

# GUARDIANS

## Power of Fear



A Guardians superhero adventure  
for character levels 1-3





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Super thanks to Dave Arneson & Gary Gygax

## **POWER OF FEAR**

*First Edition*

An adventure for character levels 1-3 designed for the Guardians Superhero Roleplaying game, also compatible with the Original Fantasy RPG and similar systems.



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The Power of Fear is a multi-session adventure for the Guardians superhero roleplaying game. It's loosely set in a city on the United States west coast, but can easily be customized to any city the Referee has selected for their campaign setting.

This adventure describes an ongoing plot by two groups of linked villains, but it's up to the party of heroes how to deal with it. Each super villain has their own goals, and resources. The adventure suggests what they might do if the party don't interfere, but the Referee should decide how they'll deal with meddling heroes, and the heroes' actions are up to them. Certain elements of the villains' sinister plans will only be uncovered if the heroes make an effort to investigate the background before them, but whether the party bother to do so or not is up to them!

### **Referee's Eyes Only!**

Players should not read this material to avoid spoiling the adventure.

**Suggested Level:** This adventure is balanced for a group of 3-5 1st or 2nd level characters or a couple of 3rd or 4th level characters. In most cases, it's assumed the entire party will find themselves facing a single or pair of Villains of 3rd to 5th level, or multiple lesser foes (zombies, security robots, etc.) Referees of higher level campaigns can adjust this by increasing the level of the opposition, or creating extra henchmen for the Overmen or additional security for TekLord.

### **Back Story: Harnessing the Power of Fear**

Marcus Grimwood was a genius super inventor from a family of wealthy industrialists, but he was not content with running the family company - he wanted to be a hero. Harkening back to the beloved collection of 1930s pulp science fiction novels he'd inherited from his grandfather, he adopted a double life as the costumed swashbuckler TekLord - "the man of the future" - to battle evil armed with a pair of proton pistols, a force field belt, and jet pack. While fighting crime

he met someone who seemed his opposite: the martial artist Dragonclaw, who was a devotee of ancient fighting arts. However, the two became fast friends and formed their own duo, as valiant guardians of the city. Their last victory was three years ago, vs. the mutant villain Professor Phobos, alias Scream Queen. Assembling an unholy alliance of street gangs, she sabotaged the city's antiquated power grid, causing a massive power outage. The gangs rampaged through the blacked-out streets, looting and burning. Scream Queen followed them, feasting like a jackal on the fear left in their wake. TekLord and Dragonclaw finally located her, and after a difficult battle - for she was now supercharged by the terror she had absorbed - was able to defeat her. Then TekLord worked to jury rig repairs to the city's power grid while Dragonclaw went off to help other supers and cops stop the rampaging gangs. Discovering a burning residential neighborhood about to be destroyed as violent looters kept the firefighters at bay, Dragonclaw single-handedly defeated 30 of the gang's best fighters, only to fall mortally wounded. TekLord blamed his own delay jury-rigging the city's power plant. A week later, at Dragonclaw's funeral, a grief-stricken TekLord announced he was retiring from crime fighting, hanging up his jet pack and cape.

TekLord decided to devote his retirement to using his inventions to better humanity. Returning to the family business, Grimwood Industries, his thoughts drifted to the weakness of the aging power stations exploited by Scream Queen to cripple the city's electrical power grid. If he hadn't had to spend so long fixing it, he could have arrived in time to save Dragonclaw! He spent the next two years working on new, safe, clean energy source that could replace the region's outdated power infrastructure with clean, future technology based on his super inventions.

However, nothing his company proposed was accepted by the politicians! His orbiting solar-powered microwave satellite plan was rejected because people were scared of microwaves being beamed down from space. His geo-

thermal magma tap foundered because regulators feared the drilling might trigger earthquakes. His nuclear fusion reactor was snarled up by “green” anti-nuclear protesters afraid of anything “nuclear.” It seemed to a frustrated Grimwood that the masses were too afraid to know what was good for them. He remembered his last great victory, the defeat of Professor Phobos, the Scream Queen. While fear made people weak and stupid, absorbing fear had made Scream Queen stronger, the city’s ambient fear giving her the power to create energy bolts strong enough to blast him down even through his super force field.

Anxiety. Fear. Terror. If the masses were full of fear, what if he could somehow harness that same energy? If the public were too afraid to embrace his inventions, well, perhaps he could use that! He’d studied Scream Queen, had even kept some blood and hair samples he’d taken from her after their fight (he’d always liked to collect small blood, hair, and tissue samples, trophies from super villains he’d beaten, so he could study their DNA, for science. He told no one about this harmless hobby. Mundanes, blinded by their fear, did not understand the importance of science!)

Grimwood’s mind was filled with a dazzling scheme. Scream Queen was in prison, but she deserved worse punishment than that for her crimes! He would break her out of prison, then build a cybernetic device to amplify the mutant’s own power, to create a city-wide energy field that would tap the fears and anxieties of the ignorant, fearful city’s citizens, and convert it into pure electrical energy, enough to power the entire region. He had a name for it: the Phobos Device: a machine that would harness the very Power of Fear!

As he worked in his private lab on the device, he realized there was one other thing he had to do. With all the new superheroes about fighting crime, the city would need a little boost. A sharp, extra boost of fear would be required to charge up the phobos device to full power.

Grimwood made a list of what made citizens really afraid.

Terrorists. Child Abduction. Zombies. No problem. He could arrange that. A few days of intense, controlled fear, a week at the most, and it would be enough to supercharge his reactor. Then he would make everything better!

Grimwood did not realize that in his grief and frustration, he had gone stark raving mad...

## **Mad Plan**

A series of events are suggested that can take place to draw the heroes into conflict with the villains. The adventure takes place over several days as Grimwood unfolds his master plan to “harness the power of fear” and perform the final calibration of his Phobos Device.

Grimwood’s mad plan centers around kidnapping Scream Queen from prison, harnessing her to the Phobos Device, and then using a group of radical super villains he has gathered together (as dupes) to terrorize the public for a week. The villains are recruited by a backer known as “The Philosopher King” supposedly to form a group called the Overmen will attempt to terrorize the city into submission (and paying a huge ransom). However, Philosopher King is just a robot, controlled by Grimwood: the villains are dupes.

After several days of terror demands, rising public panic and destructive battles with superheroes, Grimwood believes the public’s fear level will be enough to make his Phobos Reactor self-sustaining, able to exist solely on the residual fear of the city. At that point he’ll no longer need the Overmen, and he’ll have Philosopher King betray them to the city’s heroes. Grimwood Industries will offer a new “clean harmonic energy” power source that does not emit any radiation or harmful rays. The city need never know what actually powers it...

The arrogant Grimwood has contempt for the current crop of newbie heroes - they aren’t as good as he or Dragonclaw were! But they’ll be useful pawns, regulators like the control rods in a nuclear reactor, to ensure the terror reaction he plans to unleash won’t get out of control, and the ignorant

sheep are frightened, not massacred. He needs their fear, not their deaths. And when he has no more use for the super terrorists, perhaps the superheroes can help put them down...

## **Incidents**

These incidents are detailed below, which the Referee should use in sequence. Assume each one happens at a rate of one per day, or if this is too fast, every other day. It depends on the party's as to whether they react to these threats, or decide something isn't right and realize a puppet master pulls the strings. If they do so, they may choose to investigate or attack Grimwood himself. Should they mount a successful infiltration or assault on his lab, they can thwart his plans.

### **Hellbender Incident**

It's early Monday morning. On a highway leading into the city, a prison van and escort are transporting two convicted super villain inmates, Scream Queen and Hellbender, between prison facilities, when it is attacked by an armored figure. The armored villain defeats the escorts and carries off Scream Queen, while Hellbender frees himself from the wreckage of the truck and goes on a rampage, attacking a nearby liquor store.

Involving the Heroes: Heroes who monitor police radio or are regularly called by the police to assist will hear reports:

*"Prison van transporting maximum security prisoners is under attack on the highway near Serramonte Mall... send tactical units..."*

*"Multiple reports from motorists of accident and gunfire near Serramonte Mall."*

(That's a highway in the suburbs.) This is shortly followed by:

*"Multiple 911 calls from Serramonte Mall - a monster is attacking the liquor store. Dispatch additional units..."*

Alternatively, PCs are on patrol (or in their secret identities nearby) when they hear explosions and gunfire coming

from a few blocks away. This is followed by a rising pillar of smoke.

**The Scene:** A stretch of multi-lane highway or interstate. There's an intersection with traffic lights, a nearby strip mall consisting of a gas station, liquor store, dry cleaner and convenience store. On the highway before the mall is carnage: an overturned armored van with a charred hole in one side and the wreckage of two police cars, one of them burning. There are a half-dozen bodies scattered about, cops (actually US Marshals) in tactical armor. One wounded officer is trying to crawl from the wreckage of a burning car but seems to be trapped. Another is slumped half-out of the van, wounded and half-conscious, a rifle next to him on the ground.

But that's not all! Sounds of breaking glass and gunfire are coming from the liquor store at the mall. It's glass doors are smashed open and a dozen or so panicked citizens are running out of it, the gas station and other stores, hiding behind parked cars, frantically calling 911 on their cell phones, snapping shots, shouting at each other, or climbing into cars to get away.

**Witnesses:** PCs can talk to bystanders or surviving cops to find out what is happening. (They can do this before or after they help any injured cops or deal with the monster in the liquor store.)

**Injured Marshal:** "Transporting two super villains between prisons... Scream Queen... Hellbender... an armored man from the sky... blasted the van... must secure the prisoners....." (passes out).

**Panicked Shoppers:** "A giant lizard attacked the liquor store! It's inside beating people up."

**Gas Station Attendant:** "Man, I saw the whole thing! This big white van and pair of cop cars stopped at the lights. There's this flash and one is blasted off the road, and I look up and see copper-armored dude hovering over the van. He points his finger and blam, green laser light! He melts the

other cop car. Then it gets crazy - cops in armor with rifles jump out of the van and come out of the first wrecked car and start shooting back, but the bullets bounce off the armor dude and he starts taking 'em out, zap, zap! I'm ducking for cover behind my car, but when I looked up its cops scattered all over the place, and copper-armor guy's ripping the van's back door open. I'm calling 911 when he steps out carrying a blond woman in orange prison overalls and shackles, and then whoosh! They fly up into the air like a rocket, he's gone! Then the van jerks and I hear a hiss and this other really big, seriously ugly dude like a hunchback giant lizard wearing orange pants and chains comes out. He's wearing shackles too but his hands glow red hot and they melt! Steams coming off him, and then he look around, notices the liquor store, and roars "I need a drink!" So he stomps over to it, smashes the doors open ... about then I get the 911 dispatcher on, and I'm telling her, lady, you gotta send some more cops or supers here pronto!"

**What's Really Happening:** TekLord arranged for a power-armored villain called Copperhead to attack the prison van and rescue its prisoners. One, Scream Queen, he flew off with, leaving the other, the monstrous Hellbender, to fend for himself. Hellbender spotted the nearby liquor store and decided to get some booze, smashing anything that stood in his way. He quickly disabled the cashier when the latter



pulled a shotgun on him, and is now grabbing sacks of booze and cash.

## Scene

Inside the liquor store there are toppled displays and broken bottles. Slumped against the counter is the store clerk, his shotgun barrel bent and wrapped into a pretzel around his neck. Another store clerk cowers behind a beer display with two petrified customers who haven't gotten out yet.

A monstrous figure resembling a eight foot tall hunch-backed lizard man with red skin is breaking open cash register and stuffing bills and bottles of whiskey into shopping bags. His breath smells of booze. His body seems to be hot, and steam is rising from it and his nostrils. He's muttering "damn flying idiot, what do you mean I'm too heavy to carry? I need a drink..."

**Actions:** See Hellbender's description for his origin. He's a super-powered thug, not very bright.

## HELLBENDER

Supernatural Bruiser (3rd level)

**Str** 36 (+8/2d) **Int** 8 (-1) **Wis** 7 (-1)

**Dex** 10 (0) **Con** 15 (+2) **Cha** 9 (0)

**Gifts:** Occultist (son of a witch), Paragon.

**Powers:** Armor, Fire Aura, Size, Super Strength. Features: Claws/Fangs, Resist Fire, Sensory Protection.

**Limits:** Inhuman, Vulnerable to Cold.

**Gadget:** Magic ring (worn item: Glamour, 6 EP); currently in police custody.

**Issues:** Dependency (alcoholic), Wanted.

**Equipment:** None.

**AC** 17, **HP** 42. **EP** 9. Armor has **DR** 8.

Hellbender is an 8 ft. hunch-backed lizard man with crimson skin, scales, horns, and a tail. He was born Billy Ray Sutton and grew up in the hill country. His mother was a hedge-witch and his father some kind of fire elemental (a magical salamander) she'd conjured up. He started to look more and more like his daddy as he grew up, so his mother made him a magic ring that could hide his real appearance for a short time, but rumors got around and after an angry mob claimed

he was the devil's son  
he left town to avoid  
bringing further trouble  
on his mother. He  
headed to the big city,  
working as muscle for  
various super villains  
and criminal gangs,  
and has ended up in  
prison several times,  
recently for assault  
and robbery.



A group of heroes  
shouldn't have  
too much trouble  
stopping Hellbender, who is just a super thug. If he does  
win, he'll escape and go into hiding; just reuse him in a later  
scenario.).

PCs might question Hellbender during the fight. If he's  
taken captive by the cops, they could get a transcript of his  
interrogation. Hellbender respects anyone tough enough to  
take him down and has no secrets, so doesn't mind talking.  
His knows his fellow prisoner was the super villain Scream  
Queen - "who feeds on fear, gets stronger the more anyone  
around her is scared ... not that it would work on me, cause  
I ain't afraid of nothing." He doesn't know who her armed  
rescuer was "but she didn't seem to know him either, asked  
him who he was. He said "I'm Copperjacket, and your ride  
out of here" and she was "I guess I don't have a choice,  
flyboy" And then they just flew off, leaving me behind like  
garbage. Classy, huh?

**Aftermath:** After they turn him over to the authorities they'll  
probably want to find out about the woman who escaped  
and the armored super who rescued her. Turns out there is  
nothing about the armored man, but there's a lot of public  
data on the woman he carried off from court transcripts and

psych-evaluations after he trial; the PCs may also recognize her infamous name:

Report on Dr. Lisa Penrose (alias Professor Phobos alias Scream Queen): Lisa Penrose (age 29) was born with the mutant power to absorb fear and transform it into energy, a process that gave her a drug-like high. She discovered her abilities as an adolescent. In college she studied medicine and psychology to better understand her abilities. Graduating with a medical degree, she specialized in the study of phobias, supposedly helping people but actually feeding upon their fear. Her addiction escalated, her powers grew until she could absorb fear from many people at once, and she began kidnapping and tormenting victims as a costumed villain; while she called herself Professor Phobos, she was soon nicknamed Scream Queen. Believing she could obtain god-like powers if she absorbed enough fear, she forged an alliance of criminal street gangs and devised a plan to shut down the city's antiquated power grid, causing a sudden terrifying blackout. As the gangs ran riot, she planned to feast on the fear of an entire city. The blackout occurred, but two superheroes, TekLord and his partner Dragonclaw, discovered who was behind it. After an epic battle, they took down Professor Phobos; while TekLord fixed up a sabotaged power station and restored the lights, Dragonclaw died saving an inner city neighborhood from rioters. Although she hadn't directly killed anyone, thanks to TekLord's testimony and her part in the conspiracy, Penrose alias Professor Phobos got a 25-year prison sentence, with special power-absorbing shackles to keep her ability in check. She was incarcerated in the city's superhero prison and had served two years so far. However, a few weeks ago a series of failures in the environmental system of the super prison necessitated the transfer of several inmates to other facilities until it could be fixed. Penrose and Hellbender were the last to be moved when their van was attacked.

(Ref's Note: If any PCs with the Hacker gift can get permission to investigate the prison, they can go over logs

and determine that the system was (tracelessly) hacked to create the malfunctions by a master hacker. If anyone digs deep, they can learn the “secure” computer software for the prison was made by Grimwood Industries, a major tech corporation that is owned by respected tycoon Marcus Grimwood (his secret ID as TekLord is unknown.) If the PCs confront the company (see below), Grimwood will, of course be “very eager” for them to find out “what villain or criminal hacker” had the skill to hack his software “tarnishing our sterling reputation for security.” (In fact, he provided the very back door to the hacker himself, via the Philosopher King...)

### **Interval: Rise of the Overmen**

PCs may be planning ways to look for Professor Phobos and the media are talking about the prison van attack - but that is soon wiped off the news: the very next day an unknown organization hacks online and cable city news channels in time for evening news.

**The Broadcast:** The video image is a dark room, with a scale model of the city illuminated by a spotlight. Suddenly, a shadow of a man falls over the city.

A cultured male voice with no accent begins to speak:

*“We interrupt your evening news broadcast to bring you the most important announcement of your miserable lives.*

*“The old order is corrupt! For too long mundane humans like yourselves have led the world into ruin, which now faces disaster on every level. That changes now! It is past time for rule by a new order of superior beings: those with super power or super intelligence, and the will to use it.*

We are the leaders of that revolution: the Overmen!

This city is chosen as the first stage in our revolutionary struggle. Our demands are simple:

1. That the city police force be dissolved and replaced by our revolutionary justice cadre.
2. That all so-called super villains, many unjustly condemned by corrupt kangaroo courts, who

acknowledge the Overmen's leadership, be released from city prisons.

3. That the mayor resign, and henceforth only supers be permitted to run for this office, with an interim mayor to be appointed from the ranks of the Overmen.
4. That the sum of \$800 million dollars be paid to our Swiss bank account to cover the costs associated with establishing our new Overmen Council to bring good order to the city.

We will soon begin a series of revolutionary actions aimed at demonstrating the powerlessness of those who claim to rule you and the futility of resistance!

**Citizens:** Until our demands are met, you will not be safe. Your will not be secure. Your only hope lies in petitioning your leaders to accept our demands!

Our super revolutionary cadre has only begun its struggle! If our demands are not met, the city will drown in blood, its towers becoming blazing torches to illuminate our victory!"

An arm, clad in copper-colored armor, is momentarily visible in the camera, although the rest of the body is shadowed. The arm points at the model of the city. A ray of brilliant green energy projects out of its finger and incinerates it!

The screen goes white and then is replaced by a simple logo: a stick figure man standing atop another prone stick figure man.

"Long live the Overmen Revolution!"

### **Public Reaction**

After this hack local media, the public, and the authorities begin speculating about the Overmen. Real super villains? Hacker hoax? One or many? No one's heard of them. The mayor's office and chief of police release statements saying that the city will not be intimidated by terrorism and law enforcement is on high alert against any possible threat. Similar statements follow from relevant organizations (e.g., the FBI, etc.) Government-sponsored heroes will

be contacted by the authorities and asked to investigate. There's some media speculation the Overmen might be behind the prison van attack or working for Scream Queen... The city is on edge.

They don't have to wait long.

### **City Under Siege**

A series of daily terrorist incidents by the Overmen are described below, for the heroes to try and mitigate or stop. If the party are aggressively patrolling the city, assume they're nearby when an event occurs, or close enough that when reports come up on police radio or TV news alerts they can get their in time. If not, come up with other reasons for some or all of the PCs to be directly involved in the events. For example, if a character is a teenager or has a teenage sidekick, child, etc. they might attending the school the Overmen attack; if one is military veteran they might at the national cemetery visiting a grave when Walkure assaults the medal ceremony, etc.

**Taking Captives:** It's possible the PCs will defeat and capture some Overmen. They are hard cases, but PCs may be able to get them to talk through psychology, trickery, flattery, or mental powers; a few of the Overmen aren't the smartest tools in the woodshed as well.

**What They Know About Their Comrades:** The Overmen were recruited over a period of a few months by Copperjacket (the spokesman) and his backer, a shadowy figure called The Philosopher King. who is paying the bills (each of them gets \$100 grand, with more if the city pays the ransom) They are six strong; none knew each other before they were brought together, and they only met once together. They have no central base- each member is on their own until they come together for an attack. However, the members characterize each other as follows:

- **Copperjacket** ("Radical egg head who wears powered armor, hates the cops and uses big words. He and Philosopher King seem to be running things.")

- **Heart of Oak** (“Redneck walking tree with a chip on his shoulder. Doesn’t like anyone.”)
- **Walkure** (“Nazi woman who thinks she’s a Valkyrie. Spooky magic powers. True believer in the Overmen.”)
- **Red Mercury** (“Russian spy turned mafia guy who is a human bomb. Hates the west, capitalists, loves money. A mercenary.”)
- **Absolute Zero** (“Cyborg girl with ice powers Seems to be running from the government...)
- **Philosopher King:** Fat man who paid us, wears a suit and mask, but demonstrated super strength when Heart of Oak tried to push him around. Gives good speeches, doesn’t go on missions..

Each received sealed orders to hit individual targets. The orders were given in sealed envelopes and they don’t know who the other’s targets are. They were supposed to meet again in one week after carrying out their strikes, at a meeting location that would be texted to them.

**A big clue:** They don’t mention **Scream Queen** as part of the group. In fact, only **Copperjacket** knows about her: he was asked by **Philosopher King** to capture her as an “audition” before receiving **Philosopher King**’s funding and help recruiting the others; he was told not to tell them. After he took out the US Marshals (“always fun”), he flew her to a rendezvous point - a waiting unmarked van on a deserted road some miles out of town. There **Philosopher King** and two men in black suits and glasses hustled her into an unmarked van. That’s the last he saw of her.

### **Incident #1 - Toxic Train Trouble**

The heroes will not have time to stop the attacker in this incident, as it takes place very soon after the Overmen’s ultimatum. They can respond to the aftermath.

**TV News Report:** “In breaking news, a freight train carrying industrial chemicals derailed at the warehouse district and is on fire! A thick cloud of toxic smoke is spreading; police and

fire fighters are struggling to contain the blaze. Casualties are unknown at present, but fire trucks and ambulances are on the scene. We have unconfirmed reports that the train was blasted by a super villain. Could this be the work of the Overmen?”

**If the Heroes Arrive:** Barely controlled chaos! The location is an area of railway tracks, warehouses, and decaying tenements on the edge of the city. Dense smoke blankets a 10-block area, shot by orange flames. A five-car train is lying on its side, and three cars holding chemical tanks are ablaze.

Six fire trucks and emergency workers in firefighting gear (hardhats, oxygen masks, etc.) are on site pouring water onto the fire. Further back, police, some wearing gas masks, are keeping crowds and a TV news crew back and evacuating residents. Two ambulances are on scene (others have already departed with two-dozen casualties with burns and smoke inhalation).

**Things to Do:** The train was attacked by the Overmen, but the villains escaped well before the heroes hear of it. The PCs can still help out. A detective sergeant Brannigan is in charge of the incident for now. The train’s engineer, now in hospital, reported a red-haired man in a trench coat standing on the track, hurling an exploding fire ball at the train, then vanishing in the confusion.

**Search and Rescue:** The immediate threat is flames spreading to a nearby tenement building. Debris from the crash is blocking fire engines. Fire fighters believe some others are trapped on the top floor behind a wall of flame (2d8 damage to pass through). If heroes have powers that can protect them from toxic smoke or fire, they can go in and find several homeless people: four runaway teenagers, one drug pusher with stash, an old crippled military vet, a stray dog, and a bag lady who are trapped there in the first and second floor, half of them already unconscious due to the fumes. They will need Wisdom saves to find them; if characters aren’t immune to smoke or fire they’ll take 1

HP damage every other round they are searching for them, ignoring DR, from the smoke. They'll need to find the victims within six rounds in order to be able to save them. To further ramp up the danger a propane tank might be about to explode (3d6 damage)...

**Fight the Fire:** Characters with appropriate powers might just smother or douse the flames, get rid of the burning railway cars, blow away the toxic smoke, etc. If they don't, the fire fighters will eventually contain it, but with more injuries and destruction.

**Investigate:** Melted into the brick wall on the side of a warehouse near the tracks is the Stick-figure symbol of the Overmen. The smoke prevents anyone seeing it for now but if the fires are put out or a hero investigates they may notice it.

If the PCs Don't Show: News reports it, and adds that two railway workers and three bystanders were badly injured. In additional, six homeless people were critically injured or killed when the fire, and tree firemen were injured.

### **Between Incidents**

With this act of terror the Overmen are taken seriously. People are nervous but the authorities urge calm on TV, law enforcement and supers are hunting the terrorists. (They don't have any useful clues, so it's up to the heroes to deal with it!) One good option is to vigorously patrol the city. Another may for the party to carefully analyze current events for possible targets and the PCs have some good guesses ("are any public city officials giving speeches?" "Yeah, there's a congressman at a veteran's ceremony...") let them arrive early. A third option may be the brute force one: an official such as an FBI agent or police chief who the PCs know asks them to provide extra security at an event or location where bad stuff could (and does) happen.

### **Incident #2 Dead Rising**

The next target is an ideological one. It is the city's national cemetery, where military veterans from past wars are

interred.

**The Scene:** A well-maintained, tree-lined cemetery with a central war memorial statue surrounded by and attached visitor's building.

Situation - A deceased WWI veteran from a minority group whose service was neglected in a past war is receiving a long-delayed medal by congressional order. A service is being held at the veteran's grave to honor his memory. His great-grand daughter will hang the medal around the headstone as a local congressman (or equivalent politician) gives a speech in front of a crowd of a hundred or so people and a dozen police. A local news crew is on hand to film it; if the PCs don't happen to be hear on hand, the Referee can assume it's being televised.

**Attackers:** Walkure - with a bloody sword - and Red Mercury - with a smoking silenced pistol - will stride out from behind headstones, casually tossing aside a few security guards on the perimeter they dealt with. The valkyrie gives this speech:

*"You are fools to honor those who have fought and died to preserve the old, corrupt order! But a new war has begun - and I, Walkure have the Will to Power to be their general in the Overmen's new Reich!" She will then raise her hands. "Dead soldiers, arise, and serve a more worthy overlord!"*

Then Red Mercury raises his guns.

*"My fascist comrade gives a pretty speech, da?" He has a Russian accent. "But all you need to know is that it is time to die!"*

While Mercury pins down other guards, Walkure uses her power to raise corpses of deceased soldiers from the cemetery as zombies, who begin to rampage through the cemetery first attacking the congressmen, police and news, causing panic both there and across the city as the news crew films the event: Walkure appearing, the dead soldiers clawing their way out of the graves and then emerging to attack the terrified onlookers."

If the heroes are already on site to provide protection or on patrol nearby they can arrive in time to witness the attack and intervene. If they hear about it on a live news report that carries Walkure's speech. If no heroes show up Walkure will repeat her powers, creating a larger mob of zombies, while the existing ones hunt the dozens of visitors and dignitaries trapped within the cemetery at the time of the attack.

### **Incident #3 - House of the Lord**

A popular evangelist and pastor of a local church, Reverend Bob Daniels, has been giving fiery sermons - also carried on his TV and radio stations - and following the zombie attack has begun denouncing the Overmen as sinful servants of Satan! He calls on the public and mayor to stay strong, avoid sin, and not surrender to evil "even though the End of Days is Nigh, and the forces of darkness are at our gates."

Reverend Bob's apocalyptic ranting is not exactly keeping the population calm, but it's not the first time he's attacked supers and that put him on the hit list even before he got going.

The Four Angels Church is a large "megachurch" structure located on the edge of the city. There's a tall cross, a large parking lot, helipad, an attached office building and bible study center, and the central church itself capable of seating 2,000 people, with a complex sound and special effects system to spice up Rev. Bob's sermons. It even has its own security team to handle protests or other problems (a dozen big guys with tasers and pistols). The church is surrounded by attractive wooded parkland (which also conceals the reverend's private golf course, his one indulgence, also a good place to meet with wealthy donors and political supporters of the church).

**The Attacker:** The Overmen have sent Heart of Oak solo for this mission. He hates preachers; his mom gave away her last savings to a televangelist when he was a kid, and lived in poverty as a result. He is lurking in the woods. He strides out of the grounds, growing to his immense size, and begins

attacking the church. He intends to smash up the church, then retreat back into the woods and shrink down to normal size to escape.

**The Scene:** If the heroes decide or were assigned to provide protection for the reverend and arrive before, they'll be on the scene. If they arrive soon after the attack begins, they will see a giant walking tree, battering at the mega church's gates while screaming crowds of parishioners, men, women and children in their Sunday best, trample each other as they struggle to escape from the area. If no one stops him, Heart of Oak will clamber up the sides using his branches, rip the cross from the top of the church and begin using it as a bludgeon to smash the building. He'll stomp cars and throw them at the helicopter if it takes off! He's not trying to kill any mundanes besides the Reverend (he hates preachers) but falling debris and stampeding crowds will cause mass casualties if he's not stopped.

**Complications:**

Reverend Daniels believes some of the Overmen are demons and tries to exorcize them, but is being urged by his bodyguards to evacuate via helicopter. He wants to use it take the injured to the local hospital.

- Possible panic due to the large number of people in the church at the time of the attack. Other believers won't get out of the way and turn to prayer.
- Use the mega-church's public address system to calm panicked congregants.
- A youth bible study group - are trapped in one part of the church when it starts to collapse or catch fire.
- Are friends or relatives of the PCs amongst the large congregation?

**Incident #4: Attack on the School**

What's more terrifying than zombies and giant monsters? Threats to the kids! The Overmind's next target is Jim Chun Secondary School in a working class neighborhood.

This school was renamed after Jim Chun, who gave his life to protect the neighborhood during rioting that followed a severe power blackout two years ago. There is a portrait of costumed martial artist in the lobby of the school and a banner shows the football team are called “The Dragonclaws.” A plaque says: “Jimmy Chun, alias, Dragonclaw - gave his life while protecting this neighborhood during the riots of the Great Power Blackout. Jim was a graduate of this school before he became a costumed guardian of the city, fighting crime alongside his partner TekLord After the school was rebuilt with a grant from Grimwood Industries, it was renamed Jim Chun Public School to honor his memory and selfless act of heroism.”

**Target:** The city’s police chief (Will Jackson, if not named in your campaign) is attending scheduled event, telling the kids to stay away from gangs, avoid drugs, and live up to the public spirited legacy of Jimmy Chun. He has a PR person and four uniformed officers with him for security including the school’s assigned protection officer. There a TV crew and reporters present to cover the speech and the principal, six teachers, and 150 students are filling the gym.



Overmen despise the ideal of heroes sacrificing their lives to protect the mundane masses so chose the school as a symbolic target. Their objective is to disrupt the speech, seize the podium, and with the students and TV crew as a captive audience, give another variation of their leader’s propaganda speech. They will then bust up any cops who surround the school, kidnap the police chief and six honor students as hostages and take them to a safe house. If the Referee wants a less violent version, they can

**The Attack:** Two Overmen hit the place: Absolute Zero and

Copperjacket. They plan to kill the police chief and other cops in front of the kids and cameras, shoot up the school, then use Absolute Zero's super speed and Copperjacket's flight to escape by air and return to their hideout.

Kids and teachers are at risk of collateral damage if the fighting occurs in the gymnasium, so civic-minded heroes should try to lead the fight outside (to the school grounds, or football field).

### **What Next?**

If the party halted the wave of terror, the Overmen are finished - except for the mysterious Philosopher King who funded them, of course. But succeed or fail, their purpose has already been achieved: the attacks raised the level of fear in the city enough to power up the Phobos Device. Although the heroes may have halted the worst, citizens are still anxious: the media speculates if more attacks are to come, and "Scream Queen" is still on the loose - will she strike next? If the party captured everyone else, they'll also know the Philosopher King is still out there.

Did any Overmen survive? If so, they were to meet with Philosopher King two days after the final attack to discuss whether the city would meet their demands and if not, to plan new attacks.

In fact, the Philosopher King has no more use for them... If there are any survivors, he will attempt to lure them to a secluded location and then arrange a double-cross, by sending a similar anonymous tip to the PCs (if they have a known hotline) or law enforcement. A possible spot is Dragonclaw Park is a small city park, also named after the hero Dragonclaw. The robot will himself lurk in the shadows, ready to pounce on any survivors and use his hidden robot super powers to finish them.

*"Surviving Overmen will be meeting with their leader to plot new attacks. Believe meeting is in Dragonclaw Park, Tuesday at 2 AM."*

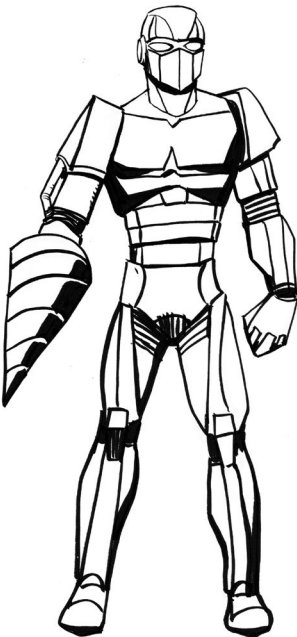
– Source: *ineverthoughtitwouldgosofar*

Now that he has no more use for any surviving villains, he is following orders from his creator to eliminate them to keep the city safe.

One course, TekLord may be too clever. If the PCs discover the homicidal robot and are able to capture him, that will be a useful clue. Careful study by a gadgeteer of the robots “guts” might also allow a brilliant gadgeteer to compare some technology to certain rare patents filed only by Grimwood Industries (“Ah, thanks for returning the robot someone stole from me” will be the excuse. Will they buy it?)”

### The Overmen

Full notes on each one is provided in case heroes decide to research their backgrounds, attempt to persuade them to switch sides, etc. If they survive the Referee can reuse them.



#### COPPERJACKET

Human Gadgeteer (3rd level)

**Str** 13 (+1)    **Int** 17 (+2)    **Wis** 9 (0)

**Dex** 13 (+1)    **Con** 13 (+1)    **Cha** 13 (+1)

**Gifts:** 8 gadget points; Hacker.

**Powers:** None.

**Gadgets:** Copperjacket Armor (Worn):  
Armor 2, Laser 2, Flight, Life Support,  
Super Strength (grants Str 26 (+7/+1d));  
features: Resist Fire, Sensory Protection,  
Super Vision; 6 EP).

**Limits:** None.

**Issues:** Duty (Overmen), Wanted.

**Equipment:** None.

**HP** 28. **EP** 6. **AC** 19. Armor has **DR** 12.

Leo Links was a brilliant engineering student whose thesis project was the Copperjacket, a flying copper-beryllium alloy powered suit with a laser drill for earthquake rescue work. However, he and his mentor professor Links discovered funding was coming from the Pentagon: Copperjacket was to be a weapon. This was a betrayal of their ideals, so the pair broke into their own lab in the dead of night to steal the prototype before it could

be turned over to the Pentagon. Campus police officers challenged them they loaded the exoskeleton into their van. Leo panicked and tried to drive by them, running one of the officers over. The other opened fire, but Leo drove away. He thought they'd escaped until he saw the professor slumped next to him, bleeding out. Wanted for vehicular assault and grand theft, Leo vowed revenge. Unhinged, he turned the armored suit into the weapon against the government. Realizing he could not succeed alone, he used the net to reach out to likeminded anti-government radicals who could join with him to overthrow an unjust society. His outreach attracted a mysterious backer, a fellow revolutionary who called himself Philosopher King. The man told Jamie that he, too, had lost someone he cared about to the mundanes, and agreed to help fund the creation of Leo's new "Overmen" revolutionary cell.

**Safe House:** Cheap rented house in the 'burbs; bookshelves of anti-government and radical philosophy; computers; basement with machine tools, parts, and 3D printers.

**Note:** Feeding images of the Copperjacket armor (seen briefly in the video) into appropriate secret military or university files may reveal the existence of something that resembles it: a powered exoskeleton created at the local university in an Army-funded project called Project Coppersmith (for the copper-beryllium metal matrix composite in its frame). Further digging into this and other police records will uncover Leo's origin story (up until he went into hiding).



## RED MERCURY

Superhuman Super-Agent, 4th level

**Str** 12 (0)    **Int** 12 (0)    **Wis** 14 (+1)

**Dex** 16 (+2)    **Con** 26 (+6)    **Cha** 12 (0)

**Class Abilities:** Martial Artist, Gunslinger.

**Gifts:** Paragon, Spy Contacts.

**Powers:** Superior Explosive Blast, Super Constitution. Features: +2 Dex, +2 Str, Resist Heat.

**Issues:** Enemy (Russian military intelligence, other agencies), Scarred.

**Equipment:** Ballistic body suit, Gas mask, 9mm Auto Pistol (silenced) assault rifle; motorcycle.

**AC** 17. **HP** 46. **EP** 8.

Red Mercury is a fit but badly scarred man in his late 20s with sharp features, short brown hair, and a predatory expression and a Russian accent. He wears a fedora, maroon trench coat and boots over a black ballistic bodysuit with a holstered 9mm silenced pistol; he also carries a folding-stock AK-47. Gregor Melenkov is a former member of the Russian GRU who betrayed the agency to sell weapons to the Russian Mafia. During a plot to steal nuclear material from a secret Russian weapon's laboratory, he was struck by an experimental radiation weapon and blasted into a vat containing a legendary nuclear catalyst chemical codenamed "Red Mercury." The substance reacted with his irradiated cells to transform him into a "human bomb" capable of manifesting and hurling explosive balls of fire, but left his face and hands badly scarred. Gregor named himself after the substance that created him, and became a freelance international terrorist and merc-for-hire. He has a ruthless contempt for all governments and laws. Contacted by the Philosopher King and offered a substantial salary, he willingly agreed to join the Overmen.

**Safe House:** None; lives out of a bus station, a van, and airport lockers.



## ABSOLUTE ZERO

Cyborg Bruiser (2nd level)

**Str** 11 (0)    **Int** 10 (0)    **Wis** 8 (-1)  
**Dex** 34 (+11)    **Con** 14 (+1)    **Cha** 15 (+1)

**Class Abilities:** Acrobatic.

**Gifts:** Super Star.

**Powers:** Cold Aura, Electrical Shock, Life Support, Super Dexterity, Super Speed, Webbing. **Features:** Doesn't Eat or Drink, Light Armor, Resist Cold.

**Limits:** Inhuman, Vulnerable to Heat.

**Issues:** Bad Press, Wanted.

**Equipment:** None.

**AC** 26. **HP** 23. **EP** 8. Light armor has **DR** 2.

Absolute Zero is Nina Waters, an ambitious 19 year old figure skating star whose stellar career was torpedoed after she assaulted a rival skater who had just beaten her out for the Olympic team. Mercilessly mocked at her trial by the tabloid press during her trial as “an ice cold bitch,” Nina managed to reduce her prison sentence by volunteering to take part in a medical experiment. This was a liquid cryogenic hibernation process intended for future NASA astronauts, but used techno-organic alien machinery salvaged from the life support core of a crashed UFO. However, it had only been tested on mice, and when it senses the existence of a higher intelligence, the “machine” revealed it was actually a sentient “cryo-mek” robot, and offered a partnership, in return for helping them both escape. Nina accepted, and it merged with her body, giving her powers over cold and turning her nervous system into a low temperature superconductor that stored energy and allowed her to move lightning-fast A cybernetic “second skin” now covers half her body with silver-blue machinery that radiates constant cold; icicles dripping from her hair, the ability to spit a cryogenic superfluid that freezes people in place (her webbing). However, the alien tech integrated her body is now something she can't live without which

“men in black” from the Pentagon want back! Hunted by the government who want to dissect her and forced to survive as a criminal, she was convinced by Philosopher King and Coppersmith her only hope was to overthrow the existing order.

**Safe House:** Abandoned ice cream factory closed for health violations.



### OAKHEART

Supernatural Bruiser (3rd level)

**Str** 12/Str 48 (+10/+2d)      **Int** 10 (0)

**Wis** 12 (0)

**Dex** 11 (0)      **Con** 13 (+1)/39 (+13)      **Cha** 13 (+1)

**Gifts:** Paragon, 1 Gadget point.

**Powers** (when transformed): Superior Size, Superior Super Constitution, Super Strength. Features: Gas Protection, Light Armor, Sensory Protection. Limits: Transforming, Inhuman (when transformed), Vulnerable to Heat (when transformed).

**Gadget:** Magic amber amulet (Worn: Mind Shield).

**Issues:** Wanted.

**Equipment:** None.

**HP** 38 (77 when transformed). **EP** 9, **AC** 15.

Owen Fisher was just a big guy who grew up in a trailer park. His mom gave all their spare cash to televangelists, and he grew up resenting religion. He worked in construction and logging, found a girl to get engaged to, and saved up, bought a few acres of old growth forest to build a honeymoon cabin in the woods. Unfortunately, he took his chainsaw to the wrong tree. It was inhabited by Darkflower, last of the American dryads. Angry at losing a limb, the spirit cursed Owen, transforming him into a were-tree and binding her into his service as her protector. After seven years slavery, Owen was released, even given an amber amulet as a keepsake, but wandering naked out of the woods, he was arrested for vagrancy and indecent exposure. In jail,

he learnt his girlfriend had married another guy The stress triggered a transformation: he could still turn into a tree-man! When the cops opened fire at the “monster” they saw growing out of a jail cell, he smashed his way free and fled Online rumors of a cryptid “tree-man” in the woods led the Overmen to find and recruit him. If the world could not accept him, they’d be *made* to do so!

**Safe House:** Cabin in the woods on cheap scrub land outside city limits.



### WALKURE

Supernatural Bruiser (4th level)

**Str** 18 (+3)    **Int** 10 (0)    **Wis** 16 (+2)

**Dex** 15 (+2)    **Con** 13 (+1)    **Cha** 13 (+1)

**Class Abilities:** Weapon Wielder.

**Gifts:** Two gadget points.

**Powers:** Life Drain, Regeneration, Superior Summon Servitor (zombies), True Sight.

**Features:** +2 Dex, +2 Str, Immortality.

**Limits:** Outsider, Vulnerable to Cold.

**Issues:** Enemy (Nazi-hunters).

**Gadgets:** Rune-sword (Super Striker).

**Equipment:** Leather jacket; motorcycle; dagger.

**HP 45. EP 9. AC 14.**

In 1942 Nazi archeologists associated with the occultic Thule society found a beautiful blond teenager frozen in a block of ice in a cave beneath an ancient Norwegian glacier. They managed to thaw her out and bring her back to life, naming her Ishild. She proved to have no memory but she had strange powers over life and death. Some leaders of the Nazi SS believed she was a real Valkyrie, and they gave her this as the codename. She briefly served as one of Himmler’s bodyguards, only to vanish in the closing days of the war and later turn up in Argentina with Nazi renegade Volksgeist, escaping after his first defeat. Over the years she found her body did not age, and she lent her mystical power and love of violence to many dark causes. Walkure wields a magic runesword with a silver skull pommel (an artifact found by the Nazis for her) and

wears a black cloak marked with a silver double lightning bolt rune and a female version of the black Nazi SS uniform. Her hair is worn in long blond braids. Walkure is uneasy around Absolute Zero: she spent many years frozen in a block of ice and has a phobia about being frozen again...

The servitors she can raise (up to three each time she uses the power) 1d3 zombies: for statistics, see Guardians (p. 91).

**Safe House:** Luxury apartment filled with Nazi memorabilia and Wagner records.



### PHILOSOPHER KING

Robot Bruiser Henchman (3rd level)

**Str** 24 (+6/+1d)    **Int** 10 (0)    **Wis** 10 (0)

**Dex** 12 (0)    **Con** 10 (0)    **Cha** 10 (0)

**Gifts:** Hacker.

**Powers:** Armor, Force Field, Lightning x2, Super Strength. Features: Super Vision.

**Limits:** Depowered by Immersion in Water, Vulnerable to Electricity.

**Issues:** Super Strength.

**Equipment:** None.

**HP** 13. **EP** 8. **AC** 17 (19 when force field up).

Philosopher King is the money-man behind the Overmen, a slightly overweight young man in his 30s who wears a mask, wire-rim glasses, and a business suit. His identity is secret but Copperjacket has investigated him and discovered his “real” name is Rob Wattsman and he is a 32-year old tech-industry multi-millionaire, a foreign immigrant who invented the (a successful phone app) and then sold it for \$20 million. He has an enthusiasm for supporting radical causes.

What the Overmen don't realize is Philosopher King is a fake. He was replaced two years ago by a sophisticated android duplicate created by TekLord. This robot contacted Copperjacket and funded the Overmen. If Philosopher King is injured and reduced to half HP or less its machine parts will become obvious under his skin. At this point it will stop

pretending to be human and use its full strength to fight back as a robot: it is programmed to eliminate any foe who discovers its machine nature. If reduced to 0 HP or less it will give off sparks, repeat itself, and shut down.

### **Grimwood Building**

Located downtown, it's a gleaming 50-story glass and steel skyscraper, surrounded by a starkly beautiful rock garden. The logo of Grimwood Industries - a black tree on a silver oval - is emblazoned outside. It consists of office space and laboratories employing some 800 people.

For security robots and internal gun turrets, see *Guardians* p. 89. For security guard stats use SWAT Officer stats, but those on the low-secure levels have no armor and carry 9mm pistols.

### **The Lobby**

The first floor is the main lobby, open to the public. It bustling with visitors and employees by day, watched over from a half-dozen security guards and a dozen receptionists. Decor includes a marble floor and a wall of exotic fish tanks. Access up is provided by four elevators and a flight of stairs. The elevators are voice-controlled. There's a 50% chance by day or 10% chance at night that someone is using the elevator when the doors open.

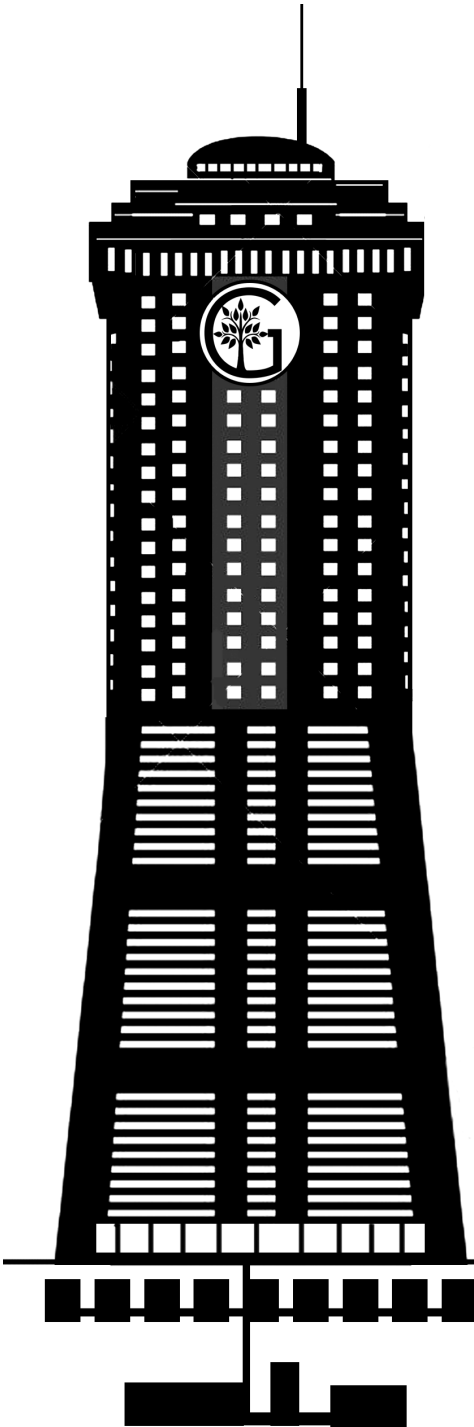
### **Basement**

The basement contains the parking garage and a backup diesel power plant (watched by four security guards) and maintenance and recharging areas for the cleaning and security robots.

### **Floors 2-49**

**Showrooms:** the second and third floor contains showrooms for demonstrating new products such as the company's latest house-cleaning robots, smart phones, augmented reality glasses, and prototype self-driving electric cars. Visitors are often invited here and security is light.

**Floors 4-30** are the personnel, sales, and marketing departments. Security is light and they are filled with offices,



Penthouse

Floors 41-49  
Industrial  
Heavy Security

Floors 31-40  
Laboratories  
Heavy Security

Floors 4-30  
Personnel  
Light Security

Floors 2-3  
Showrooms  
Lobby

Basement Garage

Secret Laboratory

cubicals, and the occasional washroom and cafeteria.

**Floors 31 to 40** are assigned to the laboratories of the consumer robotics division. Security is high due to industrial espionage and the elevators and fire escape doors require a voiceprint or retinal scan ID check before opening, with a security station (two men) at each floor lobby.

**Floors 41 to 49** are offices of the heavy industrial products division, with similar security systems.

**Floor 50** is the personal penthouse of Marcus Grimwood, the president.

**Encounters:** Outside the lobby, for every minute spent by the PCs prowling about there is a 3 in 6 by day or 1 in 6 by night chance of encountering someone. The same applies if entering a room such as an office or washroom.

Roll 1d6 on the first 30 floors or 1d10 on floor 31+ up.

1,2	office worker or secretary
3	senior manager, lawyer, or executive
4	vacuum cleaner robot (harmless)
5	2 security guards.
6-7	1 scientists or technician in white lab coats
8	2 security guards
9-10	Security robot on patrol

## **The Penthouse - 50th floor**

Airtight and fire, gas and germ-proof. Nuclear-biological-chemical filters are on all air-conditioning ducts. All windows have armored bulletproof glass (DR 10) and alarms.

1. Elevator Bank: Elevator bank (4 elevators) up to landing pad and down to 49th floor.
2. Fire Escape: Stairs lead down to lower floors and up to the helicopter pad TV camera monitors the stairs and always feeds into the Security Operations room.
3. Security Center: This room's window gives a view of the elevator, and a guard will anyone entering the floor. It is manned around the clock, with four trusted security guards and one security robot. It handles security throughout the building, monitoring cameras, smoke detectors, alarms and defenses and controlling doors, sprinklers, and elevators.
4. Detention Block: Two cells for holding any prisoners detained by Security with barred doors and TV cameras.
5. Supply Closet. Holds cleaning supplies for the robots.
6. Teleconference Room: A large room with wood panels and a single long conference table. There's also a scale model of the city on one table. "Just like the one the Overmen had." "Yes, but this city has not been destroyed...") On the walls are portraits of former company presidents, all resembling Marcus: past members of the Grimwood family, his parents and grand parents and great grandparents, dating back to the 1920s.
7. Washroom for security guards.
8. Marcus Grimwood's Office: The walls of the corner office are huge picture windows, looking down on the city below. By day Grimwood is usually busy here (1-3) or in his super-laboratory (4-6). He's seated behind a heavy desk; his secretary Doris also is here if he is.
9. Grimwood's Bedroom. A comfortable bedroom with a

large 4-poster vibrating water bed, stuffed chair, reading lamps, and walls decorated with book shelves packed includes numerous technical works on engineering and science, and a complete bound set of 1930s-era pulp sci-fi magazines. The walls are adorned with pop-art paintings drawn from the covers of 1930s-era Pulp SF magazines - robots, men and women with ray guns, bug eyed monsters, rockets. There's a huge walk-in closet with stylish wardrobe.

10. Master Bathroom. A luxurious bathroom in stark black and white tile, with large shower, platinum fixtures, a giant hot tub, and a sensor-equipped robot toilet.
11. Guest Bedroom: A less-luxurious version of the master bedroom decorated with 1950s monster sci-fi movie kitsch.
12. Private Elevator to Underground Lab: An express elevator runs directly down 52 floors to a secret underground sublevel complex 100 feet beneath the parking basement garage.

## **Grimwood Personal Laboratory**

The underground lab is secret - nobody but Grimwood and Doris know of its existence, for it was excavated by robots from the old Grimwood family vault. The only way to reach it is direct high-speed private elevator from the 50th floor.

### **U1. Atrium**

The elevators (to 12) open into space with a solid platinum sculpture of two superheroes, TekLord and Dragonclaw, standing back to back in heroic poses. It's protected by a phalanx of four security robots and an internal gun turret built into the roof.

### **U2. Super-Manufacturing Complex**

Ceiling-mounted robotic arms fitted with snapping grippers, precision machine tools, and laser welders are taking objects from bins of spare parts and materials and assembling them into devices. Given proper programming and the right raw materials, it is capable of making, repairing or modifying

most manufactured goods. A new cousin of the Philosopher King and Doris is taking shape, with a partially-assembled mechanical skeleton.

### **U3. Medical Lab**

A room filled with cloning tanks, automated medical equipment, and genetic engineering equipment. Cell samples from various villains defeated by TekLord are kept here.

### **U4. Training Room**

A room with armored walls and holographic projectors. Marcus stays in shape training against his robots.

### **U5. Power Plant**

This is a large circular chamber lit by red floodlights, containing a triangle of huge spheres, each about 15 feet across. The spheres are attached to numerous pipes, conduits and consoles festooned with stickers like DANGER: HIGH VOLTAGE.

### **U6. Wine Cellar**

500 bottles of expensive vintages, including bottles of Screaming Eagle Cabernet 1992 and Chavel-Blanc 1947.

### **U7. Auxiliary Control Room**

A room filled with chairs, consoles and view screens. This large chamber is packed wall-to-wall with computers, with a central swivel chair consoles facing them. This can remotely control the entire office building and override all the robots, cannon, doors, etc. Big armored glass window overlooks Phobos Device in U8.

## U8. Phobos Device

This device harnesses the power of fear. It is a huge “Kirby-Tech” machine with two giant power columns that hum with pulsing energies, dozens of snaking conduits and power cables, transparent columns filled with bubbling red coolant liquids, and giant central globe with a clamshell-like opening in which a woman is suspended, within the device. Dozens of



electrodes connect her body to the power units and pierce her spine. Her eyes are wide open but rolled back so only the whites are visible, her face mouth open in a rictus of pain or pleasure. Above her a giant screen flickers with a nightmarish kaleidoscope of images of a hundred thousand personal nightmares for she is feeding upon the fear of a city.

## DORIS - ROBOT SECRETARY & BODYGUARD

Has the same statistics as Philosopher King, but looks like a pretty blond secretary.

## MARCUS GRIMWOOD (EX-TEKLORD)

Human Gadgeteer (5th level)

**Str** 11 (0)      **Int** 18 (+3)      **Wis** 11 (0)

**Dex** 13 (+1)      **Con** 12 (0)      **Cha** 14 (+1)

**Gifts:** Entrepreneur, 1 Gadget Point, Henchmen x2, Headquarters, Paragon, Rich.

**Class Abilities:** 8 gadget points.

**Powers:** None.

**Gadgets:** Tek-Helmet (Mind Shield; features: Gas Protection, Heightened Hearing, Radio, Sensory Protection, Super Vision, Water Breathing, 6 EP, also +1 AC); Force Field Belt (Superior Force Field, 6 EP), Proton Pistol (Superior Lightning, 6 EP), Jet

Pack (Flight, 6 EP).

**Issues:** Dependency (megalomaniac workaholic); Duty (family business).

**Equipment:** Spandex bodysuit worn under clothes; on the job his blasters and fold-up helmet are in a quick-access briefcase he carries (one round to change) and his belt is worn under his clothes.

**HP 32. EP 7. AC 13** (17 when force field up). **DR 15** when force field is up.

Marcus owns Grimwood Industries, a firm with a long history of work in fields such as micro-electronics, robotics, and aerospace technology. The first was founded in the 1920s by his great-great parents as early radio manufacturers. He is the brains behind the operation; his full biography is covered at the beginning of the adventure. He is six feet tall with handsome features, piercing gray eyes, perfectly groomed hair, and expensive Savile Row tailored suits. He's usually in his office or his secret laboratory. If Philosopher King wasn't destroyed, he'll be with him.



## **PROFESSOR PHOBOS (“SCREAM QUEEN”)**

Mutant Power Wielder (6th level)

**Str** 10 (0)    **Int** 13 (+1)    **Wis** 13 (+1)

**Dex** 10 (0)    **Con** 10 (0)    **Cha** 15 (+2)

**Gifts:** Two Gadget Points (fear-inducing items held by the authorities); Medical Background.

**Powers:** Superior Mind Shield; True Sight; Ultimate Fear Eater (powers Ultimate Energy Blast and Ultimate Force Field).  
**Features:** +2 Charisma, +2 Wisdom.

**Issues:** Bad Press, Enemy (TekLord).

**Equipment:** None.

**HP 32. EP 15. AC 10** (up to 16 if Ultimate Force Field can be created).

**DR** up to 20 with Ultimate Force Field.

Dr. Lisa Penrose alias Professor Phobos has the power to transform fear into energy (see below). However, she's

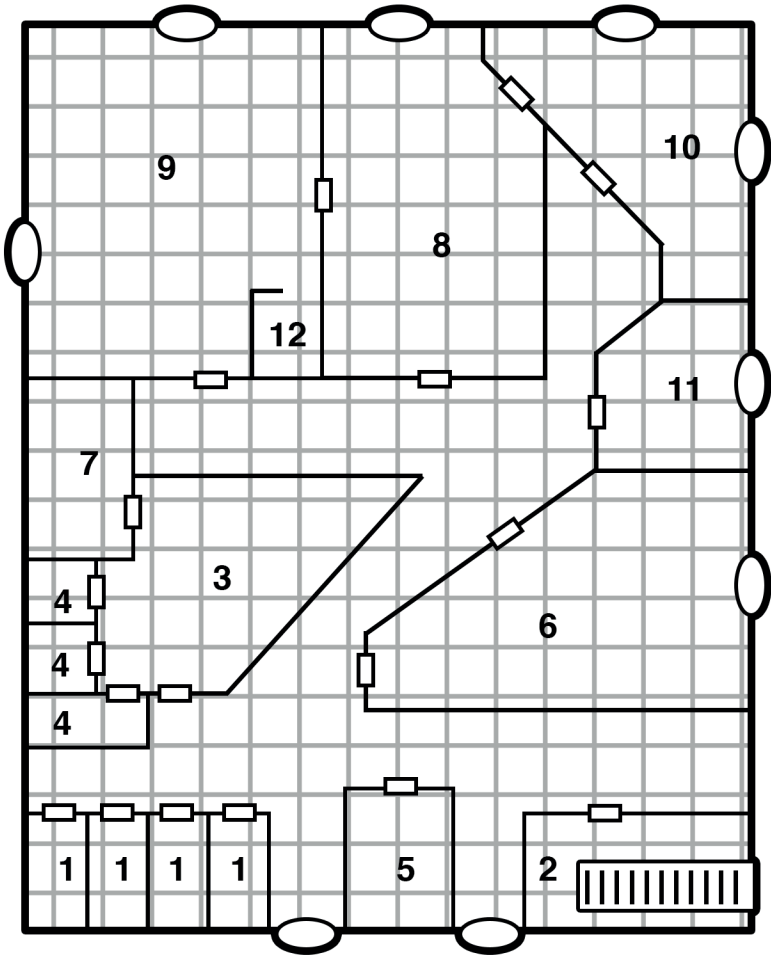
now stuck in TekLord's machine, experiencing mingled pain and ecstasy as her power is taken out of her control and transformed into energy for his reactor. It is slowly killing her (she'll lose 1 HP a day and can't heal while in it) but TekLord has told her he plans to clone her and make numerous daughters from her cells, each of which will be placed in its own reactor when the technology "goes global." She feels a sick satisfaction at how her past deeds have corrupted his soul. She is a sadistic addict but also a clever manipulator. If she can, she'll try and portray herself as a "reformed character" trapped by a madman, but it's all a lie. However, she's now trapped.

She's wearing a skintight white swimsuit (see description) while within the Phobos Machine's power conversion unit; her former costume was a black leather outfit and demon mask. As Professor Phobos she experimented with various gadgets she stole or purchased such as drugs or psionic rays to induced fear in unwilling victims (Emotion Projection or Illusion power), but they were captured when she arrested and she has none of these with her. If she escapes, she'll want them back! Despite her youthful good looks and blond pony tail giving her something of a movie star appearance, she really hates the name **Scream Queen**.

## **NEW POWER Emotion Eater (P)**

This is the ability to power up from the presence of strong, intense emotions, usually something like either love, fear, hate, or joy (pick one when power is designed, e.g., Fear Energy Absorption). If that powerful emotion is experienced by one or more other persons (besides the character themselves) within the power's area of effect (starts at 100 ft. radius), then the character will gain one power at Superior level whose type must be specified when the power is created, and may not include Emotion Eater. For example, a character might have Fear Eater (powers Force Blast and Force Field). Gained power levels can improve existing powers, up to the usual level-based limits. Superior Emotion Eater has the same effect, but if at least 30 people in a 300 ft. radius are all experiencing the emotion, the two powers become Superior. Ultimate Emotion Eater has the same effect as the prior level, but if at least 100 people within 1,000 ft. radius are feeling that primal emotion, the two powers become Ultimate. People with Mind Shields or computer brains don't count toward the total of individuals. The effects only last as long as the emotions are experienced, then the power fades away one round later.

# Grimwood's Penthouse Map

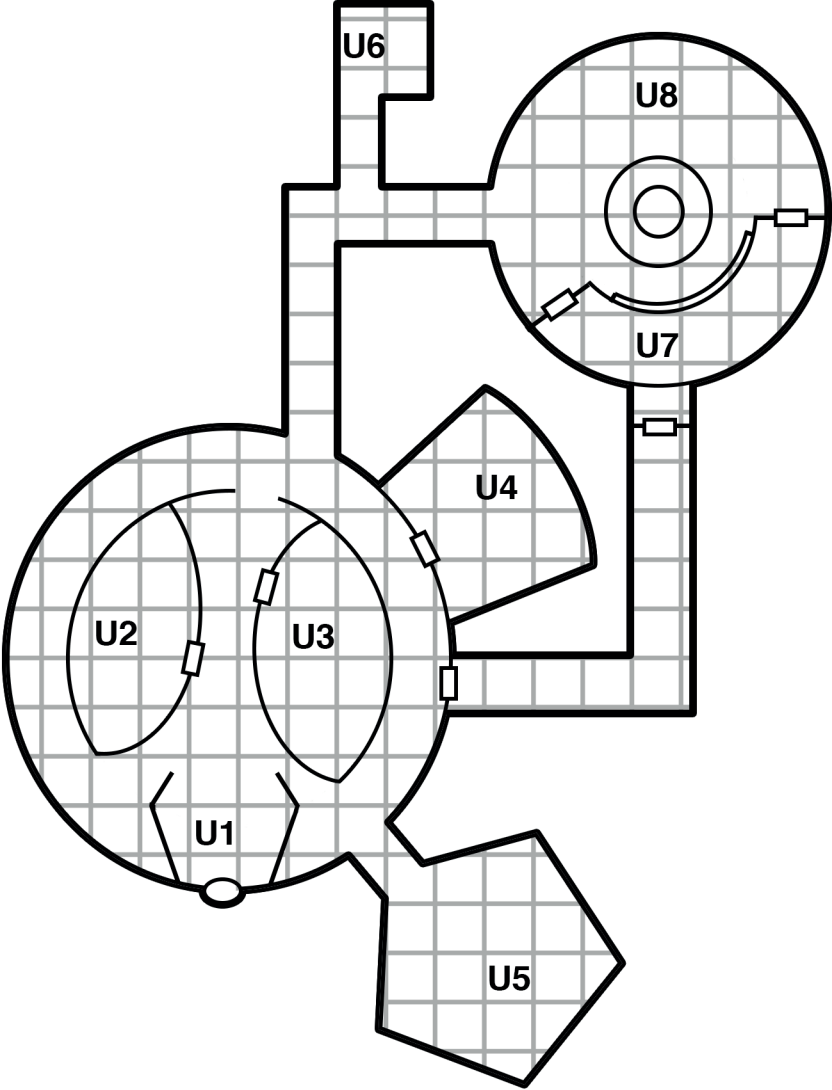


□ Door

○ Window

□ = 10'

# Grimwood's Secret Laboratory Map



# NOTES



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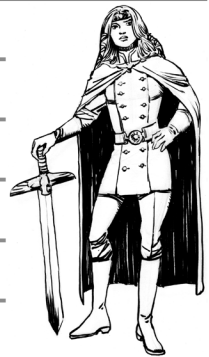
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# NOTES



# NOTES



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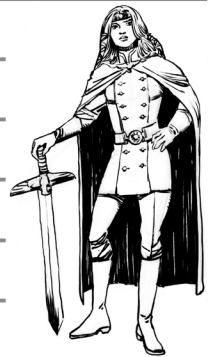
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# NOTES



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## **Anxiety. Fear. Terror.**

Marcus Grimwood, once known as the Teklord until he retired from superhero duties, was a genius super inventor from a family of wealthy industrialists. After tragically losing his partner, and the failure of his brilliant inventions to be accepted by the public, he concocted a scheme to create the ultimate power source. Grimwood did not realize that in his grief and frustration, he had gone stark raving mad...

The adventure takes place over several days as Grimwood unfolds his master plan to “harness the power of fear” and perform the final calibration of his Phobos Device.

A **Guardians** superhero adventure for levels 1-3  
10 super-powered NPC's  
New super power  
Multiple Maps