

MYSTERY MEN!

A ROLE PLAYING GAME BY JOHN M. STATER

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ROLE PLAYING GAME

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Special thanks to all the creative comic book writers and artists – known and unknown – for their part in creating a modern mythology that has entertained and inspired millions!

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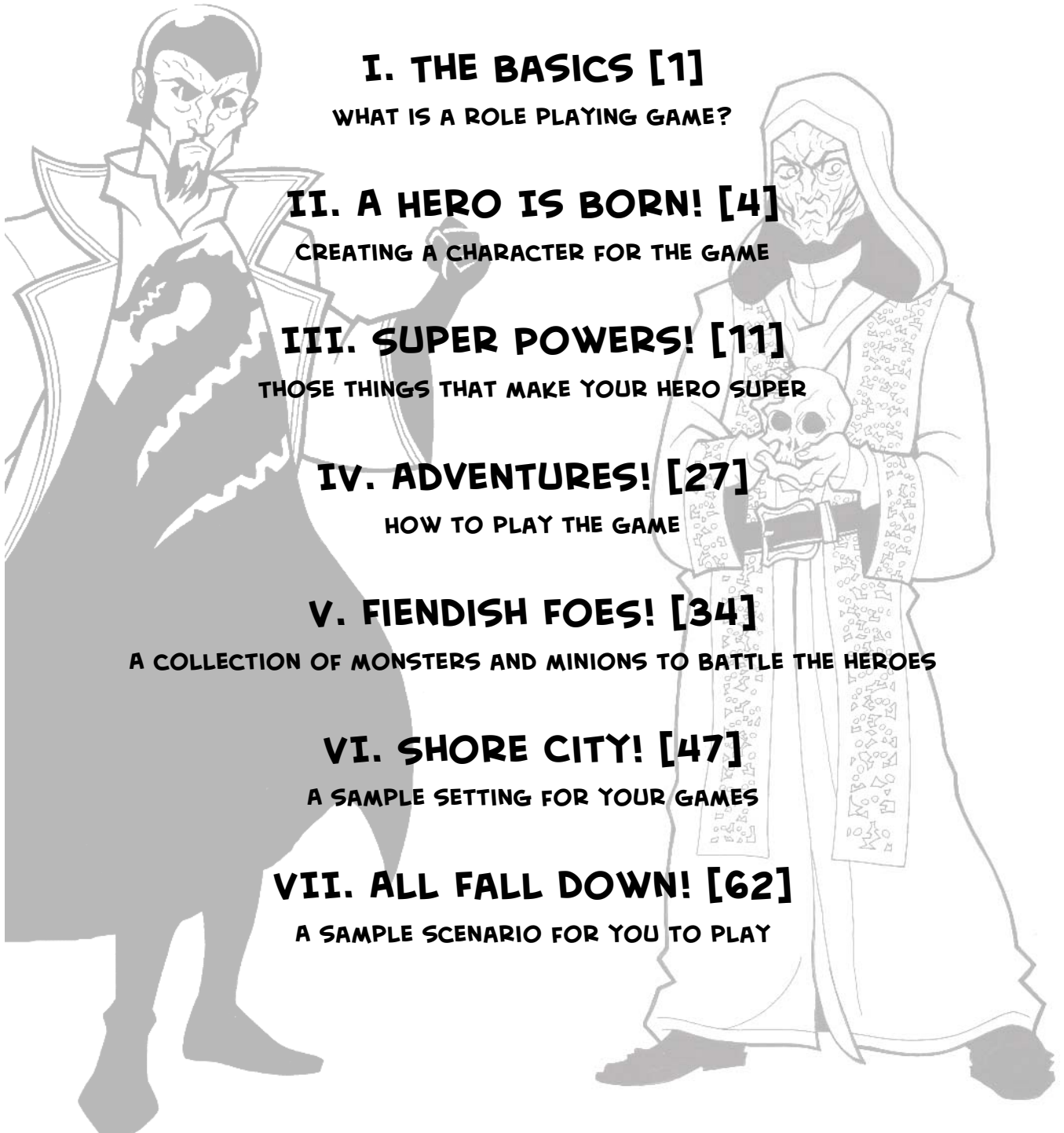
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THE BASICS

WHAT IS A ROLE-PLAYING GAME?

A role-playing game is a game in which players act out imaginary scenarios using imaginary characters, letting the roll of the dice determine whether or not their actions are successful. A role-playing game differs from more traditional games in that a game need not end with a single winner and several losers. Players are intended to work with one another to triumph over challenges.

In *Mystery Men!* one player takes the role of the referee, or Mastermind, while the other players take the roles of heroes attempting to thwart villainous schemes and save the day.



referee. If the players play well, use sound strategy and tactics and get lucky now and again, they might be able to stop the villain's plot.

On the other hand, if the players do not play well, their strategy and tactics are weak and their puzzle solving is lacking, there is every chance that the villain will be triumphant. In a story, the good guys win if the writer wants the good guys to win. In a game, nothing is certain.

While it is always depressing to lose a character, especially one you have played through several adventures, it is not the end of the world. Roll up a new character and get back in the game – avenge the

fallen hero and do your best to give the villain what for! The villain might have won the first round, but the fight is not over until you give up. This is the essence of *Mystery Men!* and all roleplaying games.

Game vs. Story

Before we go any further, it is important to discuss the difference between reading a comic book and playing a roleplaying game based on comic books.

In comic books, a writer pits a hero or group of heroes against a villain or group of villains, usually with the intention of the hero or heroes triumphing over the villains. While set-backs and close calls often beset a comic book hero, it is quite rare for a story to end with the hero dead and the villains triumphant unless the hero is going to be revealed in the next issue to have actually survived, thus making the villain's triumph only temporary.

Games, however, do not work that way. In a role-playing game, the players play the role of heroes attempting to vanquish a villain controlled by the

The Mastermind's Role

- 1) The Mastermind is the player's eyes and ears in the imaginary world they inhabit, and must describe everything with which the heroes interact.
- 2) The Mastermind has to control every person and creature in the game aside from the heroes.
- 3) The Mastermind has to run and sometimes create the scenarios that make up the action of the game. That means creating or understanding the villain's plot, the timeline of the plot, the different clues and

locations involved in the plot and, most importantly, dealing with the curve balls a bunch of creative players throw without becoming flustered.

4) If the scenarios are part of an interlocking campaign of adventures, the Mastermind must create the setting in which these adventures take place. This might mean drawing a city map and placing interesting locations and characters in that city, or maybe inventing an entire imaginary world.

5) Finally, the Mastermind is responsible for understanding and interpreting the rules of the game. The Mastermind has the last word on any dispute over the rules, and must do their best to keep the game running smoothly and fairly.

The Players' Role

Players are responsible for playing their heroes. They should have a thorough understanding of the rules and should come to the game intending to play nicely with others – i.e. not to argue, dominate play or spend time distracting or annoying the other players.

Materials Needed to Play

- A copy of the rules
- A set of dice (more on that below)
- Pieces of paper
- Pencils with good erasers

The Dice

Mystery Men! uses a number of uncommon dice during play, described below. A set of these dice can be purchased at most game stores or via the internet.

When the rules call on you to roll a dice, it is written as a number followed by a “d” and then another number. The first number indicates how many dice are to be rolled and added up. The second number indicates the number of sides on the dice. Thus, 1d6 would indicate that you should roll one six-sided dice,

while 3d6 indicates that you should roll three six-sided dice, adding the numbers together. If a number is followed by a “+” or “-” and a number, it means you should add or subtract that number to the total of the dice. Thus, 2d6+1 means roll two six-sided dice and add “1” to the total.



Six-sided dice (d6) are used to determine a hero's starting ability scores and to determine how much damage heroes and villains take when they are struck in combat. Players playing scientist characters use the d6 to determine their hit points.



The next most common dice used in the game is the twenty-sided dice (d20). The d20 is used to roll attacks and avoid falling into death traps.



The pyramidal four-sided dice (d4) is sometimes used to determine damage from attacks and is used by sorcerer characters to determine their hit points.



The diamond-shaped eight-side dice (d8) is used by the players of adventurer characters to determine their hit points and is sometimes used to roll damage.



The ten-sided dice (d10) has two uses in the game. One D10 can roll ranges from 1 to 10. It is sometimes to roll damage.

Two ten-sided dice are used to roll a range from 1 to 100 by rolling one dice for the tens digit (counting a "0" as a "10") and the other dice for the one's digit (counting a "0" as a "0"). When one must roll ten-sided dice to determine a number from 1 to 100, we refer to them as D%.



The twelve-sided dice (d12) is probably the least utilized dice in the game. When the d12 shows up, it is usually to roll damage.



MISS VICTORY (Level 5 Adventurer)

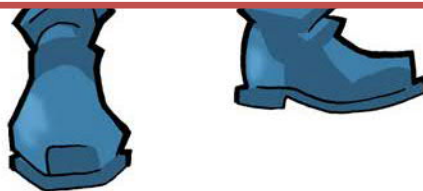
First Appearance: *Captain Fearless* #1 (1941), created by Charles Quinlan

Stenographer Joan Wayne works in a government office and grows sick of the rampant corruption she is faced with each day. Inspired by other mystery men, she puts on a costume and goes to work cleaning up Washington D.C. The source of her amazing powers is unknown.

STR 10 | **DEX** 8 | **CON** 8 | **INT** 4 | **WIS** 4 | **CHA** 3 | **HP** 35 | **DC** 18 | **ATK** +4 | **SPD** 2

Powers: Fly, Invulnerability II, Strike True, Super Constitution +5, Super Dexterity +5, Super Strength +8

Flaw: None



A HERO IS BORN !

CHARACTER CREATION IN MYSTERY MEN!

The first step to playing a game of *Mystery Men!* is to create your character – a fictional comic book hero through which you will experience the game. Your character might be a dark avenger, skulking through the alleys of the city hunting down criminals who prey on the innocent, or a nigh-invulnerable superman fighting off an alien invasion, depending on your personal vision and the roll of the dice.

The first step to building your character is to get or make a character sheet. An example character sheet is included in the back of this book. The elements of a *Mystery Men!* character sheet are as follows:

Name: This is your heroic identity, like Black Fury, Miss Victory or Captain Triumph.

Secret Identity: This is your hero's real name, which may or may not actually be a secret.

Background: This is your hero's occupation, if any, outside of being a hero. You have wide latitude in choosing your hero's occupation, and it does have some bearing on what your character can do in the game and on how much money they begin with.

Class: Your hero's class can be Adventurer, Scientist or Sorcerer. Each class has a different way of handling how Experience Points are spent on powers.

Ability Scores: Characters in *Mystery Men!* have six scores to measure their raw ability in six areas: Strength, Intelligence, Will, Dexterity, Constitution and Charisma. These scores range from 1 to 30 and carry with them bonuses or penalties that affect your hero's ability to fight and perform amazing feats.

Experience Points: Experience Points, abbreviated "XP", measure a hero's progress in their career. You begin the game with a number of XP (determined by the Mastermind) to spend on powers. What XP are left determine your hero's level. Experience points are gained for defeating villains in the course of the game, and can either be spent to improve or acquire new powers or to increase your level.

Level: Your level represents your skill as a hero. As your level increases, you gain more hit points, a higher bonus to make attacks and a higher bonus to perform amazing feats. Levels go from 1 to 30.

Attack Bonus: This is the bonus you add to dice rolls when your hero is attempting to hit something in combat. A character's attack bonus is determined by their class and level (see below).

Hit Points: Hit points are an abstract measure of how long you can fight before falling unconscious. They represent one's ability to take physical punishment, stamina, fighting ability and luck.

Defense Class: Your hero's Defense Class (DC) is a measure of how hard it is to hurt them. A hero's DC is increased by his dexterity bonus and by having natural armor or wearing protective armor.

Speed: Speed is a semi-abstract measure of how fast a hero is. Because speeds in a superhero game have to range from normal people to light speed, speed is abstracted into 10 levels. Speed influences when and how often your hero attacks in a fight.

Equipment: Equipment ranges from the mundane, like swords and guns, to super scientific gadgets infused with powers.

Powers: One might argue that it is super powers that really make a comic book hero heroic. You'll want room to list your hero's powers and any flaws or limitations to those powers.

Power Levels

To help Masterminds and players judge the relative power levels in a game of *Mystery Men!*, you can use these five power levels. The power levels apply to both character level and ability scores:

Normal refers to the range of ability and skill of normal human beings in the real world. Cosmic levels of skill and power would be associated with gods and goddesses – the ability to move mountains and destroy entire cities and worlds.

POWER LEVEL	LEVEL/SCORE	STARTING XP
NORMAL	1-6	10,000
HEROIC	7-12	25,000
SUPERHUMAN	13-18	50,000
EPIC	19-24	100,000
COSMIC	25-30	200,000

Choose Identity & Background

Choose a background (i.e. occupation) for your character and a secret identity (unless your hero operates openly). Typical backgrounds of comic book heroes include private eye, district attorney, millionaire playboy, ace reporter, test pilot, reformed criminal, scientist or even android. Whenever you are attempting a feat (see below) associated with that background you add +2 to your dice roll.

Choose a Class

There are three classes of heroes one can play in *Mystery Men!*, Adventurer, Sorcerer or Scientist.

Adventurer

Adventurers are two-fisted heroes who slug it out with their enemies. An adventurer might have super powers, or they might rely on a pistol and a good right hook. They are the typical comic book hero.

Adventurers buy their powers and equipment at character creation in the normal way, spending XP to gain powers. Adventurers roll 1d8 to determine their accrued hit points at each level.

Scientist

Scientists can buy powers like an adventurer, but may also put XP into a Science Pool. Those XP can be spent at the beginning of each scenario to build inventions to be used during that scenario. This gives the scientist a bit more flexibility than the adventurer, who has a static selection of powers and/or equipment.

A scientist can describe her inventions however she wishes. They do not count as equipment invested with powers (see below), and so the powers involved are not purchased at half the normal price.

Scientists receive a +2 bonus on feat rolls to resist mechanical and scientific effects. Scientists roll 1d6 to determine their accrued hit points.

Sorcerer

Sorcerers are heroes that cast magic spells. While sorcerers can purchase powers as an adventurer does, they can also put their XP into a Sorcery Pool in much the same way a scientist puts XP into a Science Pool.

XP in a Sorcery Pool can be spent ad hoc on powers during a scenario. These powers are called "magic spells" and are always treated as "one off" powers. The ability to cast magic spells gives sorcerers more flexibility than adventurers and scientists.

Sorcerers receive a +2 bonus on feat rolls to resist spells and magical effects. Sorcerers roll 1d4 per level to determine their accrued hit points.

Roll Ability Scores

Characters in *Mystery Men!* are measured with three physical ability scores: Strength, Dexterity and Constitution; and three mental ability scores: Intelligence, Will and Charisma.

Ability scores range from 1 to 30. A range of 1 to 6 measures the normal range of human ability. Scores beyond 6 represent super-human ability.

To determine your starting ability scores, roll 1d6 six times and assign each roll to one ability score. You can further enhance your ability scores by acquiring the “Super Ability” power.

The table on the next page shows the bonuses assigned to different ability scores. You should note these bonuses on your character sheet. It also shows the maximum load a character can lift based on their strength score.

Strength: Strength measures your muscular power. It comes in handy for two-fisted slugfests, bending bars and leaping over buildings. When you try to strike someone in combat with a hand weapon or fist, you add your strength bonus to the attack roll. If your attack succeeds, you add your strength bonus to the damage you inflict. When you attempt heroic leaps or to bend bars you must roll a feat of strength.

Dexterity: Dexterity measures hand-eye coordination and reflexes. Dexterous characters are better at throwing and catching, firing bows and guns and

CHARACTER LEVEL ADVANCEMENT

LEVEL	XP	ADVENTURER ATTACK BONUS	SCIENTIST ATTACK BONUS	SORCERER ATTACK BONUS
1	0	+1	+0	+0
2	1,000	+2	+1	+0
3	2,000	+3	+2	+1
4	3,000	+3	+2	+1
5	4,000	+4	+3	+2
6	6,000	+5	+3	+2
7	8,000	+6	+4	+3
8	10,000	+6	+4	+3
9	12,000	+7	+5	+4
10	15,000	+8	+5	+4
11	18,000	+9	+6	+5
12	21,000	+9	+6	+5
13	24,000	+10	+7	+6
14	28,000	+11	+7	+6
15	32,000	+12	+8	+7
16	36,000	+12	+8	+7
17	40,000	+13	+9	+8
18	45,000	+14	+9	+8
19	50,000	+15	+10	+9
20	55,000	+15	+10	+9
21	60,000	+16	+11	+10
22	66,000	+17	+11	+10
23	72,000	+18	+12	+11
24	78,000	+18	+12	+11
25	84,000	+19	+13	+12
26	91,000	+20	+13	+12
27	98,000	+21	+14	+13
28	105,000	+21	+14	+13
29	112,000	+22	+15	+14
30	120,000	+23	+15	+14

dodging blows. When you try to strike someone in combat with a ranged weapon, you add your dexterity bonus to the attack roll. If your attack succeeds, you add your dexterity bonus to the damage you inflict. If you are attempting to dodge bullets or pick a lock, you must roll a feat of dexterity.

Constitution: Constitution measures endurance. High constitution makes you more resilient in combat and is also used to ward off pain and fatigue. Each time you roll for hit points (more on those later), you add

ABILITY SCORE	ABILITY MODIFIER	MAX.LOAD
1-3	+0	100 LB
4-6	+1	300 LB
7-9	+2	700 LB
10-12	+3	1 TON
13-15	+4	2 TONS
16-18	+5	4 TONS
19-21	+6	10 TONS
22-24	+7	20 TONS
25-27	+8	50 TONS
28-29	+9	75 TONS
30	+10	100 TONS

your constitution bonus to the roll. If you are attempting to run a marathon or hold your breath, you must roll a feat of constitution.

Intelligence: Intelligence measures a character's book learning. If you're trying to figure out the antidote to the evil mastermind's zombie potion or find a clue or secret door, intelligence will come in handy. If you are attempting to solve a puzzle or understand a language, you must roll a feat of intelligence.

Will: Will measures your character's ability to resist mental domination and temptation – it is a character's common sense, awareness and strength of character. If you are trying to resist the evil mastermind's mind control ray, you use a feat of Will.

Charisma: Charisma measures popularity and one's ability to manipulate others. While one's physical appearance has an effect on charisma, it also involves personality, verbal skills and wealth. A high charisma ensures many contacts that can help your hero in his war on crime! If you are attempting to persuade the police not to arrest you or obtain an automobile, you must roll a feat of charisma.

Spend Experience Points (XP)

You begin the game with a set number of Experience Points (XP) determined by the Mastermind. Each hero in a game should begin with the same number of XP.

XP are spent by the player to purchase powers. Any XP not spent are counted towards determining the

hero's level. The more XP heroes have to spend, the more powerful they are at the start of the game.

Determine Character Level

After you have spent XP on powers, record your remaining XP on your character sheet. Now, looking at the advancement chart for your class (see above), see at what level your current number of XP puts you. Record this level on your character sheet.

Determine Attack Bonus

Now that you know your level, you can use the advancement table above to find your attack bonus.

Roll Hit Points (HP)

At each level, your hero rolls a dice to determine how many hit points they gain, adding them to their total. Adventurers roll a d8 for hit points, scientists a d6 and sorcerers a d4.

Calculate Defense Class (DC)

A hero's Defense Class (DC) determines how likely they are to suffer damage in combat. Defense Class begins at 10 and is increased by a character's Dexterity bonus. DC can also be increased by wearing armor or using a shield (see Equipment below).

Determine Speed

Speed is measured on a scale from 1 to 10, with 1 representing an elderly or very young human being and 10 representing the speed of light. Normal human beings have a speed of 2, which can be modified by buying the Super Speed power (see Powers below). Speed, and its effect on the game, is covered in more detail later in the rules.

Obtain Equipment

In *Mystery Men!* a player does not track how much money their hero has. Rather, characters obtain

items by making feats of charisma. A feat of charisma can represent spending money, calling in a favor or even conning the item's owner out of it.

A feat is made by rolling 1d20 and attempting to roll a 10 or higher. The dice roll is modified by subtracting the item's challenge level (CL) from your character's charisma score and adding this to your roll. Thus, if your charisma is higher than the CL of the item, you add the difference to the dice roll. If your charisma is lower than the CL of the item, you subtract the difference from the dice roll.

At the beginning of the game, players can spend XP to obtain the equipment they desire. The XP cost of equipment depends on its challenge level.

CL	EQUIPMENT COST (XP)
1	300
3	600
6	1,800
9	3,600
12	6,000
15	9,000
18	13,500
21	18,000
24	22,500
27	30,000
30	45,000

Equipment

While some crime fighters rely entirely on their super powers, others employ an array of gadgets and devices to fight crime. In the previous sections, we discussed the fact that powers can be invested in equipment - i.e. jet boots can be a pair of metal boots invested with the fly power.

Armor

ARMOR	DC BONUS	CL
SHIELD	+1	3
LIGHT ARMOR	+2	3
MEDIUM ARMOR	+4	6
HEAVY ARMOR	+6	9

Light Armor: Made of leather, plastic or plant-fibers, and includes light-weight bulletproof vests.

Medium Armor: Made of flexible metal mesh, hi-grade ceramics and modern laminates; includes medieval mail armor and flak jackets.

Heavy Armor: Made of rigid metal and includes plate armor, whether medieval or hi-tech in appearance.

Weapons

WEAPON	DAMAGE	RANGE	CL
HANDGUN	2D6	40'	3
SHOTGUN*	2D6	30'	3
RIFLE	3D6	100'	6
SUB-MACHINE GUN**	3D6	40'	6
MACHINE GUN**	3D8	100'	6
HEAVY MACHINE GUN**	3D12	100'	9
ROCKET LAUNCHER	6D6	150'	9
FLAME THROWER*	3D6	10'	3
COMPOUND BOW	2D6	40'	3
CROSSBOW	2D6	40'	3
THROWING KNIFE	1D6	10'	1
JAVELIN/DART	1D6+1	30'	1
WHIP	1D6	15'	1
GRENADE	3D6	20' ***	1
DYNAMITE (1 LB)	2D6	10' ***	1
ACID	1D6	5' ***	1
MOLOTOV COCKTAIL	1D6	5' ***	1
BRASS KNUCKLES	1D8	-	1
HAND WEAPON	1D10	-	3
TWO-HANDED WEAPON	1D12	-	6

** THIS WEAPON FIRES IN A CONE WITH A BASE EQUAL TO ITS MAXIMUM RANGE (4 X RANGE). AN ATTACK ROLL HAS TO BE MADE AGAINST EACH TARGET WITHIN THE CONE, WITH NO PENALTIES FOR ATTACKING MULTIPLE TARGETS. TARGETS WITHIN THE FIRST RANGE INCREMENT SUFFER NORMAL DAMAGE, AND DAMAGE IS REDUCED BY ONE DICE FOR EACH ADDITIONAL RANGE INCREMENT TO A MINIMUM OF 1 POINT OF DAMAGE.*

*** THIS WEAPON CAN BE USE TO ATTACK MULTIPLE TARGETS, ONE PER DICE OF DAMAGE. EACH ATTACK ROLL MUST BE MADE SEPARATELY, AND THE NORMAL PENALTY FOR ATTACKING MULTIPLE TARGETS APPLIES.*

*** THIS IS THE RADIUS OF THE BLAST OR SPLASH. THE THROWING RANGE INCREMENT IS 10 FEET.

Vehicles

VEHICLE	SPEED	LEVEL	DC	CL
AIRPLANE, JET	7	11	6	27
AIRPLANE, PROP	6	7	6	24
HELICOPTER	5	7	6	24
HELICOPTER, MILITARY	5	12	6	24
CAR - COMPACT	5	7	8	15
CAR - SEDAN	5	8	8	18
CAR - SPORTS COUPE	5	8	8	18
TRUCK - SUV	4	9	8	18
TRUCK - PICKUP	4	9	8	18
TRUCK - ARMORED	4	9	10	18
VAN	4	8	8	18
ATV	4	5	9	12
LIMOUSINE	4	9	6	18
TRUCK, MOVING	4	11	6	18
BUS - CITY	4	12	6	21
MOTORCYCLE - RACING	5	4	10	15
MOTORCYCLE - STREET	5	5	9	15
MOTORCYCLE - DIRT	5	4	10	12
BOAT - RUNABOUT	4	7	8	24
BOAT - CABIN CRUISER	4	10	6	27
APC	4	13	15	24
TANK	4	16	20	27

Vehicles are treated in much the same way as heroes, villains and monsters. Use the vehicle's level to roll its hit points (using d6, as with monsters). Vehicle attacks are made using the level of the person controlling the vehicle, not the vehicle's level. A vehicle used as a weapon (either by driving it or throwing it at a target) deals 1d6 damage per vehicle level in damage (i.e. a compact car used as a weapon deals 7d6 damage).



Property

PROPERTY	CL
APARTMENT (MONTHLY RENT)	3
APARTMENT - PENTHOUSE (MONTHLY RENT)	15
CONDO	18
HOUSE - SMALL	21
HOUSE - LARGE	24
MANSION	27
OFFICE BUILDING (MONTHLY RENT)	9
OFFICE BUILDING - PENTHOUSE (MONTHLY RENT)	21

A building (i.e. a headquarters) can be invested with powers just like any other piece of equipment. A group of heroes sharing a headquarters can pool their XP into investing it with powers.

Henchmen & Sidekicks

Henchmen are men and women who work for a hero or villain for money. Henchmen never have more than 1 level and are most often employed by villains. Heroes employ henchmen by making a feat of charisma once per month to pay their salary.

TYPE OF HENCHMAN	CL
UNSKILLED LABOR (INCLUDING THUGS)	6
SKILLED (INCLUDING TRAINED WARRIORS)	12
ELITE (INCLUDING ASSASSINS, DETECTIVES)	18

Sidekicks are built like heroes, but may not have more than half the level of their patron. Sidekicks have to be supported (room, board, allowance), but they are not paid a salary. A sidekick generally has the same desire to fight or commit crime as their patron. While a villain's sidekick assists their patron for a cut of the loot, a hero's sidekick usually assists her patron because she has the same desire to see justice done. A hero can obtain a sidekick by investing their own XP into creating a secondary character.



CAPTAIN TRIUMPH (Level 9 Adventurer)

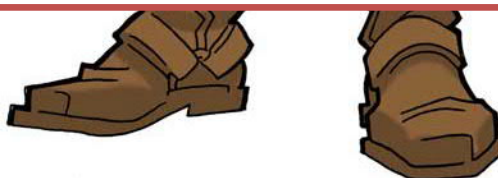
First Appearance: *Crack Comics* #27 (1943), created by Alfred Andriola

Lance Gallant witnesses his twin Michael's death at the hands of Nazi saboteurs. He declares his desire to have vengeance and is heard by the Fates, who return Michael to Earth as a ghost. When Lance touches the "T" shaped birthmark on his arm, he merges with Michael's ghost and becomes Captain Triumph.

STR 14 | **DEX** 8 | **CON** 10 | **INT** 3 | **WIS** 3 | **CHA** 5 | **HP** 72 | **DC** 14 | **ATK** +7 | **SPD** 4

Powers: Fly, Invisibility, Invulnerability II, Super Constitution +6, Super Dexterity +5, Super Speed +2, Super Strength +10

Flaw: Ordinary human until he touches the birthmark on his arm to transform into Captain Triumph



SUPER POWERS !

WHAT'S A SUPER HERO WITHOUT SUPER POWERS?

Powers are purchased with Experience Points during character creation. Experience Points are also used to determine how accomplished you are as a hero, so the more powers you buy at character creation, the less experience your hero begins with.

Powers are assumed to be in effect all of the time or available to be used at any time. You can, however, cut the cost of purchasing a power in half by attaching a flaw to it. Potential flaws include:

- Power can be used only once per day
- Power's duration is 10 minutes
- Power is invested in an object (see below)
- Power does not work on objects of a particular material (wood, for example) or color
- Power is negated when hero is exposed to a particular material or in particular situations

Working with your Mastermind, you might come up with different flaws – be creative. The key thing is that the flaws have a real impact on play.

Objects with Powers

While most powers are internal to the hero, some heroes invest their powers in objects, be they scientific (a jet pack or powered armor) or magical (a mystic sword or ring) in nature. Powers invested in an object cost half as much as normal powers, because the hero can be deprived of those powers by being deprived of the object. An object invested with

powers is more difficult to destroy than a normal object. The object has a Defense Class based on its material, and rolls a number of d6 for hit points equal to 1 + 1 per 5,000 XP of powers invested in it.

MATERIAL	DC
CLOTH/PAPER	10
WOOD	12
STONE	14
METAL	16
ADAMANTINE*	20

For example, a jetpack made of steel and invested with the *Fly* power (costs 6,000 XP) would have a Defense Class of 16 and 2d6 hit points.

Adamantine is a fictional metal supposedly much stronger than steel. You can have a piece of equipment made out of adamantine by increasing the equipment's purchase CL by 10.

Powers in the Game

The source of a power is up to the player, and while it may have an impact on the game in terms of the twists the Mastermind throws at you, it has no effect on how the power works mechanically in play. Thus, a hero's ability to throw energy bolts can come from a scientific accident, the fact that he is the second cousin of Zeus, or they can be a mutation from radiation exposure - the energy bolt power works the same no matter how it is described.

In the same vein, the way the power works or appears is up to the player. The power called *Shield* can be described as a mystical disc of force conjured

by a sorcerer or a floating force field powered by technology. As long as the effect remains the same, the power can be described in any way you like.

Maximum Damage

Many powers that inflict damage do a number of dice of damage (whether d4, d6, d8, etc) per level. The maximum number of damage dice rolled for any power, however, is 10 (i.e. 10d4, 10d6, 10d8, etc), regardless of the power user's level.

Resisting Powers

Any time a power would affect another creature, that creature can attempt a feat to either negate the effect or ignore half of the damage. Feats to ignore a power are modified by the character's level or a relevant ability score, whichever is higher.



FANTOME (Adventurer level 11)

First Appearance: *Police Comics* #1 (1941) by Arthur Peddy

Sandra Knight is the glamorous daughter of Senator Henry Knight by day and the crime fighter Fantome at night, using her Blacklight Ray to foil villainy in our nation's capital and back at home in Shore City.

STR 3 | **DEX** 5 | **CON** 3 | **INT** 10 | **WIS** 4 | **CHA** 14 | **HP** 55 | **DC** 11 | **SPD** 2

Powers: Super Charisma +8, Super Intelligence +4

Gear: Blacklight Ray (Darkness, Invisibility; DC 16, 16 hp)



ATTACK POWERS

Power	Cost (XP)	Description
Acid Fog	25,000	As <i>Solid Fog</i> but also inflicts 2d6 points of damage per round.
Black Tentacles	10,000	A field of rubbery black tentacles emerges from the ground, each 10 feet long. The field covers a 20 ft radius. Tentacles attack as level 8 monsters and inflict 2d6 points of damage. They last for 1 round per level.
Blight	15,000	You deal 1d6 points of damage per level to a plant creature, or simply wither a normal plant with your touch.
Chilling Touch	1,000	Your touch deals 1d6 points of hit point damage and 1d4 points of strength damage.
Cloudkill	15,000	As <i>fog cloud</i> , except poisonous green vapor. Creatures of level 4 or lower are killed by the poison fumes without a feat roll to resist. Higher level creatures can make a feat roll to resist death.
Color Spray	1,000	A 15-ft cone of rainbow lights does the following: Level 1 and 2 creatures are knocked unconscious for 1 round. When they regain consciousness, they are blinded and stunned for 1d6 rounds. Level 3 and 4 creatures are blinded and stunned for 1d3 rounds. Level 5 or higher creatures are stunned for 1 round.
Confusion	10,000	All creatures within 15 feet are struck with confusion. To determine their actions for the duration (1 round per level), roll d%: 0-10 they attack you; 11-20 they act normally; 21-50 they do nothing but babble; 51-70 they flee at top speed; 71-100 they attack the nearest creature.
Contagion	10,000	The stricken victim is sickened and suffers 1d4 points of damage to one ability score (chosen by you) each day until they succeed on two successive daily feats of constitution. If an ability score is reduced to 0, the creature dies.
Curse	10,000	A creature you touch suffers either a -6 penalty to one ability score or a -4 penalty on attacks and feats, your choice. The curse lasts until removed with the <i>Remove Curse</i> power or <i>Break Enchantment</i> power.
Daze	3,000	A creature designated by you of level 6 or lower loses its next turn.
Death Zone	25,000	You kill your level x 2 in levels of creatures within a 30 feet radius of you. Lowest level creatures are affected first, and creatures of level 9 or higher are unaffected.
Despair	10,000	You create despair in a person within 30 ft of you; they suffer a -2 penalty on attacks, feats and damage.
Disintegrate	25,000	You fire a ray (100-ft range) at a single creature, ignoring any armor bonus to DC. If you hit, they suffer 2d6 points of damage per level, and if reduced to 0 hit points are disintegrated. This power can affect creatures and objects composed of force.
Disjunction	50,000	All powers within 30 feet of you are suppressed for 1d4 rounds.
Dismissal	15,000	A creature from another dimension or plane of existence that you touch is forced to return there.
Eyebite	25,000	One creature within 30 feet suffers as follows: Level 4 or lower creatures are comatose for 1 round and then are panicked and sickened for 1d4 rounds. Level 5 to 9 creatures are panicked and sickened for 1d4 rounds. Level 10 or higher creatures are sickened for 1d4 rounds.
Fear	10,000	Creatures within 30 ft flee for 1 round per level at top speed.
Feeblemind	15,000	You drop a subject's *(within 100 feet) intelligence and charisma to 0. The victim cannot make intelligence or charisma feats, use powers, understand language or communicate coherently. Lasts until victim receives a <i>Heal</i> or <i>Miracle</i> power.

Finger of Death	30,000	You point at one creature and command it to “DIE!”. If a feat of will is failed, it dies. Otherwise, it suffers 3d6 points of damage + 1 point per level.
Force Cage	30,000	You create a prison cell of force 10 ft x 10 ft x 10 ft in size for 1 round per level.
Force Hand	40,000	You create a hand out of force that can provide a +4 bonus to DC or bull rushes as a level 14 monster or grapples as a level 10 monster or strikes as a monster with your level that dealing 2d6 points of damage plus your intelligence bonus.
Force Missile	500	You fire a missile of force up to 150 feet away. If the missile hits, it deals 1d6 points of damage.
Force Sword	30,000	You create a blade of pure force that appears before you and attacks as monster of your level. The sword deals 4d6 points of damage and can affect ethereal and incorporeal creatures. The sword lasts for 1 round per level.
Frighten	1,000	One creature of level 5 or lower within 30 feet flees from you for 10 rounds.
Ghoulis Touch	2,000	With a successful touch, your victim is paralyzed for 2d4 rounds.
Grease	1,000	An area 10 ft in radius or an object within 50 ft becomes slippery, causing creatures to either slip and fall or lose their grip and drop the item. Lasts for 10 rounds.
Hideous Laughter	3,000	You force a person to laugh uncontrollably, falling prone with gales of laughter, for 2d4 rounds.
Hold Person	15,000	You paralyze a creature (30 ft range) for 1 round per level.
Hypnotic Pattern	3,000	You put a number of levels of creatures equal to 2d4 + your level into a trance, per the <i>Hypnotism</i> power.
Hypnotism	1,000	You put 1d6+1 levels of creatures into a hypnotic trance for 1d6+1 rounds.
Imprisonment	50,000	You trap one creature that you touch in suspended animation far beneath the surface of the earth. Only the <i>Freedom</i> power can save the person, and only if used at the exact spot of the imprisonment.
Inflict Pain	6,000	You cause intense pain in a person, who suffers a -4 penalty to their attacks and feats for 1 round per level.
Inflict Wounds	6,000	Your touch deals 3d8 points of damage to a living creature.
Insanity	30,000	As <i>Confusion</i> but permanent. It can be removed with <i>Heal</i> or a <i>Miracle</i> .
Iron Grip	1,000	You have a +2 bonus to hit and damage on grapple attacks.
Magic Jar	20,000	You can use a gemstone or large crystal to trap another person's soul. You must first place your own soul into the object and can then switch places with a person who comes within 30 feet of the object. While in another person's body, you retain your mental ability scores, attack bonus and level and mental powers and the other person's physical ability scores and physical powers.
Phantasmal Killer	10,000	You create a terrifying illusion in the mind of another person. The person can make a feat of intelligence to realize it is an illusion. Otherwise, the image can attempt to touch the victim (using your attack roll). If successful, the victim must make another feat of intelligence or die of fright. Even with a successful feat, the victim suffers 3d6 points of damage.
Poison	10,000	Your poisonous touch causes 1d10 points of damage per round until neutralized or until a successful feat of constitution is made.
Potent Attack	1,000	Your fists or your weapon (power must be invested) gains a +1 bonus to hit and damage and can affect ethereal or incorporeal creatures.
Power Leech	15,000	Your touch steals one power from a victim. The power stays with you for 1 round per level, at which point it returns to its original owner.

Rage	6,000	For 1 round per level you increase your strength and constitution by +2, gain a +1 bonus on feats of will and suffer a -2 penalty to DC.
Rainbow Pattern	40,000	You create an aura of colored lights in a 30-foot radius. Creatures in this area with 6 levels or less are knocked unconscious for 1d4 rounds, then stunned for 1d4 rounds and then <i>Confused</i> for 1d4 rounds. Creatures with 7 to 12 levels are stunned and then <i>Confused</i> , and creatures with 13 or more levels are only <i>Confused</i> for 1d4 rounds.
Ray of Enfeeblement	1,000	A ray (30 foot range, must make ranged attack) reduces its target's strength by 1d10 points for 1 round per level.
Ray of Exhaustion	6,000	A ray (30 foot range, must make ranged attack) causes exhaustion for 1 round per level.
Scare	3,000	All creatures of 5 levels or less must make a feat of will or flee from you for 1 turn.
Shatter	3,000	You shatter glass and crystal objects and creatures within 5 feet if under 1 pound in weight or a single object of 10 pounds per level. Against a crystalline creature, it deals 1d6 points of damage per level.
Shout	10,000	You deafen all creatures (for 2d6 rounds) within a cone 30 feet long and 30 feet wide at the base and inflict 5d6 points of damage to brittle or crystalline objects or creatures.
Siphon Strength	6,000	Each hit you score deals 1 point of strength damage to a victim and increases your strength by 1 for 1 round per level.
Sleep	1,000	You put 1d4+4 levels of creatures within sight of you. The duration is 1d6 rounds plus 1 round per level.
Spectral Hand	3,000	You create a disembodied hand that can deliver touch attacks (per Ghoulish Touch) against opponents within 100 feet. The power user loses 1d6 hit points while the hand is active. The hand is incorporeal and has as many hit points as the power user lost and a DC of 10 + the power user's intelligence bonus.
Stinking Cloud	6,000	As <i>Fog Cloud</i> , but people inside the cloud are sickened.
Stomp	1,000	Your stomp creates a shock wave that knocks people within 30 feet prone and inflicts 1d6 + strength bonus points of damage.
Strike Blind	3,000	One target within 100 feet is struck blind.
Strike Deaf	3,000	One target within 100 feet is struck deaf.
Strike True	1,000	You gain a +20 bonus to hit on one attack per day.
Temporal Stasis	40,000	You place a touched creature into permanent suspended animation. This power can only be reversed by the <i>Negate Power</i> power.
Touch of Idiocy	3,000	The subject of your touch suffers 1d6 points of intelligence, wisdom and charisma damage for 10 rounds per level. Scores cannot be reduced below 1.
Trap the Soul	40,000	You trap a victim's soul inside a gem worth at least \$100,000. The gem can only hold one soul at a time and the soul is released if it is broken.
Vampiric Touch	6,000	Your touch inflicts 1d4 points of damage per level, with you gaining those hit points for 1 hour.
Waves of Exhaustion	15,000	You send out waves of exhaustion in a cone-shaped burst 30 feet long and 30 feet wide at the base.
Weapon Master	1,000	With a single weapon, chosen by you, you enjoy a +2 bonus to attack and damage and on feats made with that weapon.
Web	3,000	You fill a 30-foot radius area with spider webs. The webs have a range of 100 feet and last for 1 round per level. Creatures must make a feat of dexterity to avoid being stuck in the web. Entangled creatures cannot move until they roll a successful strength feat.

DEFENSE POWERS

Power	Cost (XP)	Description
Blink	6,000	You wink in and out of reality for one round per level. Attacks against you, physical and from powers, fail 50% of the time. You take half damage from falling and can step through objects, with a 50% chance per 5 feet that you materialize inside the object and are killed.
Blur	3,000	Your outline wavers for one round per level. Opponents suffer a -4 penalty to hit you.
Catfall	1,000	You immediately recover from falls and suffer 1d6 fewer points of damage from a fall.
Displacement	6,000	Your image appears a few feet away from your actual location for one round per level. Opponents suffer a -10 penalty to hit you.
Force Sphere	10,000	You create a sphere of force 1 ft in diameter per level within a range of 30 ft. The sphere lasts for one round per level. A force sphere is only affected by <i>Disintegration</i> or <i>Negate Power</i> . A subject inside the sphere can breathe normally, but is otherwise trapped.
Invulnerability I	1,000	You increase your Defense Class by +4.
Invulnerability II	6,000	You increase your DC by +4 and cut physical damage by 10%.
Invulnerability III	15,000	You increase your Defense Class by +4 and cut physical damage by 50%.
Mind Blank	40,000	You are protected from all powers that read thoughts.
Mirror Image	3,000	You create five illusory doubles of yourself that separate from you but remain in a cluster around you. The images mimic your actions and cannot be told apart from you in any way. Attacks against you are directed randomly at you or one of your doubles (roll 1d6, with a "1" indicating the attack strikes you). Images have a DC of 10 + your Dexterity bonus. When struck, they disappear.
Negate Power	7,500	Suppresses the use of powers either within a 30-ft radius of you for 1d4 rounds or targeted at a specific creature within 100 feet for 1d4 rounds.
Negation Field	25,000	As <i>Negate Power</i> , except in a 10 ft radius around the power user for one round per level. Also negates the power user's ability to use powers (except for the field).
Nondetection	6,000	You are hidden from psychic powers for 1 round per level.
Power Protection	40,000	You gain a +5 bonus on feat rolls against powers for one round per level.
Protection	1,000	You gain +2 to your DC and to feats and you are immune to mind control. Protection lasts for one round per level.
Protective Circle	6,000	As <i>Protection</i> , but in a 10 foot radius.
Power Reflection	30,000	For one round per level you reflect up to 3 powers per round back at their users.
Repulsion	25,000	An invisible field 10 ft in radius surrounds you and prevents creatures from approaching you. The field lasts one round per level. If you approach a creature, it is unaffected by the field and may attack you.
Screen	40,000	In an area equal to one 30-ft cube per level, you bar all spying powers and create an illusion that blocks others from seeing and hearing you and your allies.
Shield	1,000	Invisible disc gives you a +4 to Defense Class and completely blocks force missiles. Shield lasts one round per level.
Shield Other	3,000	For one round per level you suffer half of the hit point damage inflicted on the subject of this power. The subject must remain within 30 feet of you for this power to work.
Telekinetic Sphere	40,000	As <i>Force Sphere</i> , except the creature within the sphere is nearly weightless. You can move up to 5,000 pounds in the sphere, up to a range of 100 feet. The sphere lasts one round per level.

Power	Cost (XP)	Description
Wall of Force	15,000	You create an invisible, invulnerable wall of force up to 10 sq. ft. per level that lasts 1 round per level. The wall cannot be damaged, and is unaffected by <i>Negate Power</i> , although it is destroyed with <i>Disintegration</i> . <i>Dimension Door</i> and <i>Teleport</i> can bypass the <i>Wall of Force</i> , but other powers cannot be used through the wall.
Wall of Thorns	25,000	You create a wall of thorns and brambles 10-cubic feet per level. Moving through the thorns cause 15 points of damage minus 1 per point of DC derived from armor. Creatures can only force their way through with a heroic feat of strength.

ELEMENTAL POWERS

Power	Cost (XP)	Description
Call Lightning	6,000	For one round per level you call down one bolt of lightning from an existing storm each round. The lightning bolts deal 3d6 points of damage. You must roll a ranged attack to hit with the lightning.
Chill Metal	3,000	You cause the metal equipment of one creature per two levels to become freezing cold. In the second round after you use this power, the dealing 1d6 points of damage per round for five rounds.
Control Air	3,000	For 1 round per level in a 50-ft you can control wind direction and speed.
Control Gravity	50,000	You can increase or decrease gravity in a 10-ft radius area up to 100 ft away. If gravity is reversed, creatures in the area fall upward 5 ft per level. If increased, creatures are held fast to the ground (per <i>Entangle</i>) or slowed (per <i>Slow</i>).
Control Water	25,000	You can lower water by 2 feet per level in 100 square foot x level area, creating a small whirlpool in large bodies of water. You can raise the water level by the same amount. Used against a creature composed of water, it acts as the <i>Slow</i> power.
Control Weather	30,000	You change the weather in the immediate area, whipping up tornadoes, thunderstorms, sleet storms, torrential rain, heat waves, hail storms, frigid cold, blizzards, unseasonable thaws or fog. You affect an area 2 miles in radius centered on you and the new weather lasts for 4d12 hours. You cannot, however, control where a tornado roams or where lightning strikes.
Create Water	1,000	You create 2 gallons of water per level anywhere within 30 feet.
Earthquake	40,000	The ground in a 100-ft radius of you shakes and splits for 1 round. Wood and masonry structures collapse, but reinforced masonry and metal framed structures are merely damaged. Creatures in the quake zone must pass a feat of dexterity or fall into a fissure. The fissure closes 1 round later, killing anyone still inside.
Endure Elements	1,000	You can exist comfortably in hot or cold environments (i.e. -50 to 140 degrees Fahrenheit)
Energy Blade	3,000	You create a blade of fire, light, electricity (etc) that inflicts 1d8+1/level damage and ignores armor bonuses to DC. You do not add your strength bonus to attack or damage rolls.
Energy Blast	10,000	You throw a blast of energy (300 ft range) that explodes in a 30 ft radius and deals 1d6 points of damage per level.
Energy Bolt	6,000	You throw a bolt of energy (120 ft range) at a target. If you hit, the target suffers 1d6 points of damage per level.
Energy Burst	10,000	You emit a burst of energy (30 ft radius) that deals 1d6 damage per level.
Energy Cone	15,000	You emit a cone of energy (60 ft long, 30 ft wide) that deals 1d6 points of damage per level.

Power	Cost (XP)	Description
Energy Conversion	30,000	You absorb up to 10 points of energy damage, storing it for one turn per level. You can release the energy in that time as an energy bolt that causes as much damage as you have absorbed, up to a maximum of 3 times your level.
Energy Current	25,000	As <i>Energy Bolt</i> , accept it arcs from the first target to additional targets (one per level). All targets must be within 10 feet of the primary target.
Energy Hands	1,000	Energy surrounds your hands, dealing an extra 1d6 points of damage when you hit in hand-to-hand combat.
Energy Resistance	6,000	You suffer only 50% damage from one form of energy (acid, cold, electricity, fire or sonic).
Firestorm	40,000	You create a roaring area of flames 10 feet in diameter per level. All creatures within the fire suffer 1d6 points of damage per level.
Flame Body	10,000	Your body is wreathed in flame for one round per level. Any creature attacking you in hand-to-hand combat suffers 1d6 points of damage +1 point per level. While wreathed in flame, you suffer half damage from cold attacks.
Fog Cloud	3,000	You create a fog bank within 100 feet of you. It measures 30 feet in diameter and 30 feet tall. The fog lasts one round per level or until blown or burned away. Creatures inside the fog cannot attack creatures more than 5 feet away from them, and suffer a -4 penalty to hit when attacking the creatures they can see.
Gaseous Form	6,000	You become an cloud of gas. You cannot be harmed by most physical means and you can fly at a speed of 1. While gaseous, you are subject to the effects of wind and you cannot enter liquids.
Gust of Wind	3,000	Gust of wind disperses fog, blows out small flames and knocks down small creatures. Wind has range of 60 ft and lasts one round. Ranged attacks into the wind suffer a -4 penalty.
Heat Metal	3,000	As <i>Chill Metal</i> , except with heat instead of cold.
Horrid Wilting	40,000	You evaporate moisture from living creatures within 120 feet. You deal 1d6 points of damage per level to all victims, and 1d8 points of damage per level to plant creatures and creatures composed of water.
Ice Body	10,000	Your body is encased in a thin layer of ice for one round per level. Any creature attacking you in hand-to-hand combat suffers 1d6 points of damage +1 point damage per level. While encased in ice, you suffer half damage from fire attacks.
Ice Storm	10,000	You create a storm of hailstones in an area 30-ft in diameter for 1 round and up to 100 feet away. The ice causes 5d6 points of damage, half of it from the frigid cold. It also coats the ground with slippery ice (see <i>Grease</i>).
Incendiary Cloud	40,000	As <i>Cloudkill</i> , but composed of smoke and embers. Creatures in the cloud suffer 4d6 points of damage each round.
Liquid Form	6,000	You become a living pool of water. You cannot be harmed by most physical means, though you do suffer half damage from fire and full damage from cold and you can swim at a speed of 1. While liquefied, you are subject to freezing cold.
Magnetism	10,000	As <i>Telekinesis</i> , but iron-based metals only.
Move Earth	25,000	You can shift an area of earth up to 1,000 cubic feet, collapsing embankments, moving hills, shifting dunes, etc. Rock formations are unaffected. It takes 1 round per 10 cubic feet of earth to be moved.
Pyrotechnics	3,000	You cause an open flame within 100 feet to burst like a firework (blinds creatures within 100 feet for 1d4+1 rounds) or makes it belch out plumes of thick smoke (as fog cloud).
Quench	6,000	You quench all fires in a radius of 30 feet per level. Fire creatures in that area suffer 1d6 points of damage per level.

Power	Cost (XP)	Description
Rusting Grasp	10,000	Your touch causes iron and iron alloys to corrode, destroying a 3-foot radius volume of the metal, destroying 1d6 points of DC bonus from armor or inflicting 3d6 points of damage to creatures composed of iron or an iron alloy.
Searing Light	6,000	You fire a 30-ft ray of light (ranged attack required) 1d8 points of damage per two levels to living creatures, 1d6 points of damage per two levels to constructs and 1d6 points of damage per level or undead creatures.
Shape Stone	10,000	You change up to 10 cubic feet of stone per level into any shape you can imagine, though you cannot achieve fine detail and moving parts only work 30% of the time.
Sleet Storm	6,000	As <i>ice storm</i> , but no damage.
Solid Fog	10,000	As <i>Fog Cloud</i> , except so thick that it actual hampers movement. Speed through the solid fog is at 1. Ranged attacks (except by rays and force missiles) are impossible and melee attacks and damage are rolled at a -2 penalty. Only a powerful wind disperses a <i>Solid Fog</i> .
Tornado Blast	50,000	You create a tornado vortex with your hands. You can make ranged attacks with a range of 40 feet that deals 10d6 damage and throws the victim 1d4 x 10 feet away.
Transmute Stone	15,000	You change up to 10 cubic feet of un-worked stone per level into mud, or visa verse. Wading through mud is done at a quarter of one's normal speed.
Wall of Fire	10,000	You create a wall of fire that inflicts 2d6 points of damage per round out to 10 feet and 1d6 points of fire damage out to 20 feet. Creatures passing through the wall suffer 2d6 points of damage. The wall can be manifested up to 100 feet away and is 30 feet tall and 30 feet long per level (or in the form of a ring with a radius of 10 feet per level). Lasts for as long as you concentrate plus one round per level.
Wall of Ice	10,000	You create either a plane of ice (1 inch thick per level, covers 10 sq. ft. per level) or a hemisphere of ice (radius of 3 feet + 1 foot per level). Each 10-foot section of the wall has 3 hit points per inch of thickness, shattering at 0 hp. Melting the wall of ice with fire creates a <i>Fog Cloud</i> that lasts for 1 turn.
Wall of Iron	15,000	You create a wall of stone 1 inch thick per four levels and 5 sq. ft. per level. The stone wall can be in any shape you desire within the limits of the size. Each 5-ft section of the wall has 15 hit points per inch of thickness and suffers only half damage from physical attacks and no damage from energy attacks.
Wall of Wind	6,000	You create a 2-ft thick curtain of wind up to 10 ft per level long and 5 ft per level high. Small flying creatures cannot pass through this barrier, nor can gases or gaseous creatures. Other projectiles suffer a -4 penalty to hit when passing through the barrier. The wind wall can be projected up to 100 feet away and can be wrapped around areas to enclose them.
Whirlwind	40,000	You create a whirlwind 10 ft wide at the base, 30 ft wide at the top and 30 ft tall. You can center the whirlwind on yourself or move it about up to 100 feet away. The whirlwind lasts 1 round per level. Any creature that comes into contact with the whirlwind suffers 3d6 damage. Human-sized or smaller creatures must make a feat of strength or be picked up bodily, suffering 1d8 damage per round.

HEALING POWERS

Power	Cost (XP)	Description
Break Enchantment	15,000	With this power, you can wipe away any charm, suggestion, physical alteration, curse or petrification from its victim.
Delay Poison	3,000	The subject of this power (you or a creature you touch) is immune to the effects of poison for one round per level. You can still be poisoned during this time period, but do not suffer the ill effects of the poison until the end of the power's duration.
Heal Wounds	25,000	Once per day you heal 1d6 points of hit point damage per level on yourself or a subject you touch.
Neutralize Poison	10,000	You end the effects of any toxin on a single subject, or destroy all poisons in an area of 1 cubic foot per level.
Regenerate	6,000	Once per day, three rounds after suffering severe damage, your bones mend and limbs and organs re-grow. You have 5d6 hit points restored, regain consciousness and have fatigue and exhaustion removed.
Remove Curse	10,000	You remove the effects of a <i>Curse</i> .
Remove Impairment	10,000	You restore hearing or sight to one subject by touch, or remove the conditions of disease or paralysis.
Restoration	10,000	You restore lost ability score points and remove the conditions of fatigue and exhaustion for one subject, whom you must touch.

ILLUSION POWERS

Power	Cost (XP)	Description
Dream	15,000	You send a phantasmal message to a person through their dreams. The recipient remembers it perfectly upon waking.
False Vision	15,000	You create an illusion for creatures using the <i>Spy</i> power on you.
Illusion I	15,000	Creates an illusion of your design up to 100 feet away and filling a cube up to 60 ft long, 60 ft deep and 60 ft tall. Viewers can make a feat of intelligence to disbelieve the illusion if they interact with it. The illusion lasts as long as you concentrate on it plus three additional rounds.
Illusion V	25,000	As <i>Illusion I</i> , but permanent until removed by <i>Negate Power</i> .
Illusion VI	25,000	As <i>Illusion I</i> , but triggered by a specific event. Last 4 rounds.
Invisibility	15,000	You cannot be seen, but you can be sensed by hearing or scent. Opponents suffer a 50% miss chance to hit you in combat.
Invisibility Sphere	6,000	As <i>Invisibility</i> , but all allies within 10 feet. People leaving the sphere become visible.
Mirage	15,000	You make one terrain or structure look, feel and smell like another. The illusion lasts for 2 hours per level and covers one 30-ft cube per level. Creatures in the area are not changed by the illusion.
Nightmare	15,000	As <i>Dream</i> , but prevents restful sleep, causes 1d10 points of damage and leaves the subject fatigued the next day.
Project Image	30,000	You create an illusory double of yourself that is intangible, but looks, smells and sounds like you. You can direct the image to mimic your actions or act differently. The image lasts for one round per level and can appear up to 100 feet away. You can see and hear through the image and can use powers through it.

Power	Cost (XP)	Description
Simulacrum	30,000	You create a double of any creature from a substance like ice, mud or plastic goo. The creature is solid and has half the levels of the real creature. You cannot create a simulacrum of a creature with more than double your own levels. The simulacrum is under your command. If reduced to 0 hp it reverts to its base material and melts away. The simulacrum has all the powers of the creature it is based upon. Creation of the simulacrum requires an advanced laboratory, 24 hours of work and resources equal to CL 20.
Veil	25,000	You change the image of any number of creatures (unwilling creatures can make a feat roll to resist the effect) for 1 hour per level. The subjects must be within 30 feet of one another. They look, smell and feel like the creatures they are meant to resemble.
Ventriloquism	1,000	Throws your voice up to 30 feet away. This power can be used to make money at parties and in some night clubs.

MOVEMENT POWERS

Power	Cost (XP)	Description
Astral Projection	50,000	You project your spirit into the Astral Plane. Your physical body lies sleeping while you are away, and if killed your spirit is trapped on the Astral Plane. While astral, you may wander freely throughout the universe at almost unlimited speeds and can peer into the material plane as you like without being sensed in any way. You cannot affect the material plane in any way while astral.
Dimension Hop	10,000	You instantly transport yourself anywhere within 100 feet and can bring one person per three levels. If you transport into a material object you are killed.
Dimension Lock	40,000	You bar all creatures within 30 feet from moving dimensionally (i.e. <i>Astral Projection</i> , <i>Blink</i> , <i>Dimension Hop</i> , <i>Etherealness</i> , <i>Gate</i> , <i>Shadow Walk</i> and <i>Teleport</i>).
Entangle	1,000	Plants in a 30 ft radius and up to 100 ft away entangle all creatures in the area. Speed in this area is reduced to 1 and a feat of strength is required each round to move at all. Entanglement lasts for one round per level.
Etherealness	30,000	You become insubstantial like a ghost. In this form you cannot be seen or heard by people not on the ethereal plane unless you wish to be, though you can hear things on the material plane up to 60 feet away.
Fly	10,000	You can fly at two speeds higher than your normal land speed.
Freedom	50,000	You free yourself from all effects that limit movement, including the <i>Imprisonment</i> .
Gate	50,000	You open a portal into another dimension through which creatures can pass in either direction. You must concentrate to keep it open and even then it lasts only one round per level. You can open the gate into a precise location in another dimension and can even open it next to a desired entity or type of creature.
Jump	1,000	You gain a +10 bonus on feats of strength made to leap.
Levitate	3,000	You levitate up to 100 lb per level at rate of ascent or descent of 100 ft per round.
Mount	1,000	Summons a riding horse out of mid air for one day. The mount comes with riding gear and has the basic stats for a horse. For 3,000 XP cost you can summon a motorcycle. For 6,000 XP cost you can summon a motorcycle invested with powers.
Phase	15,000	You walk through solid material that is up to 10 feet + 5 feet per level thick.
Shadow Walk	25,000	You can step into a shadow and travel at a speed of 5 for one round per level. You can take another person with you, but they must maintain physical contact with you the entire time. You must emerge from shadows at your destination.

Power	Cost (XP)	Description
Slow	6,000	You cut a person or vehicle's speed in half. In addition, they can only make one attack every other round. This condition lasts for one round per level.
Spider Climb	3,000	You can walk on walls or the ceiling at your normal speed for 1 round per level.
Super Speed	2,000	Your speed increases by 1 point per 2,000 XP.
Teleport	30,000	You instantly transport yourself and one additional person per three levels up to 100 miles away per level.
Tree Stride	15,000	You can step into a tree and then out of a different tree within 1 mile.
Water Walk	6,000	You can walk on water as though it were a solid surface.
Word of Recall	25,000	With a word, you <i>Teleport</i> back to your headquarters or sanctum.

PSYCHIC/MENTAL POWERS

Power	Cost (XP)	Description
Analyze	25,000	You examine an object and learn how it functions and how to activate it.
Calm Emotions	3,000	You calm the emotions of agitated creatures within 20 ft for 1 round per round.
Charm	10,000	Makes one person think that they are your friend and that you pose no threat to them or their employers/owners. Lasts for 1 day, and the target of the power must be within sight when you use it.
Charm Many	35,000	As <i>Charm</i> , but one person per level.
Clairvoyance	6,000	You can see and hear things occurring within 100 feet of you as though you were there.
Command	1,000	You force one person to obey a single command for one round. You can command the person to approach you, halt, flee from you at top speed, drop what they are holding or fall to the ground.
Command Animals	10,000	As <i>Command Many</i> , but affects animals and lasts for one round per level.
Command Many	15,000	As <i>Command</i> , but one person per level.
Command Plants	10,000	As <i>Command Many</i> , but affects plants and plant creatures and lasts for one round per level.
Command Undead	30,000	As <i>Command Many</i> , but affects undead creatures (vampires, zombies, etc) and lasts for one round per level.
Commune	15,000	By concentrating for 1 turn, you learn three facts from among the following subjects: The ground or terrain, plants, minerals, bodies of water, people, general animal population, presence of woodland creatures, presence of powerful unnatural creatures, or the general state of the natural setting in a radius of 100 feet per level.
Contact Other Plane	15,000	You contact with a higher intelligence and ask it one question for every two levels you possess. The entity gives one word answers. The entity has a 75% chance to know the answer. If it does know the answer, it answers falsely 50% of the time.
Control Body	10,000	You control a person's body (within 100 ft) like a puppeteer. You cannot control their speech or make them talk, but you can fight with them using your attack bonus plus your Intelligence bonus.
Correspond	15,000	You communicate via electronics or telepathy with a creature any distance away.
Demand	40,000	This power combines the powers <i>Sending</i> and <i>Suggestion</i> .
Detect Poison	1,000	You detect the presence of poison within 30 feet.

Power	Cost (XP)	Description
Detect Spying	10,000	You detect the use of the <i>Spy</i> power being used on you. If the spy fails a feat of will, you get an image of who they are and know their general direction and distance from you.
Discern Lie	10,000	You discern any falsehood spoken in your presence.
Dominate	50,000	You control a creature through a telepathic link. The power lasts for one day per level, and the dominated creature does its best to follow all commands, but stops to sleep, eat and perform other necessary functions. The creature gets an initial feat roll to negate the power and gets a new feat of will on any day you do not concentrate on the creature for at least one round.
Doom	1,000	You cause one creature within 100 ft to be filled with existential dread, making them suffer a -2 penalty on attacks and feats for one round per level.
Enthrall	3,000	You hold all creatures within 100 feet spellbound with your voice for up to one hour. They creatures are not under your command, but ignore all other speakers.
Foresight	50,000	You sense impending danger and cannot be surprised. You gain a +2 bonus to feats made to avoid physical dangers.
Invisible Eye	10,000	You create a floating, invisible eye that moves at a speed of 3 and which transmits all it sees back to you. The eye cannot move through solid objects, but it can move through holes as small as 1 inch in diameter.
Invisibility Purge	6,000	You negate all forms of invisibility in a radius of 5 feet per level centered on you.
Legend Lore	25,000	You learn crucial knowledge about a person, place or thing. This knowledge takes 1d4 turns of study if you are in the place or with the person to be studied or 1d10 days if not. While using this power, you can do nothing but contemplate/ research the information you wish to learn.
Locate	10,000	You sense the direction to a person or thing within one mile.
Obscure Object	3,000	You mask an object from psychic or magical probing for one day.
Precognition	3,000	You learn whether a single action taken in the immediate future is a good, neutral or bad idea. You have a 70% chance + 1% per level (max. 90%) of getting an answer.
Read Minds	3,000	You can read the surface thoughts of a sentient being. The being can attempt a feat roll to block your mind reading, and creatures with minds alien to your own receive a +2 bonus to their feat roll.
See Invisibility	3,000	You can see objects and creatures that are invisible.
Sending	15,000	You instantly deliver a short message to anyone, anywhere.
Speak with Animals	1,000	You can speak with animals.
Speak with Dead	6,000	You can ask up to two questions per level of a corpse. The questions can only be one's the corpse could have answered in life and if the corpse would have resisted answering those questions in life it can attempt a feat of will to resist answering in death. This power does not work on undead creatures.
Speak with Plants	6,000	You can speak with plants.
Spy	10,000	You can spy on another person from any distance away. If the subject succeeds at a feat of will, your spying fails. You can see and hear things around the subject in a 10-foot radius.
Suggestion	6,000	You compel one person within 30 feet to follow a stated course of action for 10 rounds per level. You cannot force them to harm themselves.
Suggestion Many	25,000	As <i>Suggestion</i> , but one person per level.

Power	Cost (XP)	Description
Telekinesis	15,000	You can move objects or creatures by concentrating on them. The range of the power is 100 feet and you can move up to 25 lb per level. If used to attack, use your attack bonus plus your intelligence bonus. You can make feats of intelligence to duplicate fine motor skills with this power.
Telepathic Bond	15,000	You create a telepathic bond with one person per three levels. You can leave yourself out of the telepathic bond if you wish. People within the bond can communicate telepathically regardless of distance or language. The bond lasts one hour per level.
Tongues	6,000	You can speak any language.
True Seeing	25,000	You can see through invisibility and illusions.
Ubiquitous Vision	6,000	You can see behind your head.
Understand Language	1,000	You understand all spoken and written languages.
Vision	30,000	As <i>Legend Lore</i> , but it works instantly and leaves you fatigued for one hour.
X-Ray Vision	25,000	You can see into and through solid matter. Vision is as though under normal light even if there is no illumination. X-ray vision can penetrate 5 ft of stone, 1 ft of common metal or up to 15 ft of wood or dirt. Thicker substances or a thin sheet of lead blocks the x-ray vision.
Zone of Truth	3,000	All creatures within 30 feet of you are unable to tell lies.

TRANSFORMATION POWERS

Power	Cost (XP)	Description
Adapt Body	15,000	Your body adapts to a chosen hostile environment (i.e. vacuum of space, lava, etc).
Animate Objects	25,000	You cause inanimate objects to take on a semblance of life and attack your enemies (see Monsters for inanimate object statistics). You can animate one small object per level or the equivalent number of larger objects. A medium object counts as two small objects, while a large object counts as four small objects.
Chameleon	3,000	You are effectively invisible so long as you stand still.
Create Object	15,000	You create a simple object with a volume that not exceeding one cubic foot per level. The creation takes one round and exists for one round per level before disappearing.
Create Undead	25,000	You turn corpses into animated skeletons, zombies, ghouls or vampires by touching them. You can create a number of undead equal to twice your level. These undead can follow you or be left to guard a place.
Darkvision	3,000	You can up to 60 feet in total darkness.
Disguise	1,000	You change your appearance. You can seem slightly taller, shorter, fatter or thinner and generally mimic another person close to your own body shape.
Elasticity	6,000	Your rubbery body takes half damage from blunt attacks and gives you a +10 bonus on feats made to slip out of bonds. You can extend the length of your limbs, providing you with a reach up to 20 feet, and you can make feats of constitution to stretch even further. You can slither through gaps as narrow as an inch wide, although you must leave behind most of your gear to do so and your speed is reduced by 1 while slithering.
Enlarge	1,000	You double in height (weight increases eight fold), increasing your strength by 2 and reducing your dexterity by 2. Equipment worn or held increases in size with you. For 6,000 XP you increase size x5 (Str +4, Dex -4). For 15,000 XP you increase size x10 (Str +8, Dex -8).

Power	Cost (XP)	Description
Fabricate	15,000	You take raw materials (10 cubic feet per level) and make them into a finished product. You must know how to build the product to do this. The time required is one round per 10 cubic feet of finished object.
Fission	6,000	You divide into two identical beings, each having 2 fewer levels than you (re-roll hit points), but the same ability scores and powers. The fission lasts one round per level and can be used once per day. If the duplicate is killed before you rejoin, you lose one level, reducing XP to just what is needed for your new level. For 10,000 XP you can split into three identical beings, each with three fewer levels less than you.
Fusion	8,000	For one round per level, you and another willing creature are fused together. The combined creature has the hit points of both creatures added together, all the powers of each creature and the highest ability score of either creature for each of the six ability scores as well as the better attack bonus. Can be done once per day.
Heroism	25,000	You gain a +4 bonus to attack rolls and feat rolls.
Imbue with Power	10,000	You imbue another creature with one of your own powers. The imbued character retains the power until it is used, at which point the power is restored to you.
Make Whole	3,000	You repair one object, making it as good as new. A broken object that was invested with powers can be made whole and has a 50% chance per power of regaining that power.
Petrify	25,000	You turn one creature within 100 feet to stone. You can also reverse petrification of living creatures, but cannot to turn statues into flesh.
Polymorph	10,000	You give one willing creature a new form for one round per level. The new form can be of any type, but cannot have a higher level than your level. The subject retains their own mentality, but in every other respect becomes the creature into which they have been polymorphed.
Polymorph Anything	40,000	As <i>Polymorph</i> , but changes any item or creature into any other item or creature. If the original thing and the thing it is changed into are in the same kingdom (i.e. animal, vegetable or mineral), the change lasts one week. If not, the change lasts one day.
Polymorph Other	15,000	As <i>Polymorph</i> , except it affects an unwilling subject who fails a feat of constitution to resist. The change is permanent.
Shadow Body	40,000	You become living shadow. While shadow you can move at normal speed over any surface, ignore up to 50% of damage from all attacks, can hide perfectly in shadow and are immune to damage from poison and disease. You cannot touch creatures while in shadow form.
Shambling Mound	50,000	You turn vegetation into 2d4 shambling mounds (see Monsters). The shambling mounds obey your commands and last for 7 days.
Shape Wood	3,000	You shape a piece of wood into any usable form, though an object with moving parts has a 30% chance of not working. You can shape up to 10-cubic feet + 1 foot per level.
Shrink	15,000	You or a target within 30 feet is reduced to one tenth height for 1 round per level. The affected creature's strength score is reduced by 8 and dexterity is increased by 8. For 30,000 XP cost, you can retain normal strength when you shrink.
Shrink Item	6,000	You shrink an item (up to 2 cubic feet per level) to one tenth its normal size. The shrunken state persists for 1 day per level.
Statue	30,000	You can transform yourself into a statue for 1 hour per level. In statue form you ignore 50% of damage per attack. You can sense things normally, need not eat or breathe, but cannot move or speak.
Super Ability	1,000	You improve one ability score by either +1 per 1,000 XP spent.
Super Hearing	3,000	You can hear things up to 1 mile away or through up to 1 ft of stone or 6 inches of metal.

Power	Cost (XP)	Description
Super Vision	3,000	You can see things as far as 1 mile away, assuming nothing is blocking your way.
Suspend Life	30,000	You put yourself in suspended animation for as long as you wish. If damaged while in suspended animation, you come out of it four rounds later.
Water Breathing	6,000	You can breathe water and your swimming speed is one level higher than your land speed.

MISCELLANEOUS POWERS

Power	Cost (XP)	Description
Clone	40,000	You create a perfect double of another character using a sample of DNA. The creation of the clone takes several weeks. The clone, once activated, must seek out its original and destroy it within 1 day or disintegrate. There is a 1 in 6 chance that the clone breaks down partially, losing much of its mentality and taking on a twisted appearance, but does not disintegrate.
Darkness	3,000	You create a 30-ft radius area of darkness around an object you touch. This darkness lasts for one round per level.
Elemental Swarm	50,000	You summon 2d4 elementals (air, earth, fire or water) that remain for one round per level.
Glitterdust	3,000	You generate a cloud of particles that covers a 10-ft radius area up to 100 ft away. The particles last for one round per level. Creatures within the cloud must be blinded. Invisible creatures within the particle cloud have their positions revealed.
Light	6,000	You create bright light in a 60-ft radius.
Miracle	20,000	You perform a miracle, duplicating any power costing 7,500 XP or less or negating the effect of any power. You can only do this once per day.
Planar Binding	25,000	Calls a creature from another dimension (demon, angel, genie) and traps it. The creature can escape with a feat of will (made each day). While trapped, you can attempt to compel it to perform a service by making a feat of charisma and by offering a tempting reward. You can attempt to compel the creature once per day. If the creature is compelled to render a service, it is released from captivity as soon as it performs the service, and is then free to seek revenge.
Rope Trick I	1,000	You can animate a rope to entangle or tie up opponents.
Rope Trick II	3,000	By throwing a rope straight up, you create a portal to an extra-dimensional space that holds up to 8 creatures for 6 rounds per level. The rope can be pulled up into the space. Powers can be used within the dimensional space, but cannot affect things outside the space, nor can powers outside the space affect things within the space. Anyone that is still in the extra-dimensional space when it ceases to exist drops to the ground and suffers falling damage.
Summon Creature	25,000	You conjure 2 levels of creatures per level. The summoned creatures appear out of nowhere and obey your commands. They persist for 10 rounds.
Summon Item	1,000	You summon one pre-chosen item to your hand. The item is not created by this spell - it must be an existing item that you know about and know the location of. You can send the item back to its original location when you are finished with it.
Time Acceleration	25,000	You gain a round between rounds in which to do anything you could normally do in one round. While in this different time frame, you cannot harm other creatures, nor can you enter a <i>Negation Field</i> .
Time Hop	25,000	You hop forward in time up to 1 round per level.
Unseen Servant	1,000	An invisible force obeys your commands for 1 day. It can perform all the actions of a maid or butler, but can only do one thing at a time. It cannot be used to fight.

ADVENTURES!

TIME TO FIGHT SOME CRIME

The point of “*Mystery Men!*” is to have adventures, whether your heroes are fighting crime at home, fighting enemies abroad or fighting alien invaders from outer space. Most adventures consist of uncovering the plot of a villain and working your way through a web of clues until you thwart their evil plan and, maybe, capture or kill the villain in his or her lair. The following rules deal with the challenges heroes face during their adventures.

Time

Time is tracked in rounds, turns, hours and days. A round represents one minute of real time, a turn ten minutes of real time.

Speed & Weight

Speed is expressed as one of ten levels, with a speed level of “2” representing the human norm. The table below shows the different speed levels, what they represent and their approximate speeds in yards per round and miles per hour.

SPD	REPRESENTS	YPR	MPH
1	SLOW HUMANS	50	1.5
2	HUMANS	100	3
3	ANIMALS	200	6
4	BICYCLES	500	15
5	CARS, MOTORCYCLES	1,500	45
6	TRAINS, PLANES	6,000	200
7	JET AIRLINER	30,000	1,000
8	SUPERSONIC SPEED	100,000	5,000
9	ATOMIC SPACESHIP	800,000	25,000
10	SUB-LIGHT SPEED	4,000,000	125,000

Cautious Movement: Heroes may choose to move at a speed of 1 when exploring a villain’s lair. This allows them to roll feats to avoid traps and notice clues.

Running: A hero can increase his normal speed by 1 for one round and continue to move at that higher level in subsequent rounds by rolling a feat of constitution each round.

Burst of Speed: A hero can roll a feat of strength to have a very short burst of speed, increasing their speed by 2. This burst lasts a few seconds, and can be used to reach something before a foe, but not to move at one’s speed +2 for a complete round.

FEATS

“Feat” is the term used for most challenges that do not involve fighting. A feat is used to attempt a heroic action, resist an opponent’s power or modify your own use of powers.

The basic process of rolling a feat is as follows:

Roll 1d20 and add the difference between your ability score or level and your opponent’s ability score or level. If your score is higher than your opponent’s score, you are adding a bonus to your roll. If your opponent’s score is higher than your score, you are subtracting a penalty from your roll. If the modified roll is higher than 10, your feat is successful.

When rolling a feat that does not involve skill, use the most relevant ability score for you and your opponent. When rolling a feat that does involve skill – and rolling a feat to resist a power always involves

skill – use your level or the most relevant ability score, whichever is higher. If you are attempting a feat that does not involve an opponent, rank the difficulty of the feat on the following table, and use the corresponding number for the difficulty level:

TASK LEVEL	DIFFICULTY
NORMAL	3
HEROIC	9
SUPERHUMAN	15
EPIC	21
COSMIC	27

Normal Feats are things that real-life human beings can accomplish with effort and a little luck.

Heroic feats can only be accomplished by the most skilled people who have ever lived, such as the escapes of Harry Houdini.

Superhuman Feats are things beyond the capability of most human beings, but perhaps possible for literary creations like Sherlock Holmes. Leaping over a building require a superhuman feat of strength.

Epic Feats are the purview of the greatest heroes of legend, like Hercules. Swimming the Atlantic Ocean would require an epic feat of constitution.

Cosmic Feats are things only the gods can accomplish, and often run counter to the laws of physics. Nudging a planet from its orbit without destroying it would require a cosmic feat of strength or intelligence.

Example 1: Doctor Death has just fired a 6 dice bolt of lightning at Black Fury, so Black Fury’s player needs to roll a feat to see if he can cut the damage in half. The Mastermind decides this would be a feat of dexterity. Black Fury has a dexterity of 6, but his level is 12, so he gets to use his level against Doctor Death’s level of 10. The difference between Black Fury’s level (12) and Dr. Death’s level (10) is +2, so Black Fury rolls 1d20+2 and tries to beat “10” to successfully halve the damage from the lightning bolt.

Example 2: Captain Triumph needs to leap to the top of a building, where the Black Dragon has installed a death ray. Leaping to the top of a building is a superhuman feat, and the Mastermind decides that it is a feat of strength and that skill is not involved. The difference between Captain Triumph’s strength (14) and the difficulty for a superhuman feat (15) is -1, so Captain Triumph rolls 1d20-1 and tries to beat “10” to successfully make the leap.

Optional Rule – Complications

In some cases, the modifier to a feat roll will make accomplishing the feat impossible. In some cases, a Mastermind might want to allow the hero to succeed on a natural roll of ‘20’, but with complications.

Likewise, when a hero cannot fail on a feat roll, he might want to allow a natural roll of “1” indicate a complication or twist to the feat being attempted.

For example, a hero leaping atop a building might be successful, but only manage to grab the ledge, or succeed and fall flat on their face, allowing the goons on top of the building a free round of attacks.

Optional Rule – Signature Moves

Comic book heroes often develop a signature move that they’re famous for. In essence, a signature move is a feat that one makes multiple times in adventure after adventure. A Mastermind may want to grant a character that successfully makes a particular feat at least three times in three different adventures a +2 bonus to future attempts to make that feat. It is best to allow only one signature move per character.

Combat

Combat occurs whenever two or more creatures mean to do harm to one another. Combat is played out using a simple set of steps, as follows:

1. Initiative order (i.e. the order in which creatures take their turns in combat) is determined by each participant in the combat rolling 1d10 and adding their Dexterity modifier and their Speed.

2. Each turn of combat takes place during a single round (i.e. 1 minute). On a combatant's turn, they can perform one action, as follows:

A. Make an attack. The attack can be ranged or hand-to-hand. Making attacks is covered in more detail below.

B. Activate a power.

C. Move. You can advance into combat, flee from combat or attempt to flank an opponent or move behind them. Movement is covered below.

3. Mastermind controlled characters and monsters that have seen allies knocked unconscious or killed must roll a normal feat of will or flee from combat.

4. If anyone is still standing, go back to Step 1.

The Advantage of Speed

When fighting a slower opponent, an attacker gains a number of actions per round equal to his speed divided by his opponent's speed, rounding down, up to a maximum of 3 actions per round.

Attacking

When you make an attack, you roll 1d20 and add your attack bonus (based on your level), relevant ability score modifier and relevant power modifier (if any). You compare the resulting number to your target's Defense Class (DC). If your attack roll is equal to or greater than your opponent's DC, you score a "hit" and roll damage. When making hand-to-hand attacks, you add your strength modifier to your attack roll. When making ranged attacks, you add your dexterity modifier to your attack roll. An attack roll can further be modified by up to +5 or -5 by the

Mastermind to represent other factors - the benefit of cover, for example, during a gun battle.

Damage

If you are fighting with your fists or feet, you roll 1d6 and add your strength bonus. If you are fighting with a melee weapon, you roll damage based on that weapon (see Equipment) and add your strength bonus. If you are fighting with a ranged weapon, you roll damage based on that weapon (see Equipment) and add your dexterity bonus. The total damage you roll is then deducted from your opponent's Hit Point total. At 0 hit points, a character is knocked unconscious for one turn. At negative hit points, a character is knocked out for 1d6 hours. A character dies at -10 hit points.

Knock Backs

Based on the amount of physical damage you score on an opponent, you might knock them backwards. If the damage scored from a physical, forceful hit is higher than a creature's strength score, they are knocked backward 1 foot per point of damage and must roll a feat of dexterity to avoid being knocked prone. Characters knocked backward into a wall suffer damage as though they had fallen (see below). If the damage from hitting a wall is higher than the wall's strength rating (see below), then they break through the wall and suffer damage.

MATERIAL	STRENGTH RATING
GLASS	1 PER INCH OF THICKNESS
PLASTER	2 PER INCH OF THICKNESS
WOOD	10 PER INCH OF THICKNESS
BRICK/STONE	15 PER INCH OF THICKNESS
IRON/STEEL	30 PER INCH OF THICKNESS
ADAMANTINE	40 PER INCH OF THICKNESS

Charging

To charge in combat means moving rapidly at a foe in order to inflict additional damage. When one charges, they leave themselves more open to attack. A charging character must run to make a charge attack and must cover at least 30 feet before they reach their opponent. The charge can be on the ground (i.e. running or driving), through the air (i.e. flying or swinging from a rope) or through the water, assuming one has a special ability to move through the water rapidly. The charger deals an additional 1d6 points of damage if their attack is successful, but suffers a -3 penalty to their Defense Class until the beginning of the next round of combat.



WILDFIRE (Level 8 Adventurer)

First Appearance: *Smash Comics* #25 (1941), created by Robert Turner and Jim Mooney

After Carol Vance is orphaned by a forest fire, Vulcan, the god of fire, imbues her with elemental powers. Adopted by the Martins, teenaged Carol uses her powers to fight evil in all its forms.

STR 3 | **DEX** 5 | **CON** 3 | **INT** 3 | **WIS** 2 | **CHA** 4 | **HP** 44 | **DC** 11 | **ATK** +6 | **SPD** 2

Powers: Energy Blade, Energy Blast, Energy Resistance, Fly, Heat Metal, Pyrotechnics, Wall of Fire

Flaw: Suffers double damage from cold and water



Multiple Attacks

While some creatures naturally have multiple attacks (see Monsters), heroes and villains are normally allowed to make only a single attack each round. Heroes and villains have the option, however, of making attacks against multiple opponents (though never more than one attack per opponent) by taking a cumulative -3 penalty for each attack beyond their primary attack. This penalty applies to all attacks made during the round. Making one extra attack in a round imposes a -3 penalty on both attacks, not just on the additional attack. If a hero wanted, for example, to make an attack on ten different opponents during a round, he would have to do so at a -27 penalty to hit. Fighting with multiple weapons lessens this penalty by 1, i.e. to -2 per extra attack.

Special Attacks

Any attack that is not exclusively designed to inflict damage is designated as a “special attack”. This would include attacks intended to pin an opponent, knock them down, knock them out of the way, blind them or stun them temporarily. Making a special attack does not preclude one from causing hit point damage – hit points are as much a measure of exhaustion, luck and fighting prowess as they are actual physical damage. Having to make a desperate dive to avoid being knocked over is not as taxing as a sock to the jaw, but it still wears you down.

To make a special attack, a player declares what they want to accomplish during a round of combat, i.e. “I’m going to try to trip my opponent”. The attack roll is made normally. If the attack is successful then damage is rolled. If the target’s DC is beaten by 5 or more, then damage is rolled and the conditions of the special attack are suffered by the target.

Blind: Blinding attacks usually involve throwing some sort of particulate (sand, for example) in an

opponent’s eyes. If successful, the opponent is blinded until they take one round to clear their eyes.

Bull Rush: A bull rush attack is made to knock an opponent out of one’s way or knock them directly backwards – think in terms of a defensive line in American football trying to move the offensive linemen out of their way. A successful bull rush attack allows you to move your target 5 feet away in any direction. Damage from the attack might result in an additional knock back (see above).

Grapple: A successful grapple attack allows you to hold your opponent, either pinning their arms back or pinning them to the floor. The grappled opponent must make a successful grapple attack of their own to break the grapple. A pinned creature cannot move or attack except to make a grapple attack to break the grapple or to use a power (final ruling on which powers are usable while grappled is up to the Mastermind).

Head Shot: A head shot is an attempt to daze or stun an opponent with a well placed shot to the head. If the head shot beats the target’s DC by 5 to 9, the opponent is dazed for 1 round (see Special Conditions below). If the head shot attack beats the target’s DC by 10 or more, then the target is stunned for 1 round.

Trip: An attacker’s trip attack is modified by his dexterity score instead of his strength score. A successful trip attack knocks the target prone.

Special Conditions

Many of the powers described in Chapter 3 make reference to special conditions such as exhausted or paralyzed. These game impact of these conditions are described below, though the Mastermind should feel free to alter them as he or she sees fit.

Ability Damage: The character has temporarily lost 1 or more ability score points. Lost points return at a rate of 1 per day unless noted otherwise by the

attack dealing the damage. A character whose strength is reduced to 0 falls to the ground and is helpless. A character with dexterity 0 is paralyzed. A character with constitution 0 is dead. A character with intelligence, will, or charisma 0 is unconscious. Ability damage is different from penalties to ability scores, which go away when the condition causing the penalty goes away.

Aged: An aged creature is well past the middle point of its lifespan. Aged characters suffer a -4 penalty to all of their physical ability scores and their speed is reduced by 1. Aged monsters have their speed reduced by 1 and their level reduced by 2.

Blinded: Blinded characters suffer a 2 point penalty to their Defense Class, move at a speed of 1, and suffer a -4 penalty to hit in combat. These penalties can be reduced over time with practice.

Crippled: A crippled creature's speed is reduced by one half (rounding up).

Dazed: The creature is unable to act normally. A dazed creature can take no actions, but has no penalty to DC. A dazed condition lasts 1 round.

Dazzled: Bright light can leave a creature dazzled. A dazzled creature suffers a 1 point penalty to DC and attack rolls and is more easily surprised.

Deafened: Deafened characters are surprised on a roll of 1-4 on 1d6. Deafened sorcerers fail to cast their spells properly on a roll of 1-2 on 1d6.

Entangled: Entangled creatures move at a speed of 1 and cannot run. They suffer a 2 point penalty on attack rolls and DC. Entangled sorcerers fail to cast their spells properly without a feat of dexterity.

Exhausted: An exhausted character moves at half speed (round up) and suffers a 2 point penalty to attack rolls, damage rolls and to DC.

Frightened: Frightened characters flee from the source of their fright as quickly as they can. If unable to flee, they fight at a -2 penalty to attack.

Incorporeal: Incorporeal or intangible creatures can only be harmed by force powers and magic weapons. They can pass through solid objects.

Invisible: Visually undetectable, an invisible creature gains a +2 bonus on attack rolls against sighted opponents, and ignores its opponents' dexterity bonus to DC (if any).

Paralyzed: A paralyzed creature cannot move or act, but can perform purely mental functions. A winged creature flying in the air at the time that it becomes paralyzed cannot flap its wings and falls. A paralyzed swimmer can't swim and may drown.

Petrified: A petrified character has been turned to stone and is considered unconscious. If a petrified character cracks or breaks, but the broken pieces are joined with the body as he returns to flesh, he is unharmed. If the character's petrified body is incomplete when it returns to flesh, the body is likewise incomplete and there is some amount of permanent hit point loss and/or debilitation.

Prone: A character knocked to the ground suffers a -2 penalty to attack rolls. Creatures attacking it with melee weapons enjoy a +2 bonus, while those attacking with missile weapons suffer a -2 penalty.

Sickened: The character takes a -2 penalty on all attack rolls, weapon damage rolls and feat rolls.

Stunned: A stunned character cannot move or attack, drops any item he holds and suffers a 2 point penalty to DC and loses his dexterity bonus to DC.

Unconscious: Knocked out and helpless.

Restoring Hit Points

A character that has lost hit points can regain them in three ways. First and foremost, immediately after a fight a character can rest for one full turn (10 minutes) to regain 50% of the hit points lost during that particular fight. Characters can also rest overnight to regain one hit point per level. Finally, some of the healing powers (see Chapter 3) can restore hit points to a damaged character.

Earning Experience Points

Experience points are earned by defeating villains and foiling their plans.

- Opponents are worth 100 XP per Level plus 10% of the XP value of their powers.
- Saving lives is worth 100 XP per hero.
- Saving a city is worth 1,000 XP per hero.
- Saving a country is worth 10,000 XP per hero.
- Saving the world is worth 50,000 XP per hero.
- Saving the universe is worth 100,000 XP per hero.



MAGIC AGENT (Level 13 Sorcerer)

First Appearance: *Magic Agent* #1 (1962), creator unknown

John Force works for the secret service, fighting the spies and terrorists that would lay the United States low with the help of his magic coin. By rubbing on the Greek columns that appears on the coin he can cast magic spells.

STR 4 | **DEX** 6 | **CON** 5 | **INT** 4 | **WIS** 6 | **CHA** 3 | **HP** 52 | **DC** 11 | **ATK** +6 | **SPD** 2

Powers: Weapon Master (Handgun)

Gear: Handgun (2d6), Magic Coin (Sorcery Pool of 30,000 XP; DC 16, 24 hp)

Flaw: Blind in one eye (-1 to hit with ranged weapons)



FIENDISH FOES !

MONSTERS AND MALCONTENTS

As the game's Mastermind, you might pit the heroes against all manner of vile villains – mad scientists, evil sorcerers and gangsters and racketeers. Essentially, these villains are just characters created by the Mastermind using the same basic rules (or guidelines) that govern the creation of heroes.

You might also pit them against monsters. In *Mystery Men!* the term “monsters” refers to anything from street thugs to robots to animals to prehistoric or mythical beasts – anything that is not developed as a character with experience points.

The following is a quick reference guide for how to read the monster descriptions:

Level (LVL) is the number of d6 rolled to determine a monster's hit points. For a creature with a level of 4, for example, you'd roll 4d6 to determine hit points.

A monster's attack bonus is equal to its level. A monster with a level of 3, for example, attacks by rolling a 1d20 + 3.

Physique (PH) is used for Strength, Constitution and Dexterity when rolling physical feats for monsters.

Mentality (MN) is used in place of Intelligence, Will and Charisma when rolling mental feats for monsters.

Defense Class (DC) is explained in the rules for combat. Essentially, it determines how difficult it is to hit and damage a monster in combat.

Speed (SPD) is the monster's speed. A speed in parentheses refers to a type of movement other than

normal land movement: B = Burrowing, C = Climbing, F = Flying and S = Swimming.

Experience Points (XP) tells you how many experience points the heroes gain for defeating the monster. The reward must be divided equally between all heroes involved in the monster's defeat.

Attacks is the number of attacks the monster has and the damage they inflict. Monsters must make a separate attack roll for each attack.

Powers lists the powers, if any, the monster has. A monster's powers work exactly like the heroic powers of the same name unless noted otherwise. Some powers are limited by the number of times per day they can be used, or in other ways that are explained in the monster description.

Power Resistance

In the monster descriptions, one might come across the term “power resistance” followed by a percentage in parentheses. The given percentage is the chance that any power used against the monster will simply fail to take effect. When confronted with power resistance, the Mastermind must roll D%. If the result is equal to or less than the given percentage, the power fails.

Special Monster Attacks

Like characters, monsters can perform special attacks during combat. Whenever a monster exceeds the target number to hit a character by 6 or more, it can

perform a special attack if it has one or if it is capable of one devised by the Mastermind, and if the special attack it used is connected to the attack form it used – i.e. a monster cannot swallow a person whole with a successful claw attack. Humanoid monsters fighting with weapons are permitted to use the same special attacks as characters, with the same penalties and benefits. Some sample special attacks are:

Hug or Squeeze: The monster holds its opponent tight. The victim suffers automatic damage (usually 1d6) each round. If the monster has a bite attack, it makes subsequent bite attacks against a squeezed or hugged victim at a +2 bonus to hit.

Rake or Rend: This special maneuver allows a monster to make a second claw attack if the first is successful.

Swallow Whole: A victim inside the belly of the monster suffers 1d6 points of acid damage and 1d6 points of crushing damage each round and may drown or suffocate. The victim can attempt to stab from within if it has claws or a dagger and attacks at -4 to hit but inflicts double damage.

Thrash or Trample: Large creature threaten anyone who gets near them in combat. All creatures in melee range of such a creature must pass a saving throw each round or suffer 1d6 points of damage.

ALIENS

CHOKER

LVL	PH	MN	DC	SPD	XP
3	5	3	17	4 (C2)	700
ATK	Tentacles (1d6)				
POW	Darkvision, Iron Grip				

Chokers are strange, vaguely humanoid aliens with tentacles in place of arms. They are lightning fast and often attack from ambush.

DOPPELGANGER

LVL	PH	MN	DC	SPD	XP
4	4	4	15	2	1700
ATK	Fists (1d6)				
POW	Polymorph, Read Minds				

These humanoid aliens can only assume the appearance of humans and humanoids, using this power to infiltrate planets they wish to conquer.

FORMIAN (ANT-MAN)

LVL	PH	MN	DC	SPD	XP
4	5	3	18	3	2000
ATK	Sting (1d6 + poison), Claws (1d6), Bite (1d6)				
POW	Energy Resistance (Cold), Poison [sting]				

Formians are ant-like aliens. As formidable as their natural weapons are, they are often armed with a variety of high-tech objects, such as laser pistols. Formians are highly regimented and orderly.

PHASM

LVL	PH	MN	DC	SPD	XP
15	5	5	17	2	2500
ATK	Pseudopod (1d6)				
POW	Polymorph				

Phasms are intelligent, amorphous protoplasmic beings. They can assume any shape up to 15 feet in height or length and are immune to poison, sleep and effects that alter a victim's form.

XILL

LVL	PH	MN	DC	SPD	XP
5	5	4	20	2	3900
ATK	Bite (paralysis) or Claws (2d6) or 2 x Weapon				
POW	Darkvision, Etherealness, Iron Grip, Power Resistance 25%				

Xill are alien horrors with four arms. They implant victims with their eggs after absconding with them to nests hidden in parallel dimensions. A victim grappled

by a xill is bitten and paralyzed for 1d4 turns (resist with a feat of strength). On their turn in combat, they can implant their eggs in a paralyzed creature. The young emerge 90 days later, devouring the host from the inside and killing them. *Remove impairment* destroys the eggs.

ALLIGATOR / CROCODILE

LVL	PH	MN	DC	SPD	XP
3	5	1	15	2 (S2)	300
ATK	Bite (2d6) or Tail (3d6)				

If the villain you are after has a lair in a swamp, make plans to wrestle an alligator at some point.

ANGEL

LVL	PH	MN	DC	SPD	XP
12	7	6	29	3 (F5)	16950
ATK	Weapon (2d6 + stun) or Fists (2d6)				
POW	Astral Projection, Discern Lie, Heal Wounds, Invisibility, Light, Negate Power, Polymorph, Protection, Remove Impairment, See Invisibility				
SOR	Sorcery pool of 20,000 XP				

Angels are defenders of all that is right and good. They can assume the shape of any humanoid creature and imitate them flawlessly. Creatures struck by an angel's weapon must roll a feat of constitution or be stunned for 1d6 rounds.

ANIMATED OBJECT

Animated objects are normal, inanimate objects that have been given a semblance of life, usually through the use of magic. Animated objects are small, medium or large. An object's speed is increased by +1 if it has wheels, or if the animated object is a vehicle, simply use the normal speed rating for that vehicle. You might want to alter an object's stats based on the form of the object (i.e. cars might be able to trample).

SMALL ANIMATED OBJECT

LVL	PH	MN	DC	SPD	XP
1	3	0	14	2	100
ATK	Slam (1d6)				

MEDIUM ANIMATED OBJECT

LVL	PH	MN	DC	SPD	XP
3	4	0	15	2	300
ATK	Slam (2d6)				

LARGE ANIMATED OBJECT

LVL	PH	MN	DC	SPD	XP
5	6	0	14	1	500
ATK	Slam (3d6)				

APE

LVL	PH	MN	DC	SPD	XP
4	7	1	14	2 (C2)	400
ATK	Claws (1d6), Bite (1d6)				

Apes can stand in for gorillas or even brutish, primitive humanoids. Apes weigh 400 pounds.

ASSASSIN VINE

LVL	PH	MN	DC	SPD	XP
4	6	0	15	1	2600
ATK	4 x Tendrils (2d6)				
POW	Chameleon, Energy Resistance (All), Iron Grip				

Assassin vines are plant monsters composed of a central root and dozens of tendrils that it can use as tentacles. Assassin vines are usually the result of mad science or sorcery. Assassin vines can make the squeeze special attack with their vines.

BEAR

LVL	PH	MN	DC	SPD	XP
6	7	1	15	2	60
ATK	Claws (1d6), Bite (2d6)				

Bears can hug in combat for 2d6 damage when they hit an opponent with their claw attack. Once a victim

is in the bear's grip, they must make a feat of strength to escape.

BLACK PUDDING

LVL	PH	MN	DC	SPD	XP
12	6	0	9	1	1800
ATK	Slam (2d6 + 2d6 acid)				
POW	Spider Climb				

Black puddings are large oozes from outer space. They are immune to acid and sense without seeing or hearing. A black pudding hit by electricity damage splits into two puddings, each with half the level and hit points of the original. A black pudding that would be reduced to less than 1 level is destroyed. Creatures engulfed by a black pudding suffer 2d6 acid damage per round and can only escape by making a superhuman feat of dexterity or strength.

CHAOS BEAST

LVL	PH	MN	DC	SPD	XP
8	4	3	16	1	2500
ATK	Claws (1d6 + corporeal instability)				
POW	Power resistance (15%)				

Chaos Beasts look like bubbling masses of flesh with tentacles and fang-filled mouths. Chaos beasts are immune to transformation powers. Their touch causes a victim to become an amorphous mass with a speed of 1. The victim attacks randomly each round (at -5 to hit). Each round, the victim suffers 1 point of damage to their will. At a will score of 0 the victim becomes a chaos beast permanently. Each round, the victim can try a feat of will to return to normal form.

DAEGLO

LVL	PH	MN	DC	SPD	XP
8	9	2	16	2 (F3)	800
ATK	Beak (2d6), Claws (1d8)				

Daeglos are the creations of villainous sorcerer known as the Black Dragon. All daeglos are actually



polymorphed human beings under the Black Dragon's command, and *negate power* can be used to return them to their normal state.

DEMONS & DEVILS

HORNED DEVIL

LVL	PH	MN	DC	SPD	XP
10	9	6	30	2 (F2)	9900
ATK	Bite (2d6) and Trident (3d6) or Claws (2d6)				
POW	Darkvision, Energy Blast, Energy Resistance (All), Frighten, Illusion, Power Resistance 50%, Protection, Regenerate, Teleport				

Horned devils have red skin, horns, bat wings, trident, etc. Horned Devils are the foot soldiers of Hell and among the most numerous and commonly encountered devils.

IMP

LVL	PH	MN	DC	SPD	XP
3	3	4	20	2 (F2)	4000
ATK	Sting (1d6 + poison)				
POW	Darkvision, Energy Resistance (All), Invisibility, Polymorph (animals), Poison [sting], Suggestion				

Imps are small demons with bat wings. They are used as tormentors and tempters, and are often summoned by sorcerers to be helpers and spies.

MARILITH

LVL	PH	MN	DC	SPD	XP
16	10	6	30	3	15800
ATK	6 x Weapon (2d6), Tail (3d6)				
POW	Darkvision, Energy Resistance (All), Potent Attack, Power Resistance 60%, Project Image, Regenerate, Telekinesis, Teleport, True Seeing, Wall of Force				

Mariliths look like beautiful, six-armed women from the waist up and snakes from the waist down. They can make a squeeze special attack with their tail slap. Mariliths are especially dangerous combatants.

PIT FIEND

LVL	PH	MN	DC	SPD	XP
20	12	9	30	2 (F3)	15950
ATK	Bite (4d6 + disease and poison), Claws (2d6), Tail (3d6)				
POW	Contagion (bite), Correspond, Create Undead, Darkvision, Energy Blast, Energy Resistance (All), Firestorm, Frighten, Hold Person, Illusion, Invisibility, Negate Power, Poison [bite], Protection, Regenerate, Teleport, Wall of Fire				

Pit fiends are massive demons, the very lords of Hell. They stand anywhere from 10 to 15 feet in height and have massive horns, large, fang-filled mouths and razor-sharp claws.



SUCCUBUS

LVL	PH	MN	DC	SPD	XP
6	4	5	20	2 (F2)	11700
ATK	Claws (1d8) or Kiss (see below)				
POW	Charm, Darkvision, Energy Resistance (All), Etherealness, Power Resistance 40%, Read Minds, Suggestion Many, Teleport				

A succubus appears as a seductive woman or man (usually called an incubus), but their normal form adds small bat wings and tiny horns to their appearance. The kiss of a succubus drains a living person of one experience level.

DINOSAUR

TRICERATOPS

LVL	PH	MN	DC	SPD	XP
16	10	1	18	2	160
ATK	Horns (3d6, x2 on charge)				

These beasts are 25 feet long and weigh 10 tons. They have two long horns on their head and a smaller horn on their nose. They cause 2d6 points of trample damage to all creatures locked in melee combat with them who fail a feat of dexterity each round.

TYRANOSAURUS REX

LVL	PH	MN	DC	SPD	XP
18	9	1	12	2	180
ATK	Bite (4d6)				

The famous T-Rex is more than 30 feet long from nose to tail and weighs approximately 6 tons. Its bite attack allows it to swallow creatures whole.

VELOCIRAPTOR

LVL	PH	MN	DC	SPD	XP
4	7	1	17	3	40
ATK	Bite (2d6), Claws (2d6)				

Velociraptors are swift and clever predators. They weigh about 600 pounds.

ELEMENTAL

Elementals are large entities composed of one of the four mystic elements. They are usually conjured by sorcerers, but might also be elder things that rise from the earth to punish mankind.

AIR ELEMENTAL

LVL	PH	MN	DC	SPD	XP
8	6	3	20	3 (F4)	11000
ATK	Slams (3d6)				
POW	Energy Resistance (Electricity), Tornado Blast, Wall of Wind, Whirlwind				

EARTH ELEMENTAL

LVL	PH	MN	DC	SPD	XP
8	9	3	18	1	9500
ATK	Slams (4d6)				
POW	Earthquake, Energy Resistance (Acid), Invulnerability II, Move Earth, Stomp				

FIRE ELEMENTAL

LVL	PH	MN	DC	SPD	XP
8	6	3	18	2	9900
ATK	Slams (2d6 + 2d6 fire)				
POW	Energy Blast (Fire), Energy Current (Fire), Energy Resistance (Fire), Firestorm, Wall of Fire				

WATER ELEMENTAL

LVL	PH	MN	DC	SPD	XP
8	8	3	20	2 (S4)	6000
ATK	Slams (3d6)				
POW	Energy Resistance (Cold), Quench, Whirlwind (except vortex of water)				

ELEPHANT

LVL	PH	MN	DC	SPD	XP
11	8	1	15	2	1200
ATK	Slam (3d6), Gore (3d6)				

Elephants are clever creatures that weigh more than a ton. They have a tendency to break out of circuses and run wild. Creatures in melee combat with an

elephant must roll a feat of dexterity each round to avoid suffering 2d6 points of damage from trampling.

FISH MAN

LVL	PH	MN	DC	SPD	XP
2	3	4	14	1 (S3)	800
ATK	Weapon (1d8)				
POW	Water Breathing				

Fish men dwell in cold seas, rising at night to conduct terrible rituals or raid coastal settlements.

FRANKENSTEIN MONSTER

LVL	PH	MN	DC	SPD	XP
9	8	1	10	2	2100
ATK	Slams (3d6)				
POW	Energy Resistance (Electricity), Invulnerability II				

Frankenstein monsters are patchwork monsters built from corpses and animated with electricity or some other agency of “mad science”. Although Frankenstein monsters are ostensibly under the control of their creators, there is a cumulative 1% chance per round of combat that they go berserk, attacking everything in sight and turning on their creators. Frankenstein monsters stand 8 feet tall and weigh 500 pounds. They are immune to sorcery.

GENIE

LVL	PH	MN	DC	SPD	XP
10	6	5	16	2 (F4)	17400
ATK	Slams (2d6)				
POW	Create Object, Darkvision, Gaseous Form, Gate, Illusion, Invisibility, Miracle, Whirlwind				

Genies are sometimes summoned by sorcerers, who want to make use of their cosmic powers. They are tricky and malevolent, however, and not to be trusted. Genies are immune to energy attacks.

GHOST

LVL	PH	MN	DC	SPD	XP
6	2	4	14	2 (F3)	8500
ATK	Touch (1d6 + 1d4 ability drain) or Gaze				
POW	Darkvision, Etherealness, Frighten, Invisibility, Magic Jar (no gem required)				

Ghosts are the spectral remains of living creatures that have died, usually the victims of murder or having died with unfinished business. Meeting a ghost's gaze causes 3d6 points of damage and reduces a person's will by 1d4 points. Will points return at the rate of one per day.

GHOUL

LVL	PH	MN	DC	SPD	XP
3	4	4	14	2	900
ATK	Bite (1d6), Claws (1d8)				
POW	Darkvision, Ghoulish Touch				

Ghouls are risen corpses that feed on both the living and dead. They are usually found in graveyards.

GIANT

LVL	PH	MN	DC	SPD	XP
14	10	2	25	2	1400
ATK	Weapon (3d6) or Fists (2d6)				

Giants are humanoids, usually primitive, that stand 12 to 18 feet tall and weigh more than a ton. Giants can throw boulders up to 180 feet and can roll feats of dexterity to catch boulders (or other large objects) thrown at them and immediately throw them back.

GIANT ANIMAL

Giant animals are like their normal counterparts, except they have double the Level, add +2 to their physique rating and they do +1d6 damage.

GRIMLOCK

LVL	PH	MN	DC	SPD	XP
2	5	3	15	2	200
ATK	Fists (1d6) or Weapon (1d8)				

Grimlocks are descended from primitive humans who, at some point in time, took to living underground. Grimlocks are blind, but their other senses compensate for this, so they suffer no penalty fighting without light or fighting invisible creatures.

HUMANS

ORDINARY PEOPLE

LVL	PH	MN	DC	SPD	XP
1	2	2	10	2	100
ATK	Fists (1d6) or Weapon (1d8)				

Use these statistics for normal human beings with little or no combat training. Remember to give them an occupation and the normal +2 bonus to feats concerning that occupation.

WARRIORS

LVL	PH	MN	DC	SPD	XP
2	4	3	12	2	300
ATK	Fists (1d6+1) or Weapon (1d8+1)				

Use these statistics for trained fighters, soldiers, police officers and gangsters.

ELITE WARRIORS

LVL	PH	MN	DC	SPD	XP
3	6	4	13	2	400
ATK	Fists (1d6+2) or Weapon (1d8+2)				

Use these statistics for elite soldiers, assassins, spies, gangster lieutenants and leaders of human warriors.

KRAKEN

LVL	PH	MN	DC	SPD	XP
20	12	8	20	0 (S3)	4600
ATK	2 x Tentacles (4d6), 6 x Arms (2d6) Bite (5d6) against grappled opponents only				
POW	Darkvision, Fog Cloud (Ink)				
SOR	Sorcery pool of 20,000 XP				

A kraken looks like a massive squid with six tentacles measuring 30 feet in length and two more that are 60 feet in length. Krakens are elder beasts and especially intelligent and malevolent.

LION

LVL	PH	MN	DC	SPD	XP
5	6	1	15	2	600
ATK	Bite (2d6), Claws (1d8)				

Lions are either males wandering alone or with a brother, or in prides of 6 to 10 animals. A lion that successfully attacks an opponent with both claw attacks can make two additional claw attacks with its rear claws at a +2 bonus to hit.

LIZARDMAN

LVL	PH	MN	DC	SPD	XP
2	4	3	15	2 (S2)	400
ATK	Bite (1d8), Weapon (1d8)				
POW	Jump				

Lizardmen might be found in overgrown swamps. They are usually quite primitive. They can hold their breath for up to 1 hour.

MEDUSA

LVL	PH	MN	DC	SPD	XP
6	4	4	15	2	4100
ATK	Snake Hair (1d6 + poison) or Weapon (1d8)				
POW	Petrify, Poison (Snakes)				

A medusa looks like a woman with snakes for hair and a gaze that petrifies.

MUMMY

LVL	PH	MN	DC	SPD	XP
8	8	1d8	20	1	2800
ATK	Slam (2d6 + contagion)				
POW	Contagion (Slam), Curse, Invulnerability II				
SOR	Sorcery pool of 10,000 XP				

Mummies are the animated corpses of ancient Egyptian or Mayan kings, queens or priests. Mummies suffer double damage from fire. At your discretion, a mummy may have a sorcery pool.

NYMPH

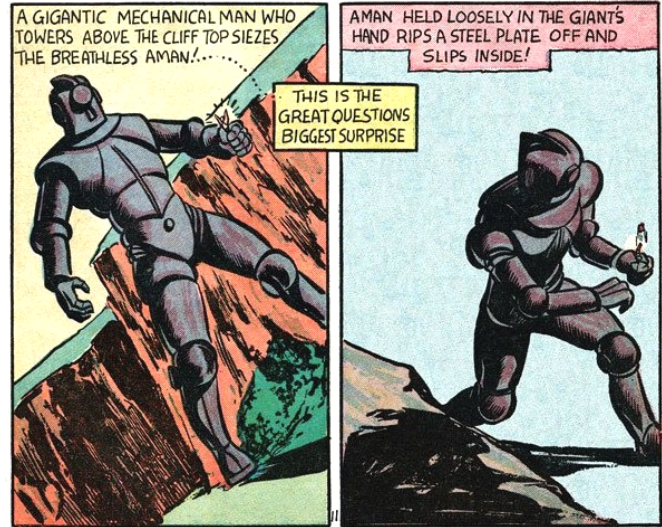
LVL	PH	MN	DC	SPD	XP
6	4	6	17	2 (S2)	1700
ATK	Weapon (1d8)				
POW	See description				
SOR	Sorcery pool of 7,000 XP				

Nymphs are nature spirits that appear as beautiful women. They can stun creatures with a glance (feat of will to resist). Those who look directly at a nymph are blinded permanently unless the nymph chooses to suppress this power.

ONI

LVL	PH	MN	DC	SPD	XP
5	6	5	18	2 (F3)	3400
ATK	Weapon (2d8)				
POW	Darkvision, Polymorph, Power Resistance 50%, Regenerate				
SOR	Sorcery pool of 5,000 XP				

Oni are Japanese ogres with magical powers. An oni is 10 feet tall and solidly built, with a grimacing red face, horns and fangs.



ROBOT

ANDROID

LVL	PH	MN	DC	SPD	XP
4	6	1d6+2	17	2	2800
ATK	Slam (2d6) or Weapon (2d6)				
POW	Darkvision, Energy Resistance, Invulnerability III				

Androids are humanoid robots that are sometimes covered in false skin to make them indistinguishable from normal human beings. They take half damage from energy attacks and are immune to mental powers. Additional powers can be added to an android at the Mastermind's discretion.

GIANT ROBOT

LVL	PH	MN	DC	SPD	XP
18	15	0	30	1	4800
ATK	Slams (4d6)				
POW	Darkvision, Energy Bolt, Energy Resistance, Invulnerability III				

Giant robots are one of the hallmarks of mad science. They are usually 15 to 20 feet tall. Giant robots take half damage from energy attacks and are immune to mental powers.

GUARDIAN ROBOT

LVL	PH	MN	DC	SPD	XP
15	8	0	24	2	4200
ATK	Slams (2d6)				
POW	Darkvision, Energy Resistance, Invulnerability III, Shield Other				

These robots are about 8 to 10 feet tall and usually used to guard an installation, or as bodyguards for scientific villains. They take half damage from energy attacks and are immune to mental powers. The robot's *Shield Other* power only works on its master. Additional powers can be added to the guardian robot as desired.

SPIDERBOT

LVL	PH	MN	DC	SPD	XP
10	10	0	21	3	7300
ATK	4 x Claws (3d6), Bite (2d6), Eye Ray (see below)				
POW	Darkvision, Energy Bolt (Eye Ray), Energy Resistance, Invulnerability III, Petrify (Eye Ray), Spider Climb				

Spiderbots are shaped like giant arachnids and usually designed to retrieve people or things for their scientific masters. Spiderbots take half damage from energy attacks and are immune to mental powers.

ROC

LVL	PH	MN	DC	SPD	XP
18	10	1	17	1 (F3)	1900
ATK	Talons (4d6), Bite (3d6)				

Rocs are giant birds, large enough to snatch up elephants or cantankerous sailor men.

SCORPION - GIANT

LVL	PH	MN	DC	SPD	XP
5	6	1	16	2	1700
ATK	Claws (2d6), Sting (1d6 + poison)				
POW	Iron Grip, Poison (Sting)				

Giant scorpions can be found in radiated deserts or the menageries of sorcerers and scientists. Giant scorpions can fight blind using their tremor sense.

SHAMBLING MOUND

LVL	PH	MN	DC	SPD	XP
8	5	3	20	1	2100
ATK	Slams (2d6)				
POW	Energy Resistance, Iron Grip, Speak to Plants				

Shambling mounds appear to be heaps of rotting vegetation. They are actually intelligent, carnivorous plants. A shambler's brain and sensory organs are located in its upper body. A shambler's body has an 6-foot girth and is about 8 feet tall when the creature stands erect. It weighs about 3,800 pounds.

SHARK

LVL	PH	MN	DC	SPD	XP
3	5	1	15	0 (S3)	1550
ATK	Bite (2d6)				

Most sharks measure from 5 to 8 feet in length, while larger sharks can exceed 20 feet in length. In the presence of blood, they fight under the effects of the *Heroism* power.

SKELETON WARRIOR

LVL	PH	MN	DC	SPD	XP
1	3	0	15	2	700
ATK	Claws (1d6) or Weapon (1d8)				
POW	Energy Resistance (Cold)				

These are animated human skeletons created using *Create Undead*. Skeletons are immune to damage from cold and take half damage from attacks from non-blunt weapons.

SNAKE - CONSTRICTOR

LVL	PH	MN	DC	SPD	XP
3	5	1	15	2 (C2)	400
ATK	Bite (1d4)				
POW	Iron Grip				

Use these statistics for boas and anacondas. A constrictor can make a squeeze special attack with a successful bite attack. Some have a swim speed of 2.

SNAKE - VENOMOUS

LVL	PH	MN	DC	SPD	XP
1	2	1	17	2	1200
ATK	Bite (1d4 + poison) or Spit (Poison)				
POW	Poison (Bite, Spit)				

The venomous snakes include cobras, asps, vipers, etc. Villains enjoy putting several vipers in the bottom of pit traps. Some have a swim speed of 2.

SPIDER - GIANT

LVL	PH	MN	DC	SPD	XP
2	5	1	14	2	1500
ATK	Bite (1d6 + poison)				
POW	Poison (Bite), Spider Climb				

Giant spiders are about the size of dogs and can be quite intelligent.

SQUID, GIANT

LVL	PH	MN	DC	SPD	XP
12	9	1	17	S3	2500
ATK	10 x Tentacles (2d6) Bite (3d6) against grappled opponents only				
POW	Fog Cloud (Ink), Iron Grip				

Giant squids are more than 20 feet long and very clever for animals. They can make the squeeze special attack with their tentacles.

TARASQUE (GOD-MONSTER)

LVL	PH	MN	DC	SPD	XP
35	15	3	35	2	9300
ATK	Bite (4d10), Horns (1d10), Claws (1d12), Tail (3d8)				
POW	Energy Immunity, Force Immunity, Frighten, Power Resistance 70%, Regenerate, Stomp				

The Tarrasque is a 70-foot long reptilian monstrosity. It dwells within the earth, emerging once a millennium to destroy everything in sight. The mere sight of the creature *Frightens*. It can use the swallow whole special attack with its bite. Its reflective hide reflects all energy and force powers, with a 30% chance of them being reflected back at the power user. A Tarrasque is immune to poison and disease and has power resistance 70%. The beast can only be slain by reducing it to 0 hit points and then using the *Miracle* power. Otherwise it merely retreats back into its lair to sleep another 1000 years.

TIGER

LVL	PH	MN	DC	SPD	XP
6	7	1	14	3	800
ATK	Claws (2d6), Bite (2d6)				

Tigers measure 9 feet in length and weigh about 500 pounds. A tiger that hits an opponent with both claw attacks rakes with its rear claws for two more attacks.

TITAN

LVL	PH	MN	DC	SPD	XP
20	20	15	30	3	23150
ATK	Weapon (5d6) or Fists (3d6)				
POW	Call Lightning, Charm, Darkvision, Ethereal., Invulnerability II, Heal Wounds, Hold Person, Illusion I, Invisibility, Invisibility Purge, Levitate, Negate Power, Polymorph, Pow Resistance 50%, Summon Creature				
SOR	Sorcery pool of 25,000 XP				

Titans are godlike giants from Greek mythology. In a pinch they can be used as stand-ins for the gods. Titans are 25 feet tall and weigh about 7 tons.

VAMPIRE

LVL	PH	MN	DC	SPD	XP
10	7	5	20	3	12150
ATK	Slam (2d6) or Bite (1d6 + vampiric touch)				
POW	Darkvision, Dominate, Energy Resistance (Cold, Electricity), Gaseous Form, Hypnotism, Polymorph (Bat, Wolf), Regenerate (Coffin), Spider Climb, Suggestion, Summon Creature (Bat or Rat Swarm), Vampiric Touch (Bite)				

Vampires are undead creatures that feed on the blood of living beings. They are intelligent and strong and very dangerous. Vampires are skilled at masquerading as living humans, but must return to their coffins in the daytime. Sunlight inflicts 1d6 points of damage each round to a vampire, and light based attacks deal double damage to them. Vampires cannot cross running water and recoil from holy symbols unless they roll a feat of will to resist their power or to make a successful attack against the holder of the symbol at -5 to hit to knock it from their grasp. Creatures that die from the vampire's bite rise as vampires under the control of their creator until they have killed at least 13 people, at which point they become independent vampires.

VERMIN SWARM

A vermin swarm covers a 10 square foot area. Swarms can only be damage with blunt attacks (minimum damage) or area attacks. A creature covered by a swarm must roll a charisma feat each round to do anything other than swat at the swarm.

BAT SWARM

LVL	PH	MN	DC	SPD	XP
3	2	1	16	1 (F2)	400
ATK	Swarm (1d6)				

Creatures wounded by a bat swarm lose 1 hp per round to bleeding until the cuts are staunched.

RAT SWARM

LVL	PH	MN	DC	SPD	XP
4	2	1	14	1 (C1)	1400
ATK	Swarm (1d6 + contagion)				
POW	Contagion (Swarm)				

SPIDER SWARM

LVL	PH	MN	DC	SPD	XP
2	1	0	17	1	1500
ATK	Swarm (1d6 + poison)				
POW	Poison (Swarm), Spider Climb				

WEREWOLF

LVL	PH	MN	DC	SPD	XP
8	6	3	19	3	2500
ATK	Claws (2d6), Bite (2d6 + contagion)				
POW	Contagion, Regenerate (Except from Silver)				

A werewolf is a human who assumes a hybrid man-wolf form or the form of a wolf. Victims of a werewolf's bite must roll a feat of constitution or be infected with lycanthropy, becoming a werewolf at the next full moon.

WOLF

LVL	PH	MN	DC	SPD	XP
2	4	1	14	3	200
ATK	Bite (1d8)				

A person bit by a wolf must make a feat of strength or dexterity to avoid being knocked to the ground and savaged by any wolf within 5 feet for an additional 1d6 points of damage.

ZOMBIE

LVL	PH	MN	DC	SPD	XP
3	4	0	11	1	600
ATK	Slam (1d6)				
POW	Darkvision				

Zombies are corpses animated by means of the *Create Undead* power. Zombies are mindless, having a mental feat value of 1 and complete immunity to mental powers. They take half damage from non-slashing attacks.



SWIFTARROW (Level 11 Scientist)

First Appearance: *Golden Lad* #1 (1945)

Swiftarrow is secretly John Dart, crusading editor of the *Weekly Star*. He uses the fighting prowess learned as a commando and his expertly crafted crossbow and special arrows to fight crime in the roughest parts of town.

STR 5 | **DEX** 12 | **CON** 5 | **INT** 4 | **WIS** 3 | **CHA** 5 | **HP** 55 | **DC** 13 | **ATK** +6 | **SPD** 2

Powers: Super Dexterity +6, Weapon Master (Crossbow), Science Pool 15,000 XP

Gear: Crossbow, Arrows (invested with powers from his Science Pool, such as Sleep or Web)

SHORE CITY!

A SAMPLE SETTING FOR MYSTERY MEN!

Many fantasy role playing games have as their setting a vast dungeon or a series of dungeons that are explored. Fantasy role playing relies on a parade of fantastic places, people and things, each presenting challenge and rewards to a band of adventurers on their way from being novices to being the masters of their world.

Comic book games work a bit differently. Comic book stories usually revolve around a villainous plot to do harm to a person, place or thing (or all three, or every person, place or thing in the world!). The action involves not only fighting the villain and his allies, but in tracking down the villain and unraveling his plot. The key questions become the five W's - Who? What? Where? When? Why?

A setting provides the answers to these questions and the locations where these answers, and the inevitable slugfests, can be found. For clues to make sense, they should be grounded in a setting that players can investigate. A setting and characters that are used over and over again make it possible for the players to make connections that one-shot settings do not.

As the game's Mastermind, you can certainly set your games in the real world. One's own home town is an excellent place to set games, because the players already have a working knowledge of the place and how it works. You can also set your games in an imaginary world of your own creation. This imaginary world is usually called a "campaign world", for it is where the series of super heroic adventures, like a series of battles in a military campaign, will take place.

How Wide is the World?

The world of your campaign can be as vast or compact as you like, and can draw on as many or as few fantastical elements as you like.

A city usually lies at the heart of a campaign, whether it is a real city like New York, or an imagined city like "Center City" from the Cat-Man comics or the "Shore City" presented in this volume. The advantage of using a real city is obvious - one can find multiple maps online of most major cities, along with addresses of nearby businesses, etc. The advantage of an imaginary city is the control it permits the Mastermind. The imaginary city can have anything in it the Mastermind needs and can be modified and expanded as the Mastermind requires.

If you are working on a very low power, street level campaign of two-fisted heroes and racketeers, you need never explore outside the city. Its myriad streets and citizens are enough to fuel any number of game sessions. If you are working with more powerful heroes, you might want to consider the world outside the city. Perhaps it is also based on the real world we live in, following the same geography and history. Maybe your imaginary city, if you use an imaginary city, is the only thing imaginary about your campaign. On the other hand, maybe your campaign world has a divergent history - the Axis wins World War II, or World War II never ends, or World War II is eclipsed by an alien invasion. Perhaps your world has imaginary countries in it as well, perhaps a state ruled by a mad dictator in the heart of Europe. Sometimes,



the joy of an imaginary world is the sly literary references and inside jokes it allows the Mastermind to share with her players.

Where to Start?

If you are using the real world as your campaign, your job is as good as done. You can find road maps and guides to real cities on the internet or in your public library; supplement these with a few notes and you are ready to play.

If you are using an imaginary city, you have a bit more work ahead of you. The key here is to do no more than you need to do to run your adventures. The reason for your imaginary world's existence is to serve as a setting for comic book adventures. Filling in every possible detail is usually wasted effort. Keeping lots of blanks gives you more time to work on the adventures, and also allows you to add things as the campaign and the players involvement in the campaign grows.

Start with a city. Come up with a name, usually one evocative of the wider setting. Many comic book cities are based on real cities and incorporate things those cities or regions are famous for in the name - an imaginary city based on New York, for example, might be called Empire City or New Amsterdam. For *Mystery Men!*, I decided to make an imaginary city on the shores of the Great Lakes named Shore City.

Once you have a name, you can work on a map. Again, the map of a real city can serve as a ready guide. Shore City, for example, is based on the streets of Cleveland, the original home of the world's first comic book super hero. You'll want to make a map the players can use for navigation, noting important locations on the map and providing a guide for the players. You might also want a separate Mastermind map on which you can note secret locations.

Once you have established the "where", you need to start filling in the "who". Focus on people with whom

the heroes will interact often - the mayor, chief of police, district attorney, public defender, private investigators, scientists and professors, crime bosses, etc. If you think it's important to know who the local high school principal is, include him. If not, leave it blank for now - you might need the principal to be a relative of a hero later, so better not to get ahead of yourself. Throw in some descriptive text for these people - what they look like, their personalities, secret goals or skeletons in their closet. You want these people to be touchstones for the campaign. Maybe Mayor Donaldson has gambling debts, or the daughter of the police chief is a secret super villain - comic books are usually over the top, so don't worry too much about plausibility.

Now that you have the people and places of your heroes' home town, you can think about going further afield. Again, you might just want to use the real world with a few fictional characters thrown in. If you want to throw in more fictional cities, countries, planets, etc., it will probably suffice to name them and give brief descriptions of them. Until the heroes are winging their way to Silverado City or New Plymouth, you don't need to put much work into them. If they are taking a trip, you'll need to draw a map (maybe less extensive than the map for your home city) and create characters and locations for it.

Shore City

Shore City, "Jewel of the Great Lakes", is a major metropolitan area on the shores of the Great Lakes. Located in Lake County, Ohio, Shore City is known as both a center of industry and a hub for crime in the upper Midwest. Like most major cities, Shore City has port facilities, an international airport and rail service.

Shore City, in this tome, exists in a somewhat timeless state so that Masterminds can use it for Golden Age, Silver Age, Bronze Age or Modern Age games. Although an original creation, Shore City and its world make use of some characters, places and things

invented by other comic book creators that are now in the public domain. I personally have an appreciation for little known characters and a fondness for stringing disparate creations together into a workable whole.

Shore City can be roughly divided into a number of neighborhoods, each with its own character and crime problems and each with a number of important locations and people that should come in handy when Masterminds are plotting an adventure. What follows is a quick description of each part of town, some random crimes and events that might befall a hero patrolling that part of town and then a description of the key locations in the part of town and the people that heroes might find there.

Important: This is just a rough guide to an imaginary place. At its heart, it is based on the classic, timeless comic books of the 1940s through 1960s. If you are a Mastermind wishing to use Shore City, feel free to personalize and change it. Don't be afraid to use what you like and throw out what you do not!

College Town

College town is a lower to middle class suburb centered on the campus of Shore City University (Go Gladiators!). SCU was founded in the 1850's and has developed into a fine center of technical and engineering studies.

Patrol Events

- 1 Petty theft (bicycle, wallet, purse)
- 2 College kids staging a protest, with a 1 in 6 chance of ne'er-do-wells causing a riot
- 3 Serious crime (car theft, violent mugging, murder)
- 4 Scientific invention on campus or in Wainwright Labs goes awry - atomic pile goes critical, frankenstein goes berserk, giant robot on rampage
- 5 Thugs of mad scientist stealing technology from Wainwright Labs
- 6 Scientific super villain shows up to battle local heroes

1. Wainwright Labs: Wainwright Labs was founded by millionaire inventor Charles Wainwright, taking space

a couple blocks south of the university. A graduate of SCU, Wainwright's scientists and technicians work closely with SCU's students and faculty.

One of the inventions at Wainwright, an android that perfectly imitates a human being in form and personality (with only slight glitches due to sunspots), has been too successful. Mr. Wainwright has been replaced by his own invention, and other scientists are being replaced as well - twelve in all. The androids plan to gain access to the atomic power plant [32] and use it as a means to take control of the city.

2. Swisalakia Social Club: David, the boy king of Swisalakia, dissolved his country and moved every single person to the United States to escape the Second World War. The Swisalakians are now American citizens (there was a Swislakian Battalion in the US Army), but they retain a deep love of their country and culture. The club is open to Swisalakians and their guests and features a rathskeller, fine dining and a smoking lounge on the ground floor and offices and royal apartments on the second story. One of those offices belongs to the Clue Club, a group of plucky young Swislakian sleuths funded by the Boy King and sometimes joined by him when he is in Shore City. There is a 1 in 20 chance that the Boy King is visiting the club at any given time. Goliath is usually left to stand guard in the harbor.

BOY KING (David of Swisalakia, Ex-Monarch): Adventurer Lvl 7; STR 3, DEX 5, CON 3, INT 3, WIS 2, CHA 4; HP 35, DC 11, ATK +0, SPD 2; POWERS: None; GEAR: Goliath, sword; FLAWS: None.

GOLIATH (Animated Stone Statue): Level 20; PH 20, MN 1; HP 80, DC 27, SPD 2; ATTACKS: Fists 4d6; POWERS: Power Resistance 50%.

3. Mercy General Hospital: Mercy General is the oldest hospital in Shore City, and the most respected thanks to its crack surgical staff. Head of surgery is Dr. Paul Grammercy, who doubles as the mysterious Dr. Mercy when not saving lives. Mercy General is a four

story building with several sub-basements (some long forgotten and perfect for the mad scientist who needs test subjects) modern x-ray equipment and several ambulances. The hospital is run by the mysterious St Cuthbert Society, a secret society with ties to the Knights Templar. The Society funds the rescue adventures of Captain Drake Foster, ace pilot and humanitarian. The society's on-site manager is Dr. Martin Lamar, an old doctor hailing from New Orleans with a down-home manner and a taste for crawdads.

DR. MERCY (Dr. Paul Grammercy, Surgeon): Adventurer Lvl 5; STR 3, DEX 3, CON 2, INT 5, WIL 5, CHA 6; HP 25, DC 10, ATK +4, SPD 2; POWERS: Super Charisma +2, Super Will +2; GEAR: Medical tools, when needed; FLAWS: None.

4. Shore City University: Shore City University has a large campus of twenty buildings, many laboratories, an astronomical observatory, an experimental atomic pile and six dormitories. The school's mascot is the gladiator and its athletic clubs play in the neighboring Claude Stevens Memorial Stadium, named for a popular professor and ornithologist who was senselessly murdered by racketeers. His son, Ken Stevens, is a biology professor at the university.

5. Third Eye Books: Third Eye is a quirky little shop nestled between a locksmith and a talent scout's office. The bookstore is kept dim and has some small tables and chairs for coffee drinkers and a maze of shelves with everything from German poetry, old college text books and all manner of genuine and false occult works. A trapdoor behind the counter gives access to the cellar, where any number of weird things can be placed by an enterprising Mastermind. Occult detectives, mystics and sorcerers will doubtlessly know of this place and probably visit it from time to time - assume a 1 in 6 chance per visit of running into a sorcerous hero or villain. The owner, Misty Rains, is a bit of a kook, but very friendly and quite knowledgeable about her stock. Like most bookstores, the Third Eye has a resident cat called Steptoe.

6. Cryogenics Laboratory: Started by Dr. Sigmund Parsons, the cryogenics laboratory seeks to freeze people just before they die so that they may be revived later when a cure for their disease has been discovered. They keep dangerous chemicals on site, and the police are suspicious of the operation.

7. Dance-A-Go-Go: Located where Old Town and College Town meet, the discotheque has become a persistent problem for the local police, not only because of scuffles and drunkenness, but because it is a hub for the many illegal activities in Shore City, especially involving the younger set. Johnny Splendor, crime boss of College Town, has his headquarters above the discotheque, and employs some of the kids as unwitting pawns. The headquarters is guarded by four goons. Splendor's armored limousine is kept in the alley behind the place for quick getaways.

Downtown

Downtown is composed of tall office buildings in the center, and smaller office and retail buildings on the periphery. In the daytime, the pedestrians are mostly white collar workers, government workers and captains of industry. At night the sidewalks are filled with revelers seeking theaters, restaurants and night clubs. Downtown has the greatest concentration of police in the city, but also the greatest concentration of wealth, keeping those police officers busy.

Patrol Events

- 1 Mugging or other petty theft
- 2 Suicide attempt - person threatening to jump from window
- 3 Carjacking - car chase to ensue
- 4 Building is on fire - major emergency
- 5 Bank robbery - 1d6+2 armed thugs with getaway car
- 6 A super villain is attacking a government building, objective conquest

8. Shoreline Apartments: The Shoreline Apartments is the city's premier building, hosting magnates, politicians and celebrities. It is constructed in the

international style, and boasts a gymnasium, rooftop pool and helipad. The penthouse is owned by Senator Henry Knight, though it is usually occupied by his daughter Sandra, the fabulous Fantome. A secret elevator shaft, just large enough for herself, allows her access to a secret vault in the subterranean garage, where she keeps a black sports car. The doorman is Alex Trevino, a family man from the East Side who does his best to keep ruffians out of the building.

9. Mangor Industries: Mangor Industries occupies this entire 80-story building. The most technologically advanced building in Shore City, it is constructed in the modernist style. The top three floors are the offices and living quarters of Max Mangor. They feature bullet-proof glass, infrared beams to detect intruders, close circuit security cameras, tungsten-steel blast doors that can be triggered with the press of a button on Mangor's lapel and other wonders that have sprung from his fertile mind. Mangor's private secretary is Cherelle Hoover (Lvl 4, 16 hp, stun gun and pepper spray), a former secret service agent with ties to European crime families. Cherelle had a brief affair with Bob Dart, editor of the *Weekly Star*, that did not end well. His head of security is Gil Johnson (Lvl 5, 18 hp, handgun), ex-commando and soldier of fortune.

Mangor's sub-basements have the highest possible security (superhuman effort to get past the laser beams, acid pits and computer locks) and hold his newest inventions, including a suit of powered armor soon to be offered to the highest bidder, a belt intended to render a person invisible (still not working properly) and a guardian robot made to look like a supermodel. The robot, codenamed Project Jan, is intended to become Mangor's "girlfriend" and round-the-clock bodyguard after his publishing interests make the world believe that she is a supermodel.

Mangor, aside from being a wealthy inventor, scientist and philanthropist of the highest order, is also a supervillain. Although he works behind the scenes, he

controls several international criminal gangs and has spies and operatives in every major government and corporate boardroom in the world. He likes to think of himself as Earth's secret emperor.

10. Amalgamated Insurance Building: The first skyscraper in Shore City, it stood an impressive 55 stories tall when completed in 1928. Stories say that a few prominent gangsters form the foundation of the place, and the ghost of Jimmy "The Nut" Levine, famed gang boss of the Waterfront is said to walk the halls. This might be true, given that a secret vault in the basement holds \$5,000,000 in stolen art treasures. Besides Amalgamated, which takes the top seven floors, there are a number of insurance, law and real estate offices in the building. Amalgamated's top agent, Charles Grey, has a number of big accounts and, due to the rather common occurrence of super slugfests, makes a fine living on the expensive insurance policies of Shore City's real estate.

11. Shore City Police Headquarters: The SCPD has its headquarters in this twelve story building. The building is more secure than most (though not as secure as the Mangor Building). An underground parking garage (two levels) holds police units and motorcycles. Shore City has both an elected police commissioner, Timothy Knight, and a police chief, Michael Davison. Knight is the younger brother of Senator Henry Knight, and thus the uncle of Sandra Knight, the Fantome (though he doesn't know about her heroic identity). He and Davison don't always see eye-to-eye on crime fighting techniques, Davison being an old hand who rose through the ranks and fought many a gangster and racketeer. The best (and most honest) man on the force is Lt. Scott Morrison, a 15 year veteran of homicide and occasional ally of the mysterious Black Fury.

12. Planet Communications: Planet Communications is a media conglomerate that started as a newspaper, the *Daily Voice*, in the late 1800's. Founded by W. Griffith Goncey, his great-grandson Louis is now

largest shareholder and chairman of the board. Planet is the hub of a worldwide network of television, radio and newspapers, though they have never gotten their hands on privately held WEGG. The building has 75 floors, with the lowest 10 and top 6 occupied by Planetary and its media subsidiaries. The building includes television studios, radio studios and presses down in the basement.

13. City Hall: This is Shore City's new city hall, built a few blocks from the old city hall in the international style. The old hall is now occupied by government offices (state, local and federal). Mayor Davis has his offices in this 20 story building. It has a security staff of 20 police officers.

14. Federal Building: Shore City's federal building, constructed in the Art Deco style during the Great Depression, houses the federal courts and the local branches of the Secret Service, FBI and Department of Space (mostly as a liaison for Mangor Industries). The honorable Andrew Kane, federal judge for 20 years, is the grand old man of Shore City's judiciary.

15. Imperial Building: This beautiful art deco construction is the tallest in Shore City. It is 103 stories, with two sub-levels atop an abandoned subway station. Businesses in the Imperial Building include the Tick Tock Diner on the first floor, the Blue Velvet Room on the second floor and the secret headquarters of the Golden Gladiators on the top floor. Building security employs 30 guards. The first sub-level holds maintenance and security facilities.

16. Stan's Red Cup Cafe: Stan's is a venerable old coffee shop that has been serving business people and downtown shoppers for three generations. It is currently run by Mike Gross, the grandson of the founder, Stan. Stan's serves breakfast and lunch and late night desert. The corner booth has been rigged by Black Fury to allow for quick escapes into a bricked up cellar that opens into the alley behind the café.

17. The Old Mercantile Exchange: The Mercantile Exchange dates from the late 19th century and hosts a commodities exchange and a business bank. President Robert Walker represents the oldest of the city's old money, with a family line that dates back to the pioneer days in the late 18th century. The vault is located in the cellar, and though fairly old it has a very modern lock that takes a heroic effort to crack. A staff of six armed guards is always on duty at the Exchange, and the vault holds 1d10 x \$500,000.

18. Mayor's Mansion: Mayor Jonathan "The People's Friend" Davis makes his home here, with his wife of 20 years and his five children (Thomas, the youngest at 16, having fallen in with a bad crowd). The mansion is guarded by four armed guards and secret serviceman Miguel Flanagan (codename Chattanooga, Lvl 6, 25 hp) guards him and his family day and night. The mayor's residence was constructed in the mid-19th century in the Beaux-Arts style, but it has all the modern conveniences. The mansion's vault holds various important papers, and the halls play host to about 1d6 x \$10,000 worth of art.

19. McTate & Mann Advertising: McTate & Mann is the city's premier public relations firm, having contracts with several local corporations, including Mangor Industries and the Golden Gladiators (superheroes cause a great deal of collateral damage and public relations is imperative). Derrick McTate runs the show these days, with Ernie Mann having retired. His top person is Laura Sanderson, who handles the Golden Gladiator's account. Laura has an unfortunate gambling habit, a habit that Max Mangor knows and has filed away for later use.

20. WEGG Radio Building: One of the taller buildings in downtown is topped by a large broadcast antenna. WEGG radio is the local radio powerhouse, dominating the ratings and specializing in new broadcasts. WEGG is owned by Eustace Gable, who would prefer an all-news format, but has begrudgingly consented to play rock & roll. His top news person is

Penelope Kirt, a local girl done good who was born and raised in Old Town and who served some time as a war reporter overseas. More than a few local politicians have had to go through the ordeal of a Kirt interview and all the local celebrities fear the sharp tongue of Benny Petron, morning shock jock.

21. Lake County Power: Lake County power has a monopoly on power generation in Lake County, of which Yorktown is the county seat and Shore City is the largest community. This building houses LCP's corporate offices and their central computer. The president, Debra Mendez, has an office on the bottom floor because she's deathly afraid of heights.

22. Star Building: The *Weekly Star* has its offices here in a three-story masonry building originally built in the 1890's and thus highly ornamented. The *Weekly Star's* editor is Bob Dart, secretly the mystery man called Swiftarrow. The presses are in the basements and the southern quarter of the building is given over to distribution. The *Weekly Star* is more of a newsmagazine than newspaper, and it tends to take a hard line on racketeers and political corruption. Bob Dart has few friends in high office and Max Mangor's private secretary, Cherelle Hoover, had a brief affair with him that has left her rather bitter. Dart's star reporter is Scott Morrison, who has many dangerous contacts in the local underworld, as well as some informants on the police force.

23. Brazonia Petroleum SA: The state-owned oil company of Brazonia, a South American nation nestled between Brazil and Venezuela, has its American headquarters in Shore City because it owns a controlling interest in offshore oil fields in the Great Lakes. The local chief of operations is Adan Casares, a hawkish man with a sharp head for business. He is well known for his opulent suits and expensive Cuban cigars. Adan runs a spy ring - corporate espionage - in Shore City that extends throughout the United States. His spy chief is Vinicio Gaytan, who can claim credit to no fewer than three coups in banana republics. He has

clashed many times with Chattanooga [18].

24. First National Bank: Shore City's First National Bank is located in a large, art deco building with twenty stories, many of them occupied by the bank and its staff. The president of the bank, Steven Hooper, is a hard-nosed financier with a shock of silver hair. He has been through a dozen booms and busts.

East River

In the old days, this was the upper class neighborhood of town. Now, the East River neighborhood is a lower to middle class neighborhood of white collar workers from Downtown, blue collar workers from the Industrial Corridor and Waterfront and a few hipsters renovating old brick warehouses to be used as riverfront apartments.

Patrol Events

- 1 Petty theft (bicycle, wallet, purse)
- 2 Gang activity
- 3 Serious crime (car theft, violent mugging, murder)
- 4 Domestic dispute
- 5 House or building fire
- 6 Something unwholesome crawling out of the river

25. Fireball Field: The Shore City Fireballs play their games here, competing in the North American League. The club's headquarters is located next to the field in a three story office building famous for its bright orange paint. The Fireballs have not won a North American League championship in thirteen years, but they have very loyal fans. Games are played under tight security, given the tendency of super villains to use major televised events to make long-winded soliloquies about their plans to rule the Universe. The Fireball's colors are red and white, with yellow trim.

26. The Bon Ton Mall: The Bon Ton is a modern enclosed mall located just outside downtown. Depending on the time period in which you set your game, the stores will either be local or consist mostly of national chains. Mall security is fairly lax (normal

humans, no guns). The mall is a two-story structure with a large fountain in the central rotunda.

27. Shore City Savings & Loan: Shore City Savings & Loan has its main branch and offices in a three-story building here. The building is fairly boxy and uninteresting. It is protected by four armed security guards. It has a sturdy vault that carries 1d6 x \$150,000 and safe-deposit boxes that contain about 1d4 x \$30,000 worth of stock certificates, jewelry and other valuables. The president of the savings and loan is Montgomery Fletcher, a man with a keen business sense and a willingness to bend the rules to close a large deal. His wife, Gloria, is considerably younger than him and is locally famous as the weather girl at Planetary Communications.

28. Municipal Zoo: Shore City's municipal zoo is rightly famous for its well-tended gardens, interesting enclosures and its collection of rather odd hybrid creatures (including an owlbear and hippogriff) taken from the nefarious Doctor Allirog after that villain was apprehended by Captain Future. The zoo is also home to a family of three giant, white gorillas. The giant gorillas unbeknownst to the zoo staff, have psychic powers. The gorillas control the zoo and use some of the smaller animals to conduct heists in Shore City. The zoo's director is Wallace Greenbaum, a balding gentleman with an religious fervor for conservation.

HIPPOGRIFF: LVL 3, PH 5, MN 3, DC 15, SPD 3 (Fly 4); ATTACKS: Claws (1d6) and bite (1d8); POWERS: Darkvision.

OWLBEAR: LVL 5, PH 6, MN 3, DC 15, SPD 2; ATTACKS: Claws (1d6) and bite (1d8); POWERS: Iron Grip.

PSYCHIC GORILLA: LVL 5, PH 6, MN 6, DC 15, SPD 2; ATTACKS: Claws (1d6) and bite (1d8); POWERS: Charm Many, Dominate, Mind Reading, Telekinesis.

Industrial Corridor

The industrial corridor of Shore City extends for many miles and forms the backbone of the city's economy. The largest development in the corridor is, of course,

Shore City International Airport, which is bordered by warehouse facilities.

Patrol Events

- 1 Labor strike threatens to become violent, maybe spurred by foreign agents
- 2 Truck hi-jacking (probably by gangsters)
- 3 Warehouse robbery
- 4 Factory accident (chemical fire, explosion)
- 5 Super villain attack on a factory or the airport
- 6 Major event at the Atomic Power Plant

29. Shore City International Airport: Shore City International handles hundreds of flights each day. The airport is run by Ofelia Harrel, the daughter of famed pilot Joseph "Zip" Harrel. Besides the domestic and international carriers, the airport also handles private planes and helicopters, including the cargo and rescue aircraft of the St Cuthbert Society's ace pilot Captain Drake Foster.

30. Acme Aviation: Acme Aviation is involved in aircraft design, partnering with various manufacturers. Much of its business is involved in designing, building and testing prototype aircraft and engines. Lance Gallant's brother Michael was a test pilot before sabotage ended his life.

31. Gallegos Ball Bearings Factory: Enrique Gallegos came to America from the Philippines with nothing but the shirt on his back. Settling in Little Asia, he hustled and saved and started a business that eventually turned into this factory. Enrique now spends his days in retirement in his mansion in the West River neighborhood while his daughter Lydia, a keen go-getter with an Ivy League education, runs the factory.

32. Mangor Research: Mangor Research is a research and development facility for weapons systems with several military contracts. The laboratory is currently working on the next generation of missile guidance as well as the military applications of light, including destructive lasers and invisibility. The head of research

is the lovely and devoted Dr. Stephanie Kane.

33. Atomic Power Plant: This power plant was originally a research project of the university's physics department, but has since been taken over by the power company. The plant has three reactors and an excellent safety record (aside from producing two atomic supermen and a radioactive monster). Chief engineer Monte Hooper, a graduate of SCU, does his best to keep things running smoothly, while plant manager Jamison McDaniel schemes to take the job of his boss, Debra Mendez.

34. United Motors Plant: The United Motors Plant covers 60 acres and produces both sedans and vans. The plant consists of three factory buildings and a three-story office complex. It is run by a cigar-chomping autocrat named Benito Santiago, a company man with high blood pressure and a knack for angering the local labor union.

35. Stross Chemicals: R. G. Stross started this chemical company during the war, making acids for military applications. The metal building has a dozen vats that are now mostly used for mixing paint thinner. Stross still shows up for work every day, though he is bound to a wheelchair. His junior partner, Cathryn Blevins oversees most of the day-to-day operations. Stross has recently been overheard at the Millionaire's Club making claims of a great chemical discovery that will out his company back on map.

Little Asia

Ostensibly the southern leg of Old Town, this neighborhood has long been favored by new immigrants from Asia. Roaming through the area, one finds first and second generation immigrants from China, Japan, Korea, Thailand, Larijuna, Zandipore and the island country of Ricca. A few third generation immigrants stay in Little Asia, but most move on. The neighborhood was constructed in the early 20th century and is mostly composed of brick buildings

between three and four stories tall.

Patrol Events

- 1 Mugging, harassment, vandalism, petty thefts
- 2 Robbery of a shop - brick through a window
- 3 Gangster activity - threatening a shopkeep, a drive-by shooting
- 4 Tenement fire (50% chance of a child trapped inside)
- 5 Drug activity (dealing, violence)
- 6 Assassination by 1d4+1 ninja (elite warriors with invisibility power)

36. Tattoo Emporium: Qiu Gang, an elderly first generation immigrant from China, runs this tattoo emporium. He employs three younger men and women, who do a fair business with sailors and young tough guys. The parlor's entrance is in the alley behind the building, a brick tenement of four floors.

37. Oolong Tea Room: This comfortable tea room occupies the ground floor of a three-story brick building. Run by Madame Lei-Ti, daughter of Dr. Wu Chang, a drug lord who runs his operations from the cellar. Wu Chang employs four elite bodyguards armed with hand guns. Lei-Ti also offers her services as a reader of palms and in this way makes contacts with many upper class men and women.

38. Friends of Tibet: Although maintaining its independence thanks to the bravery of such heroes as Amazing Man, the Flame, Green Lama, the Human Meteor, Mr. Mystic and Wonder Man, Tibet remains under siege by the communist Chinese. The Friends of Tibet society is an aid society that also acts as a contact house for agents of Tibet. There is a 1% chance per visit that one of the aforementioned heroes is on premises.

39. White Tiger Martial Arts: Zhong Bai is the xifu of this academy, which instructs young men and women in shaolin kung-fu. Master Bai, as he is known in the neighborhood, is a kindly man of middle-age who dresses in the manner of his ancestors. He teaches his students to be protectors of the community.

MASTER BAI: Adventurer Lvl 6; STR 5, DEX 10, CON 8, INT 4, WIL 6, CHA 3; HP 45, DC 13, ATK +5, SPD 2; POWERS: Iron Grip, Super Con +4, Super Dexterity +6, Super Speed +1.

40. Twin Dragon Studio of Self Defense: Sensei Taro immigrated from Ricca twenty years ago when the Claw, demonic ruler of the land, was defeated and exiled from it. He eventually found his way to Shore City, where he ostensibly teaches judo, but actually teaches ninjutsu, selling the services of his pupils to the city's ne'er-do-wells.

SENSEI TARO: Adventurer Lvl 5; STR 6, DEX 8, CON 8, INT 3, WIL 5, CHA 5; HP 37, DC 12, ATK +4, SPD 2; POWERS: Iron Grip, Super Constitution +4, Super Dexterity +4; GEAR: Martial arts weapons, including shuriken, and a handgun.

41. Lakshmi Restaurant: Malini Ram runs a busy establishment, serving up curries for a hungry lunchtime crowd drawn from College Town and Downtown. The staff is friendly and efficient, but just about anyone can see the stress on their faces when the mistress is around. Although she seems cold in public, she has a terrific temper in private, and more than a few waiters and cooks have quit rather than face her fury again. Their stress is well founded, for Malini is actually a rakshasa come from the sub-continent to spread her evil in America.

RAKSHASA: LVL 7, PH 5, MN 5, DC 21, SPD 3; ATTACKS: 2 claws (1d4) and bite (1d6); POWERS: Darkvision, Polymorph (self only), Power Resistance (35%), Read Minds. Rakshasa suffer only half damage from non-magical weapons, and they can only be killed by weapons blessed by a brahmin. They have a sorcery pool of 7,000 XP.

Old Town

Old Town was once all of Shore City south of the Waterfront. It is now the old and poor part of town, filled with tenements, cheap hotels, taverns and crime. Working class folks make their homes in the southwestern portion of Old Town, near East River, but most folks in Old Town just want out.

Patrol Events

- 1 Mugging, harassment, vandalism, petty thefts
- 2 Robbery of a shop - brick through a window
- 3 Gangster activity - threatening a shopkeep, a drive-by shooting
- 4 Tenement fire (50% chance of a child trapped inside)
- 5 Drug activity (dealing, violence)
- 6 Gang war - 2d6 thugs on each side with machine guns

42. Abandoned Opera Hall: This gothic revival opera house served the community for many decades, but is now abandoned and in terrible need of repair. Vandals have covered the exterior with graffiti and homeless people and gang members have ruined the interior, though the crystal chandelier still hangs from the ceiling. The villainous Doctor Death has a secret hideout under the opera house that has not yet been discovered. He has several traps (pit falls, poison gas and poison darts) to keep intruders out.

43. Pop's Soda Counter: Pop's is one of the few decent places left in Old Town. Pop is a war veteran and a substitute father for many of the kids in the neighborhood, regardless of race, creed or color. The Down 'n Out Kids, a gang of colorful local kids, can usually be found here when they aren't busy on some adventure or escapade.

44. Shoreline Baptist Church: This church was founded by African-Americans migrating from the South and still serves as a center for their community in Shore City. The church has seen better days and the church members are currently hitting the streets raising funds with the help of Captain Triumph. Behind the church there is a community center with an active youth group. Deacon Charles Wensley runs the church, and the pastor is Bernard Waxter.

45. Tip Top Tavern: The Tip Top Tavern has been serving the criminal element, including super villains, for decades. It is a dimly lit dive that serves beer and cheap liquor in the front room and higher class fare in the backroom, reserved for super villains and

gangsters who can pay. Dominick Pagliari is the bartender, a short man with a bulbous nose and beady, blue eyes. The bar is owned by Matthew "Echo" Schmeer, crime boss of the Waterfront. High level gang meetings are often held in the hidden basement, a holdover from Prohibition with tunnels that connect to the sewers.

46. Schonburg Street Mission: The local mission is run by Father Harley Hoaglan, a former youth gang member who was saved by St Cuthbert's and then pursued a life in the church to give something back to the community. Despite his short stature, he remains a skilled fighter and a quick friend to those in need. The mission is a three-story structure with a soup kitchen, offices and infirmary in the ground floor and dormitories for men, women and children on the upper floors.

47. Old Town Medical Clinic: The doctors and nurses in this free clinic have handled just about any injury and illness you can imagine. Doctor Sarah Malone runs the place with the financial aid of Mangor Industries and St. Cuthbert's Cathedral. Sarah does her own side business in patching up the Black Fury after a night of fighting muggers and racketeers.

48. The Palladium: The Palladium was built as a vaudeville theatre in the 1920's and was soon retro-fitted into a movie palace. The theatre is now owned and operated by Theodore Klopfenstein, an old movie buff and former captain of industry. Renovating and operating the movie theatre was a dream of his, but vandalism and theft by kids in the neighborhood is making him seriously consider closing shop.

49. Shore City Orphanage: The Sisters of Eternal Mercy run this orphanage on behalf of the city. The first floor of the building is comprised of a school, infirmary and offices, and the upper two stories are dormitories for the boys and girls. Ken Baring, also known as Dynamic Boy, spent his formidable years in this orphanage, and now does his best to support the

sisters and their good work.

50. Al's Pool Hall: The seedy pool hall would be unremarkable if not for the fact that Boss Feeney, crime boss of western Old City, has his headquarters in the cellar. Two armed thugs guard the entrance, and the manager can signal trouble by pressing a button under the counter. The headquarters is usually occupied by six thugs and Boss Feeney is present about 60% of the time. Feeney runs bookmaking and a protection racket.

51. Belvedere Hotel: The venerable Belvedere is a four-star hotel that has defied the slow rot that has taken hold in Old Town. Manager Marion Cornn runs a tight ship, keeping the staff friendly and busy and the guests pampered and happy. The hotel is an art deco structure and rises twenty-two stories, giving guests a fine view of the lake and skyscrapers of Downtown.

52. Boom Boom Room: The Boom Boom Room is a cabaret that serves as a meeting place for criminals of all kinds. It is owned by Alvin E. Wolcott, dapper boss of the East Side, and the bartender is Ronnie Buechler, a three time loser with a killer left hook (elite human). Lovely Dena Aveline is the main attraction.

53. CW Barton's Department Store: Barton's is the oldest department store in Shore City and still visited by folks from the Downtown and East River neighborhoods. The Art Nouveau structure is five stories high with a basement for deliveries. The store is now run by the great granddaughter of the founder, Clarissa Barton, who would like to build a new store in College Town but cannot afford to do so. Arson and insurance fraud have crossed her mind, but she hasn't yet summoned up the courage to go through with it. Her boyfriend, Alex Dasovich, works for Boss Feeney and is aware of her temptation.

54. St Cuthbert's Cathedral: St Cuthbert's Cathedral is the oldest Catholic Church in Shore City and still one of the grandest. It is considered off limits by the

gangsters. Bishop Ghilardi runs the cathedral and keeps his offices there. He and his priests do their best to keep the youth of Old Town on the straight and narrow path. The Golden Gladiators are known to do charity work on a monthly basis at St Cuthberts and other houses of worship in Shore City.

55. Acme Bus Lines Terminal: This terminal serves as a hub for Acme Bus Lines, which operates throughout the Midwest and Northeast USA. The terminal is built in the Art Deco style and is usually crowded.

56. Temple Beth Shalom: This lovely synagogue was constructed in the 1920's. It is known for its lovely dome and the many good works of Rabbi Matthew Julias, an outspoken advocate for civil rights.

57. Municipal Water Works: Commissioner Horace Goldsleeve runs a tight ship at the local water works. Armed guards make sure the local crime bosses don't tamper with the water supply.

58. The Daily Clarion: *The Daily Clarion* is the top newspaper in Shore City. Started 35 years ago, it is a trusted daily with a large circulation owing to the spicy column written by crime reporter John Perry, secretly the crime fighter Black Fury. The Clarion building is four stories tall and built in the Gothic revival style. The presses are located on the ground floor, the archives in the basement and a distribution dock behind the building.

River Front Park

River Front Park is a large area of woods and meadows with limited picnic grounds located near the major streets, dock facilities for small craft and horse trails. Crime is almost unheard of here, outside the rare fist fight when picnickers have too much to drink or a small bit of pilfering. Local kids sometimes park in the northern portion of the park to make out, but the rangers discourage this behavior.

59. Riverfront Pavilion: This pseudo-rustic building of

wood and stone with a cupola-style roof is nicknamed the Pavilion, but is really just a glorified maintenance shed. The groundskeepers and rangers belong to a cult of dark druids who wish to return Shore City to wilderness. They are currently hatching a plan involving the animals at the Municipal Zoo [27]. The druids meet in the woods on the solstices and equinoxes and maintain a base under the Pavilion. Head ranger Eddy Bis and parks administrator Cheryl Misasi are both members.

Waterfront

The Waterfront has been settled since the mid-1800's, with most of the buildings there having been built and rebuilt several times. The waterfront mostly consists of warehouses, light industrial space, old apartment buildings, flop houses and taverns. Clark Marina is one of the few "nice" looking establishments on the waterfront.

Patrol Events

- 1 Drunk and disorderly, harassment, petty theft
- 2 Smugglers (at night) or fight (day or night)
- 3 Gangster activity - threatening a shopkeeper, a drive-by shooting
- 4 Fire on the docks or ship in distress
- 5 Warehouse robbery
- 6 Attack from beneath the Great Lakes (slime creatures, amphibian warriors)

60. Longshoreman's Hall: Longshoreman's Hall is a large brick building that serves as the headquarters for the local teamsters union. Secret tunnels underneath the hall were used for smuggling during Prohibition, but have been bricked up for decades. The head of the union is Saul Dimano, an old school teamster and friend (though not member) of organized crime. He takes his orders from Boss Blakley, who controls the Waterfront and has his headquarters in the hall. A dozen thugs are always around to keep the peace.

61. Marine Scrap Yard: This large scrap yard, run by Jarred Smerud's family for three generations, deals

mostly in nautical scrap, but also wrecked or old cars and lumber. Local youth gangs often hide out in the scrap yard, and local mad scientists sometimes shop here for robot-building material.

62. Salamander Stadium: Salamander Stadium was built thirty years ago to revitalize the Waterfront. It is surrounded by newer retail and is just a stone's throw away from the abandoned amusement park. The Salamanders are two time world champions of professional football (American football, to be precise), but it's been more than a decade since they won the championship and the home crowd is getting restless. Newly recruited quarterback Sean Wills is expected to make a real impact next season. The Salamander's colors are red and gold.

63. Clark Marina: Clark Marina is one of two marinas for small, private craft on the waterfront, the other being located about 20 minutes to the east. Even though the other marina is newer and somewhat nicer, Clark has tradition behind it and its closer to Downtown, making it the favored spot for yachts. About thirty yachts anchor at Clark Marina, along with many smaller sailboats and fishing boats. Day-to-day operations are run by Bruno Howcroft, a former merchant marine and a man raised on the tough streets of Old Town. Bruno is a kind-hearted old rascal who is willing to talk to private detectives for a few bucks, but never the police.

64. Iron Island Prison: Iron Island is a super high security prison run by Warden Donald Wheeler. The upper portion of the prison contains gangsters, murderers, rapists and other maximum security criminals. Beneath the prison, in a watertight complex dug into the granite island, supervillains apprehended all over the Midwest. The Beast, Doctor Death and Nazi Shock Gibson have all spent time in Iron Island. The sub-prison is patrolled by androids constructed by Wainwright Labs. Current inmates include Super-Size, Ro-Man 2J and Shrodinger.

65. Caesar Shipyards: The Caesar Shipyards were established during the war to build patrol boats and pocket freighters. They now build a variety of smaller craft, though much of the yard is now idle. New owner Donald Wheeler is pressing Senator Knight to move a space rocket contract to the shipyards to bring Shore City into the future of engineering, and he has partnered with Max Mangor in this enterprise.

West River

The West River represents the western suburbs of Shore City. It consists of a sprawl of lower-middle class to lower-upper class homes, small parks, retail centers, car dealerships and schools.

66. 528 Andriola Way: The suburban home of Lance Gallant, the secret identity of Captain Triumph. The home is a single-story ranch with a large yard.

Beyond the Map

Shore City extends for quite a ways beyond the map, mostly consisting of suburbs and industrial sites. To the east is Wilson Naval Air Station, and to the south Fort Mauldin Army Base. Located about seven to eight mile offshore are a number of oil derricks working oil fields discovered underneath the Great Lakes.

Beyond Shore City

Beyond Shore City is Lake County. The United States of this fictional world is not terribly different from the one we know, aside from the addition of such places as Atomic City, CA, Silverado City, NV, Saint Margethe, MN, New Plymouth, MA and Center City, IL. History is generally unaltered, though the details now often include superheroes and supervillains and the technology, at least in the hands of a few, is more advanced than in the real world. The first moon landing, for example, took place in 1952 by Rocky X of the Department of Space rather than Neil Armstrong of NASA in 1969.

The world includes a few imaginary countries as well. Perhaps the two most famous (or infamous) are Fascovia and Ricca. Ricca is an island nation in the Pacific that was once home to the demonic Claw. Ricca was allied to Japan and Nazi Germany in World War II and even helped them launch an invasion of Hollywood that was repelled by Black Cat, Shock Gibson, Captain Freedom, Ted Parrish and War Nurse and her Girl Commandos.

Fascovia is a small nation located between Germany, Switzerland and France. An ally of the Axis powers in World War II, it became the final home of most of the Nazi and fascist supervillains (and Hitler's brain, according to some tabloids), and thus managed to survive its larger ally's defeat. Ruled by the villainous scientist Kilgor and his robot army, it annexed Swisslakia when King David dissolved that nation and moved its population to the United States. Fascovia is now a safe haven for the likes of Baron Doom, Captain Nazi, the Green Ghost and Iron Jaw. Other fictional countries that exist in the world of Shore City include Balkania, Iremistan, Larijunia and Zandipore in Asia, the European nations of Aissur, Andura, Rutania and Slivonia and the South American nations of Brazonia, Mexidor and Parador.



BLACK FURY (Level 13 Adventurer)

First Appearance: *Fantastic Comics* #17 (1940), created by Dennis Neville

John Perry is a reporter for the Daily Clarion, writing crime reports and a gossip column. He puts on the Black Fury costume to scoop other reporters on the criminal doings of the underworld. His partner and ward is Chuck Marley, Kid Fury, the son of a police officer killed in the line of duty.

STR 8 | **DEX** 9 | **CON** 9 | **INT** 4 | **WIS** 3 | **CHA** 3 | **HP** 97 | **DC** 16 | **ATK** +10 | **SPD** 2

Powers: Super Constitution +4, Super Dexterity +4, Super Strength +4

Gear: Gloves & boots (Spider Climb), Light Armor (Invulnerability I)

Sidekick: Kid Fury (Lvl 9, HP 50; same gear as Black Fury)



ALL FALL DOWN!

A SCENARIO FOR 4-6 SUPERHUMAN CHARACTERS

All Fall Down is a sample adventure for *Mystery Men!* Although written to star the Golden Gladiators that are introduced in this book, it should be easy enough to modify for your own heroes.

The Plot

The Clown plans to topple the Imperial Building, the building in which the Golden Gladiators have their headquarters. The fact that he may kill thousands in the process is, in his mind, irrelevant.

The Clown's plan is fairly simple: He will install an "earthquake machine" (technically it is a Vibrational Inversion Harmonics Generator or VIHG, invented by Dr. Gilliam King of Wainwright Laboratories) in an abandoned subway tunnel beneath the Imperial Building. Once the machine is activated, The Clown and his compatriots have 30 minutes to flee the area before a seismic event large enough to topple the structure is triggered.

The Timeline

Adventures in *Mystery Men!* usually revolve around villainous plots that occur on a timeline – i.e. they happen whether the heroes respond appropriately or not. The following timeline is used for this adventure. Note – some parts of the timeline occur before the beginning of the adventure, but need to be understood and taken into account by the Mastermind.

30 Days Ago	Dr. King comes under increased pressure to create an operating prototype of his VIHG. Synthetic crystals have proven incapable of producing the correct harmonics, and Wainwright Laboratories is balking at purchasing an expensive crystal.
25 Days Ago	Dr. King is approached by a private investor interested in his research and willing to provide a \$25 million dollar diamond that should do the job. He accepts the proposal and scurries off one night with his research, leaving the inoperative prototype in his laboratory. The "private investor" is the Clown, but Dr. King does not know this.
4 Days Ago	Dr. King, working in a hidden laboratory outside Shore City, finishes his new prototype, with some modification suggested by his new benefactor. All that remains is to obtain the needed diamond, which is arriving in a few days on the royal yacht of the Shah of Iremistan.

Today

7:00 AM	Alarms go off at the First National Bank of Shore City [24]. Five thugs of Boss Feeney hit the bank. They steal \$400,000 dollars, but their primary mission is to distract heroes from the real plan. The thugs escape in a waiting sedan and head into the subway station at Robinson and Cole.
7:15 AM	Alarms go off at Shore City Savings & Loan [27], this time hit by four of Feeney's thugs, who abscond with \$250,000 dollars. They proceed in a sedan east down Siegel to the subway entrance at Siegel and Reeves.
8:00 AM	Both sets of thugs leave the subway at Robinson and Novick, where they enter a waiting armored car. The car heads for a cabin in the woods about 2 hours outside Shore City.
9:00 AM	A runabout called the <i>Ozymandias</i> , owned by Boss Schmeer, is stolen from the Clark Marina on the Waterfront. The runabout carries the Brute and four elite mercenaries who work for the Clown. Their target is the <i>Royal Pearl</i> , yacht of the Shah of Iremistan.
9:30 AM	The Royal Pearl is met by the <i>Ozymandias</i> and boarded after it takes gunfire. The Shah and his daughter are aboard, along with four bodyguards. The Shah's diamond is stolen by the Brute, who then proceeds toward a rendezvous point 2 hours outside Shore City.
10:00 AM	The armored car and the stolen <i>Ozymandias</i> arrive at the cabin of Hans Gimmel, a Swiss jeweler of shady reputation who arrived three days earlier, summoned via the underworld by the Clown for an important job. His fee is \$500,000 dollars – the remainder of the stolen money going to Boss Feeney's organization.
4:00 PM	Six hours of work by Gimmel cut the diamond to the proper shape for the VIHG. The Brute and the six elite mercenaries leave in the armored car headed into Shore City. Feeney's thugs are met by two sedans and also head into the city.
5:00 PM	The Clown and four elite mercenaries arrive at the Imperial Building's loading docks with the VIHG, which is disguised as a generator. They proceed to access the sub-levels, making their way through a long locked door that accesses the old subway station beneath the building.
5:45 PM	The VIHG is assembled and ready to go – it lacks only the diamond to power it.
6:00 PM	The armored car is hidden in an alley behind Planet Communications [12]. The Brute and his men, disguised as maintenance workers, proceed south to the subway entrance at Robinson and Kirby. Once in the station, they enter a door marked "Maintenance – No Entry" and enter the old subway tunnels that are located above the new subway tunnels.
6:15 PM	Feeney's thugs reach his penthouse apartment with the stolen money, which is put into his vault.
6:20 PM	The Brute and his men reach the abandoned station beneath the Imperial Building. The diamond is handed over to Dr. King, who is now working under duress.
7:00 PM	The diamond is properly loaded and calibrated and the Clown turns the machine on. Dr. King is stabbed by the Clown and left to die. A note will be found in his apartment explaining his anger over his experiments not getting more respect, and thus his decision to prove to the world his genius. In a world with super villains, a letter like this is actually plausible.
7:30 PM	The VIHG reaches its critical stage and causes an earthquake which destroys the foundation of the Imperial Building, destroying it and the area around it. The Clown and his compatriots are on the road to Center City.
1:30 AM	The Clown and his men arrive in Center City and proceed to the airport, where they have a 4:00 AM flight to Fascovia, connecting in Washington D.C. and Stuttgart, Germany.

Settings

While it is impossible to guess what a group of players is going to do, or where they'll have their characters go, the following settings might be useful to you during this adventure.

Al's Pool Hall / Boss Feeney Hideout [50]

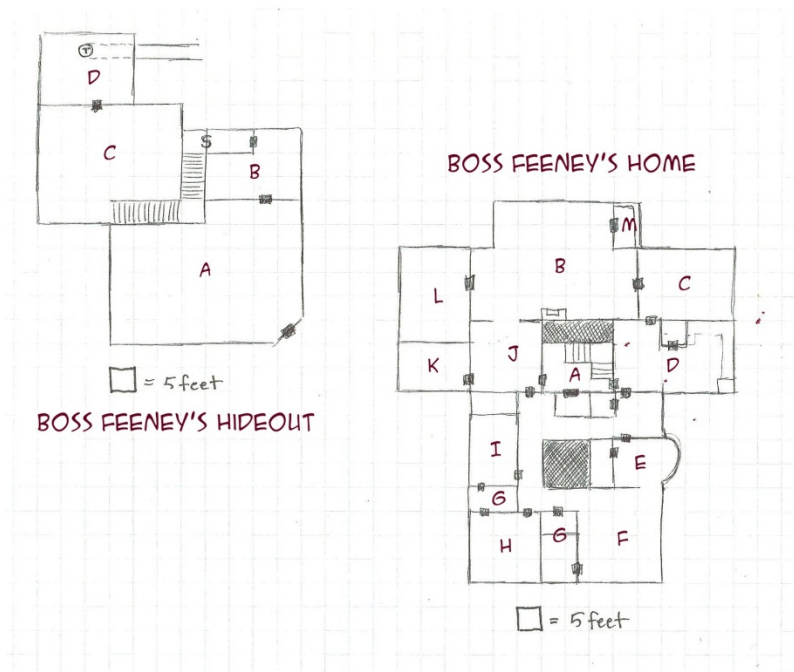
Boss Feeney has his hideout in the cellar beneath Al's Pool Hall. A broom closet in the upper level of the pool hall has a secret door in the back. One knocks three times and panel opens, allowing a machine gun toting thug behind the panel to check things out. If everything looks okay, he can open the secret door, which leads to a long wooden stair down to the cellar. The cellar is filled with twelve criminals (ordinary humans) and four armed thugs, as well as Boss Feeney during business hours. A trapdoor in the floor beneath Boss Feeney's desk allows access to a brick-lined tunnel that leads into the sewer system.

- A. Al's Pool Hall
- B. Al's Office
- C. Hideout
- D. Boss Feeney's Office

Boss Feeney Home

Feeney's posh flat is on the 7th floor of a building on Tuska Street. He lives there with his wife, son (18 years old) and two daughters (15 and 11 years old). Feeney has an armed thug (Level 3) who poses as a butler and a maid. His office contains a wall safe that holds a ledger detailing his criminal enterprises (in code). There are several matchbooks from Al's Pool Hall scattered around the house.

- A. Stairwell and Elevator
- B. Living Room with fireplace
- C. Dining Room
- D. Kitchen
- E. Laundry Room
- F. Master Bedroom
- G. Restroom
- H. Son's Bedroom
- I. Daughters' Bedroom



J. TV Room

K. Feeney's Home Office

L. Study

M. Balcony

First National Bank [24]

The First National Bank of Shore City is well appointed with marble tile and polished oak. There is an armed guard standing inside the entrance doors and a second guard behind the teller counters. Two additional guards are on break upstairs. The vault has a round door that is 3.5 feet thick and weighs 20 tons. The lock takes a superhuman effort to crack. The vault contains \$400,000 dollars in cash and other valuables (gold, stock certificates) to the amount of \$1 million. Bank president J. Hoover Hargrave is in his office between the hours of 10:00 AM and 6:00 PM.

A. Lobby

B. Stairwell

C. Security Room

D. Teller Area

E. Manager's Office

F. Loan Officers

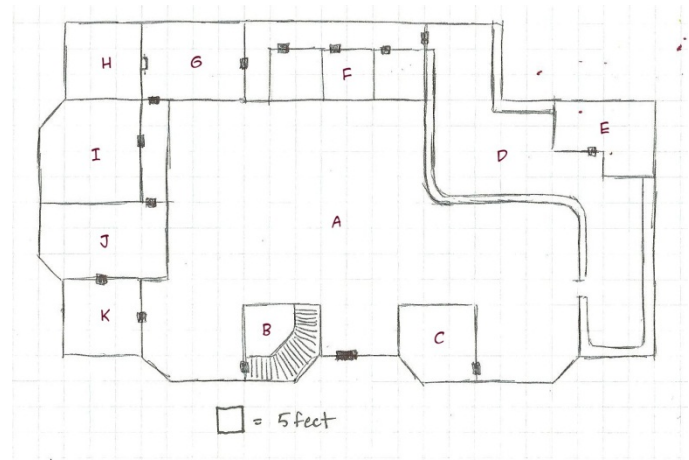
G. Vault Room

H. Vault

I. President's Office

J. Secretary Pool

K. Receptionist



Shore City Savings & Loan [27]

The Shore City Savings & Loan consists of a lobby with a teller counter, three offices and a small vault with a 2-ft thick steel door (heroic lock) that weighs 8 tons. The vault contains \$250,000.

Cabin of Hans Gimmel

Gimmel's cabin consists of a single room with a small kitchen, bed, radio and two comfortable chairs. A trapdoor underneath a bear rug by the fireplace leads into a well-lit cellar in which Gimmel keeps a small workshop with a complete set of jeweler's tools. As an added precaution, the Clown has equipped the cabin with a trap in the

form of a *force cage* that holds people in the cabin for up to 4 hours. It is powered by a generator in the cellar. The cellar has a separate entrance/exit door located outside the cabin.

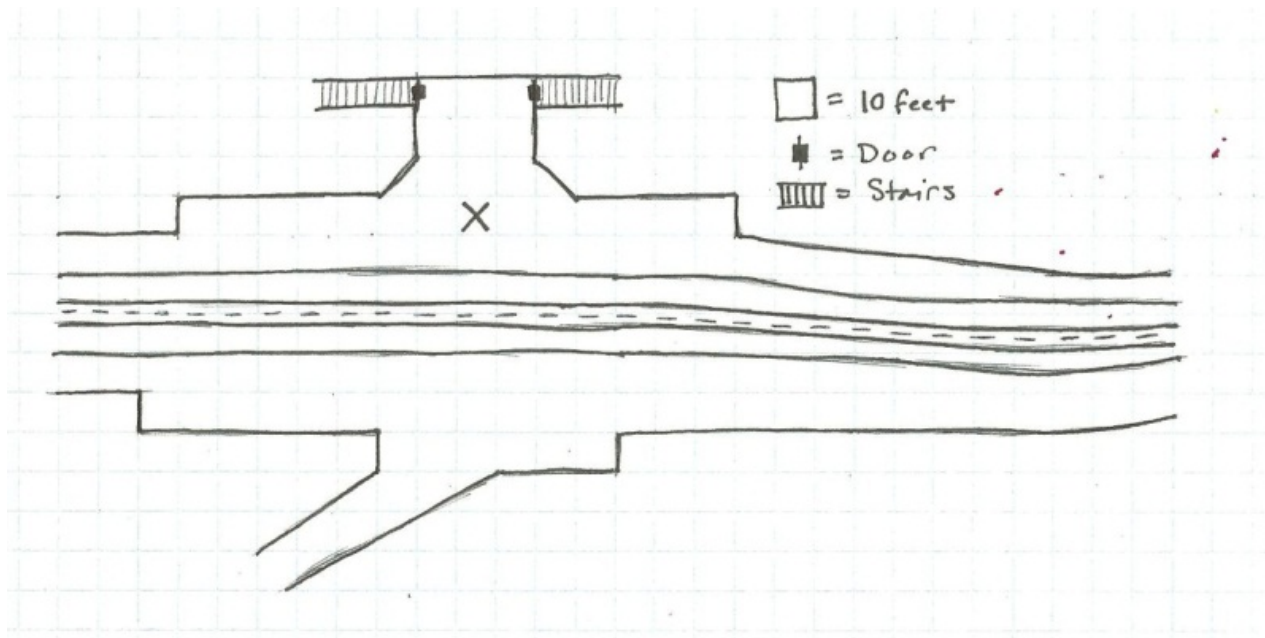
Royal Pearl, Yacht of the Shah of Iremistan

The Royal Pearl is a 100-ft long yacht. The upper deck has a galley, lounge and two staterooms, and there are an additional four staterooms below deck. The yacht is currently carrying the Shah of Iremistan and his daughter, the Princess Peri. The shah is guarded by four elite warriors. Two are armed with machine guns and swords, while the other two have handguns and swords.

| *Royal Pearl: Level 12 (60 hp); DC 5; Speed 4*

Abandoned Subway Station [15]

The abandoned subway station is located two levels beneath the Imperial Building. The entrances to the station have been locked (normal lock) for years, with new elevators having been installed in the lobby that lead down to the new station, located about 30 feet below the old station. Heroes that have followed the Brute and his men will enter from the south, while those who have come down from the basement of the Imperial Building will enter from one of the doors in the north. The "X" marks the location of the VIHG. The Clown and Brute are here (assuming the Brute has not already been defeated/captured), along with four elite warriors wearing medium armor invested with the *Shield* power and carrying *Force Blades*. Dr. King is present, but flees at the first opportunity.



The Clown (Level 15 Adventurer)

First Appearance: *Super Mystery Comics* #5 (1940), creator unknown

The Clown is an international terrorist-for-hire and dedicated nihilist with only the most meager grasp on his sanity. Over the years he has sold his services to any regime or organization that could pay his fee, regardless of their ideology. The Clown has a genius for invention and is a skilled athlete and swordsman.

Str 5 | **Dex** 13 | **Con** 5 | **Int** 8 | **Wis** 2 | **Cha** 6 | **HP** 100 | **AC** 16 | **ATK** +12 | **SPD** 2

Powers: Super Dexterity +7, Super Intelligence +4, Weapon Master (Sword)

Gear: Sword (Energy Hands-Fire, Potent Attack), Sword (Energy Hands-Electricity, Potent Attack), Spring-Boots (Jump), Costume (Invulnerability I), Magno-Belt (Shield)



The Brute (Level 13 Adventurer)

First Appearance: *Weird Comics* #15 (1940), creator unknown

The Brute is a super powered assassin and thug known for his bestial appearance and his poisoned gauntlets. Where many assassins rely on stealth to do their work, the Brute simply tears down a door or knocks a hole in the wall and throttles his victim to death, leaving as much collateral damage as he can muster.

Str 16 | **Dex** 3 | **Con** 12 | **Int** 3 | **Wis** 2 | **Cha** 2 | **HP** 110 | **AC** 14 | **ATK** +10 | **SPD** 2

Powers: Super Constitution +6, Super Strength +10

Gear: Claws (Poison), Light Armor (Invulnerability II)



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HERO NAME

REAL NAME _____
BACKGROUND _____
EXPERIENCE POINTS _____

ST		
	SCORE	BONUS

CLASS

IN		
	SCORE	BONUS

LEVEL

WL		
	SCORE	BONUS

HIT POINTS

DX		
	SCORE	BONUS

DEFENSE CLASS

CN		
	SCORE	BONUS

ATTACK BONUS

CH		
	SCORE	BONUS

SPEED

--

POWERS
GEAR
FLAWS / LIMITATIONS

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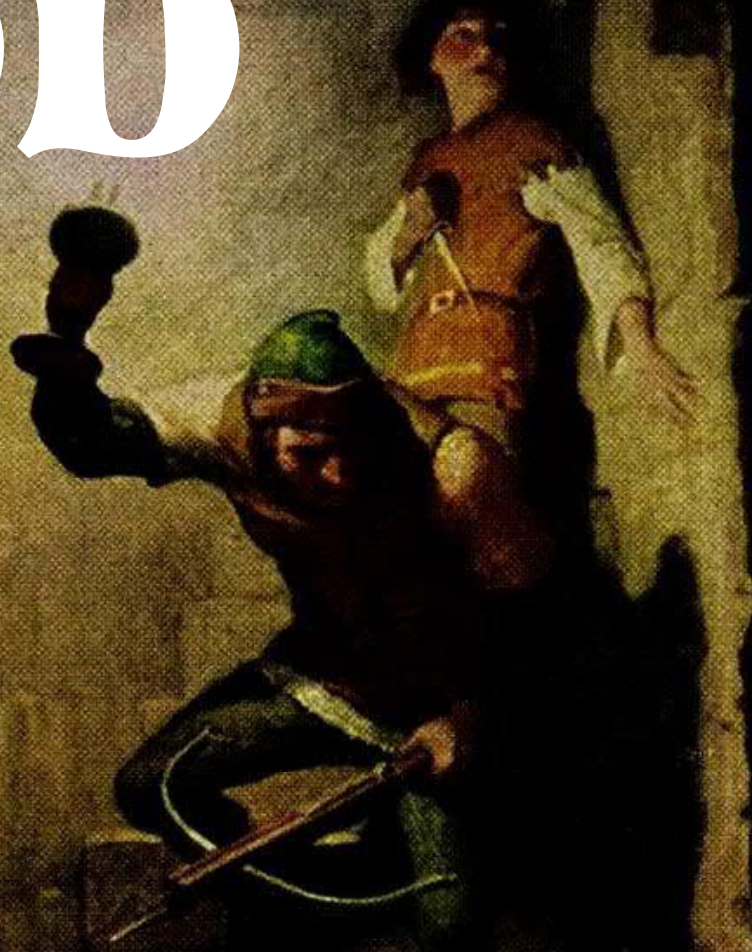
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NOD



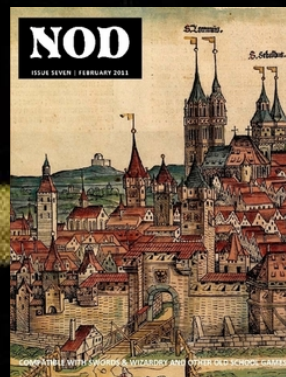
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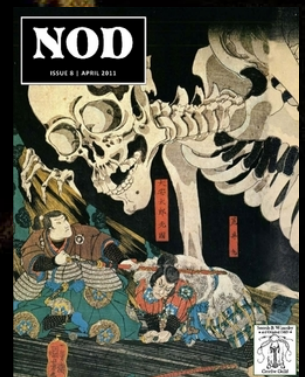
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