nothing more than to recreate his civilization using transformed humans as his new "subjects."
- DC 20** Glacier is rumored to have a persistent mental illness that fuels his rampages.
- DC 25** The mental health professionals working with Glacier for the past decade are not sure how much of his past is real, and how much is a delusion. It may well be Glacier isn't entirely sure himself.

CAPERS

SUICIDE BLONDE

Reports have come back from the Arctic about a woman with blonde hair and blue skin who attacked an expedition with ice-like powers. When Glacier hears of it, he goes wild and destroys a large portion of the mental facility where he is committed in his escape. The question is, will this mystery woman reject Glacier and cause all-out war in the Arctic, or will she accept him, and create an even greater threat than existed before?

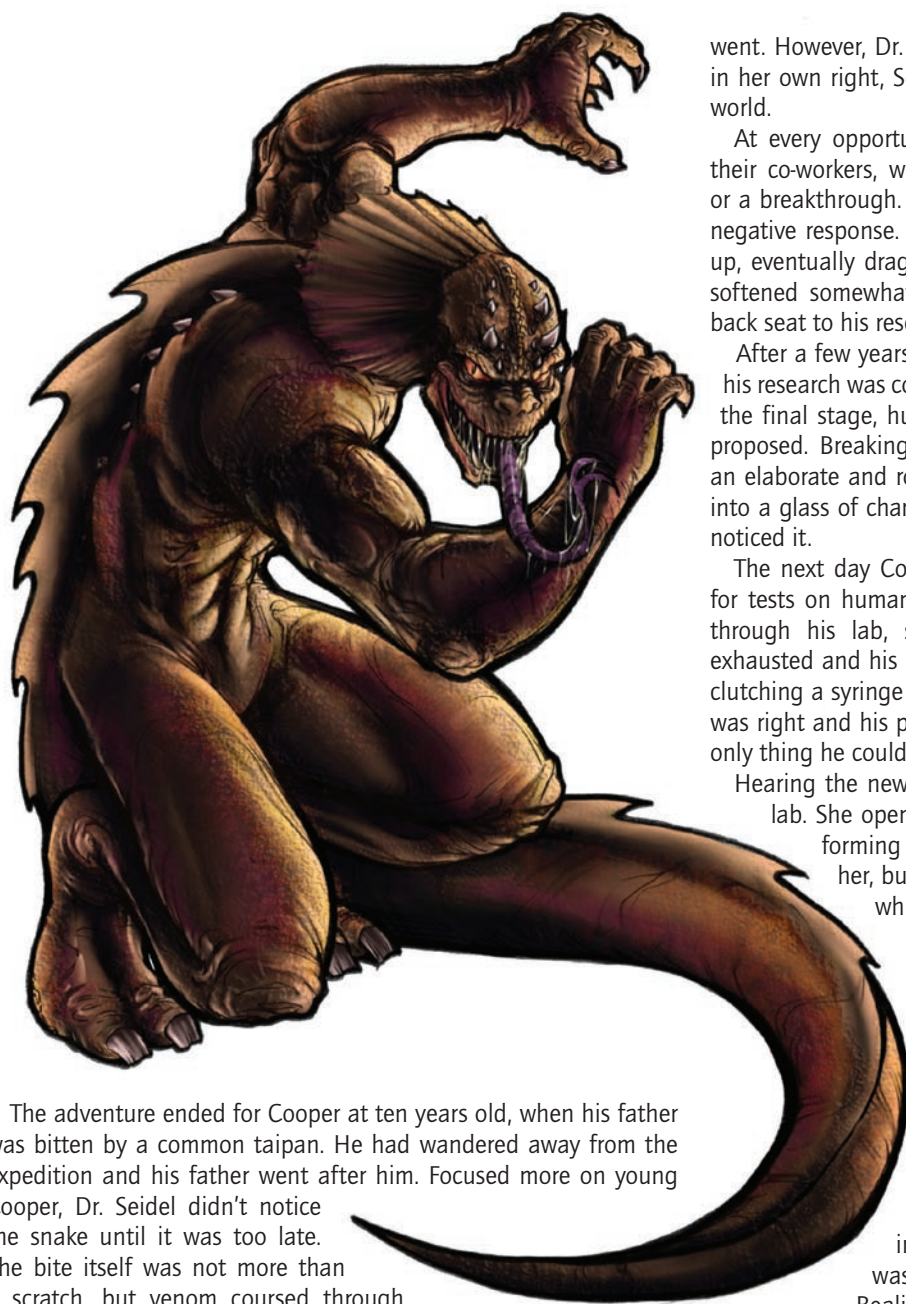
THE CUCKOO'S NEST

Glacier has stopped trying to escape to enact his schemes and instead enacted them while in captivity! The mental hospital where he is being held has been transformed into a massive fortress of ice, and the patients have been transformed into willing slaves with minor ice powers like those Glacier possesses. What's worse, the effect is slowly spreading outward from the hospital, freezing everything in its path and transforming any who do not get out of the way.

GOANNA

Real Name: Dr. Cooper Seidel	Identity: Public
Occupation: Geneticist, Herpetologist	Aliases: None
Affiliation: None	Base of Operations: Freedom City
Height: as Goanna, 7'/as Cooper, 5'10"	Weight: as Goanna, 450 lbs./as Cooper, 155 lbs.
Eyes: as Goanna, Green/as Cooper, Brown	Hair: as Goanna, None/as Cooper, Brown

Cooper was lucky enough to always know what he wanted to be when he grew up: a herpetologist, just like his father, Kevin. Cooper went everywhere with his father, much to the chagrin of his mother. No location was too remote, no snake too deadly, and no reptile too elusive. For him, life was an adventure filled with Aboriginals, field research, and snakes.



The adventure ended for Cooper at ten years old, when his father was bitten by a common taipan. He had wandered away from the expedition and his father went after him. Focused more on young Cooper, Dr. Seidel didn't notice the snake until it was too late. The bite itself was not more than a scratch, but venom coursed through his veins. Cooper went for the antivenin ampoule, but broke open the top and spilled the serum onto the ground. He could only scream for help as his father died.

Cooper's love of snakes became an obsession. His goal was simple: no one would ever die, or lose a loved one, to a poisonous animal ever again. He spent every moment studying snakes and their venom. After Secondary School, Cooper went to university, taking whatever herpetology courses were offered before transferring to the next school. Finally settling at Freedom City University, he was bound for a position at ASTRO Labs after graduation.

Cooper's research centered on creating an injectable protein that would function as a universal anti-venom. To create the protein, he gathered genetic material from dozens of poisonous species from across the globe. He worked for years on his project, barely noticing the constant stream of interns and co-workers as they came and

went. However, Dr. Sophia Marks noticed him. Extremely dedicated in her own right, Sophia made it a point to draw him out into the world.

At every opportunity Sophia invited him out to celebrate with their co-workers, whether Friday night drinks, someone's birthday, or a breakthrough. For the first year he barely managed to grunt a negative response. Just as persistent as Cooper, Sophia never gave up, eventually dragging him out of the lab. Though his demeanor softened somewhat as their relationship flourished it still took a back seat to his research, but Sophia understood.

After a few years of dating, they settled into an agreement: once his research was complete, they would marry. When his work neared the final stage, human trials, he saw the end in sight and finally proposed. Breaking from his standard demeanor, Cooper planned an elaborate and romantic dinner. He placed the engagement ring into a glass of champagne, and dropped to one knee when Sophia noticed it.

The next day Cooper was informed that his serum was rejected for tests on humans and his funding was pulled. Furious, he tore through his lab, smashing whatever was within reach. Finally exhausted and his lab in a shambles, he collapsed behind his desk, clutching a syringe containing his antivenin protein. Determined he was right and his protein would save thousands of lives, he did the only thing he could: he injected himself.

Hearing the news about Cooper's funding, Sophia rushed to his lab. She opened the door to find him in the process of transforming into the monster, Goanna. He reached out to her, but barely managed a noise somewhere between a whimper and a hiss before Sophia fainted.

He flew into a rage. With his newfound strength, Goanna tore through the walls of the lab and out onto the streets of Freedom. He rampaged through North End until the Raven arrived on scene. Immediately seeing the danger the monster posed to the city and its citizens, she confronted him.

The Raven tried reasoning with him, but Goanna's mind was consumed with anger. He attacked first, swinging a scaled fist, barely missing her. The blow instead struck the building she was perched on, collapsing the facing wall.

Realizing the nature of the threat, the Raven decided to lead him to the Wading River, hoping his nature matched his appearance. She taunted and lured Goanna through the streets, warning pedestrians away while keeping his focus on her.

Goanna's rage made him incoherent, only able to scream and grunt at her. With each near miss his rage grew. The Raven learned quickly to stay out of his reach. He began turning over trucks and throwing cars at the constantly moving heroine.

When their melee reached the Wading River, the Raven threw several flash-bang grenades into Goanna's face, frightening him enough that escape into the river was the obvious choice. With the immediate threat to the city resolved, the Raven began her investigation. Following the trail of destruction back to ASTRO Labs and interviewing the scientists, it was a simple task for Raven to uncover Goanna's origin. With this information in hand, she began tracking him down.

The Raven eventually found Goanna holed up in cave near Ocean Heights Amusement Park. Approaching cautiously, she hoped to help Dr. Seidel, but was prepared for anything. Though his rage had subsided, he still fought to maintain control of himself in his new body. When he heard the Raven speak it startled him, nearly shattering his control. She soothed his temper by playing a video recording of Sophia taken during her interview with the scientist.

Recognizing Sophia's face and voice calmed him. He gurgled and cooed at the video, trying to talk back. The Raven looped the recording and waited for him to calm down. She was amazed when he began to revert to his human self. He was disoriented, but remembered what happened. Raven took him into custody and enlisted the aid of Daedalus to find a cure for his condition.

Cooper worked closely with Daedalus for several months before there was a glimmer of hope. Using Cooper's amassed notes, they were able to synthesize the protein that caused his initial transformation. With the protein in hand they began the long process of finding a way to reverse the genetic change it brought on. Daedalus and Cooper stumbled across a formula that might work as hoped. Knowing there was no guarantee, Cooper injected himself again.

The result was tragic. Cooper again transformed into Goanna, only this time he was stronger, and more cunning. No longer a savage monster, Goanna had become an individual, a personality in his own right. He broke out of the secured lab they were working in and once again threatened Freedom City.

Daedalus tried to reason with Cooper the man, but all that remained was the vicious Goanna. With his newfound intellect, he was able to elude Daedalus, by nearly collapsing the Lindroos Bridge. Although Daedalus held the support and saved many lives, Goanna managed to escape into the Wading River.

He has resurfaced several times, at times Cooper is dominant and seeking to cure his condition, but when Goanna is dominant, he wantonly steals and maims. Cooper is detached, cold, and analytical; Goanna is a rage-filled monster, with moments of cold, reptilian intelligence. Cooper's only goal is to become human again and reclaim the life he left behind, including Sophia. Goanna is cruel and malicious, often targeting the very things Cooper holds dear.

LEARNING ABOUT GOANNA

Characters can learn the following information about Goanna.

GATHER INFORMATION

- DC 10** Goanna is the monstrous alter ego of Dr. Cooper Seidel.
- DC 20** Goanna's crimes vary between simple property damage and heists. When he does steal, Goanna mostly takes chemicals.
- DC 25** A researcher at ASTRO Labs, Dr. Sophia Marks, was once engaged to marry Dr. Cooper Seidel.

KNOWLEDGE (LIFE SCIENCES)

- DC 15** Goanna is a genetic mix of many reptile and amphibious species.
- DC 20** Of the species that constitute Goanna, the majority is poisonous.

GOANNA PL 12

STR	DEX	CON	INT	WIS	CHA
+7/+0	+4/+0	+4/+0	+5	+2	+1
25/10	18/10	18/10	20	14	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+8	+8	+5

Skills: Computers 8 (+13), Craft (chemical) 12 (+17), Handle Animal 8 (+9), Knowledge (life sciences) 12 (+17), Knowledge (physical sciences) 12 (+17), Medicine 8 (+10), Notice 8 (+10), Profession (scientist) 8 (+10), Search 8 (+13), Survival 12 (+14), Swim 12 (+19)

Feats: Animal Empathy, Chokehold, Environmental Adaptation (underwater), Favored Environment (underwater), Improved Grab, Improved Pin, Power Attack, Rage 4 (+10 Strength, +5 Fort and Will saves)

Powers: **Additional Limbs 1** (tail; Improved Trip), **Concealment 4** (all visual senses; Blending), **Enhanced Strength 15**, **Enhanced Dexterity 8**, **Enhanced Constitution 8**, **Immovable 8**, **Immunity 4** (breathe normally underwater, cold, poison, pressure), **Leaping 4** (425 ft.), **Paralyze 10** (venomous bite or spit; Poison; Extend Reach 4 [25 ft.]), **Protection 8** (Impervious), **Regeneration 27** (recovery bonus +9; rates: bruised/unconscious as a standard action, injured/staggered as a standard action, disabled every 5 minutes; Regrowth), **Speed 2** (25 MPH), **Strike 2** (claws or bite; Penetrating; Mighty), **Super-Movement 4** (slithering, wall crawling 2, water walking [Limited to while moving]), **Super-Senses 4** (infravision, low-light vision, scent, tracking scent), **Super-Strength 2** (heavy load: 1.5 tons), **Swimming 1**

Combat: Attack +8, Grapple +17, Damage +9 (unarmed), +14 (unarmed, while raging), +10 (paralyze), Defense +8, Knockback -18, Initiative +4

Drawbacks: Involuntary Transformation (very common, major, -5 points), One-Way Transformation (very common, minor, -3 point)

Abilities 16 + Skills 27 (108 ranks) + Feats 11 + Powers 156 + Combat 32 + Saves 11 - Drawbacks 8 = Total 242

CRAFT (CHEMICAL)

After a DC 20 Gather Information check, characters can also learn the following.

- DC 25** The chemicals Goanna steals could be used to reverse his transformation, or possibly cure his condition.

CAPERS

BRIDE OF GOANNA

Goanna tires of his lonely existence, and decides to transform Sophia in the same way he was. The heroes learn of the kidnapping of Dr. Sophia Marks from ASTRO Labs, and of her history with Goanna. The heroes must track them both down before Goanna completes the transformation of his "bride."

FINALLY... A CURE?

A string of chemical plant and research facility thefts lead the heroes to Goanna's latest hide-out. After years of transforming uncontrollably, Goanna is finally on the brink of permanently reversing his condition, his only problem is the heroes. Goanna has amassed the proper chemicals to create a cure. Using a few hired thugs, he manages to hold off the heroes just long enough to inject himself, with disastrous results. Goanna's powers and abilities increase dramatically and his rage is uncontrollable. The heroes must find a way to control him before he destroys the city.

KING COLE II

Real Name: Tobias Aloysius Wharton III	Identity: Secret
Occupation: Crime Lord	Aliases: Too many to list
Affiliation: The Fable Gang franchise	Base of Operations: Freedom City (predominantly)
Height: 6'1"	Weight: 230 lbs.
Eyes: Green	Hair: Black (balding and graying)

Tobias was raised by his grandmother, a stark and uncompromising woman who had converted to the straight and narrow after losing his grandfather and refused to see her grandson walk anything other than the most proper of paths. She would spend a great many evenings telling him stories of his grandfather, stories she intended for her grandson to take to heart as cautionary tales. He took them to heart all right, just not in the way she had intended.

Tobias the First had been a well-heeled and well-educated man, heir to a shipping fortune built slowly by his family with hard work over decades after they were freed from slavery and had moved north to New England. Their labors were made all the more difficult by the bigotry of those they had to do business with, men and women of breeding, money, and power, many of whom were decidedly unhappy with sharing the playing field with a family of "Coloreds" who didn't know their place, according to them. Tobias the First, though not a fool, had no head for business. It took several years, but his family's enemies eventually destroyed him, his name, and his business. The crushing loss broke him, and he had a nervous breakdown where he reverted to the mental and emotional status of a child. Institutionalized in a charity hospital's mental ward, he was forgotten by all except a kindly old nurse who entertained him with nursery rhymes and children's stories during his arduous climb back to sanity. One day when his keepers came to check in on him, he was simply gone. A few months later, a new figure broke onto the underworld scene, a man calling himself King Cole, who used the trappings of nursery rhymes in his criminal enterprises. No one made the connection between this shadowy figure and Wharton, not during his series of carefully planned crime waves, not when his schemes ruined his old enemies one after another over time, and not even when he finally succumbed to cancer years later.

This anonymity worked to protect the woman he had found and married, Leslie, who'd captured his heart while she worked as a waitress in one of his many front establishments. Other than the son she had

given her husband, she inherited little due in part to the damage done to King Cole's organization by the Raven, but mostly due to the disarray that followed his death and his organization's costly self-destruction. She struggled alone for years to raise the boy, only to see her relentless bitterness at her situation poison her son and turn him to crime at an early age. His death in a shoot-out with the police after a series of petty crimes forced her to face her part in molding him into the self-destructive thug Tobias the Second had become. But her son had made himself a father with one of his girlfriends and Leslie saw another chance there. She took the child and left town, determined not to see him raised with the same errors and influences she had mistakenly forced on her own boy. She would see him raised right, no matter what. Unfortunately, good intentions are seldom enough by themselves, and she couldn't have foreseen the influences outside her control.

Tobias Wharton III, like many children, had imaginary friends. However, he never really grew out of having those friends...*one* of them anyway. Leslie was occasionally alarmed when Tobias would fill in details she had left out of her stories about his grandfather—precise and correct details. Details he couldn't and shouldn't have known. When pressed, he would say his friend "the king" had told him, a statement that always earned him severe punishments. When she found out about the scams and manipulations he would run at school, "games" he said he had learned from the same source, she would pile on the punishment even more.

At "the king's" prompting, Tobias learned to present his grandmother with only the image she wanted to see, and when she died it was under the impression she had succeeded in raising her grandson as a good and honest man. She would never know the truth. She would never know that her last few days in the hospital had been paid for by ill-gotten gains, or the actual extent of her grandson's successful, albeit small-scale, crimes. Emphasis on the word "small." While clever, resourceful, and willing to work hard at his dishonest trade, Wharton ultimately planned and dreamed small. He lacked the vision and presence of mind to climb higher, lacked that indefinable something that separated the grand villain from the simple crook.

That changed the day he wore a ridiculous fairy-tale king costume to a party where he had marks to work. On the way home, more on a whim than anything else, he added a simple mask to the affair and interfered in the actions of a vigilante whose actions he had chanced to stumble on. Street Knight never knew what hit him—outmaneuvered and outsmarted, the poor man had been beaten down by the gang of hoodlums he had been handily crippling only moments before the stranger's arrival and tactical advice. Wharton had seen the light, and mere days later he tracked down the gang so he could lay out a proposition. They were the first brick in the edifice of his new enterprise, the first of many. It was almost too easy over the next few years to put together an operation that would have made his grandfather speechless with envy.

And then it all came crashing down.

It took the Freedom League a lot of hard work, but they ultimately brought down the King and his kingdom. They were only moments away from crashing into his final hiding place when the stranger appeared before King Cole with a proposition. Suave, smooth, and slick on a level that Wharton could appreciate as one professional admiring another, the man presented his simple black card.

"This world is but one of many, old bean. You'd be amazed at some of the places where my...*business*...has its branches. All I'm putting on

the table is a relocation plan. Think of it as an upgrade, if you like. But whatever you think of it, think quickly. Technocrat and Ultimus are already breaching your defenses and Avant Guard is speeding through your escape tunnel as we speak. What's it going to be?"

The choice was really no choice at all. Wharton closed his eyes as he breathed a desperate assent, and opened them to a new and different Freedom City than the one he grew up in. There was a Freedom League here as well, though it boasted none of the faces he knew and loathed. There had been a King Cole here decades back, too, but he only faintly resembled Tobias the First, and it was someone named "Midnight" that had been his original bane as the Raven came along many years later than on Wharton's own Earth. Comfortingly familiar enough to work with, this Earth seemed, and no one who knew him or would be on their guard against him. Yes, this was eminently doable. The strange fellow had never actually mentioned his price, but whatever it was, that was a worry for another day . . .

The current King Cole is a clever man who finally found his true calling. While acting under the guise of his King Cole identity, Wharton finds himself swept along in a never-ending series of ideas and plans that inevitably seem to succeed, the more outlandish and colorful, the better. In a short span of years, he amassed what can only be described as a criminal "empire," and did it with style and panache. Now on Earth-Prime, he is quickly establishing the same foothold, his pace even faster now with his added experiences and knowledge of mistakes he needs to avoid making a second time.

Where people might ignore Wharton, King Cole is the center of attention. Where Wharton is clever, King Cole is brilliant. Where Wharton might show timid restraint, King Cole demon-



KING COLE II

PL 10

STR	DEX	CON	INT	WIS	CHA
+1	+2	+2	+3	+3	+6/+3
12	14	14	16	16	22/16
TOUGHNESS		FORTITUDE		REFLEX	
+2		+6		+6	
				+8	

Skills: Bluff 6 (+12/+9), Computers 2 (+5), Concentration 6 (+9), Diplomacy 6 (+12/+9), Disable Device 2 (+5), Gather Information 8 (+14/+11), Intimidate 6 (+12/+9), Investigate 4 (+7), Knowledge (business) 6 (+9), Knowledge (current events) 6 (+9), Knowledge (streetwise) 12 (+15), Notice 8 (+11), Profession (crime lord) 12 (+15), Search 6 (+9), Sense Motive 10 (+13), Sleight of Hand 4 (+6), Stealth 4 (+6)

Feats: Connected, Contacts, Defensive Attack, Equipment 20, Improved Defense, Improved Initiative, Minions 30 (the Assassin, Crime Lord, Criminal, and Gang Leader archetypes from *M&M*, numbers varied as needed), Redirect, Sneak Attack, Taunt, Well-Informed

Equipment: Multiple HQs in various locations and cities; various vehicles as needed

Powers: **Enhanced Charisma 6**, **Enhanced Feats 7** (Fascinate [Diplomacy], Inspire 2, Leadership, Skill Mastery [Gather Information, Notice, Profession (crime lord), Sense Motive], Ultimate Skill 2 [Gather Information, Profession (crime lord)]), **Gadgets 6** (easy to lose), **Super Senses 1** (danger sense)

Sample Gadgets: **Create Object 8** (force dome projector that looks like a toy knight's shield; Impervious), **Teleport 5** (looks like rabbit's foot on end of chain; as Reaction)

Combat: Attack +6, Grapple +7, Damage +1 (unarmed), Defense +6 (+3 flatfooted), Knockback -1, Initiative +6

Drawbacks: Power Loss (Enhanced Charisma, Enhanced Feats, and Super Senses, when he isn't operating in his King Cole persona, -2 pts)

Abilities 28 + Skills 27 (108 ranks) + Feats 59 + Powers 32 + Combat 24 + Saves 13 + Drawbacks -2 = 181 Total

strates almost inhuman confidence. One of his cleverer moves thus far has been to open up his new Fables Gang as a sophisticated franchise system, enabling him to continue to push the King Cole "brand" with greater efficiency and less direct danger to his own person. He has negotiated deals for technology from established techies and up-and-comers alike, as well as for training and logistical programs to supplement the gear he supplies his franchisees, and he is very good at picking reliable talent whose discretion he can trust, hence the difficulty the authorities have in uncovering and infiltrating his franchises. His plans only grow with his continued successes, and Wharton sits on what he knows is a money train he will ride as long as his fortunes hold out—a trip that doesn't appear to be ending any time soon.

For those with access to the *Iron Age* sourcebook,

the new Benefit feat introduced there, Enigma (see **Enigma**, *Iron Age*, page 44), is quite appropriate to represent the absence of Wharton's history on Earth-Prime.

LEARNING ABOUT KING COLE II

The following information can be uncovered through a variety of sources and means.

GATHER INFORMATION

- DC 15** King Cole is a new crime lord causing the authorities problems in Freedom City, New York, Washington, and a few other large urban areas.
- DC 20** In addition to using the name of a criminal not seen in decades, this King Cole also uses many of the same themes and motifs, as well as bearing a passing resemblance to his predecessor (or at least his costume).
- DC 35** The man isn't from this Earth, but rather a parallel one. Not that this seems much of an obstacle for him so far.

KNOWLEDGE (STREETWISE)

- DC 15** The Fables Gang is actually a very successful franchise: for a price, interested parties can get training, equipment, and consultations on how to succeed as costumed criminals. This has worked very well over the last few years, and many of the Fable Gang's successes in various cities aren't actually directly tied to the King any more.
- DC 20** King Cole has successfully fought off a number of bids to move in on his business from various other underworld "powers," and has made a much-touted habit of stymieing and embarrassing AEGIS and other law-enforcement agents.

CAPERS

WHERE'S MY CUT?

One of the many groups that has felt the pinch from King Cole's successful franchising efforts is a subsidiary backed by Taurus and the Labyrinth. After approaching the King through a number of middlemen with what Taurus felt were generous "partnership" offers, the old bull is unceremoniously rejected. This means war, and the heroes get dragged into the middle. Can they find a way to get both crime lords to rein in the troops, or will they watch the city burn as collateral damage?

GONE BUT NOT FORGOTTEN

A group of unfamiliar heroes shows up on Freedom City's Earth looking for King Cole. They say he escaped from their parallel Earth and they've come to take him back to face justice for his crimes there. While sympathetic, the local authorities want Cole for his crimes *here* and aren't willing to cede jurisdiction to a parallel universe they don't even recognize. It's up to the heroes to play peacemaker. There's also the not-inconsequential problem of King Cole going into a panicky scorched-Earth mode in his dealings, with considerable collateral damage all about—as not *quite* everyone was unfamiliar with those "new" faces on television.

LEGION, THE MIND VIRUS

Real Name: None	Identity: Public
Occupation: Disease	Aliases: LV-13
Affiliation: None	Base of Operation: Mobile
Height: Microscopic	Weight: Negligible
Eyes: None	Hair: None

SHADOW scientists created LV-13 as a biological agent capable of suppressing the will of infected individuals, in essence, a mind control virus. The disease was a success beyond its creators' wildest dreams. The virus mutated, developing intelligence inside the lab rats it inhabited. The virus yearned to escape its cages and bided its time waiting for the perfect moment.

That moment arrived when an AEGIS strike force attacked the SHADOW compound. In the resulting struggle a few infected rats escaped their cages and managed to spread the disease to a junior AEGIS agent.

After the raid on the compound the virus spread like wildfire. By the time anyone in authority was aware there was a problem, it nearly too late. The LV-13 virus wished to spread itself across the world. The disease would not be satisfied until everyone fell under its control. With each new person infected, the virus' knowledge of its surroundings increased. The virus realized superheroes were the greatest threat and also the key to achieving its goal. It made infecting the world's superheroes its top priority. The LV-13 virus staged crimes to draw out its targets, only to spread its sickness through contact from a grateful rescued "victim." Soon the virus controlled most of Next-Gen and the Freedom League, including the league's speedster.

Johnny Rocket spread the virus around the world at lightning speed. Outbreaks popped up seemingly simultaneously. It was impossible for disease control agencies to halt the spread, especially since some of the world's most powerful people could be counted among the sick. Marauding bands of infected roamed the cities of the world, seeking out the uninfected. It took three days for the LV-13 virus to take over the world. Only a few pockets of resistance existed, most too well hidden for the disease to locate or possessing a natural immunity to the virus. The disease felt secure in its dominion of the world. But it had overlooked something.

The Atom Family had been off world, exploring alternate dimensions when the virus struck. Dr. Atom had been among the first to understand the threat the LV-13 virus represented. Unfortunately his warning came too late. While his family was away, Dr. Atom studied the situation. He boosted the Nucleus' security in order to maintain a quarantine zone. Despite his vast knowledge, Dr. Atom was unable to come up with a cure. He enlisted Daedalus' help and the two of them reluctantly reached out to the one man he knew could help: Mastermind. The immortal agreed to assist them because the virus stood in the way of his own plans for world domination.

By the time the Atom Family returned, their grandfather, Daedalus, and Mastermind were hard at work developing a means to disable the virus. Dr. Atom nicknamed the virus Legion, a name

it approved of once it became aware of it. Mastermind captured an infected citizen for study, alerting the disease to the existence of the three people who could conceivably defeat it. Every infected person in Freedom City attacked the Nucleus. They swarmed around the building looking for a means of entrance and threatened to tear the Nucleus down around the heroes. Most of the Atom family guarded the Nucleus from the infected while Jack Wolf and Chase Atom traveled to Farside City, so the youngest Atom could access the Moonstone. The alien artifact augmented Chase's considerable telepathic powers, allowing him to temporarily disrupt the hive mind created by Legion, giving the team the chance to distribute the cure devised by Dr. Atom, Daedalus, and Mastermind. The cure boosted the patients' natural immune system, allowing them to shake off the Legion virus. Johnny Rocket, once freed from the effects of the virus, was just as instrumental in curing the disease as he was in spreading it.

Most people believe the Legion virus was completely destroyed. Law enforcement agencies such as AEGIS and UNISON are not so sure. AEGIS traced the disease's origin to SHADOW, but they do not know how many samples of the virus the criminal organization has in its possession. Even if all the samples were destroyed, SHADOW may still have the means of recreating it. Likewise, Mastermind had access to Legion samples as he worked towards a cure. He has shown remarkable powers of recall in the past. It is possible he could create his own strain of the virus; one that responds to *his* will. Finally Legion has proven resilient and adaptable. If it mutates further, the immunity boost cure may not work. To be sure, AEGIS still considers Legion to be a threat. They have developed strategies to deal with the virus should an outbreak ever occur again.

The Legion virus is extremely contagious. Proximity to an infected individual seems to be enough to spread the disease, leading scientists to believe it is airborne. Legion attacks the central nervous system, spreading to the brain. Once the disease takes root it commandeers the individual's actions. The infected person is aware they are no longer in control of their own body, but can do nothing about it until the virus runs its course. The Legion virus isn't fatal and it is conceivable the body's natural immune system can overcome Legion, given time. Since this hadn't yet happened during the first outbreak, it is not something the virus has considered.

Legion does not consider the morality of its actions; it does not consider what it does to be evil. The Legion virus' sole purpose is to replicate itself. It needs a host to house its consciousness. In fact, the virus intelligence increases with

LEGION, THE MIND VIRUS

PL 18

STR	DEX	CON	INT	WIS	CHA
—	—	+5	+0	+3	+3
—	—	20	10	16	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+5	+12	—	+18

Skills: Bluff 10 (+13), Concentration 12 (+15), Notice 10 (+13), Sense Motive 20 (+23)

Feats: Diehard, Eidetic Memory, Seize Initiative

Powers: **Comprehend 1** (languages), **Enhanced Intelligence 20** (dependent on the number of people currently controlled; use the Progression Table), **Mind Control 18** (Fortitude Save, Conscious, Contagious, Disease, Sensory Link; Mental Link, Progression 5 [up to 50 subjects]), **Mind Reading 10** (Fortitude Save; Limited to infected subjects), **Shrinking 20** (Permanent, Innate)

Combat: Attack: —, Grapple —, Damage —, Defense —, Knockback —, Initiative +0

Abilities 2 + Skills 13 (52 ranks) + Feats 3 + Powers 163 + Combat 0 + Saves 22 = Total 200



every new case of infection. Legion pondered whether there was more to existence than replication. The disease had infected nearly every human on the planet, yet once this was accomplished Legion had precious little to do with them. Entire nations stood still with blank eyes, waiting for commands from the virus. At the time of its apparent destruction Legion directed the people under its control to create a means for it to leave Earth and spread its influence to alien worlds. The question of what it should do once it spread amongst the stars weighed heavily upon it. Should it ever reach the point where it controls billions of lives, there is precious little Legion could not accomplish once it set its mind to the task.

LEARNING ABOUT LEGION

Despite the fact nearly every person on the planet was infected with Legion, very little information about the virus exists. However, characters can learn the following.

GATHER INFORMATION

Making this check represents knowledge about Legion a character may gain by making inquiries in the criminal underworld or law enforcement agencies.

- DC 10** Legion is a sentient virus. It would have conquered the planet had it not been for the Atom Family, Daedalus, and Mastermind.
- DC 15** The disease is highly contagious. Those infected by the disease are under its control.
- DC 20** The original outbreak occurred at the AEGIS headquarters in Freedom City. No one knows who the initial carrier of the disease was.
- DC 25** SHADOW scientists created the Legion virus for their leader, Overshadow. The criminal mastermind intended to use it extend his influence across the globe. The virus mutated and SHADOW lost control over it.

KNOWLEDGE (LIFE SCIENCES)

- DC 10** The Legion virus attacks the central nervous system, taking over the infected individual's ability to control their own actions.
- DC 15** The disease is highly contagious and the current theory is Legion is an airborne virus.
- DC 20** Legion has mutated in the past. It's not currently fatal, but that could change.

CAPERS

SICK DAY

A frantic Megastar contacts the heroes, asking for their help. An outbreak of the Legion virus has occurred at the Claremont Academy. A small army of young supers infected by the virus is leaving the school to spread the disease throughout the city. Can the heroes stop Legion before the disease spreads out of control? You can supplement the Next-Gen characters from *Freedom City* with the AlterniTeens and other students from *Hero High* to give the heroes a real challenge in overcoming Legion.

WHILE YOU WERE GONE

The heroes return to Freedom City after a mission to find AEGIS has placed the metropolis under quarantine. A force field surrounding the city is the only thing keeping Freedom's citizens, infected with Legion, from spreading the disease to the rest of the world. AEGIS asks the heroes to enter the city and find a way to defeat the virus. If they should fail, AEGIS must find a more drastic solution to the problem, one with terrible consequences for Freedom City and its people.

ENCOUNTER AT MILLENNIUM MALL

An Overthrow cell has seized control of Millennium Mall. They claim to possess a vial of the Legion virus and threaten to release it amongst their hostages if their demands are not met. What the authorities don't realize is Legion had *already* escaped. The virus infected the terrorist and has spread among the mall's staff and shoppers. The virus is planning on forcing a confrontation between the terrorists and a group of superheroes. Once the heroes are infected, Legion can use their powers to speed up the world's assimilation.

LENORE

Real Name: Hazel Court	Identity: Secret
Occupation: Bon vivant	Aliases: "The Lost Lenore"
Affiliation: None	Base of Operations: Eclipse nightclub, Freedom City
Height: 5'10"	Weight: 140 lbs.
Eyes: Blue	Hair: Black, sometimes red

Hazel Court looked up from her well-worn collected edition of Emily Dickinson's works, acknowledging her roommates' pleas for her to "go out and have some fun." Before she could give her usual "no," she peered through her cate-eye glasses at her Freedom College class of 1958 ring. In less than a year, she'd be graduating, and was overcome with the realization any carefree days she had left were nearly gone. Life had always been about responsibility for the bookish Hazel, but for once in her life she was going to be reckless and enjoy herself. She accepted her friends' invitation, much to their surprise.

Hazel wound up at the old student center, now the favored hangout of Freedom's beatnik community. The atmosphere there entranced her: the vibrant artistic expression, the exotic coffees and cigarettes, but mostly by the night's featured poet Christopher Carradine. His words of personal liberation spoke to her as nothing before, and his alabaster handsomeness was like that of an Adonis statue. She was drawn to him like a moth to a flame, and much to her delight they seemed to hit it off immediately. They laughed and talked almost until dawn; long after Carradine stole her heart, and right before he took her life.

She rose from the dead the next night, and having read enough Bram Stoker, realized fully what had happened to her. There was no anger or sadness in her, only euphoria at being free to live the one night she'd spent with Christopher forever. Hazel was gone and unmourned—she was now "Lenore." She was dead, and she had a lot of living to do.

By the time she tracked down Christopher, the beatnik hero Hepcat had destroyed him. Others might have been filled with thoughts of revenge, but Lenore chose to honor Christopher's memory instead, vowing to fulfill his philosophy and live her unlife to the fullest, unburdened by society's repressive rules. Now, as a pale, dark-haired, incredibly alluring femme fatale, she was able to seduce or steal away whatever she wanted.

Her first major acquisition was the old student center that was the site of her rebirth, which she renovated into a nightclub called simply "Eclipse." Eclipse remained the trendiest nightspot for Freedom College students throughout the beatnik and hippie eras, in large part due to its mysterious, sultry, and vivacious owner. Lenore was soon surrounded by an eclectic group of admirers and sycophants drawn from all strata of society. All in her entourage were so enamored of her they felt excited and honored whenever she used them to sate her vampirism. Lenore was never driven to kill to for blood, and once her inner circle was in place she didn't even have to ask for it.

Despite her willing victims, it was only a matter of time before her thefts brought her to the attention of the original Raven, Duncan Summers. When the two finally met face to face, the sparks were

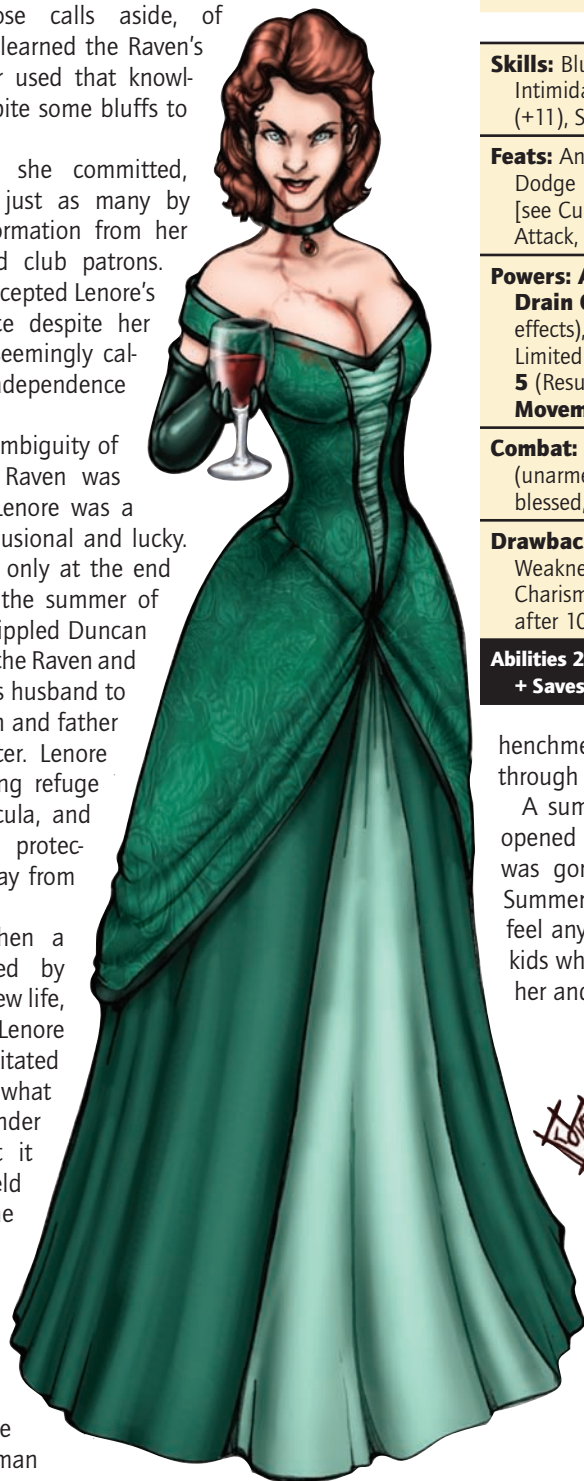
immediate and obvious. Lenore saw in the Raven a handsome, repressed soul crying out to be liberated as she had been, and she in turn tempted him with her allure and the enticement of a life freed from all restraint.

Lenore and the Raven never quite succeeded in luring the other completely into their respective worlds, but still felt their mutual beguilement. When she stole from others, he simply took the items back instead of handing her over to the authorities. All Lenore's betrayals of him never went as far as Raven's life being endangered—close calls aside, of course. Even when she learned the Raven's true identity, she never used that knowledge to harm him, despite some bluffs to the contrary.

Despite the crimes she committed, Lenore helped thwart just as many by passing along key information from her well-placed lackeys and club patrons. Ultimately, the Raven accepted Lenore's unpredictable assistance despite her contrarian criminality, seemingly calculated to flaunt her independence of him.

In testament to the ambiguity of their relationship, the Raven was never quite certain if Lenore was a true vampire or just delusional and lucky. The truth was revealed only at the end of their association in the summer of 1973. By that time, a crippled Duncan Summers had retired as the Raven and settled into a new life as husband to his true love Jasmine Sin and father to a new baby daughter. Lenore came to Duncan seeking refuge from the returned Dracula, and while under Duncan's protection, to seduce him away from his wife.

Summers was by then a changed man, hobbled by injuries, content in his new life, and most of all, tired of Lenore and her games. Debilitated and frustrated, he did what he could for Lenore under the circumstances, but it was far too little to shield her from the Lord of the Vampires. Dracula was determined to make Lenore one of his slave brides, and her insolent refusals angered him beyond all measure. The livid Vampire Lord ordered his human



LENORE

PL 9

STR	DEX	CON	INT	WIS	CHA
+6	+3	—	+1	+3	+3
22	16	—	12	16	16
TOUGHNESS		FORTITUDE		REFLEX	
+7/+0*		—		+6	

*Against blessed, silver, or magical weapons

Skills: Bluff 12 (+15), Diplomacy 4 (+7), Gather Information 4 (+7), Intimidate 8 (+11), Knowledge (current events) 4 (+5), Notice 8 (+11), Search 6 (+7), Sense Motive 6 (+9), Stealth 8 (+11)

Feats: Animal Empathy, Attack Focus (melee) 4, Connected, Contacts, Dodge Focus 4, Fascinate (Bluff), Improved Pin, Minions 5 (10 cultists [see Cultists, *M&M*, page 226]; fanatical), Power Attack, Sneak Attack, Startle

Powers: **Animal Control 8** (Burst Area; Limited to bats, rats, wolves), **Drain Constitution 1** (blood drain), **Immunity 30** (Fortitude effects), **Insubstantial 2** (gaseous), **Protection 7** (Impervious; Limited against blessed, silver, or magical weapons), **Regeneration 5** (Resurrection, 5 minutes, not when staked or beheaded), **Super-Movement 1** (wall-crawling)

Combat: Attack +9 (melee), +5 (ranged), Grapple +15, Damage +6 (unarmed), Defense +9 (+2 flat-footed), Knockback -7 (-0 against blessed, silver, or magical weapons), Initiative +3

Drawbacks: Weakness (dependence on blood, minor, -2 points), Weakness (holy symbols, dazed for a round by losing an opposed Charisma check, -3 points), Weakness (sunlight, per round, destroyed after 10 rounds, -8 points)

Abilities 22 + Skills 15 (60 ranks) + Feats 26 + Powers 71 + Combat 20 + Saves 6 - Drawbacks 13 = Total 147

henchmen to lock her inside a church until the sun streamed through the stained glass and destroyed her.

A summer breeze scattered her ashes when the church doors opened the next morning, ending her undead existence. Lenore was gone, but to the last she lived as she wanted. Duncan Summers does not allow himself to mourn "the Lost Lenore" or feel any guilt over her demise, but to this day the generations of kids who frequent Eclipse pay homage to the stunning portrait of her and honor her spirit and memory.

LEARNING ABOUT LENORE

Characters can learn the following about Lenore.

KNOWLEDGE (POPULAR CULTURE)

DC 10 Hey man, Eclipse is where it's at if you're looking for a groovy place to hear some tunes, meet some chicks, and expand your mind. All the hippest people are there, and the fuzz stays away.

DC 15 Eclipse is my scene and it freaks me out! You gotta see the owner to believe her. She's like Barbara Steele and Racquel Welch put together, with a little Gloria Steinem for spice.

DC 20 Darling, if you're *really* looking for someone who *really* understands what the "new freedom" in this country is all about, you simply *must* go to Eclipse and meet Lenore. All the *really fashionable* people go there, darling, because Lenore is *très chic*. She's not just *avant-garde*, darling, she *is* the *avant-garde*. Only the most happening people get invited into her inner circle, but it is *the* place to be, darling.

KNOWLEDGE (STREETWISE)

DC 20 Lenore? Owns that hippie hangout Eclipse, right? She's a freak, man—sexy as hell, but still a freak. You can fence high-end stuff like art and rare jewelry with her, and her customers are always looking for dope and acid. Be careful, though, because she's just in it for kicks. She'll double-cross you in a heartbeat if you bring any heat down on her.

DC 25 Stay away from that Lenore chick. Buddy of mine threatened to rat her out when she shortchanged him on a stolen Edward Hopper painting. She freakin' *bit* him, man! Like a rabid dog—nearly ripped his throat out!

CAPERS

CHILDREN OF THE NIGHT

If you're using the Nightwatch (also detailed in this book), then it's an interesting coincidence the vampire who turned Baron von Nacht into one of the undead was also named Lenore, isn't it? Indeed, the Baron thinks it's more than mere coincidence, and becomes obsessed with the tale of "Lost Lenore" and the idea of mystically restoring her to unlife. This sparks a series of occult crimes, as well as jealousy from the Baron's "children" and may be the crack that exposes the Nightwatch's true nature to the heroes.

LUST FOR A VAMPIRE

Tired of being spurned by Duncan Summers, Lenore fixates on a suitably uptight hero. She soon maneuvers herself into being a source of salvation and frustration for him for as long as the role-playing possibilities last. As the series dictates, this can occur in the 1960s or the present day.

As to the latter, sure, she's dead and all, but she's *comic book* dead. At worst, that's an inconvenience. Maybe her ashes collected in a forgotten corner of the church, waiting only for someone with a dripping bloody finger cut to bring her back to un-life. Perhaps she got a third chance at living after the universal reboot in *Time of Crisis*. However it happens, don't ever let death get in the way of a good story!

WHOM THE ANGELS NAME LENORE

Freedom City's hero community unites to hunt for the missing Raven. While his Freedom League teammates span the globe chasing down their usual enemies, the characters explore the ultimately more profitable leads closer to home. All signs point to Eclipse, and the trail dead ends (so to speak) with Lenore.

Lenore doesn't give up a syllable of information to the heroes, both to stay true to her credo and because she helped the Raven into his current predicament. She lured Summers into a trap laid by Fear-Master, who enlisted her aid in discovering what terrifies

a man like the Raven who seemingly has no fears. Lenore believes Fear-Master isn't interested in killing Raven, and that being psychologically broken will help Summers finally get over his repressive hang-ups.

Threatening Lenore is useless. Even if the characters can overcome her physically, she's been dead once and has no fear of going back. Vampires don't feel much pain, so torture avails them nothing. The only way into Lenore's confidence is good role-playing, and convincing her that trusting the Fear-Master probably wasn't the best decision. If the heroes succeed, it's a race against time to save the Raven's sanity (if not his life). Needless to say, Fear-Master will resent the intrusion, but in time he may be grateful for the additional test subjects that fate has suddenly dropped into his clutches.

LUNA MOTH

Real Name: Samantha Cline	Identity: Public
Occupation: Criminal, lab assistant	Aliases: None
Affiliation: None	Base of Operations: Freedom City
Height: 5'2"	Weight: 100 lbs.
Eyes: Brown	Hair: Dark brown

Samantha Cline was born with the smarts and drive to go as far in life as she wanted, or at least as far as a woman could go back in the 1960s. She also had the good looks to match, and eventually learned she could get farther faster relying on sex appeal with much less effort involved. Where she wanted to get was disgustingly wealthy. The only real question for her was how.

She breezed through college, earning mediocre grades with minimal effort. Her transcripts helped land her a job as an aide at ASTRO Labs, but the miniskirt and heels she wore to the interview probably helped more. In any case, she quickly became the favorite of every male scientist in the building, and they eagerly showed off their latest technological breakthroughs trying to impress her.

The endless parade of mouth-breathing nerds did little for her bank account or to relieve her boredom, until one late night Prof. Elias P. Stickney took her into his confidence. To that point, Stickney's genius was limited to the number of excuses he could come up with for putting his hands all over her, but this time the dirty old man was on to something.

Stickney explained in detail how he had finally mastered the secrets of human pheromones, biochemicals capable of altering the emotional state of others. He planned on using his discovery to get rich quick as a costumed supervillain known as the Fume, and he wanted Samantha to be his partner in crime. Stickney was so excited by his plans he aggravated his heart condition, and begged Samantha to bring him his pills, which she did...leaving the open bottle in his hand after he expired.

Samantha was *nobody's* sidekick. If there really were big bucks in supervillainy, they'd be hers and hers alone. She went from lab to lab, taking whatever plans and equipment seemed most useful to a costumed crook: Stickney's super-pheromones, a set of gossamer wings that allowed her to fly, and a pair of gauntlets that cocooned



targets in a web-like substance. All she needed was a costume—but a tiny one, so that was no trouble. As Luna Moth, she was soon ready to take flight.

Luna Moth started out as the most uncomplicated of supervillains. She wanted cash, jewels, and furs (in her size, of course), and used sex appeal and purloined gadgets to take them from whoever had them. As time went on, the devilish thrill of manipulating the emotions of others (especially men) meant as much to her as filthy lucre. Men had always competed for her attentions, but now she could make them literally fight over her. Though she never lost her affection for the loot when pulling a job, watching the silly boys desert their wives to beg her to pay them mind got to be just as much fun.

Fate soon put her in the sights of a man who wouldn't play the sap for her: Duncan Summers, the Raven. While she might temporarily enthrall him, in the end he was always able to outsmart her and overcome her pheromone weapons. No prison held her for very long, but she never forgot who kept putting her behind bars.

As the years wore on, her inability to make the Raven want her increasingly grated on her sanity, and she began to fixate over breaking his resistance. It proved to be an obsession without end for her, as it became apparent by the mid-1970s the Raven was gone for good. Denied her chance to make him her slave, Luna Moth's mind

shattered, and since 1982 she's been a resident of Freedom City's Providence Asylum. In the end, the admiration of legions of men (chemically induced or not) wasn't enough to save her from madness induced by the rejection of one.

In battle, Luna Moth prefers to remain aloft until all possible opposition has been dealt with. Her primary weapons are pheromone based, with the specific usage depending on her whims. As her career progressed, said whims increasingly involved getting men to fight over her, especially married men and costumed superheroes. Anyone she couldn't control got cocooned.

If a heist goes bad, she's quick to fly away and save herself, provided her vanity has been reassured. Luna Moth feels no loyalty towards anyone but herself, so she readily abandons her minions and any other erstwhile allies if it allows her to make good her escape.

LEARNING ABOUT LUNA MOTH

Characters can learn the following about Luna Moth.

GATHER INFORMATION

DC 10 Luna Moth is a sexy, scantily clad winged supervillainess. Men go crazy over her, but not the Raven—he kept his mind on business and put her in jail where she belonged.

DC 15 Luna Moth's specialty is big-money robberies. She likes pretty things, and uses some sort of emotion-controlling chemicals to get them.

LUNA MOTH

PL 10

STR	DEX	CON	INT	WIS	CHA
+1	+1	+1	+8	+7	+9
12	12	12	26	24	28
TOUGHNESS		FORTITUDE		WILL	
+5/+1*		+3		+8	

*Flat-footed

Skills: Bluff 9 (+18), Craft (chemical) 6 (+14), Craft (mechanical) 5 (+13), Diplomacy 9 (+18), Gather Information 9 (+18), Knowledge (life sciences) 6 (+14), Knowledge (popular culture) 2 (+10), Knowledge (technology) 5 (+13), Sense Motive 9 (+16)

Feats: Attractive, Defensive Roll 4, Dodge Focus 4, Favored Environment (aerial) 6, Minions 4 (5 thugs [see Thugs, *M&M*, page 229]; fanatical)

Powers: **Device 4** (Cocooning gauntlets, hard to lose), **Device 2** (Gossamer wings, hard to lose), **Device 6** (Pheromone capsules, easy to lose)

Cocooning gauntlets: **Snare 10**

Gossamer wings: **Flight 5** (250 MPH)

Pheromone capsules: **Emotion Control 10** (Cloud Area [50 ft. diameter], Contagious, Fortitude Save; Ranged, Scent-Dependent; Selective Attack)

Combat: Attack +4, Grapple +5, Damage +1 (unarmed), Defense +8 (+2 flat-footed), Knockback -2 (-0 flat-footed), Initiative +1

Abilities 54 + Skills 15 (60 ranks) + Feats 23 + Powers 42 + Combat 16 + Saves 5 = Total 155

KNOWLEDGE (STREETWISE)

DC 15 "Yeah, I worked for Luna Moth one time. She didn't pay us a dime for helping her on a pretty big score, but you know something? I saw her in that outfit of hers up close, and that was payment enough."

CAPERS

I LIKE 'EM BIG AND STUPID

Luna Moth has always prized devotion over brains when it comes to men. If circumstances forced her to go looking for allies (such as the heroes ganging up on her), she'd gravitate towards big muscles and tiny brains.

Tom Cyprus is a natural for this role, but in the event of his being momentarily dead or otherwise occupied, a brand-new villain with similar attributes (look at the Hulking Brute archetype in *M&M*, page 216 for a good example) can easily fill in for the swamp monster. In any case, the next time the heroes take on Luna Moth, it'll be as one half of the greatest power couple since Captain & Tennille. Naturally, if one hulking brute isn't enough to even the odds, there's no law that says you can't grant her a supply of hulking *brutes*—as many as needed to ruin the characters' day.

NEVERMORE

Many a rock group has split over a woman, but when it comes to the Raven's archenemies, only a woman could bring them all together—namely, Luna Moth. Whether in pursuit of a really big score, petty revenge, or both, she's the impetus for putting the band back together for the very first time.

Depending on the Age, she might tempt Fear-Master with an offer to share her pheromone technology, and entice asylum-mate Conundrum with the possibilities of a united front. Magpie and the Conqueror Worm are all vulnerable to her seductive ways. A little nudge from her powers could bring Alister Usher, Doc Holiday, and King Cole aboard, just as their mutual interest in seeing Jasmine Sin out of Duncan Summers' life might convince Lenore and Dr. Sin to join.

In any case, an army of lunatics definitely calls for some outside help. They may be part of a posse the Raven rounds up for the Freedom City version of *High Noon*, or a rescue team after Summers falls before the villains' superior numbers.

MID-LIFE CHRYSALIS

The player characters are called to Providence Asylum after Luna Moth is found embedded in a cocoon (apparently of her own making) inside her cell. There's no obvious way to get her out or discerning what's happening inside the unexpected chrysalis without endangering her life, so the heroes are left wondering who or what is behind it all.

Luna Moth may have regained her sanity (or at least a part of it) and devised a way to get her youth back as well, or some outside force may be responsible. It could be any one of the first Raven's foes looking for revenge, from Doctor Sin to Fear-Master, or an unrelated A-list baddie like Doctor Simian or Mister Infamy. Whoever's responsible, the results of his or her handiwork soon become clear.

Eventually Luna Moth bursts from the cocoon more beautiful and dangerous than ever, having internalized her formerly gadget-based powers. Depending on the size and capabilities of the hero team and the amount of help she can expect, her power level may be higher as well. Her immediate goal is to make the characters fight and kill each other for her amusement, and force at least one male hero to fawn over her. If the characters fail to prevent her escape, she may reappear as a solo act, part of a gang of old and new Raven archenemies, working with the Crime League, or whatever else strikes your fancy.

PRETTY VACANT

The Freedom League contacts the characters asking for help. Lady Liberty's gone missing along with the other female members, and her teammates need volunteers for a search party. Luck—good or bad, the players can decide—leads the heroes to the increasingly unstable Luna Moth.

She's become convinced the reason her mojo didn't work on the first Raven was because of the pretty superheroines around him. Therefore she's been putting them under her control and ruining their looks (whether it's done with masks or something more vicious and permanent is your call). By the time the heroes locate Luna Moth, she's got an army of superwomen at her beck and call, forcing the good guys into a difficult battle with their former colleagues.

If set in the present day, Luna Moth's team can consist of the second Raven, Siren, Star Knight, Tess and Victoria Atom, Nereid, Seven, or anyone else the Gamemaster deems appropriate (game statistics for all these costumed ladies are in the *Freedom City* sourcebook). In adventures set in the Silver Age, the pheromone-controlled heroines can include the second Lady Liberty (Donna Mason—use the modern version's stats in *Freedom City*), the luminous Halogen (use the energy controller archetype in *M&M*, page 18), or Andrea Atom (use the gadgeteer archetype in *M&M*, page 19).

LADIES' NIGHT

It's a "girls night out" when Luna Moth and the vampire Lenore cross paths over their mutual interest in the brooding Raven. Lenore—as one of the undead—is immune to Luna's biochemical "charms," but still intrigued by their power to unlock the repressed side of mortal hearts and minds. Luna Moth, for her part, is fascinated by Lenore's power and clear love for luxury, making theirs a natural alliance, at least at first.

They might well ensnare the Raven in their seductive web or, for a change of pace, maybe they just happen to snare famed philanthropist Duncan Summers instead! Their efforts to draw out the Raven frustrated, they instead go on a combination late-night shopping and crime spree, daring the dark avenger to stop them.

In a modern game, the deadly damsels might still catch Duncan Summers in their web, or perhaps a rich and eligible hero in his secret identity, with much the same results. Sooner or later, Lenore is likely to get bored (and hungry...) and decide Luna Moth has served her purpose, which is not likely to sit well with the nocturnal thief. Smart heroes may be able to play the two of them off of each other when things start to break down, not-so-smart ones might end up fighting for either villainess when they start looking for pawns to settle their score!

MADAME ZERO

Real Name: Dr. Victoria Leonard	Identity: Public
Occupation: Physician, Researcher	Aliases: Ice Queen
Affiliation: Crime League (former)	Base of Operations: Mobile
Height: 5'8"	Weight: 130 lbs.
Eyes: Silver	Hair: White

Once upon a time, Victoria Leonard was happy. Not only was she married to the love of her life with a comfortable home in the suburbs but also her career was on track with a bright future. At the time, she was the leading expert on cryogenics in the United States, working with ASTRO Labs to develop cutting-edge life support and organ preservation systems. A brilliant physician and researcher, she was well respected in her field, and liked by her co-workers. The world was her oyster and she was glad to be a part of it.

Then it all came crashing down.

Victoria's husband, a successful lawyer, had been working late nights at the office on an important case. Victoria had barely noticed, engrossed as she was in her own work. One evening, however, she decided to surprise her spouse with a late night supper. Arriving unannounced at her husband's office, Victoria was heartbroken to discover him in a compromising position with a long-time female co-worker. Dazed and sobbing, Victoria ran from the office and back to her lab.

Victoria cried for hours locked alone in her lab before her husband called. He explained he was no longer in love with her and needed to move on, calling her cold and dispassionate, and accusing her of being married to her job more so than she was to her own husband. Devastated and overcome by despair, Victoria threw herself into one of her lab's Freon tanks, intent on taking her own life. However, the unbalanced storage unit overturned and struck an electrical panel. Searing cold and a bright flash was all Victoria experienced before losing consciousness.

Victoria awoke in the hospital, almost immediately overcome by the intense heat of her surroundings. Even the metal of the bed frame seemed too hot to grasp. The nurses tried to calm her but their touch was like fire. All Victoria could think about was how she needed to cool off, wishing with all her might that it could just be colder. Then suddenly, the room seemed to go quiet as her surroundings became finally, mercifully cooler. Victoria opened her eyes to find everything in the room, including the medical equipment and the nurses, encased in a thick sheet of ice. Gripped by surprise and panic, Victoria struggled to remove her now frozen IV, accidentally knocking a diagnostic monitor into an adjacent

wall as she did so, shattering the frozen wall, which allowed Victoria to escape.

Using her newfound powers, Victoria made it back to her now sealed laboratory and broke in. A brief self-examination and some tests revealed Victoria was a changed woman. While she had the ability to generate intense cold, she was also unable to tolerate temperatures much above freezing. After hastily assembling the first incarnation of her environmental suit, Victoria gathered some scant equipment and technical data before disappearing into the night.

Proof Victoria Leonard was still at large came when her husband and his lover were discovered frozen in a block of ice in a conference room of his Freedom City law firm. Her need for vengeance satiated, over the course of the next several weeks Victoria was forced to loot several medical storage facilities to acquire the equipment she needed to improve her environmental suit and survive. This, combined with the murder of a prominent Freedom City lawyer brought "Madame Zero" to the attention of the original Raven, beginning a long series of conflicts between the two.

Madame Zero was active in Freedom City during the 1960s. She was a constant source of turmoil for the original Raven and came into conflict with the second Lady Liberty on more than one occasion. She was even a member of one incarnation of the Crime League, although that effort to organize a group of super-villains fell apart very quickly due to personality conflicts. Eventually, Madame Zero's criminal career culminated in her capture by the Raven and a long-term prison sentence.

Some twenty-five years later, while watching a cable special on new developments in life support technology, Madame Zero was enraged to discover ASTRO Labs had been marketing the fruits of her cryogenic research and claiming credit for the development. Breaking out of prison, she began a one-woman war on ASTRO Labs facilities, bringing her into conflict with the current Lady Liberty.

Although she was able to stop Madame Zero's latest vendetta, Lady Liberty was unable to capture her and, so, Madame Zero remains at large.

Madame Zero is cold, both literally and figuratively. The betrayal of her husband so many years ago combined with the aftermath of the accident has left a huge scar on her psyche. She shuns all human contact and what compassion she may have had in



MADAME ZERO

PL 14

STR	DEX	CON	INT	WIS	CHA
+0	+1	+4	+6	+4	+0
10	12	18	22	18	10
TOUGHNESS	FORTITUDE	REFLEX	WILL		
16/+4*	+8	+4	+10		

* Without environmental suit and force field

Skills: Computers 4 (+10), Craft (electronic) 4 (+10), Craft (mechanical) 9 (+15), Disable Device 6 (+12), Investigate 4 (+10), Knowledge (life sciences) 8 (+14), Knowledge (physical sciences) 6 (+12), Knowledge (technology) 4 (+10), Language 3 (French, German, Italian), Medicine 10 (+14), Profession (doctor) 10 (+14), Search 4 (+10)

Feats: Attack Focus (ranged) 5, Diehard, Equipment 12 (as needed), Fearless, Improved Critical 2 (ice blast; 18-20), Inventor, Master Plan, Minions 8 (100 thugs [see Thug, *M&M*, page 229]), Ultimate Save (Fortitude)

Powers: **Blast 10** (cold, Fortitude Save, *Alternate Powers:* **Blast 14** (ice), **Create Ice 14** [Continuous Duration, Fades], **Snare 14**, **Trip 14** [ice slick, Burst Area], **Drain Toughness 10** [icy brittleness, Affects Objects, Ranged; Limited to Objects]), **Cold Control 8** (1,000-ft radius, *Alternate Powers:* **Environmental Control 8** [Hamper Movement; icy conditions]), **Device 5** (environmental suit, hard to lose), **Flight 4** (ice slides; Platform), **Force Field 4** (icy armor), **Immunity 11** (aging, cold effects), **Super-Senses 1** (infravision) *Environmental Suit:* **Immunity 9** (life support), **Protection 8** (Impervious)

Combat: Attack +7 (melee), +12 (ranged), Grapple +7, Damage +10 (cold blast), +14 (ice blast), Defense +12 (+6 flat-footed), Knockback -12, Initiative +1

Drawbacks: Weakness (heat; uncommon, major, cumulative -1 drain to all ability scores each hour, -4 points)

Abilities 30 + Skills 18 (72 ranks) + Feats 32 + Powers 92+ Combat 38 + Saves 13 - Drawbacks 4= 219 Total

her days as a physician and medical researcher is gone. She is a heartless killer made even more dangerous by her vengeful nature. She is likely to seek vengeance for any slight, both real and perceived and, given Madame Zero's capabilities, that presents a serious threat to Zero's intended victim.

Madame Zero's primary goal, however, is and always has been to find a cure for her disability and escape the confines of her environmental suit. To that end she is constantly engaged in research and experimentation designed to reverse her condition. Most of her criminal behavior revolves around supporting that goal, whether it's the acquisition of new equipment or sufficient capital to fund her research efforts. Although primarily a solo operative, as she shuns human contact whenever possible, Madame Zero has been known to hire underlings to aid in her bigger schemes. Similarly, she is likely to work with other technically minded criminals, particularly if such individuals have offered to aid in her research. She has worked with various incarnations of the Crime League and has an on-again, off-again working relationship with Dr. Simian who, being inhuman, makes for better company than most of the rest of Madame Zero's peers.

Madame Zero's strangest quirk is her environmental activism. While perhaps part of her psychosis and obsession with her own

physical condition, Zero is gravely concerned about global warming and secretly contributes funds to a variety of environmental charities. On more than one occasion, she has even gone so far as to destroy or otherwise hinder the operations of corporations she knows to be flouting government restrictions on the emission of greenhouse gases. Heroes with similar aspirations might find an unexpected ally in Madame Zero.

LEARNING ABOUT MADAME ZERO

Characters can learn the following information about Madame Zero.

GATHER INFORMATION

- DC 10** Madame Zero is a superhuman criminal whose real name is Dr. Victoria Leonard.
- DC 15** Madame Zero's "cold suit" gives her the ability to generate ice and cold.
- DC 20** Madame Zero's powers don't come from her suit. Instead, her suit serves to regulate her body temperature. She cannot tolerate temperatures above 40 degrees Fahrenheit. Without her environmental suit, Madame Zero would quickly succumb to the heat of a 60-degree day.
- DC 25** Madame Zero was, at one time, a brilliant researcher in the field of cryogenics. She designed her suit and all the various "cold" gadgets she is sometimes known to employ.

KNOWLEDGE (HISTORY)

- DC 15** Madame Zero has been around for quite awhile. She is known to have been a foe of the original Raven as well as the current Lady Liberty.
- DC 20** Madame Zero was originally dubbed the "Ice Queen" by the media but no one has referred to her by that pseudonym since she killed the reporter that originally published it.

CAPERS

BABY, IT'S COLD OUTSIDE

Tired of being confined to her environmental suit, Madame Zero has struck upon a plan to bring about a new Ice Age, making the world a more suitable environment for someone in her unique condition. Doing so requires a special device using unique and difficult-to-obtain components, affording the heroes an opportunity to learn of her plan and stop her. Madame Zero might find an ally in Glacier for this scheme (see **Glacier** in this book for details).

ICEBERG AHEAD

An iceberg has been sighted in one of the local waterways (bay, river, etc). Over the course of the next few days, more icebergs begin appearing, seriously disrupting shipping to and from the city. Madame Zero is causing the phenomena to delay the departure of a valuable shipment of technical equipment she needs to continue her research. If the heroes can determine the pattern of the icebergs' appearance and how it relates to disrupted shipping lanes, they may be able to prevent the theft.

THE MAGICIAN

Real Name: Carmine Broom	Identity: Public
Occupation: Criminal, Stage Magician	Aliases: Magus the Great
Affiliation: None	Base of Operations: Freedom City
Height: 5'8"	Weight: 145 lbs.
Eyes: Green	Hair: Black

Carmine Broom was a born showman. Learning songs and memorizing a few stand up jokes, he always held the crowd in the palm of his hand. He went through phase after phase, from wanting to be a rock star, to a comedian, to an actor, but one thing always remained: the show.

When he was twelve years old, an uncle gave him a book of magic tricks. Carmine was hooked. From that moment on, the phases ended, and he was locked in, he was going to be a magician. Studying every trick he could find, his repertoire grew by leaps and bounds.

He performed endlessly. At first just for his parents, then friends, eventually he began working parties and events as "Magus the Great." With every paycheck, Carmine's library and workshop grew. After high school, he went on the road. There was only so much to be learned from books. It was time to find a mentor. Hitting the big two, Las Vegas and New York, he eventually found a stage magician willing to show him the ropes, Anton the Wise. Impressed by what he already knew, Anton used him to fill out his act and build props.

Night after night Anton preformed Carmine's illusions while claiming all the credit. He spent three years toiling for Anton before he finally had enough. Taking his notes and props, he set out on his own. Anton was furious, and began spreading rumors about Carmine stealing his act. Wherever he went "Magus the Great" was shunned.

Carmine didn't last long. With the majority of his act already branded as Anton's, he was labeled a hack by even the uninitiated. Always one for showmanship and theatrics, he decided the only way to start over was to fake his own death and invent a new persona. He arranged the most elaborate show he could imagine: fireworks, show girls, disappearing cars, anything that would wow the crowd. The entire night was a success, until the final piece. The last illusion was a variation of Houdini's famous water escape.

Timed to the second, Carmine would have to perform flawlessly for the illusion to work. When the time came, he hesitated, distracted by a hint of motion in the crowd. That split second was all it took for his already miserable career to be flushed away.

Fireworks were timed to cover his real escape from the tank. With his hesitation, Carmine missed his mark. He panicked. Thrashing and kicking he managed to break the tank seals, spilling thousands of gallons of water into the crowd. A second set of fireworks, meant to signal his appearance on stage, were all it took to send the audience into a mad rush for the exits. By the end of the night he was arrested and three people were dead, trampled by the fleeing crowd. The papers called it a tragedy, but he knew it wasn't his fault.

Carmine served his prison sentence, but his time was hard. After several attempts to revive his career, he was out on the street and broke. Bitter and angry, he took what he knew and turned it into a profitable enterprise: Crime.

With his experience misdirecting an audience night after night, it was a simple matter to distract a few clerks or bank tellers at just the right moment.

He started out small, shoplifting and petty theft. Once accustomed to the small comfort his new career provided, Carmine included his taste for theatrics



THE MAGICIAN						PL 7
STR	DEX	CON	INT	WIS	CHA	
+1	+4	+1	+3	+3	+4	
12	18	12	16	16	18	
TOUGHNESS		FORTITUDE		REFLEX		WILL
+4		+4		+7		+5
Skills: Bluff 12 (+16), Concentration 8 (+11), Craft (electronic) 8 (+11), Craft (mechanical) 8 (+11), Diplomacy 12 (+16), Disguise 12 (+16), Escape Artist 12 (+16), Knowledge (behavioral sciences) 8 (+11), Language 1 (Latin), Notice 8 (+11), Perform (acting) 7 (+11), Profession (stage magician) 12 (+15), Sense Motive 8 (+11), Sleight of Hand 12 (+16), Stealth 8 (+12)						
Feats: Ambidexterity, Assessment, Distract (bluff), Fascinate (bluff), Hide in Plain Sight, Inventor, Quick Change 2, Redirect, Taunt						
Powers: Device 3 (hypno-wheel, easy to lose), Device 1 (image distorter, hard to lose), Device 8 (image & sound projector, hard to lose), Device 2 (smoke bombs, hard to lose), Device 3 (voice modulator, hard to lose), Feature 1 (mimicry), Protection 3 <i>Hypno-Wheel:</i> Confuse 7 (Perception Range) <i>Image Distorter:</i> Mirror Image (Alternate Power: Blur) <i>Image & Sound Projector:</i> Illusion 12 (all visual senses and auditory) <i>Smoke Bombs:</i> Obscure 4 (all visual senses, 50 ft.) <i>Voice Modulator:</i> Hypnosis 6 (Alternate Power: Super-Ventriloquism 2 [100 ft.])						
Combat: Attack +7, Grapple +8, Damage +1 (unarmed), Defense +7 (+3 flat-footed), Knockback -2, Initiative +4						
Abilities 32 + Skills 34 (136 ranks) + Feats 10 + Powers 66 + Combat 28 + Saves 11 = Total 181						

and turned his newfound criminal career into a show. Flashy costumes and dual identities were second nature to him. After a few days reworking his stage show and costume, the Magician was born.

Although his tricks and illusions were spectacular, the Magician's criminal career was anything but. Hitting the Eastern Seaboard Bank Building was not the best choice for a first heist. His planned escape route was to cross the Wading River and disappear into Hanover. He was caught before he reached 40th and Charles, less than three blocks from the bank.

To add insult to injury, his captors were students on a field trip from Claremont Academy. Now a dedicated criminal, he refused to serve his time in Blackstone, put his training to use, and escaped before arriving at the penitentiary.

Almost immediately re-captured by Johnny Rocket, the Magician was sent back to Blackstone. Not content to sit and wait, he promptly escaped again, vowing revenge against the super-speedster. He devised an elaborate plan to ransom the Sentry Statue and humiliate Johnny Rocket. Using dozens of concealed image projectors throughout Riverside Park, he made the Sentry Statue disappear. Hijacking the local TV stations and taking credit for the crime, he demanded a ten million dollar ransom, to be hand-delivered by Johnny Rocket.

Johnny sped to the scene, only to be ambushed. With his voice-modulating equipment, the Magician was able to disorient Johnny, causing him to babble incoherently for several minutes. The Magician reveled in Johnny's condition, broadcasting it live through-

out the city. As he recited a prepared speech detailing how brilliant he was, he failed to notice Johnny had recovered his wits. Winking to the camera, the speedster raced through the park, disabling the image projectors, revealing the Sentry Statue again.

Johnny made short work of the Magician and took him back to prison. Within hours, he had escaped again. Though his current whereabouts are unknown, he is most likely planning his next big heist, and performance.

The Magician is a master of misdirection and legerdemain. A brilliant stage performer, he has invented many devices that aid his illusions, from image projectors to speech modulators, smoke bombs to image distorters.

In a typical encounter he uses pre-programmed image projectors scattered throughout the area. Using these to full advantage, the Magician runs heroes through a gauntlet of terrifying illusions in the hopes of shaking his pursuers. He rigs several projectors to display his image fleeing in random directions away from his planned escape route to fool heroes.

When cornered or directly confronted, the Magician uses his image distorter to create multiple illusory copies of himself to confound the heroes. These images scatter, hopefully getting a few heroes to chase them. He is also fond of befuddling heroes, whether using his hypno-wheel to confuse, his voice modulator to control, or his image projectors to deceive, he takes every opportunity to turn the heroes on each other or simply cause them embarrassment. As a last resort he uses his smoke bombs to cover his escape, or simply hides behind an illusory wall or within a faux trashcan until pursuers pass him by.

The Magician is a third-rate villain with delusions of superiority. He is the perfect example of a "turnstile villain." He's not moral enough to go straight or quick enough to avoid capture for long, but there is simply no jail that can hold him, so he'll always be back. Ever vindictive, he holds a grudge against any heroes who put him in jail, and always goes after the last to put him there when he escapes.

LEARNING ABOUT THE MAGICIAN

Characters can learn the following information about the Magician.

GATHER INFORMATION

- DC 10** The Magician is a criminal whose real name is Carmine Broom.
- DC 15** Carmine was a stage magician before being locked up for manslaughter.
- DC 20** Carmine's stage name was Magus the Great. He worked for Anton the Wise for years before setting off on his own.
- DC 25** Carmine blames Anton for stealing his act and ruining his career.

PROFESSION (STAGE MAGICIAN)

- DC 10** The Magician was once a stage magician who went by the name Magus the Great.
- DC 15** Magus the Great was the stage name of Carmine Broom, a former assistant to Anton the Wise.
- DC 20** Anton the Wise was a two-bit hack before taking on Carmine as an assistant. Once the two began working together, Anton's performance became spectacular.

DC 25 Anton's routine was clearly stolen from a much more talented magician. Since Carmine left his service, Anton's show fell back into clumsy hack work.

KNOWLEDGE (ARCANES LORE)

DC 15 It is easy to tell by watching the Magician that he is using elaborate stage magic and not real magic.

CAPERS

SMOKE AND MIRRORS

The Magician has taken up residence in an amusement park just outside of Freedom City (Ocean Heights, perhaps; see *Freedom City*, page 50). Repairing and re-opening the park, the Magician uses the mirrors, flashing lights, and spinning wheels to hypnotize the patrons. It is not long before he has ensnared scores of people to do his bidding and a crime-wave strikes the city. The heroes have to trace the common element of the mind-controlled thralls back to the park and beard the Magician in his (well-prepared) den of traps and tricks.

NIGHT ON THE TOWN

Over the last few weeks there have been strange reports of a well-established hero misbehaving. While causing no real harm, the hero has been treating people harshly, acting rude towards everyone within earshot, yelling at children, swearing at police and city officials. The hero's reputation is plummeting, but he or she claims innocence. It is really the Magician using his image projectors and talent for voice imitation causing the trouble. The heroes must discover the truth before the victim's reputation is ruined and the entire city turns on him—and them for helping him.

THE COUNTERVERSE

The universe of anti-matter, the Counterverse, has a lot in common with Anti-Earth, but it has some significant differences.

First, the physical appearance of all Counterverse characters is reversed. To our eyes, everything there appears like a photographic negative.

Secondly, the language of Counterverse, anti-English, is identical to regular English, except it's backwards. Those who speak backwards English (or who record backward English and play it backwards) will be able to understand what Counterverse characters are saying.

Third, Counterverse characters are *not* morally reversed from Earth. However, opposites do *not* attract; they have an unconscious hatred of anyone from the matter universe, and their counterparts are at the top of the list. Likewise, our heroes have the same ingrained attitudes towards citizens of the Counterverse. Even the sweetest, gentlest, most mild-mannered person on Earth will want to rip their counterpart's eyes out of their sockets with their fingernails. It's a law of nature.

Therefore, when a character from one universe encounters a character from the other, they each need to make a Will save (DC 10) to avoid attacking the other person. The more closely they know the person, the stronger the impulse becomes: if heroes encounter the counterpart of someone they know from their own universe, the Will save DC goes up to 15. Moreover, if a hero should encounter his or her actual counterpart, it goes up to DC 20.

This combative instinct is insistent. Even if a hero makes a successful save, a new one is required a minute (10 rounds) later (that is, they have a minute to talk before the combat urge hits them again).

It's dangerous to touch someone from the Counterverse. If someone (heroes included) does make physical contact with someone from the Counterverse who is not their counterpart, they risk being stunned. Treat this as a Stun effect at half the character's power level (minimum of rank 1), applied to both the character and the target. If either succeeds on their saving throw, neither is affected (though both feel it). If both fail, they're both stunned (use the worse of the two die rolls to determine the stun effect).

If a hero touches his doppelganger, the results are potentially lethal. Each must make a save versus a Disintegration effect at half the character's power level. If both succeed, there is no effect. However, if either fails, they both suffer a Stun effect (as per the Stun power) of the same level. If *both* fail, both are disintegrated.

If this sounds too harsh, change it as follows: both subjects are only *apparently* disintegrated. What really happens is they are teleported to the Strife Zone, a void between dimensions where they will battle each other for eternity, unless someone manages to pull them out of the fight.

NEGATOR

Real Name: Michael Cunningham	Identity: Public
Occupation: Scientist, Criminal	Aliases: None
Affiliation: Villain	Base of Operations: Mobile
Height: 5'8"	Weight: 225 lbs.
Eyes: Brown	Hair: White (formerly auburn)

Why shouldn't a man dream of the cosmos or, if there are uncounted universes beyond our own, of the infinite itself? Dr. Michael Cunningham was such a man.

So, in the Counterverse, the universe of anti-matter, was Dr. Leahcim Mahgninnuc.

Both men worked in experimental laboratories and simultaneously looked in on each other and saw their mirror images. Two universes brought together by a fluke. Their laboratories peered into the interstitial space that separated the universe from the Counterverse, when something went wrong. The resulting explosion sent shockwaves into both universes. Cunningham and Mahgninnuc were caught in the explosion but somehow survived. Their survival was complicated: the two men were fused in the explosion, with the right half of Cunningham's body connected to the left side of Mahgninnuc's, transforming him into a creature who was half matter, half anti-matter. By all the laws of nature, he should have been dead. His survival is one of the great scientific mysteries of our time.

However, the Cunningham/Mahgninnuc fusion did more than just survive. It evolved. He controlled vast energies; with a thought, the atoms of two universes danced from his fingertips and became lightning. Unfortunately, the collision between matter and anti-mat-

NEGATOR

PL 14

STR	DEX	CON	INT	WIS	CHA
+5	+6	+5	+8	+1	+1
20	23	20	26	13	12
TOUGHNESS	FORTITUDE	REFLEX	WILL		
+14/+5*	+12	+12	+12		

* without Force Field

Skills: Computers 12 (+20), Concentration 8 (+9), Disable Device 8 (+16), Intimidate 19 (+20), Knowledge (earth science) 8 (+16), Knowledge (life science) 4 (+12), Knowledge (physical sciences) 16 (+24), Knowledge (tactics) 8 (+16), Knowledge (technology) 12 (+20), Language (anti-English), Notice 4 (+5), Sleight of Hand 4 (+10).

Feats: Beginner's Luck, Eidetic Memory, Equipment 10 (Headquarters), Fearless, Fearsome Presence 5 (DC 15, 25 ft.), Inventor, Luck 7, Master Plan, Seize Initiative

Powers: **Blast 14** (antimatter; *Alternate Power:* **Disintegrate 7**), **Force Field 9** (Impervious), **Flight 12** (50,000 MPH), **Immunity 29** (life support, lethal energy damage), **Summon Antimatter Duplicates 14** (Heroic, Fanatical, Horde; Progression 4 [up to 10 at once]), **Super Movement 1** (dimensional movement to anti-matter dimension)

Combat: Attack +14, Grapple +19, Damage +5 (unarmed), Defense +14 (+7 flat-footed), Knockback -11 (-2 without Force Field), Initiative +6

Drawbacks: Explodes when Force Field is drained (see **The Counterverse** sidebar; uncommon, major; -3)

Abilities 54 + Skills 27 (108 ranks) + Feats 28 + Powers 162 + Combat 56 + Saves 24 - Drawbacks 3 = Total 348

ter in the body of one man created a living contradiction, a man at war within himself and the forces of two realities. It was enough to drive even an intellect as finely honed as Cunningham/Mahgninnuc insane. Calling himself Negator, he became the latest in a long line of supervillains to plague the world.

Negator's mental state is fractured, as three personalities wrestle for control of his body. First, there's Michael Cunningham: when he is in control of his body, Negator seeks a cure for his condition at any cost (and heaven help anyone who gets in his way). Second, there's Mahgninnuc; when the anti-matter part controls him, he's a cold megalomaniac wants to find a way to bring the armies of the Counterverse into our dimension so they can conquer it. Then there's the third personality, the Negator, the maddest of them all. A fusion of both; he's Cunningham's desperation crossed with Mahgninnuc's cruelty. The Negator seeks to unite both universes and end their suffering via "universal harmony," meaning mutual annihilation.

Usually, the switch between personalities

is produced by severe mental strain (such as a powerful telepath going into his head, suffering a serious setback or defeat, etc.) encouraging one of the recessive personalities to gain the upper hand. Cunningham's goals might be seen as the best of the lot, unfortunately even Cunningham-Negator is a raving paranoid who believes everyone is trying to destroy him. Mahgninnuc is a calm, calculating man who believes emotional displays are a sign of weakness. Negator is a fusion of the two (who acts a lot like a traditional master villain).

Regardless of which personality is in control, Negator has access to all skills, memories, and powers. The three villains share the same resources and seem reluctant to trash each other's work, even though each personality's goals are at cross-purposes and they loathe sharing the same body.

Negator wears a costume that consists of a military-style jacket and leggings, blue and white on the right side, red and black on the left side.

CAPERS

TRIBAL MERGE

Tired of the conflict between his various personae, Mahgninnuc seeks to end it once and for all—by having a criminal telepath perform psychic surgery on him. He will be left in control of Negator's body. However, to prevent relapses, the other personalities will need to be transferred into other bodies—and unfortunately the telepath has chosen a friend of the heroes as a receptacle for one of the losers.

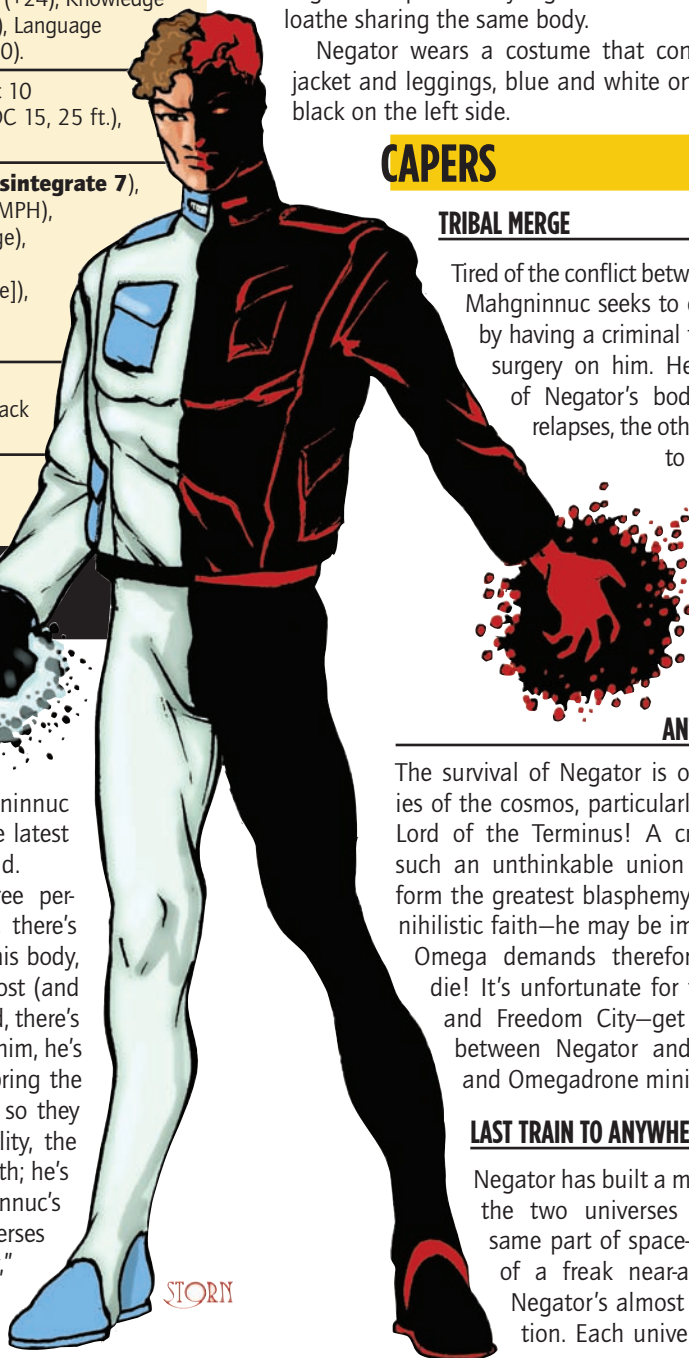
WHAT'S THE MATTER, ANTI-MATTER?

The survival of Negator is one of the great mysteries of the cosmos, particularly for one man—Omega, Lord of the Terminus! A creature able to survive such an unthinkable union might be able to perform the greatest blasphemy of all against Omega's nihilistic faith—he may be immune to entropy itself!

Omega demands therefore, that Negator must die! It's unfortunate for the heroes when they—and Freedom City—get caught in the middle between Negator and Omega's Annihilators and Omegadrone minions.

LAST TRAIN TO ANYWHERE

Negator has built a machine meant to realign the two universes so they'll occupy the same part of space-time. Taking advantage of a freak near-alignment of cosmoses, Negator's almost succeeded in his operation. Each universe has only one object



that hasn't been synchronized: a pair of trains heading for their universe's version of New York's Union Station. The heroes must stop their universe's train from arriving on time—while simultaneously stopping their counterpart's attempt to stop their own train.

NERO

Real Name: Nicholas Rourke	Identity: Public
Occupation: Glass-blower	Aliases: Nick the Mick
Affiliation: None	Base of Operations: Freedom City
Height: 5'11"	Weight: 170 lbs.
Eyes: Blue	Hair: Red

As a child in Freedom City's West End neighborhood, Nick Rourke suffered considerable physical and emotional abuse at the hands of his alcoholic father. After his mother's "accidental" death when he was twelve, Nick was the sole survivor of a house-fire that killed the rest of his family.

Growing up in a series of foster homes, "Nick the Mick" eventually drifted into petty crime and developed a case of pyromania that got him kicked out of school for endangering other students. He became a small-time criminal and arsonist-for-hire, until a fateful job for August Roman involving a Grant Conglomerates warehouse resulted in a massive explosion. Somehow, Nick was not only thrown clear by the blast, he survived without a mark on him. It was then Mr. Roman realized his true potential.

"Nero," as Roman nicknamed him, used his pyrokinetic powers for some insurance scams and other arson in Freedom City, but the crime lord eventually realized Nero was of limited usefulness: his powers were anything but subtle and rapidly growing, along with his pyromania and obsession with "the divine Nero." Even Roman wondered how long he could be kept under control. So he decided to send Nero out in a blaze of glory (so to speak) and arranged for the Centurion to catch word of one of his upcoming jobs.

Nero's powers nearly proved a match for Centurion (who had to divide his attention between Nero and the people threatened by the fires Nero set), but Nero lost in the end. As Roman hoped, however, Nero developed a mad fixation on Centurion, who he saw as just another bully trying to push him around. He escaped confinement and confronted the Centurion on a number of other occasions, his pyrokinetic powers growing to the point where he could summon giant monsters formed out of "solid fire." The battles culminated in Nero's attempt to burn all of Freedom City to the ground. He was captured, judged unfit to stand trial, and committed.

Nick Rourke was incarcerated through August Roman's fall from power and even the Centurion's death. The loss of everything connected with his old life seemed to change Rourke for the better and he made significant progress in his therapy. The more his mental state improved, the more his powers seemed to diminish. A few years ago, when he was pronounced cured, all he retained was an apparent immunity to heat and fire. Upon his release, he took up his interest in art, becoming a glass blower, a job well-suited to a man able to hold molten glass in his bare hands. Now older and wiser, all Nick Rourke wants is a quiet life and to forget his criminal career.

Unbeknownst to him or his doctors, however, Nick's "Nero" per-

NERO

PL 14

STR	DEX	CON	INT	WIS	CHA
+0	+1	+1	+3	+3	+2
10	12	13	16	17	14
TOUGHNESS	FORTITUDE	REFLEX	WILL		
+20*/+5/+1**	+7	+6	+9		

*Against weapons, **Flat-footed

Skills: Bluff 6 (+8), Concentration 12 (+15), Distract (Intimidate) 6 (+8), Notice 6 (+9), Sense Motive 6 (+9)

Feats: Defensive Roll 4, Distract, Improved Defense, Seize Initiative

Powers: **Fire Control 16** (*Alternate Powers:* **Animate Fire 10** [150-point construct; Continuous Duration; Limited to fire], **Blast 8** [fire, Concentration Duration, Perception Range], **Blast 16** [fire], **Nullify Fire 8** [Burst Area, Perception Range]), **Immunity 6** (fire damage and hot environments), **Protection 14** (Impervious; Limited to weapons that burn or melt), **Strike 14** (fiery aura; Aura, Sustained), **Super-Movement 2** (air walking 2)

Fire Construct (typical): Str 46, Dex 10, Wis 10 (no Con, Int, or Cha); **Growth 16** (colossal; +32 Str, +8 Toughness; Continuous, Permanent; modifiers included in combat traits), **Protection 10** (Impervious), **Strike 8** (fiery aura; Aura, Sustained), **Super-Movement 2** (air walking 2); Attack +0, Grapple +44, Damage +18 (unarmed, plus fiery aura), Defense +0, Knockback -30, Initiative +0; Toughness +18, Fortitude -, Reflex +0, Will -

Combat: Attack +6, Grapple +6, Damage +0 (unarmed), +16 (blast), Defense +8, Knockback -2 (-16 vs. weapons that burn or melt), Initiative +1

Abilities 22 + Skills 9 (36 ranks) + Feats 7 + Powers 116 + Combat 28 + Saves 17 = Total 199

sona isn't gone, merely sublimated, deeply buried in his psyche. Rourke might be able to keep it that way, so long as nothing happens to trigger him. If something does, then Nero will return with a vengeance, fiddling while Freedom City burns....

LEARNING ABOUT NERO

Heroes can learn the following about Nero.

GATHER INFORMATION

- DC 15** Nicholas Rourke, alias "Nero," was a powerful pyrokinetic arsonist who went up against the Centurion years ago. He was eventually put away, never stood trial because of an insanity plea.
- DC 20** Nick Rourke was released from custody a few years ago, after being pronounced cured and was a model patient during his incarceration. He's supposedly lost his powers, but still lives in Freedom City in the West End neighborhood.
- DC 25** Rourke worked for August Roman back in the day. Like a lot of things connected with Roman, nobody's been able to prove it, but that's what I've heard from some people I trust.
- DC 30** When he realized he wouldn't be able to control him, August Roman set Nero up as an enemy for Centurion, hoping they would take each other out, two birds, one blowtorch.

KNOWLEDGE (BEHAVIORAL SCIENCES)

DC 15 Nicholas Rourke was once the fire-controlling pyromaniac criminal known as Nero. He fought the Centurion on a few occasions, and he's a classic case study of a superhuman whose powers may have been driven by his mental illness.

DC 20 Rourke successfully went through treatment and was released from psychiatric care a few years ago. The process of overcoming his pyromania and megalomania also seems to have removed his powers, lending credence to the theory connecting them to his mental state.



DC 25 Although Rourke seems mentally healthy, it's noteworthy he apparently retained some resistance to heat. It's theoretically possible his powers might only be latent, or held behind some sort of self-imposed mental block. If so, stress could potentially trigger them once more.

KNOWLEDGE (HISTORY)

DC 10 Nero was a flame-wielding villain who fought Centurion a few times. He was best known for creating big, fiery creatures like phoenixes and giants Centurion would smash into cinders before finally taking Nero down.

DC 15 Nero never stood trial, being judged mentally incompetent. He was put in a mental institution instead, and eventually cured.

CAPERS

BORN IN FIRE

Rourke's buried Nero personality begins to emerge while he sleeps. Although Nero cannot take control of Nick Rourke's body, he can influence his powers sufficiently to create and control a body of "living fire" for himself, with powers similar to those of Nero's fiery constructs. Now the "new" Nero sets fires and carries out crimes as the whim takes him, highly resistant to harm and possessed of considerable power. If defeated or captured, he simply vanishes like a snuffed-out fire. Naturally, heroes who do a bit of legwork can find Nick Rourke, who can offer no explanation for what's happening. He's terrified about all of it, and the stress might allow Nero the opportunity to fully take control.

BURN NOTICE

An arsonist using Nero's M.O. is setting suspicious fires in Southside, Lincoln, and the West End. A fireproof golden laurel leaf was found at the last crime scene, implicating Nick Rourke, who is secretly afraid he's guilty; committing the crimes as Nero without even being aware of it. Is he starting to crack-up? Is the "Nero" side of his personality surfacing again? In fact, Rourke is innocent; the arsonist is actually Firebug (see **The Thieves Guild** in this book). Firebug is just having some fun, hoping to attract June Abados' attention and using Nero's M.O. as cover. Naturally, this affront may set the real Nero off looking to squash Firebug, or at least make him *intimately* acquainted with his beloved flames.

THE MADNESS OF NERO

A journalist doing a story on the Moore administration years in Freedom City arranges an interview with Nick Rourke, revealing to him evidence that August Roman set him up to fight the Centurion, clearly in hopes of one or both of them eliminating the other. The revelation brings the vengeful Nero to the fore and sets him on a path of revenge on the aging crime-lord. The mad pyrokinetic is willing to burn through any obstacle in his path, and Roman (or his daughter, Saturnalia) might well turn to the heroes for help.

RECALL

Real Name: George Mitchell	Identity: Public
Occupation: Ex-Librarian, Criminal	Aliases: None
Affiliation: None	Base of Operations: Freedom City
Height: 6'1"	Weight: 160 lbs.
Eyes: Brown	Hair: Brown

George's mother, Shelly, died in childbirth, forcing his father, Keith to raise him alone. George was an unusual and sickly child. Born with a weak body, but a perfect memory, he grew up always knowing he was different.

They lived in a Detroit suburb and his father was an autoworker. When the industry went sour, Keith was laid-off, started drinking heavily, and often took his disappointment and frustration out on young George. His father was harsh, but, by accident, managed to teach him to value brains over brawn.

George spent all his free time reading. He soaked up every fact and figure he ever saw. Over time he gained a broad knowledge of many topics, and would have excelled at school, but he chose to hide his gift and presented himself as an average student.

School was a brutal time for George. Being from a small town where sports and physicality were prized above all else, he was frequently bullied. Being unable to defend himself made him that much more of a target. He often walked home past the bar his father frequented. Peeking in, he saw his first real fight: a highlight reel of the weeks' boxing matches on the TV inside. In those few moments he memorized all the basics of the Sweet Science, before the older men shoed him away.

The next day when he was tormented at school, those brief glimpses flashed across his mind again and George laid one of the bullies out. The others ran, surprised by their victim's newfound prowess. He reveled in his victory, but soon went back to old habits, reading every waking moment and trying to be normal and fit in. The bullies left him alone after that. But the encounter did nothing for his social life. He was even more of an outcast because of the fight.

George's father pushed him to go to college and get out of their small town after high school. Knowing George was different, his father made him promise to try on the SATs. He managed a perfect score and earned a full college scholarship.

Though he could have done anything, George chose to earn a degree in history and eventually a master's in library science. He loved books and wanted a simple, quiet life as far from the smell of sweat and grease as he could find. After graduation he moved to Freedom City and took a job at a neighborhood branch of the Freedom Public Library.

His wish was granted. He spent years working as a librarian, quietly reading anything he wanted. But, his peaceful life was shattered one day when he was standing in line at the bank. Two men entered the bank to rob it. They wore masks and beat the security guard unconscious as the patrons looked on in terror. George remembered the helplessness he felt in the face of bullies growing up and attacked the robbers. There was a struggle for the gun and George was shot in the belly. The robbers left him bleeding as they finished clearing out the registers.

RECALL

PL 10

PHYSICAL			MENTAL		
STR	DEX	CON	INT	WIS	CHA
+3	+4	+3	+6	+4	+3
16	18	16	22	18	16
TOUGHNESS		FORTITUDE		REFLEX	
+8/+4*		+5		+8	
*flatfooted					

Skills: Bluff 8 (+11), Concentration 8 (+12), Gather Information 8 (+11), Intimidate 8 (+11), Investigate 8 (+14), Knowledge (behavioral sciences) 8 (+14), Knowledge (civics) 8 (+14), Knowledge (current events) 8 (+14), Knowledge (history) 8 (+14), Knowledge (streetwise) 8 (+14), Knowledge (tactics) 8 (+14), Notice 8 (+11), Profession (librarian) 8 (+11), Search 8 (+14), Sense Motive 8 (+11)

Feats: All-out Attack, Assessment, Attack Focus 3 (melee), Defensive Attack, Defensive Roll 4, Dodge Focus 4, Eidetic Memory, Elusive Target, Equipment 5, Evasion 2, Improved Block 2, Improved Disarm 2, Improvised Tools, Jack-of-All-Trades, Master Plan, Minions 7 (10 assassins [see Assassin, *M&M*, p. 226]), Move-by Action, Power Attack, Takedown Attack, Uncanny Dodge (visual), Weapon Bind, Weapon Break, Well-Informed*

* *Note:* These feats are inherent to Recall, not gained through his powers.

Equipment: Distribute Recall's equipment points to fit any skills or feats acquired and to suit the current encounter

Powers: Reflex Memory 8 (40 points; Feats, Innate)

Combat: Attack +11 (melee), +8 (ranged), Grapple +14, Damage +3 (unarmed), Defense +12 (+4 flat-footed), Knockback -4 (-2 flat-footed), Initiative +4

Abilities 46 + Skills 30 (120 ranks) + Feats 44 + Powers 81 + Combat 32 + Saves 8 = Total 241

George spent a month in the hospital in a shared room. His roommate was an aging sports fan obsessed with that year's Olympics. He watched all the events during his stay, soaking up every bit of athleticism from the participants. Tired of the complaints, his roommate threw a tray of food at him. George lost his temper, vaulted out of bed, and strangled the older man.

He loved the feeling of control and power the murder brought him. He decided to put his power to use and began training in earnest. With the extensive coverage the media gave to superheroes and villains, he quickly memorized the skills necessary to become a world-class assassin.

Operating under the name Recall, he quickly gained a reputation as a consummate professional. It wasn't long before Recall's various jobs brought him to the attention of the local superhero community. During his first encounter with a costumed vigilante, Recall gleaned even more athletic ability from the hero. After defeating him, Recall decided to escalate his game, by hunting the heroes.

He started picking off a few small-time vigilantes as they were the perfect source of skills and tricks. He would have moved up to the more prominent martial artists, but the Raven discovered his pattern and tracked him down.

A creature of habit, Recall refused to fight the Raven on her terms. He sent in some hired guns to slow her down so he could make good on his escape. With a worthy target to focus on, Recall began



to study. He watched every recording of this Raven and the last. He orchestrated a minor disaster within her normal patrol area in the hopes of drawing her out, again relying on some goons to test her before entering combat himself.

The Raven made short work of the gang, barely breaking a sweat. Recall used this time to memorize whatever the tapes had not captured. Thinking himself ready, he joined the battle. Despite his memorized skills and talents, he was soundly beaten. Put on trial for the murders he committed, his real identity was revealed to the world. Sentenced to life in prison without the possibility of parole, Recall swore revenge on the Raven and Freedom City.

Recall spent a few months in jail before he had watched the prisoners and guards long enough to cobble together the skills he needed to escape. Once back on the streets, he put together a new gang and started planning his revenge.

Deciding to avoid the Raven for a time, he focused on gaining new techniques from other costumed heroes. He managed to take out a few street heroes before a second encounter with the Raven put a stop to his crime spree. Tried again, and sentenced to death, he again entered Blackstone Penitentiary. Despite the precautions of the Blackstone guards and his near constant seclusion from the other prisoners, he escaped a second time.

Again at large and seeking revenge, Recall changed strategies: he would crack the Raven's secret identity. Narrowing the list of suspects to Freedom City's affluent elite, he eventually found his prey, Callie Summers. He confronted the Raven and announced his plan. Thanks to the quick thinking of Pseudo, he was fooled and the Raven's secret was saved, for now, at least, but Recall escaped and remains at large.

Recall sends minions to test heroes before engaging them directly. Watching from a nearby vantage point, he memorizes the heroes' every move, personal combat styles, patter and code-phrases, team tactics...every possible detail, anything he can use to his advantage.

He is a planner. Whenever possible he uses his Master Plan feat before taking on the heroes. If he cannot take the time to memorize his enemies' skills before a battle or does not have a plan in place, Recall retreats. He makes it a point to defeat the heroes later, after taking time to watch every scrap of footage about them, repeated "testing" by his minions, and formulating the perfect plan to humiliate them.

LEARNING ABOUT RECALL

Characters can learn the following information about Recall.

GATHER INFORMATION

- DC 10** Recall (real name George Mitchell) is a professional assassin. He has been in and out of prison several times, and is under a death-sentence for his crimes.
- DC 15** Recall uses different weapons and tactics every time he attacks.
- DC 20** Recall often fights weapon-based foes with replicas of their own weapons.
- DC 30** Recall can copy any physical skills he sees.

KNOWLEDGE (STREETWISE)

DC 15 Recall focuses on martial artists and weapon-based heroes.

DC 20 Recall hires himself out to fight superheroes in order to acquire new skills.

KNOWLEDGE (TACTICS)

DC 15 Recall is meticulously working his way up the hero food chain; first fighting street-level heroes, then more capable martial artists.

DC 20 Recall follows the same basic pattern when fighting heroes: send in his goons, observe the battle from a distance, then strike.

DC 30 Whenever Recall's pattern is broken, he usually retreats to plan for the next encounter.

CAPERS

BAIT AND SWITCH

If there are any prominent martial arts, weapon-based, or training-origin heroes, Recall seeks them out to memorize their skills and feats. He typically engineers a disaster (house-fire, run-away train, or something similar) in the target hero's patrol area. Sending in his minions, Recall watches the hero long enough to memorize their style before coming in to finish the job.

TIME WILL TELL

Recall has been observing the heroes. He has studied their coverage in the media and lured them to various emergencies over the last few weeks. Using all the information he has gathered, Recall uncovers one hero's secret identity. He attempts to blackmail the hero into whatever compromising position he can, with full media coverage, of course, before revealing the victim's true identity to the world.

MY KUNG FU IS STRONGER:

Recall discovers a martial arts tournament put on by the Shambala Temple (see *Freedom City*, page 94). The winner gains control of considerable mystic power. He secretly infiltrates the temple to observe the combatants, gain their skills, and win, seizing the prize for himself. Although some might say he's cheating, the Shambala monks allow Recall to compete. Can the heroes defeat him?

THE INFILTRATOR

Recall ambushes and captures a skill-based male hero (Bowman and Foreshadow are good *Freedom City* possibilities), then disguises himself as that hero in order to infiltrate the group and observe them in action close up. He also hopes to gain access to things like the team's headquarters and other sensitive information and materials. Then he'll either set the heroes up for one of their many enemies (who'll pay to have them handed over on a silver platter) or sell information to the highest bidder. Can the heroes detect the deception in time and rescue their friend as well?

RED DEATH II

Real Name: Cecilia Rogers

Identity: Public

Occupation: Vigilante

Aliases: None

Affiliation: None

Base of Operations: Freedom City

Height: 5' 10"

Weight: 120 lbs.

Eyes: Green

Hair: Black

Cecilia Rogers was a reporter for the *Daily Herald*, working on a piece about the Power Corps. She uncovered a connection between the mercenary group and Hieronymus King, CEO of Majestic Industries. King wielded his influence to stop the reporter from shining a light on his illegal activities. Her audacity angered King, who believed the little people of Freedom City should know their place. Through money and intimidation he would crush Cecilia. He convinced the *Herald* to not only kill her story but also fire Cecilia on a trumped up charge of plagiarism. He bought her apartment building and evicted her. He even convinced her fiancé, an up and coming lawyer at the firm Cabot, Cunningham, and Crowley, that it was in his best interest to leave Cecilia. By the time Hieronymus King was finished with her, Cecilia had nothing. Perhaps if he had stopped at this point, she wouldn't have known he was behind it. Cecilia Rogers would remain a cautionary tale, warning people to stay out of the affairs of Freedom City's elite. But King did not stop. He wanted Cecilia to know *why* she lost everything. He found her in the shambles of her life and he gloated. Cecilia's mind broke. It was a slow break that took many months to complete, but it started there.

Cecilia swore revenge. She would pay back every hurt Hieronymus King inflicted upon her. She scoured the city, using her old contacts and building new ones when needed, until she located a dilapidated warehouse along the South River. Inside she found the abandoned secret headquarters for a cold war supervillain called the Red Death. The headquarters had not been touched since the Red Death's disappearance in the eighties, but it still contained a cache of his equipment, including his nerve gas guns. She studied his notes and journals, familiarizing herself, and in some cases repairing, his gear. Eventually she felt ready to don the red skull mask. Cecilia Rogers may not be able to bring down Hieronymus King, but he would not be able to hide from the new Red Death.

A shadowy figure struck several properties belonging to either Hieronymus King or Majestic Industries. A gas bomb detonated in the company's corporate headquarters. Majestic Industries warehouses in the city were sabotaged and chemicals were stolen. An explosion rocked King's yacht, *The Ocean Queen*, causing it to sink into the Great Bay.

The Red Death closed in on Hieronymus King. She chose her endgame at a charity event for Freedom City's homeless hosted by King. She found it fitting King should die before his peers, his misdeeds laid bare before them. The Red Death's sudden appearance caused pandemonium. She fired her gas guns indiscriminately, with no concern for innocents. She saw only Hieronymus King. She confronted him, promising to kill the cowering businessman for the crimes he had committed. She would have too, if not for the timely appearance of the Raven, who had been attending the charity event in her secret identity.

RED DEATH II

PL 10

STR	DEX	CON	INT	WIS	CHA
+1	+3	+2	+3	+2	+3
13	17	14	16	15	17
TOUGHNESS	FORTITUDE	REFLEX	WILL		
+9/+5*	+8	+12	+12		

*Flatfooted

Skills: Acrobatics 6 (+9), Bluff 10 (+13), Computer 4 (+7), Craft (chemical) 6 (+9), Craft (electronic) 6 (+9), Disable Device 6 (+9), Gather Information 14 (+17), Intimidate 10 (+13), Knowledge (business) 6 (+9), Knowledge (current events) 8 (+11), Notice 8 (+10), Profession (reporter) 12 (+14), Sense Motive 10 (+12), Stealth 10 (+13)

Feats: Attack Specialization (gas gun) 2, Defensive Roll 4, Distract 2, Dodge Focus 4, Elusive Target, Equipment 1, Evasion, Fearsome Presence 6 (DC 16, 30 ft.), Improved Initiative, Power Attack, Quick Draw, Seize Initiative, Well-Informed

Equipment: Armored jumpsuit (Toughness +3), gas mask, rebreather

Powers: Device 4 (gas gun, easy to lose), Device 1 (skull mask, hard to lose)

Gas Gun: Nauseate 8 (Alternate Powers: Suffocate 8, Paralyze 8)

Skull Mask: Super Senses 2 (darkvision), Sensory Shield 3

Combat: Attack +8, +12 (gas gun), Grapple +9, Damage +1 (unarmed), Defense +10 (+3 flat-footed), Knockback -4, Initiative +7

Abilities 32+ Skills 29 (116 ranks)+Feats 26+ Powers 16 + Combat 28 + Saves 25 = Total 156

At her trial, Cecilia Rogers raged against the evils committed by the rich. There could be no justice when the wealthy were allowed to hide their crimes behind money. She was declared unfit for trial and committed to Providence Asylum. Her stay at Providence was not as long as the courts decreed. Numbers Three and Seven of the Power Corps, under the employ of Hieronymus King, broke Cecilia out of the asylum. The humiliated King wanted to take a personal hand in Cecilia Rogers' death. However his dream of revenge proved elusive. The Red Death escaped the two mercenaries and disappeared into the city.

When the Red Death resurfaced, her vendetta against Hieronymus King grew to encompass all wealthy people. She saw them as shadows of King and their money was like a bloody handprint at the scene of a crime. She targeted Freedom City's richest citizens, suffocating them with her gas guns. She killed three people before she chose the wrong target in Fletcher Beaumont II. When she attacked him at his home, the retired hero dusted off his archery skills and brought an end to the Red Death's murder spree. Cecilia Rogers returned to Providence Asylum where she remains, for now.

The Red Death is a deeply angry woman. She has a pathological hatred for Hieronymus King. Her revenge fantasies are all that

keep her going;

she refuses to let go of them.

Perhaps if she ever succeeds

in killing King she might reach

out for help. Until that day, the rich had

better look out. Red Death doesn't believe

she's doing anything wrong. She sees herself

as a harbinger of justice.

She knows her victims are evil; their money is proof of

their guilt. She's been known to steal from her victims, and at

times been quite wealthy herself. When confronted with this hypocrisy

she justifies it as a means to further her "war" against evil. Her actions

have brought her into conflict with superheroes. She considers them com-

patriots and is confused and angered when they do not share her views. She

always tries to "reason" with heroes, but if they persist in their opposition,

she resorts to force.

Red Death wields the weapons of her predecessor. Although they are

thirty years old they were remarkably advanced for their time. The gas guns

emit chemical vapors that can cause a variety of conditions, from nausea

to paralysis, or even death. The skull mask allows Cecilia to see perfectly

in the dark and protects her eyes from flares of light. The mask also

contains a voice filter, deepening Cecilia's voice, making it sound more

masculine. The Red Death's costume and the voice filter obscure that she is

a woman. When she began her career almost everyone but the Raven believed

she was a man. After her trial this was



no longer true, but occasionally she still fools those who don't know their recent history.

LEARNING ABOUT RED DEATH

The following information represents knowledge the characters can gain about the Red Death. Digging too deeply into her background may uncover her connection to Hieronymus King and the businessman never approves of people looking into his affairs.

GATHER INFORMATION

Making this check represents knowledge about Red Death a character may gain by making inquiries in the criminal underworld or law enforcement agencies.

- DC 10** Red Death has no powers, but is armed with a pair of gas guns capable of causing a variety of affects such as suffocation, nausea, and paralysis.
- DC 15** Red Death has been in and out of Providence Asylum.
- DC 20** Red Death considers herself a vigilante, bringing justice to those who use their money for evil.
- DC 25** Red Death's real name is Cecilia Rogers. She used to be a reporter for the *Daily Herald* in Freedom City.

PROFESSION (REPORTER)

This check represents knowledge about Cecilia Rogers a fellow reporter might know.

- DC 15** Cecilia used to be a reporter for the *Daily Herald*. She was fired over a plagiarism charge.
- DC 20** The plagiarism charge was bogus. Cecilia got too close to somebody big, who put pressure on the paper behind the scenes.
- DC 25** Hieronymus King was behind Cecilia Rogers' firing. He did his best to ruin her life. Since then the two of them have tried to kill each other several times.

KNOWLEDGE (HISTORY)

This check represents knowledge of the original Red Death and his connection to Cecilia Rogers.

- DC 10** Cecilia Rogers was not the first supervillain called the Red Death. That distinction belongs to a Soviet saboteur who first operated during the sixties. He was a frequent foe of the original Raven.
- DC 15** The current Red Death uses the original's equipment. The gear was last upgraded in the late seventies, but is still remarkably advanced for thirty-year-old technology.
- DC 20** The original Red Death disappeared in 1982. He is believed to be dead, but nobody knows for sure.

CAPERS

THE ONLY GOOD LAWYER...

Someone is targeting the lawyers at Cabot, Cunningham, & Crowley. Evidence points to the new Red Death; all the victims have been

asphyxiated. Plus the Red Death's former fiancé is a lawyer at the firm. Is the Red Death really behind the murders or is someone using her as cover for their own crimes. Perhaps Cabot, Cunningham, & Crowley's occult background has something to do with the deaths. If she's not involved, the Red Death will not take someone using her name lightly and will be sure to *get* involved.

UNLUCKY WINNER

A new lottery craze called Black Cat Fever has hit Freedom City. People are winning millions, only to show up dead a few days later. Red Death is behind the lottery. She believes the lure of money will draw the wicked to her so she can murder them before they can use their new wealth for evil. The heroes must uncover the mystery and stop Red Death before she kills again.

THIS MEANS WAR

Hieronymus King has had enough. After surviving an attack from the Red Death that nearly cost his life, the businessman wants her dead. He is offering ten million dollars to anyone who can kill her. The city is flooded with super assassins and two-bit thugs with guns looking to make a name for themselves. The Red Death has stepped up her own attacks against King. The heroes must prevent these two from killing each other and stop any innocent bystanders from getting caught in the crossfire.

SANDSTONE

Real Name: Alexandra Flint	Identity: Public
Occupation: Mercenary	Aliases: Quicksand, Sirocco
Affiliation: None	Base of Operations: Worldwide
Height: 5'9" (varies)	Weight: 122 lbs. (varies)
Eyes: Brown	Hair: Black

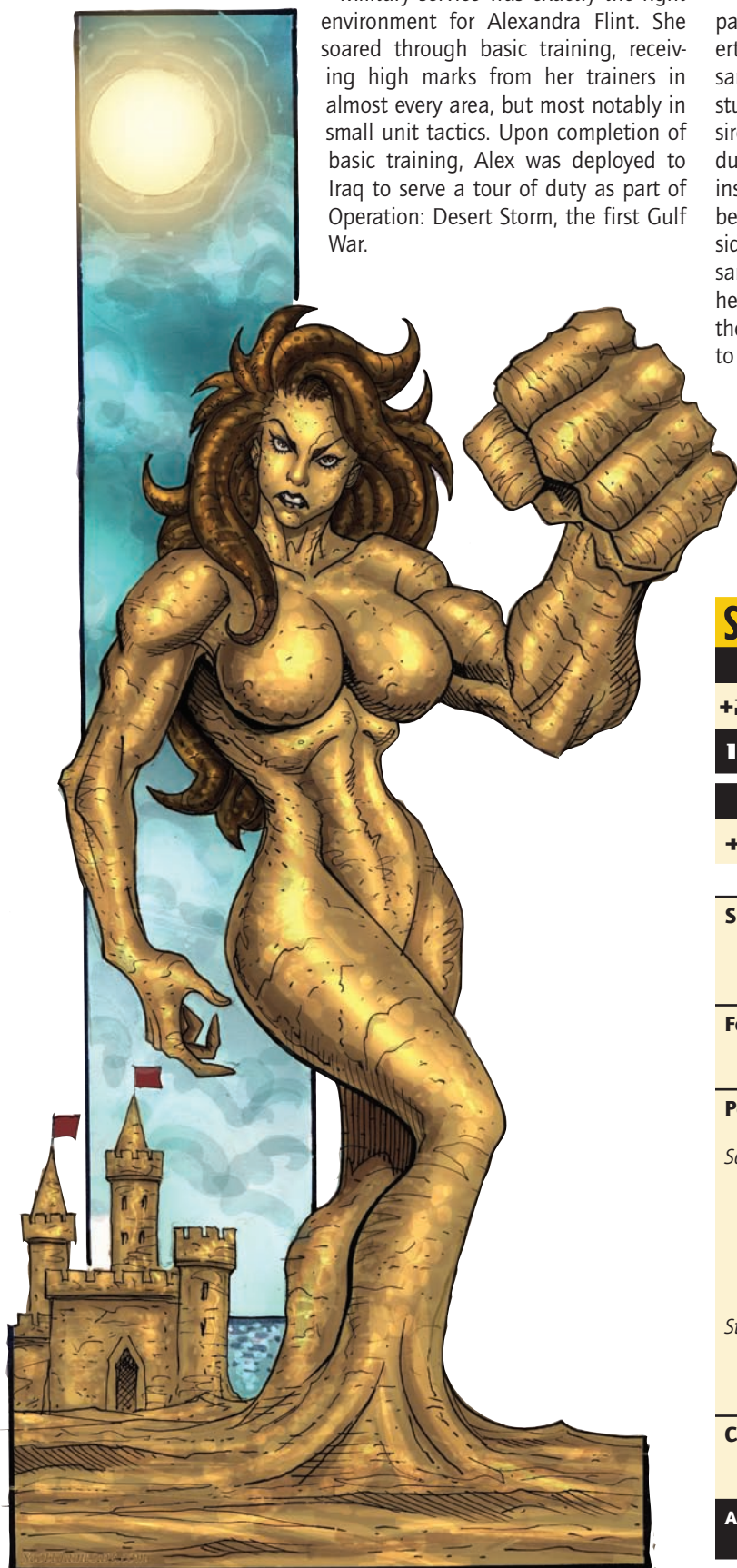
Alexandra Flint suffered the fate of many young women raised under unfortunate circumstances. Following her mother's death due to complications in childbirth, Alex was raised by her father who was driven to alcoholism by the grief over his wife's death. Sorrow and alcohol eventually led to depression and anger, all of which Alex's father liberally directed at his daughter in the form of physical and emotional abuse. He openly and loudly blamed Alexandra for their lot in life, habitually reinforcing that she was the reason for everything wrong with their lives including her father's low-paying job and their family's tenement apartment in Freedom City's Lincoln neighborhood. More unfortunately, Alexandra took her father's rants to heart and grew up burdened by the erroneous belief that she was somehow at fault simply for being born.

As a result, Alex learned early she had to be tough to make her way in the world. Not only was she forced to endure her father's brutality, but also the difficulties of growing up in a poor, crime-ridden community. After struggling her way through school, Alexandra decided the best things she could do for herself were to get out of Lincoln and, more importantly, away from her father. Upon graduating high school, Alexandra enlisted in the Army. When she boarded the bus bound for basic training, Alexandra was alone, just as she knew she would be for some time to come.

Military service was exactly the right environment for Alexandra Flint. She soared through basic training, receiving high marks from her trainers in almost every area, but most notably in small unit tactics. Upon completion of basic training, Alex was deployed to Iraq to serve a tour of duty as part of Operation: Desert Storm, the first Gulf War.

It was during her tour, while Alexandra's unit was engaged in a particularly arduous reconnaissance mission deep in the Iraqi desert, that she became separated from her comrades by a sudden sandstorm. Blind and unable to communicate with her unit, Alex stumbled upon the remains of an ancient temple unearthed by the sirocco. While attempting to take shelter, she discovered a glittering, dusky gemstone set into one of the temple walls. Unable to read the inscriptions surrounding it, Alexandra couldn't help but examine the beautiful jewel. Just as she touched the stone, the sandstorm outside exploded with a newfound fury, sweeping through temple. The sand of the desert tempest swept through Alex as well, penetrating her deeply, moving through her very soul and carrying her away on the hot desert winds. When it passed, Alexandra Flint was nowhere to be found.

But Alexandra Flint wasn't gone. What remained of her still retained a memory of her former body and, over the course of several weeks, Alex's physical shape began to reform itself, albeit drastically changed. Alex had become one with the sand and stone of the desert, at least physically. Once she had managed to reform her body, she began to experiment with her newfound abilities and was most pleased with what she found.



SANDSTONE

PL 12

STR	DEX	CON	INT	WIS	CHA
+2/+12*	+2	+6	+2	+0	+1
15/35*	14	22	14	10	12
TOUGHNESS		FORTITUDE		REFLEX	
+12*/+6		+8		+8	
				+5	

*stone form

Skills: Bluff 6 (+7), Craft (chemical) 6 (+8), Drive 8 (+10), Gather Information 7 (+8), Intimidate 11 (+12), Knowledge (streetwise) 10 (+12), Knowledge (tactics) 10 (+12), Notice 8 (+8), Search 6 (+8), Sense Motive 6 (+6), Stealth 6 (+8), Survival 8 (+8)

Feats: All-Out Attack, Connected, Defensive Attack, Elusive Target, Improved Block, Improved Grapple, Improved Initiative, Power Attack, Takedown Attack

Powers: **Particulate Form 15** (sand; Continuous; Permanent; Alternate Power: **Solid Form 15** [stone])

Sand Form: **Blast 12** (Cone Area [120 ft. wide]; Touch Range; Alternate Power: **Blast 12** [Burst Area (60 ft. radius); Touch Range]), **Burrowing 6** (50 MPH; Limited to sand), **Elongation 5** (100 ft. maximum range; 50 ft. range increment), **Flight 3** (50 MPH; Gliding), **Growth 8** (Dispersal), **Immunity 19** (ballistic damage, bludgeoning damage, life support), **Insubstantial 1** (fluid-like form), **Strike 8** (Mighty), **Super-Movement 1** (Slithering)

Stone Form: **Enhanced Strength 20**, **Immovable 9**, **Immunity 15** (cold damage, critical hits, heat damage, pressure, suffocation), **Impervious Toughness 10**, **Protection 6**, **Super-Strength 6** (heavy load: 100 tons; Groundstrike, Shockwave, Thunderclap)

Combat: Attack +12, Grapple +14, +19 (elongation), +30 (stone form), Damage +12 (punch), +12 (sand blast), Defense +10, Knockback -3 (-20 stone form), Initiative +6

Abilities 27 + Skills 23 (92 skill ranks) + Feats 9 + Powers 76 + Combat 44 + Saves 13 = Total 192

She was tougher and stronger than she had ever been and couldn't have been happier. Alex quickly realized she now had opportunities she never could've dreamed of before. After several weeks of travel and several violent encounters with both American and Iraqi forces, Alex eventually found her way out of the desert and back to Kuwait. From there, it was no trouble to stow away on an American freighter and find her way back to the United States.

Once back in Freedom City, Alex set out to make her fortune. Using her former neighborhood connections, she was able to contact August Roman and, through him, find work as hired muscle for a variety of criminal and underworld enterprises, notably Dr. Sin and the PowerHouse. Roman was also overjoyed to have such a talented new addition to the Circuit-Maximus. Sandstone has become one of the most popular and successful competitors in Circuit-Maximus history. Sandstone has also formed a personal friendship with Saturnalia Roman and has acted as Saturnalia's bodyguard on more than one occasion.

Sandstone's work as a mercenary has brought her into conflict with several Freedom City heroes, most notably Foreshadow and the teen-hero Sonic. The Freedom City Mob has employed Sandstone as high-powered security on several occasions, most often when they expect trouble from a local vigilante like Foreshadow. While Foreshadow has always been hard-pressed to deal with her formidable powers, Sandstone has developed a grudging respect (not to mention a mild attraction) for the foresighted vigilante and Foreshadow is, to date, the only superhero to ever successfully capture her (although she escaped almost immediately after being turned over to the police). She first encountered Sonic when a gang operating out of Freedom City's Lincoln neighborhood paid Sandstone to provide security for a drug shipment they were expecting. When Sandstone realized what it was she was protecting, she actually aided Sonic in bringing the gang down, much to his surprise. She has since taken some steps to keep abreast of Sonic's activities and stay out of his way as much as possible.

Alex Flint has only returned to see her father once since becoming Sandstone. The meeting wasn't at all pleasant for Mr. Flint, who still has several scars and a noticeable limp from the encounter.

Sandstone is a study in contrasts. While she is, ultimately, a thug, she's not a killer. Unfortunately, she's a skilled and highly trained thug, making her a dangerous opponent. While she enjoys using her powers to give her opponents a serious pounding, she's not fond of lethal violence and will only resort to killing when there is no other option. Similarly, she won't take any job harming children in any way, particularly if it involves drug trafficking.

Aside from the restrictions, Sandstone makes a living as a superhuman mercenary, offering herself and her abilities to the highest bidder. While this makes Sandstone an ideal underling for any master villain, she's also not one to limit herself. Heroes might encounter Sandstone working as super-powered security for any number of legitimate businesses, provided such a business can afford the extraordinary price-tag Sandstone typically charges for her services (and are willing to hire a known criminal). For the right price, she could also be recruited into just about any group of villains, particularly if the group needs some added muscle for a large operation.

Sandstone's powers are versatile, making her a tough opponent and difficult to capture. This versatility should make Sandstone a good match for almost any hero or team she may come across.

LEARNING ABOUT SANDSTONE

Characters can learn the following useful bits of information about Sandstone.

GATHER INFORMATION

- DC 10** Sandstone is superhuman mercenary whose real name is Alexandra Flint. She can transform into sand or rock.
- DC 15** When not operating as a superhumanly powerful thug-for-hire, Sandstone has been known to compete in the underground superhuman fighting arena known as Circuit-Maximus.
- DC 20** Alexandra Flint grew up in Freedom City's Lincoln neighborhood.
- DC 25** Alexandra Flint's father and his family still live in Freedom City's Lincoln neighborhood, although supposedly they don't have any contact with Sandstone.

KNOWLEDGE (STREETWISE)

- DC 10** Sandstone is one of the star competitors in the underground superhuman fight-circuit known as Circuit-Maximus.
- DC 15** Anyone wishing to acquire Sandstone's services as a superhuman operative can contact her via August or Saturnalia Roman.
- DC 20** Sandstone, in addition to being one of the star attractions of Circuit-Maximus, has also been known to act as a bodyguard for both August Roman and his daughter Saturnalia.

CAPERS

IN THIS CORNER...SANDSTONE!

The heroes, having run afoul of August Roman and his daughter, have been captured and forced, either through coercion or some form of mind control, to fight in the Circuit-Maximus. Not one to hold back, their first opponent is none other than the champion of the circuit—Sandstone. The heroes will need to defeat Sandstone while simultaneously finding some way out of their predicament. If you use the **Madness of Nero** caper (page 94), perhaps Sandstone tries to protect her boss from Nero, and ends up working alongside the heroes, at least temporarily.

NIGHT AT THE MUSEUM

Local museums and art collectors have reported the theft of several Mesopotamian and Persian artifacts. The artifacts have been stolen by Sandstone, who is investigating not only the origin of her powers but seeking a way to enhance them, making her even more powerful. She has even recruited a mystically inclined villain (e.g. Malador the Mystic or Medea) to aid her. The heroes must stop Sandstone before she can gather the final artifacts she needs in order to reach her goal of becoming unstoppable. Of course, there's always a chance Sandstone's erstwhile "ally" means to use the ritual to control her in addition to enhancing her powers.

SCROUNGE

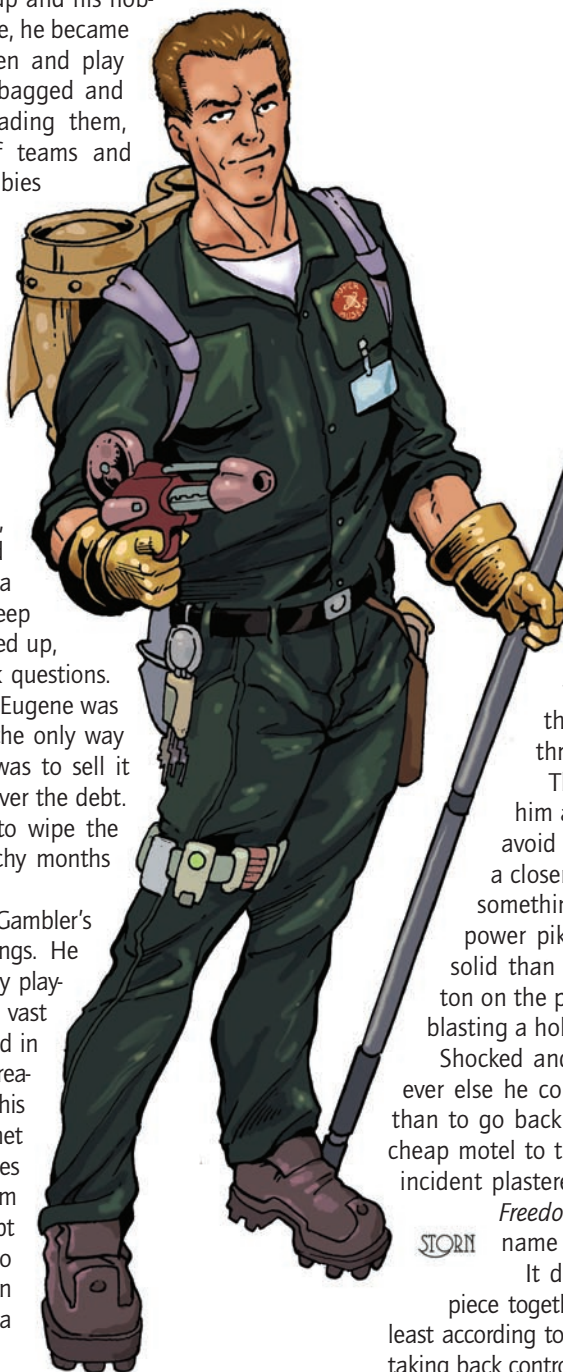
Real Name: Eugene Jergens	Identity: Public
Occupation: Exjanitor, criminal	Aliases: None
Affiliation: None	Base of Operations: Freedom City
Height: 5'11"	Weight: 150 lbs.
Eyes: Blue	Hair: Brown

Eugene Jergens was a typical kid, into action figures, comic books, and baseball cards. As he grew up and his hobbies took up more and more space, he became an avid collector. He didn't open and play with his action figures and he bagged and boarded his comics without reading them, and he made multiple sets of teams and seasons from his cards; his hobbies turned to obsessions.

Eugene eventually fell in love, married, and moved to the suburbs. He had a great job and a great life, until he became addicted to gambling. At first it was only fantasy football with the guys at the office, but over time he bet on more and more sporting events.

Between Internet gambling, office pools, off-track betting, and poker night Eugene had to go to a loan shark named Boleman to keep his house. As the late notices piled up, his wife began to notice and ask questions. Ever proud of his vast collections, Eugene was hesitant to part with them, but the only way out from under the loan shark was to sell it all and hope the profits would cover the debt. Eugene and his wife managed to wipe the slate clean, and after a few patchy months got back on an even keel.

Eugene found a local Gambler's Anonymous and attended meetings. He began spending hours in his study playing with the remains of his once vast collection. Despondent, he relapsed in hopes of regaining his childhood treasures. The cycle began again, only this time Eugene didn't have a safety net to bail him out. The bills and notices piled up and his wife kicked him out and filed for divorce. He kept up appearances and did his best to send money to his ex-wife, but when Boleman sent some muscle by as a reminder, the checks stopped.



Eugene's gambling took over his life. He was fired for spending too much time on the Internet at work, and knew it would only be a matter of time before the goons would come around looking for their cash. He threw a few changes of clothes into a suitcase and headed East, to Freedom City.

Fresh off the bus Eugene was directed to a hostel and began looking for work. Wandering the streets, he caught sight of a large crowd, curious he followed along. They were in line for the city's famous Super Museum. Eugene took the tour with his mouth agape at the history of superheroes displayed there. With each step he remembered his favorite heroes from the comics he collected as a child. With nothing left to lose, he went to the curator's office and asked for a job. Moved by his plight, Dr. Jerry Thomas agreed to bring him on as a part-time night janitor.

Eugene was ecstatic. He left the museum feeling hopeful for the first time in months. After he'd worked a few weeks he sent what money he could to his ex-wife with a note apologizing for his mistakes and asking for her forgiveness.

His sense of accomplishment did not last long. While riding the monorail to work one night, Eugene ran into his old loan shark, Boleman, who'd tracked him down. They exchanged words, but Boleman's hired muscle ended the confrontation. Boleman noticed his uniform and offered a deal: the debt would be forgiven if he agreed to sneak a few items out of the Super Museum. Eugene refused until Boleman threatened his ex-wife.

That night at work, Eugene's fear got the best of him and he examined several displays he'd been told to avoid by Dr. Thomas. As he stepped over the rope to get a closer vantage to examine a Terminus Invasion diorama, something caught his eye. He hadn't noticed before but the power pike held by one of the Omegadrones looked more solid than the rest. Eugene reached out and pressed a button on the pike. A shaft of blue-white energy shot from the tip, blasting a hole through the wall.

Shocked and in a panic, Eugene grabbed the pike and whatever else he could as he ran from the museum. He knew better than to go back to his apartment, so he took the haul back to a cheap motel to try and think things through. He awoke to see the incident plastered on the front page of every paper in town. The *Freedom Ledger* dubbed the thief "a scrounge" and the name stuck, even after his real identity was discovered.

It didn't take long for the papers or the authorities to piece together what happened, but by then it was too late, at least according to Eugene. He saw the museum pieces as a means of taking back control of his life. The police saw it as a simple case of rob-

STORM

bery. He kept his meeting the next night with Boleman, but it did not go well. With his name and picture plastered across the papers, Boleman wasn't interested in hot merchandise and laughed in his face.

Eugene cracked. He unwrapped the power pike and blasted Boleman and his bodyguard. Knowing there was no turning back, he robbed a nearby electronics store for tools and started calling himself Scrounge. He hid out in Southside, learning the ins and outs of what he had stolen, before making his debut as a super-criminal. Making a few minor repairs to several supposed replicas, Scrounge used the tech to gather a small gang around himself.

With only a vague notion of what he should do, Scrounge and his men robbed a Southside bank. Or rather, attempted to rob it. As a newcomer to Freedom City, he did not know Southside was under Foreshadow's protection.

Foreshadow waited to stop the gang until they exited the bank, to minimize the danger to hostages. Despite their numbers and technological advantages, Foreshadow made short work of the thugs. Scrounge used his men to buy him enough time to ignite his rocket pack and fly off.

He has been on the run since, bringing together new gangs and planning robberies across Freedom City. Despite his initial setbacks, Scrounge has dedicated himself to petty robberies and theft. His gambling addiction has turned into an obsession with risk-taking and theft, as a means of acquiring more items for his "collection" of super-gadgets. He has encountered many of the lesser-known super-heroes of Freedom City, but has managed to elude capture thus far.

Scrounge is a pack rat. He collects the gear of supers, whether hero or villain. He targets anyone with Equipment feats or Device powers, attacks them, and takes whatever he can getaway with. He is also something of a self-taught tinkerer; any gear in his possession for more than a few hours will be modified, possibly beyond recognition.

Scrounge keeps his goons in check with both the promise and threat of technology. If they do well, he will share his tech; if they fail, he will use it on them. Although he helps to win fights, Scrounge will not hesitate to flee if his capture is imminent.

LEARNING ABOUT SCROUNGE

Characters can learn the following information about Scrounge.

GATHER INFORMATION

- DC 10** Scrounge is a technological pack rat, stealing whatever gear he can get his hands on.
- DC 15** Scrounge's real name is Eugene Jergens, he was once a janitor at the Super Museum, where he made his first theft.
- DC 20** Scrounge has been in and out of jail, even before his life as a costumed criminal.
- DC 25** Several of the pieces Scrounge has are retro-tech from Golden Age heroes.

CRAFT (ELECTRONIC)

- DC 20** The jury-rigging Scrounge has done to keep his gear working could make it unstable. (GM's discretion for particular weaknesses, flaws, or drawbacks.)

SCROUNGE

PL 7

STR	DEX	CON	INT	WIS	CHA
+2	+2	+2	+3	+1	+0
14	14	14	16	12	10
TOUGHNESS		FORTITUDE		REFLEX	
+7/+2*		+4		+5	
				+3	

*without Force Field

Skills: Bluff 8 (+8), Computers 8 (+11), Craft (electronic) 12 (+15), Craft (mechanical) 12 (+15), Disable Device 12 (+15), Knowledge (technology) 12 (+15), Sense Motive 8 (+9)

Feats: Equipment 4, Improved Disarm 2, Improved Initiative, Improved Ranged Disarm, Minions 5 (5 soldiers [see Soldiers, *M&M*, p. 229], replace the assault rifle with an energy weapon with the same damage)

Equipment: Alpha-9's goggles (**Super-Senses 2** [darkvision]), Raven's grapple gun (**Super-Movement** [swinging]), plus up to 16 points of other equipment

Powers: **Device 2** (Dr. Tomorrow's jetpack; hard to lose), **Device 1** (force field generator; hard to lose), **Device 1** (Freedom Eagle's gravity-gauntlets; hard to lose), **Device 2** (Midnight's night gun; easy to lose), **Device 3** (Omegadrone's power pike; easy to lose), **Gadgets 3** (hard to lose)

Dr. Tomorrow's Jetpack: **Flight 5** (250 MPH)

Force Field Generator: **Force Field 5**

Freedom Eagle's Gravity-Gauntlets: **Strike 4** (Mighty)

Midnight's Night Gun: **Obscure 3** (all visual senses; Independent;

Alternate Power: **Stun 5** [Cloud Area, Touch Range])

Omegadrone's Power Pike: **Blast 7** (*Alternate Power:* **Strike 7**)

Combat: Attack +7, Grapple +9, Damage +2 (unarmed), +5 (stun), +6 (strike), +7 (blast or strike), Defense +7 (+3 flat-footed), Knockback -4 (-1 flat-footed), Initiative +6

Abilities 20 + Skills 18 (72 ranks) + Feats 13 + Powers 52 + Combat 28 + Saves 7 = Total 138

- DC 25** The extensive alterations Scrounge has performed on his gear, and his lack of new equipment, suggests that he does not create new devices, simply repairs or modifies existing tech.

KNOWLEDGE (TECHNOLOGY)

- DC 20** More than half of the devices Scrounge carries are useless replicas.

CAPERS

BACK TO THE SCENE OF THE CRIME

Scrounge has grown dissatisfied with his collection of toys. With some additional hired muscle he is planning to break into the Super Museum and gather as many artifacts as his gang can carry.

AGAINST THE FOUNDRY

Although some heroes may think villains fighting each other is a good thing, there is always collateral damage. Scrounge and his gang stole a delivery of Foundry technology, eliciting a harsh

response from Talos. Keres and dozens of Myrmidons are out looking to prove a point to Scrounge: *no one* steals from the Foundry. The heroes must minimize property damage and civilian casualties while trying to stop the hostilities and capture the villains. (See **The Foundry**, *Freedom City*, page 157.)

ONE MAN'S TRASH...

Always on the lookout for more tech, Scrounge has stumbled across a Power Corps cache. Parceling out the components for a couple partial suits, Scrounge boosts his and his minions' abilities.

THE SILVER HYENA

Real Name: Dr. Sidney M'genda	Identity: Public
Occupation: Physician	Aliases: None
Affiliation: None	Base of Operations: Africa
Height: 6'2" (5'10" in human form)	Weight: 240 lbs. (175 lbs. in human form)
Eyes: Red (brown in human form)	Hair: Silver and black fur (black and grey in human form)

Sidney M'genda struggled to rise above the poverty and circumstances of his birth in East Africa and to do some good for his fellow man. He worked hard in school, eventually earning opportunities to study abroad and attend medical school. Rather than staying overseas to start practicing medicine, the accomplished young doctor returned home, where physicians were sorely needed. He challenged authorities and struggled constantly with funding, lack of supplies, poor conditions, and even threats on his life. Along the way, he earned the attention and acclaim of many in the international aid community.

A man of science, Dr. M'genda rejected superstition and legend, and did his very best to overcome ignorance about disease and medicine. So he paid little heed when a rural medicine man warned him of a dire curse, much to his regret. That night, on his way back to temporary lodgings, a wild animal, a hyena, attacked Dr. M'genda and he swore he heard it calling out his name before the attack.

In the nights that followed, M'genda underwent a transformation into a savage were-hyena. He tried to deny and then to cover up and control his condition. He used restraints to trap the hyena creature until the transformation passed, dosed himself with drugs, all while searching desperately for a cure. Things fell apart when Dr. M'genda was honored at an international aid conference in Africa, where he was to propose an ambitious plan to modernize medical facilities. A mysterious string of killings led to his uncontrolled transformation, and a fight with Lady Liberty (who, as Beth Walton-Wright, was attending the conference) and the White Lion.

M'genda escaped from custody in the United States (where he'd been sent because his homeland lacked the facilities to hold and treat him), his Silver Hyena persona seeking revenge on Lady Liberty several times (and recaptured the last time with help from Siren). The last time he was committed to Providence Asylum where his therapists believed they were making progress in managing his condition, but little did they know the Silver Hyena's predatory persona has begun to bleed over into Sidney M'genda's consciousness. He

THE SILVER HYENA PL 12

STR	DEX	CON	INT	WIS	CHA
+6	+4	+6	-2	+4	+1
22	19	22	7	18	13
TOUGHNESS		FORTITUDE		REFLEX	
+8/+6*		+10		+10	
				+8	

* If denied Dodge bonus

Skills: Acrobatics 10 (+14), Climb 8 (+14), Intimidate 12 (+13), Notice 10 (+14), Search 12 (+10), Sense Motive 8 (+12), Stealth 12 (+16)

Feats: Acrobatic Bluff, All-out Attack, Animal Empathy, Attack Focus (melee) 5, Defensive Roll 2, Endurance, Evasion, Fearless, Improved Initiative, Improved Trip, Rage (+4 Str, +2 Fort, +2 Will, -2 Defense for 5 rounds), Sneak Attack (+2 damage), Startle, Uncanny Dodge (scent)

Powers: **Emotion Control 11** (hyena's laugh; Perception Area—Hearing), **Enhanced Bluff 4** (+16 bonus, Limited to imitating voices), **Leaping 2**, **Regeneration 9** (bruised 1/standard action, injured 1/minute, disabled 1/5 minutes), **Speed 3** (50 MPH), **Strike 3** (claws, Mighty), **Super-Senses 5** (danger sense, darkvision, scent, ultra-hearing), **Super-Strength 2** (heavy load: 1 ton)

Combat: Attack +10 (melee), +5 (ranged), Grapple +18, Damage +9 (claws), +11 (raging strike), Defense +12 (+6 flat-footed), Knockback -4 (-3 flat-footed), Initiative +8

Drawback: Involuntary Transformation (common, no resistance, -5)

Abilities 41 + Skills 18 (72 ranks) + Feats 19 + Powers 62 + Combat 34 + Saves 14 - Drawbacks 5 = 183

DR. SIDNEY M'GENDA PL 7

Str 14	Dex 12	Con 13	Int 18	Wis 12	Cha 13
Skills: Computers 6 (+10), Knowledge (life sciences) 8 (+12), Medicine 12 (+13), Profession (administrator) 2 (+3), Profession (physician) 4 (+5)					
Combat: Attack +0, Damage +2 (unarmed), Defense +0, Knockback -0, Initiative +1					
Saving Throws: Toughness +1, Fortitude +1, Reflex +1, Will +1					
Abilities 22 + Skills 8 (32 ranks) + Feats 0 + Powers 0 + Combat 0 + Saves 0 = Total 30					

faked cooperation and progress to gain the opportunity to escape, convinced he could find a way, if not to exorcise the beast, then to leash it to his will and control it. He remains at large, doing his best to curb the Silver Hyena's excesses, but also using its power to get what he needs.

Sidney M'genda was once a humble, brilliant man dedicated to the care and betterment of others. His time under the curse of the Silver Hyena has left him haunted and broken, uncomprehending of the injustice of it all. He still tries to keep the beast from taking over completely, but now more out of pride than any sort of moral sense. His efforts towards a cure have focused more on how he might control the creature rather than being rid of it. Deep down, Dr. M'genda feels he will never be normal again, so he might as well be powerful. It's possible the curse is twisting his mind, or his two personae are merging into one. If the Silver Hyena matches its predatory cunning with Dr. M'genda's intellect, it will be an even deadlier foe.

LEARNING ABOUT THE SILVER HYENA

Heroes can learn the following about the Silver Hyena:

GATHER INFORMATION

- DC 15** All the information listed under Knowledge (current events), following.
- DC 20** M'genda's escape from Providence Asylum was due in part to a relaxation of restrictions due to his apparent progress in treatment and therapy. Given the condition of the guard mauled during the escape, that "progress" was either grossly overestimated, or something else is going on.

KNOWLEDGE (CURRENT EVENTS)

- DC 10** The Silver Hyena is a were-creature that fought Lady Liberty a few times.
- DC 13** Turns out the Silver Hyena is Dr. Sidney M'genda, some sort of African "wolf-man," committed to Providence Asylum rather than being put in prison, since Dr. M'genda isn't in control of what the Silver Hyena does.
- DC 15** M'genda escaped from Providence recently, severely wounding a guard in the process. He's currently at large.

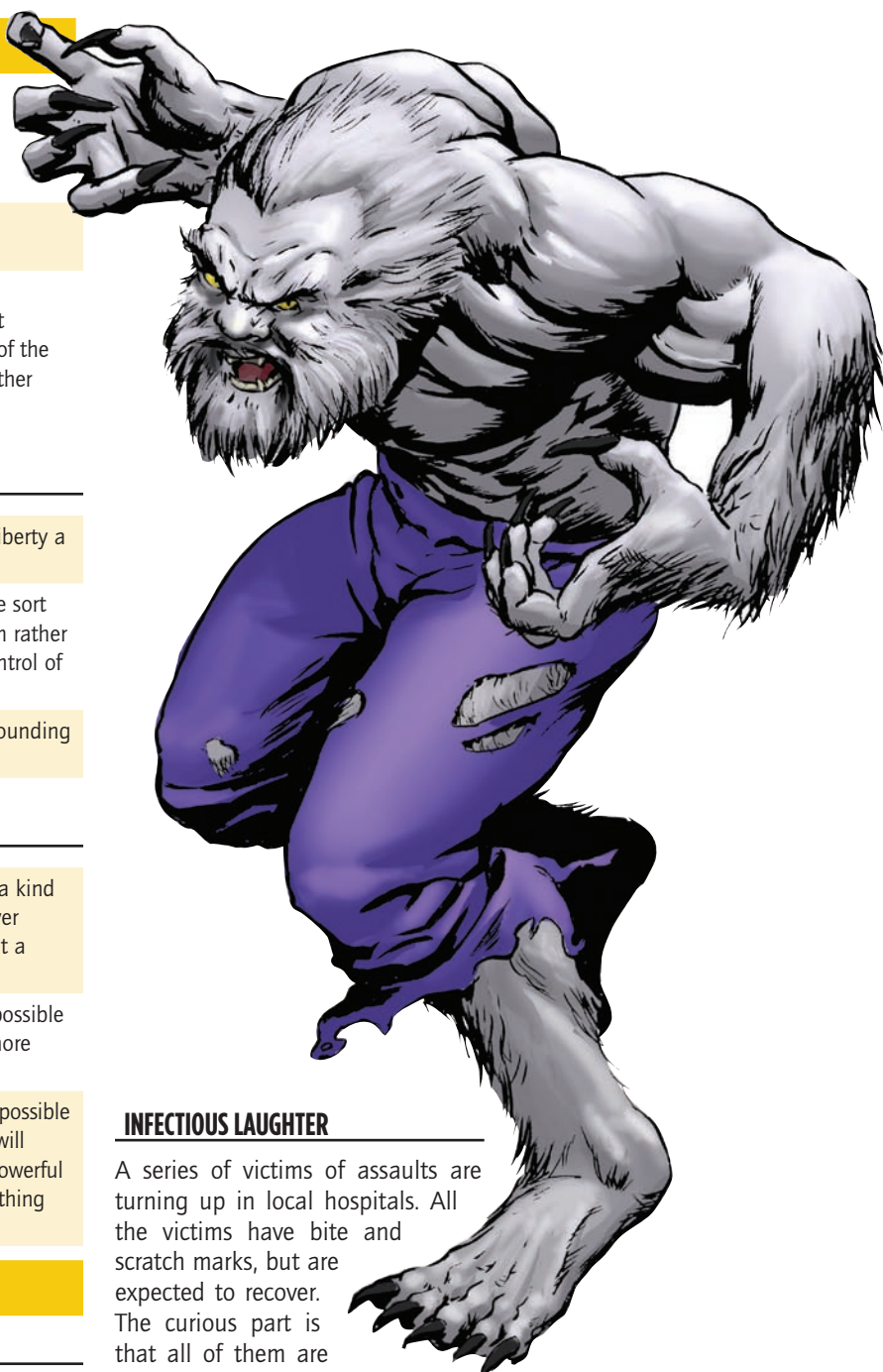
KNOWLEDGE (ARCANE LORE)

- DC 15** Sidney M'genda is under a powerful possessory curse, a kind of lycanthropy caused when a predatory spirit takes over body and mind. His Silver Hyena persona isn't him, but a manifestation of the hyena-spirit possessing him.
- DC 20** Just as another creature infected M'genda, it may be possible for him to infect others with his curse, creating even more were-hyenas.
- DC 25** Breaking the curse is incredibly difficult, and may be impossible if M'genda has fallen too deeply under its influence. It will require some cooperation from the victim as well as a powerful ritual to cast out and contain the predatory spirit, something the Silver Hyena isn't likely to cooperate with at all.

CAPERS

CULT OF THE BEAST

Dr. M'genda is convinced the way for him to gain full power over the Silver Hyena is through certain arcane rituals. He has chosen to embrace the idea of magic, but needs help to pull off the necessary rites. So he starts an underground cult of people who want to get into contact with "primal forces" and their "inner predator." The cult's bloody rituals are intended to raise magical power, giving M'genda full control over his savage alter ego. Such goings-on in the occult community of Freedom City are certain to draw attention from the authorities as well as heroes like Seven and Eldrich, and less reputable mystics like Baron Samedi and the Mayombe, perhaps even the Brotherhood of the Yellow Sign. If the new "Cult of the Beast" is "poaching" members from other cults, the heroes could even have an occult shadow-war on their hands!



INFECTIOUS LAUGHTER

A series of victims of assaults are turning up in local hospitals. All the victims have bite and scratch marks, but are expected to recover. The curious part is that all of them are infected with uncontrollable laughter, and an inability to recall the assault or anything about their attacker. It turns out Silver Hyena's power is growing as Dr. M'genda chooses to embrace it, and he has begun spreading his curse in Freedom City. In a week, during the next full moon, the first victims will be overcome by their predatory instincts, and the more mayhem they commit, the closer they get to transforming into were-hyenas like their maker. The heroes need to find Silver Hyena and stop him as well as find a means to reverse what he's done to the victims before it's too late. Less mystically inclined heroes can get some help in a "team-up" appearance from Eldrich, Seven, or heroes from *Book of Magic*.

SKY LORD II

Real Name: Mortimer Lawson	Identity: Secret
Occupation: Retired Accountant	Aliases: Master of the Skies
Affiliation: None	Base of Operations: Global
Height: 5'10"	Weight: 165 lbs.
Eyes: Green	Hair: Grey

When he was young, everyone said Mortimer Lawson was a "fanciful child." He was never big or athletic, and to escape the persecution of his schoolmates, he retreated into books and stories. Pulp stories were his favorites. The idea of a two-fisted hero with a keen analytical mind going up against challenge after challenge thrilled Mortimer and filled him with hopes that perhaps one day he could do something similar. The villains of those stories were always interesting characters as well, but they were often cut from the same cloth. As part of his retreat from the harshness of reality, Mortimer often made up elaborate stories about new villains and how the hero would defeat them. Once, he was even brave enough to submit one of his stories to *Amazing Pulp Adventures Magazine*. They did not print it, but he did get a handwritten letter back from the editor that encouraged him to continue writing, and that perhaps one day he could work for them. The delight he experienced from the letter was enough to keep him writing for years.

As he grew up, Mortimer never lost his taste for fanciful stories. Even as a young man working toward his college degree, he continued to write and took writing classes. The object of his admiration changed somewhat over time, however, and he became a huge fan of the Centurion. Here was a man who was a true hero: selfless, brave, and everything Mortimer admired about the fictional heroes of his childhood. He wrote articles for the university newsletter about Centurion, and even organized a fan newsletter. What's more, he won the first fight of his life when some cretin from his literature class suggested Mortimer's admiration for Centurion was less than pure.

While Mortimer admired Centurion, he found the hero's rogue's gallery a bit lacking. Most were simply criminals or lunatics, with very little of the honorable nature he had grown to admire in his favorite recurring pulp villains. Of the lot, he only found one he thought was a suitable foil for his favorite hero: Sky Lord.

Sky Lord was a mystery to most, and even Centurion seemed to know very little about him. What Mortimer understood from reading and hearing a few snippets of radio broadcasts, was Sky Lord carried himself with the air of old European nobility. He wasn't interested in wealth for its own sake, but for his political agenda, which admittedly

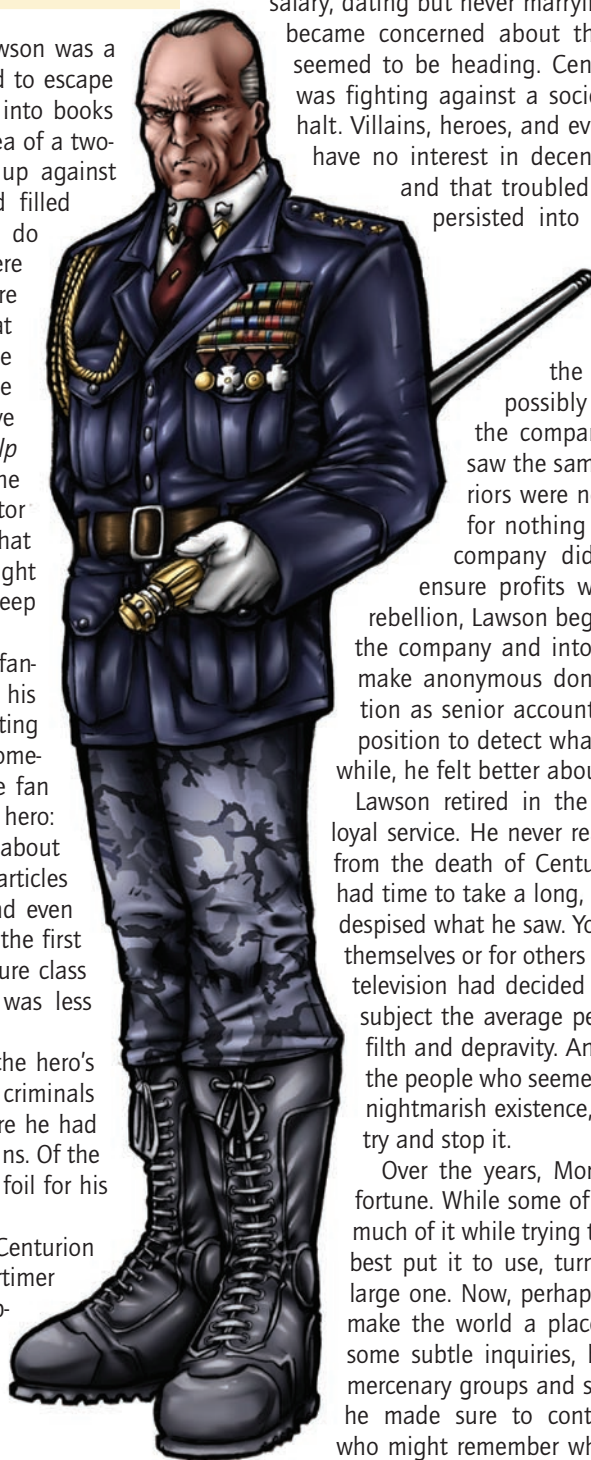
was never very well defined in the public eye. Still, the idea of one man, fighting his own personal war against the world using nothing but his keen mind, appealed strongly to Mortimer. When Sky Lord was finally defeated for the last time, as happy as Mortimer was for Centurion's victory, part of him felt sad that such a noble light had been extinguished.

Eventually Mortimer graduated from college and went to work as an accountant for a major insurance company. He toiled away dutifully for years, enjoying his personal pursuits with his generous salary, dating but never marrying. During the 1960s, Lawson became concerned about the direction in which society seemed to be heading. Centurion was still there, but he was fighting against a societal decay even he could not halt. Villains, heroes, and even ordinary people seemed to have no interest in decency and appropriate behavior,

and that troubled Lawson greatly. The problem persisted into the '70s, although not with the same speed of decay, and then the '80s and its rampant violence and vigilantism was the final nail in the coffin. Society was corrupt, possibly beyond redemption. Even in the company where he worked, Lawson saw the same inevitable decline. His superiors were not honorable men. They cared for nothing but the bottom line, and the company did terrible things in order to ensure profits were made. In his first act of rebellion, Lawson began to direct money away from the company and into various accounts he used to make anonymous donations to charity. In his position as senior accountant, there were very few in a position to detect what he had done, and for a little while, he felt better about the world.

Lawson retired in the year 2000 after decades of loyal service. He never really recovered, psychologically, from the death of Centurion. Upon his retirement, he had time to take a long, hard look at the world, and he despised what he saw. Young people had no respect for themselves or for others around them. The Internet and television had decided it was perfectly acceptable to subject the average person to a non-stop barrage of filth and depravity. And to add insult to injury, of all the people who seemed virtuous enough to resist this nightmarish existence, none of them did anything to try and stop it.

Over the years, Mortimer had embezzled a small fortune. While some of it went to charity, he invested much of it while trying to determine what cause might best put it to use, turning that small fortune into a large one. Now, perhaps, he could use that money to make the world a place worth living in again. After some subtle inquiries, he made contact with certain mercenary groups and scientists for hire. In each case, he made sure to contact older individuals, people who might remember what the world was once like. It



took some time, but he found others sympathetic to his cause, and together they put his money to good use.

The people of the world needed someone to remind them of how life was supposed to be. Lawson briefly considered trying to create an icon like the late, lamented Centurion, but reasoned no one would listen to just another hero. Instead, he decided, they needed a catalyst to either bring them to heel, or to inspire them to rise to the occasion and enact change on their own. There was no doubt in Lawson's mind as to what image from the past could carry such weight. The new Sky Lord was born that day, and has continued to plague the corrupt and the depraved.

Sky Lord commands an army of seemingly loyal mercenaries and surprisingly advanced technology in the form of turn of the last century artifacts, such as zeppelins, steam-powered juggernauts, and other such anachronisms. Regrettably, a certain amount of theft is necessary to continue funding his army, but Sky Lord reasons this is a necessary evil in order to continue his campaign to restore the world to its proper shape.

Lawson abhors the notion of personal combat, preferring to allow his legions of minions to fight in his place. In all honesty, at his age, this is likely as much a survival mechanism as anything else, as his fragile physical state could hardly endure even the briefest combat with a superhuman opponent. Still, Lawson recognizes the need to pass on his message to others, including his enemies and most importantly, those who stand on the sidelines during his campaigns. For this reason, he has had constructed a pair of powerful personal devices allowing him to hold his own, at least long enough to rant and rail at the world for its sins, in hopes of converting others to his way of thinking. His Sky Harness protects him from the most dangerous situations, and allows him to teleport back to the Sky Fortress, his floating command center and the headquarters of his army. Likewise, he carries the Sky Scepter, modeled after the simple staff carried by the first Sky Lord, but capable of unleashing a devastating blast of concussive force for those who get too close.

Mortimer Lawson is well into his seventies now, and considering he is a retired insurance accountant, he strikes an impressive figure as a paramilitary supervillain. He has a vintage military uniform, modeled after the modified Prussian uniform his predecessor wore, but in all blue and white. All trappings of his role are carefully made to have an antiquated appearance; even the most cutting-edge technology he has resembles a prop from a movie set in the early twentieth century.

LEARNING ABOUT SKY LORD II

Sky Lord deliberately maintains a rather high profile in order to spread his message to the world. Information on him is available as follows.

GATHER INFORMATION

DC 5 Sky Lord is a military villain with vast resources at his command. He uses older technology, like the previous Sky Lord did.

DC 10 Sky Lord wants to conquer the world with his army and return society to the values it held in previous generations.

SKY LORD II

PL 11

STR	DEX	CON	INT	WIS	CHA
+0	+0	+0	+4	+5	+3
10	10	10	18	20	16
TOUGHNESS		FORTITUDE		REFLEX	
+10/+0*		+4		+2	
				+15	

*Without Force Field

Skills: Bluff 12 (+15), Computers 12 (+16), Diplomacy 16 (+19), Intimidate 16 (+19), Investigate 12 (+16), Knowledge (business) 16 (+20), Notice 16 (+21), Sense Motive 16 (+21)

Feats: Assessment, Benefit–Wealth 7 (wealth bonus 36), Connected, Eidetic Memory, Equipment 31, Leadership, Master Plan, Minions 10 (as needed), Teamwork 3, Well-Informed

Sky Fortress: Mobile Flying Headquarters, Strength 50, Speed 6 (Flight), Defense 6, Toughness 11, Size: Gargantuan; **Features:** Blast 10 (Area, Penetrating), Communications, Computer, Defense System, Fire Prevention System, Flight 2, Gym, Hangar, Holding Cells, Infirmary, Laboratory, Living Space, Power System, Security System 5, Workshop

Powers: **Device 4** (Sky Scepter, easy to lose), **Device 4** (Sky Harness, hard to lose)

Sky Harness: **Force Field 10**, **Teleport 5**

Sky Scepter: **Blast 10**

Combat: Attack +8, Grapple +8, Damage +0 (unarmed) +10 (blast), Defense +12, Knockback –5, Initiative +0

Abilities 24 + Skills 29 (116 ranks) + Feats 57 + Powers 29 + Combat 40 + Saves 16 = Total 196

DC 15 Sky Lord is an old man, and tends to let his minions and machines do the fighting for him because of his poor health.

DC 20 The technology Sky Lord and his minions use is nowhere near as primitive as it looks.

CAPERS

THAT'S NO LADY!

Sky Lord has kidnapped celebrity heiress London Holiday, and has announced he intends to teach her the error of her ways via an intense re-education plan. London's father has offered a very lucrative reward to anyone who can return his daughter as is, but of more concern are the tens of thousands of young people across the world who idolize her. If she becomes a mouthpiece for Sky Lord's plans, he'll suddenly gain an army of young, willing accomplices.

WAR OF THE AGES

A young, petulant villain (perhaps Doc Otaku or Toy Boy, see *Freedom City*, pages 194 and 222) has caught Sky Lord's eye, and he is disgusted by what he sees. He informs the youngster in no uncertain terms that he is part of the problem rather than part of the solution. The philosophical disagreement between the two escalates until they go to war with a legion of advanced toys or robots against the Sky Lord's airborne forces. It might be a win-win situation for the heroes, except their fight takes place directly over Freedom City, and collateral damage is likely to be quite high.

SYZYG

Real Name: Unpronounceable	Identity: Public
Occupation: Criminal, menace	Aliases: None
Affiliation: None	Base of Operations: Mobile, Freedom City
Height: 7'3"	Weight: 127 lbs.
Eyes: White	Hair: None

The alien entity dubbed "Syzygy" by the Freedom City media is really an inter-dimensional traveler. He was hatched on a wartorn planet with little chance of survival. His brood-parents were killed before he was born, victims of the nearly endless violence on his home world. Without adults to claim them, his clutch was sold into slavery to a wealthy brood. Fitted with special collars to prevent the use of their species' powers, he and his siblings were destined to live their lives at the whim of others.

Syzygy spent most of his life as a thing, a possession whose sentience was barely recognized. He toiled endlessly, performing whatever menial tasks his masters wished. When he rebelled against his status, he was taken to the arena. His prowess as a fighter was not immediately recognized, but in time, and with no small amount of luck, he developed into a fierce combatant. The abilities inherent to his species provided them with many benefits during matches, as their collars were selectively turned off.

Over the years, Syzygy became the star attraction at any event in which he participated. With his youth fading, his keepers decided to reorient their star slave, making him a trainer. His years of harsh experience served him well in his new role, and he developed a fondness for teaching. Though he had no choice in the matter, he learned to love the exchange of instruction.

Constantly pushing his pupils to greater feats of daring and madness, Syzygy killed as many in training, if not more, than he lost in formal combat. His brutal life had ingrained a single truth in his mind: Only the strong survive. Those that died were not worthy to continue living. Their loss was as inevitable as it was necessary

for the rest to better themselves. They were not to be mourned but pitied, for they had been measured and found wanting. Any spark of compassion or sympathy in him died with them.

Tired of his life as a slave, and finally slowing down after decades of harsh living, Syzygy planned to escape. Over the span of a few short months, he managed to rally several dozen other prisoners to his cause. Planning to make their escape during an upcoming festival, the slaves knew their chances were slim, but it would be their best, perhaps only, opportunity.

With their plan set, Syzygy and his men waited for the perfect moment to strike. When their owner announced the schedule for the days' events, the slaves started to fight amongst themselves. Riots among the slave population were nothing new, but the out-and-out revolt that followed was unheard of. Though the conspirators were few, other slaves joined in once they realized what was happening.

Millions of spectators watched in horror from across the planet as a few hundred slaves slaughtered their masters and the spectators at the stadium. The authorities rushed to the scene, but they were no match for the arena-trained gladiators. The slaves knew they needed an edge to prevent their immediate recapture. They had to disable and remove their inhibitor collars if they were to permanently escape their lives as slaves. Several slaves took weapons from the corpses of the slain guards and began working on their collars.

Syzygy was the first to pry himself free of the restraint. Feeling control over his body return, he stepped between dimensions as the second wave of authorities burst upon the scene. Of the original one hundred slaves that attempted to escape, only three survived. Of those three, only Syzygy remains free.

He spent time wandering through various dimensions looking for a place to call home. While searching, Syzygy encountered alien species from across countless worlds. Though not a conqueror, he has tested them all and gathered trophies from each.

When Syzygy discovered Freedom City, he took a liking to its fantastic inhabitants. His first encounter with natives of

Earth was an accidental clash with the Atom Family. He crossed the dimensional threshold, and appeared before the Atom Family. Maximus Atom perceived him as a threat and increased his size in response. Syzygy took that as a challenge and flattened himself down to two dimensions and slashed out at Maximus.

Reacting to the injury of their brother, the rest of the Atom Family attacked. Thinking himself



superior to these opponents, Syzygy openly mocked their skills. At every turn he instructed them on how he beat him. He encouraged them when they listened, and punished them when they did not.

Not wanting to kill these children, Syzygy gave them a final bit of advice and folded himself into another dimension. The Atom Family had only his lectures along with a few scrapes and bruises to show for their encounter. It was obvious to them this new threat could have done worse, but held back.

His curiosity piqued by the encounter, Syzygy decided to investigate this new world. As with other planets, he learned by testing the mettle of its warriors, and Freedom City was filled with potential opponents.

He next encountered Captain Thunder. Although he tried to talk to Syzygy and inquired why he would pick a fight with a superhero, Syzygy answered only with an attack. Manipulating his bodily dimensions, Syzygy gained strength enough to match Captain Thunder's.

The two fought over Freedom City for several minutes before the rest of the Freedom League arrived. Outnumbered and outmatched, Syzygy taunted Captain Thunder one last time before fleeing into another dimension to avoid capture. Captain Thunder was left more confused than hurt by the confrontation.

Wanting to test more heroes, Syzygy tracked down the other members of the League. Deciding that Pseudo would pose the greatest challenge, he was targeted first. Using his ability to travel between, and peer through dimensions, Syzygy ambushed Pseudo while the hero attempted to save a passenger liner from sinking. Taking advantage of his distraction, he managed to delay Pseudo from his goal. Refusing to allow innocents to perish, Pseudo called in the Freedom League to assist. While Pseudo engaged Syzygy, the other heroes managed to save the passengers and crew of the ship.

Though costing innocent lives was not his goal, Syzygy learned a valuable lesson about the heroes of this world: they would stop at nothing to protect innocent life. He had the perfect weapon to use against them. At every turn, Syzygy has since used superheroes' desire to save lives as a tool, creating disasters to draw out the heroes of Freedom City so he can fight them, test them, and if need be, destroy them.

Syzygy has fought many of the heroes of Freedom City, but has yet to kill any. With his reckless attitude toward life, it is only a matter of time before he kills a hero, or causes the death of any number of innocent people. His objective is to push heroes to their limits, and beyond. He does this in an effort to make the lesser heroes better, and to weed-out the unworthy.

When encountering obviously outmatched heroes, Syzygy engages them long enough to prove his superiority, but handles them with kid gloves, allowing them to escape with their lives. More powerful heroes are seldom as lucky.

Syzygy taunts heroes, claiming they are unfit, untested, weak, or not ready to face a warrior such as him. But, when he is held back or defeated, he heartily congratulates his opponents on a job well done before slipping away into another dimension.

LEARNING ABOUT SYZYGY

Characters can learn the following information about Syzygy.

GATHER INFORMATION

DC 15 Syzygy is an inter-dimensional being with bizarre powers.

SYZYGY						PL 14
STR	DEX	CON	INT	WIS	CHA	
+15/+5	+3	+5	+6	+4	-2	
40/20	16	20	22	18	6	
TOUGHNESS		FORTITUDE		REFLEX		
+13*		+8		+6		
*Impervious 8						
Skills: Bluff 12 (+10), Computers 8 (+14), Concentration 12 (+16), Disable Device 8 (+14), Gather Information 12 (+10), Intimidate 12 (+10), Knowledge (tactics) 12 (+18) Sense Motive 12 (+16)						
Feats: Challenge 4 (Improved Demoralize, Improved Distract, Improved Feint, Improved Taunt), Distract (Intimidate), Fearless, Move-by Action, Power Attack, Taunt						
Powers: Comprehend Languages 4, Dimensional Control 28 (1-D Form; Alternate Powers: 2-D Form [Penetrating Strength 5], 4-D Form [Enhanced Strength 20, Super-Strength 6 (heavy load: 200 tons)], 5-D Form [Time Control 8], 6-D Form [Linked ESP 10 (all; dimensional)]), Dimensional Pocket 6 (Capacity: 5,000 lbs.), Gadgets 6 [hard to lose], Immunity 1 (aging), Protection 8 (Impervious)						
Combat: Attack +12, Grapple +33 (4D form), Damage +15 (unarmed), +5 (unarmed, penetrating), +15 (various weapons), Defense +12 (+6 flat-footed), Knockback -10, Initiative +3						
Abilities 42 + Skills 22 (88 ranks) + Feats 9 + Powers 139 + Combat 48 + Saves 8 = Total 268						

DC 20 Syzygy has fought many of the heroes in Freedom City. Leaving some alone after a brief encounter, while hounding others incessantly.

DC 25 Syzygy's home dimension is a savage place where life is brutal and short.

KNOWLEDGE (TECHNOLOGY)

DC 15 The gear Syzygy uses is centuries ahead of even the most advanced super-tech today.

DC 20 The equipment Syzygy uses is collected from dozens of species from across many dimensions.

CAPERS

WE WHO ARE ABOUT TO DIE...

Using advanced alien technology, Syzygy manages to capture the heroes. Fitted with special collars preventing them from using their powers, and provided with an alien weapon, the heroes are to be trained as gladiators for an alien arena.

RIGHT OF RETURN

Instead of fighting the heroes of Freedom City by himself, Syzygy decides to enlist help. Rounding up every two-bit thug and wannabe supervillain he can find, Syzygy supplies them with weapons, creating an army deadly enough to threaten the entire city, if he's not stopped.

TALONA

Real Name: Ta-Lo-Nah

Identity: Public

Occupation: Warrior, revolutionary

Aliases: None

Affiliation: None

Base of Operations: The Aerie

Height: 5'10"

Weight: 130 lbs.

Eyes: Brown

Hair: Brown and white feathers

Many primitive human cultures believed the gods came from the sky. The people of the Aerie knew the gods came from *beyond* the sky, after all, they dwelled in the sky and never saw the star-gods. Still, they knew they had the gods' favor, because they could fly.

Long ago, the legends say, the star-gods came. They went among the people who walked upon the Earth and found those worthy, with the fierceness and pride of raptors in their hearts, and granted them the gift of wings. But the ground-bound were fearful and jealous of the winged-ones. They hurled curses and stones alike at them, driving them out, driving them away.

So the avians took to the sky and flew far and wide, searching for a place away from the ground-bound, a place they could call their own. They founded the Aerie high in the mountains of a distant land, warmed by volcanic springs, and there they built a civilization, where those who hated and feared them would never find them, or so they thought.

Ta-Lo-Nah was marked by the sky-gods from birth. She was gifted with powerful claws and the keen instincts of a hunter, but also with swiftness and the ability to speak with and command feathered creatures of the skies. She grew up tall and strong, a fierce and powerful hunter and warrior, but with a terrible temper when her ire was roused.

Not long after Ta-Lo-Nah reached adulthood, a sickness came to the Aerie and the healers could not find a cure. Many believed it was a curse from the sky-gods, a sign of their displeasure, but Ta-Lo-Nah believed otherwise. She discovered it was the work of groundlings, who fouled the air with their great chimneys. When she told them to stop, they refused, so she destroyed their foul machines and warned this "Grant Conglomerates" clan for the last time.

Naturally, Grant Conglomerates wasn't going to stop their international refining operations because of some freak. When "Talona" returned as she said she would, they laid a trap and captured the bird-woman, shipping her off to the head offices in Freedom City for interrogation and examination by the bio-medics division.

Talona escaped confinement in Freedom City and found herself in a strange and terrible place, filled with more groundlings than she had ever seen, the air thick with their stench, the sky walled off by their towers. In her rage, she called to the fliers among the towers and in the scattered trees, and they answered her. Lady Liberty fought Talona and was finally able to calm the



avian warrior enough to learn her tale. She promised to investigate Grant Conglomerates' involvement, and helped Talona return to her home, having earned the avian's grudging respect.

What Talona found when she returned to the Aerie was devastation: her people were gone, and new cairns dotted the burial grounds. She realized the plague had destroyed them while she was in captivity and she went mad with rage. Talona returned to Freedom City with an army of raptors to declare war on the groundlings. Again, Lady Liberty confronted and overcame her. Learning of her terrible tale, she and her allies discovered the avians were not wiped out, they had merely moved to hidden caves to try and escape the plague. The Freedom League negotiated pollution controls for the region near the Aerie and formulated medical treatment to assist the avians. A somewhat mollified Talona returned to her people.

Since then, Talona has been a sometime ally and occasional enemy of heroes like Lady Liberty and the Freedom League. Grant Conglomerates has not forgotten Talona's attacks on them, nor has she forgotten her captivity and humiliation at their hands. Likewise, while the international community generally agrees on safeguarding the unique avian culture, debate over issues like climate change and pollution controls is protracted and far too slow for the patience of firebrands like Talona and other avians who agree with her.

Talona is something of a mutant throwback among avians: she can fly much faster than most of her kind and her claws are superhumanly sharp and powerful. Moreover, she has the ability to psychically communicate with and control birds of all kinds, particularly raptors. The downside of her birthright is a tendency towards stress atavism: an almost bestial temper and bloodlust, reverting Talona to a savage stage where it is difficult to reason with or control her. Even her own people tread carefully where the proud warrior-woman is concerned, regarding Talona as their champion, but also uncertain about her abilities as a spokesperson, much less a diplomat.

LEARNING ABOUT TALONA

Heroes can learn the following about Talona. Given her distance from human culture, Gather Information is somewhat less useful concerning the avian warrior.

GATHER INFORMATION

- DC 15** Talona belongs to a hidden civilization of winged humanoids called avians. The international community has recognized the Aerie, their home, as a sovereign nation, and agreed to try and protect avian culture and interests from outside influences.
- DC 20** Talona is considered a firebrand and troublemaker by the elders of the Aerie, but has a following among some of the younger and more revolutionary members of her people.
- DC 25** While the United States government has bowed to international authorities and the request of Lady Liberty in the past, remanding Talona to the custody of her people instead of charging her with crimes, the next incident may be when she goes to Blackstone and the United Nations and the Aerie can go hang if they don't like it.

TALONA

PL 12

STR	DEX	CON	INT	WIS	CHA
+4	+7	+4	+0	+2	+3
18	24	18	10	15	16
TOUGHNESS		FORTITUDE		REFLEX	
+8/+4*		+8		+11	
				+7	

*Flat-footed

Skills: Acrobatics 8 (+15), Concentration 8 (+10), Craft (structural) 4 (+4), Handle Animal 6 (+9), Intimidate 6 (+9), Knowledge (tactics) 4 (+4), Language 1 (English, Avian native), Notice 10 (+12), Search 10 (+10), Sense Motive 8 (+10), Stealth 7 (+14), Survival 8 (+10)

Feats: Acrobatic Bluff, All-out Attack, Animal Empathy, Attack Focus (melee) 2, Defensive Roll 4, Distract (Intimidate), Dodge Focus 2, Environmental Adaptation (aerial), Evasion, Favored Environment (aerial) 2, Fearless, Improved Critical (claws, 19-20), Improved Initiative, Move-by Action, Power Attack, Rage, Track, Uncanny Dodge (auditory)

Powers: **Animal Control 8** (Perception Area—Hearing, Sensory Link; Limited to avians; Mental Link), **Comprehend 2** (animals, Limited to avians), **Flight 4** (wings, 100 MPH), **Strike 5** (claws, Penetrating; Mighty 5), **Super-Senses 6** (danger sense [auditory], direction sense, distance sense, extended vision 2, low-light vision)

Combat: Attack +11 (melee), +9 (ranged), Grapple +15, Damage +4 (unarmed), +9 (claws, Penetrating), Defense +12 (+5 flat-footed), Knockback -4 (-2 flat-footed), Initiative +11

Drawbacks: Power Loss (Flight, if wings are restrained, -1 point)

Abilities 41 + Skills 20 (80 ranks) + Feats 24 + Powers 55 + Combat 38 + Saves 13 - Drawbacks 1 = Total 190

KNOWLEDGE (CURRENT EVENTS)

- DC 10** Talona is a bird-woman who has fought Lady Liberty on a number of occasions.
- DC 15** Talona comes from a hidden civilization of bird-people, somewhere in the arctic, I think.
- DC 20** Although Talona has declared "war" on the "grounders," Lady Liberty has attempted to make peace with Talona and her people in the past, with somewhat mixed results.

KNOWLEDGE (BEHAVIORAL OR LIFE SCIENCES)

- DC 15** Talona is a member of a hidden civilization of winged humanoids called avians. They are apparently a technologically primitive, warlike hunter-gatherer culture.
- DC 20** The avians, and Talona, are not necessarily as primitive as they appear. There are instances of technical knowledge and resources beyond what might be expected of a primitive culture, even beyond modern-day technology.
- DC 25** Talona is something of a mutant throwback, making her both special and a bit of an outsider among her own people. Her rages may be atavistic in nature, an uncontrolled animalistic side, and some of her behavior may represent a deep-seated need for acceptance among her own kind.

CAPERS

LET MY PEOPLE GO

A hunting party of avians wandered far afield from the mountains of the Aerie and ran into a group of humans, resulting in the injury and capture of the avians in a case of misunderstanding. Talona is, unsurprisingly, enraged by this slight and demands the release of her people or she and her followers will take action against the groundlings.

The matter is complicated by the fact that the humans holding the avians work for a Grant Conglomerates subsidiary. They claim they were doing survey work when the avians attacked them for no reason, but the truth is Grant Conglomerates set a trap for the avians, hoping to provoke a violent response from Talona. They want negotiations with the Aerie to break down, providing an excuse for Grant Conglomerates allies in the military-industrial complex to take action against the "violent and dangerous" avians, wiping them out once and for all. The heroes have to deal with an impatient and angry Talona while hopefully arranging for the release of the avians unharmed and exposing Grant Conglomerates' involvement in the affair.

THE BIRDS

An enraged Talona leads a band of avians and a flock of raptors in an attack on Freedom City, with no apparent explanation. It turns out a new experimental transmitter broadcasts on a frequency that triggers Talona's stress atavism and produces a state of heightened anxiety even in ordinary avians. The heroes have to contain the avian horde while learning about "the noise" maddening them, finding its source, and shutting it down.

For added complication, the transmission signal might not be an innocent mistake. It could be another plot on the part of Grant Conglomerates (or the Labyrinth, pulling Grant Conglomerates' strings), the work of a super-criminal, or part of an even larger plan. Perhaps Dr. Simian is testing an animal communication and control device, or Mastermind is working on a worldwide telepathic transmitter to expand his powers. Talona might end up teaming up with the heroes to go after the source of the problem. Of course, if it is an innocent mistake, then the heroes might end up defending the source against a still-angry avian warrior!

WILLING FLOCK

A new spiritual prophet arises amongst the Avians, a powerful shaman who advocates complete separation from the "grounders" and war with them, if necessary to secure the future of the "chosen people of the skies." Talona finds herself in the unusual position of calmer head and "experienced ambassador" to the outside world. It's not that she shies away from the warrior's call to battle, but for the right reasons. The idea of a religious war concerns her, but her efforts to raise support among her own people are flagging. She reluctantly contacts outsiders and (perhaps after an initial scuffle due to a misinterpreting her aggressive approach as an attack), she explains the situation to them. The new spiritual movement could be legitimate, in which case there's growing threat, or it might be an outside attempt to manipulate the Avians but, if so, by whom?

THE TICK-TOCK DOC

Real Name: Not applicable	Identity: Public
Occupation: Criminal	Aliases: None
Affiliation: The Counter-Clock Culture	Base of Operations: Mobile
Height: 6'1"	Weight: 175 lbs.
Eyes: Green	Hair: Red

Outside of time, there is a strange and terrifying place that is not a place, called the Dolorous Clock. Built by the Time Keepers at the beginning of the universe, it has one purpose, to measure time and make certain its steady rhythm is not altered by chaos within the time stream. When time varies too far from the perfect rhythm of the clock, the Time Keepers know, making them aware of many insidious threats to the timestream.

Every clock, however, has its inner workings. The Clockworkers were created from the substance of time itself to maintain the Dolorous Clock and ensure its perfect rhythm. Themselves beings of immense power, the Clockworkers are designed to remain outside the universe, so the Clock cannot be affected by anything beyond the purity of time.

Thus the Clockworkers are far removed from time. They can hold moments in their hands, from the past, present, and future, but are forbidden to enter them. They are forbidden to love, to hate, to feel or experience, or do anything that would distract them from their duties, being the watchmen of watchmen: from time's thunderous beginning to the last universe's last chime.

The only thing more infinite than time is the sheer boredom of spending all eternity inside a celestial cuckoo clock. Fortunately, the Clockworkers are immune to such ennui. All save one.

The renegade chafed for countless millennia at the formality of time and the constancy of the tick. In every corner in the universe, he observed beauty, too much beauty to be held at arm's length! In every moment in time, there was evil, the abuse of intellect, the perversion of the forces of peace and love. Who could witness such evil, often unchecked, and not wish to do something about it?

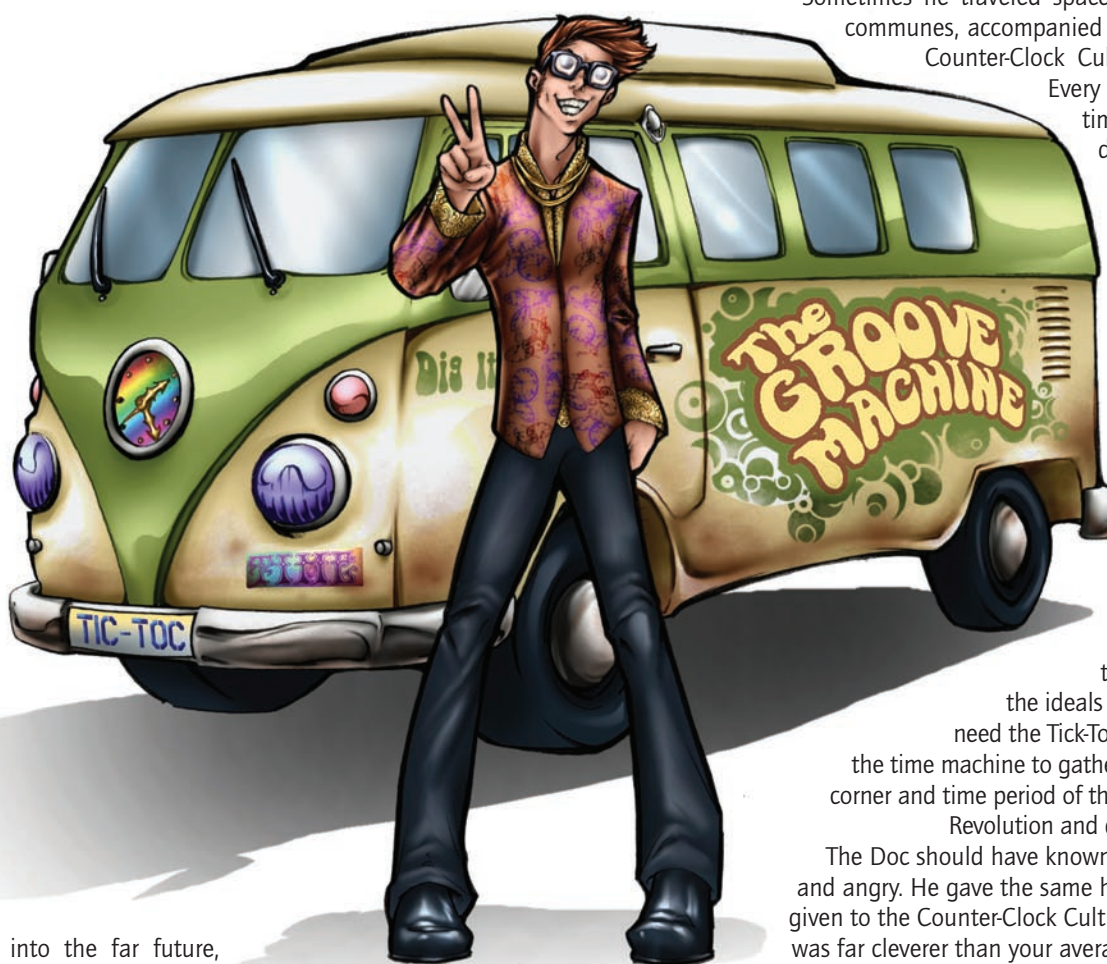
Yet when he dared question the actions of the Time Keepers, his fellow Clockworkers were horrified. He was told such thoughts might lead to disharmony, and should be abandoned. The Time Keepers knew what was best and everything had its place in the great machine of the cosmos.

"But," said the renegade, "If the great machine's destined to break down one day, how do you know the Time Keepers are all they're cracked up to be?"

He received no answer, except for the horrified looks on their faces.

They attempted to discipline him, but the renegade was clever, and hid his thoughts, plans, and fantasies. The renegade came to view the Clockworkers as rigid and unreasonable, no different (in their banal way) than the evil he beheld in the moments of the universe. He could not escape the ever-present evil, but at the very least, he could break their shackles.

So the renegade rebelled and sought his own way in existence. He knew once he left the Dolorous Clock, there was no returning, so he made arrangements to be self-sufficient. The renegade went



into the far future, as near to the end of the universe as he could go without crossing paths with the Time Keepers, and stole a time machine from an advanced culture. Then he went backwards.

He ended up on the planet Earth, in San Francisco, during the Summer of Love. Over that fateful summer, the renegade formulated many of his ideas. He became a guru to the local hippie community. They called him the "Tick-Tock Doc." He said things like "time's a tyrant, man!" and "you don't need a watch when you're grooving and loving" and "the Man loves to put his reality chain on your wrist!" He encouraged his flower children to destroy calendars and watches and clocks. They called themselves the Counter-Clock Culture, and swore they'd bring down the Man. The Tick-Tock Doc found himself at the center of a radical group of revolutionaries. The harder the authorities fought against them, the more he encouraged them to rebel. He gave them gifts, advanced technology from the future, with which to defend themselves against their enemies.

Eventually the Summer of Love gave way to the Autumn of Disillusionment and finally to the Winter of Selling-Out Big-Time. The Tick-Tock Doc was crushed by the collapse of his beautiful hippie dream. He teamed with an alternative rock band in an effort to keep the dream alive, but eventually even that refuge of the '60s failed. The Counter-Clock Culture survived, though many were now in prison, and the rest hid behind a time curtain in Haight-Ashbury, clinging to the Doc's gift of immortality. Hiding out. They may as well have been selling out.

Sometimes he traveled space-time looking for other hippie communes, accompanied by one or two members of the Counter-Clock Culture, his faithful companions.

Every time, the dream died. Every time, his companions became disillusioned and left him alone to sulk. The grooviest time machine in the universe didn't seem like such a happening place anymore. When he ran away from the Dolorous Clock, freedom seemed like such a trip, but it had turned out to be a major downer.

The Tick-Tock Doc returned to earth in the year 1974, contacted by Overshadow, the leader of SHADOW. Overshadow claimed to be the enemy of the Man, the greatest enemy of the Man on Earth. He promised to overthrow the authorities and restore the ideals of the Summer of Love, but he'd need the Tick-Tock Doc's help. He needed to use the time machine to gather "warriors of peace" from every corner and time period of the universe. They would fight the Revolution and defeat the Man once and for all.

The Doc should have known better, but he was desperate and angry. He gave the same help to Overshadow he had given to the Counter-Clock Culture. Unfortunately, Overshadow was far cleverer than your average hippie. He seized control of the Tick-Tock Doc's

time travel technology and instead of using it to summon an army of peace, he went back in time to erase his past defeats. With some help from the Doc, Dr. Tomorrow and the Scarab defeated Overshadow, and Doc regained control of his "Time Groove." Dr. Tomorrow tried to imprison the Doc and permanently seal away the time travel device.

"He's an idiot, but he did help us," the Scarab noted.

"I wouldn't try that if I were you," the Doc told the Time Guardian. "Go ahead and step on my face with your superbots, wave your fascist cape in my face and take away the good vibes, I don't care. You can even call me an idiot if you want, because I'm totally cool with that. But the Time Groove's my special thing, man, and you'd better not mess with it. There's one thing I do even better than peace and love, and that's stopping clocks."

After much argument, Dr. Tomorrow agreed to let the Doc keep the time machine, provided he agreed to leave Earth alone for a period of thirty years.

So the Tick-Tock Doc left earth to travel throughout time and space (and give Dr. Tomorrow some breathing space). However, the encounter with Overshadow, while it turned out to be a bad trip, gave him ideas. Why not recruit *real* warriors of peace and love from across the universe?

So the Tick-Tock Doc gathered his army of peace, and returned to Earth in 2006, thirty-two years after he agreed to leave it alone. As Dr. Tomorrow anticipated, the planet had become anathema to the

THE TICK-TOCK DOC						PL 15
STR	DEX	CON	INT	WIS	CHA	
+2	+4	+6	+7	+6	+4	
15	18	23	24	22	18	
TOUGHNESS		FORTITUDE		REFLEX		WILL
+6		+15		+9		+16
Skills: Bluff 8 (+12), Computers 16 (+23), Craft (chemical) 12 (+19), Craft (electronic) 12 (+19), Craft (mechanical) 12 (+19), Craft (structural) 12 (+19), Disable Device 16 (+23), Escape Artist 12 (+16), Gather Information 4 (+8), Knowledge (earth science) 12 (+19), Knowledge (life science) 4 (+11), Knowledge (physical sciences) 16 (+23), Knowledge (technology) 16 (+23), Notice 4 (+10), Perform (singing) 4 (+8), Sense Motive 4 (+10), Sleight of Hand 4 (+8)						
Feats: Beginner's Luck, Distract (Bluff), Eidetic Memory, Equipment 16 (The Groove Machine), Fascinate (Bluff), Improvised Tools, Inventor, Jack of All Trades, Luck 7, Master Plan, Minions 10 (Counter-Clock Culture), Skill Mastery 2 (all Craft skills, Disable Device), Well-Informed						
Equipment: <i>The Groove Machine:</i> The World's Grooviest Time Machine; Strength 75, Speed 5, Defense 2, Toughness 30, Size: Colossal; Features: Impervious Toughness 17 , Super Movement 3 (temporal), Teleport 15						
Powers: Device 22 (Time Manipulator, easy to lose), Device 2 (Universal Translator), Immunity 24 (aging, life support, sleep, starvation, disease, mental effects), Time Control 5 (<i>Alternate Power: Time Stop 5</i>), Super Senses 11 (detect time anomalies [acute], postcognition, precognition)						
<i>Time Manipulator:</i> Time Control 15 (<i>Alternate Power: Transform 14</i> (age or rejuvenate; Burst Area, Selective Attack; Progression 10)), Summon "Peace Warriors" 15 (Fanatical, Heroic, Horde), Time Stop 15						
Combat: Attack +15, Grapple +17, Damage +2 (unarmed), Defense +10, Knockback -2, Initiative +6						
Abilities 60 + Skills 42 (168 ranks) + Feats 44 + Powers 143 + Combat 50 + Saves 29 = Total 368						

Doc's values so much that it repulsed him. There was virtually no sign of the culture of peace, love, and rebellion that had attracted him to Earth. Everywhere, the forces of time and money had ground people like crushed walnuts.

Dr. Tomorrow had hoped that the Tick-Tock Doc, forced to abandon Earth, would find a more compatible time and place and live out his life tripping away on some hippie commune world. He underestimated the Doc's attachment to this world. The Tick-Tock Doc began to plan a new revolution. He gathered his forces, the Counter-Clock Culture, who, unaging behind the Doc's curtain of time beads, had been hiding in Haight-Ashbury, occasionally venturing out to steal food, drugs, and pizza money. Reunited with their guru, the Culture had a purpose again. People may not say they want a revolution, but they're getting one whether they like it or not. The Doc and the Counter-Clock Culture will stop at nothing to defeat the tyranny of Time and destroy the Man.

So far, people look at the Tick-Tock Doc and his henchmen and laugh. He's only a "theme" villain, they say. They see the hippie era as a bad joke, and therefore anyone who looks like they belong to it has to be a joke too, right?

The Doc's goals can be summarized in one simple sentence: Bring Down the Man. A bunch of fascist guys with clubs beating on helpless "criminals?" Bring them down. A bunch of guys in uniform parading in front of the masses? Stop time and strip them out of their uniforms! Politicians getting uppity? Find a way to make them look bad! Business students being trained to be drones? Start a riot, man! (What riots have to do with peace and love, no one knows, but it makes sense to the Doc and his followers.)

The Doc is not a great planner, preferring spontaneous anarchy to elaborate schemes. Nonetheless, though he likes to put on a dumb hippie façade, it's largely an act. He's a man from an advanced culture, and when he needs that knowledge and judgment, it's there.

The Doc has some inherent abilities to control time, but he relies on his agents and gadgets, most notably a wand-like device called a Temporal Manipulator. He's potentially extremely powerful, however when he uses the manipulator at its most powerful settings (the area effect, especially used with the Progression feat) will alert the Time Keepers to his presence and tempt them to take action. Thus even the Doc has enough sense only to use it when needed. (In other words, his powers represent what he *can* do, not what he *will* do.)

The Groove Machine, the so-called World's Grooviest Time Machine appears to be a 1966 Volkswagen van with psychedelic detailing. It's actually bigger on the inside than the outside; inside there are lava lamps, beanbag chairs, birdcages, black-light posters, and '60s music blaring at an eardrum shattering volume. The control console is a kind of giant plasma globe, operated by touch.

The Tick-Tock Doc has a bit of a soft spot for superheroes, at least those who aren't affiliated with the pigs or the armed forces. He sees them as misguided free spirits and although he wants to humiliate and bring down the Man, he'll generally leave superheroes alone (unless they try to stop him). The heroes aren't likely to be the direct target of the Doc's schemes, but rather, they'll have to clean up the messes he makes.

LEARNING ABOUT THE TICK-TOCK DOC

Characters can learn the following information about the Doc via skill checks.

GATHER INFORMATION

- DC 10** The Tick-Tock Doc and the Counter-Clock Culture were active in the late 1960s, a minor terrorist nuisance given to robberies, and disruptions. They were active on the West Coast.
- DC 15** The Doc and his gang liked to smash clocks to rebel against "the tyranny of time."
- DC 20** Though often regarded as a joke, they used advanced time-control technology of unknown origin in their robberies.
- DC 25** The Doc has crossed paths with Overshadow and Dr. Tomorrow.
- DC 30** The Doc is linked to the Time Keepers in some mysterious way. Maybe he's a Time Keeper gone mad.
- DC 35** The Doc is a renegade Clockworker.

CAPERS

ENDLESS SUMMER

Using advanced technology and hallucinogens, the Doc transforms a West Coast city into a giant commune. Everyone inside the city adopts hippie attitudes, and the whole city is suspended in a time loop, so when the summer ends, the time loop will start it over again so it doesn't have time to be "corrupted."

Given that your loved ones are among those trapped by it—and one of them suffers a fatal drug overdose on July 18—something needs to be done about this. But what happens when your heroes fall under the spell of the Doc's trippy time field?

RETURN OF THE LONELY HEARTS CLUB BAND

Ah, all the lonely people! Decades ago, they were the cream of the city's superheroic crop. Now, they're geriatrics, powerless, with one foot in the grave. Fortunately, the Tick-Tock Doc has a special offer for them—rejuvenation! The Doc is willing to give these retired capes some funky gadgets to restore their bodies to their youthful, athletic prime, but he's insisting they agree to do one job in return against the Man. They're upstanding citizens, right? There's no way they'd be lining up around the block, to get their youth and powers back, right? Somebody better stop them, and that someone is you.

PAJAMA MONKEYS VS. OVERGROWN GORILLAS

What would happen if some insane guy with futuristic tech like the Tick-Tock Doc could target every policeman in the city with a devolution ray, and transform them into gorillas? In the middle of the police benefit that you're attending? While an off-duty cop is babysitting your kids?

Of course gorillas are actually gentle and social animals, but no one seems to have told these angry, destructive beasts. Will no one rid you of those damn dirty apes? And what would Dr. Simian say? Find some way to restore order and get the Doc to set things right.

THE COUNTER-CLOCK CULTURE

The Summer of Love, the summer that changed the world...at least for a little while. Little Bear and Lorelei Sunshinehouse (known on their birth certificates as Colin Jackson and Wilma Beeseley before they burned them in a fit of protest) were children of flower power who ran away from their homes and church choirs to partake in the hippie life. When they arrived in San Francisco, they met an eccentric man wandering the streets and took him to their commune. He was a strange man with red hair who wore coke bottle glasses and a Nehru jacket covered in pocket watch designs. He was obviously a very wise guru who had taken a bad turn; they called him the Tick-Tock Doc because of the watches he wore on his coat.

They became the first of his followers, but not the last. With his wacky inventions and colorful mannerisms, the Doc was like a walking acid trip. The surreal professor became a huge hit in the hippie community, who began their revolution by attacking watch stores, and by forcing random bystanders to surrender their watches and then smashing them as their horrified owners watched. "Time's a tyrant, man!" they shouted as they ran away, leaving the owners in tears.

COUNTER-CLOCK CULTURE MEMBER PL 4

Str 12	Dex 12	Con 14	Int 16	Wis 10	Cha 12
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Skills: Bluff 8 (+9), Craft (chemical) 4 (+7), Disable Device 2 (+5), Escape Artist 4 (+5), Handle Animal 4 (+5), Intimidate 2 (+3), Notice 4 (+4), Search 4 (+7), Sleight of Hand 2 (+3), Stealth 5 (+6)

Feats: Luck 2, Move-by Action, Taunt, Teamwork

Equipment: Undercover Vest (+3 Toughness)

Powers: **Immunity 1** (aging), **Device 2** (deflecting glasses, easy to lose), **Device 4** (love bead mini-grenades, easy to lose), **Device 3** (exploding flowers, easy to lose), **Device 8** (time accelerator, hard to lose)

Deflecting Glasses: **Deflect 4** (all ranged attacks)

Love Bead Mini-Grenades: **Confuse 4** (Range—Thrown), **Paralyze 4** (Ranged, Range—Thrown)

Exploding Flowers: **Blast 4** (Burst Area, Triggered [one round delay], Range—Thrown)

Temporal Accelerator: **Time Control 4**, **Boost 4** (all Attack/Defense, Dexterity, and Reflex saves)

Combat: Attack +1, Grapple +2, Damage +1 (unarmed), Defense +1, Knockback -2 (-1 without undercover vest), Initiative +1

Saving Throws: Toughness +2 (+5 with undercover vest), Fortitude +4, Reflex +4, Will +3

Abilities 16 + Skills 10 (40 ranks) + Feats 6 + Powers 60 + Combat 4 + Saves 8 = Total 104

The press christened these attacks "time outs" and called their perpetrators "the Counter-Clock Culture", and of course the name stuck like glue. They were one of the most bizarre terrorist groups in a decade with no shortage of the surreal. They began by destroying clocks, but the Tick-Tock Doc had more than symbolic acts in minds. They attacked what the Doc called the strongholds of the establishment: stock exchanges, business schools, even "family oriented" movie and television facilities. They also committed numerous robberies to stock their commune.

Many of the members, especially Little Bear, were capable of acts of shocking brutality. When the authorities fought back, they found that they were dealing with no mere hippies, but agents armed with technology that even SHADOW would envy: temporal accelerators and decelerators, hallucinogenic bombs, and more. From 1967 through 1969, the FBI listed the Counter-Clock Culture and the Tick-Tock Doc as a major threat.

Eventually, though, the hippie era waned. People stopped coming to the Doc's rallies and "time outs." Members of the Counter-Clock Culture gradually became disillusioned and drifted away, or were captured. Little Bear was sent to maximum security, penned a bitter autobiography entitled *Race Against Time*, and was brutally murdered by fellow inmates on the day it was published. Lorelei Sunshinehouse traveled with the Doc into the future and suffered a nervous breakdown. The Doc returned her to her home time, and erected a curtain of "time beads" in a Haight-Ashbury bookstore. This curtain led to a pocket dimension, where the ravages of time would not age their bodies, and they could raise families, commune style, in peace and love.

The seven remaining members of the Culture (including Sunshinehouse) remained protected as the years went by, and they waited for the Doc to return. There were children; Sunshinehouse



herself gave birth to twins, Bear and Wildflower. In order to grow, the kids had to be raised outside the sanctuary, but were returned to the commune when they reached adulthood. There were problems, sure, but the seven were true believers and somehow managed to remain true to each other and their ideals.

In 2006, with the commune now double its original size, the Tick-Tock Doc returned. He was ready to begin the revolution again, this time with Peace Warriors summoned from across time and space!

The average Counter-Clock Culture member is trained as a terrorist operative. They aren't particularly subtle: the hippie dress is pretty much a dead giveaway, for starters. Their hippie trappings are actually disguised weapons, though their main weapon is the temporal accelerator, a device attached to their headband, which grants them limited control over time itself.

Though originally active on the West Coast, the Doc may decide to relocate the Counter-Clock Culture to a different city (like Freedom City) in order to escape "pursuit from the pigs". The time bead sanctuary would be moved as well.

BEAR AND WILDFLOWER

The twin children of Little Bear and Lorelei Sunshinehouse, Bear and Wildflower, are older teenagers raised with an eccentric aunt on Lantern Hill in Freedom City. Prenatal exposure to the Tick-Tock Doc's temporal powers (or perhaps, the large amount of recreational pharmaceuticals) did odd things to them when they were in the womb,

and they grew up...strange. They were strong, tough, and virtually unflappable. They finished each other's sentences. They appeared on rooftops a lot.

When they turned 19, their aunt (per their agreement with their mother) revealed the truth behind their parentage and sent them to the commune behind the time beads. Oddly enough, they weren't disappointed. The two children spent a lot of their lives in each other's heads, and that seemed to get them through anything.

Everyone was delighted to see them and meet them, although their level of mellowness seemed strange even to the drugged out members of the Culture. But they were good in a fight—frighteningly good, in fact. They are also thrill-seekers: from sex to recreational drug use, they enjoy sharing intense experiences with each other.

Bear is a strapping 6'5" man with long dark hair and blue eyes wearing a sleeveless white tunic and a headband with a bear claw in the center. Wildflower is a dainty 4'11" girl who wears a white tunic and has a white lily in her (long and braided) hair

IMMORTAL

His name was Ardavan, the greatest soldier of the Persian military, a true Immortal. He strode forward to challenge the Spartan King to single combat to end the standoff at Thermopylae and prevent a massacre, but the Spartans, more concerned with victory than honor,

BEAR AND WILDFLOWER

PL 9

Str 26 | Dex 18 | Con 18 | Int 14 | Wis 16 | Cha 16

Skills: Acrobatics 8 (+12), Concentration 12 (+15), Escape Artist 6 (+10), Intimidate 6 (+9), Knowledge (current events) 4 (+6), Knowledge (popular culture) 4 (+6), Notice 8 (+11), Search 8 (+10), Stealth 4 (+8)

Feats: Attractive, Accurate Attack, Defensive Attack, Eidetic Memory, Improved Disarm, Improved Grab, Improved Pin, Improved Trip, Luck 3, Stunning Attack, Teamwork 3

Powers: Immunity 1 (aging), **Super Strength 2** (heavy load: 1.84 tons), **Mental Link 4** (**Sensory Link 4** [Continuous Duration, Limited to each other]), **Communication 5** (mental, Limited to each other), **Flight 6** (500 MPH), **Protection 5**, **Super Senses 11** (detect time anomalies [acute], postcognition, precognition)

Combat: Attack +8, Grapple +16, Damage +8 (unarmed), Defense +7, Knockback -4, Initiative +4

Saving Throws: Toughness +9, Fortitude +7, Reflex +8, Will +9

Abilities 48 + Skills 15 (60 ranks) + Feats 15 + Powers 41 + Combat 30 + Saves 14 = Total 163

IMMORTAL

PL 10

St 22 | Dex 18 | Con 20 | Int 14 | Wis 14 | Cha 18

Skills: Acrobatics 3 (+7), Bluff 8 (+12), Concentration 4 (+6), Handle Animal 4 (+8), Intimidate 8 (+12), Knowledge (tactics) 8 (+10), Language (English; Persian native), Notice 8 (+10), Search 8 (+10), Sense Motive 8 (+10), Stealth 4 (+8), Survival 8 (+10), Swim 4 (+10)

Feats: Attractive, Accurate Attack, Defensive Attack, Equipment 3, Fearless, Fearsome Presence 3 (DC 13, 15 ft.), Improved Block, Improved Disarm, Improved Initiative, Luck 3, Power Attack, Taunt, Teamwork 2

Equipment: Sword (+3 damage, crit 19-20), plate armor (+5 Toughness)

Powers: Immunity 1 (aging), **Super-Strength 2** (heavy load: 1 ton), **Speed 6** (500 MPH), **Regeneration 10** (+5 Recovery Bonus, bruised 1/round, unconscious 1/round, injured 1/20 minutes, staggered 1/20 minutes, disabled 1/5 hours)

Combat: Attack +9, Grapple +15, Damage +6 (unarmed), +9 (sword, crit 19-20), Defense +9, Knockback -4 (-2 without armor), Initiative +8

Saving Throws: Toughness +9 (+5 without armor), Fortitude +8, Reflex +8, Will +8

Abilities 46 + Skills 19 (76 ranks) + Feats 20 + Powers 21 + Combat 36 + Saves 13 = Total 155

waylaid the soldier and mortally wounded him. That part of the story didn't make it into the histories (or the movies, for that matter).

Ardavan didn't die, but was rescued by the Tick-Tock Doc. Seeing that he was a marginal superhuman who cherished peace the Doc recruited him into his army. He upgraded his mail (so it's equivalent to plate mail, as opposed to the historically inferior armor the Immortal wore) and taught him to use tricks of time to increase his movement (his Speed power). Now, whenever the Doc needs to summon a warrior of peace from the past, the Immortal is the first one on his list.

Ardavan is a tall, muscled male in his mid-30s, of mixed Caucasian and Semitic descent, with dark hair and dusky skin, but eerily bright blue eyes. Despite numerous scars crisscrossing nearly every inch of his body, he's quite handsome.

TRAWLER II

Real Name: Lianna Macklin**Identity:** Public**Occupation:** Smuggler, thief**Aliases:** None**Affiliation:** None**Base of Operations:** Freedom City**Height:** 5'8"**Weight:** 135 lbs.**Eyes:** Brown**Hair:** Black

Lianna Macklin was drawn to the sea from childhood. She became a capable and agile swimmer and later a fearless diver, earning her SCUBA certification and spending a great deal of time snorkeling and deep-sea diving. She found the hunt for lost and buried treasures beneath the seas intoxicating, and hired out as a diver and salvage operative, learning the ropes and putting aside money until she could start her own operation.

Unfortunately, Lianna wasn't nearly as good at managing treasures as she was at finding them. She never managed to save much, spending what money she had on the good life while in port, then scrambling to sign on to another salvage and make more. She started going on dangerous solo dives to get a bigger cut, hoping for the legendary "big score" to give her what she needed to achieve her long sought independence. She found it, but not in the way she expected or hoped.

While on a solo dive, Lianna stumbled upon a hidden sea-cave, a secret lair used by the criminal deep-sea smuggler known as Trawler, an old foe of the Sea-King. Inside the pressure-sealed main chamber was one of Trawler's sophisticated diving suits, plans and technical information and equipment, and copies of the smuggler's notes and journals. Lianna pieced together how the diving suit worked and was able to get it in order eventually. More importantly, she had information about caches Trawler buried and hid years previously, along with various sites he had discovered, down below safe diving distance for all but submarines and diving bells. The world's oceans were now her oysters, just waiting to be harvested!

With her initial hauls, Lianna was able to buy her own boat, the *Treasure Hunter*, and hire a crew to expand her operations and provide surface support for her dives. She quickly earned a reputation for turning up tremendous finds, and selling them to the highest bidder. Lianna was swimming in money, although she spent it almost as quickly as it came in, save for what she managed to set aside for her crew and operating expenses. Between parties in Saint Tropez, Ibiza, Hawaii, and the Bahamas, she carries out new salvage operations, finding the limits of the Trawler suit's capabilities and of its original owner's maps and journals.

Trawler's operations skirt the edges of legality. Thus far, her known salvage operations have been in international waters and conform to legal requirements on salvage, giving her clear rights to what she finds. The less legal recovery of some of the original Trawler's hauls has been under the radar of authorities, although someone may eventually trace them back and discover a pattern or connection. Likewise, Lianna's willingness to stray into more dangerous territory could catch up with her eventually. In particular, her disregard for the actual inhabitants of the seas, from fish all the way up to the people of Atlantis, may cause problems, and not just with environmentalists.

TRAWLER II**PL 9**

STR	DEX	CON	INT	WIS	CHA
+9/+1*	+0	+2	+1	+1	+0
28/13*	11	15	12	13	10
TOUGHNESS	FORTITUDE	REFLEX	WILL		
+10/+2*	+5	+3	+4		

*Without armor

Skills: Climb 4 (+13/+5*), Disable Device 6 (+7), Gather Information 6 (+6), Intimidate 4 (+4), Knowledge (arcane lore) 2 (+3), Knowledge (art) 3 (+4), Knowledge (earth sciences) 4 (+5), Knowledge (streetwise) 4 (+5), Notice 6 (+7), Search 9 (+10), Sense Motive 4 (+5), Stealth 4 (+4), Survival 4 (+5), Swim 8 (+17/+9*)

Feats: Contacts, Favored Environment (aquatic) 2, Equipment 3

Equipment: survey boat (see *Yacht*, *M&M*, page 144), plus 8 points worth of miscellaneous equipment

Powers: **Device 19** (armor, hard to lose)

Trawler Armor: Enhanced Strength

15, Immunity 9 (life support),

Protection 8 (Impervious 4), **Snare**

9 (steel-mesh net), **Stun 9** (electric shock),

Super-Senses 13 (blindsight [sonar], direction sense, distance sense, infravision, low-light vision, radio, time sense, tremorsense),

Super-Strength 3 (heavy load: 4.8

tons), **Swimming 4** (25 MPH)

Combat: Attack +7, Grapple +19, Damage +9 (unarmed), Defense +6, Knockback -7 (-1 without armor), Initiative +0

Drawbacks: Normal Identity (full round, -4 points)

Abilities 14 + Skills 17 (68 ranks) + Feats 6 + Powers 76 + Combat 26 + Saves 9 - Drawbacks 4 = Total 144

Trawler makes a useful agent for an employer looking to recover something lost in the ocean depths. She's a good foe for a hero with aquatic abilities, environmental leanings, or connections with Atlantis or the ancient world (and its treasures, which Trawler dredges up). She's generally not interested in personal vendettas, just in making money and pinpointing the next big find, although she'll ruthlessly eliminate any threat to her current sweet setup.

LEARNING ABOUT TRAWLER

Heroes can learn more about the current Trawler in a variety of ways.

GATHER INFORMATION

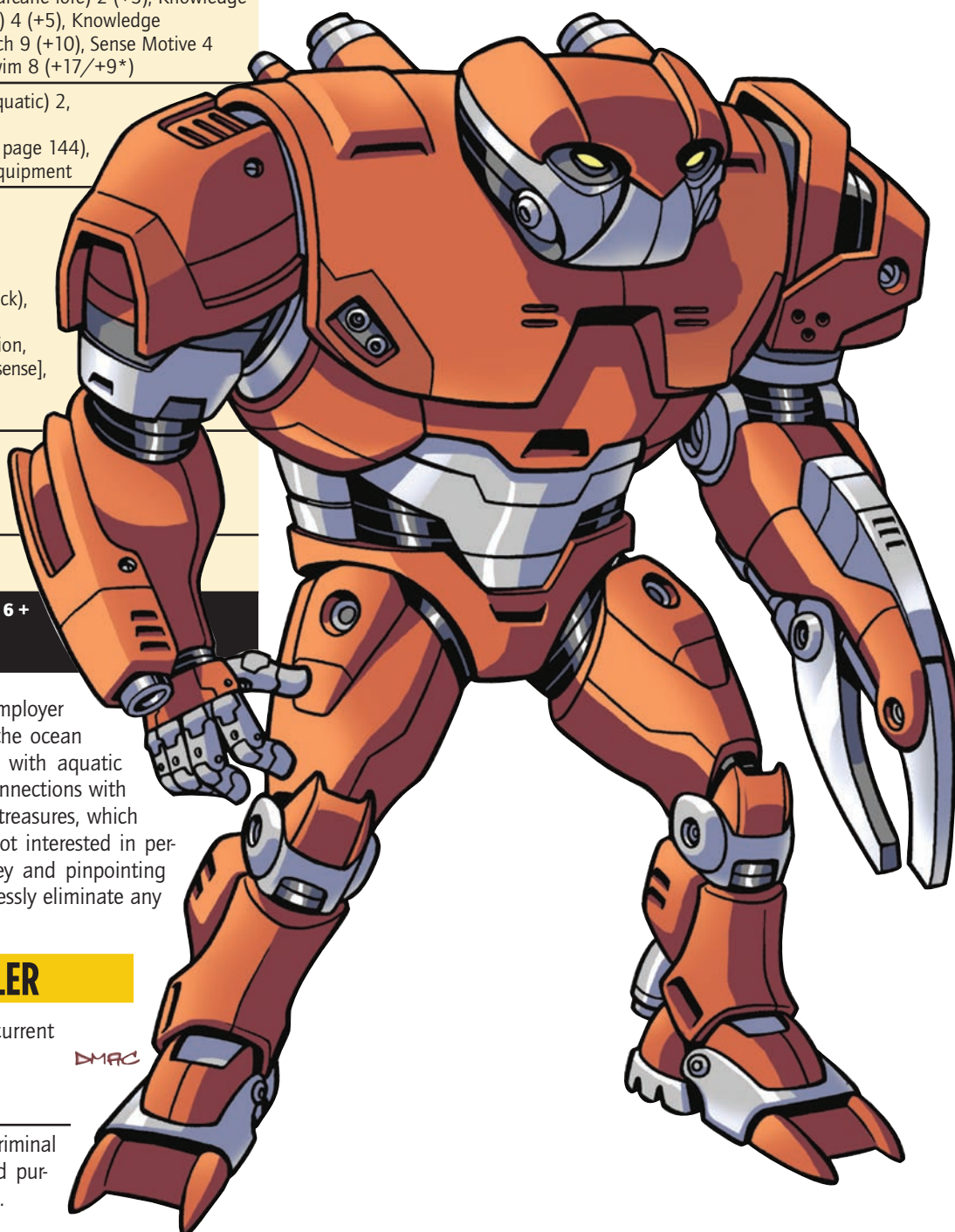
Asking the right questions in the criminal underworld and among smugglers and purloined art dealers can find the following.

DC 10 Trawler is an undersea salvage operator specializing in certain rare and hard-to-find treasures, with no questions asked.

DC 15 The current Trawler isn't the same man as the first user of the advanced diving suit, in fact, she isn't a man at all.

DC 20 Trawler is a diver and salvage specialist named Lianna Macklin. She's a devoted treasure-hunter and expert diver without any scruples to get in the way of her profits.

DC 25 Lianna Macklin spends a great deal of her time and money in various spots in the Caribbean, where she enjoys the high life when not working.



DMAC

KNOWLEDGE (ART)

Those with knowledge of the fine arts may learn something about Trawler's involvement.

- DC 20** A number of rare sunken treasures have turned up recently for auction, coming from a treasure hunter called Trawler, who uses a highly advanced diving suit to reach them deep under the oceans.

PROFESSION (DIVER)

Anyone with training as a diver or in some related profession (GM's discretion) might have heard of Lianna Macklin.

- DC 15** Lianna Macklin is an expert diver and undersea salvage specialist who doesn't ask questions and is more interested in the hunt than anything else.
- DC 20** Ms. Macklin hit it big recently; she's using an advanced diving suit to hit sites no one else can reach, and pulling considerable finds out of the depths.

CAPERS

THE ATLANTIS PLUNDER

Trawler found and looted an ancient Atlantean site in the depths of the Atlantic Ocean near the Caribbean, selling the artifacts at auction for a substantial sum, primarily to museums but also to individual collectors. Now the Atlanteans have discovered the looting of one of their sacred sites. They have demanded the return of the artifacts as well as the arrest of the thief, who must answer to Atlantean justice.

Unfortunately, the site falls outside the currently recognized borders of Atlantis (far smaller now than the full extent of the ancient island continent). The United Nations agrees that international salvage rights may apply and insists on referring the matter to the courts. A vocal faction of Atlanteans is unwilling to wait and trust to "surface world justice," agitating for war over this latest insult. King Theseus is doing what he can to keep things under control, but he too is angered by the surface governments' failure to act. Can the heroes resolve the situation without creating a diplomatic incident or, worse, a war between Atlantis and the surface world?

EYE SEA

Trawler stages the theft of the fabled Eye of Argon from the city of Atlantis (see **Opal** on page 15 in this book for details). She uses a waterborne chemical agent to incapacitate the Atlantean guards, protected by her diving suit's life support system, and escapes with the gem. The Atlanteans are not long able to pursue on the surface, and must ask for aid in recovering the Eye, which is where the heroes come in.

Trawler may be working for an anonymous employer to steal the Eye of Argon, anyone from a mage like Malador looking to exploit its powers to an eccentric collector or would-be new wielder of the power of Opal. Alternately, Lianna may have simply seen the opportunity to heist the gem, perhaps even feeling a strange sort of attraction to it without really knowing or questioning why. In either case, once Trawler touches the Eye of Argon with her bare flesh rather than one of the waldo-arms of her diving suit, the sinister, intelligent gemstone might find itself a new host body...

ALISTER USHER

Real Name: Alister Usher	Identity: Public
Occupation: Crimelord	Aliases: None
Affiliation: The House of Usher	Base of Operations: The House of Usher, Lantern Hill, Freedom City
Height: 6'4"	Weight: 160 lbs.
Eyes: Brown	Hair: Black

Roger Usher always lived up to the family credo and did whatever it took to provide for his brood. Over the centuries, the Ushers had traded slaves, swindled Indian land, and broke strikes in order to live in the manner to which they'd grown accustomed. It was only natural for Roger to run bootleg liquor and trade with Nazi Germany when it came his time to head the clan. Being a traditional man, he vowed to raise his only son Alister to live up—or rather, down—to the family reputation.

Alister Usher's childhood was spent careening madly from gross indulgence to barbaric torture, all dictated by the whims of his father. Roger had worked hard and done some terrible things (even by the Ushers' standards) to make a good life for his family, and wanted his son to enjoy all the privileges. However, he didn't want his boy getting too spoiled, so every time Alister disappointed him it triggered a sadistic punishment in response. Young Alister grew up in custom tailored clothes; clothes designed to hide the bruises, burns, and scars inflicted by his wrathful father.

Sadly for Alister, he was destined always to dissatisfy his father. He'd been born with cutaneous porphyria (allergy to sunlight) so severe that no amount of makeup could hide the necrosis of his skin. The condition was a side effect of the Ushers being completely ostracized in Freedom City society for generations. While Roger and his daughters were also the children of inbreeding, at least their impurities were hidden in their genes, not on display like Alister's and no matter how fondly he might regard his son, he never stopped seeing him as a hideous freak.

Despite his maladies, Alister forced himself to become fit and strong. The pain was often excruciating, but nothing new to him. It became bearable because it was his only real escape from his never-ending world of darkness. When his willpower failed him, his loving sisters were there to tend to his wounds, especially the beautiful Felicia, to whom he grew especially close. For the rest of their lives, they enjoyed an old-fashioned mannered Victorian courtship and a deep, abiding, and disturbing love.

Roger Usher passed away in 1960, leaving the family's criminal enterprises in Alister's hands. Unsure of what to make of his unsavory legacy, Alister pondered his life and heritage. He was standing on a decaying Usher mansion balcony enshrouded by the cool darkness of the night, dismembering his father's corpse and watching the guard dogs fight over the choicest cuts, when the inspiration struck.

Almost from its founding, Freedom City had treated the Ushers as pariahs because of what they had to do to survive. Therefore, he resolved to prove that the hypocrites who judged his family were at least as corrupt as they accused the Ushers of being. From that day on, the House of Usher would specialize in supplying the lowest of vices to the highest of bidders, transforming polite Freedom

ALISTER USHER

PL 7

STR	DEX	CON	INT	WIS	CHA
+3	+4	+3	+5	+5	+6
16	18	16	20	20	22
TOUGHNESS	FORTITUDE	REFLEX	WILL		
+6/+3*	+4	+5	+6		

* without undercover vest

Skills: Bluff 5 (+11), Diplomacy 5 (+11), Disable Device 7 (+12), Drive 6 (+10), Gather Information 5 (+11), Intimidate 5 (+11), Knowledge (current events) 6 (+11), Knowledge (streetwise) 6 (+11), Knowledge (tactics) 6 (+11), Language (Latin, Native: English), Notice 7 (+12), Pilot 6 (+10), Search 7 (+12), Sense Motive 5 (+10), Stealth 7 (+11)

Feats: Attack Focus (ranged) 1, Assessment, Connected Contacts, Defensive Attack, Equipment 5, Evasion, Improved Block, Improved Critical (pistols, 19-20), Improved Sunder, Improved Trip, Instant Up, Master Plan, Minions 7 (50 thugs [see Thugs, *M&M*, page 229]), Power Attack, Startle, Well-Informed

Equipment: Assault rifle (+5 damage), holdout pistol (+2 damage), night vision goggles, undercover vest (+3 toughness)

Combat: Attack +7 (melee), +8 (ranged), Grapple +10, Damage +5 (assault rifle), +3 (unarmed), +2 (hold-out pistol), Defense +7, Knockback -3, Initiative +4

Drawbacks: Weakness (sunlight, major, per minute, -7 points)

Abilities 52 + Skills 21 (84 ranks) + Feats 27 + Powers 0 + Combat 28 + Saves 3 - Drawbacks 7 = Total 124

City society into a latter day Sodom and Gomorrah. Alister breathlessly shared his vision with Felicia, and when she kissed him tenderly in response, he knew he'd made the proper choice.

The wealthy House of Usher grew wealthier still as it made all manner of blood sports, prostitution, slavery, and drugs available to Freedom City's upper crust, which proved eager to taste such forbidden pleasures. Alister's vision of catering to and corrupting the rich was the key to his success. While other criminal organizations dealt drugs, only the Ushers trafficked in the fearsome hallucinogen *adrenochrome*, fatally drawn from the adrenal gland of a living donor. Too few were bothered by such venality, and Alister's ventures grew into a criminal empire.

One man who was offended—to the core of his very being—was Duncan Summers. Feeling utter revulsion at what the Ushers offered, he donned his Raven garb and vowed to bring down the House of Usher. Their struggle raged on for years, prolonged by Usher's resourcefulness and the protection of his wealthy clientele. There were also a number of occasions where Usher's more extreme criminal enterprises escaped

detection simply because no one else could conceive of anything with that degree of depravity involved, much less investigate them.

After nearly a decade of chipping away at the family's criminal empire, the ultimate confrontation between the Raven and Alister Usher occurred on November 12, 1969. Earlier that evening, the Raven had broken up one of the family's exclusive brothels and found dozens of teenage runaways held captive there. The Raven left for the Usher house, and within an hour fifty of the family's goons were hospital-bound.

Alister was quickly disarmed, and the hand-to-hand battle that ensued was the most savage of the Raven's career. Their struggle left Alister broken and bleeding, and in desperation he flung a vial of sulfuric acid at the Raven, who managed to duck out of the way. The caustic chemicals instead struck Felicia Usher as she ran to her brother's aid, horribly disfiguring her and sending her into shock. As she fell, she knocked some burning logs out of a fireplace, and in a short time the deteriorated Usher mansion was completely ablaze.

The Raven tried to save the Ushers from the fire so they could stand trial for their crimes, but Alister fought him off and carried Felicia's body further and further and into the inferno. Alister was last seen cradling his sister's body in the heart of the blaze just before the mansion collapsed around them. A later search of the grounds turned up several bodies burned beyond recognition, and their numbers indicated that night signaled the fall of the House of Usher.

LEARNING ABOUT USHER

Characters can learn the following about Alister Usher.

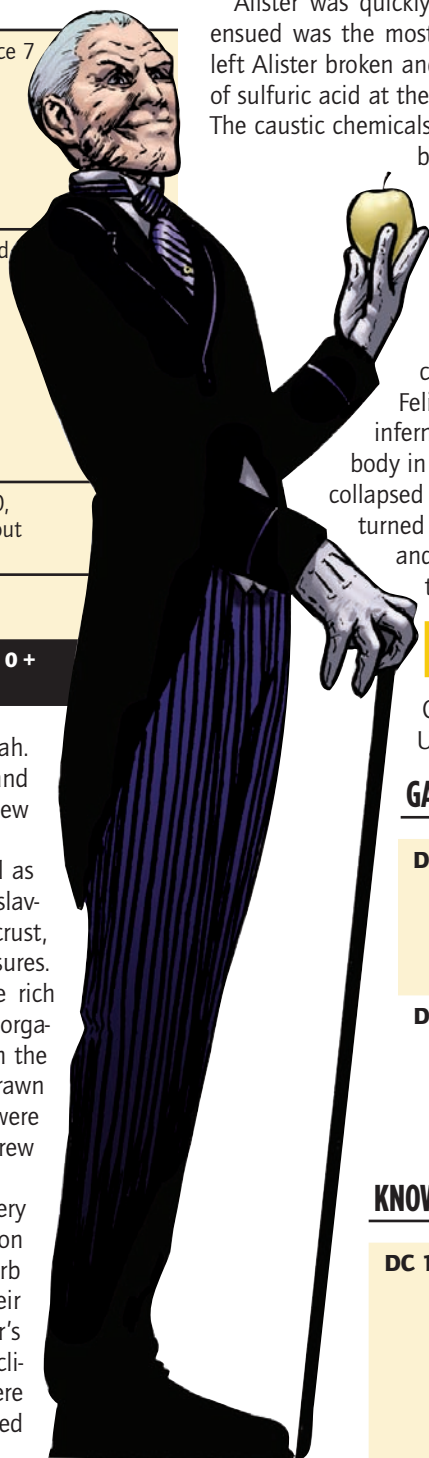
GATHER INFORMATION

DC 10 The Ushers are by far the most disreputable family in Freedom City, and have been for generations. No decent person ever has anything to do with them.

DC 15 The Ushers more than earned their bad reputation. Over the years, they made money off slavery, massacring Indians, busting up picket lines, and God only knows what else.

KNOWLEDGE (STREETWISE)

DC 15 Yeah, everybody knows the Ushers are up to no good. I mean, they're Ushers, right? What else would they be doing? Whatever it is, it must pay really good. I know some guys who work for the House of Usher and they're all making a killing. They won't ever talk about what exactly they do for the Ushers, though.



DC 20 If you've got the cash, the House of Usher can get you anything you want, provided you're a sick enough bastard to ask for it. The Ushers can set up a dogfight for you, arrange for you to drown the losers personally, then get you high on adrenochrome afterwards. And that's just a start.

CAPERS

ARENA

One of the Usher's regular customers always wanted to see super-powered people fight, but without the risk of getting a bus thrown on top of him. After the check clears, Usher lures the heroes into a trap—fake hostage situation, bogus kidnapping, whatever—that leaves them anesthetized and at the mercy of the Ushers.

As bad luck would have it, the Ushers have no mercy, and the characters soon find themselves about to do their best Kirk Douglas impression in an impromptu gladiator arena. Their opponents are some previously unknown super-powered individuals (you can create your own, or modify the hero and villain archetypes in the *M&M* rulebook or other sourcebooks). The rules are simple: it's a fight to the death for one side. If the characters lose, they all die, and if they win, well, they don't die right now.

Whether or not their opponents are heroes, villains, or a mix thereof, they seem content to play by those rules. It's up to the characters to change their minds, or beat them into unconsciousness before anyone gets hurt fatally. If the characters triumph, the Ushers will be long gone by that time, being now well acquainted with them and free to shock and surprise them again in the near future. That still leaves plenty of degenerate spectators for the heroes to hand over to the authorities, which should assuage their feelings at least a little.

As an aside, one of the shadowy spectators who will also evade capture is one August Roman. Even if the night ends badly, the whole idea of super-powered gladiator fights makes quite an impression on the crime boss, and Roman files the idea away to use on a later day.

THE RISE OF THE HOUSE OF USHER

If you're a longtime comic-book reader, you're already thinking there's no way the Ushers (all of them, at least) died in the fire. Maybe they fell through the collapsing floor into a stagnant flooded basement, or one of the other Usher sisters was out that night buying baby clothes for her little inbred bun in the oven. However it happens, the Ushers are back in the modern day, even if they never really went away.

A strong possibility exists any subsequent generations of Ushers are going to be mutants, changed in horrific but beneficial ways. The new Ushers won't be much to look at, but their superpowers still serve them well in their criminal careers. If Alister—badly burned but still clinging to life—is around to advise them, they'll be even more dangerous.

The real question for Gamemasters is what sort of activities they want the modern day Ushers engaging in. To be sure, the stuff Alister Usher profited from back in the 1960s still has a significant "ewwww" factor today. A 21st-century House of Usher with a similarly depraved focus might well be engaged in pastimes capable of even making "snuff" film fans wince. Gamemasters should then give careful consideration as to whether the new Ushers are truly degenerate criminals, or just plain old criminals, depending on the tone of the game.

**MUTANTS
& MASTERMINDS**

APPENDIX: VILLAIN REFERENCE

This Appendix provides a quick-reference guide to the villains in *Freedom's Most Wanted*. Listings are sorted by power level—to give an idea of the overall challenge the villain presents—and give the page where the villain's game stats may be found, the era of Freedom City's history where that character belongs (Golden, Silver, Iron, or Modern Age), and a brief summary.

	PAGE	ERA	SUMMARY
PL 4			
Counter-Clock Culture	page 115	Silver	Cult followers of the Tick-Tock Doc since the 1960s.
Fomorian (typical)	page 18	Any	Monsters of Celtic folklore, exiled to another dimension.
Hollow Men	page 25	Modern	Agents of Invisible, Inc.
PL 5			
Dr. Noman	page 22	Modern	The current ringleader behind Invisible, Inc.
PL 7			
Magician	page 90	Modern	Master of misdirection and stage illusion.
Scrounge	page 103	Modern	Scavenger of devices and equipment.
PL 8			
Alien Gator	page 44	Silver	Reptilian alien stranded on Earth.
Conqueror Worm	page 63	Silver	Underground crime lord and cult leader.
Daddy-O Long-Legs	page 65	Iron	DNAScendant mutated into a monster.
Doctor Zero	page 13	Golden	Mad scientist and cryogenics expert. Member of the Crime League.
Hellhound	page 33	Modern	Demonic featured student at the Shadow Academy.
King Cole I	page 13	Golden	Storybook themed criminal, member of the Crime League.
Korcek, Ivan "Killjoy"	page 23	Modern	The true, ruthless, mastermind behind Invisible, Inc.
LaRue, Will "Happyface"	page 24	Modern	Emotion-manipulating lawyer and face-man for Invisible, Inc.
Lenore	page 83	Silver	Saturnine vampiress and foe of the Raven.
Magnifico the Magician	page 15	Golden	Pompous sorcerer and member of the Crime League.
Marionette	page 15	Golden	Communist mind-controller and member of the Crime League.
Opal	page 15	Golden	Wielder of the mystic Eye of Argon, member of the Crime League.
Shadowbox	page 34	Modern	Reluctant darkness-wielding student of the Shadow Academy.
Sorenson, Matthew	page 24	Modern	Diminutive second-story man and burglar for Invisible, Inc.
Usher, Alister	page 120	Silver	Vile crimelord and vice-peddler.
PL 9			
Count Zero	page 32	Modern	Android Shadow Academy student.
Dwarfstar	page 32	Modern	Shrinking gravity controller, Shadow Academy student.
Lethal Lolita	page 34	Modern	Halfbreed Utopian fighter, Shadow Academy student
Mistral	page 28	Modern	Nightwatch member able to transform into mist.
Stompzilla	page 35	Modern	Massive, powerful bruiser at the Shadow Academy.
Trawler II	page 118	Modern	Modern-day "salvage specialist" using an enhanced diving suit.
PL 10			
Bear	page 117	Modern	Mutant devote of the Tick-Tock Doc. Brother to Wildflower.
Bear-Knuckle	page 9	Iron	Brutal ursine member of the Contenders.
Blackbird II	page 55	Modern	Costumed stalked obsessed with the Raven.
Bola	page 36	Modern	Bola-wielding member of the Thieves' Guild.
Cerberus	page 59	Any	Hound guardian of Tartarus and agent of Hades.
Coda	page 60	Modern	Deadly super-assassin with sonic weaponry.
Doc Holiday	page 68	Silver	Mad holiday-themed super-criminal.
Fear-Master I	page 72	Silver	Wielder of biochemical fear agents.

	PAGE	ERA	SUMMARY
Firebug	page 36	Modern	Pyromaniac arsonist, member of the Thieves' Guild.
Fly-Boy	page 10	Iron	Fly-like DNAscendant, member of the Contenders.
Glacier	page 74	Modern	Last survivor of a race of "ice people" with cold powers.
Headmistress	page 31	Modern	Shadow-wielding instructor and head of the Shadow Academy.
Heavyweight	page 11	Iron	Density controlling member of the Contenders.
Huckster	page 37	Modern	Slick con artist and gadgeteer, member of the Thieves' Guild.
Immortal	page 117	Any	Undying Persian soldier, follower of the Tick-Tock Doc.
King Cole II	page 79	Modern	Genius criminal from a parallel Earth.
Looking Glass	page 37	Modern	Mirror obsessed member of the Thieves' Guild.
Luna Moth	page 85	Silver	Femme-fatale user of biochemical mind-control agents.
Mad Maple	page 39	Modern	Crazed Canadian cryogenic and member of the Thieves' Guild.
Recall	page 95	Modern	Mercenary able to duplicate any physical action he sees.
Red Death II	page 98	Modern	Revenge obsessed user of chemical gas weapons.
Talon	page 29	Modern	Nightwatch member with animalistic powers.
TKO	page 11	Iron	Invisible, telekinetic infiltrator of the Contenders.
Tom Cyprus	page 16	Golden	Hulking, super-strong swamp creature, member of the Crime League
Weather Mistress	page 39	Modern	Wields a weather controlling "vane," member of the Thieves' Guild.
Wildflower	page 117	Modern	Mutant devote of the Tick-Tock Doc. Sister to Bear.
PL 11			
Bres the Beautiful	page 20	Any	Sorcerous leader of the Fomorian.
Dr. Mayhem	page 70	None	Master villain cast out of time by the destruction of his parallel timeline.
Silver Hyena	page 104	Modern	African doctor cursed to become a were-hyena.
Talona	page 111	Modern	Proud warrior woman of the Avian race of bird-people.
PL 12			
Balor	page 49	Modern	Irish terrorist empowered with the chaos magic of the Fomorian.
Blackthorn	page 57	Golden	Ageless sinister druid.
Dr. Twilight	page 26	Modern	Leader of the Nightwatch, skilled acrobatic and strategist.
Goanna	page 77	Modern	Scientist transformed into a savage lizard-man.
Nocturne	page 28	Modern	Darkness wielding member of the Nightwatch.
Sandstone	page 100	Modern	Former soldier transformed into a being of shifting sand.
Sky Lord II	page 107	Modern	Criminal mastermind obsessed with the skies and the mores of the past.
Virago	page 27	Modern	Super-strong member of the Nightwatch.
PL 13			
Adamant	page 43	Any	Mystic suit of invincible armor designed as a slayer of gods.
Black Anubis	page 53	Modern	Would-be demigod from a parallel reality.
PL 14			
Madame Zero	page 88	Modern	Cryogenic scientist with cold powers.
Negator	page 92	Modern	Mad matter-antimatter being with destructive energy powers.
Nero	page 93	Silver	Insane pyrokinetic and former foe of the Centurion.
Syzygy	page 109	Modern	Honorable alien gladiator and warrior.
PL 15			
Beast of Kilimanjaro	page 52	Any	Alien engine of destruction imprisoned in Africa.
Tick-Tock Doc	page 114	Any	Renegade time-traveler and troublemaker.
PL 16			
Alpha-Centurion	page 47	Modern	Evil duplicate of the Centurion created by Omega.
PL 18			
Legion, the Mind Virus	page 81	Modern	Intelligent virus able to possess living creatures to create a group mind.

CONTRIBUTORS

SCOTT BENNIE, DESIGN

Invisible, Inc., Negator, The Tick-Tock Doc and the Counterclock-Culture

Scott Bennie has been cranking out superhero RPG character write-ups since the 1980s, when he forsook the decade's fashion and music disasters in favor of designing cool and edgy game supplements like *The Gamer's Handbook of the Marvel Universe* for TSR and *Villainy Unbound* and *Classic Enemies* for Hero Games. Despite his advancing years and decrepit state, Scott's managed to stay with the times. His previous *Mutants & Masterminds* work includes *Agents of Freedom*, the *Terminus* in *Worlds of Freedom*, and *Gestalt: The Hero Within* (for BlackWyrM Games).

SHAWN CARMAN, DESIGN

The Contenders, Blackbird II, Daddy O-Long Legs, Glacier, Sky Lord II

Shawn Carman is a teacher and freelance writer living in Athens, Tennessee. An avid comics fan since third grade, he's been boring the crap out of people with his stories about superheroes for decades, and now you've been roped into reading something of his as well. Hahaha!

JEFF CRAIG, DESIGN

The Nightwatch, Madame Zero, Sandstone

In order to save his homeworld from destruction at the hands of a fearsome cosmic entity, Jeffrey Craig made a bargain that forced him to come to Earth and live a life of civil service and self-indulgent geekery. A mild-mannered public servant by day, Jeff regularly dons his cape and cowl to prowl the dark and lonely aisles of game and hobby stores throughout the Pacific Northwest. A native of Portland, Oregon *Freedom's Most Wanted* is Jeff's second project for *M&M*, having previously contributed to *Paragons*.

STEVE KENSON, DESIGN & DEVELOPMENT

The Fomorians, Alpha-Centurion, Cerberus, Nero, Silver Hyena, Talona, Trawler II

As a Gamemaster running superhero RPGs, one of Steve's favorite things to do was scribble down names and ideas for characters in a big notebook. He's continuously pleased with how so many of those ideas have found their way into *Freedom City*, and how various authors have contributed to the setting. Steve has been developer for *Mutants & Masterminds* since 2004, and a freelance RPG writer and designer since 1995. He lives in New Hampshire with his partner, Christopher Penczak.

CHRIS HUFF, DESIGN

Gaonna, The Magician, Recall, Scrounge, Syzygy

Chris Huff is a comic book, gaming, and book geek. He went from *M&M* fan to freelancer thanks to his long-time friend, Jeffrey Craig. This is his first foray into freelance writing for games, and he's already

hooked. Chris has worked as an editor and design manager for Ooligan Press while earning his master's degree in writing and book publishing. He is still geeked about his internships with Oni Press and Bowler Hat Comics. He lives in Portland, Oregon with his wife and daughter, both of whom he is slowly corrupting with superheroes and RPGs.

SEAN JOHNSON, DESIGN

The Beast of Kilimanjaro, Dr. Mayhem, Legion, Red Death

Sean Johnson is a graduate of the Art Institute of Seattle. He currently lives in New Hampshire with his wife, Elizabeth, and their son, Quinn. He has previously contributed to Green Ronin's *Paragons* campaign setting.

CHRISTOPHER MCGLOTHLIN, DESIGN

The Thieves Guild, The Golden Age Crime League, Alien-Gator, Conqueror Worm, Doc Holiday, Fear Master, Lenore, Luna Moth, Alister Usher

A freelance writer for the *Mutants & Masterminds* line, Christopher McGlothlin, M.Ed. is a lifelong Virginian whose prior works have been published by PEG, WEG, Guildhall Press, Gold Rush Games, Comic Images, and Spectrum Games. He holds Bachelor of Science Degrees in Political Science and Journalism, as well as a Master's in Education, from Radford University. For the past thirteen years, he has worked as a High School Social Studies Teacher, and serves as a moderator for the New Gamers Order pro wrestling/game industry discussion e-list. Mr. McGlothlin is a member of the Sons of Confederate Veterans, the Military Order of the Stars & Bars, and the Confederate States Army. His hobbies include the Miami Dolphins, MST3K, the JSA, professional wrestling, and classic sci-fi. All good things in his life are made possible by Jesus Christ and his wonderful wife Tanith.

LUCIEN SOULBAN, DESIGN

Black Anubis

By buying this book, you fully support the "Weed Lucien Soulban from Existence" Initiative. Efforts are now being made to uproot him from his home in Montreal, as well as striking his name from the author's credits of *Hero High* and *Lockdown*, from his *Dragonlance* novel *Alien Sea*, his *Warhammer 40K* novel *Desert Raiders* and from 90 different roleplaying products. The less said about his scriptwriting for the *Rainbow Six: Vegas* and *Kim Possible* videogames the better... I mean, who knew he'd get the two franchises confused? Everyone knows Ron Stoppable doesn't "Frag & Clear" anything! Ever!

AARON SULLIVAN, DESIGN

The Shadow Academy, Adamant, Balor, Blackthorn, Coda, King Cole II

Aaron Sullivan is a writer and general all-around gamer geek and comic book junkie living in Louisville with his incredibly understanding and long suffering wife, as well as way too many cats. He's one of the BlackWyrM Games crew and responsible for writing *The Algernon*

Files M&M Superlink stuff (so don't blame the others if you didn't like it) as well as some other sundry *M&M* and *True20* madness. Yes, he is every bit as evil and demented as his work may make you think he is.

JON LEITHEUSSER, EDITOR

Jon was born in Burlington, Wisconsin where there was little to do but read comics and play roleplaying games. So it makes sense that he would want to do the same things as an adult. After moving across the country to work as a Game Designer at WizKids, Jon now lives in Renton, Washington and write, edits, reads, and plays as much as he can. He lives with his wonderful girlfriend Julia in a brand new house that they're both happy actually has some insulation.

MICHELLE LYONS, EDITOR

Michelle Lyons is a mild-mannered writer and editor with a stubborn streak and a penchant for trouble. When now scouring the streets of the Emerald City, she spends her time browsing online and herding to future superheroes around. Michelle was first exposed to Really Potent Gamma-Rays (hereinafter known as "RPGs") back in 2000, when she started working for a publishing front of the secret conspiracy known as FASA Corp. She's since worked with most of the movers and shakers of the RPG biz, but still somehow manages to keep her sunny, girl-next-door disposition.

HAL MANGOLD, GRAPHIC/ART DIRECTION

Hal has been involved with roleplaying games since he was 9 years old, and shows no sign of stopping now. His graphic design skills have been applied to over well over 30 gaming products, and he's written material for Pinnacle Entertainment Group, White Wolf Publishing, Atlas Games, Twilight Creations, and Green Ronin Publishing. Hal resides in Alexandria, VA with far too many books and CDs, and a temperamental cat.

TONY PARKER, ART

Tony Parker is an Arizona-based artist who has worked in the fields of RPG illustration, graphic novels, card art and book cover art. He still enjoys giving hugs.

SCOTT JAMES, ART

Scott graduated from Northern Illinois University in 1995, and hasn't looked back since. He began freelancing right out of collage. He began working for Fasa's *Battletech*, *Shadowrun*, and *Earthdawn*. At this time he began to do work for White Wolf and Pinnacle Entertainment Group as well. He then began doing work for AEG, which he parlayed into a part time staff. He continues to freelance for a multitude of companies, along with teaching college art classes.

STORN COOK, ART

Freelanced through art school, Columbus College of Art and Design, due to an insane love of Role Playing Games, which I've been involved in since 1978. I strive to be a little bit better every day. I continue to freelance, wishing to get my artwork in every superhero (or villain) RPG possible.

ADAM WITHERS & COMFORT LOVE, ART

BAG Productions is the brainchild of Adam Withers and Comfort Love; a studio of their own that generates all manner of illustration and graphic design, but which features their signature style and approach. Their deep love of art and storytelling matched only by their love for each other, they go forward in the business of freelance illustration with a single overarching philosophy—bring passion, dedication, and brilliance to every project you undertake, and each piece you touch will stand out as a snowflake in the desert. It is this winning ideal, combined with the drive and will to succeed, which marks BAG Productions as one of the shining partnerships in the field.

DARREN CALVERT, ART

Raised in the foothills of the Canadian Rockies by a pack of wild squirrels, Darren Calvert rose from his humble beginnings to graduate from the University of Alberta with a degree in Industrial Design. He now works full time for Art Attack, an Edmonton company specializing in custom theming for the amusement industry. In his spare time, he spends way too much time reading comics, playing video games, watching movies, and working on freelance illustrations for the RPG industry.

ADAM DEKRAKER, ART

Adam DeKraker's art has appeared in comics from Marvel, DC, Dark Horse, and Nickelodeon Comics. Some of the properties Adam has illustrated include *The Legion of Super-Heroes*, *Superman*, *The Titans*, *The Justice League*, *Spider-Man*, *Star Wars*, *Wolverine*, *Smallville* and *Jimmy Neutron*, among many others. Adam lives in Brooklyn, New York. Visit his website at AdamDeKraker.com.

MATTHEW TICE, COLORS

Matthew Tice runs the graphic design firm, ARCHON Creative Design. He does a little bit of everything from websites and logos to advertising and signage, but his true love is the gaming industry and comics. Matthew's work has been published through Image Comics and many independent game publishers, most recently Green Ronin Publishing and Z-man Games. For more information, go to www.archoncreative.com or www.darksidestudios.biz.



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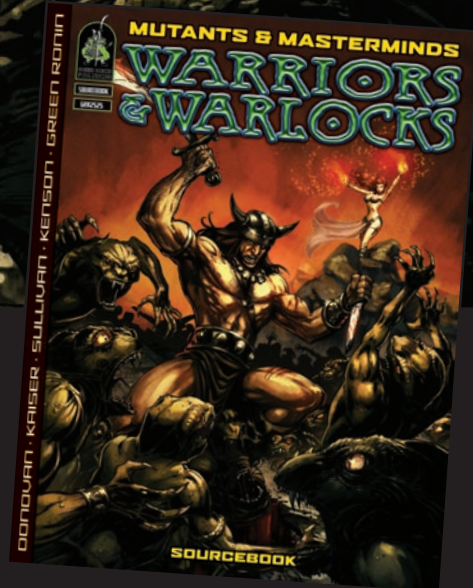


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