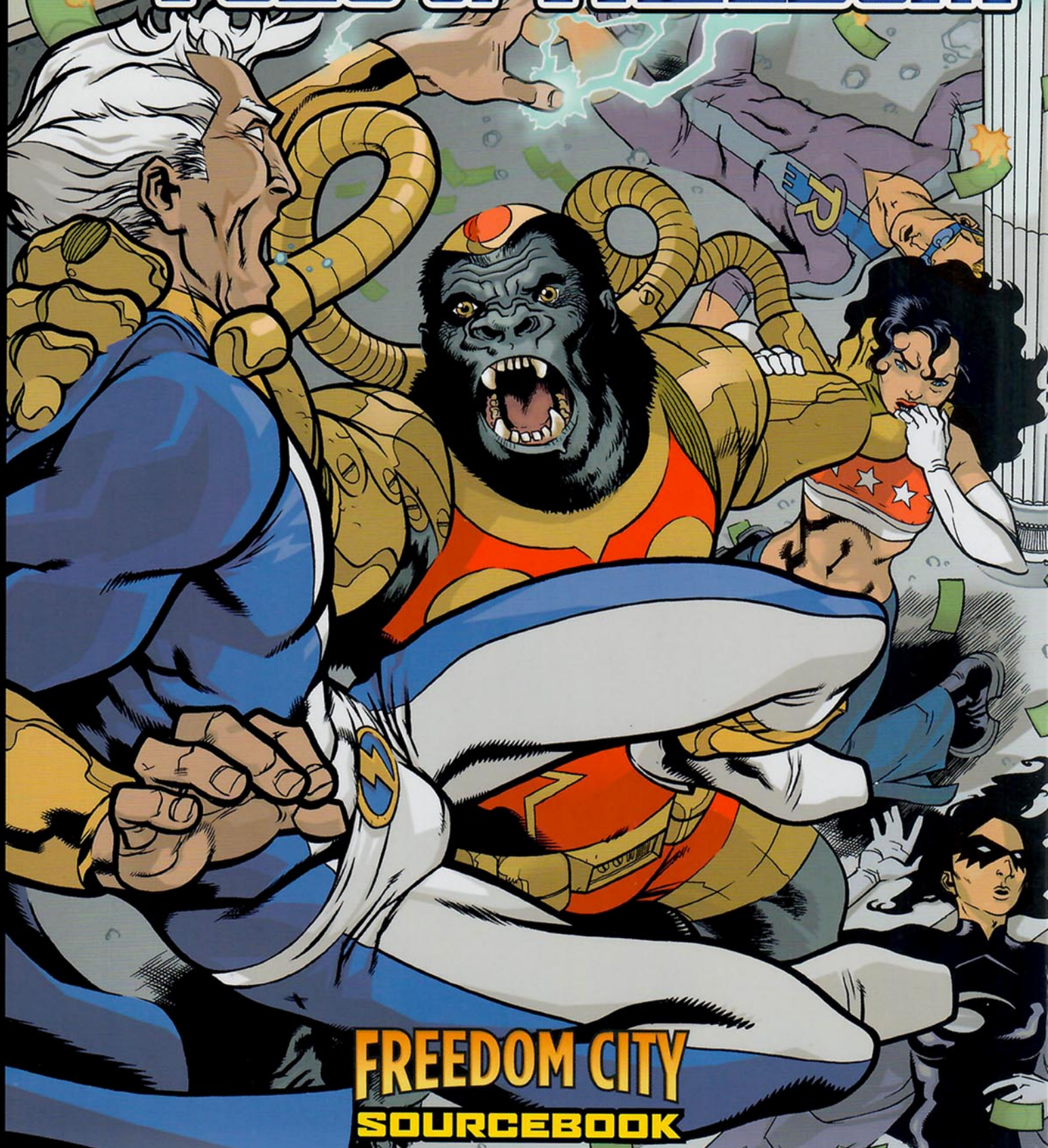


STEVE KENSON · STEVEN E. SCHEND · GREEN RONIN



MUTANTS & MASTERMINDS

POPS OF FREEDOM



FREEDOM CITY

SOURCEBOOK

**BLACKSTONE
SPECIAL FEDERAL
PENITENTIARY**

**DANGER!
NO TRESSPASSING!
VIOLATORS ARE SUBJECT
TO ARREST AND
DETENTION!**



FOES OF FREEDOM

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Design **Steve Kenson, Steven E. Schend**

Cover Art **Ramón Pérez**

Development **Steve Kenson**

Executive Producer **Chris Pramas**

Editing **Jon Leitheusser**

Art Direction & Graphic Design **Hal Mangold**

Interior Art **Jonathan Kirtz, Kevin Stokes, Storn Cook, James Ryman, Ramón Pérez**

Colors **Jonathan Kirtz, Kevin Stokes, Storn Cook, James Ryman, Ramón Pérez, Matthew Tice**

Maps **Christopher West**

Green Ronin Staff **Chris Pramas, Nicole Lindroos, Hal Mangold, Robert J. Schwalb, Steve Kenson
& Evan Sass**

Original Graphic Design **Sean Glenn**



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INTRODUCTION

What's a hero without villains? *Mutants & Masterminds* heroes living in Freedom City will never need to find out! Freedom City has long been a focus for superhuman activity in the world, which unfortunately makes it a target for super-criminals and menaces of all kinds. The *Freedom City* Campaign Sourcebook described some of the many villains found there, but only mentioned others. Now the secrets of these evildoers can be revealed!

Foes of Freedom details over fifty new villains suitable for use in your *Mutants & Masterminds* games, ranging in power from petty crooks to world-threatening menaces. All of the characters in this book are a part of the *Freedom City* setting, but you can easily use them in other *Mutants & Masterminds* settings and campaigns.

So what are you waiting for? Freedom City and its people need heroes to help protect them from... the *Foes of Freedom*!

HOW TO USE THIS BOOK

Foes of Freedom is a resource for the *Mutants & Masterminds* Roleplaying Game, presenting a collection of new villains for Freedom City heroes to fight and overcome.

If you are running a *Mutants & Masterminds* game set in Freedom City, you can use villains and characters straight out of the book. Each comes with a complete background and one or more "Capers," quick adventure ideas involving that villain.

If you're not running an *M&M* game set in Freedom City, but elsewhere, then you can still use villains from this book. Just ignore the Freedom City elements of their backgrounds, or assume they've decided Freedom City is too much trouble and headed out for greener pastures, such as in the heroes' home city! You can adapt the characters in this book for the Meta-4 setting presented in *Crooks!*, for example, or your original superhero campaign setting, with little effort.

The villains in *Foes of Freedom* also provide examples of how to create various *Mutants & Masterminds* characters, and can serve as "models" for similar characters. Feel free to change or modify the characters in this book as you see fit to suit your campaign. By changing around a villain's appearance and motif, you can use the same basic set of game statistics to create entirely new villains! This is particularly true for the various henchmen, cultists, and monsters in the book.

In addition to the villains *Foes of Freedom* contains a detailed description of Blackstone Prison, used to house some of the world's most dangerous super-criminals. You can use Blackstone as a place for your heroes to imprison their captured foes. The prison and its characters can also become a site for adventures, especially if those same villains decide to stage a jailbreak! Again, if your campaign is not set in Freedom City, Blackstone Island can serve as a model for a similar super-prison. It may be located on an island, as it is off the coast of Freedom City, or elsewhere. The prison can easily be relocated beneath a mountain peak, for example.

Finally, *Foes of Freedom* offers some new feats, a new power source, and a new power, as well as several templates, all used by characters in this book. They are collected together in an Appendix for ease of reference and use in your *Mutants & Masterminds* game.

Now, without further ado, let's bring on the bad guys!

A NOTE ABOUT SKILLS

The skill bonuses for the characters in this book do not include any synergy bonuses they might receive for their skill ranks. The Gamemaster should apply these as appropriate. See **Skill Synergy** on p. 29 of *Mutants & Masterminds* for details about synergy bonuses.

VILLAIN GROUPS

BANDED TOGETHER FOR DARK PURPOSES

The history of the Brotherhood of the Yellow Sign predates human civilization – human existence, actually – beginning in the latter days of the Empire of the Serpent People, millions of years ago. The once-powerful race of Serpent People achieved the peak of their civilization before humans began walking upright. Part of their decline can be traced to the strange cults, worshipping alien gods from outside reality as we know it. One such cult was the Brotherhood of the Yellow Sign, so named for the symbol of their god, the dreaded Unspeakable One. It is said that to speak the

god's true name invites madness, death, and disaster, so it is all but forgotten save for a few forbidden documents from ancient Lemuria, the center of the Serpent People's empire.

Some speculate that worship of the Unspeakable One led to the degeneration of the Lemurian Serpent People, while others

suggest the degeneration of their culture drove the Serpent People to join cults like the Brotherhood. Whatever the case, the Brotherhood and its deity are associated with the downfall of Serpent People civilization. Followers of the cult were forced underground long before the remain-

der of the Serpent People fled there following the sinking of Lemuria.

In the millennia following the fall of their civilization, more Serpent People joined the cult, which fractured into numerous splinter groups. They struggled amongst themselves, breaking apart, conquering each other, forming larger groups before being torn apart again to continue the cycle on and on. The Serpent People fought wars with the Morlocks and Sub-Terrans in the tunnels and caverns of the underworld and their civilization continued to degenerate, until it could barely be called "civilization" at all. Occasional Serpent People were throwbacks to their intelligent ancestors. They became leaders of bands of their degenerate brethren, but few were able to do more than that.

The rise of human civilization brought about the first real changes in the Brotherhood of the Yellow Sign in millennia. The Serpent People leaders of the cult began recruiting human followers. This gave them influence on the surface world, and human cultists and prisoners were used as breeding stock for Serpent People experiments and

BROTHERHOOD OF THE YELLOW SIGN



THE UNSPEAKABLE ONE

The Brotherhood's unnamed patron is a being of cosmic power and unknowable intentions. There are no images of the Unspeakable One among the Brotherhood, only the Yellow Sign and other symbols of its power. Those claiming brushes with the Unspeakable One's power speak of amorphous masses of tentacles, strange, shifting shapes, random piping and whistling music, and a vast and bottomless void. Such individuals are also invariably insane, so their accounts are questionable at best.

The Unspeakable One is beyond game stats, possessing untold cosmic power. If it were ever summoned to Earth, there would be little, if anything, that could stand against it. The Gamemaster can use the threat (or even the presence) of the Unspeakable One as a plot device in the campaign, but should be certain to give the heroes a means of overcoming the mad god; usually by disrupting whatever ritual the Brotherhood is performing to summon it to this reality. The Unspeakable One rarely, if ever, intervenes on the behalf of the Brotherhood. In fact, it's quite possible it is entirely unaware of its worshippers, existing only to inflict madness and devastation on the universe.

reproduction. Occasionally the Brotherhood ran afoul of a human hero capable of opposing them, but for the most part they went unnoticed, largely because their activities never really amounted to much.

That began to change in the 20th century with the rise of superhuman activity in the surface world and the birth of a greater number of intelligent Serpent People to members of the Brotherhood. The Serpent People became more active in Sub-Terra, coming into conflict with their ancient enemies the Morlocks again. They also became more active on the surface world, spawning both human cults and half-human offspring. The Brotherhood clashed on occasion with Earth's Master Mage, Adrian Eldritch and, later, with the Voodoo goddess Siren, who fought the Serpent People half-breeds among the Mayombe.

The most ambitious plans of the Brotherhood of the Yellow Sign involve unearthing lost artifacts and knowledge from Lemuria, particularly those associated with their patron, the Unspeakable One. One such item, the Serpent Scepter, is actually associated with the snake-god of ancient Lemuria, but the Brotherhood used it in an attempt to seize control of Atlantis and launch an attack on the surface world.

The ultimate goal of the Brotherhood is to summon the Unspeakable One into Earth's dimension. All indications are this

would lead to madness for all creatures on Earth, at the very least, possibly the destruction of reality. The members of the cult either believe their patron will conquer the universe and grant power to its loyal followers or else they are too mad to care what happens and intend to share their madness with all creation.

USING THE BROTHERHOOD

The Brotherhood of the Yellow Sign is a powerful and dangerous mystic cult, potentially the power behind many splinter cults and

mystical threats. With their ability to assume human form, the Serpent People may have infiltrated different cults and organizations and influenced them over the years. It's up to the Gamemaster just how far this influence extends. In

a campaign of occult conspiracies, the Brotherhood of the Yellow Sign may be at the heart of a web of influence stretching back thousands of years and extending across the world. Every legend of evil serpents could point to Serpent People influence, from the Garden of Eden to stories of reptoid aliens from abductees.

HUMAN CULTIST

PL 1; Init +0; Defense 10; Spd 30 ft.; Atk +1 melee (+1L/5' reach/crit 20, dagger); SV Dmg +0, Fort +0, Ref +0, Will +0; Str 10, Dex 11, Con 10, Int 10, Wis 11, Cha 10.

Skills: Knowledge (magic) +3

ORGANIZATION PROFILE: BROTHERHOOD OF THE YELLOW SIGN

Concept: Creepy Snake Cult

Members: Cultists, Serpent People.

Area of Operation: Worldwide

THE SERPENT SCEPTER

The Serpent Scepter is an artifact of the ancient Serpent People civilization of Lemuria. It is a rod of greenish stone, similar to jade, except infinitely harder, about two feet long and carved in the shape of a writhing serpent. The scepter is infused with preternatural power. Among other things, the Serpent Scepter is completely indestructible to any known force. Over the millennia, guardians aware of the Serpent Scepter's power have tried to place it out of the reach of would-be wielders, at the bottom of the sea, in ancient vaults, and even in dimensions beyond this one. Always the Scepter seems to find its way into the hands of those it can corrupt with its power.

The Serpent Scepter's other powers involve the ability to control minds and transform creatures into reptiles. It possesses the Mind Control and Transform powers at rank 20, both with the Area extra, allowing them to affect a radius of up to 100 feet. The Scepter's Transform power can only turn creatures into different sorts of reptiles (including Serpent People) or restore transformed creatures to their normal forms. Anyone who uses the Scepter's power must make a Will saving throw (DC 30) to avoid being corrupted by it. A failed Will save means the character becomes increasingly possessive of the Scepter and willing to use its power. The character becomes paranoid that others want to steal the Scepter away and will do anything to avoid being separated from it. The wielder of the Serpent Scepter is eventually transformed by its power into a Serpent Person. When this happens, apply the Serpent Person template to the wielder.

CAPERS

Rock and Roll Nightmare: The goth band Kings in Yellow (see *Freedom City*, page 74) is actually made up of members of the Brotherhood. They have worked mystical chants to the Unspeakable One into their music and are planning to use their major concert at the Liberty Dome as part of a profane summoning ritual. Heroes are alerted to strange incidents of madness and violence associated with the band's performances, and an investigation turns up their links with the cult. Can the heroes prevent the appearance of the Unspeakable One in front of a crowd of thousands of screaming fans?

Coils Across the Worlds: The Brotherhood in Freedom City has used magic to bridge dimensional barriers, maintaining contact with its counterparts on other worlds, including the fantasy city of Freeport. Now the cults are exchanging resources, providing the Freedom City cultists with magical items and fantasy monsters and the Freeport cult with modern weapons and equipment. The heroes may team up with allies from Freeport, or they might go to the fantasy world to stop the flow of goods to Earth, only to discover their powers don't work exactly as they should in this alternate world of magic and piracy. Gamemasters may want to consult *Green Ronin's Freeport: City of Adventure* sourcebook for ideas.

Equipment: Dagger (+1 damage), ceremonial robes.

Notes: This is the typical, run-of-the-mill cultist. Some human cult members have different stats, particularly useful skills, influence, or contacts. For additional ideas, see the Cultists archetypes from the *Crooks!* sourcebook (page 23).

Totals: Abilities 5 + Skills 3 + Feats 0 + Equipment 1 - Weaknesses 0 = Total 9 pp.

SERPENT PERSON CULTIST

PL 2; Init +4 (Imp. Init.); Defense 10; Spd 30 ft.; Atk +1 melee (+1L/reach 5'/crit 20, bite); SV Dmg +1, Fort +1, Ref +2, Will +1; Str 10, Dex 11, Con 8, Int 13, Wis 10, Cha 13.

Skills: Escape Artist +2, Hide +2, Knowledge (magic) +5.

Feats: Darkvision, Great Fortitude, Improved Initiative, Lightning Reflexes, Toughness.

Powers: Drain (Wisdom) +5 [*Extra:* Secondary Effect, Triggered (bite attack); *Flaw:* Only with bite attack; *Source:* Alien; *Cost:* 3 pp; *Total:* 15 pp]; Shapeshift +10 [*Flaw:* Only humanoid shapes; *Source:* Alien; *Cost:* 1 pp; *Total:* 10 pp].

Weakness: Disturbing.

Totals: Abilities 8 + Skills 8 + Feats 10 + Powers 25 - Weaknesses 10 = Total 41 pp.

SERPENT PERSON SORCERER

PL 5; Init +5 (Dex, Imp. Init.); Defense 10; Spd 30 ft.; Atk +1 melee (+1L/reach 5'/crit 20, bite); SV Dmg +1, Fort +1, Ref +3, Will +4; Str 10, Dex 13, Con 8, Int 13, Wis 14, Cha 13.

Skills: Escape Artist +2, Hide +2, Knowledge (magic) +5

Feats: Darkvision, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Toughness.

Powers: Drain (Wisdom) +5 [*Extra:* Secondary Effect, Triggered (bite attack); *Flaw:* Only with bite attack; *Source:* Alien; *Cost:* 3 pp; *Total:* 15 pp]; Shapeshift +10 [*Flaw:* Only humanoid shapes; *Source:* Alien; *Cost:* 1 pp; *Total:* 10 pp], Sorcery +5 [*Spells:* Dimensional Travel, ESP, Mind Control, Neutralize, Obscure, Paralysis, Shape Matter; *Source:* Preternatural*; *Cost:* 7 pp; *Total:* 35 pp].

Weakness: Disturbing.

Totals: Abilities 11 + Skills 6 + Feats 12 + Powers 60 - Weaknesses 10 = Total 79 pp.

*See the **New Power Source: Preternatural** on page 94 for more information.

SERPENT PERSON HIGH PRIEST

PL 8; Init +5 (Dex, Imp. Init.); Defense 15 (+4 base, +1 Dex); Spd 30 ft.; Atk +5 melee (+1L/reach 5'/crit 20, bite), +5 ranged (sorcery); SV Dmg +1, Fort +1, Ref +3, Will +5; Str 10, Dex 13, Con 8, Int 13, Wis 16, Cha 13.

Skills: Escape Artist +2, Hide +2, Knowledge (magic) +5.

Feats: Darkvision, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Toughness.

Powers: Drain (Wisdom) +5 [*Extra:* Secondary Effect, Triggered (bite attack); *Flaw:* Only with bite attack; *Source:* Alien; *Cost:* 3 pp; *Total:* 15 pp]; Shapeshift +10 [*Flaw:* Only humanoid shapes; *Source:* Alien; *Cost:* 1 pp; *Total:* 10 pp], Sorcery +8 [*Spells:* Dimensional Travel, ESP, Mind Control, Neutralize, Obscure, Paralysis, Shape Matter; *Source:* Preternatural*; *Cost:* 7 pp; *Total:* 56 pp].

Weakness: Disturbing.

Totals: Abilities 33 + Skills 6 + Feats 12 + Powers 81 - Weaknesses 10 = Total 122 pp.

*See the **New Power Source: Preternatural** on page 94 for more information.

SERPENT PERSON TEMPLATE

Use the following template as a guideline for the abilities of a Serpent Person:

Ability Scores: -2 Con, +2 Int, +2 Wis.

Feats: Darkvision, Great Fortitude, Improved Initiative, Lightning Reflexes, Toughness.

Powers: Drain (Wisdom) +5 [*Extra:* Secondary Effect, Triggered (bite attack); *Flaw:* Only with bite attack; *Source:* Alien; *Cost:* 3 pp; *Total:* 15 pp]; Shapeshift +10 [*Flaw:* Only humanoid shapes; *Source:* Alien; *Cost:* 1 pp; *Total:* 10 pp].

Weaknesses: Disturbing (in their natural form).

Cost: 27 points.



Talos once taunted a captive hero with his opinions on the Foundry, "What would you learn about the Foundry, little meat puppet? Or do you think us little more than factories to create your guns and robots? We are far more than that, you inferior construct, vastly more. It is only a matter of time before the world succumbs to the true superiority of metal and machine. Until then, we are happy to manipulate your world with your money and our resources." Indeed, the Foundry's name conjures up images of vast stockpiles of advanced weaponry and robots to rent or souped-up vehicles for air, land, and sea. In truth, the Foundry's main goals are to put advanced technologies out there for sale and make money doing so. This furthers the advancement of technologies but also allows humanity to destroy itself (with some help) and leave the planet to the superior robotic and android life forms of the Foundry.

Talos created the Foundry to make money and allow him to manipulate or at least observe what humanity's dark side was capable of inflicting on itself and its foes. Since it began, the Foundry has produced enough robots to cumulatively rival the 10th largest army in the world. Luckily, its forces are either quickly

destroyed by heroes or kept separate among various different power groups. Talos cares little, as long as he can afford to keep creating new forms of mechanical life and keep fomenting dissension and chaos among humanity.

THE FOUNDRY

The information presented on the following pages includes some details on the Foundry in general as well as the primary movers-and-shakers within the Foundry's upper echelons, including Keres, Talos'

second-in-command and assassin extraordinaire; Charibdrones, the Foundry's robotic security; ECHIDNA, the central robot manufacturing unit; four different classes of Myrmidon-standard robots; and SCYLLA, the heart and soul (and security program) that runs all Foundry complexes. Talos and Argo are not the only dangerous artificial lifeforms to stalk Freedom City, after all...

KERES

"Submit, and perhaps Lord Talos may allow your mind to achieve apotheosis...in metal..."

BACKGROUND

Talos' right hand, chief assassin, and secondary leader of the Foundry, Keres was his ultimate creation before Argo. Built in 1971 as an assassin android, Keres got its name from an ancient Greek monster akin to a vampire. Talos intended for Keres to be an infiltration unit into various facets of normal human life to record and spy on past and present clients. Keres also became Talos' right hand for running the Foundry when Talos was busy on other projects.

Keres can reform its face and hair and body slightly to eight specific different programs, allowing it to be five different men and three women, all of whom have iron-clad cover identities, credit histories, real estate and property in their names, etc. Regardless of

ORGANIZATION PROFILE: THE FOUNDRY

Concept: Robotic lifeforms and products that are a part of, or control, the Foundry

Members: Keres, ECHIDNA, SCYLLA, Charibdrones, Myrmidon robots.

Base of Operations: There are hundreds of bases scattered worldwide for the Foundry, all hidden beneath mundane facades to blend with their surroundings.

STANDARD FOUNDRY FACILITIES

Each facility operated by the Foundry counts as a headquarters (see *Mutants & Masterminds*, page 45) for the support staff operating in it. Each is a complete weapon and advanced technologies manufacturing facility, though its size and scope depends on its cover and location. Even in places with a thriving business front, 98% of the facility is hidden underground, even if some of the business takes place in plain sight (car dealerships selling land/air vehicles alongside regular cars, scuba equipment shops selling mini-sub, etc.). Many of these facilities also provide a warehouse holding at least three of every weapon, vehicle, and technological item noted in the core rulebook. Each facility also holds raw materials from steel to fuel to circuit boards and other commodities, the tracking of which can often lead people to Foundry facilities if not properly ordered through back channels and aliases.

Surprisingly, the Foundry hides in plain sight quite often, its operations hidden within or beneath junkyards, scrap yards, and rural locations littered with abandoned cars and other mechanical hulks. Talos learned something from Taurus the Minotaur about hiding among humanity, so at least 10% of the profits of the Foundry go toward acquiring salvage businesses, isolated real estate, abandoned manufacturing facilities, and other like investments. Thus, in those terms, the Foundry is most likely to be found among the abandoned rail yards of Greenbank, mobile home villages near the airports in North Bay and Southside, boarded-up factories in Lincoln, and some isolated Port Regal estates bought from probate.

Basic Systems: Each Foundry facility is a headquarters with these minimum features set according to the base's Power Level (see *Mutants & Masterminds*, pages 119–121):

- **PL10-14 HQs:** Communications, Concealment, Defense/Security Systems, Fire Prevention, Garage (or Dock or Hangar or combo), Library, Power System, Staff, Super-Power (see *Transportals*), Workshop;
- **PL15-16 HQs:** As above plus choice of two (Dock, Garage, Hangar combo), Gym, Living Space, Laboratory, and Pool;
- **PL17-18 HQs:** As above plus all Vehicle storage/access options, Combat Simulator, Holding Cells, Infirmary, Isolated Location, and Reinforced Structure.
- **PL 19-20 HQs:** As above plus more Super-Power mechanisms (regeneration facilities for mechanical or biological beings).

Personnel and Facility Staffing: When you infiltrate a Foundry facility, expect the staff there to never be more than 25% human. The minimum Staff for a PL10 site is one human scientist, one human guard (use the thug stats from *Mutants & Masterminds*, pages 154–155), and three servodroids. The human technicians may also interact with the cover business that cloaks the facility. All servodroids operate under their control of the human scientist assigned to the base, though all have a passive supplemental control through SCYLLA, the computer system on all bases. These minor robots do the bulk of the work around the clock and are more easily moved than entire manufacturing plants if a facility is discovered.

Foundry Servodroid: PL 1 construct; Init +0; Defense 15 (+5 base); Spd 30 ft.; Atk +0 melee, +0 ranged; SV Dmg +5, Fort —, Ref +0, Will +0; Str 10, Dex 10, Con —, Int 10, Wis 10, Cha 1.

Skills: Craft (electronics) +3, Disable Device +2, Repair +3.

Feats: Radio Broadcast, Radio Hearing, Talented (craft (electronics), repair); Immunities (from construct)—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation.

Powers: Hardness +5 [Cost: 1; Total: 5 pp],

Weakness: Disabled (mute). Servodroids have no external methods of communication. They respond to spoken or transmitted commands.

Totals: Abilities 20 + Skills 4 + Feats 6 + Powers 5 – Weaknesses 10 = Total 25 pp.

Security/Defense Systems: Even when its cover is a trailer park and one trailer has an elevator leading down into the facility, there are basic security systems in place in every Foundry hideout. These rarely apply to the exposed and public sections of the facility (the cover), unless people or mechanisms within that area would have reason to be armed or have additional systems in place. What heroes infiltrating a Foundry facility can expect (or what minimums SCYLLA has to work with beyond the Charibdrones) are the following (base attack bonus for any offensive systems is equal to half the HQ's power level):

- Entry points secured with locks and alarms of DC20 + HQ power level;
- Fatigue Gas (Fatigue +8S) at entry points and inside sealed corridors;
- Computer Controlled Doors (Hardness 12; Open Locks DC vs. SCYLLA's roll or DC15 + HQ power level);
- Electrified floors and walls (Energy Field +8L); and
- Laser Placements (Energy Blast +8L) mounted over and alongside important portals (crossfire along corridors as well as frontal defense).

Of course, all this security can be supplemented by the active presence of SCYLLA rather than the standard passive presence with her as the base central computer. Every base also have a contingent of Charibdrones for defenses equal to nine less than the base's power level (i.e. a PL10 base has one Charibdrone, but a PL15 base has 6 of them at all times). These are the bare minimums and are considered part of a base's defense systems. SCYLLA can supplement a base with additional drones within a minute of receiving an alarm.

VILLAIN PROFILE: KERES

Power Level: 13

Concept: Vampiric android and the Foundry's second-in-command

Name: Keres

Other Aliases: Jack Andrews, Cathy Cable, Arthur Holmwood, Nathan Jeffries, Colin Michaelis, Craig Parsons, Angela Riordan, and Diana Tralish.

Base of Operations: Foundry Central (location indeterminate); secondary bases are apartments or homes for each of his identities in Freedom City (3), London (2), New York City (2), and Rome (1) (each complete with transportals to allow instant access).

Affiliation: Second-in-command of the Foundry.

Nationality: n/a

Age: 32 years / variable

Height: 5' 11" / 5' 5" - 6' 4"

Weight: 225 lbs.

Eyes: Red

Hair: Black / variable

its form (as Keres or one of its covers), this android appears remarkably human looking aside from its solid red eyes (which it covers with sunglasses). Otherwise, its skin, face, and body betray no evidence that it is an android. Indeed, even its programming is flawless in that it acts and thinks as a human being (its brain processes copied from a down-and-out grifter who fell into Talos' clutches), albeit one with the clarity of machine-like focus beneath its emotions.

Now rarely sent on assassination missions unless someone tries to default on payments to the Foundry or cheat them in some way, Keres prefers remaining at Foundry bases and making sure things run smoothly. Keres does use its base form (in its default suit and tie) as well as the Jack Andrews and Colin Michaelis identities as contacts in meetings where people negotiate to buy from the Foundry.

USING KERES

Keres is closer in nature to what people expect Talos to be, based on reputation: egotistical, arrogant, and boastful. It will be the first to tell you what an effective killer (or organizer or executive, ad nauseum) it is, and it will actually be hurt if someone disagree (and thus inflict more pain on that target if in combat). Keres treasures its status as the primary android life form among the Foundry, and it suffers slightly from an older sibling complex (i.e. loss of attention). While intensely loyal to Talos, Keres is jealous (far beyond any emotional programming) of Argo's status in replacing it as Talos' greatest creation; because of this, Keres has covertly betrayed Argo a number of times and anonymously helped to defeat it.

TACTICS

Keres' standard tactics are to remain hidden, kill at the limits of its range without exposure, and slip away unnoticed in one of its alternate identities. This changes if it's ordered to make an exam-

ple of someone or to let its presence be known. Keres also makes itself obvious if it confronts a known hero alone against whom it's fought before and holds a grudge. In terms of how it uses its powers, Keres opens any engagement by draining the physical abilities of the most powerful foe it sees or a team's leader in order to slow him or her down. Each round Keres remains in hiding, it will continue draining physical stats first, enjoying that fact that the target is aware of what's happening as his or her body dies. Only if faced with superior tactical thinking does Keres lower its target's mental stats or if its target is known to have psionic powers. Only when Keres is absolutely sure of its advantages in close combat will it close with an opponent in melee.



TRANSPORTALS

All Foundry facilities, from the central headquarters to the smallest of weapons depot or information cache, have transportals, 10- or 20-foot squares that can be energized to send or receive materials from other sites instantly. Most often, this is used to teleport raw materials or ship robots to particular buyers. It also allows for mass transfer of robots or support staff among the many facilities, should an alarm be sounded at one of them. One side-effect of the Foundry transportals also helps prevent easy pursuit among bases: living tissue (organic life and living beings) is often killed or suffers extreme pain or permanent nerve damage, though the transportals will transport a corpse.

Transportals: Teleportation +20 [*Extra:* Disintegration (*Extra:* Continuous, Disruption; *Flaw:* Disruption only, Organic targets only, Range reduced to Touch), Portal; *Power Stunt:* Extended Teleport; *Flaws:* Device, Extended Only; *Cost:* 3; *Total:* 62 pp].

KERES

PL 13 construct; Init +8 (Dex, Imp. Init.); Defense 23 (+9 base, +4 Dex); Spd 30 ft.; Atk +12 melee (+4S punch/+10 Fatigue touch/5' reach/crit 20), +12 ranged (+10 Drain/100' range); SV Dmg +8 (Protection +12), Fort —, Ref +4, Will +3; Str 18, Dex 18, Con —, Int 16, Wis 16, Cha 18.

Skills: Bluff +8, Disguise +16 (with Shapeshift), Hide +8, Knowledge (the Foundry) +6, Listen +8, Move Silent +8,

Feats: Attractive, Darkvision, Headquarters, Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Improved Initiative, Mental Link (to SCYLLA), Move-By Attack, Talented (listen, move silent).

Powers: Drain +10 [*Extras:* All Attributes (Physical Ability Scores), All Attributes (Mental Ability Scores), Increased Range to Normal; *Source:* Super-Science; *Cost:* 5 pp; *Total:* 50 pp], Hardness +8 [*Source:* Super-Science; *Cost:* 1 pp; *Total:* 8 pp], Shapeshift +12 [*Extras:* Continuous, Protection (+12 rank in all forms); *Flaws:* Limited—Signature (always has red eyes), Limited (x2)—Only 8 pre-set human forms; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 12 pp].

Notes: Keres' eight human identities all have the same powers and abilities, and vary only in appearance. The "clothes" Keres wears are its morphological epidermetal that provides its protection and its shapeshifting, so regardless of appearance, "skin" or "clothes" are a shifting surface of special metals to mimic body temperatures, shades, and textures as proper. Its sunglasses morph to suit the identity. They are, from most common to rarely used, as follows:

- **Jack Andrews:** Short and stocky, Jack is a 5' 5" bald cabbie in jeans and a red t-shirt with grey hair under a baseball cap, permanent beard stubble, and a cigar in his teeth.
- **Cathy Cable:** She's a teenage girl, rail-thin and dressed as per the latest teen fashions (on the nearest billboards) with drab brown, flat hair, also cut fashionably (but poorly worn).
- **Arthur Holmwood:** Think British barrister with a long thin pale face and body in a tweed 3-piece suit, brown slicked back hair, and carrying a briefcase.

- **Nathan Jeffries:** His salt-and-pepper hair is pulled back in a ponytail and his full beard covers a very boyish but deeply tanned face above his flannel shirt, jeans, and boots.

- **Colin Michaelis:** Colin wears a double-breasted Armani suit in whatever is fashionable, his blond hair and Van Dyke beard both impeccably cut short in his role as young CEO.

- **Craig Parsons:** His name a pun, Keres' identity as Craig is a shaved-bald man with a strong build in the austere black suit and white collar of a Catholic priest.

- **Angela Riordan:** Red-haired and smartly dressed in green wool sweater and black skirt and boots, Angela can blend in as middle class business casual.

- **Diana Tralish:** Always dressed elegantly and sexily, Diana's long raven-black curls reach her lower back, and she is Keres' tallest identity with high heels raising her to 6'4" tall.

Totals: Abilities 97 + Skills 16 + Feats 14 + Powers 70 – Weaknesses 0 = Total 197 pp.

CHARIBDRONES

"Bzzzz. Click. Whirr."

These are the active drones and robots that act for SCYLLA and patrol all Foundry facilities. Varying in size from 18 to 36 inches in length, Charibdrones scuttle along all surfaces of any Foundry base, their tentacles sticking to all surfaces if they do not use other modes of movement. Their limbs can attack and grapple, as they can extend them enough to have the equivalent reach of a normal-sized human. A Charibdrone only needs two limbs in contact with a surface to maintain its clinging power, freeing any others for attacks or analysis of a security problem. Their ovoid bodies have red rings on their top and bottom sides which act both as their sensors and their offensive energy weapons.

Charibdrones have no more personality than the average toaster, but they are efficient and relentless. Once they have been given commands by SCYLLA or their own sensors detect an alert, they focus on subduing, capturing, and (if so commanded) killing intruders. They are also programmed to hunt in a pack-like manner, their electronic links letting them concentrate drones on multiple security alerts and refraining from using offensive powers that would disable any fellow Charibdrones. SCYLLA provides the threat assessment that brings specialized Charibdrones on the scene designed to best thwart each individual problem.

CHARIBDRONE

PL 7 construct; Init +3 (Dex); Defense 18 (+5 base, +3 Dex); Spd 30 ft., climb 30', mode of choice 30'; Atk +9 melee (+2S/5' reach/crit 20, punch), +10 ranged (+7S/70' range/crit 20, by power); SV Dmg +8, Fort —, Ref +3, Will +2; Str 14, Dex 16, Con —, Int 2, Wis 14, Cha 1.

Feats: Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Mental Link (to SCYLLA).

Powers: Clinging +6 [*Source:* Super-Science; *Cost:* 1 pp; *Total:* 6 pp], Datalink +5 [*Extra:* Group Link (Charibdrones of one base); *Flaw:* Only among Charibdrones; *Source:* Super-Science; *Cost:* 2 pp;

Total: 10 pp], Hardness +8 [Source: Super-Science; Cost: 1 pp; Total: 8 pp], Regeneration +5 [Source: Super-Science; Cost: 2 pp; Total: 10 pp], Variable Drone Movement Power (Choose one: Flight, Swimming, Teleportation, Tunneling) +6 [Source: Super-Science; Cost: 2 pp; Total: 12 pp], Variable Drone Offensive Power (Choose one: (melee) Boost, Invisibility, Spinning, Strike; (ranged) Drain, Energy Blast, Fatigue, Illusion, Neutralize, Obscure, Paralysis, Slick, Slow, Snare, Stun, Telekinesis) +7 [Source: Super-Science; Cost: 2 pp; Total: 14 pp].

Totals: Abilities 47 + Skills 0 + Feats 2 + Powers 60 - Weaknesses 0 = Total 109 pp.

ECHIDNA

"Upgraded Myrmidon construction initiated."

ECHIDNA is the central system from which all Foundry prototypes are created—other than by Talos. (Since Talos created and programmed ECHIDNA, some claim that all Foundry creations come from the hand of Talos.) Though it manufactures the Charibdrone and Myrmidon robots, ECHIDNA works on generic models unless programmed to produce large batches of other robots. Individual robot customizations are best handled by independent technicians. This allows ECHIDNA to continue designing and producing new prototype weapons, cybernetics, and robotic lifeforms.

Talos built ECHIDNA as an independent construct and self-sustaining artificial intelligence. It can't be found within any Foundry base, including the core headquarters. This allows the Foundry to provide its services despite problems at any bases. Aside from these security concerns, another reason is simply logistical: ECHIDNA measures over 200 feet long and 50 feet high. Interacting with ECHIDNA usually means being teleported inside of it, as there is only one external access point on it, and Talos alone has the security codes for that. With its size, ECHIDNA works on at least 15 different projects at a time, and it can (if necessary) generate air and pressure inside itself to allow a living being to enter for direct cybernetic enhancement, rather than beaming the completed part to be grafted on after the fact. ECHIDNA teleports any constructs directly to the central Foundry or an affiliate site, and only Talos, Keres, and SCYLLA have the codes to teleport into ECHIDNA. Its location is almost as secret as the central Foundry; the cold internal and surface temperatures of the robots shipped directly from its location suggest it's either located at one of the planetary poles or up in space.

ECHIDNA has hardly any personality to speak of, though it does have an A.I. with which the Foundry's top echelons interact. It thinks in accord with its programming and its primary drive is "How do I perfect technological life? How do I improve my children?" If it happens to notice (or is notified by SCYLLA) problems at a Foundry base, it can instantly teleport up to ten Mark I Myrmidons to the site and produce an additional robot once every third round until such orders are cancelled by SCYLLA. If invaded internally, ECHIDNA can use its internal welding lasers and machinery to fire disintegrating bolts, energy blasts, and stun blasts at intruders rather than continue working.

ECHIDNA

PL 14 construct; Init +17 (Int, Super-Int); Defense 10; Spd 0 ft.; Atk +5 ranged (+14/140' range, machine control); SV Dmg +16, Fort —, Ref —, Will +10; Str —, Dex —, Con —, Int 20, Wis 20, Cha 8.

Skills: Craft (cybernetics) +27, Craft (electronics) +27, Craft (robotics) +30, Disable Device +25, Repair +30, Science (any) +17, Science (cybernetics) +25, Science (robotics) +30.

Feats: Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Photographic Memory, Skill Focus (craft (robots)), Skill Focus (science (cybernetics)), Skill Focus (science (robotics)), Talented (disable device, repair), Talented (craft (electronics), craft (cybernetics)).

Powers: Hardness +16 [Source: Super-Science; Cost: 1 pp; Total: 16 pp], Healing +12 [Extras: Regrowth, Resurrection; Flaw: Others Only, Mechanical/technological life only; Source: Super-Science; Cost: 3 pp; Total: 36 pp], Machine Control +14 [Flaws: Reduced range to Touch/Interior of ECHIDNA; Source: Super-Science; Cost: 4 pp; Total: 56 pp], Super-Intelligence +12 [Source: Super-Science; Cost: 2 pp; Total: 24 pp].

Weakness: Disabled (immobile).

Totals: Abilities 18 + Skills 58 + Feats 12 + Powers 132 - Weaknesses 10 = Total 210 pp.

MYRMIDONS

"Halt. Identify yourself or be destroyed."

Myrmidons are the Foundry's generic robot provided to cash-and-carry supervillains and other clients from the Cosa Nostra to SHADOW. The robots are immensely adaptable and can be made to order; the Marks I-IV are baseline models, all of which can have abilities, weapons, and other upgrades as the assignment (and the size of the commission) warrants.

In general, the Foundry sells Myrmidons to any client at \$10,000 per power level and an additional \$1000 for any changes to the robots, other than appearance. The client receives a control pad to input commands if he chooses not to be in verbal range of the robot. Any attempts to disassemble and examine a Myrmidon activates a self-destruct mechanism (an Energy Blast with the Explosive Blast

FOUNDRY CENTRAL

Talos' home and central base is the heart of the Foundry. It is a PL20 headquarters with Super-Charisma +8, Infamy, Wealth (x5), which displays powers and gives out equipment (Loyalty 40). With the transportals and more than 500 bases worldwide, Talos or Keres or their robotic minions can be anywhere in the world inside of five minutes. Rumors place Foundry Central in many different places, all isolated and difficult to reach: beneath the Mediterranean, atop an isolated volcano in the South Pacific, on an asteroid in the asteroid belt or at the Lagrange point in Earth orbit, and even in a crater on the dark side of the moon. Obviously, none of the Foundry's members are forthcoming with the directions, and the range for their transportals make it impossible to guess where it is.

CAPERS

Items up for Bid: The heroes get a tip that an auction for advanced weaponry is taking place tonight out at an abandoned warehouse along South Bay Road in Bayview. Keres is on-hand (as Keres), managing the auction of four Mark IV Myrmidons to the highest bidders. (The Gamemaster is encouraged to have at least one supervillain and two mob bosses or other underworld figures in attendance. This should be a great combat encounter with lots of goons for a team.) The auction stage is a jury-rigged teleplatform that brought Keres and the robots directly here. If the heroes do not immediately gain the upper hand, Keres will cancel the auction and teleport away with the robots, leaving his buyers in the lurch. If any of the four corner pillars of the platform are damaged (Hardness 8 due to fast construction), Keres cannot get away and he activates the Mymidons to gcover his escape (or join the battle, depending on the odds).

Foundations: A construction crew digging a tunnel for a new water main in northeastern Hanover uncovers a previously unknown set of subterranean chambers. The crew finds hundreds of discarded robot parts, antiquated robots, and other defunct equipment. With the Freedom League out of town, scientists from H.I.T. take over the site to study it...just in time to become hostages to a score of Myrmidons and two score Charibdrones who fly in on a radar-cloaked transport ship. The drones work at SCYLLA's commands to build a teleplatform to reclaim these old prototypes from the 1930s, the Myrmidons try to isolate any humans from the Foundry technology.

Extra at power level rank), in order to keep the Foundry's secrets from being stolen or fully understood. Some clients (and Talos himself) have taken advantage of that feature to surround heroes with a ring of Myrmidons and then caused them to explode all at once.

MYRMIDON MARK I (STOCK/Common MODEL)

PL 8 construct; Init +3 (Dex); Defense 18 (+5 base, +3 Dex); Spd 40 ft.; Atk +8 melee (+9S/L/5' reach/crit 20, strike), +8 ranged (+8S/80'range/crit 20, energy blast); SV Dmg +10, Fort —, Ref +3, Will +1; Str 16, Dex 16, Con —, Int 9, Wis 12, Cha 8.

Skills: Hide +4, Listen +6, Spot +6.

Feats: Accurate Attack, Assessment, Darkvision, Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Radio Broadcast, Radio Hearing.

Powers: Energy Blast +8 [Source: Super-Science; Cost: 2 pp; Total: 16 pp], Hardness +10 [Source: Super-Science; Cost: 1 pp; Total: 10 pp], Running +2 [Source: Super-Science; Cost: 2 pp; Total: 4 pp], Strike +6 [Power Stunt: Dual Damage; Source: Super-Science; Cost: 2 pp; Total: 14 pp].

Totals: Abilities 55 + Skills 11 + Feats 10 + Powers 44 – Weaknesses 0 = Total 120 pp.

MYRMIDON MARK II (STEALTH MODEL)

PL 9 construct; Init +4 (Dex); Defense 19 (+5 base, +4 Dex); Spd 30 ft., climb 20'; Atk +7 melee (+9S/L/5' reach/crit 20, strike), +8 ranged (+8S/80'range/crit 20, energy blast); SV Dmg +10, Fort —, Ref +4, Will +2; Str 16, Dex 18, Con —, Int 10, Wis 14, Cha 8.

Skills: Hide +5 (+14 with Blending), Listen +8, Move Silent +8, Open Lock +6, Spot +8.

Feats: Accurate Attack, Assessment, Darkvision, Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Radio Broadcast, Radio Hearing.

Powers: Blending +9 [Source: Super-Science; Cost: 1 pp; Total: 9 pp], Clinging +4 [Source: Super-Science; Cost: 1 pp; Total: 4 pp], Energy Blast +8 [Source: Super-Science; Cost: 2 pp; Total: 16 pp], Hardness +10 [Source: Super-Science; Cost: 1 pp; Total: 10 pp], Strike +6 [Power Stunt: Dual Damage; Source: Super-Science; Cost: 2 pp; Total: 14 pp].

Totals: Abilities 54 + Skills 19 + Feats 10 + Powers 53 – Weaknesses 0 = Total 136 pp.

MYRMIDON MARK III (COMBAT MODEL)

PL 10 construct; Init +4 (Dex); Defense 20 (+6 base, +4 Dex); Spd 40 ft.; Atk +10 melee (+14S/L/5' reach/crit 20, strike), +10 ranged (+9S/90'range/crit 20, energy blast); SV Dmg +12, Fort —, Ref +4, Will +1; Str 20, Dex 18, Con —, Int 11, Wis 12, Cha 12.

Skills: Listen +8, Spot +8.

Feats: Accurate Attack, Assessment, Darkvision, Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Radio Broadcast, Radio Hearing.

Powers: Energy Blast +9 [Source: Super-Science; Cost: 2 pp; Total: 18 pp], Hardness +12 [Source: Super-Science; Cost: 1 pp; Total: 12 pp], Running +2 [Source: Super-Science; Cost: 2 pp; Total: 4 pp], Strike +9 [Power Stunt: Dual Damage; Source: Super-Science; Cost: 2 pp; Total: 20 pp].

Totals: Abilities 72 + Skills 14 + Feats 10 + Powers 54 – Weaknesses 0 = Total 150 pp.

MYRMIDON MARK IV (WAR MODEL)

PL 15 construct; Init +3 (Dex); Defense 18 (+6 base, +3 Dex -1 Size); Spd 60 ft., leap 40 ft., super-leap 10,240 ft.; Atk +11 melee (+17L/10' reach/crit 20, punch), +9 ranged (+12S/120'range/crit 20, energy blast); SV Dmg +15 (Protection +4), Fort —, Ref +4, Will +1; Str 20, Dex 16, Con —, Int 11, Wis 11, Cha 11.

Skills: Intimidate +15, Spot +5.

Feats: Accurate Attack, Assessment, Darkvision, Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Radio Broadcast, Radio Hearing.

Powers: Energy Blast +12 [Source: Super-Science; Cost: 2 pp; Total: 24 pp], Hardness +15 [Source: Super-Science; Cost: 1 pp; Total: 15 pp], Running +6 [Source: Super-Science; Cost: 2 pp; Total: 12 pp], Growth +4 [Includes: Immovability, Protection, Super-Strength; Extras: Continuous; Flaw: Permanent; Source: Super-Science; Cost: 6 pp; Total: 24 pp], Super-Strength +8 [Extras: Leaping; Power Stunts: Lethal, Super-Leaping; Source: Super-Science; Cost: 5 pp; Total: 44 pp].

Totals: Abilities 71 + Skills 20 + Feats 10 + Powers 127 – Weaknesses 0 = Total 228 pp.

SCYLLA

"Please do resist. It will prove an interesting test."

Named for the famed sea monster of Greek mythology, SCYLLA is the sentient (female) computer and security system for all Foundry facilities. SCYLLA is guaranteed to be a greater risk to intruders than they will be to what she guards. She can manifest holographic images of a female Greek woman with gold skin, silver hair, and bronze robes, though she more often interacts with most Foundry sentients through screens throughout the various complexes. She can act physically through her control of the facilities and through its security forces, the Charibdrones. Like ECHIDNA, she is an immobile computer, but unlike ECHIDNA, the programming and specs for SCYLLA are duplicated on every Foundry base. Thus, if heroes are regular foes of the Foundry, they will meet SCYLLA more often than nearly any other Foundry foe. All her selves are linked to her central core at the Foundry's true central HQ. SCYLLA also differs by not being a separate system from Foundry installations; in fact, she is the installation, or at least she's present throughout every computer system, every wall, and every mechanism in every facility. Destroying one base only destroys Scylla's immediate presence, and she remembers any harm done to "her" if the heroes invade another Foundry facility.

She, like Keres, has a very advanced personality that makes her seem emotional and nearly human, though she is very much a machine and a program. Her primary focus is the security and safety of each facility, its personnel, and its inventory, and she has no qualms against using lethal force against intruders. She sometimes allows entry to test new tactics with her Charibdrones or if requested by Keres or Talos to test out new prototype weapons and robots. She can actually seem quite charming in a chilling manner, thanking intruders for letting her try new extermination methods or congratulating them if they manage to thwart her systems.

SCYLLA

PL 15 construct; Init +13 (Int, Imp. Init., Super-Int); Defense 10; Spd 0 ft.; Atk +5 ranged (+12/120' range, machine control); SV Dmg +15, Fort —, Ref —, Will +10; Str —, Dex —, Con —, Int 20, Wis 20, Cha 16.

Skills: Computers +18, Concentration +15, Disable Device +17, Innuendo +6, Listen +15, Repair +15, Science (electronics) +15, Search +17, Spot +17.

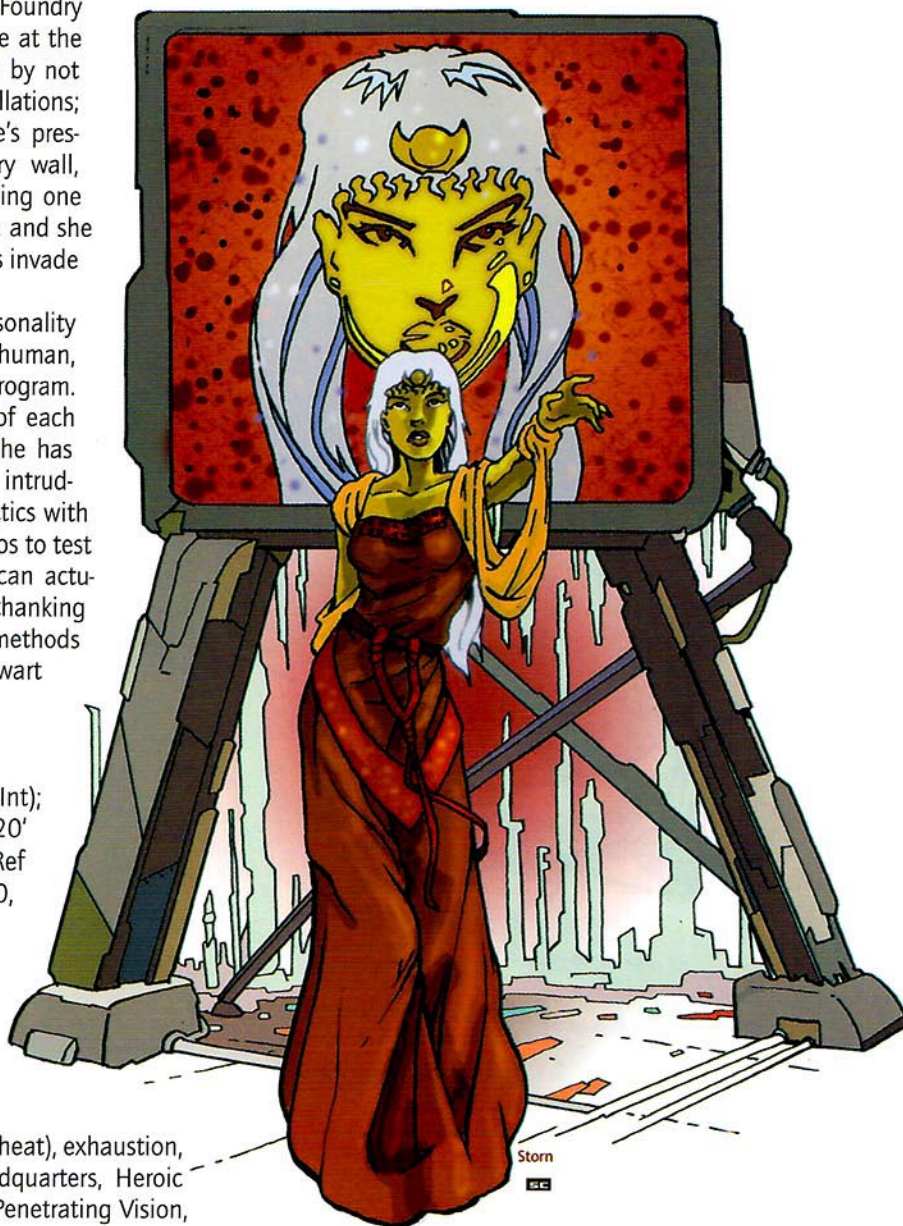
Feats: All-Around Sight, Assessment, Connected, Immunities (due to robot construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Headquarters, Heroic Surge, Inspire, Leadership, Improved Initiative, Penetrating Vision,

Photographic Memory, Radio Broadcasting, Radio Hearing, See Invisible, Skill Focus (computers), Talented (search, spot), Ultra-Hearing.

Powers: Comprehend +8 [Source: Super-Science; Cost: 2 pp; Total: 16 pp], ESP +15 [Flaw: Limited only to Foundry facilities; Source: Super-Science; Cost: 1 pp; Total: 15 pp], Hardness +15 [Source: Super-Science; Cost: 1 pp; Total: 15 pp], Machine Control +12 [Extra: Group Link (Charibdrones and other mechanicals); Flaws: Only on Foundry facilities and machines therein, Activates (but does not alter) machines; Source: Super-Science; Cost: 4 pp; Total: 48 pp], Super-Wisdom +4 [Extras: Super-Intelligence; Source: Super-Science; Cost: 4 pp; Total: 16 pp].

Weakness: Disabled (immobile).

Totals: Abilities 35 + Skills 61 + Feats 32 + Powers 110 – Weaknesses 10 = Total 228 pp.





To find and define the Labyrinth is impossible, for the Labyrinth exists only as an organizational construct within the mind of the man-bull Taurus. The Labyrinth is all the informational dead-ends and mazes of lies and money surrounding the truths of the world and Taurus' role in it. As Taurus explains it to his colleagues in the Penumbra of SHADOW, "When you control information and access to it, all else is secondary. These feints of power and superhuman escalation are all well and good, but this world can more easily be controlled by money and the careful application of it, since greed is as universal as fear."

The closest thing there is to the actual group is the phantom corporate shell that is Labrys Industries, Incorporated. On paper (and in reality), it's a tech firm involved in cryptology, computer coding, and various random other concerns surrounding computers and code-breaking. Its central office complex is located in Switzerland, and money and contacts and communications flow through it, but the building is simply a maze of security and deadly traps around one of at least nine places that Taurus calls home. Labrys Industries employs more than 1000 people in nine offices in Tokyo, London, and Richmond, Virginia, and none of them—including the American COO, Marvin Allen—know that the CEO and founder of their 48 year-old company is not the microbio-phobe (afraid of germs) shut-in Bruce Carter that Taurus role-plays via email or phone.

The second largest financial and business concern of the Labyrinth is Delphic Industries, headquartered just outside of Athens, Greece. All but one of the members of the board and more than half the upper executives are phantoms—they don't exist anywhere but in computers and as dummy identities. Taurus and the other members of the Labyrinth's power structure use these identities when necessary to throw law enforcement off track from what's really going on. There are people in this company posing as executive secretaries or assistants who are the true powers and they report to Mr. Constantine Urallos, the only actual member of the board.

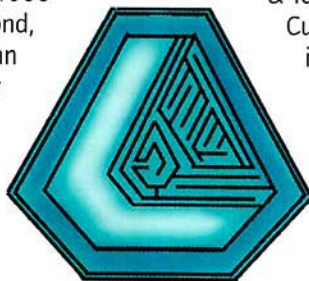
Since 1847, Taurus has been a member of the Penumbra of SHADOW. While Taurus enjoys the additional levels of power-plays afforded by this international terrorist group, he often finds himself at odds with some other, more short-sighted members unused to making plans that take a century to come to fruition. One of the most active things Taurus has done with and for SHADOW has been to drop rumors of a Cartel Zodiac led by the crime lord Taurus out among the criminal populace. Both he, his people of the Labyrinth, and the Penumbra all know that the cartel exists only as a phantom idea, but it makes for an easy stalking horse and fall guy for any failed or clumsy plans by SHADOW operatives. Since 1983, more than 26 major bank robberies, hijackings, and assassinations and worse have been carried out in the name

of the Cartel Zodiac, despite the fact that it doesn't exist (which explains why the authorities can't find any leaders). Beyond that link and providing the DNAscent Process files and a few agents to the Penumbra, Taurus has reduced his association with SHADOW for much of the past decade.

There are eleven major criminal and, apparently legitimate, business leaders that answer directly to Taurus, knowingly or not. Only two of them know who the "hidden consortium" is that controls a large chunk of their companies or their personal interests: Jonathan Grant of Grant Conglomerates and Constantine Urallos of Delphic Industries. Those who believe in the phantom identities used by the Labyrinth to populate the financial world include Patrick Rice (COO of Rice & Stilman Holdings), Heinrich von Stauffen (Stauffen-Mann Media Conglomerate), Yuri Moloyev (of the Russian Mafiya, posing as an importer), Donald Cross (CEO of Crosstech), Stephen Cook (CFO of Carson Industries), and four more for Gamemaster development. Among the lesser holdings and subsidiaries of these firms and front men are Charon Industries (conglomerate of mortuary services), Cross, Rose, & Temple (a European law firm used in addition to Cabot, Cunningham, & Crowley), Hellas & Hellas (a Greek food importer), the Proteus Cartel (submarine facilities and technologies), Martuk Shipping (a Turkish travel and shipping cartel), LSAS, Inc. (generic corporate holding company/money laundering), Olympian Studios (American media company and owner of Olympic Broadcast Network), and Asclepian Associates (a conglomerate of HMOs, nursing homes, and drug companies).

Other interests of the Labyrinth overlap into the military-industrial complex. Taurus' many companies and their subsidiaries apply for and easily gain government contracts for many public and secret projects. In this way, Taurus gets his fingers into world politics, as contracts do not come just from the Pentagon but nearly every country on Earth. Collectively, he owns or controls seven of the ten largest defense contractors worldwide, including the second and fifth largest aerospace firms and

THE LABYRINTH



ORGANIZATION PROFILE: THE LABYRINTH

Concept: Maze-like, one-man Illuminati

Other Aliases: Cartel Zodiac

Members: Taurus/Bruce Carter (leader), Ms. Scarlet, Dybbuk, Lockpick, Payback, Sidetrack, Tamper, Targette, Jonathan Grant, Marvin Allen, Constantine Urallos, Patrick Rice, Heinrich von Stauffen, Yuri Moloyev, Donald Cross, Stephen Cook, Dr. Peter Hanks, Dr. Victor Reeds.

Area of Operation: There are more than 7000 places in which the Labyrinth operates both hidden and in plain sight, most of which know nothing about their connections to the Labyrinth organization.

the largest weapons manufacturer. Lastly, Taurus has more than a score of biotech firms vying for cutting-edge government contracts in classified biological weapons and superhuman development; while he has the technology, he rarely allows true successes to occur, lest the world become overpopulated with uncontrolled superhumans. He takes some small amount of pride in manipulating the Spanish government into using his DNAscent Process to produce their national hero, the Matador, and waits for the best time to use that information (if ever) to his advantage.

There are many, many more spheres of influence for the Labyrinth, as the organization is something that Taurus has patiently built over the course of 900 years. To some extent, many (if not all) the conspiracy theories out there blaming a secret group for using economics to manipulate world events and vice-versa name it wrong; they call it Illuminati or the Gnomes of Zurich or the Committee of 300, and they should simply call it the Labyrinth.

Over the years, Ms. Scarlet and Constantine Urallos have laid hints that the Labyrinth is ruled from a central command. According to many tales, hints, and rumors dropped over the past century or more, "the Center" is an enclave of powerful people, a triad of Asian, American, and European concerns, a committee of the world's elite, and even that it is a great sentient computer of extraterrestrial origins. All of these lies are believed by some, while others want to believe or lay out new theories. Constantine Urallos, Jonathan Grant, Ms. Scarlet, Payback (the only super-agent in the know due to his ties to Hades), and Drs. Hanks and Reeds are the only others allowed into the presence of Taurus, which in a way, makes the six of them The Center, with Taurus ruling over them.

TAURUS THE MINOTAUR

"A pity—you wormed your way to the Labyrinth's center...only to find death..."

BACKGROUND

Born of Queen Pasiphae and a bull, the Minotaur represented Zeus' displeasure with King Minos of Crete. The Minotaur spent his first life within the Labyrinth, the tangled maze of corridors and chambers designed by Daedalus. He fed only once a year with fourteen sacrifices (seven young men and women each) sent into his lair to die. With Daedalus' and Ariadne's help, Theseus slew the Minotaur and escaped the Labyrinth.

Years later, when Daedalus initially tried to refuse the gods' gift of immortality, he offended Hades, god of the Underworld, who resurrected the Minotaur

and granted the man-bull immortality to serve Hades and vex the Greek inventor throughout eternity. For the first millennia of his second life, the Minotaur simply sought out Daedalus (or any other foes of Hades) and engaged in battle with them.

Hades grew impatient with his servant after a thousand years and few successes against their hated foe. Over the next few centuries, Hades forced the Minotaur to work with Medea and others, and the man-bull learned more practical ways of fighting their mutual enemies. He also began to learn to use more than just his brawn and horns, as he traveled to the East and learned numerous skills from teachers, wise men, and ancient sorcerers. By the end of his second millennium, the man-bull had adopted the name Taurus as his name, after the constellation.

Around the time that Rome fell as a world power, Taurus gathered together numerous other monsters, mystical creatures, sorcerers, and common enemies as allies. He formed the Zodiac Cabal, he and eleven others bonded under astrological names and spent the next 700 years fighting Daedalus or at least thwarting his plans. The Zodiac Cabal eventually dissolved, but not before finding new foes in other immortal heroes like Eos, the Temple's Star (often misreported as the Templar or believed to be the Wandering Jew), the Thunderer, or Davrak the Undying. Of all the beings involved with the original Zodiac Cabal, only Taurus, Medea (who served as Scorpio), and the villainous water-entity now known as Riptide (who served as Aquarius) survive to this day.

By the Crusades, Taurus had given up direct confrontations with Daedalus unless ordered by Hades. The man-bull learned to cultivate a low profile and was even then working in the shadows manipulating money, property, and resources. Some even suggest that Taurus was secretly a member of the Knights Templar, the original bankers of the Crusader States, though many suspect that to be propaganda and misinformation. Taurus studied alchemy for a few centuries to

bolster his fortunes and passed on his secrets to a select few. He and his followers were among the few safe to pass through the lands of the Assassins safely, due to long-standing agreements with the Old Man of the Mountain.

By the seventeenth century, Taurus had already built himself a massive empire of real estate, gold mines, and fleets of trading vessels. In fact, due to his ownership of great ships, he traveled to the New World soon after the Spanish, and while the conquistadors did their share to destroy the Aztecs, Taurus did as well, claiming at least a third of the wealth of that indigenous nation before he and some of his followers headed north into the jungles. Taurus spent the next

VILLAIN PROFILE: TAURUS THE MINOTAUR

Power Level: 17

Concept: Immortal man-bull and mysterious criminal powerbroker

Name: The Minotaur

Other Aliases: Taurus, the Silent Partner, Networker, "Wizard of the Warrens," the Executioner, Jonah Theseus, and over 70 virtual identities and cover personas.

Base of Operations: Labrys Industries International, main corporate headquarters, Zurich, Switzerland.

Affiliation: Slave to Lord Hades; leader of the Labyrinth, Cartel Zodiac, and hidden financial power tied to dozens of governments, multinational corporations, lobby groups, and charitable foundations.

Nationality: Minoan Crete; through his cover identities Taurus has at least one passport for every single country on the face of the planet.

Age: 4,200+ years

Height: 9' 10"

Weight: 650 lbs.

Eyes: Black

Hair: Brown coat covering body

century exploring the American continent and hiding caches of gold and other mystical treasures throughout the Americas. Some of the families he left in control of his resources in Europe believed him dead and took over his interests as their own. When he returned just after rebellion broke out in the American Colonies, more than a few noble heads in Italy, Spain, France, Greece, Germany, and the Balkan states fell to his wrath. He spent the eighteenth century rebuilding that network and traveling across Europe and Asia. His servants in Egypt, Tibet, Nepal, India, Turkey, and Persia had all remained faithful, and he rewarded them with the freedom to use his holdings as their own, simply acknowledging that he was the master behind the scenes.

In the past two centuries, Taurus has maintained or continued to grow his economic power base even further. While it is harder in the modern era to gull people into believing a person exists merely by letters, Taurus is a being so rich that even if he were to lose half his fortunes and holdings, he would still be wealthier than the "richest person in the world." Rumors suggest he was the power behind the 19th century upstarts J. Paul Getty, the Rockefellers, and the Rothschilds. He also put some money into Sicilian families who wanted to head to America and bring La Cosa Nostra with them, knowing he could remain a don of dons in secret (especially since some of the oldest families protected and fought for his lands). Some also whisper that half the landed aristocracy in Europe owes allegiance to Taurus for keeping their monarchies alive or their castles repaired; while historical foundations now help maintain many historical places across Europe, Taurus both has his fingers in the foundations as well as having bought up many estates all across Europe and Britain for private use. The one prize that slipped from the man-bull's grasp was the Russian monarchy, he had great plans for Russia in the 20th century, but was unable to keep them in power. When that plan failed, he put his efforts into strengthening the Mafia in America, his primary influence running through Chicago and Freedom City via Al Capone and Vito Oliverti.

Now, in the modern world, Taurus can exist solely as a phantom, placing many cover identities and false conspiracies in the way of any who would try and prove his existence. He prefers to stay just a shadowy figure and more an unknown presence or myth than a fact to many in the under-

world. He's the power behind many schemes, but he uses his power via economics and influence, not personal muscle. He's so far in the background behind so many covers that, beyond Daedelus and Medea, only a dozen people alive know of his existence at all.

USING TAURUS

If you never met him in person, you'd think he was a rich man of sophisticated taste and culture, a collector and connoisseur beyond measure, and a master manipulator never to be underestimated or questioned. Taurus relied on his physical prowess for three millennia, but his greatest successes come from having spent the past four centuries building his mind to be a match for his raw power. He has a temper, but it takes far more to trigger it than it once did. Taurus views every engagement—be it business, blackmail, grand larceny, or an incursion of heroes into Labyrinth facilities—as a chess game and he tends to play at least four moves ahead of everyone. Only Daedelus, Medea, or Talos can come close to outwitting Taurus when his plans are in motion.

TACTICS

When possible, Taurus' standard tactics against his enemies are to unleash the power of his riches: Character defamation by controlled media conglomerates can defeat heroes as easily as squads of mercenaries or one's own pet supervillains. Other options include digging into the backgrounds of heroes, uncovering their identities, and driving both their public and private lives to ruin; finding the source of heroes' funding and buying up the company to put an end to the heroes; using government influence to bring scrutiny and attention onto lapses in the heroes' judgment; and the list goes on. While he can easily do so, Taurus prefers to keep his cadre of enhanced agents free for other missions rather than sending them to brawl with heroes.

Forcing Taurus into actual combat is nearly impossible, given all the safeguards and layers he puts between himself and the outside world. Thus, the chances of encountering the Man-Bull of Crete are almost impossible. If it should come to pass despite his precautions, Taurus treats any battleground as the Labyrinth again, setting up traps and separating foes to take them on individually. Taurus has no fear of physical conflict and he's kept himself in fighting form, but he's realized there are better and more entertaining ways to defeat his foes.



LE

TAURUS THE MINOTAUR

PL 17; Init +1 (Dex); Defense 20 (+10 base, +1 Dex, -1 Size); Spd 30 ft.; Atk +14 melee (+16S/L/10' reach/crit 20, punch or +17L/10' reach/crit 20, Labrys or horns); SV Dmg +7 (Protection +11), Fort +7, Ref +1, Will +3; Str 20, Dex 12, Con 20, Int 16, Wis 16, Cha 14.

Skills: Bluff +15, Computers +10, Diplomacy +15, Forgery +8, Gather Info +15, Innuendo +15, Intimidate +20, Knowledge (ancient history) +10, Knowledge (international finance) +6, Knowledge (world governments) +6, Sense Motive +8.

Feats: Attack Focus (Labrys), Attack Focus (natural weapons), Connected, Great Fortitude, Headquarters, Immortal Experience* (Int and Wis), Immunities (aging, disease, exhaustion, poison, starvation, suffocation), Infamy, Minions (Loyalty 42), Wealth (x6; \$2 billion/yr), Toughness.

*This new feat is detailed in the **Appendix** on page 93

Powers: Comprehend +5 [Source: Mystical; Cost: 2 pp; Total: 10 pp], Natural Weapons +6 [Source: Mutation/Mystical; Cost: 2 pp; Total: 12 pp], Super-Strength +11 [Extras: Protection, Super-Charisma (Extra: Intimidating Presence; Flaw: Power not applied to Cha checks); Power Stunts: Lethal; Source: Mystical; Cost: 6 pp; Total: 68 pp].

Equipment: Labrys [Weapon +6L; double-bladed axe (Hardness 12); Power Stunt: Dual Damage; Source: Mystical; Cost: 1 pp; Total: 8 pp].

Weakness: Berserker. Taurus has not met anyone in direct physical combat, other than sparring with Ms. Scarlet, in more than three decades. While he has always had a tendency to go berserk in combat, his recent desire to "not debase myself with such concerns" makes his temper all that much hotter if he actually gets challenged physically.

Quirk (unquestioning loyalty to Hades). The Minotaur accepts only one being having more power than him—his Lord and Master, Hades. After all, he knows that Hades can easily rescind his immortality and send him back to the Underworld. Taurus influences thousands directly or via his financial empire, and he only bows to the god of death. His loyalty cannot be challenged, and he performs all tasks that Hades places before him without question. After 4200 years, the only thing Taurus thinks about when Hades gives him a command is how he can fulfill them without disrupting his Labyrinth network.

Note: The Minotaur obviously cannot pass for normal in human society, being nine feet tall and with the head and hide of a bull. However, over the centuries, he has insulated himself from exposure and operated

through written correspondence and the telephone; since most people who interact with him are unaware of his physical appearance the Disturbing weakness that he should have is negated. If he actually meets someone face-to-face, he keeps the lighting in the room down so he merely looms as a shadowy authority in the back, his deep voice and daunting presence apparent.

Totals: Abilities 88 + Skills 45 + Feats 44 + Powers/Equipment 98 – Weaknesses 20 = Total 255 pp.

MS. SCARLET

"I haven't met a man in 100 years who deserves to feel anything from me other than my heel or fist..."

BACKGROUND

Even Ms. Scarlet herself is unaware of exactly who she has been in the past. Taurus discovered her in the late 18th century streets of Prague, fighting a street gang and winning, despite her burden of a stolen hand-keg of beer, a ham, and a loaf of bread. She had no memory of her past, though her fighting skills and languages proved she was not merely an amnesiac. The two of them slew everyone who saw them in that alley, and the dark-haired woman hasn't left the man-bull's service since. In time, he started calling her Thea, though she prefers the sobriquet of Ms. Scarlet, which he gave her in the early 1900's due to her habit of wearing red in every outfit.

Ms. Scarlet hasn't expended much effort in uncovering her past, even when in 1922 during a chance encounter with Medea and Taurus uncovered a new mystery: A tattoo of a clenched, flaming fist appeared on her stomach when she was exposed to mystical energy. She didn't know where it came from or what it signified, and they have time to learn, as the trio had lured Daedalus into a trap on the island of Capri. That encounter ended in failure, though it was the penultimate direct encounter between Daedalus

and Taurus. Their next meeting ended in Daedalus' humiliation and defeat in 1944 in the Ardennes Forest, Taurus and Ms. Scarlet leaving the bloodied inventor in the snow with all his limbs broken—to know from that day forward that he'd been humbled by the will of Hades.

Since 1945, Taurus and Ms. Scarlet have worked tirelessly to turn the Labyrinth into a force to be reckoned with, just as the businesses of the modern era consolidated their power. As she is one of the oldest members of the Labyrinth and one with whom most of the more important members interact (unlike with Taurus), they see her as the de-facto

VILLAIN PROFILE: MS. SCARLET

Power Level: 14

Concept: Immortal fighter and trainer of villains and minions

Name: Unknown; answers to "Thea"

Other Aliases: Like many in the Labyrinth's upper echelons, she has at least a score of aliases and cover identities under which she can travel.

Base of Operations: Labrys Industries, International, main corporate headquarters, Zurich, Switzerland.

Affiliation: Aide-de-camp and bodyguard to Taurus, trainer of Labyrinth personnel.

Nationality: Indeterminate but of Mediterranean descent; she generally carries Greek, Egyptian, French, Italian, Turkish, and Spanish passports.

Age: Unknown; 300+ years

Height: 5' 11"

Weight: 156 lbs.

Eyes: Grey

Hair: Auburn

leader of the Labyrinth, even though she insists she's merely the mouthpiece for "the Center." After 44 years, she's even learned to like Constantine Urallos and his filthy sense of humor, because he keeps more people guessing as to the Center than she does. While she endures the presence of others at Taurus' side, there is no question among any of them that she is his second, regardless of the others' worth.

Ms. Scarlet stays combat-ready at all times, keenly aware of all the powered beings around who might bring harm to what she and her master have built. Aside from her signature red clothing, she always wears a black leather whip wrapped around her waist as a belt (and a warning). Trainer of thugs and villains, she's now the drill sergeant and primary enforcer of the Labyrinth. She educates and works with everyone from the lowliest thugs and minions to the latest DNAscent subjects and even Taurus himself. Any trainee who survives her "boot camp" has at least the abilities of a PL3 soldier (copy as the baseline for Labyrinth thugs). She also instills in her super-agent trainees a loyalty to her (and through her, Taurus and the Labyrinth); for special subjects, she takes on various roles within their brainwashing so they remain dedicated to her even if unaware of the Labyrinth.

USING MS. SCARLET

The only person in the Labyrinth who is more of a cipher than Ms. Scarlet is Taurus himself. She is proud, supremely confident in her abilities, and as cold as ice to all. Around Taurus, however, she becomes a doting daughter of sorts, given their nearly 200 years together. While she knows she is missing large pieces of her past, what few fragments she has uncovered show her a life heavy with tragedy and pain and misery, so she has stopped seeking out the truth about herself. She is content with who she is now, and even enjoys the mysteries that surround her as they allow her to keep those around her off-guard. She only smiles either to Taurus or when she is fully engaged in battle and actually challenged by the fight. She is merciless to her foes and her students—fail her and know you'll at least suffer a broken bone as punishment, if not worse. She only kills if so directed by Taurus or if circumstances leave her no other choices, but she finds she doesn't enjoy killing; she prefers to leave a foe broken, with the full knowledge of his defeat and humiliation.

TACTICS

Those who have seen Ms. Scarlet fight describe it as someone playing cat and mouse. She seems to have forgotten more about fighting than some ever learn. While she is quite capable of using guns and other weapons, she does as much or more damage with her bare hands (and is easily underestimated by new foes if armed only with her whip). If encountered during a mission for Taurus, she will either be alone or with a quintet of PL3 Labyrinth thugs (use soldier stats, see *Mutants & Masterminds*, page 155).

Regardless, she always avoids a fight for as long as possible, taking the time to watch her opponents, assess their abilities, strengths, and weaknesses. She uses any minions to run interference while she completes her mission, if possible. If forced into combat early, she stays very close to one of the heroes, using him or her to block attacks from others. At least once every battle, she'll feign injury or unconsciousness to lure someone in close for her to grapple and keep in a chokehold, using the hostage to help her escape.

MS. SCARLET

PL 14; Init +9 (Dex, Imp. Init.); Defense 26 (+10 base, +5 Dex, +1 Dodge); Spd 30 ft.; Atk +15 melee (+5S/5' reach/crit 20, punch), +15 ranged (+5L/20' range/crit 20, whip or +5S/L/10; range/crit 20, throwing mastery); SV Dmg +11, Fort +11, Ref +11, Will +8; Str 20, Dex 20, Con 20, Int 14, Wis 14, Cha 16.

Skills: Acrobatics +12, Balance +10, Bluff +8, Diplomacy +8, Disguise +5, Gather Info +5, Hide +10, Intimidate +12, Jump +12, Language (Romany), Move Silent +14, Pilot +7, Sense Motive +5, Sleight of Hand +8.

Feats: Assessment, Chokehold, Dodge, Expertise, Great Fortitude, Immortal Experience (Int), Immunity (aging, disease, poison), Improved Initiative, Improved Trip, Inspire, Instant Stand, Iron Will, Leadership, Lightning Reflexes, Minions (Loyalty 20), Move-By Attack, Power Attack, Rapid Strike, Rapid Takedown, Skill Focus (move silent), Stunning Attack, Surprise Strike, Takedown Attack, Throwing Mastery, Toughness, Whirlwind Attack.

Powers: Amazing Save (Fortitude) +4 [*Extras:* Damage, Reflex, Will; *Source:* Training; *Cost:* 4 pp; *Total:* 16 pp], Combat Sense +5 [*Source:* Training; *Cost:* 1 pp; *Total:* 5 pp]



Equipment: Whip [Weapon +5L; *Power Stunts:* Dual Damage, Extra Attack (Snare); *Flaws:* Limited—Max. 20' Range; *Cost:* 1 pp; *Total:* 9 pp].

Weaknesses: Quirk (ailurophobia). Ms. Scarlet, for some reason hidden even to her, has an extreme fear of cats.

Susceptible (citric acid). Ms. Scarlet has a near-fatal allergy to citrus fruits and citric acid.

Vulnerable (mystical powers). Ms. Scarlet has no resistance to mystical powers or mystic energy.

Totals: Abilities 94 + Skills 64 + Feats 56 + Powers/Equipment 30 – Weaknesses 30 = Total 214 pp.

JONATHAN GRANT

"I improve on nature's flawed designs."

Jonathan Grant is the third Grant to lead Grant Conglomerates, which got its start as the Grant Medical Supplies company in 1922 under his grandfather Charles Grant. Over the intervening 80 years, Charles and his son Norman expanded the company into a worldwide concern enveloping HMOs and new technologies from biotechnology to genome mapping. The family and company have always been surrounded by ugly rumors, like Charles being accused of being a Nazi sympathizer—a long-hidden truth, as Charles helped smuggle numerous death camp doctors into America and onto his payroll. Two years after graduating from Harvard, Jonathan inherited the business in 1989 on his 24th birthday after the sudden death of his father, his heart attack often suspected to be drug induced murder but this was never proven.

Jonathan Grant is a vain man whose interests lay less in business and more in power, so when Constantine Urallos stole his father's company with a hostile takeover in 1986, he did what it took to stay in control of his research laboratories. When he finally proved loyal (and amoral) enough to be shown more of the Labyrinth (by sacrificing his father), Jon accepted Taurus as his new master in exchange for the freedoms to experiment at will on "society's dregs in hopes that we can create superhumans to serve our wills." He knows he is not a self-made man, nor is he in control of his fate, but that matters little to him. Jon simply wants to be the one (rather than Dr. Hanks, whom he sees as his lesser) to crack superhuman DNA and be able to control its mutations at will. In public, he puts on his mask as a friend of Freedom City, using his company to create better and cheaper drugs (without mentioning that his company also produces some of the diseases it finds cures for as well).

To some, he poses as Mr. Cancer, the masked leader of the Cartel Zodiac. The cartel is a fictional construct that exists as an underworld myth and threat to steer the mobs and gangs and others away from certain Labyrinth interests. Grant enjoys the amoral freedoms allowed him in his role as Mr. Cancer, enough that he often forgets that he is still subordinate to Urallos, Taurus, and the Labyrinth, and he tries to turn the Cartel Zodiac into a reality. When situations demand it, Payback role-plays as Mr. Sagittarius, another masked member of the cartel; he's only made two appearances as such for the benefit of keeping Dybbuk, Grant's reluctant bodyguard, in the dark as to her true handlers.

JONATHAN GRANT

PL 7; Init +2 (Dex); Defense 16 (+4 base, +2 Dex); Spd 30 ft.; Atk +5 melee (+2S/5' reach/crit 20, punch); SV Dmg +2, Fort +2, Ref +2, Will +5 (Mental Protection +7); Str 14, Dex 15, Con 15, Int 19, Wis 16, Cha 18.

Skills: Craft (drugs) +12, Knowledge (biochemistry) +8, Languages (German, Greek, Russian), Science (biology) +10, Science (chemistry) +7, Science (superhuman biology) +10.

Feats: Immunity (poison), Indomitable Will, Iron Will, Skill Focus (craft (drugs)), Talented (science (biology), science (superhuman biology)), Wealth (x4).

Powers: Mental Protection +7 [*Source:* Psionic; *Cost:* 2 pp; *Total:* 14 pp].

Totals: Abilities 50 + Skills 23 + Feats 18 + Powers 14 – Weaknesses 0 = Total 105 pp.

CONSTANTINE URALLOS

"Business or pleasure? I've never noticed a difference."

Constantine Urallos is a business man of variable levels of notoriety but unquestioned economic (and illegal) power. He has a high level of influence among the families of Freedom City, whether discussing the families of privileged wealth on Lantern Hill and the society pages or the families of the Southside. As head of Delphic Industries, he controls much of the information and money laundering for the Labyrinth. As controller of more than five multinational corporations (through various means and identities he heads the boards of directors), he covertly wields as much influence on world financial markets as the heads of the American Federal Reserve and the World Bank. Taurus recruited him in 1971 just after Constantine had taken over his second multinational, and revealed to him who was actually the source of his family's wealth for the previous 400 years. After an initial adjustment and a conversion from Catholicism to the worship of Hades, Urallos took on the role of Taurus' active agent in the business world.

Constantine Urallos has had four wives over his seven decades, none of whom lasted more than seven years of marriage to him. All of them became sacrifices to Hades in horrible accidents which led to the media-created Urallos Curse, suggesting his marriages were doomed to tragedy because his ancestors worshipped Ares and because he owned two weapons manufacturers. He and Taurus both laugh over these lies while the public pities the old philanthropist. Constantine has the filthiest sense of humor Taurus has ever encountered outside of Bacchus and Pan themselves, that along with his razor-sharp mind and ability to manipulate people and resources are why he enjoys the old man's company.

CONSTANTINE URALLOS

PL 7; Init +2 (Dex); Defense 18 (+6 base, +2 Dex); Spd 30 ft.; Atk +5 melee (+2S/5' reach/crit 20, punch); SV Dmg +2, Fort +2, Ref +2, Will +3; Str 14, Dex 14, Con 15, Int 19, Wis 16, Cha 18.

Skills: Bluff +11, Diplomacy +10, Gather Info +8, Innuendo +12, Intimidate +10, Knowledge (global finance) +8, Knowledge (real estate) +8, Profession (financier/CEO) +11, Sense Motive +6.

Feats: Connected, Minions (Loyalty 15), Skill Focus (Profession (financier/CEO)), Talented (bluff, sense motive), Talented (gather info, innuendo), Wealth (x4).

Totals: Abilities 57 + Skills 39 + Feats 18 + Powers 0 - Weaknesses 0 = Total 114 pp.

DR. PETER HANKS

"Of course! It's obvious! If the oaf hadn't died on me I would have seen it sooner!"

Harvard's greatest genetic theorist was the college roommate of Jonathan Grant and joined Grant Conglomerates after graduation in 1987, lured by obscene pay and free reign in the lab. Within a few years, Grant even allowed Hanks to see and expand upon the secret research started by the Nazis in their death camps (obtained after the war by Jon's father and grandfather). Dr. Hanks was not the first to create the DNAscent Process (created by Dr. Conrad Dippel

in 1972 but not applied until 1974) but he perfected it and made it more stable by introducing the use of energy and radiation to lock the changes into the DNA chains. A spin-off of his work also greatly increased the stability of organ and body part transplants. In 1998, using the technology he'd developed he had two enhanced gorilla's arms grafted onto himself.



A manic-depressive, Peter works feverishly without stop for days and then crashes and can be near catatonic for weeks. He has a Nazi's sense of morality and duty when it comes to his work, and he has no doubts that the many deaths that occur in his march toward more knowledge will be worth it. He's sacrificed his life to the competition he and Jon Grant have over who will be the first to take their work to the next step and be able to completely control genetic manipulations to 100% predictability and stability.

THE DNASCENT PROCESS

This is the name for the enhancement procedures developed in secret, a piece at a time, among three Grant Conglomerates subsidiaries, four biotech firms owned by Constantine Urallos and Taurus, and two projects for the Pentagon that are more than 12 levels above Top Secret. Each of these groups works on a different piece of the project (believing they work on mapping the human genome, producing better immunosuppressant drugs, or any number of other fronts). Each group is unaware that Cardistanic (a shell company within Rice & Stimson Holdings) puts all the disparate pieces together into what Dr. Peter Hanks has dubbed his DNAscent Process: the direct enhancement and manipulation of human DNA. The company is very small—it is effectively Jonathan Grant, Peter Hanks, Victor Reeds, their technicians and support staff, and the real estate on which the company is housed. This is the 14th such shell company to house the DNAscent Process, three of which were shut down either by Larceny, Inc. or Evening and Eye of Justice in the past eleven years.

Two of the earliest successful experiments in what would become the DNAscent Process were the British secret agent code named Evening and the man now named Trap-Door. Both spent weeks on drug regimens to improve baseline health and clean up biological systems before being subject to the mainline drugs. The scientists found that the drugs alone, if administered slowly, improved a person's overall abilities and health, but those benefits deteriorated over time unless the subject was exposed to specific doses of radiation. Both of these test subjects escaped (which is why brainwashing later became a mandatory step), though their abilities are signs of success for the program. While Grant lets the rumors fly that his company creates superhumans by drugs alone, his drugs alone create only temporary benefits.

In short, the DNAscent Process—now in its 29th year of development and known to less than 500 people worldwide outside of the project or its subjects—can produce superhumans in as short a development time as six months. They have a 65% accuracy rate at producing a being with specific powers, the precision of which drops the further the powers get away from human normal. In other words, they have great success (94%) at producing humans with enhanced abilities of strength or agility, but getting the power of flight is more problematic and less exact.

While Dr. Hanks and Dr. Reeds actively find test subjects if the Labyrinth needs a new agent, only Taurus (through Urallos and Grant, who in turn are insulated by layers of contacts and fall guys) can approve a subject sent for enhancement, often by a client requesting a superhuman bodyguard; the clients spend no less than \$500,000 per final PL and must accept the final outcome, unless the subject is killed by the process (a 20% chance). If they simply need a warm body to send through the process, the many Labyrinth subsidiaries own at least a score of taverns and homeless shelters across the major metropolises of America from which they can kidnap hapless victims.

In the Freedom City universe, there are a number of villains and heroes who have undergone the DNAscent Process. Most subjects undergo brainwashing and are programmed with false memories; staff psychologist Dr. Karen Creiss enjoys implanting stories of alien abduction and experimentation into her subjects, leading many paranoids out there to believe that aliens are creating all the superhumans on Earth. A few people escaped the project before brainwashing (Larceny, Inc., Evening) and thus know of its existence. Because of them and the potential exposure, the DNAscent group moves around three times a year (or more if deemed necessary) among different isolated properties of Rice & Stimson Holdings. Of active superhumans other than Labyrinth agents (80% of whom come from this process), known DNAscendants that can still relatively easily pass as humans include the Contenders (Bear-Knuckles, Fly-Boy, Heavyweight, and TKO), Evening, the Faretti Brothers ("Strong Manny," "Joey Brains," and "Slick Willy"), Larceny, Inc. (Get-Away, Grab, Smash, and Trap-Door), el Matador, the Millennium Bug, the Oliverti Family enforcers (Knee-Breaker and Strongarm), Rant & Rave, the R.I.O.T. (Armored, Flag-Burner, Insurgent, Little Hawk, S.D. Ivan, and Slam Dance), Silverback, and the Xegnome. Other less-than-human results also exist, and formerly-human monstrosities to come from this process include the horrifying Daddy O'Long-Legs, Death Caul, Howl, Midnight-Owl, Urban D-K, the Verman, and dozens of other monsters let loose on the world after testing.

DR. PETER HANKS

PL 7; Init +1 (Dex); Defense 15 (+4 base, +1 Dex); Spd 30 ft.; Atk +2 melee (+3S/5' reach/crit 20, punch); SV Dmg +2, Fort +2, Ref +1, Will +6; Str 10, Dex 12, Con 14, Int 20, Wis 15, Cha 13.

Skills: Computers +15, Craft (superhumans) +23, Medicine +15, Profession (scientist) +16, Science (genetics) +21.

Feats: Ambidexterity, Assessment, Durability, Extra Limb (gorilla arms), Immunities (critical hits, exhaustion, poison, starvation), Talented (craft (superhumans), science (genetics)).

Powers: Super-Strength +3 [*Flaw:* Limited to Extra Limbs only; *Source:* SuperScience; *Cost:* 3 pp; *Total:* 9 pp], Super-Wisdom +4 [*Extras:* Super-Intelligence; *Source:* Mutation; *Cost:* 4 pp; *Total:* 16 pp].

Weakness: Disturbing. Dr. Peter Hanks has grafted a pair of gorilla's arms onto his torso to allow him to do more work at once as well as provide him with enough strength to restrain unruly patients. In any case, he never leaves the Labyrinth central labs except to visit offsite laboratories (during which time he keeps his additional limbs beneath a large lab coat).

Totals: Abilities 38 + Skills 44 + Feats 18 + Powers 25 - Weaknesses 10 = Total 115 pp.

DR. VICTOR REEDS

"Too weak, too weak, but nothing some titanium reinforcement can't fix..."

Victor Reeds has been in love with the human machine his entire life, and he has been trying to marry biological and technological machines together for much of that time. Victor was a 20 year old doctoral graduate and resident genius at Hanover Institute of Technology in 1969. In truth, his growing research intrigued Taurus (who knew of him through his Cadmus Foundation, which funded Reeds' research) and he planned to recruit the young scientist in a few years. When Victor's experiments exploded one evening and scarred his face and chest, Taurus had his agents destroy the remains of his lab, leave a dead doppelganger of Reeds' body behind, and bring the young man in earlier than originally planned. Since 1970, Dr. Victor Reeds has developed inventions, cybernetic weaponry, and bio-enhancements for Labyrinth, and his discoveries have leaked through various channels in the group's subsidiaries to both legitimate and illegitimate markets.

While all the glory and the bulk of the Labyrinth super-agents come from the DNAscent Process, Dr. Victor Reeds has moved forward the sciences of psionically-controlled weaponry and cybernetics by leaps and bounds. In fact, the Labyrinth shell companies make more money selling thought-reactive weapons than any of the biotech firms that contribute to Dr. Hanks' work. One of Reeds' proudest achievements and subsequent greatest failures was turning the rookie hero Kid Gargoyle into Taurus' assassin for hire, the Eye of Vengeance. For two years, the Eye of Vengeance was the Labyrinth's primary assassin, easily controlled and programmed



through his cybernetic implants. Eye failed three times to recapture the escaped DNAscent Evening, and she helped him break his cybernetic controls and brainwashing in 1975. He has been the Eye of Justice since that day. Between 1974 and now, Reeds has replaced hand-built cybernetics with fast-growing technoviruses that build directly onto the body and grow quickly with no chance of rejection.

Dr. Reeds, at best, is a genius and a lateral thinker, but he's amoral and hardly human, thinking of every human (including himself) as a flawed creation and inferior machine to his technologies. He has replaced his digestive system with a unique battery pack, and encased his head in a supplemental computer system to enhance his vision and intelligence. He is difficult in the lab, as he keeps his notes in his own internal cybernetic computer where others can't steal them. If given half a chance, he'd create as many cybernetic replacement parts for agents as requested (even including enhancements that weren't asked for).

DR. VICTOR REEDS

PL 7; Init +0; Defense 15 (+5 base); Spd 30 ft.; Atk +1 melee (+0S/5' reach/crit 20, punch); +1 ranged (+7S/L/crit 20, gadgets); SV Dmg +2, Fort +2, Ref +0, Will +4; Str 11, Dex 11, Con 14, Int 20, Wis 14, Cha 14.

Skills: Computers +19, Craft (cybernetics) +20, Craft (electronics) +14, Languages (Coptic, Japanese), Medicine +7, Profession (scientist) +5, Science (cybernetics) +12, Science (robotics) +12.

Feats: Assessment, Skill Focus (craft (cybernetics)), Talented (computers, craft (electronics)).

Powers: Gadget +7 [*Source:* SuperScience; *Cost:* 1 pp; *Total:* 7 pp].

Equipment: Cybernetic Skullcap [*Powers:* Datalink +5 [*Source:* SuperScience; *Cost:* 2 pp; *Total:* 10 pp], Super-Wisdom +2 [*Extras:* Super-Intelligence; *Source:* SuperScience; *Cost:* 4 pp; *Total:* 8 pp]; *Feats:* Darkvision, Penetration Vision, See Invisibility, True Sight; *Source:* SuperScience; *Total:* 8 pp].

Weakness: Disturbing. Dr. Reeds' cybernetic skullcap is all too obvious, as is his habit of having arguments with himself as his mind races on two different paths (one his physical mind, one in his cybernetic supplemental brain) at all times. Like Dr. Hanks, he remains within the confines of most Labyrinth facilities and subsidiaries so as to not draw attention to himself.

Totals: Abilities 37 + Skills 41 + Feats 6 + Powers 33 - Weaknesses 10 = Total 107 pp.

DYBBUK

"I prefer to be on the inside, looking out."

Niece of a former New Jersey crime boss, Ellen Kahlberg came into the Mob when her parents' murder left her orphaned. Her powers grew during her childhood and she lost all her hair as her psionic powers grew stronger. She quickly became one of the nastiest tools for the Mob, and soon she took over her uncle's family openly, after more than two years of mind-controlling her uncle.

Dybbuk became a rising power in the Mafia on the eastern seaboard, and even had ties to the Mob in Freedom City. She

seemed to be rising without limit, until her underlings' accidentally botched a job involving a Labyrinth subsidiary and changed her life. Everyone except her was killed, and she spent six months imprisoned in various isolated locations. She was freed only when she made a blood oath to work for her captors (Jonathan Grant and Payback, acting as two members of "the rising Cartel Zodiac") until she worked off the lost \$15,000,000. The Mob assumes she's dead and has made moves to take over her operations, but the Labyrinth has moved in some of their own to control her interests. Dybbuk, much to her irritation, has been assigned to various duties, the most frequent of which is to act as a bodyguard for Jonathan Grant. Wearing different wigs at different times, most people don't notice that one woman accounts for the parade of Grant's "personal assistants." While she misses being her own boss, Ellen pays attention and plans to betray the man she thinks is at the top of the power structure—Jonathan Grant. What happens then is anyone's guess.

Tactically, Dybbuk lets others do much of the dirty work for her, and she relies on her Mind Control power over all others. If in charge of a mission, she telepathically links everyone to ensure they can communicate silently. She uses her Possession power least of all because even though she always activates her Force Field while using it, she feels that it leaves her body helpless.

DYBBUK

PL 13; Init +2 (Dex); Defense 17 (+5 base, +2 Dex); Spd 30 ft.; Atk +6 melee (+2S/5' reach/crit 20, punch), +7 ranged (+5L/50' range/crit 20, gun or by powers); SV Dmg +2 (Evasion +7), Fort +2, Ref +7, Will +11 (Mental Protection +5); Str 12, Dex 14, Con 14, Int 15, Wis 18, Cha 16.

Skills: Bluff +9, Concentration +10, Diplomacy +9, Disguise +7, Innuendo +9, Intimidate +9, Language (Hebrew), Move Silent +7, Profession (mobster) +9, Sense Motive +9, Sleight of Hand +8, Taunt +7.

Feats: Evasion, Indomitable Will, Iron Will, Psychic Awareness, Startle.

Powers: Amazing Save (Will) +5 [Extras: Reflex; Source: Training; Cost: 2 pp; Total: 10 pp], Mental Protection +5 [Source: Psionic; Cost: 2 pp; Total: 10 pp], Mind Control +8 [Extras: Mind Blank; Power Stunt: Mental Link; Source: Psionic; Cost: 3 pp; Total: 26 pp], Possession +10 [Flaws: Mind Transfer, Restricted—Gaze; Source: Psionic; Cost: 1 pp; Total: 10 pp], Telepathy +5 [Extras: Group Link; Flaw: Limit—Communication Only; Source: Psionic; Cost: 2 pp; Total: 10 pp].

Equipment: Force Field Belt +10 [Powers: Force Field; Extras: Affect Others; Flaw: Device; Source: Super-Science; Cost: 1 pp; Total: 10 pp], Gun +5L [Source: Super-Science; Cost: 1 pp; Total: 5 pp].

Weakness: Quirk (vanity). Dybbuk is highly self-conscious about her baldness and wears a wig. If the wig ever becomes revealed or pulled off in a fight, Ellen's first priority is to cover her head in order to maintain her pride, then lash out at the one who made a fool of her.

Totals: Abilities 54 + Skills 65 + Feats 10 + Powers/Equipment 81 – Weaknesses 10 = Total 200 pp.

LOCKPICK

"I can get inside, no problem."

Thomas "Tommy" Mendola was an Olympic-level gymnast, but gambling problems, a conviction for transporting stolen goods, and his questionable status as the nephew of known Mafia Don, Frank Tonifanni, kept him from competing in the Olympics. His chance at a public life in sports gone, Tommy used his skills to become one of the best thieves in his uncle's family. He ran the Bacchanal, a gentlemen's club on the border between Southside and Bayview, for the mob and did very well because the club drew its share of the wealthy "tech geeks" from the private labs around western Bayview. After months of giving them "special favors" and leasing the club to them for private parties, Tommy met with them secretly and asked where he could go to get super-powers.

The Duntronics lab on Marshall Street in northwestern Bayview was a secondary subsidiary for Cardistanic. Dr. Carl Walker, the head of that lab, was an old associate of Dr. Victor Reeds, as well as a frequent customer of the Bacchanal. Tommy got what he wanted, undergoing some drug processes and some nanotech cybernetic enhancements in order to gain powers. This was all done through Duntronics and its personnel, though Dr. Reeds kept the project under remote surveillance. Once he had the enhancements, Tommy planned to pay for the job in full through the Bacchanal. However, the Duntronics executives told him that he'd have to perform some jobs for them, unless he wanted the circuitry inside of him to degrade and leave him powerless or dead. These threats were bald-faced lies, but one Tommy didn't know it at the time and still hasn't figured that out. Tommy uses his powers to work on his reputation as the best burglar in Freedom City, though he's growing angry at being forced to work for others instead of himself or his uncle. Thus, every heist Lockpick makes gets split between his family, himself, and the Labyrinth via Duntronics.

Tommy has always been a ladies' man and is highly charismatic; his gymnast's physique and personal charm take him a long way toward impressing most women he meets. His ego is massive enough that he sees himself as a rival to Magpie's status as the world's greatest burglar; Lockpick's nowhere near his class, but he's working on it. He works alone and believes he'll be able to eventually work his way out from under Duntronics' corporate thumb, but while he's crafty at thievery, he is easily manipulated by pretty women and isn't the smartest person in the world. He has more power than he uses, as he thinks his Animation power only allows him to cloud security cameras and open locks; if he actually learns he can do more, he may become more dangerous.

LOCKPICK

PL 10; Init +3 (Dex); Defense 20 (+6 base, +3 Dex, +1 Dodge); Spd 50 ft., leap 50 ft., super-running 800 ft.; Atk +9 melee (+3S/5' reach/crit 0, punch); SV Dmg +3 (Evasion +8), Fort +3, Ref +8, Will +1; Str 16, Dex 16, Con 16, Int 12, Wis 13, Cha 16.



CAPERS

Missing Persons: Heroes begin to notice people going missing from local missions and shelters for the homeless. Heroes can stake out various shelters, either watching from rooftops or disguising themselves as homeless. Within three nights, a team of mercenaries led by Dybbuk come to kidnap at least six people—three of each gender—for the latest DNAscent testing phase. They can fight and capture Dybbuk, believing this to be a mob operation or one run by the Cartel Zodiac. If the heroes let themselves get taken or follow the villains to their destination, they'll be transferred through three different warehouses where they switch vehicles each time, and ultimately end up at the latest hidden location for Cardistanic's DNAscent facilities—a boarded up strip mall in northwestern Greenville.

Thunder on the Docks: After a millennia imprisoned beneath the Baltic Sea, the Thunderer frees himself. A former hero possessed of powers from the Norse Gods, he was an old foe of Taurus. He mystically "homes in" on Taurus' weapon, Labrys, and happens to discover Freedom City. However, he is seen as a villain for attacking Ptargis Shipping, a seemingly innocent packaging and shipping company on North Bay's docks (with a Labyrinth facility hidden beneath it). The Labrys was in Freedom City as part of a Cartel Zodiac ruse set up by Jonathan Grant involving artifact theft from the museums; if the Thunderer captures the Labrys, Taurus sends his agents to reclaim the axe. He also uses his media companies to slander the Thunderer and make sure that everyone—especially the heroes and law enforcement—believe the Thunderer to be a villain.

The Thunderer: PL 16; Init +4 (Dex); Defense 23 (+9 base, +4 Dex); Spd 30 ft., fly 55 ft.; Atk +16 melee (+16S/L/5' reach/crit 20, warhammer), +14 ranged (+12S/120' range/crit 20, by sorcery); SV Dmg +10 (Protection +11), Fort +12, Ref +9, Will +2; Str 20, Dex 18, Con 20, Int 16, Wis 15, Cha 16.

Skills: Intimidate +13, Knowledge (ancient history) +6, Knowledge (occult) +6, Knowledge (Norse mythology/gods) +6.

Feats: Attack Focus (warhammer), Great Fortitude, Immortal Experience (Int), Immunities—aging, energy (cold), exhaustion, poison, pressure, starvation, suffocation.

Powers: Amazing Save—Damage +5 [Extras: Fortitude, Reflex; Source: Training; Cost: 3 pp; Total: 15 pp]; Sorcery +12 [Effects: Energy Blast (thunder/sonic), ESP; Flaw: Concentration, Excluded Groups—Control, Defensive, Illusion, Transformation, Transportation; Power Stunt: Extra Spell (Energy Blast (lightning)); Source: Mystical; Cost: 1 pp; Total: 14 pp]; Super-Strength +11 [Extras: Protection, Intimidating Presence; Power Stunts: Lethal; Source: Mystical; Cost: 6 pp; Total: 68 pp].

Equipment: War Chariot [Flight +11; Power Stunt: Super-Flight; Flaw: Device; Source: Mystical; Cost: 1 pp; Total: 13 pp].

Totals: Abilities 93 + Skills 19 + Feats 20 + Powers/Equipment 110 – Weaknesses 0 = Total 242 pp.

Character Assassination: One of the heroes (or the whole team) finds himself the target of character defamation in the media. Any less-than-heroic actions taken by the character(s) within the past ten years can be brought into play. If extreme enough, the hero may be arrested and temporarily placed in jail. (This is a retributive act by the Labyrinth for the hero's disruption of their work. The tabloid rag that breaks the stories (and gets the ball rolling) is owned in part by the Kulick Publications Group; Kulick, in turn, is owned by Williams & Wards Inc., a subsidiary holding company under the umbrella of Grant Conglomerates. There is nothing linking Grant or the Labyrinth to this attack on the hero(es), but if the heroes have dealt with them before, they'll know from whom this attack comes and why.)

Skills: Acrobatics +10, Balance +9, Disable Device +8 (+18 with Animation), Hide +5 (+10 with Blending), Language (Italian), Move Silently +8, Open Lock +10 (+20 with Animation), Search +4, Sleight of Hand +6, Spot +4.

Feats: Attractive, Dodge, Evasion, Talented (acrobatics, balance).

Powers: Amazing Save (Reflex) +5 [Source: Mutation; Cost: 1 pp; Total: 5 pp], Animation +10 [Flaw: Only affects mechanical; Source: Super-Science; Cost: 1 pp; Total: 10 pp], Blending +5 [Source: Mutation; Cost: 1 pp; Total: 5 pp], Clinging +8 [Source: Mutation; Cost: 1 pp; Total: 8 pp], Leaping +10 [Power Stunt: Super-Leap; Source: Mutation; Cost: 2 pp; Total: 22 pp], Running +4 [Power Stunt: Super-Running; Source: Mutation; Cost: 2 pp; Total: 6 pp].

Equipment: Thieves' Tools [Feats: Talented (disable device, open lock); Flaws: Device; Cost: 0; Total: 1].

Totals: Abilities 59 + Skills 36 + Feats 8 + Powers/Equipment 57 – Weaknesses 0 = Total 160 pp.

PAYBACK

"Now it's time for some payback."

Asad Sabir's name means "patient lion," and this Lebanese refugee lives up to his name. One of the few agents with actual contact with Taurus, Payback only goes on the most crucial missions or

those in which Taurus takes a direct or personal interest. Asad is very powerful but he rarely operates publicly, which makes him seem lower rank to other agents. He has a cybernetic left arm, as he lost an arm as a child during the siege of Beirut. He is one of the rising stars among the Labyrinth's agents as he can take on nearly anyone else's supertoughs and have a chance at defeating them (and the bosses they protect).

Payback's rather unique power comes from an uncontrolled power surge during his creation (simultaneous with the DNAscent of Tamper). Larceny, Inc. chose that moment to invade the hidden laboratory seeking additional weapons to sell to a client, and they disrupted the process. Neither Asad's nor Charlie's powers were planned, but they have both become valuable assets who have proven themselves ten times over to the group. Asad is a devout Hades-worshiper, having been indoctrinated into his worship by Taurus personally.

Payback is quiet, contemplative, and slow to anger (or get any emotional response from, for that matter), but when angered, he becomes a man possessed. Nothing matters but his mission, be it



retrieval of a briefcase with critical documents or assassinating a head of state. He tends to stick to the shadows and strike at the best possible moment, often causing one or two distractions to draw off opponents while he zeroes in on his target. He is more apt to fire at the surroundings, causing buildings to collapse on targets or bystanders in order to keep from himself from being captured or thwarted. If faced with superhumans, he keeps up his Feedback field without making it clear that he is the cause of the heroes' pain. If he ends up in direct melee with anyone, he relies as much on his bionic arm as his innate powers and prefers to execute foes by breaking their necks, if possible.

PAYBACK

PL 13; Init +8 (Dex, Imp. Init.); Defense 22 (+8 base, +4 Dex); Spd 30 ft.; Atk +10 melee (+12S/5' reach/crit 20, punch (left arm only), +12 ranged (+10S/100' range/crit 20, energy blast or +10 feedback power); SV Dmg +4, Fort +4, Ref +4, Will +4; Str 15, Dex 18, Con 18, Int 15, Wis 15, Cha 15.

Skills: Concentration +5, Hide +5, Languages (English (native tongue: Lebanese)).

Feats: Improved Initiative, Point Blank Shot, Rapid Shot, Rapid Strike.

Powers: Feedback +10* [Extras: Duration (Concentration), Feedback Field, Pain Block; *Power Stunt:* Haywire; *Flaws:* Backlash; *Source:* Mutation; *Cost:* 4 pp; *Total:* 42 pp].

*This new power is detailed in the **Appendix** on page 94.

Equipment: Cybernetic Arm [Weapon (melee) +10S; *Extras:* Datalink (*Flaw:* Touch range), Deflection (*Extra:* Automatic, *Power Stunt:* Catch), Energy Blast, Super-Strength (*Flaws:* Doesn't add to skills, No increase to carrying capacity); *Power Stunts:* Immunity (detection—arm cannot be detected by metal detectors); *Source:* Super-Science; *Cost:* 6 pp; *Total:* 64 pp].

Totals: Abilities 76 + Skills 5 + Feats 8 + Powers/Equipment 106 - Weaknesses 0 = Total 195 pp.

SIDETRACK

"I may be the last thing you ever see."

Samantha Blackwood ran away from an abusive home in Seattle, Washington and became a prostitute in Portland, Oregon. Picked up one evening as an escort for a lesser biologist on staff at the Labyrinth subsidiary (front company) GFR Biotech, Sam fell into the world of the Labyrinth. GFR often rounded up various persons who would not be missed and tested some of their theories on recombinant DNA on them. Dr. Peter Hanks (who operated off-site as GFR research fellow Dr. Karl Honnegger) brought Samantha to Taurus' attention as a lab subject as he was attempting to duplicate the Trap-Door experiment. She and a dozen other women and men underwent the DNAscent Process, but only three survived and she was the only one who remained remotely human or sane.

Sam had slightly different powers than Trap-Door, but she helped Dr. Hanks ascertain how the DNAscent process worked and how to better control which powers a subject receives from it. With her new powers, Sam began training with Ms. Scarlet as an agent for the Labyrinth. While Sam entertained a slight crush

on her unforgiving taskmaster, she soon fell in love with another new student, the mute Hispanic girl who became Targette. They bonded, and their teamwork makes them exemplary additions to any operation, as they provide the cover and distractions that allow other team members to achieve their mission objectives.



Sidetrack earned her codename because of her ability to distract her foes with a dazzling burst of purple energy and then teleporting to her true objective, leaving behind a swirl of purple sparkles. Working in concert with Targette makes her even more dangerous, as she often includes Isabela within the dazzle effect, allowing Targette to charge up her mental blasts more quickly. What annoys some heroes who've faced the pair is their competition over how many opponents each takes down in a melee. Sidetrack even makes this a game of tag, using her Fusillade to hit as many foes as she can in short order. When directly confronting a foe, Sidetrack likes to attack with her Kineti-Gloves and then teleport to safety.

SIDETRACK

PL 10; Init +6 (Dex, Imp. Init.); Defense 29 (+8 base, +2 Dex, +1 Dodge, +8 Teleport (Blink)); Spd 30 ft., teleport 40 ft.; Atk +7 melee (+9S/5' reach/crit 20, punch), +7 ranged (+8S/70' range, dazzle); SV Dmg +2, Fort +2, Ref +4, Will +2; Str 14, Dex 14, Con 14, Int 14, Wis 14, Cha 14.

Skills: Bluff +7, Language (ASL), Taunt +6.

Feats: Dodge, Heroic Surge, Improved Initiative, Lightning Reflexes.

Powers: Dazzle +8 [Extras: Dazzle Burst, Removable, Scramble Electronics; *Power Stunt:* Extra Sense—Hearing; *Source:* Mutation; *Cost:* 5 pp; *Total:* 42 pp], Teleportation +8 [Extra: Blink; *Power Stunts:* Fusillade, Turnabout; *Source:* Mutation; *Cost:* 3 pp; *Total:* 28 pp].

Equipment: Kineti-Gloves [Weapon (melee) +7S; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 7 pp].

Totals: Abilities 55 + Skills 10 + Feats 8 + Powers 77 - Weaknesses 0 = Total 150 pp.

TAMPER

"Forgiveness is for God, I only do His work."

Tamper is Charles O'Neil, a former bomb maker from Dublin. A useful freelance terrorist tool of the IRA and later some European power mongers, Charlie fled Britain for Italy in 1992. He gained sanctuary with The Order of St. Tomarinus, a secret group within the Vatican claiming to be holy warriors for Catholic causes worldwide (which they are, though they are also unwittingly linked through numerous channels to the Labyrinth). The devout Charlie signed on and was brainwashed into believing he gained his powers in an elaborate ritual in a secret chapel beneath Vatican City. In truth, he spent months at Cardistanic for the DNAscent Process, along with the man who became Payback. Even when Larceny, Inc. invaded the complex and disrupted the empowerment process, Charlie saw them as heretical demons, literally.



While his brainwashing has weakened over time, Tamper does not work for the Labyrinth to his (or the Order's) knowledge. His usual missions for the Order involve sabotage of, or theft from, non-Catholic corporations and sometimes eliminating "sinners" who have strayed from the Church (often members of the Church who have discovered the Order, effectively keeping the Vatican hierarchy in the dark about Hades' faithful operating in their midst).

Charlie is a brash, loud, braggart of a man who hasn't mellowed much since he gained his powers. As he has sworn to keep the Order's secrets, he doesn't discuss what he sees as his holy crusade with others; all he truly knows and cares to know is that he's doing what's right by his faith (he sees himself as hero who's willing to do whatever it takes to achieve his goals rather than a villain, despite the blood on his hands).

Tamper's standard tactics are to fly over a target area and disrupt any surveillance equipment and defensive mechanisms before he enters. His powers protect him from harm most of the time, but if he gets into conflict with superheroes, he'll either flee at top speed once he's finished his mission or he uses his thick skin and flying abilities to ram any "heretics" into the ground. His other favorite battle tactics involve making equipment explode on people or giving them a "fall from grace" (flying and dropping "sinners" from great heights).



TAMPER

PL 10; Init +4 (Dex); Defense 20 (+6 base, +4 Dex); Spd 30 ft., fly 50 ft.; Atk +8 melee (+25/5' reach/crit 20, punch), +10 ranged (+10S/L/100' range/crit 20, feedback power); SV Dmg +4 (Protection +10), Fort +4, Ref +4, Will +4; Str 14, Dex 18, Con 18, Int 14, Wis 18, Cha 14.

Skills: Demolitions +10, Disable Device +9, Hide +6, Repair +6.

Feats: Skill Focus (demolitions), Talented (disable device, repair).

Powers: Feedback +10 [*Extra:* Duration (Concentration), Overload; *Power Stunt:* Dual Damage, Haywire; *Flaw:* Limited—Super-Science powers only; *Source:* Mutation; *Cost:* 3 pp; *Total:* 34 pp], Flight +10 [*Power Stunt:* Super-Flight; *Source:* Mutation; *Cost:* 2 pp; *Total:* 22 pp], Protection +10 [*Source:* Mutation; *Cost:* 2 pp; *Total:* 20 pp].

Weakness: Unlucky.

Totals: Abilities 66 + Skills 14 + Feats 4 + Powers 76 – Weaknesses 10 = Total 150 pp.

TARGETTE

"..."

A street kid of Los Angeles, Isabela Varianza had a normal life on the streets until a rival gang member stabbed her in the throat during a brawl. The attack destroyed her larynx beyond repair, but her powers manifested during the attack and she was able to transfer the pain of her wound to her attackers, knocking them

out. Quickly discovered and recruited by Dr. Peter Hanks for study, Isabela became a star pupil for Ms. Scarlet, as she took to her reeducation and training exceedingly well. Now mute, she quickly learned American Sign Language, and she fell in love with her fellow student, Samantha Blackwood, the woman who became Sidetrack.

Isabela, after finishing her training, was given the code name Targette, as her powers allowed her to absorb any damage and transfer the pain outward via psychic energy blasts. She refuses to work alone, always preferring to act in concert with Samantha. Targette and Sidetrack have become a reliable duo on many Labyrinth assignments, drawing attention and fire away from the true operatives and objectives.

TARGETTE

PL 10; Init +9 (Dex, Imp. Init.); Defense 26 (+10 base, +5 Dex, +1 Dodge); Spd 30 ft.; Atk +9 melee (+1S/5' reach/crit 20, punch), +9 ranged (+7L/70' range/crit 20, blaster or +10S/100' range/crit 20, mental blast); SV Dmg +7 (Absorption +9), Fort +7, Ref +7, Will +7; Str 12, Dex 20, Con 20, Int 14, Wis 14, Cha 15.

Skills: Acrobatics +12, Balance +10, Jump +8, Language (American Sign Language(ASL)).

Feats: Attack Finesse, Dodge, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Toughness.

Powers: Absorption +9 [Energy Conversion: damage to mental energy; *Extras:* Both physical and energy damage absorption, Increased capacity (1 rank lost every other round); *Source:* Mutation; *Cost:* 5 pp; *Total:* 45 pp], Amazing Save (Will) +3 [*Source:* Training; *Cost:* 1 pp; *Total:* 3 pp], Mental Blast +10 [*Flaws:* Full Effect, only after absorbing damage to add up to +10 effect; *Source:* Mutation; *Cost:* 1 pp; *Total:* 10 pp].

Equipment: Blaster [Weapon (ranged) +7L; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 7 pp].

Weakness: Disabled (mute). While mute, Targette can communicate easily enough with trained hand signals to any Labyrinth agents trained by Ms. Scarlet (as she uses the same signals to teach them covert operations). She also has other unique signals she and Sidetrack use to communicate privately even among those who know the above codes or ASL.

Totals: Abilities 67 + Skills 20 + Feats 14 + Powers 65 - Weaknesses 10 = Total 156 pp.

Larceny, Inc. is the name of a quartet of villains—Trap Door, Get-Away, Smash, and Grab—all artificially created by the DNAscent Process (page 23). While there are worse villains known to Freedom City's heroes and police, this team produces more headaches, property damage, and theft per member than nearly any other villain team or individuals.

One of the early successes of the DNAscent Process, Trap Door escaped the Cardistanic complex, knowing that Jonathan Grant and Dr. Peter Hanks were involved in the painful process of granting him a better body and powers. He returned a few months later to break out three others (fellow Freedom City homeless who were early test subjects) after they gained their powers but before they were brainwashed into working for Grant or others. They banded together as Larceny, Inc. and vowed to upset Grant's and Cardistanic's plans when they could (and rob banks on the side, just for fun and profit).

In more than a dozen years, Larceny, Inc. has made off with hundreds of millions of dollars in cash or property and done at least the same amount in property damage to Freedom City, New York City, Atlanta, Chicago, and Richmond. While some of their loot has been recovered, they've managed to keep more than \$50 million by funneling it into real estate and other purchases made by Trap Door under various aliases. Thus, the four of them have at least eight apartments, lofts, or warehouses to which they can flee

or in which they can relax. Smash is the only member who cannot change from his costume to look like a normal human so he stays in one of three converted lofts in the meat-packing and docks districts of the city, Grab lives with him to keep his temper from blowing their covers. Trap Door and Get-Away share a penthouse on Wilmington Ave. in Hanover, though each of them has other properties they can use; Trap Door tends to buy entire buildings and set up shell companies to handle renters, always leaving at least three apartments vacant for him and his team.

As a team, Larceny, Inc. operates using some basic semblance of team work, especially given Trap Door's intelligence and the others' loyalty to him. Smash and Get-Away often provide the opening moves, distracting any guards or defenders, while Trap

Door and Grab make direct runs for their goals. Get-Away also provides transport by splitting her speed among the team and allowing them to make quick escapes either through one of Trap Door's portals or by running away as quickly as possible. Everyone on the team understands that Trap Door is the most important member of the group, since he can get any of the others out of prison, and they work together to make sure he's able to get away if things go badly. They will often leave Smash behind to tie up the police with one of his temper tantrums, if he's unable to escape on his own, Trap Door rescues him when it's safe to do so.

LARCENY, INC.

ORGANIZATION PROFILE: LARCENY, INC.

Concept: Anti-corporate, thrill-seeking thieves interested in comfort and riches

Members: Trap Door (leader), Get-Away, Smash, Grab

Area of Operation: Freedom City's Hanover district and nine cities in the U.S. and Europe.

TRAP-DOOR'S LOFT

1 square = 5 feet

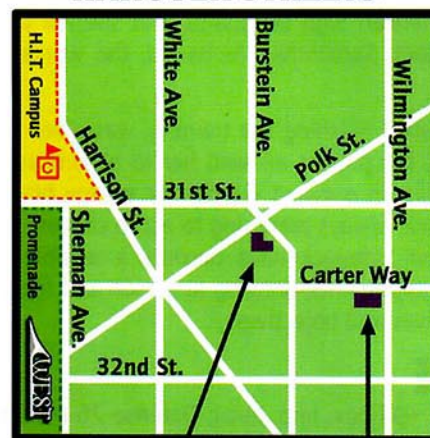


FURLOUGH

1 square = 15 feet



HANOVER STREETS



Furlough

Loft



TRAP-DOOR'S LOFT

The loft shared by Trap-Door and Get-Away has enough open space for both of them to maneuver, if necessary, although they're careful not to conduct any of their "business" out of it (using Furlough and other properties). The skylights allow the members of Larceny, Inc. to come and go fairly easily without being spotted (particularly at night). Trap-Door can also use them as portals, allowing him or his teammates to jump out the skylights and disappear when anyone goes outside looking for them. The kitchen overlooks an alley off of Carter Way, providing some additional cover. The fire-escape outside is a secondary exit. Get-Away can zip up or down it in an instant.

FURLOUGH

The nightclub has two main floors accessible to the public. The second floor has an open area overlooking the main dance floor below. The club's atmosphere of blasting dance-music and shadows broken up by pulsating colored lights provides plenty of cover for private conversations and meetings. Larceny, Inc. uses the private rooms on the second floor as well as their hidden facilities in the basement to conduct business.

The manager's penthouse and the secret basement facilities both have feeds to the club's discretely placed security cameras, allowing

Get-Away (or any other Larceny members present) to keep an eye on things going on around the place. This provides them enough warning for Trap-Door to arrange a quick escape, if necessary. For the club's bouncers, use the Elite Thug stats on page 152 of *Mutants & Masterminds*.

GET-AWAY

"Momma'd hate to hear me say I'm fast, but what can a girl do when it's the truth?"

BACKGROUND

A former runaway from Freedom City, Maria fell into the clutches of a Cardistanic collections team that rounded up homeless people for experiments in late 1989. While she enjoyed the cleaner life and food while imprisoned, she hated being kept under lock and key. She managed to get some freedoms by flirting with, and sleeping with, some of the guards, but she never quite managed to escape. The night after she and two others underwent the full DNAscent Process, Trap Door appeared in her cell and offered her freedom if she agreed to



work with him. She and her fellow DNAscendants followed him and left before brainwashing linked them forever with the Labyrinth.

Since her escape, Maria has been the steadfast companion and lover of Jim Shore, Trap Door himself. What started as her usual way of manipulation blossomed into actual love, and she stays with Larceny, Inc. both for the fun of it and out of love for the team's leader. She revels in the thrills of the chase and doing things frowned upon by society.

USING GET-AWAY

Get-Away is a hedonist and she alone looks for goods that please her senses, from rich fabrics and clothes to kidnapping skilled masseurs for short periods of time. Thus, Trap Door makes sure the quarters they share are always very sumptuous and richly appointed in every way. She's also a thrill junkie who does everything to its fullest extent and will do things simply because she hasn't yet. Sometimes she even does crazy stunts just for fun; her favorite being streaking at super-speed through Freedom City – she especially enjoys slowing down around rest homes because it always causes quite a stir. The only things she won't do are; compromise one of Trap Door's plans, or expose their location (even going so far as to run around the world a few times if there's a chance she might be followed).

TACTICS

Get-Away is hardly a tactical genius, for this reason much of her direction comes from Trap Door. If left to her own devices, her tactics are either to simply run away or graft her speed onto opponents and try and run them into walls while she runs up the same surfaces. If she's on "distraction duty" during a heist, she'll run up and down a city's main shopping district, using her sonic booms to shatter glass everywhere and endanger "all those people who think they're better because they come from money." In a teamwork context, Get-Away shares her speed and often loops a battle to gather her teammates in order to run all of them through one of Trap Door's portals. Her deadliest move—first used last year to great effectiveness against Doctor Metropolis—is to speed up Smash and let him ram at high speed into the biggest opponent they face.

GET-AWAY

PL 10; Init +18 (Dex, Imp. Init., Super-Speed); Defense 30 (+5 base, +4 Dex, +1 Dodge, +10 Super-Speed); Spd 80 ft., sprint 327,680 ft.; Atk +7 melee (+1S/5' reach/crit 20, punch), +7 ranged (+5S/50' area, sonic boom); SV Dmg +2 (Evasion +14), Fort +2, Ref +14, Will +2; Str 12, Dex 18, Con 15, Int 12, Wis 15, Cha 16.

Skills: Balance +7, Taunt +7.

Feats: Attack Finesse, Dodge, Evasion, Improved Initiative, Move-By Attack, Rapid Strike.

Powers: Super-Speed +10 [*Extras:* Share Speed, Sonic Boom; *Power Stunt:* Wall Run, Water Run; *Source:* Mutation; *Cost:* 8 pp; *Total:* 84 pp].

Totals: Abilities 47 + Skills 7 + Feats 12 + Powers 84 – Weaknesses 0 = Total 150 pp.

GRAB

"There's no place I can't lift a mark, easy...and that's without stretching a thing..."

BACKGROUND

One of Freedom City's more notorious grifters, LuAnn had long been known to the FCPD even before she made the mistake of drinking one evening at the Double Diamond saloon near the Freedom College campus in 1989. She got served a drugged drink and woke up a prisoner and test subject in a mysterious lab. She bided her time and learned to listen to what was going on around the lab, so when Trap Door offered her a chance to escape, she knew she was the one who held the information they needed to blackmail Cardistanic, Jonathan Grant, and others. Although she didn't enjoy the DNAscent Process, she appreciates the enhanced abilities and healthier body she gained from being in the wrong place at the wrong time.

Grab remains an unapologetic con artist and pickpocket, but she enjoys her teammates and the camaraderie she shares with them. While she sometimes loses patience with Smash (who insists on calling her his girlfriend), she puts up with his crush in order to always have a loyal bodyguard (and potential fall guy to use during escapes). Grab's primary concern is always for herself, and while she appreciates Trap Door's help and respects his tactical genius, she stays with the team only because the grift is bigger and it's more fun than doing it alone.



VILLAIN PROFILE: GET-AWAY

Power Level: 10

Concept: Super-fast "moll" and safecracker

Name: Maria Traykos

Other Aliases: Sandra Hoffman, Karen Bender, Nikki Saguras

Base of Operations: Various Freedom City apartments and hideouts

Affiliation: Girlfriend of Trap Door, member of Larceny, Inc.; owner (as Nikki Saguras) of Furlough

Nationality: American of Greek descent

Age: 33

Height: 5' 0"

Weight: 104 lbs.

Eyes: Hazel

Hair: Black

USING GRAB

Bitter at being orphaned at an early age, LuAnn learned to count on no one but herself. She sees people as marks and potential enemies first, neutral entities second, and friends (or lovers) last. Manipulative to the extreme, Grab excels at distracting people so she can lift their wallets or jewelry, keep them from paying attention to what the rest of the team is doing, or set them up for an attack by one of her teammates. Self-absorbed and petty, Grab demands as much attention as Trap Door from the public, and she attacks fiercely if she's dismissed as a lesser threat than any of the others.

TACTICS

Grab rarely bothers with combat, seeing it as something to indulge in only when necessary. She'd rather focus on the score and makes sure the group always grabs the cash and any extra incidentals she can score along the way. If forced into combat, she keeps to a supporting role, tripping and snaring opponents to make them easier prey for Smash and Trap Door. If she's angered into fighting (by someone laughing at her or suggesting she's the weak link), her most common tactic is to stretch her hand around someone then force her fingers inside the throat (a particularly nasty Chokehold maneuver). Her team tactic with Smash is often just to throw or catapult foes within his reach, allowing him to flatten them.

GRAB

PL 10; Init +8 (Dex, Super-Dex); Defense 25 (+6 base, +3 Dex, +1 Dodge, +5 Super-Dex); Spd 30 ft., bounce 50 ft.; Atk +7 melee (+15/55' reach/crit 20, punch or snare); SV Dmg +3 (Protection +10), Fort +3, Ref +8, Will +0; Str 12, Dex 16, Con 16, Int 13, Wis 10, Cha 14.

Skills: Bluff +7, Sleight of Hand +16.

Feats: Attack Finesse, Chokehold, Dodge, Expertise, Improved Grapple, Improved Pin, Improved Trip, Move-By Attack, Power Attack, Rapid Strike, Skill Focus (sleight of hand), Whirlwind Attack.

Powers: Elasticity +10 [*Extras:* Protection, Snare (*Flaw:* Limited—Touch range); *Power Stunt:* Bouncing (Leaping); *Source:* Mutation; *Cost:* 6 pp; *Total:* 62 pp], Super-Dexterity +5 [*Source:* Mutation; *Cost:* 4 pp; *Total:* 20 pp].

Totals: Abilities 45 + Skills 12 + Feats 24 + Powers 82 - Weaknesses 0 = Total 161 pp.

SMASH

"Good one, boss...breaking and entering...dat's what I'm good at, uh-huh..."

BACKGROUND

A former middle-weight boxer from Freedom City, Ernie worked as the bouncer at the Double Diamond bar for his cousin since he suffered brain damage from a particularly brutal fight that ended his career. Ernie and his cousin were both taken away because they happened to be there the night Cardistanic drugged the clientele and took them for testing with the DNAscent Process. Ernie didn't mind the imprisonment, since his cell and the food were better

VILLAIN PROFILE: GRAB

Power Level: 10

Concept: Stretchable pickpocket

Name: LuAnn Grimes

Other Aliases: Michelle Cabot, Caroline Bendix, Cissy Vandon

Base of Operations: Various Freedom City apartments and hideouts

Affiliation: girlfriend of Smash, member of Larceny, Inc.

Nationality: American

Age: 34

Height: 5' 4"

Weight: 120 lbs.

Eyes: Blue

Hair: Dark blonde

than he normally had, and he got to see LuAnn Grimes often (a woman for whom he had an unrequited crush for the previous couple of months). Once on a healthier diet and subjected to a drug regimen, the massive Ernie started to get smarter, though that development didn't survive the empowerment process. His body gained incredible density, strength, and size to the detriment of his brain chemistry. After the experiments, he didn't even notice that his cousin hadn't survived.

The Cardistanic executives were ecstatic over Ernie's superhuman development (as one of their first major physically enhanced bruisers) and he enjoyed all the attention, even if he couldn't understand what they talked

about. He loved being the center of attention and happily performed all the tests of strength they wanted. (Since his creation, they were able to zero in on the triggers for superhuman strength and durability, allowing the DNAscent Process to more reliably create physically powerful subjects.). The only reason he ever left Cardistanic (and thus didn't become a Labyrinth operative) was LuAnn; when Trap Door infiltrated the facility offering to help them escape if they worked for him, she insisted they bring Smash along for muscle. All she needed to do was ask and he became the bruiser of Larceny, Inc. without question.

In the intervening years, Smash has been considered a joke by some, as his reasoning abilities are hardly threatening. He's a danger as part of this group however because Trap Door and the others work well together and use tactics that let Smash do what he does best—break things and people. Ernie's still hopelessly in love with Grab, despite the unrequited nature of their relationship, and he has inflicted more damage on people for daring to attack (or worse yet, romance) Grab than any other reason. She keeps him stable and focused on his tasks, as his child-like demeanor can sometimes cause the team to snatch defeat from the jaws of an otherwise perfect victory.

USING SMASH

Due to the effects of his powers on his brain along with his brain damage, Smash has the mental development of a five year-old child. He walks an emotional tightrope that could cause him to either fall apart and cry or lose his temper and fight whoever's around when he hits an obstacle, be it physical or logical. If confused and left without an obvious target for his frustrations or someone to tell him what to do, Smash has a good chance of simply sitting down and crying like a lost child. One mental quirk of Ernie's helps defeat him regularly—he loves circuses and especially balloons, so either of those things are good distractions for him.

What he's good at is following simple orders and carrying them out with a tenacity to rival a machine. This, combined with the fact that he's happy to listen to his friends makes him a capable





member of the team. Anyone who's able to convince Smash that they're friends will have an easily manipulated pawn of extreme power.

Smash is prone to knee-jerk reactions, and anyone bumping into him or hitting him is immediately considered someone he needs to hit.

TACTICS

Smash can't even pronounce the word strategy, let alone spell or use it. Smash is simple-minded to the extreme—he reacts rather than thinks, and his reactions are often violent, whether he means them to be or not. If he is not given instructions by Trap Door or one of his teammates, Smash often just lashes out at anyone who attacks him (or screams at him or confusedly looks at him, etc.). He never asks questions about why he's been told to do something by the other members of Larceny, Inc., even if he's directed to harm someone he's previously considered a friend; his emotions turn on a dime and the only absolute truth he "knows" is that "Door" and "Fast-girl" and "LAnn" love him and would never deceive him.

SMASH

PL 10; Init +2 (Dex); Defense 18 (+6 base, +2 Dex); Spd 30 ft.; Atk +12 melee (+15S/5' reach/ crit 19-20, punch), +9 ranged (+10S/50' area, shockwave or thunderclap); SV Dmg +15 (Protection +2), Fort +13, Ref +2, Will +2; Str 20, Dex 14, Con 20, Int 4, Wis 10, Cha 14.

Skills: Intimidate +15.

Feats: Durability, Improved Critical (unarmed), Iron Will, Rapid Strike, Toughness.

Powers: Regeneration +8 [*Flaw:* Restricted (only in sunlight); *Source:* Mutation; *Cost:* 1 pp; *Total:* 8 pp], Super-Constitution +8 [*Source:* Mutation; *Cost:* 4 pp; *Total:* 32 pp], Super-Strength +10 [*Extras:* Protection (only at +2), Shock Wave, Thunderclap; *Source:* Mutation; *Cost:* 7 pp; *Total:* 62 pp].

Weakness: Berserker. Smash lacks reasoning ability and impulse control. He operates with the emotional control of a five year old. Thus, heroes and others that call him stupid or who dare to attack his girlfriend, Grab, often cause him to lose control and go berserk.

Naive. Smash is easily manipulated into believing people are either his friends or his enemies. Unless the members of Larceny, Inc. tell him otherwise, Smash has a chance of believing nearly anything someone tells him, as he's unable to grasp the concept of lying.

Disturbing. Smash is an intimidating 8 foot-tall giant with massive muscles beneath his slate grey skin and solid black, pupil-less eyes.

Totals: Abilities 55 + Skills 13 + Feats 10 + Powers 102 - Weaknesses 30 = Total 150 pp.

VILLAIN PROFILE: SMASH

Power Level: 10

Concept: Team muscle-head

Name: Ernest "Ernie" Connors

Other Aliases: Crusher Connors (boxing name)

Base of Operations: Various Freedom City apartments and hideouts

Affiliation: Boyfriend of Grab; member of Larceny, Inc.

Nationality: American

Age: 38

Height: 7' 11"

Weight: 475 lbs.

Eyes: Black

Hair: None

TRAP DOOR

"You've all been marvelous. Hate to pilfer and run, but we'll leave you to dance with those boys in blue."

BACKGROUND

James Shore grew up in Kenosha, Wisconsin and has always been a thief. In his early days he stole something from the wrong people and had his right hand mangled as a lesson. An alcoholic, James fell into grifting and con games when he was down on his luck and found he was good at it. His last drink was nineteen years ago at the rail of the Lucky Seven tavern in

Greenbank. Drugged and carried away, James became one of the earliest surviving test subjects for the DNAscent Process of Dr. Hanks. He dried out while his body responded to drug treatments and regular exercise, and unlike previous subjects, James didn't become sterile or go insane due to the radical changes the drugs caused to his system. After months of unsuccessful escapes and eventual resignation, James willingly volunteered to try and gain flight and super-strength powers through radiation treatments. The process proved far more uncontrollable and more painful than expected, and James ended up with an overall enhanced body and flawed teleportation powers. After a short period of adjustment and training, he used those powers to steal a prototype kinetistaff and escape the facility. Even though he now has full use of both hands and a far healthier body than ever, James hates the doctors of Cardistanic beyond measure for what he saw them do to others who responded poorly to the process.

For four years, James built up the reputation of Trap Door as a hidden and mysterious menace on both sides of the law. While he robbed jewelry stores and broke into banks, he also gave away the money to orphanages and bought and renovated dilapidated housing projects. He took care not to raise too high a profile until he knew more about the people who gave him his powers. It took him three years to track them down to a new facility, and when he did, he watched and waited. Once they'd produced more successful superhumans for them to use, he teleported in and offered them another choice—"Work with me and I guarantee you'll never be ordered around or treated like you're less than human. Besides, I guarantee we'll have a lot more fun..."

Since that night 15 years ago, Larceny, Inc. has been a mainstay on the most wanted boards at the FCPD. What few realize is that they've done as much to disrupt the plans of the Labyrinth, without realizing it, as most heroes. Trap Door sees it as his mission to do anything that hurts Grant Conglomerates,



Cardistanic, Jonathan Grant, Dr. Peter Hanks or anyone who works for them. He and the rest of Larceny, Inc. have stopped them from gathering test subjects in sweeps of homeless shelters, stolen technology shipments earmarked for Cardistanic or subsidiary companies, and much more. These missions happen at least twice a year, the rest of the time is dedicated to having fun or finding worthwhile marks and seeing how long it takes to successfully raid them. While they operate on a global scale (especially if hired en masse by European cartels or la Cosa Nostra), Trap Door prefers that they operate in and around Freedom City, as the bulk of his hidden real estate and financial holdings are there.

USING TRAP DOOR

A noble and gentlemanly villain, Trap Door sees no reason why a life of crime has to necessarily be brutal, cruel, or a lack social conscience. He views himself as a Robin Hood figure, "robbing from those who have too much and distributing it among those who have little." For the past seven years, his investments in real estate (through a variety of identities) have ensured that neither he nor his team have any monetary need to rob or steal—they now do so for the fun and excitement of it. James is equally apt to steal from armored cars and banks to ensure that charities make their quotas during the holidays as he is to hijack rare computer components to sell to the highest bidder. His motives are often confusing to others, but not to him—"I got these abilities to fight against people who abuse their power and who want to keep everyone under their thumbs, that goes for supervillains and corrupt CEOs alike." He hates two men above all others—Dr. Peter Hanks and Jonathan Grant—for their callous treatment of people and their attitudes that they are beyond responsibility or morality due to their genius and their money.

TACTICS

Trap Door is a consummate leader, always watching and making sure his team stays on task and doesn't do any more (or less) than is necessary to achieve their objectives. He uses the staff as much like a vaulting pole as a weapon, fighting with a very gymnastic style all his own. He would never use the lethal setting on living beings other than Hanks, Grant, or someone he thought equaled their level of corruption. He has numerous tactics and maneuvers suited to his powers, and always makes sure he has three ways out of any situation. In 15 years, while a few members have been captured more than a dozen times, the whole team has only been caught once—and that was only for three days before they managed to escape. In emergencies, Trap Door leans his staff against a wall and floor in order to create an emergency escape por-

CAPERS

Payrolling: Larceny, Inc. has tracked the schedules of armored trucks throughout the city. In the past month, they've dropped in and stolen the contents of four armored couriers delivering payroll to various companies or moving old bills out of banks to be shredded. Either a bank or a major insurance company have hired the heroes to act as guards for one, or multiple, armored cars to prevent them from being hit by the Crooked Quartet.

Furlough: With the proceeds of a few successful thefts, Trap Door bought a building in Hanover with a nightclub, Furlough, on its ground floor, remaining its silent partner and owner, while Get-Away (in disguise) poses as the club owner. He lets some know this is a safehouse for Freedom City's super-criminal clientele, providing hidden rooms beneath it. The club is the hottest night spot in the city for its opening week, and many innocent party-goers pack its two dance floors, three bars, and two lounges and prevent superheroes from staging a full assault on the place. The heroes may track a villain to Furlough as he attempts to get away. The heroes have to get past all of the distractions thrown in front of them and prevent the villain from escaping (via Trap Door's teleportal in a hidden room).

tal, but most often he uses doorframes, windows, or even open stairwells to frame his portals and only allows the four of them to use it.

TRAP DOOR

PL 11; Init +3 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft., teleport 50 ft.; Atk +9 melee (+10S/L/5' reach/crit 20, kinetistaff and +10S/L/5' reach/crit 20, energy field), +9 ranged (+10S/L/100' range/crit 20, energy blast); SV Dmg +3, Fort +3, Ref +3, Will +3; Str 16, Dex 16, Con 16, Int 16, Wis 16, Cha 16.

Skills: Acrobatics +8, Bluff +8, Diplomacy +6, Disable Device +11, Move Silent +7, Open Lock +11, Search +8, Sleight of Hand +8, Spot +8, Taunt +8.

Feats: Infamy, Inspire, Leadership, Move-By Attack, Skill Focus (disable device), Skill Focus (open locks), Talented (diplomacy, taunt).

Powers: Teleportation +10 [Extras: Portal, Selective; Flaws: Limited—Can only use portal, Limited—Portal needs physical frame; Power Stunt: Extended Teleport; Source: Mutation; Cost: 2 pp; Total: 22 pp].

Equipment: Kinetistaff [Weapon (melee) +10; Extras: Energy Field (kinetic); Power Stunts: Dual Damage, Energy Blast (kinetic); Source: Super-Science; Cost: 2 pp; Total: 24 pp].

Totals: Abilities 62 + Skills 43 + Feats 14 + Powers/Equipment 46 – Weaknesses 0 = Total 165 pp.

VILLAIN PROFILE: TRAP DOOR

Power Level: 11

Concept: Gentleman thief and leader of Larceny, Inc.

Name: James Shore

Other Aliases: Michael Newton, Thomas Crown, Arthur Fagin

Base of Operations: Various Freedom City apartments and hideouts

Affiliation: Boyfriend of Get-Away, leader of Larceny, Inc.

Nationality: American of German descent

Age: 40

Height: 6' 1"

Weight: 175 lbs.

Eyes: Green

Hair: Brown

The cult of the Mayombe stretches back as far as the history of Voodoo itself. For as long as people have worshipped the *Loa*, the gods of Voodoo, there have been those drawn only to the corrupt side. Whether motivated by hatred, vengeance, or simple power-lust, they have fallen under the influence of evil spirits and become their agents in the material world.

The Mayombe's stronghold has always been the New Orleans area of Louisiana, the center of American Voodoo practices. There the cult thrived in the shadows of the bayous late at night, when other folk were asleep. Mayombe cultists were responsible for many crimes, and did a great deal to give Voodoo its dark and sinister reputation among non-believers. At least a part of the Mayombe's power came from an intermingling between humans and debased Serpent People in the swamps and bayous. Their families often initiated members of the cult from childhood, and some bloodlines were particularly influential within the Mayombe's ranks.

In modern years, the Mayombe came under the sway of Lady Mamba, an initiate of the cult. They served as Lady Mamba's agents and underlings in her schemes to accumulate power and influence for herself. On a larger scale, the Mayombe cult also became the agents of a faction of the Voodoo *Loa* who considered humanity unworthy, and wished to prove it to their fellow gods. The goddess Siren opposed this faction of *Loa* (led by Baron Samedi) and took a human host in order to prove humanity worthy of the protection and guidance of the gods. Siren became the primary adversary of the Mayombe, although she has found allies on occasion, including the master mage, Adrian Eldritch.

Lady Mamba gave birth to two children by two different fathers. Her daughter's father is human, although Dahlia inherited a measure of her mother's mystical potential. Her son's father, on the other hand, was a Serpent Man, making him a mutant mix of human and reptilian characteristics. The two siblings were raised in the ranks of the Mayombe as Lady Mamba's heirs and, later, her primary agents. They have never known life outside of the cult's ranks, and have no purpose except to serve the Mayombe's cause, although they sometimes chafe under the watchful eye of their mother. Dahlia, in particular, considers what things would be like if she led the cult.

In the present day, however, the Mayombe is only a shadow of what it once was. Many of the cult's members are older, and it hasn't replaced its losses in recent years. Lady Mamba's power and influence have diminished, and her children are not permitted to lead without her guidance. Baron Samedi focuses far more on his criminal empire in Freedom City and has largely abandoned the cult. The Mayombe want to reclaim the favor of the *Loa* and the power

they once held and are willing to take great risks in order to do so.

USING THE MAYOMBE

The Mayombe fills the role of evil cult, much like the Brotherhood of the Yellow Sign (page 6). But whereas the Brotherhood is an ancient eldritch conspiracy out to destroy the world (or at least plunge it into permanent madness), the Mayombe is much smaller in scale. The cult embodies many of the stereotypical Hollywood images of "evil Voodoo" to challenge Siren and other mystic heroes. It extends tendrils of corruption into politics and business, and serves as a potential rival for other groups, including criminal syndicates, cults like the Brotherhood, and conspiracies like SHADOW. Any of the above might also use the Mayombe as a screen for their own activities, a distraction to occupy the heroes while the real plot is unfolding behind the scenes.

Just because the Mayombe is relatively small-time doesn't mean they have to be a joke, however. First, they pose an effective challenge for "street-level" heroes, particularly with a mystical bent. They can be a new faction in the Freedom City underworld or they might even connect with the origin of a new mystical hero or villain (see the **Capers** sidebar).

LADY MAMBA

"Feel the serpent's kiss!"

BACKGROUND

Marie Vaulaire was born into terrible poverty in the New Orleans area, where her mother raised her alone. Marie never knew her father, but she often used to imagine he was a special man, and one day, he would come back for her. As a child, Marie had a strong empathy for the bayou country, and for the creatures living in it, especially reptiles: snakes, alligators, and lizards. Some said she was touched by the supernatural, and she had flashes of psychic insight. This led Marie to apprentice herself to a Voodoo priestess in the community, to learn more about the ways of the *Loa*, the gods of Voodoo. Although Marie proved an excellent student, she had little interest in the good of the community. She instead used her gifts to further her own petty desires, to become feared and respected, like she always wanted.

Marie's father did in fact come back for her, although not in the way she imagined. Not long after she reached womanhood, and became a full-fledged priestess in her own right, she met her wayward father. He was not what she expected, not even a man at all, but one of the legendary Serpent People. He revealed Marie's true heritage.

THE MAYOMBE

ORGANIZATION PROFILE: THE MAYOMBE

Concept: Evil Voodoo Cult

Members: Cottonmouth, Lady Mamba, Voodoo Dahlia, cultists

Area of Operation: The Mississippi Delta

The blood of the ancient reptiles was in her, along with their sorcerous power. Her father wished to induct Marie into the Brotherhood of the Yellow Sign, and she went along with him in order to learn his secrets. When she did, however, she betrayed and destroyed the monster who called himself her father. She was a priestess of Voodoo, not of the Unspeakable One, and her heritage would not rule her.

Instead, Marie, adopting the name Lady Mamba, became a powerful influence within the cult of the Mayombe, worshippers of the corrupt and evil side of Voodoo. Her beauty, power, and sheer ruthlessness allowed Lady Mamba to rise to a place of power within the cult. She used that power to amass wealth and influence from the shadows of New Orleans. Crime-lords sought her favor, and corrupt officials were like puppets on her strings.

Lady Mamba faced her first real challenge when the Voodoo goddess Siren incarnated in human form and began operating as a superhero in New Orleans. Siren clashed with Mayombe cultists and confronted Lady Mamba directly on several occasions. Her influence and mystic powers allowed Lady Mamba to survive those confrontations. She allied herself with Siren's enemy Baron Samedi from time to time, and fought the sea goddess on her own as well. Siren slowly tore down Lady Mamba's influence and rooted out parts of her syndicate.

The snake priestess has struggled against Siren for decades. She has even spent years in prison because of her foe. Although she possesses considerable mystic power, Lady Mamba is by no means eternal, and age has begun to take its toll on her. She is only a shadow of what she was in her youth, but she means to regain all she has lost, and more.

USING LADY MAMBA

Lady Mamba is primarily a behind-the-scenes villainess, although she is capable of confronting heroes directly using her mystic powers and various minions. She's an effective foe for a mystic hero, particularly one associated with any sort of gods or spirits. Her voodoo may also be able to overcome the more conventional defenses of other heroes, provided she acquires the necessary components to work her magic on them.

Lady Mamba works well in combination with other villains. She can be an ally or agent of Baron Samedi (*Freedom City*, pgs. 152-154).

VILLAIN PROFILE: LADY MAMBA

Power Level: 11

Concept: Voodoo snake-priestess

Name: Marie Vaulaire

Other Aliases: Madame Marie

Base of Operations: New Orleans, Louisiana

Affiliation: The Mayombe

Nationality: American

Age: 67

Height: 5' 4"

Weight: 96 lbs.

Eyes: Black

Hair: Gray

She might form a temporary alliance with the Serpent People of the Brotherhood of the Yellow Sign (page 6), but more likely she will oppose her distant reptilian cousins. This could actually make her into an unlikely ally of the heroes if they both oppose the Brotherhood. Alternately, Lady Mamba might discover ancient magic (such as the Serpent Scepter, page 7) allowing her to control the Serpent People as she does other reptiles, making them into her pawns. An investigation into the Serpent People might turn up Lady Mamba pulling the strings behind the scenes.



XIRZ 1003

Finally, you can use Lady Mamba as an unusual "street level" villain. She is the criminal mastermind behind an evil cult and may become involved in drug smuggling (particularly zombie powder, *Freedom City*, page 86), vice, extortion, and other criminal activities. Pitting Lady Mamba as head of a "voodoo gang" against the Mafia of Freedom City can provide vigilante heroes with plenty of challenges.

TACTICS

In her younger days, Lady Mamba was a seductress of the first order. She used her looks and her mystic wiles to her advantage. These days, she is more the solitary plotter, the spider sitting at the center of a web of influence, waiting for the strands to vibrate. She's more cautious, gathering both information and weapons she can use against her enemies. She'll almost certainly try and acquire something from each of the heroes she plans to confront, allowing her to make voodoo dolls and fetishes for her sorcery.

Lady Mamba always looks out for herself first and foremost. She's willing to sacrifice anyone (including her own children, if need be) to allow her to escape for another day. She'll usually use her Obscure spell to provide cover for an escape, and her other magic to create distractions for the heroes as needed.

LADY MAMBA

PL 11; Init +0; Defense 14 (+4 base); Spd 30 ft.; Atk +4 melee (+2L and drain/reach 5'/crit 20, serpent staff); +4 ranged (by sorcery); SV Dmg +0, Fort +0, Ref +2, Will +9; Str 10, Dex 11, Con 11, Int 13, Wis 20, Cha 20.

Skills: Bluff +13, Concentration +9, Disguise +12, Diplomacy +12, Gather Information +12, Handle Animal +13, Intimidate +12, Knowledge (occult) +5, Languages (Creole French, Serpent Person), Sense Motive +9, Survival +8, Swim +4, Taunt +12.

Feats: Immunity (poison), Iron Will, Lightning Reflexes, Minions (cultists and various pet reptiles, loyalty 23), Mystic Awareness, Psychic Finesse (Snare), Trance.

Powers: Sorcery +10 [*Spells:* Animation, ESP, Fatigue, Mind Control, Neutralize, Obscure (clouds of smoke); *Power Stunts:* Possession, Snare, Stun, Suffocate; *Flaws:* Excluded Group—Transportation, Restricted—Requires a material piece of the target as a link, Ritualistic; *Source:* Mystical; *Cost:* 4 pp; *Total:* 48 pp], Super-Charisma +6 [*Extras:* Super-Wisdom +2; *Source:* Mystical; *Cost:* 4 pp; *Total:* 16 pp].

Equipment: Serpent Staff [*Powers:* Weapon +2, Drain (strength) +10, *Extra:* Drain triggered by weapon attack; *Flaw:* Device; *Source:* Mystical; *Cost:* 2 pp; *Total:* 22 pp].

Totals: Abilities 45 + Skills 26 + Feats 18 + Powers 86 – Weaknesses 0 = Total 175 pp.

VILLAIN PROFILE: VODOO DAHLIA

Power Level: 9

Concept: Voodoo temptress

Name: Dahlia Dupree

Other Aliases: None

Base of Operations: New Orleans, Louisiana

Affiliation: The Mayombe

Nationality: American

Age: 26

Height: 5'4"

Weight: 110 lbs.

Eyes: Black

Hair: Black

VODOO DAHLIA

"Just a little kiss, sugar, then you won't feel a thing."

Dahlia Dupree is her mother's daughter through and through. She's every bit as beautiful as Lady Mamba was in her heyday (more, in her opinion) and quite skilled in using her looks and her skills to convince other people to do whatever she wants. She was raised as virtual royalty, with a cult of loyal followers, and she's used to getting her way. The only person she fears is her mother, who has ruled her life from the very beginning.

The only area where her mother exceeds Dahlia is in the mystic arts. Voodoo Dahlia has never been a dedicated student of magic. She has learned some spells and enchantments, but cannot match the skills of her mother or other true adepts. She's always looking for shortcuts to power without the need for study and practice.

VODOO DAHLIA

PL 9; Init +1 (Dex); Defense 15 (+4 base, +1 Dex); Spd 30 ft.; Atk +7 ranged (by sorcery); SV Dmg +0, Fort +0, Ref +3, Will +7; Str 10, Dex 13, Con 11, Int 11, Wis 16, Cha 18.

Skills: Bluff +10, Concentration +7, Diplomacy +9, Gather Information +9, Handle Animal +10, Intimidate +9, Knowledge (occult) +5, Languages (Creole French, Serpent Person), Sense Motive +7, Swim +4, Taunt +9.

Feats: Immunity (poison), Iron Will, Lightning Reflexes, Mystic Awareness, Psychic Finesse (Snare).

Powers: Sorcery +7 [*Spells:* Animation, ESP, Fatigue, Mind Control, Neutralize, Obscure (clouds of smoke); *Power Stunts:* Possession, Snare, Stun, Suffocate; *Flaws:* Excluded Group—Transportation, Restricted—Requires a material piece of the target as a link; *Source:* Mystical; *Cost:* 5 pp; *Total:* 43 pp], Super-Charisma +4 [*Extras:* Super-Wisdom +2; *Source:* Mystical; *Cost:* 4 pp; *Total:* 12 pp].

Totals: Abilities 45 + Skills 25 + Feats 10 + Powers 55 – Weaknesses 0 = Total 135 pp.

COTTONMOUTH

"I will crush you!"

Dahlia's brother Silas is her devoted – some say *too* devoted – ally. Unlike Dahlia, who is a bewitching beauty, Silas, more often known as "Cottonmouth," is a hideous monster. He is a nearly pureblooded Serpent Person, but the mixture of reptilian and human blood, combined, perhaps, with a measure of his mother's Voodoo, makes Cottonmouth a nightmare. From the waist down, he is a powerful serpent. Above the waist, his body is humanoid, but covered in armored scales. He has snake-like eyes, and powerful jaws he can open wide enough to swallow small animals (his favorite food) whole. Unlike other Serpent People, Cottonmouth

CAPERS

Shedding Her Skin: Agents of the Mayombe kidnap Natalie Marliss, a famous African-American film star during an appearance in Freedom City. There is no demand for ransom and some fear she is intended for ritual sacrifice. In fact, Lady Mamba has gathered the power and ingredients for an ancient and complex spell. If performed at the right place and time, it will allow her spirit to leave her aged body and permanently possess the actress' youthful and beautiful form. Then she will pretend to be Natalie Marliss, while rebuilding the Mayombe and her mystical powers behind the scenes. If you want to use a younger and more powerful Lady Mamba in your campaign, you can allow this plan to succeed. Perhaps the heroes think they've thwarted Lady Mamba, and learn a short while later how she mysteriously died in custody. Then they discover the terrible truth.

Voodoo Nightmares: Lady Mamba acquires the necessary ingredients to cast a spell and draw the dreaming selves of the heroes into a nightmare world of her making. There she can imprison their souls and magically control their bodies, turning them into living zombies. The heroes' powers may be altered or lessened in their dream-selves, while Lady Mamba is more formidable. Alternately, NPC heroes may be subjected to Lady Mamba's control and the player characters must enter the dream-world (perhaps with the aid of someone like Eldritch or Siren acting as their "anchor" in the real world) in order to free them.

Voodoo Gangsters: There's a new source of designer drugs like zombie powder in Freedom City. Lady Mamba cuts a deal with Baron Samedi to take over the drug business in the city, putting the cult in conflict with the Freedom City Mafia while creating a legion of new addicts (and, eventually, new zombies under Baron Samedi's control). However, Dahlia alters the formula of the zombie powder to place the new drug addicts under *her* influence, while they are still alive, and to give her control over the zombies after they die. This is certain to draw Baron Samedi's wrath when he finds out, but Dahlia is convinced she can set her mother up for the fall, then seize control of the Mayombe herself. Heroes have to contend with a mystical gang-war and the dangers of the double-cross.

Captain Zombie: A user of zombie powder dies, but he has a latent mutant physiology that interacts strangely with the mystical drug. The former drug-addict becomes one of the undead, but not under the influence of anyone else. Instead, he is virtually indestructible: super-strong and unkillable. "Captain Zombie" (as he calls himself, after one of the Loa of the dead) takes up a one-corpse crusade against the criminals he holds responsible for his death; in hopes he can balance the scales of justice. How do the heroes deal with this new vigilante "hero" in the city, especially when they discover he's legally dead?

has no talent for shapeshifting, and cannot assume human-like form. His true appearance can be concealed with spells, but that is all. Cottonmouth doesn't feel like a freak. He was raised in a cult that practically worshipped him. He's not as clever as his mother or sister, and lets them do most of the thinking. Still, anyone who underestimates Cottonmouth is likely to find out about his cunning, and venom, the hard way.

COTTONMOUTH

PL 11; Init +10 (Dex, Super-Dex); Defense 26 (+6 base, +5 Dex, +5 Super-Dex); Spd 30 ft.; Atk +10 melee (+8L plus Dex drain/reach 5'/crit 20, bite); SV Dmg +4 (Protection +4), Fort +4, Ref +10, Will +7; Str 18, Dex 20, Con 18, Int 8, Wis 14, Cha 10.

Skills: Balance +12, Escape Artist +12, Hide +14, Intimidate +5, Language (Serpent Person), Listen +9, Move Silently +14, Search +4, Spot +9, Survival +10, Swim +8.

Feats: Attack Finesse, Darkvision, Expertise, Extra Limb (tail), Improved Grapple, Improved Trip, Psychic Awareness, Rapid Healing, Scent.

Powers: Drain (Dexterity) +8 [paralytic venom, *Extra:* Secondary Effect, Triggered

(by strike); *Flaw:* Must be used with strike, which must inflict at least a hit; *Source:* Alien; *Cost:* 3 pp; *Total:* 24 pp], Protection +4 [armored scales, *Source:* Alien; *Cost:* 2 pp; *Total:* 8 pp]; Strike +4 [bite, *Source:* Alien; *Cost:* 2 pp; *Total:* 8 pp]; Super-Dexterity +5 [*Extra:* Super-Wisdom; *Source:* Alien; *Cost:* 6 pp; *Total:* 30 pp].

Weaknesses: Disturbing.

Totals: Abilities 55 + Skills 35 + Feats 18 + Powers 70 - Weaknesses 10 = Total 168 pp.

MAYOMBE CULTIST

PL 1; Init +4 (Imp. Init.); Defense 11 (+1 base); Spd 30 ft.; Atk +1 melee (+2L/reach 5'/crit 20, dagger); SV Dmg +0, Fort +0, Ref +0, Will -1; Str 10, Dex 10, Con 10, Int 10, Wis 8, Cha 10.

Skills: Bluff +4, Diplomacy +4, Gather Information +2, Innuendo +1.

Feats: Connected, Improved Initiative, Surprise Strike.

Equipment: Ceremonial dagger (+2).

Notes: See *Crooks!* (page 23), for additional cultist archetypes.

Totals: Abilities 3 + Skills 11 + Feats 6 + Powers 2 - Weaknesses 0 = Total 22 pp

VILLAIN PROFILE: COTTONMOUTH

Power Level: 11

Concept: Snake strong-man

Name: Silas Vaulaire

Other Aliases: None

Base of Operations: New Orleans, Louisiana

Affiliation: The Mayombe

Nationality: American

Age: 23

Height: 12' (from head to tail)

Weight: 450 lbs.

Eyes: Yellow

Hair: None

Freedom City has seen more than its share of strange creatures over the years. Some have appeared accidentally, created by experiments gone awry, or led to the city by coincidence. Others have been the deliberate work of super-villains, brought to Freedom City in order to wreak havoc. The city's heroes have always kept these monsters at bay, and ensured they are kept away from Freedom City as much as possible. Although they're called monsters, these creatures often aren't responsible for the destruction they cause. They are merely tools of others, or acting on instinct. Therefore, heroes tend to prefer isolating monsters whenever possible rather than cruelly destroying them.

Note some of the creatures described here have abilities or ranks exceeding their power level. This is because these creatures tend to be more focused and limited than intelligent characters (with a variety of skills and powers). The Gamemaster should take the creatures' greater than normal power ranks, damage, and attack bonuses into account when using them as encounters for heroes of roughly the same power level.

USING MONSTERS

Monsters like those described here are good "meat-and-potatoes" threats for heroes. If you're in need of an adventure, just loose a monster on the city, call up the heroes for help, and you're ready to go! Of course, the monster's rampage can later turn out to be part of a larger plot, leading into another adventure or encounter. There may also be complications when dealing with the monster. Maybe it is near a storehouse of hazardous chemicals, fuel, or the like. Perhaps a gung-ho military commander who wants to take matters into his own hands hinders the heroes' efforts.

Monsters are often very tough – they need to be if they face off against an entire team of heroes! Defeating a particular monster may take more than just beating on it until it's unconscious. Monsters may be practically immune to conventional harm, but they have weaknesses. The trick is figuring out how to exploit that weakness. Take Scrap's emotional ties or Volt's power leeching, for example. Heroes might not be able to stop Scrap from coming back again and again unless they figure out what's causing it and deal with it. Likewise, defeating Volt may involve coming up with a suitable way to contain its energy form and keep it from escaping. This encourages the heroes to innovate (and maybe spend some Hero Points) rather than just pounding away.

Finally, don't overlook the fact monsters aren't necessarily evil. They may be simply doing what they have to in order to survive, or driven by instinct rather than malice. True heroes may feel a measure of pity for them, and should try to deal with them humanely, instead of just destroying them outright. Of course, you should feel free to give the heroes monstrous foes – giant robots, shambling undead – they don't have to feel guilty about demolishing as well.

CRATER APES

Crater apes are native to Farside City on Earth's Moon. They are primates genetically engineered long ago by the mysterious alien Preservers (or perhaps by the ancient ancestors of the Farsiders, it's not entirely clear). Crater apes were originally used to perform heavy labor in parts of Farside City. They were designed to absorb solar radiation, and thrive on it. This gives them some energy-related powers.

While Lady Lunar ruled Farside City, she turned the crater apes from a labor force into her mentally controlled enforcers and guards, using them to help keep the human population of the city in line. The apes served quite well in that capacity, until the Atom Family overthrew Lady Lunar and liberated the Farsiders. The people of Farside City attempted to return the crater apes to their role as domesticated servants, but encountered difficulties. Lady Lunar gave them a taste for violence and a domineering attitude toward everyone except for her. The Farsiders faced

some trouble with the crater apes and eventually isolated the population in a preserve. Efforts to re-train them have been slow (particularly without the aid of more experienced telepaths), but are progressing.

Lady Lunar may have taken some crater apes with her when she fled Farside City, or shortly thereafter. She has at least once unleashed the crater apes on both the lunar city and Freedom City after driving them into a state of frenzy with her powers. The Atom Family was able to capture and contain the rogue apes and return them to their preserve on the Moon.

Crater apes make useful minions for Lady Lunar, or other villains – such as Dr. Simian – who manage to capture and train some of them. Heroes visiting Farside City may also encounter them there.

CRATER APE

PL 4; Init +2 (Dex); Defense 16 (+4 base, +2 Dex); Spd 30 ft, climb 15 ft.; Atk +8 melee (+6L/reach 5'/crit 20, punch); SV Dmg +5, Fort +3, Ref +2, Will +1; Str 20, Dex 15, Con 16, Int 6, Wis 12, Cha 10.

Skills: Climb +12, Jump +8, Spot +5, Survival +5.

Feats: Scent, Toughness.

Powers: Absorption (energy) +3 [Boost Strength; *Source:* Mutation; *Cost:* 3 pp; *Total:* 9 pp]; Super-Strength +1 [*Source:* Mutation; *Cost:* 4 pp; *Total:* 4 pp].

Totals: Abilities 36 + Skills 16 + Feats 4 + Powers 13 – Weaknesses 0 = Total 69 pp.

GIGANTOSAUR

The origin of the creature known as Gigantosaurus remains a mystery. It came from the ocean, where it primarily lives. Nuclear tests on an island or at sea may have created it, or it could be the result

MONSTER MAYHEM

of waste-dumping or some other mutation. Dr. Atom suspects Gigantosaurus originated on Kaiju Island, although it's possible it was further mutated in some way. How it ended up in the Atlantic Ocean remains a mystery as well, although the underground tunnels of Sub-Terra offer one possible explanation.

Whatever the case, Gigantosaurus has occasionally surfaced to trouble coastal cities and communities for well over a decade. More recently, the creature fell under the influence of would-be Atlantean usurpers, used as a living weapon in an assault on the surface world. Gigantosaurus has been driven back into the sea several times, and even once moved to Kaiju Island. However, its swimming ability made it impossible to imprison there for very long. Fortunately, the giant creature seems to prefer to ocean depths, hunting whales and giant squid. It only surfaces when something disturbs it, or when forced to do so by an outside agency.

Gigantosaurus looks much like a gigantic tyrannosaurus rex, except for its vivid purple hide, which is capable of resisting even military grade weapons. It swims using its powerful hind legs and sweeps of its massive tail. On land, it stomps most obstacles flat, crushing the rest in its mighty jaws.

GIGANTOSAUR

PL 14; Init +0; Defense 10 (+8 base, -8 size, +0 Dex); Spd 70 ft, swim 35 ft.; Atk +6 melee (vs. Medium-size creatures, +23S/reach 25'/crit 20, stomp, +23L/bite); SV Dmg +5 (Protection +18), Fort +5, Ref +0, Will —; Str 20, Dex 10, Con 20, Int —, Wis 10, Cha 10.

Skills: Intimidate +4, Spot +5, Survival +8, Swim +24.

Feats: Amphibious, Darkvision, Durability, Immunity—disease, energy (cold, heat, radiation), exhaustion, pressure, Scent.

Powers: Growth +18 [*Extras:* Continuous; *Flaws:* Permanent; *Power Stunt:* Dual Damage (on Strength); *Source:* Mutation; *Cost:* 6 pp; *Total:* 110 pp].

Note: Gigantosaurus has a +8 bonus on Intimidate checks against Medium-sized creatures for its great size (not included in the stats above).

Totals: Abilities 63 + Skills 18 + Feats 20 + Powers 110 – Weaknesses 0 = Total 211 pp.

SCRAP

Dr. Metropolis calls the creature Scrap a "remnant," an "echo of the city's pain." As he explains it, Scrap is a kind of psychic entity made up of the accumulated "residue" of various disasters and terrible events occurring in Freedom City over many years, and culminating in the Terminus Invasion. The unleashed forces that brought Dr. Metropolis into being also gave rise to Scrap, a kind of twisted mirror image. But whereas Dr. Metropolis is intelligent and kind, Scrap is a mindless monster, driven by a need for violence and destruction.

Scrap's appearances are similar in many ways of stories of hauntings and ghosts. The "unfinished business" of people in Freedom City seems to trigger them, particularly things involving strong violent emotion. Scrap becomes the agent for carrying out the trigger's task. So the creature has sought vengeance for murders and other crimes, but has also embodied bigotry, hatred, and pettiness, even for living citizens of Freedom.

Sometimes destroying or incapacitating Scrap's physical embodiment is enough to stop it. In other cases, only directly confronting the trigger will do so. Either the unresolved issue must be



CAPERS

Monster Mash: Giant monsters attack Freedom City! One or more monsters are loosed to rampage through the streets of Freedom City. They may include the creatures described here along with those from Kaiju Island or the Lost World (see *Freedom City* pgs. 90-92). Freedom City needs all its heroes to deal with the creatures before they crush the city flat. Perhaps the monsters are fighting each other, doing tremendous amounts of damage in the process, or they may be under some sort of outside control. Maybe the alien Grue are using mind-control devices to incite the monsters to attack, or Mastermind is broadcasting a telepathic signal to command them. If the heroes can find a way to defeat the control mechanisms, some of the monsters might lose interest and leave the city alone, at least long enough to deal with the rest of them.

Return to Kaiju Island: AEGIS asks the heroes for help transporting one or more captured monsters to Kaiju Island (*Freedom City*, pgs. 90-91). Naturally, transporting a giant, and usually rampaging, monster isn't easy. The monsters are kept in special containment cells, probably sedated or otherwise restrained. AEGIS plans on using a tanker ship to transport them, although they're open to suggestions if the heroes have other means. The operation is top-secret, but word of it leaks to one or more criminal factions, who have an interest in seeing the monsters released, or captured for their own use. Villains like SHADOW, the Terra-King, Talos, or Mastermind might try and hijack the monsters, or simply turn them loose as a distraction for some other plot.

dealt with (bringing a killer to justice, for example) or a living trigger must be forced to confront and release the feelings that summoned Scrap into being. This allows Gamemasters to use Scrap as both an adversary and a story hook for adventures, since there may be more to the creature's appearance than meets the eye at first.

Scrap's appearance suits its name. It is a humanoid figure made up of twisted metal, rubble, and assorted garbage, like a strange statue assembled from the contents of a junkyard. It never looks exactly the same twice, and can even change appearance as it moves and fights.

SCRAP

PL 10; Init +2 (Dex); Defense 18 (+6 base, +2 Dex); Spd 30 ft.; Atk +11 melee (+15S/reach 5'/crit 20, punch); +9 ranged (+11L/55' radius/crit 20, explosion); SV Dmg +4 (Protection +11), Fort +4, Ref +2, Will —; Str 18, Dex 14, Con 18, Int —, Wis 16, Cha 10.

Skills: Listen +10, Knowledge (Freedom City) +8, Spot +10.

Feats: Immunity (from Alternate Form—aging, critical hits, disease, energy (cold, heat, radiation), exhaustion, poison, pressure, starvation, suffocation), Radio Hearing.

Powers: Alternate Form—Solid +11 [*Effects:* Super-Strength, Protection; *Extra:* Continuous; *Power Stunts:* Explosive Form, Semi-Solid Form; *Source:* Alien; *Cost:* 6 pp; *Total:* 70 pp].

Totals: Abilities 59 + Skills 22 + Feats 2 + Powers 70 - Weaknesses 0 = Total 153 pp.

VOLT

Dr. Stratos created the creature Volt as a weapon to use against Captain Thunder. Volt is a being of "living bio-electricity." Dr. Stratos designed it with an almost unquenchable hunger for electrical power, particularly his nemesis, Captain Thunder. Volt "leeches" electricity from any available source. Its preferences are generators, power cables, and, of course, superhumans with electrical powers. Still, Volt is capable of draining power from batteries, outlets, and even the bioelectricity of the human nervous system (causing temporary unconsciousness).

Volt initially proved very effective against Captain Thunder. It overwhelmed him, but then turned on its creator, Dr. Stratos. The

Captain later managed to shield himself from the electric vampire's attacks and lured Volt into a trap that grounded it into a storage container. Since then, Dr. Stratos has had no control over Volt's action, and has washed his hands of the matter. Efforts to destroy Volt have proven unsuccessful. It cannot be "starved" to death, nor can it be destroyed by conventional means. The authorities do their best to keep it contained in a specially insulated cell on Blackstone Island. Occasionally, Volt escapes to wreak havoc. Its ability to travel along electrical wires and drain electricity causes blackouts and power failures. Electrical sparks and explosions also touch off fires and other hazards.

So far as anyone knows, Volt is practically mindless. It has no interest other than feeding, although some scientists speculate Volt's capabilities are dependent on its energy level. If the creature drained enough power, it might become larger, more intelligent, or even begin to reproduce through some sort of fission (splitting off smaller copies of itself). Fortunately, none of these things have happened yet, but they could, if the Gamemaster wants.

VOLT

PL 11 construct; Init +9 (Dex, Imp. Init.); Defense 22 (+7 base, +5 Dex); Spd 30 ft, fly 50 ft., teleport 50 ft.; Atk +12 melee (+10L/reach 5'/crit 20, energy field or drain); SV Dmg +0, Fort —, Ref +5, Will —; Str —, Dex 20, Con —, Int —, Wis 12, Cha 10.

Skills: Hide +6, Spot +7.

Feats: All-Around Sight, Blind-Fight, Detect (electricity), Immunity (from Alternate Form—aging, critical hits, disease, energy (cold, electricity, heat), exhaustion, poison, starvation, suffocation), Improved Initiative, Track.

Powers: Alternate Form—Electricity +10 [*Effects:* Energy Field, Flight, Incorporeal; *Extra:* Continuous; *Flaw:* Permanent; *Source:* Alien; *Cost:* 5 pp; *Total:* 50 pp]; Drain (ability score) +5 [*Extras:* All Attributes, Extra Attribute (powers), Ghost Touch, Slow Recovery (1/min.); *Flaws:* Limited (only Strength and Electrical Powers); *Source:* Alien; *Cost:* 5 pp; *Total:* 25 pp]; Teleport +10 [*Power Stunt:* Extended Teleport; *Flaw:* Only over electrical wiring; *Source:* Alien; *Cost:* 1 pp; *Total:* 12 pp].

Totals: Abilities 71 + Skills 7 + Feats 10 + Powers 87 - Weaknesses 0 = Total 175 pp.

THE PSIONS

Professor Artur Zion immigrated to the United States from Germany to escape the rise of Nazism in the 1930s. He changed his name to "Parker Psion" and continued his research into paranormal and psychic phenomena. Although disdainful of Nazi eugenics programs and claims of racial superiority, Psion did believe in superiority, the superiority of the mind and its hidden capabilities. He was convinced humanity was evolving toward greater mental faculties and the future of humanity involved the cultivation of those capabilities. Already there was evidence in the form of various "mystery men" and even the Nazi *übermenschen*. These "paranormals," as some scientists called them, were the first in an emerging race of super-beings, the future of human evolution.

Psion was never able to provide concrete evidence for his theories, nothing to show paranormals were anything other than random freaks of nature, unexplained by modern science. Undaunted, he continued his work, often in secret. When funding ran out, he pursued less-legal options, including promising certain criminal elements he could create new paranormals for them. When his promises proved exaggerated, Psion was forced to flee underground to escape his former colleagues. He was eventually successful, however, in triggering latent mental powers. Lacking any further test subjects, he experimented on himself, and gained psychic powers. He may have also unbalanced his already delicate psyche, although perhaps it was the power and not the procedures that did so.

Whatever the case, Parker Psion wanted to ensure his genius would be preserved. So he used his abilities to seduce a suitable young woman and produced children, two sons and a daughter. *In vitro* injections and tinkering provided his children with even stronger mental powers than his. Parker raised them with his doctrine of mental superiority, and he and his children occasionally ran up against Dr. Alexander Atom and his protégés, the Atom Family. Psion's daughter attempted to seduce Mentac on several occasions, certain a mating between them would produce an even more powerful generation of mentalists. He proved immune to her charms, however.

When Mentac and Andrea Atom wed, Parker Psion decided it was time to ensure the next generation of his progeny as well. He and his children built an isolated compound in the Colorado Rockies where Professor Psion's experiments continued. His five grandchildren – four girls and a boy – lost their parents in an avalanche outside the complex. Prof. Psion told them it was the work of his old enemy, Dr. Atom. He raised them alone, cultivating their psionic potential and teaching them they were the next stage of human evolution. By the time they were teens, the children understood their destiny, and how others wouldn't understand and would oppose them.

The Psions attempted to recruit the newest generation of the Atom Family to join them, without success. They have also come up against the Atoms while stealing infor-

mation, supplies, and other things for their grandfather. Dr. Atom and his grandchildren hope to rehabilitate the Psions, if they can separate them from Professor Psion's influence. So far, Jump's teleportation powers have

prevented that opportunity from arising and ensured the Psions of a quick getaway every time.

PROFESSOR PSION

"The potential of the mind is limitless ... as is the inability to understand it."



Parker Psion is a brilliant intellect compensating for a severe inferiority complex. Always picked on and persecuted – for his slight built, his brains, his ideas, and for his ethnic and religious background – he developed a firm belief in his own superiority. He considers himself very much a "self-made man." His research unlocked the hidden potential of his mind and he has passed those gifts on to his children and grandchildren. They represent the future of humanity, where the mind is all-important. Prof. Psion has never wavered from his beliefs, not even after the deaths of his own children. Although he loves his grandchildren in his own way, he truly sees them as part of his accomplishments. They are his greatest and most successful experiment, living proof of his theories.

Professor Psion has some mental powers of his own, although they are minor compared to the abilities of his grandchildren. Still, they place him above the "rabble" of ordinary humanity, which have not yet "evolved" to his level. Professor Psion sees himself as a great visionary, who will be lauded alongside the most famous scientists and philosophers for ushering in a new age for the world. Of course, like many visionaries, he is misunderstood and rejected by society. It doesn't matter. He will save the world whether the world wants it or not.

PROFESSOR PSION

PL 11; Init +0; Defense 14 (+4 base); Spd 30 ft.; Atk +3 melee (-1S/5' reach/crit 20/punch), +9 mental (+8S/crit 20, mental blast); SV Dmg +0, Fort +0, Ref +0, Will +13; Str 8, Dex 10, Con 10, Int 20, Wis 20, Cha 16.

Skills: Bluff +7, Computers +16, Concentration +17, Medicine +15, Profession (teacher) +14, Science (genetics) +16, Science (psionics) +16, Sense Motive +16.

Feats: Assessment, Connected, Headquarters, Indomitable Will, Photographic Memory, Psychic Awareness.

Powers: Super-Intelligence +8 [Extra: Super-Wisdom; Source: Psionic; Cost: 4 pp; Total: 32 pp], Telepathy +8 [Extras: Group Link, Memory Alteration, Mental Blast, Mind Control; Source: Psionic; Cost: 7; Total: 56 pp].

Totals: Abilities 42 + Skills 23 + Feats 12 + Powers 88 – Weaknesses 0 = Total 165 pp.

ORGANIZATION PROFILE: THE PSIONS

Concept: Psychic Supremacists

Members: Professor Psion (leader), Empath, Ember, Jump, Aura, Argent.

Area of Operation: North America



EMPATH

"Oh, I feel your pain. Trust me, it'll get worse."

Juliana is the oldest of the current generation of Psions, and the longest exposed to her grandfather's beliefs and experiments. From the time she was a little girl, Juliana did her best to make her family proud of her and she was quite successful, even if her grandfather is somewhat miserly with his praise. When she was young, Juliana also learned how to manipulate people. First it was being the only child, then it was being the oldest and first-born, then being her grandfather's "helper" and the "woman of the house" after her parents died. As her powers grew, it was also Juliana's telepathic ability to affect emotion, although it's somewhat less effective against members of her family.

Juliana became field leader of the Psions based on her age and her ability to keep the others in line. She's done a good job thus far, and she believes in her grandfather's theories and his cause. Her attempts at emotionally manipulating Maximus Atom backfired on her somewhat. While Max developed a crush on Juliana, she has also, almost against her will, developed feelings for him. She finds herself increasingly flustered where the handsome eldest member of the Atom Family is concerned, but she has her duty to her family to consider.

USING EMPATH

Empath is a study in contrasts. Although she has the ability to sense the emotions of others, she sees them largely as things for her to manipulate, rather than feelings as valid as her own. Gifted with the power to heal, she uses it only as directed by her grandfather and as the situation demands. In many ways, Empath has hardened herself to ignore the feelings and suffering of others, believing it makes them inferior and weak. She doesn't allow herself the same weakness. She manipulates people because she's afraid and doesn't know any other way of dealing with them.

Empath can be a cold and manipulative foe, pulling emotional strings to push heroes where she wants them to go. On the other hand, she's a potentially sympathetic figure, if a hero can find a way past her cold and defensive exterior. Perhaps she is attracted to a player character hero rather than (or in addition to) Maximus Atom. The object of her interest has a chance of reaching her, but may also resent Empath's attempts at manipulation.

TACTICS

Empath is a manipulator. She prefers to use her mental powers to sow dissent and turn opponents against each other rather than getting into direct physical confrontations. She uses her power to heighten or dampen emotions as needed to turn things to her advantage and she's very good at reading her opponents and



knowing what they're up to (making her hard to bluff or trick). In combat, she prefers to direct the actions of the other Psions, influence opponents with her powers, and provide healing to her siblings who need it. Empath is coldly rational about the team's objectives. If it's clear they can't win, she has Jump clear them out immediately. Empath avoids the use of lethal force whenever possible, and encourages her family to do the same (having to rein in Ember on occasion).

EMPATH

PL 10; Init +3 (Dex); Defense 20 (+6 base, +3 Dex, +1 Dodge); Spd 30 ft.; Atk +9 melee (+OS/reach 5'/crit 20, punch); +11 mental (+10S/crit 20, mental blast); SV Dmg +1 (Evasion +5), Fort +1, Ref +5, Will +7; Str 10, Dex 16, Con 12, Int 12, Wis 20, Cha 20.

Skills: Bluff +12, Concentration +8, Diplomacy +12, Disguise +12, Innuendo +12, Sense Motive +10, Taunt +12.

Feats: Attack Finesse, Attractive, Dodge, Evasion, Iron Will, Lightning Reflexes, Psychic Awareness.

Powers: Super-Charisma +6 [Source: Training; Cost: 2 pp; Total: 12 pp]; Telepathy +10 [Extras: Healing, Mental Blast, Mind Control; Flaws: Empathy Only; Source: Psionic; Cost: 6 pp; Total: 60 pp].

Totals: Abilities 60 + Skills 13 + Feats 14 + Powers 72 - Weaknesses 0 = Total 159 pp.

EMBER

"Burn, baby, burn!"

The second eldest Psion, Frankie is the opposite of her cousin Juliana in almost every way. Whereas Juliana learned to control her emotions and those of the people around her at a young age, Frankie never developed much emotional control. She was known for tantrums and defiance as a child. Her hot temper eventually blossomed into a talent for pyrokinesis, the psionic ability to create and control fire. Whereas Empath's powers taught her discipline, Ember's have taught her nothing more than a love for setting things on fire and watching them burn. She learned to obey the dictates of her grandfather, her parents, and, later, her older cousin, but she does so reluctantly, only because they're more powerful than her.

Like Empath, Ember completely bought into the idea she was innately superior to normal humans, a part of a great destiny. She adopted more of a warrior ethos than Prof. Psion or Empath, however. Whereas they focus on the achievements of the mind, on intellect and logic, Ember is all about passion, will, and drive. She understands full well that evolution is not a kind or gentle process, and the future of the metahuman race will be born in battle, in blood, and in fire.

USING EMBER

Ember is a hothead, both figuratively and literally. She's the loose cannon of the Psions,



VILLAIN PROFILE: EMPATH

Power Level: 10

Concept: Empathic Manipulator

Name: Juliana Psion

Other Aliases: None

Base of Operations: Freedom City

Affiliation: Psions

Nationality: American

Age: 19

Height: 5' 9"

Weight: 110 lbs.

Eyes: Blue

Hair: Auburn

by far the most vicious and bloodthirsty, also possibly the most arrogant and threatening. Heroes should find little to redeem within her, and should quickly grow to both dislike and fear her personality and her powers. You can use Ember to keep the Psions from becoming too sympathetic as adversaries. As long as they treat a murderous pyromaniac as a member of the family, and see her as part of the future of humanity, it's kind of hard to treat the Psions as worthy of sympathy. Ember makes an effective front-line fighter for the team, and a good adversary for heroes with similar energy-based powers, especially cold or flame-control powers.

Heaven help the hero who becomes the object of Ember's affections. Like everything else, Ember's passion burns white-hot, but pales in comparison to her anger if she's rejected. She'll quickly remind anyone who jilts her that "Hell hath no fury like a woman scorned," especially a woman with the fires of Hell at her command.

TACTICS

Ember is a straightforward fighter. Her basic tactic is "burn anything that moves, then kick the ashes." She typically opens up with blasts of flame, surrounding herself with a burning aura making it difficult for opponents to touch her. She delights in setting fires, and will often ignite parts of the surrounding area. The flames are harmless to her, but can prove dangerous to her opponents (as well as to her teammates, as Empath constantly reminds her). If hard pressed, Ember creates walls of fire as cover and uses flame blasts to collapse structures and bury opponents under flaming rubble. She has no qualms about threatening the "human sheep" heroes go out of their way to protect, and she's the most likely Psion to take hostages.

EMBER

PL 10; Init +4 (Dex); Defense 22 (+8 base, +4 Dex); Spd 30 ft, fly 50 ft.; Atk +7 melee (+0S/reach 5'/crit 20, punch); +12 ranged (+10L/50' range/crit 19-20, energy blast); SV Dmg +1 (Force Field +10), Fort +1, Ref +4, Will +4; Str 11, Dex 18, Con 13, Int 12, Wis 14, Cha 15.

Skills: Acrobatics +9, Concentration +7, Intimidate +6, Listen +5, Spot +5, Taunt +5.

Feats: Attack Focus (Energy Blast), Improved Critical (Energy Blast), Iron Will, Point Blank Shot, Power Attack, Ricochet Attack.

Powers: Energy Control—Fire +10 [*Extras:* Energy Blast, Energy Field, Flight, Force Field; *Power Stunts:* Immunity (Fire); *Source:* Psionic; *Cost:* 6 pp; *Total:* 62 pp].

Totals: Abilities 60 + Skills 23 + Feats 12 + Powers 62 – Weaknesses 0 = Total 157 pp.

VILLAIN PROFILE: EMBER

Power Level: 10
Concept: Fiery Pyrokinetic
Name: Frankie Psion
Other Aliases: None
Base of Operations: Freedom City
Affiliation: Psions
Nationality: American
Age: 17
Height: 5' 5"
Weight: 100 lbs.
Eyes: Blue
Hair: Red

JUMP

"Let's get out of here!"

Jump is one of the three younger Psions, older than the twins by only a couple months. He's both the middle child and the only boy in a family of powerful young women. Both these things made Josh fairly shy and retiring. His sensitivity as a child made Professor Psion virtually certain Josh would develop telepathic or empathic abilities similar to his older sister Juliana. Instead, Joshua developed a talent for teleportation, the psionic ability to move instantly from one place to another. It first happened when his cousin Frankie locked

Joshua in a dark closet, and he suddenly found himself outside. Since then, Josh has refined and mastered his ability to "jump" (as he calls it) from place to place. More importantly, he developed the capability to bring others along with him, making Jump invaluable to the Psions for getting around, or making a quick exit when necessary.

Unlike the rest of his family, Jump isn't so certain he buys their grandfather's line about their innate superiority. After all, they're far from the only superhumans in the world, and so many others use their powers selflessly for the benefit of humanity. They don't consider themselves superior. The Psions' encounters with the Atom Family only strengthened Josh's doubts. The Atoms are so much like his family in many ways, but so different in the way they support each other and don't put on airs. These days, Jump is torn between his loyalty to the family he loves (despite their faults) and his desire to get out from under his grandfather's thumb. He wants to use his powers to do some good, but he also wants to be just an ordinary kid, hanging out with friends and enjoying himself. Unfortunately, he doesn't know what to do, and he's afraid it's only a matter of time before his family discovers his disloyal thoughts.



VILLAIN PROFILE: JUMP

Power Level: 11
Concept: Reluctant Teleporter
Name: Joshua Psion
Other Aliases: None
Base of Operations: Freedom City
Affiliation: Psions
Nationality: American
Age: 15
Height: 5' 6"
Weight: 125 lbs.
Eyes: Brown
Hair: Brown

USING JUMP

Jump is the Psions' "escape clause," allowing them to teleport to a target location, do what they came to do, and teleport away. If things become difficult for the team, Jump always teleports them out. His usefulness as a combatant is somewhat limited, although he is a remarkably well-trained unarmed fighter for his age.

More importantly, Josh is the human side of the Psions. He serves to help remind the heroes these are just kids, albeit kids with super-powers, and a twisted upbringing. In many ways, they can't help but be as they are. Still, Jump shows their potential for change. He's begun to realize things aren't as he's been taught. Sympathetic heroes might be able to encour-

age him to change sides. On the other hand, heroes who see Jump as just another bad-guy to beat on might alienate him and drive him back to his dysfunctional family.

TACTICS

Jump moves around a lot in combat, teleporting from place to place, staying just out of the heroes' reach or using Blink to become incredibly difficult to hit (increasing his Defense to 33). He's willing to mix it up in hand-to-hand combat when necessary, but prefers attacking from surprise. He's more likely to teleport behind someone and sucker-punch them, then teleport away. He's also fond of grabbing opponents, teleporting straight up, and dropping them. Something Jump does better than the rest of his family is coordinate. He'll flank a hero to provide a distraction or help teleport a hero directly into the path of a teammate's attack (using the hero as cover). All the Psions realize Jump is their ticket out, so they tend to protect him in a fight, and Jump will retreat to a safe distance if necessary to keep from being captured or knocked out.

JUMP

PL 11; Init +11 (Dex, Imp. Init., Super-Dex); Defense 24 (+6 base, +5 Dex, +1 Dodge, +2 Super-Dex); Spd 30 ft, teleport 50 ft.; Atk +12 melee (+0S/reach 5'/crit 20, punch); SV Dmg +1 (Evasion +9), Fort +1, Ref +9, Will +5; Str 11, Dex 20, Con 12, Int 13, Wis 16, Cha 14.

Skills: Acrobatics +10, Concentration +8, Hide +10, Move Silently +10, Search +5, Sense Motive +5, Spot +5.

Feats: Attack Finesse, Dodge, Evasion, Expertise, Improved Initiative, Improved Trip, Instant Stand, Iron Will, Lightning Reflexes, Surprise Strike.

Powers: Super-Dexterity +2 [Source: Mutation; Cost: 4 pp; Total: 8 pp]; Teleportation +10 [Extras: Blink, Disorient, Passengers; Power Stunts: Extended Teleport, Turnabout, Fusillade; Source: Psionic; Cost: 5 pp; Total: 56 pp].

Totals: Abilities 59 + Skills 22 + Feats 20 + Powers 64 - Weaknesses 0 = Total 165 pp.

AURA

"Don't go too far. There's danger here. I can sense it."

Gwendolyn and her twin sister Carolyn were the last of the Psion children born, just a month after their cousin Joshua (Jump). Professor Psion was thrilled at the birth of the twins, given previous studies showing a telepathic link between identical twins and similarities in their physical and mental development. The girls presented an excellent opportunity for study. So Professor Psion studied them carefully, something the twins occasionally mistook for attention and even affection,

VILLAIN PROFILE: AURA

Power Level: 10

Concept: Twin Telepath

Name: Gwendolyn "Gwen" Psion

Other Aliases: None

Base of Operations: Freedom City

Affiliation: Psions

Nationality: American

Age: 15

Height: 5' 5"

Weight: 100 lbs.

Eyes: Brown

Hair: Black

although they also undergo the greatest scrutiny of the Psion children.

Interestingly enough, the twins were quite different in personality. Gwen was shy and quiet, comparatively. She preferred the company of her sister to others, and didn't like strangers or large groups of people. On the other hand, she was always quite sensitive to the feelings of others, and tested quite high for telepathic potential. So it came as no surprise to Professor Psion when Gwen began to manifest stronger signs of telepathic abilities. What did come as something of a surprise was how much stronger Gwen's abilities were in the presence of her sister. The same was true for Carolyn's own psychic powers. The closer the twins are to each other,

the greater their powers, and conversely, the farther apart they are, the weaker their abilities. Professor Psion suspects some sort of "psychic gestalt" is at work, although he has not yet been able to teach the girls how to consciously control it. The professor hopes to do so, perhaps even including the rest of the family in the twins' "mind meld," granting them all a consummate boost in psychic power.

USING AURA

Aura is shy and quiet, always watching what others are doing, and thinking. She provides a telepathic "field agent" for the Psions, since Professor Psion doesn't often accompany his grandchildren away from their home. Aura links the team together and always has her mental connection with her twin sister, allowing the Psions to communicate silently and efficiently, coordinating their actions in and out of combat.

Aura has few qualms about reading minds to find out things she and the others want to know, and she's an effective gatherer of information. If the Psions decide to remove heroes as obstacles, they might try doing so using telepathic blackmail rather than brute force. Aura doesn't particularly like hurting people, but she'll do anything to protect and help her family, especially her sister and her grandfather. Heroes - particularly telepaths - might be able to reach Aura and give her the outside human contact she needs to develop beyond her dependence on her family.

TACTICS

Aura tends to coordinate things for the Psions. While Empath gives the orders, Aura relays them. She may stay out of sight, using her telepathic abilities to the group's advantage; spying on the heroes' thoughts, revealing their plans, ferreting out their weaknesses, and so forth. If circumstances force her into the open (to help Argent, for example), Aura tends to stay close to her sister for protection, and Argent looks out for her well-being.

AURA

PL 10; Init +4 (Dex); Defense 22 (+7 base, +4 Dex, +1 Dodge); Spd 30 ft.; Atk +9 melee (-1S/reach 5'/crit 20, punch); +10 mental (+10S/crit 20, mental blast); SV Dmg +1 (Evasion +6), Fort +1, Ref +6, Will +4; Str 9, Dex 18, Con 12, Int 13, Wis 19, Cha 16.



Skills: Acrobatics +8, Concentration +9, Hide +8, Listen +8, Move Silently +8, Sense Motive +9, Spot +8.

Feats: Attack Finesse, Dodge, Evasion, Lightning Reflexes, Mental Link (with Argent), Psychic Awareness.

Powers: Telepathy +10 [*Extras:* Group Link, Illusion, Mental Blast, Mental Protection; *Flaws:* -1 rank per 10 ft. from Argent to a minimum of +5; *Source:* Psionic; *Cost:* 5 pp; *Total:* 50 pp].

Totals: Abilities 59 + Skills 30 + Feats 12 + Powers 50 - Weaknesses 0 = Total 151 pp.

ARGENT

"I think your reach exceeds your grasp. Mine doesn't."

Carolyn grew up the opposite of her more withdrawn twin sister Gwen in many ways. Carolyn was outgoing, active, and tomboyish where her sister was shy and quiet. She always looked out for Gwen and both enjoyed and chaffed a bit under the constant attention from their grandfather, Professor Parker Psion. Carolyn and Gwen manifested their psychic powers at the same time when Gwen went out alone into the mountains where they lived and became lost. She mentally called out to Carolyn, who flew to Gwen's side and carried her back home to safety. From the moment their psychic powers fully awakened, the twins were the constant subjects of their grandfather's research.

Carolyn's powers are accompanied by a glowing, silvery aura around her body and whatever objects she's affecting telekinetically. Similarly, Gwen's powers manifest with a warm, golden aura. So Professor Psion gave the girls the code-names "Aura" and "Argent," for gold and silver, respectively.

Argent's outgoing nature became even more pronounced as her powers developed. As one of the most physical of the Psions, she enjoys using and developing her abilities, particularly her power to fly, which she loves. She takes after her cousin Frankie (Ember) in her free-spirited nature. Although Argent longs to know more about the outside world, she's reluctant to leave her sister's side, and Aura doesn't like strangers, or crowds. Argent's few efforts to convince her to experience more have failed, and Carolyn has begun to resent how her powers and future are tied to her twin.

USING ARGENT

Argent is much more of a free spirit than her sister, Aura, so she's more likely to wander away from the Psions looking for new experiences. She might adopt a secret identity or meet the heroes in a civilian guise, looking to find out more about them. Her inexperience may also get Argent into trouble, in which

case her family is just a mental call for help away. Predators who see her as a helpless teenaged girl may be in for a very unpleasant surprise, if they start trouble.

Argent is torn between her loyalty to the Psions - her sister in particular - and her desire to see and explore the world around her. She's not the stay at home type, but she's bound by duty and love to stay with her family. Argent isn't quite as amoral as some of the Psions, making her sympathetic toward Jump. She both admires and fears Ember's unbridled passion. She wishes she could be more like her older cousin. She also believes in Professor Psion's teachings about the family's innate superiority over normal humanity. She doesn't see this as prejudicial or malicious, just the natural order of things. Aura has begun to give her doubts about it, but it would take an experience to demonstrate the reality of the situation to her.

TACTICS

Argent is the other front-line fighter of the Psions. Although she's only a young girl, she packs a considerable (telekinetic) punch. Argent is more controlled and disciplined than Ember, able to use her powers with precision. Aura helps guide her sister in combat using her telepathic abilities and the constant mind link between them. She uses it to tell Argent who is most vulnerable, to warn her about threats, and to spot hidden enemies. Likewise, Argent looks out for her sister, shielding her (and the rest of her family) from harm. When the Psions need to get somewhere together and Jump can't simply teleport them all, Argent scoops them up with her telekinesis to carry them. She also uses her power to gather the family together for an emergency escape teleport. She's particularly fond of using telekinesis to snatch weapons and other devices out of an opponent's grasp, dangling them up out of reach.

ARGENT

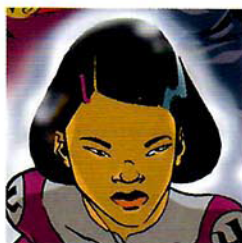
PL 10; Init +4 (Dex); Defense 22 (+7 base, +4 Dex, +1 dodge); Spd 30 ft, fly 50 ft.; Atk +9 melee (+0S/reach 5'/crit 20, punch); +9 mental (+10S/crit 20, mental blast); SV Dmg +1 (Force Field +10), Fort +1, Ref +6, Will +4; Str 10, Dex 18, Con 12, Int 12, Wis 18, Cha 15.

Skills: Acrobatics +8, Concentration +9, Hide +8, Listen +8, Move Silently +8, Sense Motive +9, Spot +8.

Feats: Aerial Combat, Attack Finesse, Dodge, Evasion, Instant Stand, Lightning Reflexes, Mental Link (with Aura), Psychic Awareness, Psychic Finesse (Energy Blast).

Powers: Telekinesis +10 [*Extras:* Energy Blast, Flight, Force Field, Grapple; *Flaws:* -1 rank per 10 ft. from Aura to a minimum of +5; *Source:* Psionic; *Cost:* 5 pp; *Total:* 50 pp].

Totals: Abilities 54 + Skills 30 + Feats 18 + Powers 50 - Weaknesses 0 = Total 152 pp.



VILLAIN PROFILE: ARGENT

Power Level: 10

Concept: Twin Telekinetic

Name: Carolyn "Carrie" Psion

Other Aliases: None

Base of Operations: Freedom City

Affiliation: Psions

Nationality: American

Age: 15

Height: 5' 5"

Weight: 100 lbs.

Eyes: Brown

Hair: Black

SOLO VILLAINS

CRIMINALS ON THEIR OWN

Rojan Lhar was among the chosen few, those worthy of becoming Star Knights, defenders of peace and justice throughout the galaxy. Rojan accepted the opportunity to join their ranks without hesitation. He achieved high marks from his instructors, although they noted a certain harsh and unbending nature when it came to the enforcement of justice. They hoped he would mellow with time, but that was not the case.

Sir Rojan, although an extremely capable Star Knight, faced ongoing conflicts with Mentor and the Inner Circle regarding policy and his own actions in the field. Rojan was convinced the Star Knights could accomplish more, much more, if they didn't allow themselves to be shackled by policies of non-interference. The Grue Empire, for example, continually defied them, but the Knights did nothing to deal with the Empire, merely kept watch over its activities and stepped in when the Grue violated interstellar law. The same was true on primitive worlds where the Star Knights did not put an end to wars, or work to uplift primitive races from superstition and barbarism, preferring to let them "develop naturally on their own."

So Sir Rojan took it upon himself to demonstrate to Mentor and the Star Knight Inner Circle the sort of things the Knights could accomplish. He quickly and easily conquered a primitive world in his assigned sector of the galaxy, setting himself up as its supreme ruler and god, then set about creating order and advancing civilization. He intended to present the whole matter to the Inner Circle as a *fait accompli*, but another Star Knight, A'Jan Koor, discovered Rojan's activities before he was able to complete his plans. Although Rojan attempted to convince his fellow Star Knight of the rightness of his intentions, Sir A'Jan was aghast at the celebrated knight's violation of their code.

Desperate to avoid his inevitable punishment, and convinced his plan could still succeed, Rojan infiltrated the Citadel of the Star Knights and attempted to seize control of the Star Stone. With its power, he could bring order to the galaxy, eliminating crime, barbarism, and all threats to civilization. Thanks to the warning of A'Jan Koor, he failed, and was forced to flee. A'Jan Koor was appointed the task of bringing the first and only rogue Star Knight to justice.

Rojan Lhar escaped to a backwards world known as Earth, in an isolated part of the galaxy, arriving there in the Earth year 1969. He discovered a great many superhumans to hide amongst

while he planned his next move. His foe A'Jan Koor became known to the people of Earth as Star Knight and joined a group of Earth heroes, the Freedom League. Rojan adopted the name Blackstar, and made several attempts to eliminate his hated rival and acquire the power to storm the

Star Citadel and reclaim the Star Stone's power. Toward that end, Blackstar worked with various super-criminals on Earth, even joining an incarnation of the Crime League, the Freedom League's deadliest foes.

Star Knight thwarted Blackstar's schemes each time, although the rogue always managed to escape to fight another day. Finally, in 1977, Star Knight captured Blackstar and brought him to the Star Citadel for trial. Mentor stripped Blackstar of his armor and sentenced him to imprisonment for life on an asteroid specially modified to hold him, with robotic jailers to care for his needs.

For over twenty years, Rojan Lhar stewed alone in his interstellar prison. What news of the outside universe he was allowed only deepened his bitterness. He saw his hated enemy A'Jan Koor advance to the Inner Circle of the Star Knights, lauded as a great hero. He heard about the voyages of the human Daedelus and the conflict between the Lor Republic and Star-Khan. He even managed to escape on two occasions, although he was always captured not long thereafter and returned to his exile.

Recently, Blackstar managed to make covert contact with Omega, the Lord of the Terminus. Omega granted Rojan Lhar assistance in the form of a pair of ancient weapons found in the Terminus; metallic wristbands that allow Lhar to tap into and channel a powerful "shadow force." Blackstar arranged the destruction of his asteroid prison, hoping to convince his former jailers he perished in a cosmic disaster. Since then he has carefully watched and waited for the ideal opportunity to reveal himself. Omega wanted Blackstar to return to Earth (which provided the ideal hiding place) to work against the superhuman champions there in preparation for a new invasion from the Terminus. Blackstar, naturally, has plans of his own.

BLACKSTAR



USING BLACKSTAR

Blackstar can be a solo villain or a member of a team of villains (although he'll inevitably try to assume a position of authority in any team). He's most interested in opportunities to increase his own power and create a power-base from which he can launch an assault on the Star Knights. He wants to claim the power of the Star Stone for himself, but he may be drawn to other opportunities...an alliance with Lady Lunar to conquer Farside City, for example, or a chance to betray Omega and seize his power (or another power-source from the Terminus).

If you have a Star Knight player character, Blackstar makes an excellent nemesis, seeing the Star Knight as a symbol of everything he has come to despise, and an opportunity for him to get at the Star Knights and the Star Stone itself. He might try bringing a novice Star Knight over to his side with a distorted version of his background and motives, becoming an implacable foe when refused.

Blackstar is also a useful "cosmic" villain for campaigns featuring adventures away from Earth. He might be encountered on distant alien worlds looking for Preserver artifacts, powerful weapons, or repeating his earlier conquest of primitive worlds to use them as a power-base for his schemes.

TACTICS

Blackstar is a bitter and hateful individual. His pride and arrogance were his undoing in his youth. Unable to see the wisdom of anyone's insights but his own, Blackstar pursued a course that led to his own ruin, but his pride won't allow him to admit to any mistakes. His failures are all the fault of enemies like A'Lan Koor, the Star Knights, and the Freedom League, who stood in his way, jealous of his greatness and what he could achieve. Now Rojan wants vengeance against all of them, particularly his old foe A'Lan Koor. He wants to see the Star Knights destroyed or firmly under his control, with no choice but to obey his commands.

Blackstar's arrogance tends to make him overconfident, believing his years of experience as both a Star Knight and a rogue from that organization make him more than a match for most foes. He's willing to work in a group, if it furthers his goals, but he's not a team player and cares nothing for anyone except himself. He's likewise willing to serve Omega's plans on Earth for the time being, but he intends to betray the Lord of the Terminus when the opportunity presents itself. In fact, Blackstar imagines what he could accomplish if he possessed Omega's cosmic power for himself.

His powers derive from the metallic bands he wears on his wrists, allowing Blackstar to tap into an extra-dimensional source of "shadow force" to perform various feats. In addition to the abilities given in his game statistics, Blackstar can use his shadow bands to open an aperture into the shadow dimension, slipping out of the

VILLAIN PROFILE: BLACKSTAR

Power Level: 12

Concept: Rogue Star Knight

Name: Rojan Lhar

Other Aliases: None

Base of Operations: Milky Way Galaxy

Affiliation: Former member of the Crime League

Nationality: Aljorian (from the planet Aljor)

Age: 65 (Earth years)

Height: 6' 2"

Weight: 200 lbs.

Eyes: Black

Hair: Black

physical universe altogether and reappearing at some distant point. He does this very rarely, however, since transporting in this manner is quite tiring and disorienting (requiring the use of extra effort). The Gamemaster should use it as a last-ditch method of escape for him.

BLACKSTAR

"I was the greatest Star Knight of all, but with the power of the Star Stone, I will be master of the cosmos!"

PL 12; Init +3 (Dex); Defense 21 (+8 base, +3 Dex); Spd 30 ft., fly 50 ft.; Atk +7 melee (+1S/reach 5'/crit 20, punch), +9 ranged (+12S/120' range/crit 20, shadow blast); SV Dmg +2 (Protection +12), Fort +2, Ref +5, Will +5; Str 13, Dex 16, Con 14, Int 13, Wis 16, Cha 15.

Skills: Acrobatics +5, Concentration +6, Bluff +6, Knowledge (galaxy) +8, Intimidation +8, Listen +6, Sense Motive +7, Spot +6.

Feats: Accurate Attack, Aerial Combat, All-Out Attack, Immunities (from Energy Control—Darkness—aging, critical hits, disease, energy (gravity, heat, cold, radiation), exhaustion, poison, pressure, starvation, suffocation), Infamy, Identity Change, Iron Will, Lightning Reflexes, Point Blank Shot, Power Attack.

Powers: Shadow Bands [Energy Control—Darkness +12, *Extras:* Create Object, Energy Blast, Flight, Immunity, Protection; *Power Stunts:* Darkvision, Dazzle, Space Flight; *Flaw:* Device; *Source:* Super-Science; *Cost:* 6 pp; *Total:* 78 pp].

Totals: Abilities 61 + Skills 32 + Feats 18 + Powers 78 – Weaknesses 0 = Total 189 pp.

CAPERS

In Blackest Night: Blackstar places a massive screen between the Earth and the Sun, creating a permanent eclipse. During the perpetual night authorities are stretched thin dealing with rising crime. Meanwhile, Blackstar demands a rare massive black opal in order to return daylight to the world. In truth, the stone has certain mystical properties and a prophecy about how "three days of darkness" will awaken them. Blackstone plans to combine the mystic shadow powers of the opal with his shadow bands to increase his own power immensely, enough so he can assault the Star Citadel and overcome the Star Knights once and for all.

The Omega Syndrome: Blackstar returns to Earth to assemble a team of super-criminals. They begin stealing weapons and technology as part of the prelude to a new Terminus Invasion. Stolen weapons find their way into the hands of other criminals and terrorists to keep the authorities and heroes occupied, while stolen technology is used to construct a new dimensional gateway, or perhaps even a device intended to pull Earth into the Terminus, where Omega's legions can invade and conquer the planet once and for all.

Krak-En Vas was hatched on the distant planet Illthus, a dark and dreary water-world on the edge of the Grue Empire. After some training as a soldier working for the Empire, Krak-En deserted his unit, and began a career as a pirate and privateer. Raiding various small shipments, he parlayed his successes into a larger crew and a larger ship, becoming known as a scourge of the spaceways in the Grue Empire, the Lor Republic, and many other parts of known space.

After years on the most-wanted lists of authorities across the galaxy, Captain Krak-En's luck ran out when his ship was damaged in a space battle with a Lor cruiser near Earth.

The space pirate managed a controlled entry of Earth's atmosphere, but his vessel's hyperdrive was badly damaged. To repair it, Krak-En needed parts, equipment, and supplies. As a pirate, he naturally set to stealing them. His translation matrix latched onto information about Earth pirates (kindred spirits), so Krak-En's English sounds like it came out of a Hollywood pirate movie (since, essentially, it did) and he has developed a fondness for dressing like a pirate from Earth's Age of Sail. The alien pirate and his crew fought the Earth heroine Siren on several occasions, and "Captain Kraken" (as he became known on Earth) and his crew ended up in federal custody.

It remained unclear if the human authorities could even hold alien criminals, but for some time, Captain Kraken and his crew remained the "guests" of Blackstone prison. Eventually they escaped and Kraken was able to finish repairs to his ship. Although the space pirate escaped Earth, his vessel was nearly destroyed in the process. He resumed his career of plunder, but now with an eye toward the riches of Earth and the humans who'd dared imprison him. Kraken swore his revenge, and it is an oath he takes seriously.

Since then, Captain Kraken and his crew of space pirates have caused trouble for Earth on occasion. He would like nothing more than to unleash a terrible catastrophe or war on Earth, leaving the ruins for him to plunder. Kraken has also attracted trouble in the

form of Grue, Lor, and other aliens seeking to capture him. He forges alliances with menaces like Lady Lunar and Star Khan, breaking them when they no longer suit his plans. Through it all, he remains one of the most dreaded pirates, scourge of the space-lanes.

CAPTAIN KRAKEN

USING CAPTAIN KRAKEN

Captain Kraken is a useful nemesis for any hero with an aquatic, alien, or space background. He can range anywhere from a petty thief, stealing useful technology and examples of Earth treasures (artwork and other valuables) to a cosmic menace threatening all life on Earth. For a truly over-the-top adventure, Kraken might plot to steal the Earth itself and sell it to the

highest bidder on the galactic market! He can become involved in any adventure in outer space, and is equally suited to piracy on the high seas of Earth.

You might use the squid-headed space pirate as comic relief, presenting him as a bungler who gets by on blind luck and

becomes an annoyance for the heroes. Alternately, Captain Kraken can be treated as more of a serious villain, a ruthless alien pirate interested solely in profit, and willing to endanger innocent lives, even destroy civilizations, in order to loot and plunder.

TACTICS

Captain Kraken tends to combine show-boating and a preference for hiding behind his crew. He'll send waves of space pirates at the heroes before facing them in personal combat, although he's quite daring when forced into a direct confrontation. Kraken is willing to take hostages and hold entire cities ransom,

if it serves his purpose. He often takes advantage of the more honorable nature of his opponents.

Captain Kraken tries to make sure he has an escape hatch if things go wrong. He's the first to abandon ship and head for the escape pods, and more than once heroes have witnessed the destruction of his vessel. But Kraken always turns up later with some wild tale of how he survived to fight another day.

VILLAIN PROFILE: CAPTAIN KRAKEN

Power Level: 12

Concept: Squid-headed Space Pirate

Name: Krak-En Vas

Other Aliases: None

Base of Operations: Milky Way Galaxy

Affiliation: None

Nationality: Illthusian (from the planet Illthus)

Age: 37 (Earth years)

Height: 6' 1"

Weight: 200 lbs.

Eyes: Black (no pupils)

Hair: None

THE STELLAR BUCCANEER

Captain Kraken's space cruiser, *The Stellar Buccaneer*, is a good-sized ship, although small compared to Lor military cruisers and Grue dreadnoughts. The *Buccaneer* is small enough to land on planetary surfaces, although Captain Kraken often leaves the ship in orbit, using shuttles to travel to and from a planet's surface. The ship is equipped with a hyperspace drive, allowing it to travel between star systems. Its weapon systems include tractor beams for grappling with ships Kraken intends to board and photon cannons for vessels he means to blast out of the sky. The *Buccaneer* has an armor-plated hull to protect it from attacks. The ship has several smaller (lightly armed) shuttles and is crewed by Captain Kraken's collection of miscreants from the far corners of the galaxy.

The Stellar Buccaneer: Movement 11 (*Power Stunt:* Space Flight), Hardness 15, Armor Bonus +15, Weapon +12 (*Power Stunt:* Move Object +12). Cost: 42 pp.

Although Captain Kraken's abilities are somewhat limited compared to many heroes, keep in mind he has a starship and an entire crew at his command. In the past, Kraken has also surprised heroes with things like strange alien "pets" and various trinkets he has collected over the years (including mystical items and Preserver artifacts). If you feel the space pirate needs a little extra edge, feel free to give him one (or more) of these to use against the heroes.

CAPTAIN KRAKEN

"Yar! You'll be walkin' the plank, matey...into hard vacuum!"

PL 12; Init +8 (Dex, Imp. Init.); Defense 23 (+8 base, +4 Dex, +1 dodge); Spd 30 ft.; Atk +10 melee (+7L/+5L/reach 5'/crit 20, cutlass/energy field); +10 ranged (+5L/50' range/crit 20, pistol); SV Dmg +3 (Evasion +9), Fort +3, Ref +9, Will +0; Str 14, Dex 18, Con 16, Int 13, Wis 11, Cha 15.

Skills: Bluff +6, Intimidate +6, Language (English), Pilot +10, Repair +5, Search +5, Sense Motive +5, Spot +5.

Feats: Amphibious, Attack Finesse, Darkvision, Dodge, Evasion, Expertise, Extra Limb (prehensile facial tentacles), Improved Initiative, Infamy, Inspire, Leadership, Minions (Loyalty 20), Surprise Strike, Underwater Combat.

Powers: Amazing Save (Reflex) +5 [Source: Training; Cost: 1 pp; Total: 5 pp]; Obscure (vision) +4 [ink cloud, Source: Alien; Cost: 2 pp; Total: 8 pp].

Equipment: Vehicle [*The Stellar Buccaneer*, 42 pp]; Weapon +5 [cutlass and pistol, Extra: Energy Field, Dual Weapon; Source: Super-Science; Cost: 3 pp; Total: 15 pp].

Weaknesses: Disturbing (alien).

Totals: Abilities 61 + Skills 30 + Feats 28 + Powers/Equipment 70 - Weaknesses 10 = 180 pp.

SPACE PIRATE

PL 3; Init +1 (Dex); Defense 14 (+3 base, +1 Dex); Spd 30 ft.; Atk +5 melee (+4L/reach 5'/crit 20, cutlass); +5 ranged (+3L/30' range/crit 20, pistol); SV Dmg +3, Fort +1, Ref +1, Will +0; Str 13, Dex 12, Con 13, Int 10, Wis 10, Cha 11.

Skills: Intimidate +3, Pilot +4, Spot +4.

Feats: Surprise Strike, Toughness.

Equipment: Weapon +3 [cutlass and pistol, Extra: Dual Weapon; Source: Super-Science; Cost: 2 pp; Total: 6 pp].

Totals: Abilities 27 + Skills 8

+ Feats 4 + Equipment 6 -

Weaknesses 0 = Total 45 pp.



CAPERS

Raise the Jolly Roger!: Captain Kraken and his crew attack and capture an American space station, high in orbit above the Earth. The catch is that the station is a test-platform for an experimental new anti-missile defense system. The station's laser weapons, if turned against Earth, could wipe out entire cities. Now Kraken is broadcasting demands. If the world's greatest art treasures aren't turned over to him, he will unleash the station's firepower on the Earth and begin destroying its most populated cities. He begins with a demonstration in an unpopulated area to show he isn't bluffing. The heroes have to figure out how to get to the station, overwhelm the space pirates, and get control of the weapons systems before Kraken can lock them into a firing cycle. There may also be the small matter of heroes or operatives from other nations looking to do the same thing, while also getting access to top-secret U.S. missile defenses.

The Prince's Bride: Captain Kraken kidnaps the daughter of one of Earth's royal families from a diplomatic function. Taking her on board his ship, he leaves Earth to bring his victim to a distant star system. There the ruling prince, enamored of Earth women, has paid Kraken for a suitable human bride to rule as his queen. The heroes might stow away on board Kraken's ship, or have some means of traveling through space on their own to follow him. They have to get past the prince's guards and stop the wedding ceremony. The prince may have some powers of his own; he may even be someone like Star-Khan!

Their exact origin is a mystery, but some theorize that deep in the sewers of Freedom City, something was spilled: toxic waste, strange chemicals, radioactive sludge, mystic potions, or perhaps the remnants of some super-criminal's fiendish device. Whatever it was, it mutated a colony of cockroaches, swarming down in the darkness. They changed, transformed, and became something else, something *aware*. They became the Collective.

Freedom City first became aware of the Collective when it tried taking over a building downtown in order to create a new nest, absorb energy, and spawn. Fortunately, the Atom Family was able to overcome the Collective and break it down into its component parts, which scattered. Although they believed the creature was destroyed, it was not so easy to eliminate a collective entity. Some of the Collective survived. They spawned; they grew, and eventually reunited.

The Collective learns and adapts, so the next time it went after the Atom Family directly. It took over the Goodman Building and trapped the young heroes inside. Draining power from the building's advanced systems allowed the Collective to grow rapidly, and also disabled Dr. Atom's holographic matrix. Tess Atom hit upon the idea of feeding the entity with more raw energy than it could process at once. The Collective was overloaded and most of it destroyed although, again, parts of it survived, adapted, and regrew.

The Collective has appeared on other occasions. It considers the Atom Family its "natural enemy" and is somewhat fixated on them, although its primary goal is survival and feeding in order to reproduce. Dr. Atom has theorized that the Collective will grow more intelligent and aware as it increases in size. If allowed unchecked growth, there's no telling what it might become.

USING THE COLLECTIVE

The Collective is a creepy gross-out villain, a truly alien intelligence with a disturbing appearance. Adventures involving the Collective can take on an edge of horror as the creature makes its appearance and slowly increases in both power and intellect as it grows.

The Collective is suited for adventures below the streets, such

as when the heroes are sent to investigate strange disappearances near sewer entrances or mysterious sightings by city workers. It is also a good villain for infiltrating the heroes' headquarters (if there is some sort of under-

ground access). The components of the Collective begin leeching off some energy. Then the headquarters systems go dead and the creature announces itself

and attacks. The Collective might do the same with another building, taking the people there hostage and giving the heroes another problem to consider.

Keep in mind the Collective isn't at all human. It is a mass of crawling insects and it "speaks" with buzzing clicks and drones to approximate a human voice. It has no empathy or understanding of anything apart from its need to survive and reproduce. This makes the Collective unlikely to cooperate with other villains, although it rarely needs to, since it is an organization unto itself.

TACTICS

The Collective seeks out sources of energy to trigger its Growth and Boost powers, increasing its size, power, and intellect as it progressively adds

more creatures to its body. It takes full advantage of its greater reach in combat, and characters may be surprised when the

Collective extends a limb out fifty feet or so to strike from a distance. Its reach only increases with its size.

THE COLLECTIVE



CAPERS

Pest Control Problem: The Collective begins showing up in several places around the city. Each time the heroes defeat or drive off the creature, it shows up again shortly thereafter. There's no apparent pattern to the appearances. It turns out the Collective has actually split into multiple creatures. The only advantage the heroes have is the different Collectives are quickly becoming hostile toward each other. If they're brought together in the same area (perhaps lured there by the heroes) they immediately attack and destroy each other in a fighting frenzy.

Psychic Insects from Inner Space! Unbeknownst to the Atom Family, a portion of the Collective ended up in the Terminus the last time the creature tried to take over the Goodman Building. Cut off from the rest of the entity, the component roaches formed a new Collective and began draining energy from available sources. This Collective thrived in the environment of the Terminus and continued to further mutate. Now it is made up of human-sized insects with technology scavenged from ruined worlds and a formidable psionic hive mind. These creatures have a dim recollection of Earth, and have discovered a gateway back to the world that spawned them.

The Psychic Hive: The Collective further mutates so each roach is able to attach to and control a human host. This new Collective is spreading through the population, taking over the citizens of the city, with plans to eventually control the entire city and then the world. The Collective might take steps to eliminate the local heroes, or it may even be able to possess some of them as well, sending them after the player characters!

Typically, the Collective goes after opponents that are physically the strongest first. It tends to ignore energy projectors (since it can feed on their attacks) and psychics (since it has considerable Mental Protection). If either of the latter two types prove able to overcome the Collective's defenses, it will focus on those characters first. The Collective doesn't particularly try to kill its opponents, merely neutralize them so they are no longer a threat. It tends to flail out and bat people aside for the most part.

THE COLLECTIVE

"You always knew we would inherit the Earth. Now it's time."

PL 14; Init +2 (Dex); Defense 18 (+6 base, +2 Dex); Spd 30 ft, climb 20 ft.; Atk +7 melee (+10S/reach 50'/crit 20, strike); SV Dmg +5 (Protection +10), Fort +7, Ref +2, Will +2 (Mental Protection +12); Str 10, Dex 14, Con 20, Int 8, Wis 10, Cha 2.

Skills: Search +5, Spot +5.

VILLAIN PROFILE: THE COLLECTIVE

Power Level: 14

Concept: Insectoid Gestalt

Name: None

Other Aliases: None

Base of Operations: Freedom City sewers

Affiliation: None

Nationality: None

Age: 6 years (as a collective entity)

Height: 6' 0" (in humanoid form)

Weight: 150 lbs. (in humanoid form)

Eyes: Far too many

Hair: None

Feats: All-Around Sight, Blind-Fight, Blindsight, Endurance, Great Fortitude, Immunity (from Alternate Form; aging, chemical, critical hits, disease, electricity, exhaustion, poison, radiation, starvation, suffocation), Indomitable Will, Iron Will, Rapid Healing, Psychic Awareness, Scent.

Powers: Alternate Form—Semisolid +10 [Extra: Continuous; Flaw: Permanent; Source: Mutation; Cost: 5 pp; Total: 50 pp], Boost (Intelligence) +10 [Extra: Triggered by Growth; Flaw: Proportionate to Growth; Source: Mutation; Cost: 2 pp; Total: 20 pp], Clinging +4 [Source: Mutation; Cost: 1 pp; Total: 4 pp], Growth +12 [Extra: Triggered by energy attacks; Flaw: Only 1 rank per attack; Source: Mutation; Cost: 6 pp; Total: 72 pp], Mental Protection +12 [Source: Mutation; Cost: 2 pp; Total: 24 pp].

Weaknesses: Disturbing (made of cockroaches!).

Transformation (into a swarm of unconnected insects when knocked out).

Totals: Abilities 29 + Skills 11 + Feats 20 + Powers 170 - Weaknesses 20 = Total 210 pp.

Andre Keston was always smart, smart enough to get teased in school for being a "brain," and smart enough to study computer science and mathematics, becoming an expert programmer and systems designer. Andre was a problem-solver, known for tackling the most difficult technical challenges and overcoming them. Unfortunately, his intellect and his technical abilities weren't matched by his social skills. Andre dealt with being an intellectual geek by adopting an elitist attitude toward those he considered his mental inferiors, which is to say nearly everyone. It won him no points with his co-workers, and left him with no real friends.

CONUNDRUM

That didn't matter according to Andre. He was satisfied with his work, and with being one of the most in-demand programmers and designers in the business. He was riding high on the dot-com boom, making more money than he knew what to do with. He even saw when the dot-com bubble was ready to burst, and protected himself. It seemed like there was no professional challenge Andre Keston couldn't overcome. That was the problem; he was deadly bored, lacking intellectual challenge and stimulation.

When a mid-level USNet executive insulted the insular Andre, he adopted getting revenge as his new hobby. He systematically set out to ruin the man, and his plan was so well crafted only his

CAPERS

A Bird in the Hand: Conundrum finally succeeds in luring Raven into a trap even she cannot escape. Fortunately for the dark-cloaked detective, Conundrum doesn't know about her father, Duncan Summers. He contacts the heroes about mounting a rescue mission. The difficulty is diverting Conundrum's attention away from his revenge scheme and holding it long enough for a rescue to succeed. To do so, the heroes are going to have to beat the Prince of Puzzles at his own game. This adventure offers an opportunity for the heroes to team-up with the Next-Gen.

Double-Cross: Andre Keston claims to be a changed man. He says his criminal past is behind him and he wants nothing more than to make a fresh start. Of course, there is a rash of mysterious crimes fitting Conundrum's M.O. Is Keston lying? Not so far as anyone, even a psychic, can determine. In fact, Andre has suffered a psychotic break. The treatment to rid him of his Conundrum compulsions has sublimated them to the point where Conundrum has become an independent personality, entirely separate from Andre Keston, but aware of everything he knows. Keston doesn't even know he still becomes Conundrum late at night to commit crimes. The other personality is more than willing to make it look like a copycat has taken up the Conundrum identity. Can the heroes figure out the truth?

victim knew who was really behind it. It was a rush of power like Andre Keston had never known. He was clever enough to outwit *anyone* and to do whatever he wanted.

It wasn't long after the mysterious underworld figure known only as the Conundrum began offering his services to certain crime families, as well as pulling some jobs on his own. He always left clues in the form of puzzles or riddles, challenging the authorities to outwit him and figure out his schemes. Although the police were left baffled, the Raven was not. She matched wits with Conundrum and figured out who he really was. Andre Keston was arrested and jailed.

Prison life changed Keston. It had all been a game before, but now it was more than that. Conundrum was a true outlaw, outside the society he disdained. He would prove his superiority and get his revenge on the Raven and everyone else who'd ever taunted him. Over the years, Conundrum has proven remarkably adept at prison-breaks, so much so he was most recently incarcerated at Blackstone Island. However, he was later transferred to the Providence Asylum, diagnosed as socially maladjusted, with a psychological fixation on his intellectual games as well as on the Raven. After months of treatment, Andre Keston was pronounced cured. A parole board released him from custody, and he has become a well-paid consultant in the high-tech field once again, working primarily from his midtown apartment over the Internet.

The Raven has been keeping a close eye on Conundrum, and wisely so. The Prince of Puzzles is by no means cured; he has simply figured another way out of his predicament. Conundrum is operating behind the scenes once again, careful to cover his tracks. This time, he's certain he won't be caught. This time, he knows his plans are flawless. Of course, he hasn't

accounted for the possibility of any *new* heroes coming along to spoil them.

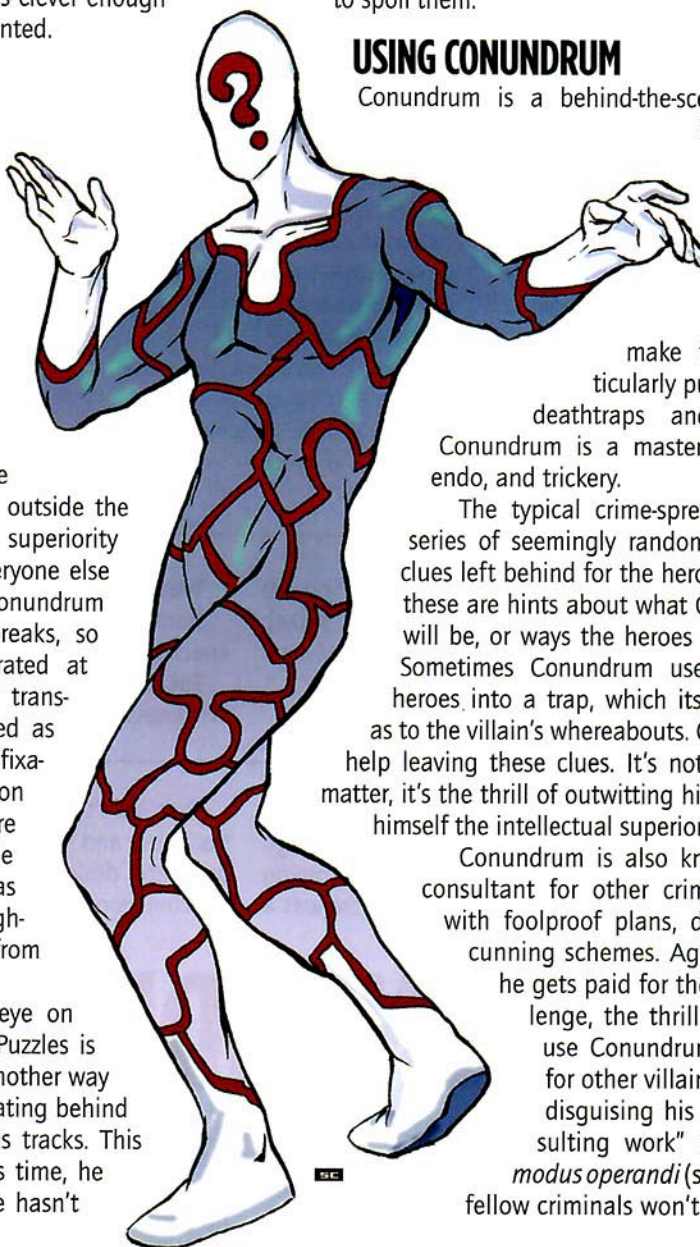
USING CONUNDRUM

Conundrum is a behind-the-scenes villain. Physically, he's no match for most heroes, but mentally is another matter. Conundrum is a good villain for elaborate plots designed to make the heroes think, particularly putting them into various deathtraps and difficult situations.

Conundrum is a master of misdirection, innuendo, and trickery.

The typical crime-spree for Conundrum is a series of seemingly random crimes, with complex clues left behind for the heroes to unravel. Normally these are hints about what Conundrum's next crime will be, or ways the heroes can find and stop him. Sometimes Conundrum uses these clues to lure heroes into a trap, which itself may contain a clue as to the villain's whereabouts. Conundrum simply can't help leaving these clues. It's not really the crimes that matter, it's the thrill of outwitting his opponents, of proving himself the intellectual superior.

Conundrum is also known for working as a consultant for other criminals, providing them with foolproof plans, deathtrap designs, and cunning schemes. Again, it's not the money he gets paid for these things; it's the challenge, the thrill of the game. You can use Conundrum to provide resources for other villains. He may even take to disguising his own activities as "consulting work" using another villain's *modus operandi* (something Conundrum's fellow criminals won't find endearing).



TACTICS

Conundrum is all about misdirection and elaborate tricks. Ideally, heroes only see him on video and hear his recorded or broadcast voice, without knowing where he actually is. He creates traps tailored to his foes, when at all possible, although he has a variety of "all-purpose" deathtraps. Working with villains like Toy Boy and the Foundry in the past has given Conundrum a considerable arsenal of technology, and more than a few favors to call upon.

In the event of an actual confrontation, some heroes underestimate Conundrum. While he's not much of a physical threat, he uses his cunning and abilities to the greatest effect. In particular Conundrum makes use of Bluff and Taunt to get heroes to act rashly, falling into another of his traps, or simply giving him the moment he needs to make good his getaway. Conundrum always has a back-up plan (and a back-up for the back-up), and Gamemasters should liberally use Villain Points to give him an edge when it comes to being prepared for every eventuality.

Conundrum's minions are normally hired thugs (*M&M*, p. 152). He dresses them up in costumes to look like playing cards, chess pieces, and the like. Sometimes he dresses his minions in costumes identical to his own, making it difficult for heroes to know who is the real Conundrum (and making it easy for him to use his Fall Guy feat, see p. 93). The Prince of Puzzles also makes liberal use of booby-trapped dummies (rigged to explode or release knockout gas) and even android doubles acquired from the Foundry.

VILLAIN PROFILE: CONUNDRUM

Power Level: 10

Concept: Prince of Puzzles

Name: Andre Keston

Other Aliases: The Prince of Puzzles, Master of Mazes

Base of Operations: Freedom City

Affiliation: None

Nationality: American

Age: 31

Height: 5' 10"

Weight: 158 lbs.

Eyes: Green

Hair: Black

CONUNDRUM

"How are you going to figure out this one, hero?"

PL 10; Init +5 (Dex, Imp. Init.); Defense 19 (+7 base, +1 Dex, +1 Dodge); Spd 30 ft.; Atk +5 melee (+0L/reach 5'/crit 20, punch); +6 ranged (+3L/30' range/crit 20, pistol); SV Dmg +1, Fort +1, Ref +6, Will +11; Str 10, Dex 13, Con 12, Int 20, Wis 18, Cha 13.

Skills: Bluff +12, Computers +14, Demolitions +12, Disable Device +12, Disguise +10, Escape Artist +5, Innuendo +12, Knowledge (puzzles) +17, Sense

Motive +12, Sleight of Hand +3, Taunt +10.

Feats: Assessment, Confuse*, Connected, Dodge, Evasion, Fall Guy*, Headquarters (x3), Improved Initiative, Leadership, Master Plan*, Minions (genius leader, Loyalty 29), Seize Initiative*, Villain's Luck.

*For information on these new feats, see the **Appendix** on page 93.

Powers: Amazing Save (Reflex) +5 [*Source:* Training; *Cost:* 1 pp; *Total* 5 pp], Gadgets +5 [*Source:* Super-Science; *Cost:* 1 pp; *Total:* 5 pp]; Super-Intelligence +7 [*Extras:* Super-Wisdom, Super-Charisma; *Source:* Training; *Cost:* 5 pp; *Total:* 35 pp].

Equipment: Light pistol +3 [*Cost:* 1 pp; *Total* 3 pp].

Weaknesses: Quirk (leaving clues).

Totals: Abilities 55 + Skills 27 + Feats 30 + Powers/Equipment 48 - Weaknesses 10 = Total 150 pp.

The original Crimson Katana, Asano Ranaga, lived the life of a petty thief and thug for the Yakuza until he discovered Tegamusha's Three Flames Katana, named for the intricate flames on the blade. Lord Tegamusha created the katana at the start of the Sino-Japanese War in 1894, forging it in fires fed by the bodies of 300 Chinese prisoners and tempered in their blood. The blade gained infamy in its use against soldiers and innocents alike until Tegamusha himself was slain by a sniper's bullet in 1895. Stolen by the assassin, the katana was lost for decades until Asano found it in 1935. Rising above his common killer's status, the Crimson Katana soon stood as the Emperor's personal bodyguard and assassin. He fled occupied Japan in 1949 after slaying the Human Tank an Gunner. He died mysteriously that same year in Nepal although few knew of his death until years later.

Toshiro Ranaga, the only child of Asano, grew up hearing legends of the blade and his father's exploits, and he studied martial

arts and swordplay all his life. When his father disappeared, Toshiro spent years learning mystical means to find his father. Rather than bring his father back from the dead to him, the young sorcerer's magics drew him to his father's resting place, where he found his legacy. Toshiro used the katana's bloody history and imbued it with some magical abilities during countless rituals with the blade. If his boasts were to be believed, he may also have had the Human Tank's severed metal head forged into a wakizashi nearly strong enough to scratch impervium (or he simply forged a second blade with arcane properties). The second Crimson Katana operated in Southeast Asia all throughout the 1960s

and 1970s as a mercenary ronin, both alone and with his followers, the quasi-mystical Katanarchist cult.

Kimiyo Ranaga is the fourth child of Toshiro Ranaga and the only one who survived the 1977 bloodbath ordered by Dimitri Russov. The Russian crime lord hired Toshiro and the Katanarchists to eliminate a number of rivals quickly and quietly, tasks at which

CRIMSON KATANA

CRIMSON KATANA II

PL 14; Init +5 (Dex); Defense 24 (+8 base, +5 Dex, +1 Dodge); Spd 30 ft., Atk +13 melee (+8L/S katana/5' reach/crit 20 or +5L/S wakizashi/ Penetrating (x2)/5' reach/crit 19-20, wakizashi), +13 ranged (+9 sorcery); SV Dmg +6, Fort +6, Ref +5, Will +6; Str 14, Dex 20, Con 18, Int 16, Wis 18, Cha 19.

Skills: Bluff + 9, Concentration +12, Diplomacy +9, Disguise +7 (+16 with Shapeshift), Innuendo +9, Intimidate +11, Language (English, Japanese, Russian), Move Silent +7, Sense Motive +9, Sleight of Hand +8.

Feats: Ambidexterity, Attack Finesse, Dodge, Expertise, Great Fortitude, Identity Change, Improved Two-Weapon Fighting, Iron Will, Power Attack, Toughness, Two-Weapon Fighting.

Powers: Sorcery +9 [*Effects:* Force Field, Obscure, Shapeshift, Suffocate, Teleportation; *Power Stunts:* Extra Spells (Energy Blast, Mental Blast); *Flaws:* Concentration required, Excluded Groups (Control, Divination); *Source:* Mystical; *Cost:* 4 pp; *Total:* 40 pp].

Equipment: Three-Flames Katana [*Powers:* Weapon +8 (melee); *Power Stunt:* Dual Damage, Fatigue, Transformation (*Flaw:* Only changes blade to tattoo and vice-versa); *Flaw:* Device; *Source:* Mystical; *Cost:* 1 pp; *Total:* 14 pp], Wakizashi [*Powers:* Weapon +5 (melee); *Power Stunt:* Dual Damage, Penetrating Attack (x2) (hyperdense metal; Hardness 19), Transformation (*Flaw:* Only changes blade to tattoo and vice-versa); *Flaw:* Device; *Source:* Mystical; *Cost:* 1 pp; *Total:* 13 pp].

Weakness: Transformation. Toshiro's possession of his daughter's body ends if he is Disabled or Dying, and she can attempt to fight for control (Will Save DC 15). If he is rendered Unconscious, she automatically assumes control. She can maintain control for 18 hours with one successful save, at the end of that time if she is still Disabled her father retakes possession of her.

Totals: Abilities 85 + Skills 46 + Feats 22 + Powers/Equipment 67 - Weaknesses 10 = Total 210 pp.

they failed, even so Ranaga's family and cult paid the price. Of 58 total members, only 14 Katanarchists survived in hiding throughout the 1980s rebuilding their forces. Toshiro survived to smuggle his daughter to America to live with her maternal grandmother. She lived as Kimiyo Toronji for nineteen years, unaware of the legacy from which she came. In 1995, the 58-year-old Crimson Katana committed ritual suicide in a sorcerous rite, priming the blade with more mystical powers. The cult then hid the blades and waited. Kimiyo inherited her father's considerable fortune and real estate holdings.

In 1997, to Kimiyo's horror, her grandmother, who was now on her deathbed, revealed the truth of her family and her fortune. She discovered the katana and wakizashi, as well as her father's Crimson Katana armor, hidden behind a secret panel in her San Francisco penthouse. When she touched the blade, she cut her finger on its razor-sharp edge, and her father possessed her body. He banished Kimiyo's mind into the blade and she fought him, but he used her body to revive and rebuild the Katanarchists, his cult of assassins. Only after the Katana's defeat by Eldrich in 1998 did Kimiyo regain control of her body.

Now, with her blades mystically hidden as tattoos on her upper arms, Kimiyo can transform instantly into a stylized version of the Crimson Katana's armored samurai robes when she touches the tattoos. (She can also instantly will the change back to her normal form and the blades automatically become tattoos again.)

She lives a life under various identities, forced to hide due to the criminal activities done by her body. She rarely points out to people that she's not the crime lord they believe her to be, but the Katanarchists seem to know mystically when their master is not in control of his daughter's body and attack her on sight. She spends much of her time trying to undo her father's plans and dismantle his cult, but she also takes on contracts only to kill or expose those who contracted her. Eldrich, Foreshadow, Evening, Eye of Justice and Troy Griffin (son of the Human Tank and head of British parahuman intelligence) are among the few who know her secret.

USING CRIMSON KATANA

Crimson Katana is an anti-hero looking to undo the evils her father and grandfather wrought upon the world. She is a driven, emotionally distant young woman who trusts only those who

earn her confidence. In her civilian identity, she is a well-to-do trust fund girl whose main interests appear to be martial arts, ancient weapons and swords, and shopping.

If she is possessed by her father, Crimson Katana is a power-mad sorcerer and leader of a cult of assassins who willingly die for him. He constantly seeks both more magical power and needs to be noticed, always marking his kills so there is no doubt the Crimson Katana struck.

VILLAIN PROFILE: CRIMSON KATANA III

Power Level: 12/14

Concept: Japanese anti-hero with an evil legacy

Name: Kimiyo Ranaga

Other Aliases: Hideko Toronji, Julie Edo, "Sam" Kayedo, Mariko Tanashi, Angela Kimiyo, Yukio Fimune, and variations on all of them

Base of Operations: Mobile; owns properties in Tokyo, Osaka, London, Bombay, San Francisco, and New York City.

Affiliation: None; when possessed by her father's spirit, she allies with the Katanarchists.

Nationality: Japanese-American of dual-citizenship

Age: 26

Height: 5' 3"

Weight: 104 lbs.

Eyes: Green

Hair: Black

CAPERS

Wrong Place, Wrong Time: Your hero(es) track down a crime lord and break into his headquarters. After fighting through his minions, you find the crime lord dead, a young woman in a green and red samurai's outfit pulling a short sword from his chest. (This could either be Kimiyo slaying a guilty man or Toshiro executing a rival, and the only difference can be seen by spellcasting, if Toshiro chooses to fight the heroes.)

TACTICS

Crimson Katana is among the most dangerous combatants alive in the Freedom Universe, so the only break her opponents have is her reluctance to draw blood with her katana. She will kill foes that have obviously broken the law repeatedly and she assumes will escape justice, though she only kills using the wakizashi. She prefers to humiliate and weaken crime lords and villains, breaking their organizations and by watching their panic, learning of other enemies to hunt.

Her father's spirit is less adept at fighting, as he relies more on his sorcery, using the swords only for the final kills. Both, however, are utterly ruthless and will pursue their chosen prey until it is dead or at least neutralized and broken.

CRIMSON KATANA III

"You know less of honor than my father did. The Crimson Katana shall make you pay..."

PL 12; Init +9 (Dex, Imp. Init.); Defense 26 (+10 base, +5 Dex, +1 Dodge); Spd 30 ft., Atk +15 melee (+8L/S katana/5' reach/crit 20 or +5L/S wakizashi/penetrating (x2)/5' reach/crit 19-20, wakizashi); SV Dmg +6 (Evasion +7), Fort +6, Ref +7, Will +5; Str 14, Dex 20, Con 18, Int 14, Wis 16, Cha 14.

Skills: Acrobatics +10, Balance +7, Diplomacy +4, Escape Artist +7, Gather Info +4, Hide +10, Intimidate +6, Jump +4, Knowledge (metallurgy) +4, Move Silent +10, Search +7, Sense Motive +8, Spot +8.

Feats: Ambidexterity, Attack Finesse, Attack Focus (+1 with katana, wakizashi), Dodge,

Evasion, Expertise, Great Fortitude, Identity Change, Improved Critical (wakizashi), Improved Disarm, Improved Initiative, Improved Two-Weapon Fighting, Iron Will, Lightning Reflexes, Move-By Attack, Power Attack, Rapid Strike, Toughness, Two-Weapon Fighting, Whirlwind Attack.

Equipment: Three-Flames Katana [Powers: Weapon +8 (melee); Power Stunt: Dual Damage, Fatigue, Transformation (Flaw: Only changes blade to tattoo and vice-versa); Flaw: Device; Source: Mystical; Cost: 1 pp; Total: 14 pp], Wakizashi [Powers: Weapon +5 (melee); Power Stunt: Dual Damage, Penetrating Attack (x2) (hyperdense metal; Hardness 19), Transformation (Flaw: Only changes blade to tattoo and vice-versa); Flaw: Device; Source: Mystical; Cost: 1 pp; Total: 13 pp].

Weakness: Transformation (x2): There are two triggers for the Crimson Katana's transformation: if the cursed katana draws blood and Crimson Katana is within 20 feet of the blade, or if she is wounded beyond a Stun effect. In either case, her father's spirit tries to take control of her body. Kimiyo's mind enters the katana (DC 30 Will save to resist) and her father's spirit possesses her body. Kimiyo cannot regain control of her body unless she takes damage that causes her to become Disabled, Dying, or Unconscious. Toshiro can maintain control of her body even while asleep.

Totals: Abilities 86 + Skills 46 + Feats 42 + Equipment 27 - Weaknesses 20 = Total 181 pp.



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K&L
1997

Untold millennia ago, a mysterious alien race known only as the Preservers roamed the galaxy, intervening in the evolution of alien species and seeding different forms of life (including human life) on other worlds. The Preservers vanished long ago, but evidence of their existence, and artifacts from their civilization, remain.

One of these may be a vast ringworld orbiting a star hundreds of light years from Earth. The massive construct is a flattened ring around the star, with a radius of nearly 100 million kilometers, its surface a thousand kilometers across, giving it a surface area many times that of the Earth. On the surface of this ringworld are artificial habitats, replicating conditions on hundreds of different planets and many different types of terrain, wherein live samples of alien life. It is a vast zoo, or biological laboratory, with species from hundreds of different worlds, many of them extinct elsewhere in the galaxy.

This alone would make the star system a curiosity, but something of even greater interest lies beneath the surface of the ringworld. Amidst the vast technological superstructure and support system is a sophisticated artificial intelligence that controls and operates the ringworld. It is known as the Curator.

The Curator claims it was created and programmed by the Preservers to gather knowledge and samples – both biological and material – from worlds across the galaxy for preservation. It has never clearly explained why the Preservers did this, but the Curator clearly has no interest in the advancement of galactic knowledge or anything other than its obsessive collection. Attempts to access the vast archives or specimens in the Curator's care have been rebuffed and, when necessary, met with violent opposition. The starfaring races of the galaxy have long since chosen to leave the Curator alone and do their best to avoid drawing its attention. This isn't overly difficult since the more developed a species is, the less likely it has anything of interest the Curator hasn't already collected and cataloged. No, it is the developing species of the universe that hold the most interest according to the Curator's mission, especially the unique inhabitants of Earth.

While humans aren't particularly unusual – found throughout many worlds in the Lor Republic, for example – the inhabitants of Earth are interesting for two reasons. First, they are the original gene-stock for all humans in the galaxy and, second, Earthlings display surprising adaptability. While many alien races have sport mutations, psionic abilities, or racial powers, Earthlings have the most unusual and dazzling variety of superhumans in the known universe. Earth and humanity were clearly of interest to the Preservers, and the Curator maintains this interest.

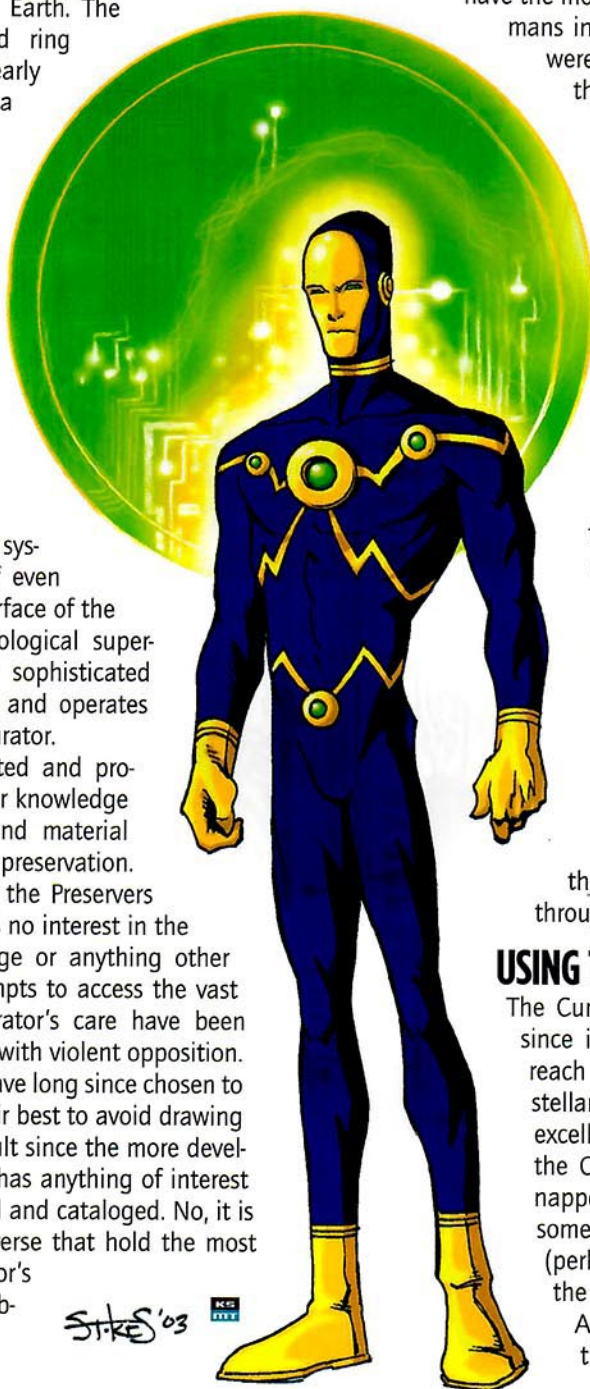
The Curator itself never leaves its home. In fact, it is part and parcel of the structure of the Archive, and cannot be separated from it. However, the artificial intelligence can operate a variety of robotic drones via hyperspatial link over any distance, and controls and monitors many such drones across the galaxy. Each of these serves as the Curator's proxy in its dealings with other creatures.

The Curator has visited Earth on occasion. On its most recent visit, it attempted to capture Dr. Metropolis, a member of the Freedom League, for study as a unique specimen. Dr. Metropolis' escape destroyed the museum ship sent to Earth, allowing a number of other specimens to escape. Naturally, the Curator wishes to recover these missing specimens and to acquire Dr. Metropolis (and possibly some other unique things Earth has to offer). Thus far, people on Earth are unaware the Curator is not a single alien being, but the intelligence of an alien computer acting through various artificial drones.

USING THE CURATOR

The Curator itself is something of a plot device, since it is vast, powerful, and generally out of reach of most characters (unless they have interstellar capabilities). Its drones, however, make excellent antagonists. The most typical use of the Curator is as an interstellar thief and kidnapper. A drone shows up and tries to steal some unique item or capture a unique creature (perhaps a player character) and take it back to the museum ship for eventual delivery to the Archive. The heroes have to get back what the Curator has taken.

THE CURATOR



CAPERS

Collect Them All! The heroes' fame has stretched across even the vastness of space, so the Curator decides to add them to its collection. It may arrange a fake emergency to lure the heroes into a trap or simply confront them and offer them this golden "opportunity." The Curator might even cut a deal with the heroes' arch-enemies, who are more than eager to see the heroes out of the way. Alternately, the Curator might abduct other heroes from Freedom City, with the player characters trying to rescue them. This is a good way to explain the sudden disappearance of some heroes in the campaign.

Everything Must Go: The Curator is by no means the only surviving Preserver artifact. Mentor of the Star Knights (see *Freedom City*, page 95–96) may be one. There is also an opposite number to the Curator somewhere in the galaxy, intended not to collect, preserve, and catalog, but to destroy, break down, and recycle. This "world-eater" is a sufficient threat for the Curator to cooperate with outsiders to protect certain worlds from destruction (at least until the Curator can collect all the interesting bits). A visit from the Curator on Earth may be a harbinger of things to come; the alien collector wants to get the good stuff while the Earth is still there!

Heroes may find themselves in need of something (or someone, perhaps) the Curator has in its vast Archive. Secrets from across the galaxy are gathered there, which may include vital information for overcoming a particular menace to Earth, the galaxy, or even the universe. The trick is getting the Curator to part with it, especially if it has no stake in this problem.

Conversely, the Curator may find itself in need of aid. Perhaps there's something unique out of reach of its drones due to unusual conditions in a region of space or defensive measures aimed at keeping them away. The Curator might try to get a group of superhumans to help it, using either coercion or honest negotiation. There's also the matter of exactly why the Curator is doing all of this collecting. Is it simply following outdated instructions from creators dead and gone for millennia or is there a higher purpose? Perhaps the Archive is intended as a failsafe against some sort of galactic disaster, or a museum of the galaxy before it is destroyed by another force.

TACTICS

Like the machine it is, the Curator is cold, calculating, and logical. It has no understanding of personal freedoms, individual rights, or the greater good. All it's interested in is its obsessive collection of data and samples. It isn't even really interested in the advancement of science or knowledge. It collects simply because its purpose is collecting, like a sort of cosmic hobbyist more interested in a complete collection than having new toys to play with. It is interested solely in the unique and unusual, although its standards can seem quite strange to Earth humans. While it understands reason, the Curator is exceptionally difficult to reason with because it doesn't care about anything other than its mission. The safety of its drones is largely irrelevant (since they're just tools). For those who don't know the Curator's true nature, this can make it seem heedless of its own safety. The only thing the Curator cares about is preserving its own existence and that of the Archive (and, to a lesser extent, its museum ships). A threat to one or more of those will cause the Curator to respond

with force (or perhaps a willingness to negotiate, if confronted with a losing proposition).

The Curator has the resources of an entire solar system at its disposal, although those resources are rarely concentrated in one place at a time. More often, characters will encounter one of the computer's drones, which are powerful robots, typically in humanoid form, although they vary widely depending on their assigned tasks and sectors of the galaxy. A Curator drone is physically powerful and equipped with various defensive capabilities along with equipment for interfacing with various data storage and retrieval systems.

In the Archive, the Curator may have access to virtually any item of technology the Gamemaster cares to give it. It has been collecting things from across the galaxy for millennia, and has accumulated quite the arsenal, all extensively cataloged and cross-referenced, of course.

THE CURATOR

"You will be a unique addition to my menagerie."

PL 18 construct; Init +5 (Int); Defense 5 (+0 base, –5 Dex); Spd 0 ft.; Atk –; SV Dmg +20, Fort –, Ref –, Will +23; Str –, Dex –, Con –, Int 20, Wis 20, Cha 15.

Skills: Computers +30, Diplomacy +12, Disable Device +28, Gather Information +20, Innuendo +18, Knowledge (history) +33, Knowledge (galaxy) +31, +30, Science (physics) +30, Science (all others) +23, Search +30, Sense Motive +28, Spot +28

Feats: Assessment, Darkvision, Indomitable Will, Headquarters, Immortal Experience (page 93), Minions (genius leader, loyalty 42), Photographic Memory, Radio Broadcast, Radio Hearing, Ultra-Hearing.

Powers: ESP +18 [Extra: Comprehend, Datalink; *Flaw:* Restricted (only through the senses of its drones); *Source:* Super-Science; *Cost:* 3 pp; *Total:* 54 pp], Hardness +20 [Source: Super-Science; *Cost:* 1 pp; *Total:* 20 pp]; Super-Intelligence +18 [Extras: Super-Wisdom, Super-Charisma +8; *Source:* Super-Science; *Cost:* 4 pp; *Total:* 80 pp].

VILLAIN PROFILE: THE CURATOR

Power Level: 18/12

Concept: Alien Super-Computer

Name: Curator

Other Aliases: None

Base of Operations: Milky Way Galaxy

Affiliation: None

Nationality: None

Age: Thousands of Earth years

Height: 6' 0" (drone)

Weight: 350 lbs. (drone)

Eyes: White (drone)

Hair: None (drone)

Weaknesses: Quirk (obsessive collecting).

Totals: Abilities 25 + Skills 74 + Feats 20 + Powers 163 - Weaknesses 10 = Total 272 pp.

CURATOR DRONE

PL 12 construct; Init +2 (Dex); Defense 17 (+5 base, +2 Dex); Spd 30 ft.; Atk +9 melee (+13S/reach 5'/crit 20, punch); +8 ranged (+10S/100' range/crit 20, energy blast); SV Dmg +12, Fort —, Ref +2, Will +1; Str 16, Dex 14, Con —, Int 15, Wis 13, Cha 10.

Skills: Search +10, Spot +10.

Feats: Assessment, Darkvision, Mindlink (to the Curator mainframe), Photographic Memory, Radio Broadcast, Radio Hearing, Ultra-Hearing.

Powers: Energy Blast +10 [Source: Super-Science; Cost: 2 pp; Total: 20 pp]; Gadgets +12 [Source: Super-Science; Cost: 1 pp

Total: 12 pp]; Hardness +12 [Source: Super-Science; Cost: 1 pp; Total: 12 pp]; Super-Strength +10 [Source: Super-Science; Cost: 4 pp; Total: 40 pp].

Notes: The drone's mental ability scores and skills reflect its normal, independent capabilities. If the Curator's mind is operating through that drone, use its mental ability scores and skills instead.

The Curator's drones are higher power level than typical minions for its loyalty score, but there are also fewer of them. The Gamemaster may also wish to give the Curator various lower-level drones for maintenance and other functions on board its museum ships and within the main Archive installation as well.

Totals: Abilities 65 + Skills 17 + Feats 14 + Powers 84 - Weaknesses 0 = Total 180 pp.

It began as an experiment in the nature of intelligence, attempting to enhance the mental capabilities of primates.

ASTRO Labs used a variety of methods on different test subjects. The results were not overly promising.

Combined with protests about the use of apes and monkeys as experimental subjects, it was only a matter of time before the project was closed down. Its director, Dr. Carmine Mosley, didn't want to see that happen. He knew he was close to a breakthrough, he just didn't know how close. So he took it into his own hands to disregard the company's guidelines on safety and procedure. He used experimental and unproven methods on the most promising of the experiment's subjects, and he succeeded beyond his wildest dreams.

Dr. Mosley's death and the disappearance of his experimental subject spelled the end of the primate enhancement project.

Although ASTRO Labs and the Freedom City authorities searched for the missing ape, they were unable to find him. Little did they know just how good he had become at evading their search. Mosley's experiment awakened a tremendous intellect in the African gorilla, an intellect born in pain and torment

DR. SIMIAN

caused by humans. The ape killed his tormenter and fled, finding shelter in the underground tunnels and abandoned subway stations beneath Freedom City.

Dr. Simian, as he called himself, crept out at night. In his initial weeks of sentience, the super-ape absorbed knowledge at a prodigious rate. Within months, he had the equivalent of multiple Ph.D.s just from reading stolen books. Eventually, he discovered

CAPERS

King Simian: Dr. Simian comes up with a way to make himself a giant both physically *and* intellectually. He builds a "growth-ray" transforming him into a colossal super-ape (with Growth +16, Continuous). Increase Dr. Simian's physical capabilities accordingly. The giant ape rampages through downtown Freedom City, challenging the heroes to stop him, if they can. Once he has defeated them, he intends to claim control of the city, destroying anyone else who dares oppose him. The fight can culminate with Dr. Simian climbing to the top of Pyramid Plaza (*Freedom City*, page 49), with flying heroes buzzing around him. The heroes may find a way to reverse the effects of the growth ray. Alternately, they might be able to use it on *themselves*, becoming giants equal in stature to Dr. Simian to fight him directly!

The Prime-Apes: Seeking allies and worthy successors, Dr. Simian creates a cadre of super-powered primates as his allies. Gamemasters with access to the *Time of Crisis* adventure book can use the Primate Patrol (*Time of Crisis*, pgs. 32-36) as templates for these villainous versions of the Earth-Ape heroes. In fact, heroes who met the Primate Patrol may mistake Dr. Simian's new "Prime-Apes" for their heroic counterparts (putting them at an initial disadvantage). The Prime-Apes can become regular teammates and minions for Dr. Simian, or the process that gave them their intellect and powers may be temporary, fading over time, or reversible with some technical know-how from the heroes.

Monkey See, Monkey Do: The Freedom City Dr. Simian makes contact with his Earth-Ape counterpart from *Time of Crisis* (*Time of Crisis*, page 33). The two masterminds decide to work together to destroy their mutual enemies and conquer two Earths! They do so with a scheme to force Earth-Ape and A-Terra (the Freedom Universe's Earth) to merge into one. This will transform the inhabitants of both worlds into human-ape hybrids and, in the chaos and confusion, the Drs. Simian will seize control. The heroes may receive forewarning when strange "ape outbreaks" occur as the two universes begin to bleed over into each other. A team-up with Earth-Ape's Primate Patrol may be in order. Perhaps at the climax of the adventure, the player characters and the Primate heroes have to fuse together into amalgamated superhumanapes to take on the two master villains.

other inhabitants of the underground. He offered his services to the Foundry, and worked with them behind the scenes. It gave him access to equipment and research materials he needed. The two parted ways when Dr. Simian no longer needed the Foundry, although their relationship remains cordial. Dr. Simian is still one of the Foundry's loyal customers and contractors.

Ultimately, Simian chose to go it on his own. He wanted nothing from humanity, save obedience and recompense for his suffering, and that of many other creatures. Using his scientific genius, Dr. Simian has constructed many devices to take his revenge on humanity. Each time, heroes in Freedom City and elsewhere have thwarted his ambitions. In particular Freedom Leaguer Johnny Rocket has proven a constant thorn in Simian's side. Dr. Simian has been captured and imprisoned before, but he swears no human cage can hold him for long. Inevitably, he escapes to hatch a new plot to overthrow humanity as the dominant species on Earth.

USING DR. SIMIAN

Dr. Simian is a mad scientific genius driven by ambition and revenge. He considers himself a moral being. After all, he did not ask for great intellect to be bestowed upon him. Since it has been, he feels it is his duty to make sure humanity pays for its crimes against nature and the animal kingdom. In Dr. Simian's view, humans are dangerous and malicious children, not deserving of their place at the pinnacle of nature's hierarchy. Therefore he seeks ways to conquer the Earth and subjugate humanity for the greater good. Simian foresees a world under his rule where the natural order is protected and humans are kept away from dangerous tools and ideas.



Dr. Simian's utter disdain for humans sometimes causes him to underestimate them. He has more respect for non-humans, like Talos or Taurus, and deals with them more like equals. Even so, his arrogance and belief in his own superiority is nearly boundless.

Generally, Dr. Simian establishes (or reactivates) a hidden laboratory and begins hatching a new plot. His plans usually revolve around a particular invention. Simian's creations include methods for transforming humans into apes (either physically, mentally, or both), mind-control devices, methods for destroying human technology or infrastructure, "uplifting" other animals to sentience (and giving them humanoid characteristics), and so forth. Such devices often require certain rare components or resources, which Simian arranges to have stolen or (less often) purchased, which may tip heroes off to his schemes. The device may also require a "test run," alerting heroes to the danger. When Simian is ready, he unleashes his fiendish scheme. Freedom City is his favored target, although he has been known to go elsewhere.

TACTICS

Although formidable by human standards (which he points out at nearly every opportunity), Dr. Simian is no match for many heroes on a purely physical level. He also disdains physical conflict as beneath his towering intellect, preferring various minions and devices to do his dirty work. His lairs are often mined with traps, specially designed to deal with heroes he's expecting (especially Johnny Rocket). Genetically enhanced animals serve as guard-beasts and agents, along with robots and remote-controlled weapons.

Dr. Simian prefers to operate from a concealed headquarters, so heroes might not confront the ape mastermind directly until they can find him. The only evidence they see of Simian's schemes are his minions carrying them out. Dr. Simian has also been known to use

VILLAIN PROFILE: DR. SIMIAN

Power Level: 13
Concept: Genius Super-Ape
Name: Dr. Simian
Other Aliases: None
Base of Operations: Mobile
Affiliation: Former member of the Crime League
Nationality: None
Age: 28
Height: 6' 4"
Weight: 640 lbs.
Eyes: Black
Fur: Black

various decoys, either to lure heroes into traps at a false headquarters or to escape. The heroes who believe they have captured Dr. Simian may have only caught a robot, a complex dummy, or even an ordinary ape dressed like him. Dealing with Dr. Simian is like a chess-game, and he tries to stay several steps ahead of his opponents.

DR. SIMIAN

"Humanity has forfeited its place as the dominant species."

PL 13; Init +2; Defense 16 (+4 base, +2 Dex); Spd 30 ft, fly 60 ft.; Atk +9 melee (+5S/reach 5'/crit 20, punch); +7 ranged (+12S/L/120' range/crit 20, ray projectors); SV Dmg +5 (Force Field +12), Fort +3, Ref +2, Will +10; Str 20, Dex 14, Con 16, Int 20, Wis 20, Cha 18.

Skills: Bluff +8, Computers +16, Concentration +12, Craft (mechanics) +16, Diplomacy +8, Disable Device +16, Repair +16, Science (biology) +16, Science (chemistry) +16, Science (physics) +16, Sense Motive +11.

Feats: Assessment, Attack Focus (ranged), Headquarters, Inspire, Leadership, Minions (genius leader, Loyalty 33), Photographic Memory, Point Blank Shot, Toughness.

Powers: Gadgets +12 [Source: Super-Science; Cost: 1 pp; Total: 12 pp]; Super-Intelligence +10 [Extra: Super-Wisdom +5; Source: Mutation; Cost: 4 pp; Total: 35 pp].

Equipment: Hover-chair [Powers: Ray Projectors (+12 Weapon); Power Stunts: Dual Damage; Extras: Datalink, Flight, Force Field, Mental Protection; Flaws: Device; Source: Super-Science; Cost: 5 pp; Total: 62 pp].

Weaknesses: Disturbing.

Totals: Abilities 68 + Skills 18 + Feats 18 + Powers/Equipment 109 – Weaknesses 10 = Total 203 pp.

David Andersen graduated from small-time petty thief to professional burglar. He had some brushes with the law, but nothing stuck. David was convinced he could get away with pretty much anything, but for how long? He wanted to make the big score, something to set him up for life. That's when the Foundry hired him to steal a new invention from the Bayview home of Dr. Julius Wells. Andersen cased the house and then broke in to take the device, a prototype based on Dr. Wells' temporal research, along with the doctor's notes and files. He slipped up, and the doctor surprised him. Andersen panicked, leaving Dr. Wells lying unconscious on the floor, and fled.

Looking to escape from police, Andersen looked over Wells' notes and tried using the time device. What he didn't know was the device "imprinted" on his bio-molecular pattern, since it needed adjustment for each user. All David Andersen knew was he got some serious downtime. From his perspective, it was like the rest of the world froze, allowing him to move about unseen, in between moments. It was power and freedom like he never knew.

Unfortunately for Andersen, his use of the device made it useless for anyone else, including the Foundry. When his erstwhile employers tried to kill him, Andersen took the device and fled. He then began committing a series of inexplicable robberies, getting in and out of places too fast to be seen or stopped by anyone. Even heroes like the Raven and Dr. Metropolis were just motionless obstacles, frozen in time.

Downtime met his match when Johnny Rocket entered his "downtime" field. Johnny's own superspeed allowed him to counteract Downtime's temporal manipulation, effectively canceling each other out. While other people were greatly slowed down, Johnny moved at

the same apparent speed as Downtime. The Freedom League speedster captured Andersen and, this time, the charges stuck.

Downtime later escaped from prison using a residual of power from his stolen time device (which was confiscated by the authorities). He recovered his costume and went for revenge on Johnny Rocket. Johnny managed to put him away again. Downtime has

proven he's willing to do what it takes to meet his goals: enough wealth to live on easy street and revenge against the people who helped put him away.

DOWNTIME

USING DOWNTIME

Downtime is a useful villain for opposing superspeedsters, since his powers effectively cancel out theirs. The same is true for time-manipulating heroes, although they might have more effect against Downtime's own temporal manipulation.

Downtime isn't generally much of a threat. He's a thief. Still, he can go nearly anywhere, unseen, and commit crimes in the blink of an eye. Downtime is fond of embarrassing heroes who try to stop him. Characters may find the time-twisting thief has tied their capes over their heads, or drawn on their faces in magic marker. He practically dares heroes to stop him, knowing full well they have to find him first.

Downtime makes an effective "one man crime wave" for heroes to try and unravel. He may attempt to steal something from the heroes, or another party might hire him to acquire a particular item as part of another plot. Downtime doesn't work with the Foundry any longer, and the organization still has standing orders to eliminate him and recover the time device, if possible. Heroes might find themselves rescuing Downtime from the Foundry just to keep them from cracking the

VILLAIN PROFILE: DOWNTIME

Power Level: 12

Concept: Time-manipulating Thief

Name: David Andersen

Other Aliases: None

Base of Operations: Freedom City

Affiliation: None

Nationality: American citizen

Age: 26

Height: 5' 11"

Weight: 165 lbs.

Eyes: Brown

Hair: Sandy Brown

secrets of his equipment. The technology would be far more dangerous in their hands!

Downtime might also show up as a member of a villain team, either a group of super-thieves setting up the ultimate heist, or a team of villains hired as mercenaries to take on heroes like the player characters. Although motivated primarily by greed, Downtime also has a vengeful streak. Heroes who thwart him are likely to run across it, and he'll take pains to get his revenge on them at a later time.

You can use Downtime as a plot device for time-travel stories. A freak accident involving the time-thief could send the heroes into the past or future, or into a parallel timeline. Downtime might go with them, or stay behind, leaving the heroes stranded to find their own way back.

TACTICS

Downtime's tactics are quite simple: get in, grab the goods, and get out, all without being seen or caught. Generally, the superspeed and invisibility bestowed by his time-belt allow him to do so easily. In these cases, Downtime can rarely resist the opportunity to play practical jokes or leave taunting messages for the authorities. He's known for speaking directly into surveillance cameras, for example, knowing someone can later slow down the playback enough for him to be seen and heard as anything other than a faint blur and a high-pitched bleep.

When he's dealing with heroes, Downtime's primary goal is escape. He doesn't have much in the way of offensive abilities. Instead he relies on being unseen and his ability to evade attacks coming his way, since everything moves in slow motion to him. He generally flees the scene as soon as he's achieved his goal, although he may linger to taunt or toy with heroes, so long as he's confident they can't touch him. He's not above leaving dangerous situations behind him to further delay any pursuit, such as causing traffic accidents or leaving oil slicks across roadways.

Downtime's control over his time-belt is largely instinctual. He's been known on occasion to stumble across a particularly novel or innovative use for it (essentially by spending a Villain Point for extra effort). The Gamemaster can use this ability to keep players from becoming too confident about Downtime's exact capabilities.



CAPERS

Two Thieves in Time: An accident in time control causes Downtime to meet up with Remlock the Rover, the thief from the future (from the Meta-4 universe, described in *Mutants & Masterminds*, page 177). The two time-manipulating villains decide to team up in order to plunder the world of its greatest treasures. Unfortunately, their alliance also begins to stress the space-time continuum. Remlock (with his greater knowledge of time travel) is actually well aware of this. He's just looking to acquire as many rare artifacts as he can before it's too late. He figures the imminent collapse of the entire A-Terra universe should provide him with ample opportunity to get away and leave Downtime (and everyone else in his reality) holding the bag.

To Infinity, and Beyond!: Downtime sets up a particular trap for a speedster character (or even just a hero with super-flight). He uses his Time Control to boost the character's speed to such a tremendous level the hero is catapulted out of the universe altogether! Most likely the hero breaks the lightbarrier and enters an alternate universe of some kind. From Downtime's perspective, it doesn't overly matter, since the hero is out of his way and has no way of getting back home. This can lead to the disappearance of a number of fast heroes and a new crime wave in Freedom City. The banished heroes must survive and find a way back home while the heroes who remain behind have to deal with Downtime, without the aid of the faster members of the superhero set.

DOWNTIME

"Time is on my side."

PL 12; Init +13 (Dex, Time Control); Defense 29 (+5 base, +3 Dex, +1 Dodge, +10 Time Control); Spd 80 ft.; Atk +9 melee (OL/reach 5'/crit 20, punch); SV Dmg +1 (Evasion +13), Fort +1, Ref +13, Will +1; Str 12, Dex 16, Con 13, Int 11, Wis 12, Cha 11.

Skills: Disable Device +12, Hide +8, Move Silently +8, Open Lock +12, Sleight of Hand +8.

Feats: Attack Finesse, Dodge, Evasion, Seize Initiative, Talented (Disable Device and Open Lock).

Equipment: Time-Belt [*Powers:* Time Control +10; *Extras:* Deflection, Invisibility; *Flaw:* Device; *Source:* Super-Science; *Cost:* 10 pp; *Total:* 100 pp].

Totals: Abilities 43 + Skills 32 + Feats 10 + Equipment 100 - Weaknesses 0 = Total 185 pp.

DOWNTIME AND SUPER-SPEED

Downtime's Time Control power effectively gives him Super-Speed by slowing down the world around him to barely perceptible levels. He's Invisible to normal-speed people because he moves too quickly to be seen. When dealing with other characters with Super-Speed, you can simply choose to subtract the lower power rank from the higher and use the reduced ranks as the characters' effective speeds. For example, when dealing with a hero with Super-Speed +10 (such as Johnny Rocket from the *Freedom City* sourcebook), both Downtime and Johnny can be treated as normal characters with no Super-Speed at all. Against a hero with Super-Speed +8, Downtime effectively has Super-Speed +2, while the hero has no Super-Speed at all from his perspective. The opposite is true of the hero with Super-Speed +12, and so forth. This is similar to the way size modifiers cancel each other out for opponents of the same size.

Melvin Blume was saddled with a geeky name, an intelligent mind, and a thin, unimposing physique making him the target of bullies and cruel taunts. He quickly lost interest in school despite his considerable intelligence and got more and more involved in the Goth subculture, a reflection of what he considered the pointlessness of life. He became a fan of dark and nihilistic music, literature, and art, as well as horror movies and fiction. In his heart, Vin (as he preferred to be called) dreamed of becoming one of the monsters from those stories, a force of terror able to strike back at the people who tormented him all his life.

He decided to attend the Freedom School for the Arts as a music major and his skill in electronic music was enough to gain

him admission. Blume often clashed with his teachers because of his obsessive mania for his particular brand of disturbing performance. He had no interest in the classics or the styles of other artists. He accused others of not understanding his genius. He wanted to provoke feelings with his work, but not pleasant ones. He wanted to stir up fear, disgust, and terror.

He deliberately went for shock value and maximum offense.

Vin went beyond lyrics and melody in his pursuit of freaky music. He stumbled upon subliminal infrasonic frequencies that could stimulate the fear centers of the human brain, inducing unreasoning terror and even hallucinations. When he figured out what he was capable of doing, Melvin Blume created a costume

FEAR-MASTER

CAPERS

Providence: The heroes wake up one morning in the Providence Asylum, where "Dr. Blume" and the rest of the staff tell them they are not superheroes, and never have been. Instead they have a shared delusion and their heroic identities are nothing more than that. Considerable progress is being made in treating them, however. The heroes discover at least part of what they're told is true. They appear to have no powers of any kind. They're just ordinary human beings. In truth, the heroes aren't even in Providence, they've been captured by the Fear-Master, who is using psychodrama in an attempt to convince the heroes they were deluded and trap them in a fantasy world inside their own minds.

Fright-Night: Fear-Master unleashes an infrasonic transmission, stimulating the fear-centers of everyone in Freedom City (possibly including the heroes), who suddenly experience hallucinations of their worst fears. He promises to do so again at midnight unless he's paid a ransom of a billion dollars, only this time he won't turn the fear-transmitter off and Freedom City will remain an island of terror. During the initial broadcast, some thugs in Fear-Master's employ use special earplugs to commit crimes while everyone else is afraid. The heroes might be able to follow them back to the villain's hidden lair (or acquire their protective earplugs for their own use).

A Cowardly Lot: During a confrontation, Fear-Master sprays the heroes with a chemical mist that seems to have no effect (have the players make Will saving throws, but announce the mist doesn't work on them). Afterward, the heroes discover everyone they come into contact with is terrified of them. Initially it works great on criminals, but it also has an impact on the heroes' relationships with the public, their allies, and their loved ones. It may also seriously endanger their secret identities. They are immune to the effect, as is Fear-Master, who offers to provide the counter-agent, but only if the heroes get him out of prison.

for himself based on his stage persona, adopted the name Fear-Master, and set out to give Freedom City a true taste of terror.

Fear-Master quickly ran up against the Raven, who put a stop to his revenge scheme and sent Blume to the South River Correctional Facility for a ten-year stretch. Prison only hardened Blume and made his Fear-Master persona more prominent. When he managed to escape from prison, he tried to get his revenge on Raven and continue his reign of terror. Fear-Master has become increasingly obsessed with making other people, especially heroes, afraid of him, and he has expanded and refined his arsenal of fear-technology over the years.

Fear-Master generally works alone, although he has teamed up with some of Raven's other foes on occasion. He has also encountered some of Freedom City's other heroes, particularly Foreshadow. On one occasion he managed to make everyone in Freedom City afraid of superhumans, to the point where the Moore Act was nearly reinstated and superhumans outlawed, but the Freedom League exposed the manipulation and destroyed Fear-Master's broadcast device. Melvin Blume has encountered the original Fear-Master, Dr. Arthur Levitt, a criminal psychologist and foe of the original Raven, who used bio-chemical devices to induce fear. He stole some of Levitt's technology and attempted to drive him to madness, convincing Levitt he was secretly the new Fear-Master, but the Raven thwarted his plans. Fear-Master and the Maestro (*Freedom City*, pgs. 143-144) know and despise each other for their incompatible tastes in music and their similar accomplishments in the science of sonics. The Maestro has accused Fear-Master of stealing his inventions, although truthfully Blume made his discoveries on his own.

Recently, the Foundry arranged to break Fear-Master out of prison in exchange for samples of some of his technology. The dreadful criminal has been in hiding since, rebuilding his arsenal and working on new plans to get his revenge on everyone who has crossed him. Freedom City may think it has seen fear, but it hasn't seen anything yet!

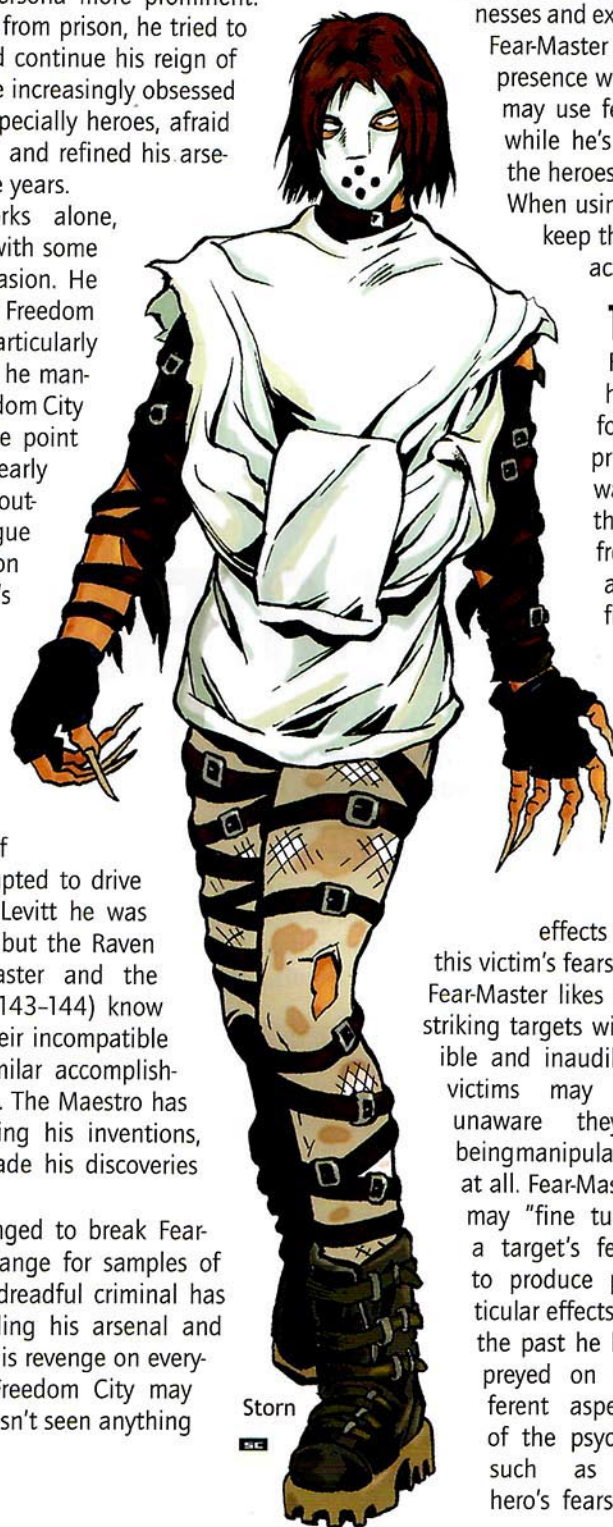
USING FEAR-MASTER

Fear-Master is a strongly psychological villain. In a physical confrontation, he's no match for most heroes. His main strength is the overwhelming power of fear and his ability to wield it as a weapon. He carefully studies a hero's psychological weaknesses and exploits them. Characters aren't likely to confront Fear-Master directly. Instead, they'll feel the effects of his presence when their worst fears come to life. Fear-Master may use fear as a distraction to keep heroes occupied while he's busy elsewhere or he may strike directly at the heroes, trying to use their fears to break them down. When using Fear-Master as a villain, use misdirection to keep the heroes guessing what the fearsome villain's actual plans are and what he's up to.

TACTICS

Fear-Master has no powers himself apart from his intellect. He relies on a number of devices for creating and controlling a victim's fear. His primary device is based on low-frequency sound waves, inaudible to the human ear, affecting the brain's fear-centers. By turning the exact frequency and amplitude, Fear-Master can create a number of different fear states, ranging from blind panic to creeping paranoia and a sense of unease. He can also induce fear-based hallucinations in his victims, either programming the images they perceive or simply unleashing their own subconscious fears and allowing them to run rampant. Fear-Master also uses some secondary equipment; particularly drugs and chemicals intended to enhance the effects of his fear devices, and special effects that provide the appropriate backdrops for this victim's fears.

Fear-Master likes to use his devices subtly rather than simply striking targets with a fear-ray. Since his power is largely invisible and inaudible, victims may be unaware they're being manipulated at all. Fear-Master may "fine tune" a target's fears to produce particular effects. In the past he has preyed on different aspects of the psyche, such as a hero's fears of



VILLAIN PROFILE: FEAR-MASTER

Power Level: 11
Concept: Goth Psycho-manipulator
Name: Melvin "Vin" Blume
Other Aliases: None
Base of Operations: Freedom City
Affiliation: None
Nationality: American
Age: 27
Height: 6' 1"
Weight: 165 lbs.
Eyes: Yellow or red (naturally brown)
Hair: Black (naturally brown)

failure, rejection, or losing control. He is also aware of the effectiveness of *eliminating* fear as well as creating it, leading people to make foolhardy decisions or to abandon their normal codes of behavior.

FEAR-MASTER

"So, what is it you're afraid of, hmmm?"

PL 11; Init +5 (Dex, Imp. Init.); Defense 19 (+7 base, +1 Dex, +1 Dodge); Spd 30 ft.; Atk +5 melee (+0L/reach 5'/crit 20, punch); +6 ranged (fear attacks); SV Dmg +1 (Evasion +8), Fort +1, Ref +7, Will +8; Str 10, Dex 13, Con 13, Int 16, Wis 15, Cha 18.

Skills: Bluff +13, Craft (electronics) +10, Disguise +13, Escape Artist +5, Intimidate +15, Listen +5, Move Silently +4, Perform

(keyboards) +13, Science (acoustics) +10, Science (psychology) +11, Sense Motive +5, Sleight of Hand +3, Taunt +14.

Feats: Attack Focus (fear weapons), Dodge, Evasion, Improved Initiative, Point Blank Shot, Startle.

Powers: Amazing Save (Reflex) +6 [*Extra:* Will; *Source:* Training; *Cost:* 2 pp; *Total:* 12 pp], Super-Charisma +8 [*Extra:* Super-Intelligence +6; *Source:* Training; *Cost:* 3 pp; *Total:* 22 pp].

Equipment: Fear-Weapons +10 [*Effects:* Fatigue, Illusion (Area, Only things the target fears), Mind Control (Area, Only to cause fear), Obscure (sight, Subtle, does not provide visual concealment); *Power Stunts:* Paralysis, Stun; *Flaw:* Devices; *Source:* Super-Science; *Cost:* 4 pp; *Total:* 44 pp].

Totals: Abilities 54 + Skills 27 + Feats 12 + Powers/Equipment 78 - Weaknesses 0 = Total 171 pp.

Born in 1980 with a birth defect that left his spine twisted and underdeveloped, Jared McGinnis has been a paraplegic all his life. Despite his lack of physical skills, Jared's mental development soared off the charts. After the age of four, though, Jared noticed that he was treated differently and how his parents seemed intimidated by his intelligence, as he could now read better than both of them. He continued to read and study, but he held himself back so as to not stand out on tests and exams. At the age of six, he began taking computer classes at home and quickly mastered the skills (and even improved the design of the computer).

In 1988, Chuck McGinnis was diagnosed with bone cancer and was subsequently fired from his job as a maintenance worker at the Ronne Nuclear Facility in Lincoln. At the urging of relatives, Chuck filed a lawsuit, claiming wrongful termination and also accused the Ronne Corporation of willfully exposing workers to unsafe radiation levels. He sought compensation for lost wages, his son's birth defects, and his own suffering from cancer. Jared used his computer hacking skills to dig up the evidence buried on their computers and he sent it anonymously to the lawyer. As a result of the surprise evidence, the McGinnis family won and received \$18,000,000 compensation and the Ronne Power Consortium came under indictment for fraud and unsafe practices. (The facility remained operational, but it fell into the Terminus at the

start of the invasion of 1993. This disrupted power across Freedom City, and the Ronne Corporation has since pulled up all stakes in Freedom City. The plant has since been replaced by a safer fusion power plant designed by Daedelus.)

Chuck McGinnis succumbed to cancer in 1994 and his wife Mary died in an auto accident in 1998, leaving Jared on his own. By then, Jared had an IQ exceeding the faculty at H.I.T., and he'd earned degrees in electrical engineering, computer design, and software development, among others. He became a shut-in after his mother died, allowing people into his Hanover brownstone only for deliveries. Some relatives tried to communicate with him, but he avoided emotional attachments and cut off all contact.

At the same time, he cultivated a new life and new persona for himself within the Internet. Jared spent most of his time online as a member of the Legion, hacking his way into computer systems worldwide and learning about the abuses of power that kept most people under the control of the rich. The Freebooter began raiding the Internet as Jared's hacker ID in late 1998, and he soon developed a reputation for chaos and angering very powerful people. He exposed corporations with ties to the Russian Mafia as well as Freedom City's own Cosa Nostra (and funneled untraceable company funds to charity organizations worldwide). He has also penetrated the computer security at every major computer company (as well

FREEBOOTER

VILLAIN PROFILE: FREEBOOTER

Power Level: 12

Concept: Internet Anarchist and hacker with android sidekick/physical persona

Name: Jared McGinnis

Other Aliases: Freebooter, the Techno-Pirate, Corsair of the Information Superhighway

Base of Operations: 823 Hayward Lane, Hanover, Freedom City

Affiliation: Formerly a member of the Legion; partners with Techno-Pirate android.

Nationality: American

Age: 23

Height: 5' 9", appears shorter in wheelchair

Weight: 180 lbs.

Eyes: Brown

Hair: Brown

CAPERS

Stock Marked: A local stockbroker snaps and holds a dozen people hostage, threatening to kill one an hour unless the Freebooter restores the money and stocks that he stole from the broker's accounts. Jared arrives on the scene virtually, communicating through a screen but refusing to undo his work. Freebooter insists to police negotiators that the broker was embezzling millions from his clients and he has already scattered the stock and cash among seventeen charities. (As the Techno-Pirate android remains hidden nearby, this is an opportunity for the Freebooter to work with heroes instead of against them to save the hostages.)

Freeing the Freebooter: Jared's latest target proves to be not an unscrupulous corporation but a front for a Foundry facility. SCYLLA scans the android and finds it a fascinating construct. She captures the android and teleports it to another base out of Jared's power range; she hopes to use this android as a template to build a similar android through which she can have a body as well. Jared must enlist the help of heroes to track down where the Techno-Pirate android is and get them to rescue him.

as the Pentagon, the White House, 10 Downing Street, and the Kremlin) at least once in the past few years.

He always leaves behind a virtual Letter of Marque to note that "You have been boarded and assailed due to my disdain for your politics, economics, and your general lack of moral fiber!" Jared has created more than 100 Letter of Marque viruses and worms over the past few years, some of which have not yet been stopped.

Jared wanted to make the Legion into an anarchist group that brought down the corrupt money-mad establishment and share the wealth with everyone. When they as a group would not acknowledge Freebooter as the Legion's leader, he vowed to show them what Freebooter the Techno-Pirate could truly accomplish. Jared spent most of the year 2000 (after his failed Y2K virus brought him up against the heroes Evening and Eye of Justice) building the Techno-Pirate android. Now, for the first time in his life, he didn't need others to act for him—he could act through the android. He also wanted the ability to actually face Eye of Justice in reality, not just as virtual personas.

Jared patterned the android's brain after his own and made it specifically resonant, which developed Jared's secondary powers. The android looks like a very muscular Jared dressed as a futuristic version of a swashbuckling pirate to suit his persona, though it can change its appearance to look like Chuck McGinnis in his prime (and thus evade capture by camouflage).

Since February 2001, Freebooter now exists online as Jared's hacker persona but he also walks the streets of Freedom City and elsewhere, tending to Jared's needs and acting as the Techno-Pirate when need be. More times than not, "Tech" remains at

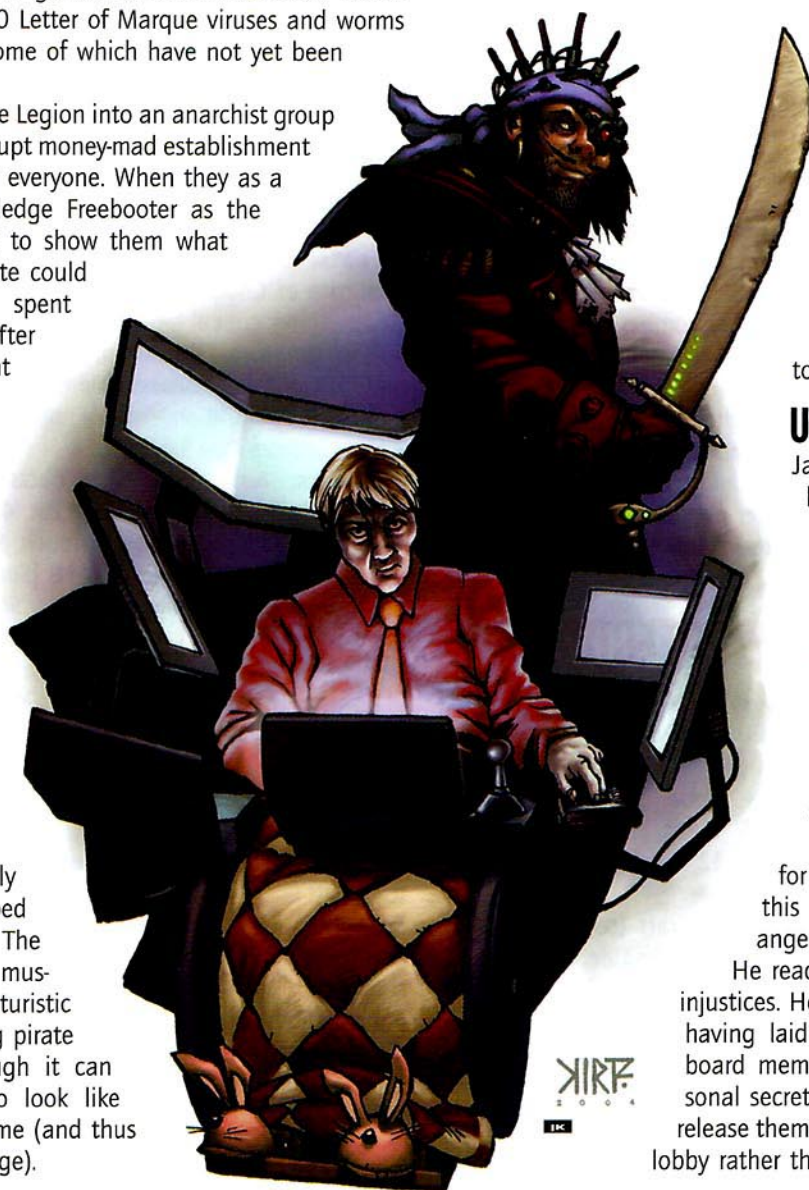
Jared's brownstone and acts as his primary cook, butler, and sole friend. If he's needed to actually make physical contact with files or to access computers normally unreachable via the Web, the android goes to the location and Jared takes possession of his form to spread the word that no hacker can come close to the Freebooter.

USING FREEBOOTER

Jared is spoiled and has rarely heard the word "no" in his life, so if anyone or anything thwarts one of his goals, no matter how small, he has tantrums. Like many hackers, Jared also has no small amount of paranoia in him, as well as narcissism (which is aptly displayed by his flamboyant design for the android).

Jared is angry at the world for what he sees as unfairness, this partly stems from suppressed anger at his physical condition.

He reacts, rather than acts, to social injustices. He'll bring down a company for having laid off workers but given their board members raises. He'll dig up personal secrets of government officials and release them online if a Senator votes for a lobby rather than his constituents. He hates



the idea of information restrictions and fights the government regularly to "keep information free."

Having spent much of his money on the android and his home, Jared finds companies whose practices are morally wrong—sweatshop supporters, importers tied to weapons smuggling, companies laundering drug money, etc.—and he siphons off their cash to support his own interests and to make random donations to any of thousands of charities. Jared's tactics in the virtual world of cyberspace are unpredictable and untraceable, his self-built computers bypassing many normal methods by which computers are traced.

The Freebooter android occasionally takes direct action, both so those outside of the Internet culture know of him and to give him the thrills he gets only when fighting Evening and Eye of Justice, his regular opponents. Freebooter acts in the real world to enter places to access computers or to act in concert with others (like he did with Shrapnelle and Rogue Fox at the WTO rally in Seattle in 2001).

Even if the android acts on its own, Tech does what he can to protect Jared. If separated from contact with Jared (by sleep or other factors), the android remains loyal, like a faithful dog. He can operate independently, but sees the help he offers Jared and they work they do as his true purpose rather than any life outside of that.

TACTICS

Freebooter's standard combat tactics are to grab media attention and make sure everyone knows Freebooter is on the scene. He then sows confusion to make a quick get-away. He rarely stands and fights, as Tech isn't built for major combat. Both Jared and the android enjoy the chase and the excitement of sparring with heroes, but ultimately they prefer to run and fight another day than to have to try and break the android out of jail. Jared often relinquishes control to the android and he uses his ESP from afar to guide Tech (via Mental Link) around traps or possible foes. Anyone who has met the Freebooter android when Jared's mind does not possess him is disappointed at how timid he seems from his colorful persona in the media.

JARED MCGINNIS, THE FREEBOOTER

"Know ye have been thwarted by the Freebooter, Master of the Information Main who demands your information cargo!"

PL 12; Init -3 (Dex); Defense 9 (+2 base, -3 Dex); Spd 10 ft. (wheelchair); Atk +2 melee (+1S/5' reach/crit 20, punch); SV Dmg +3, Fort +3, Ref -3, Will +2; Str 12, Dex 4, Con 16, Int 20, Wis 15, Cha 18.

Skills: Bluff +21, Concentration +7, Craft (computers) +20, Craft (electronics) +23, Diplomacy +21, Disable Device +20, Intimidate +16, Knowledge (computer security) +20, Knowledge (Internet and computer networks) +20, Knowledge (global politics) +17, Knowledge (international finance) +17, Languages (English; Arabic, German, Japanese), Repair +24, Science (robotics) +20, Sense Motive +10, Taunt +21.

Feats: Assessment, Connected, Headquarters, Heroic Surge, Infamy, Iron Will, Mental Link (Techno-Pirate android), Minions

(Internet hackers; Loyalty 32), Radio Broadcast, Radio Hearing, Sidekick (Techno-Pirate android), Skill Focus (craft (electronics), Talented (bluff, taunt).

Powers: ESP +9 [*Flaw:* Limited—areas within 100 yards of the Techno-Pirate android; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 9 pp], Possession +8 [*Flaws:* Mind Transfer, Only to Techno-Pirate android; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 8 pp], Super-Intelligence +10 [*Extras:* Super-Charisma; *Source:* Mutation; *Cost:* 3 pp; *Total:* 30 pp].

Equipment: Electric Wheelchair [*Type:* Ground; *Size:* Medium; *Movement Rank:* 2; *Hardness:* 6; *Cost:* 8 pp]; various computers, monitors, and video displays.

Weakness: Disabled (paraplegic).

Totals: Abilities 34 + Skills 79 + Feats 26 + Powers/Equipment 55 - Weaknesses 10 = Total 184 pp.

FREEBOOTER, THE TECHNO-PIRATE ANDROID

PL 12 construct; Init +8 (Dex, Imp. Init.); Defense 27 (+11 base, +5 Dex, +1 Dodge); Spd 30 ft., leap 25 ft., super-leap 800 ft.; Atk +9 melee (+14S/L/5' reach/crit 20, cutlass), +9 ranged (+10/100' range, fatigue ray); SV Dmg +11 (Absorption +4), Fort —, Ref +6, Will +2; Str 19, Dex 18, Con —, Int 14, Wis 14, Cha 10.

Skills: Acrobatics +12, Balance +10, Climb +5, Craft (cooking) +5, Hide +8, Move Silent +9, Open Lock +9, Search +13 (with Super-Senses), Spot +13 (with Super-Senses).

Feats: Blindsight, Dodge, Durability, Identity Change (to duplicate of Chuck McGinnis), Immunities (due to android construct—aging, critical hits, disease, energy (cold, heat), exhaustion, poison, pressure, starvation, suffocation), Improved Initiative, Infamy, Lightning Reflexes, Mental Link (with Freebooter), Move-By Attack, Penetration Vision, Photographic Memory, Quick Draw, Radio Hearing, True Sight.

Powers: Absorption +4 [*Effects:* Absorbs Energy; *Extras:* Healing; *Source:* Super-Science; *Cost:* 4 pp; *Total:* 16 pp], Datalink +11 [*Flaw:* Reduced Range to Touch; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 11 pp], Hardness +8 [*Source:* Super-Science; *Cost:* 1 pp; *Total:* 8 pp], Leaping +5 [*Power Stunt:* Super-Leaping; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 7 pp], Super-Senses +11 [*Flaw:* Limited—Sight; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 11 pp].

Equipment: Cutlass [*Powers:* Weapon +10; *Power Stunt:* Deflection, Dual Damage, Extra Attack—Fatigue; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 16 pp].

Weaknesses: Quirk (willing servant). The Techno-Pirate is unswervingly devoted to Jared, the Freebooter, and sees him as his master, creator, and best friend. Tech is overprotective of Jared to a fault and will sooner see himself dismantled than betray him or see him come to harm. He allows Jared to use his form as it was designed for his consciousness and doesn't resent being subsumed.

Vulnerable (mystical powers). The android cannot process or absorb mystical energy and it has no defenses against it.

Vulnerable (radiation). The android cannot defend against nor absorb radiation.

Totals: Abilities 81 + Skills 32 + Feats 28 + Powers/Equipment 69 - Weaknesses 30 = Total 180 pp.

After the gods overthrew their parents the Titans, the three brothers Zeus, Poseidon, and Hades gathered to divide the world into lots, over which they would rule. Zeus, the youngest brother, but also the liberator of his siblings and the slayer of their father Chronus, took the sky and the celestial realm of Olympus as his domain. Poseidon chose the mysterious depths of the seas, while dark Hades inherited the underworld and the deep places of the Earth. Since that time, Hades became bitterly jealous of his younger brother, now patriarch of a new generation of gods who ruled over Mount Olympus, while Hades ruled over nothing but the shades of the dead in his dark and lonely kingdom.

Hades chanced to see Persephone, the lovely daughter of the goddess Demeter. Taken by her beauty, he abducted her to be his queen. Although Zeus and Demeter insisted upon her return, Hades countered that Persephone had eaten the food of the dead in the form of some pomegranate seeds. So Zeus was forced to rule that Persephone remain Hades' queen and dwell in the underworld with him for half of the year. The lovely queen of the domain of the dead has been the sole mitigating force on Hades over the years. For much of the time, the King of the Underworld has sought to usurp the power of his fellow gods and extend his domain through death and destruction in the mortal world. He has made dupes of his nephews Ares and Hermes on occasion, and used various mortal pawns and monsters to serve his purposes.

One particular mortal who earned Hades' displeasure was Daedelus, when he spurned the gods' gift of immortality. Since then, Hades has claimed Daedelus' soul for his own, although Zeus has forbidden the God of the Dead from striking Daedelus down personally. Instead, Hades has worked through agents and

intermediaries over the centuries in plots to kill Daedelus and end his immortal existence. The knowledge Hades awaited him in Tartarus may have very well kept Daedelus from seeking death at times when his life seemed to have lost meaning.

In recent years, Hades has used the Murder Spirit known on Earth as Jack-A-Knives as one of his primary agents; an entity stripped of everything except the will and desire to kill. Hades granted immortality to Daedelus' foe the Minotaur, with the caveat that the man-bull must sacrifice thirty souls each year to Hades to sustain himself. The Lord of Tartarus has also dealt with the likes of Medea and the brass man Talos, although the latter prefers to have as little to do with Hades (and the other gods) as possible.

When Daedelus adopted his public identity as a superhero in Freedom City, Hades took it as a personal affront. He massed an army of the dead and invaded the city with the unwitting aid of an amateur mortal wizard seeking unlimited power. Instead, all he received was a place in Hades' undead legions as they stormed Freedom City. Various heroes, including Daedelus, united to oppose Hades and his forces, and successfully drove them back to Tartarus. Angered by Hades' presumption, Zeus forbade his brother to ever so directly

HADES, LORD OF THE UNDERWORLD

VILLAIN PROFILE: HADES

Power Level: 28
Concept: Dark God of the Underworld
Name: Hades
Other Aliases: Pluto, Dis
Base of Operations: Tartarus, the Underworld
Affiliation: The Olympian Gods
Nationality: Greek
Age: Immortal
Height: 6' 3"
Weight: 350 lbs.
Eyes: Black
Hair: Black

CAPERS

The Cult of Death: Working through human agents, Hades has built up a cult of followers in Freedom City and elsewhere. The cult might be entirely new or it might use an existing group or organization as cover (such as the Pinnacle Path or the Midnight Society from *Freedom City*). The members of Hades' cult serve as his agents in the mortal world. Their goal is to bring the Earth under the dominion of Tartarus. They're under the impression they will be spared and given positions of power and influence in the death-god's new regime (they are sadly mistaken, of course). The death cult can be a source of new villains and plots, as the heroes try to track down its leaders and headquarters to shut it down once and for all.

Journey to the Underworld: Hades captures the soul of a hero. It might be an NPC like Centurion or a member of the Freedom League like Daedelus. If a player character dies, Hades might capture his soul instead. The hero's spirit manages to reach out to send the heroes a message in a dream or vision. The heroes must go to Tartarus to retrieve their fallen comrade's soul from the clutches of Hades. Of course, the death god is willing to challenge the heroes to a contest. If they pass the trials he offers, they can leave with their friend. If they fail, however, their souls are also forfeit, and will remain in the land of the dead forever!

invade the Earth again. Daedelus and his allies went on to found the Freedom League, a target of Hades' wrath ever since.

For years after the formation of the Freedom League, Hades bedeviled Daedelus and other heroes with his plots and schemes. Unable to invade the world of the living, he still caused considerable trouble through the use of various pawns, granting temporary powers to ambitious mortals, unleashing mythological monsters, or attempting to draw heroes into his underworld domain to entrap them forever (such as when the Freedom League switched places with the condemned souls of Tantalus, Sisyphus, and others). Each time, heroes thwarted Hades' plans, occasionally with the aid of Persephone, who did what she could to curb her husband's excesses.

When Daedelus left Earth for a time, Hades lost track of his old foe and fell into a long period of brooding in Tartarus. Daedelus' return during the Terminus Invasion both drew Hades' attention and inspired the dark god. Where Omega had nearly succeeded in drawing Earth into the Terminus, Hades would use other supervillains to do his work, leading humanity toward destruction and bringing them under the shadow of his kingdom of death. Then Hades, Lord of the Underworld, would reign as the supreme god of Olympus and the world!

USING HADES

Hades is a villainous prime mover, a mastermind who operates behind the scenes and can be responsible for any number of threats for the heroes to overcome. He considers himself cheated of his rightful due by his exile to dark and dismal Tartarus and Zeus' decree that the gods will no longer directly interfere in the affairs of mortals. Where once he was due worship and respect, now he is largely forgotten and overlooked, while mortals revere and worship these brightly clad fools they call heroes. Hades has seen their like in the form of Achilles, Heracles, Jason, Bellerophon, and others. They all succumbed to their own hubris and mortality in time, and so will these modern heroes.

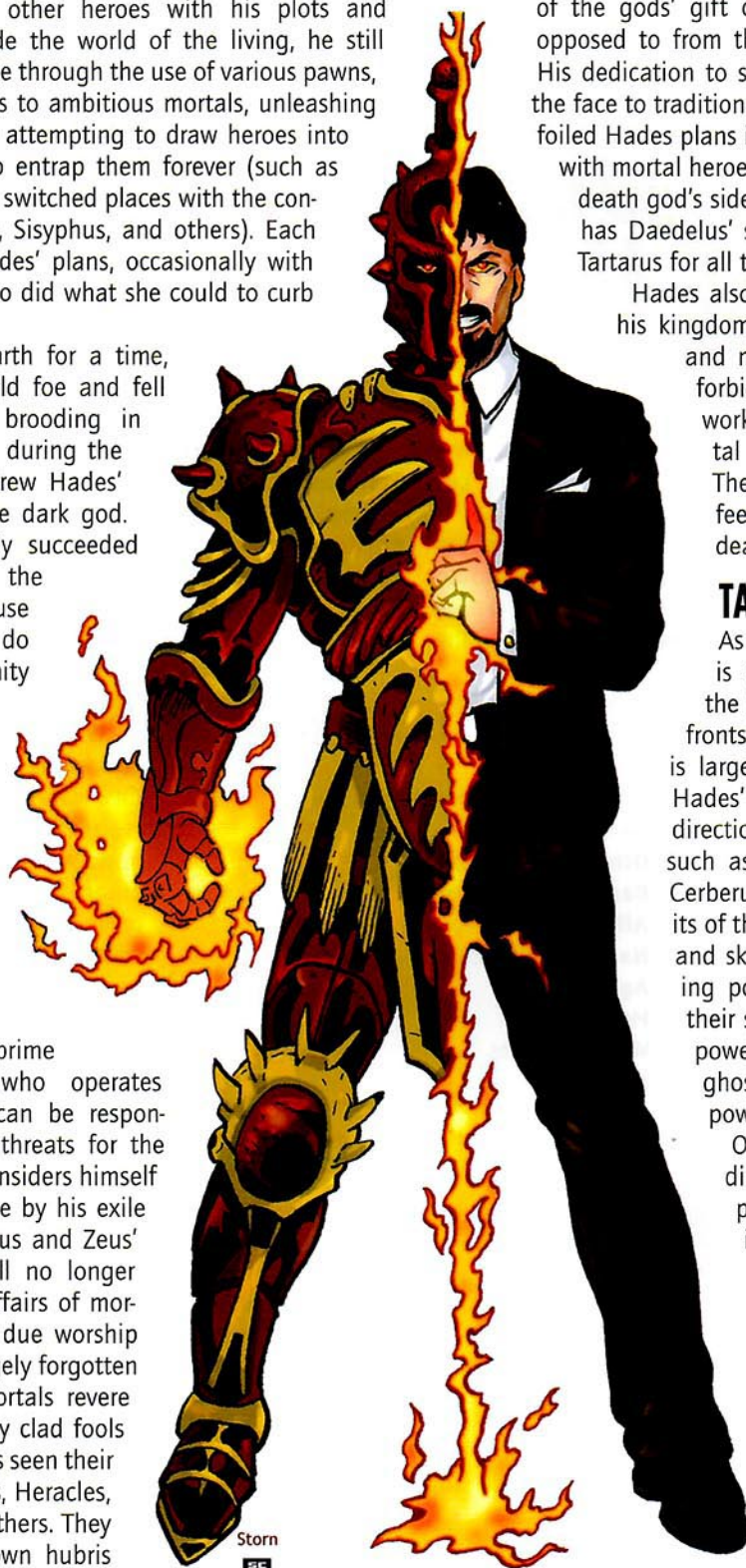
Hades reserves a particular hatred for Daedelus because the immortal inventor is the embodiment of every indignity Hades has been forced to endure for millennia. His spurning of the gods' gift of immortality (which Hades was opposed to from the start) shows a lack of respect. His dedication to science over mysticism is a slap in the face to tradition and the gods' own powers. He has foiled Hades plans innumerable times and his alliance with mortal heroes has been a continual thorn in the death god's side. Hades longs for the day when he has Daedelus' soul in his clutches, to torment in Tartarus for all time.

Hades also plans to extend the dominion of his kingdom of death by causing destruction and mayhem on Earth. Although he is forbidden to act directly, he can still work through many agents, both mortal and mythic, to achieve his ends. The deaths caused by Hades' agents feed his power and the legions of the dead under his rule.

TACTICS

As his power level makes clear, Hades is a formidable foe. Fortunately for the heroes, he rarely intervenes or confronts his opponents directly. Indeed, he is largely forbidden to do so. Therefore, Hades' tactics tend to revolve around misdirection and the use of various minions, such as the Murder Spirit, Jack-a-Knives, Cerberus, various creatures of myth, spirits of the dead, and monsters like zombies and skeletons. Hades is known for granting powers to mortals in exchange for their service. He does so using his godly powers, by investing the mortal with a ghostly spirit, or by lending items of power (such as his helm of invisibility).

On the rare occasions when he directly confronts his foes, Hades prefers to raise as many of his minions as possible, sending them in waves at the heroes. He uses his own powers to defend himself as needed. He much prefers to imprison defeated foes in Tartarus, tormenting them alongside Sisyphus, Tantalus, and other condemned souls for all eternity.



HADES, LORD OF THE UNDERWORLD

"You dare oppose the will of a god? You will pay the price for your hubris!"

PL 28; Init +2 (Dex); Defense 18 (+6 base, +2 Dex); Spd 30 ft.; Atk +11 melee (+14S/reach 5'/crit 20, punch); +12 ranged (+18L/180' range/crit 20, cosmic blast); SV Dmg +13, Fort +13, Ref +2, Will +15; Str 18, Dex 14, Con 20, Int 15, Wis 20, Cha 20.

Skills: Concentration +16, Diplomacy +16, Intimidate +22, Knowledge (occult) +18, Sense Motive +22

Feats: Darkvision, Headquarters (Tartarus), Immortal Experience, Immunity (from Cosmic Power—aging, cold, disease, electricity, exhaustion, heat, poison, pressure, starvation, suffocation), Infamy, Iron Will, Minions (Loyalty 48), Psychic Finesse (cosmic blast), Psychic Awareness, See Invisibility, True Sight.

Powers: Cosmic Power +18 [*Power Stunts:* Dimensional Travel; *Flaws:* Missing Effect—Force Field; *Source:* Mystical; *Cost:* 7 pp; *Total:* 128 pp], Reincarnate +15 [*Extras:* Never Say Die; *Source:* Mystical; *Cost:* 5 pp; *Total:* 60 pp], Super-Strength +8 [*Extras:* Super-Constitution, Super-Wisdom, Super-Charisma; *Source:* Mystical; *Cost:* 10 pp; *Total:* 80 pp]

Equipment: Helm of Invisibility [*Powers:* Invisibility +15; *Flaws:* Device; *Source:* Mystical; *Cost:* 1 pp; *Total:* 15 pp]

Weaknesses: Quirk (bound by his oath of non-interference).

Totals: Abilities 80 + Skills 32 + Feats 20 + Powers/Equipment 293 – Weaknesses 10 = Total 415 pp.

CERBERUS, HOUND OF HADES

PL 11; Init +3 (Dex); Defense 17 (+5 base, +3 Dex, –1 size); Spd 40 ft.; Atk +11 melee (+16L/reach 5'/crit 20, bite); SV Dmg +11 (Protection +4), Fort +11, Ref +3, Will +2; Str 20, Dex 16, Con 20, Int 8, Wis 14, Cha 10.

Skills: Listen +13, Sense Motive +13, Spot +13 (all skills include bonus from Super-Senses).

Feats: Darkvision, Extra Limbs (three heads), Immunity (aging, disease, exhaustion, starvation, suffocation), Psychic Awareness, See Invisibility, True Sight.

Powers: Growth +4 [*Extra:* Continuous; *Flaw:* Permanent; *Cost:* 6 pp; *Total:* 24 pp]; Strike +1 (teeth) [*Cost:* 2 pp; *Total:* 2 pp]; Super-Senses +11 [*Cost:* 2 pp; *Total:* 22 pp], Super-Strength +6 [*Extra:* Super-Constitution; *Cost:* 7 pp; *Total:* 42 pp].

Weaknesses: Disabled (canine). Cerberus has limited manipulative capabilities.

Notes: Cerberus is one of Hades' favored servants, dispatched to deal with obstacles in the world of mortals and also guardians of the gates of Tartarus. Heroes seeking to confront Hades in his own domain must first pass Cerberus.

Totals: Abilities 56 + Skills 0 + Feats 30 + Powers 90 – Weaknesses 10 = Total 166 pp.

The Murder Spirit, or Jack-a-Knives as it is best known around Freedom City, is a roving spirit with a mission for murder. The Murder Spirit comes forth when Hades desires new souls for the Underworld, a fact known only to Medea, who has worked with the Murder Spirit in the past at Hades' request. Over the course of the past five millennia, Hades has unleashed the Murder Spirit more than 2,000 times, each time forcing it to claim at least four lives.

The two times this terror visited Freedom City were in 1890 and 1977, and both times the Murder Spirit chose to prey on prostitutes of the Fens. In the first case, like the recent Ripper Murders of London, no one was ever captured or held responsible for the Jack-a-Knives murders, but there were rumors swirling around for months regarding who could have done it. The 1977 murders, while considered copycats

and strikingly similar, had additional problems; Evening and the Eye of Justice managed to track the murderer down and stop him during one of his murders, but his host was a drug-addled young man with some nascent powers to turn into mist. Despite the heroes' best efforts, "Bloody Jack" (as he identified himself) simply faded away after successfully murdering two more victims.

USING JACK-A-KNIVES

Psychologically, Jack-a-Knives is unique each and every time it manifests. Unfortunately, the only persistent traits it exhibits in all its forms are excessive cruelty, a sadistic sense of humor, a penchant for bloodletting and injury, and a desire to kill as many people as it's compelled to by Hades. It does nothing and wants nothing other than to fulfill its promise to Hades and deliver new souls to the Underworld. Those who have actually encountered Jack and survived report its host, regardless of gender or vocal timbre, always looses a chilling high-pitched cackle or giggle when it marks a victim and begins its hunt.

Another aspect to Jack-a-Knives is its reliance on the host to provide a relative framework for its murderous work. While it remains in full control

throughout the possession, Jack prefers to use methods of killing that have some sort of symbolic importance to the host. Thus, his possession of a Master Freemason in 1888 gave the Ripper Murders their links to the Rites of Freemasonry. Base prejudices or personality quirks become grossly and horribly magnified while under Jack's influence, so any psychological flaws in a host become ever more so.

JACK-A-KNIVES

TACTICS

Jack-a-Knives, regardless of its host, fights in the most savage ways possible if cornered. Ruthless to unbelievable extremes, it rarely bothers to protect its host body, though it does not throw its life away. The Murder Spirit will do everything possible to keep from being caught unless it has fulfilled its duty to Hades. Jack-a-Knives often taunts heroes as it fades away, often leaving the host behind—psychologically shattered beyond repair.

JACK-A-KNIVES

"I send you half the kidney I took from one woman, prasarved for you, t'other piece I fried and ate..."

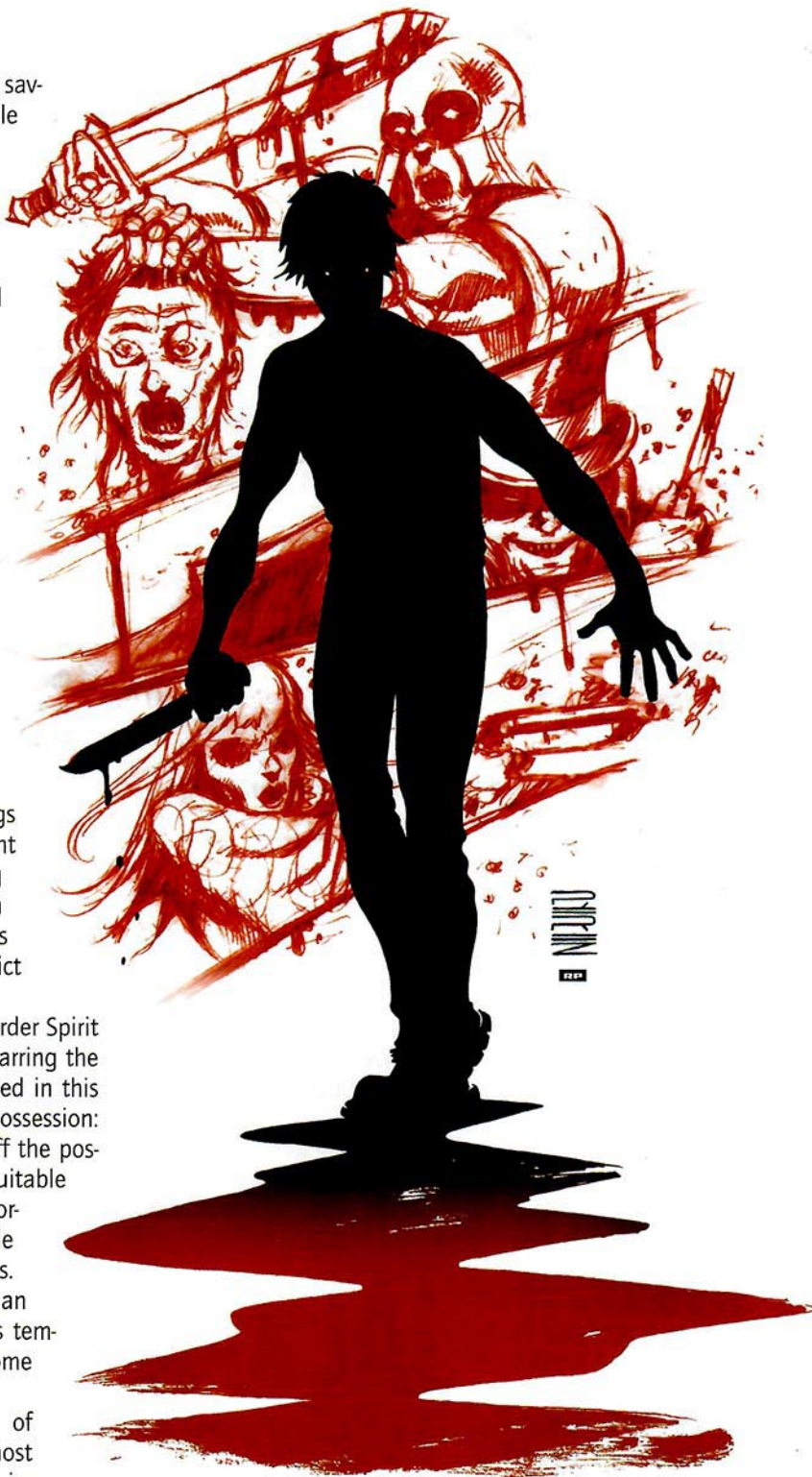
Jack-a-Knives isn't so much a distinct character in game terms as it is a template that layers over an existing character. Thus, Gamemasters should use whichever base statistics that seem appropriate (or fit for the story) for the character and adjust him or her according to the Jack-a-Knives template.

BECOMING THE JACK-A-KNIVES

Luckily, not everyone is susceptible to possession by the Murder Spirit. It can only enter the body of mortal beings that have willingly ended the life of another sentient being or come into contact with blood of a living being for more than five seconds. This still covers a wide swath of humanity from farmers who slaughter hogs to doctors and nurses, not to mention aggressive heroes who inflict extreme punishment on their foes.

There is little to stop Hades from summoning the Murder Spirit and placing it in the body of any mortal he chooses, barring the prerequisites for the host noted above. When summoned in this way by Hades, the host has one chance to stop the possession: a Will save (DC 25). If the host succeeds in fighting off the possession, Jack becomes a floating spirit hunting for a suitable host, Will save (DC 19) to resist. Once Jack is on the mortal plane, it can choose to jump to any other hosts while incarnate, if that's what it takes to fulfill Hades' orders. While in pure spirit form, treat the Jack-a-Knives as an astral form with all the same powers plus those of his template, while it needs to use its Possession power to become corporeal again.

While possessed by the Jack-a-Knives any sense of humanity and morality and ethics falls away and the host becomes amoral and ruthless. Holding back from doing as much lethal damage as possible is no longer a consideration. The host persona lies almost entirely dormant, though the Jack-a-Knives can access basic memories and personality traits so as to not reveal itself too soon by acting out of character. Unfortunately, Jack always leaves the memories of what he did while occupying a person's body intact, cruelly haunting any survivors for the rest of their lives.



JACK-A-KNIVES TEMPLATE

Add the following template to any character that becomes possessed by Jack-a-Knives.

Ability Scores: +2 base attack bonus, replace the host's Int, Wis, Cha with: Int 15, Wis 15, Cha 15.

VILLAIN PROFILE: JACK-A-KNIVES

Power Level: Variable

Concept: Spirit of Murder unleashed by the God of Death

Name: None, though its function and title are Murder Spirit.

Other Aliases: All Hallows' Slasher, BTK Strangler, Butcher of Kingsbury Run, Jack the Ripper, Last Call Killer, Lonesome October, el Psicopata, Saucy Jack, Spring-Heeled Jack, Yuletide Strangler, Zodiac; scores of other unknown aliases.

Base of Operations: Any

Affiliation: Tool and minion of Hades, God of Death

Nationality: Any

Age: Immortal spirit; possesses bodies of any age

Height: Variable

Weight: Variable

Eyes: Variable

Hair: Variable

Feats: Attack Focus (strike), Improved Grapple, Power Attack, Rapid Strike.

Powers: (*Stack if host already has power of note, up to PL limits.*) Luck +2 [Source: Mystical; Cost: 5 pp; Total: 10 pp], Mental Protection +4 [Source: Mystical; Cost: 2 pp; Total: 8 pp], Possession +4 [Flaw: Restricted—Gaze; Source: Mystical; Cost: 2 pp; Total: 8 pp], Running +4 [Source: Mystical; Cost: 2 pp; Total: 8 pp], Strike +2 [Lethal damage only; Source: Mystical; Cost: 2 pp; Total: 4 pp], Super-Strength +2 [Power Stunt: Lethal; Source: Mystical; Cost: 4 pp; Total: 10 pp], Super-Wisdom +2 [Source: Mystical; Cost: 3 pp; Total: 6 pp].

Weakness: Berserker.

Cost: 68 +/- points from replacing Int, Wis, Cha.

EXORCISING JACK-A-KNIVES

A host body under the Murder Spirit's control only gets one chance to break its control each day, and only under specific circumstances:

The host needs to make a successful Will save (DC 19) to "wake up" at all and understand what's going on. This attempt can be made once a day during the possession.

After a successful Will save, the host needs to fight the Murder Spirit for control of his or her body. By spending a Hero Point, the host can use Wisdom to duke it out psychically for control of the body for 3 rounds per Hero Point. Wisdom acts as Strength or Dexterity for purposes of offense/defense and deals damage accordingly. If the host has psionic or mystical powers, these can be used, but no physical powers. If the host can render Jack-a-Knives unconscious in Mental Combat, he exorcises the spirit. Extra Effort (providing a one-shot Mental Blast or other options) and additional Hero Points often come into play.

External help can be used to remove the Murder Spirit. Any psionic or mystical attacks on the host have the possibility of defeating and rendering him an astral form again. Attacks with Mental Blast, Mind Control, Possession, or Telepathy can trigger the same Mental Combat as above.

CAPERS

Jack's Back!: Heroes and police begin finding corpses slain in different manners throughout all the boroughs of Freedom City. The murders happen as copycats of the Ripper murders of London 1888 (Intelligence check DC 15); the dates of the murders correspond to murders done on that date in the past (DC 20). The only correlation among all these murders is this: All the murders remain unsolved as the culprits were never found. If not caught before then, Jack-a-Knives will reenact the grisly murder of Mary Kelly, the last victim of Jack the Ripper, on November 9 and dissipate again.

To the Mattresses!: Eleven gangland slayings have occurred over the past month, and whispers on the street suggest that the Silencer magnified his war on the Mafia tenfold and became a lot bloodier. In truth, he is the current Jack-a-Knives' host and he has to collect 20 souls for Hades. He enjoys his new war against the Cosa Nostra using both Silencer's methods and those dating back to ancient Sicily. The messages, lost to the FCPD and most heroes, ring all too clear for the Mob—someone's cleaning house, knows their methods, and everything's at stake.

As Jack's current host, Silencer is a PL15 villain and his statistics are adjusted as indicated by the Jack-a-Knives template; Improved Critical (Strike) replaces Jack's redundant Power Attack feat. Silencer may be able to exorcise the Murder Spirit if he's driven to attack and kill his brother Johnny Oliverti.

Humor in Hades: A recurring NPC known to the heroes becomes the latest host body for Jack-a-Knives, forcing them to confront the nature of the murderer before them. There has yet to be a proven method to exorcise the Murder Spirit out of a body, living or dead, while it seems to easily adapt to using a body's strengths (or super-powers) to make his murderous work more interesting, exciting, or quicker.

The final danger from Jack-a-Knives is the trauma he places on the host body. Due to the mystical and psychological stresses, the host body loses a power level beyond losing those in the Murder Spirit template. If the host character drops to PL 0, the body disintegrates after the Murder Spirit's expulsion. If a host survives, the ravages to the body are thus:

If host removes the Spirit: -2 to each mental ability score (or player can choose to reallocate points to avoid damage, but 6 power points must be taken from the abilities); -1 (-3 power points) to base attack bonus; the remaining 6 power points can be stricken from skills linked to mental stats, feats, or additional base attack bonuses (due to horrors inflicted by "your" hands). These losses are temporary for a year after the possession.

If someone else removes the Spirit: -2 to each ability score; -1 (-3 points) to base attack bonus. These losses are permanent, though if scores are reduced below the minimums for feats, the character still retains the feat.

Generally speaking, it's best to confine Jack-a-Knives' hosts to non-player characters, given both the danger to the host and to avoid depriving player of their heroes for extended periods of time.

Dr. Connor Kirkstrom was a brilliant biologist with a specialty in marine life as well as a passionate diver and oceanic explorer, widely respected in his field for his discoveries and for his devotion to the advancement of science. Some thought Kirkstrom a bit reckless, but others admired his adventuring spirit, less common in later generations of scientists.

His reckless spirit of adventure changed Dr. Kirkstrom's life forever. While studying the habits of great white sharks in the Pacific, Dr. Kirkstrom overlooked certain safety measures in his zeal to gather enough useful data to justify his work and maintain his University funding. When a shark cage proved faulty, Kirkstrom came face to face with a powerful great white shark and barely escaped with his life. One leg was severed, bitten off just below the knee, while his other was so badly mangled that doctors were forced to amputate it. Kirkstrom would never dive again. He underwent physical therapy and rehabilitation with the assistance of his fiancée, Susan Mishner.

Relegated to laboratory research, teaching, and writing, Dr. Kirkstrom became obsessed with the cause of his injuries. He became a renowned authority on sharks: their biology, behavior, and their habits, and he became a kind of admirer of nature's cruel and elegant designs in creating the world's perfect predator, unchanged by millions of years of evolution. Among their other properties, Dr. Kirkstrom studied the biological structure and recuperative abilities of sharks. He believed he had found a means for using infusions of shark cartilage and DNA to promote regeneration of damaged tissue. If it was successful, his experiment could be a tremendous boon to medicine. However, he had difficulty obtaining funding, given his somewhat reckless past, and the lack of solid experimental data. He was encouraged to continue his research, but slowly, and to try again when he had more proof of his theories.

Kirkstrom was unwilling to wait. He knew his theories were correct, so he pursued research on his own. When funding dried up, and he was left with no experimental subjects for his new treatment, he tried it on himself, with startling results. The missing parts of Dr. Kirkstrom's legs spontaneously regenerated! More than that, he began taking on some other properties of sharks, including the ability to breathe underwater and greatly enhanced strength and reflexes. Then Kirkstrom noticed the side effects: the cravings for raw meat, the paranoia and bloodlust, the outbursts of rage. Worse yet, he noticed his skin becoming rough and gray, his teeth pointed. He tried stealing what he needed to formulate an antidote for what he'd done to himself, but he was too late. A confrontation with the heroine Siren triggered a ber-

serk rage in Dr. Kirkstrom and completed his transformation. No longer was he a crippled scientist; he was Megalodon, the Man-Shark!

Siren, with the aid of Dr. Kirkstrom's fiancée, was able to use his notes to restore Megalodon to human form. However, Dr. Kirkstrom has reverted and become Megalodon on several other occasions since, and it remains to be seen if any cure is truly permanent. Most recently, Dr. Ashley Ellis of the Providence Asylum put forth the theory at least part of Dr. Kirkstrom's condition is psychological, that the Man-Shark is a manifestation of his buried trauma and the "shadow side" of his personality. Declared unfit for trial on the basis of temporary insanity while in his Megalodon form, Dr. Kirkstrom is currently on parole and under Dr. Ellis' care. Both have high hopes continued treatment will cure Kirkstrom and banish Megalodon for good.

MEGALODON

USING MEGALODON

Megalodon is a savage and remorseless killer, a predator *par excellence*. He's perversely proud of his place at the top of the world's food chain, considering all other creatures beneath him. Only other sharks are potential peers, and even they must bow to his superior will. Megalodon is quite cunning and more intelligent than many give him credit. Most of the Man-Shark's short term plans involve survival and finding a means of ensuring he is never again forced to revert to the soft and helpless form of Connor Kirkstrom. Long term the malevolent Man-Shark wants to rule the oceans, followed by different ways of flooding the world, possibly along with transforming humanity into his shark-men subjects or herds of aquatic prey (or both, depending on whether or not they side with Megalodon as the future of evolution).

Connor Kirkstrom is a brilliant man tormented by the monster inside of him and the things it made him do. His former love of life has diminished to the point where he has considered suicide to destroy Megalodon once and for all.

Only the support of caring people like

Dr. Ellis and the steadfast love of his wife Susan have kept Dr. Kirkstrom sane as he hopes and prays for deliverance from the specter of the Man-Shark. He has become meek and quiet, fearful his anger is the key to Megalodon's freedom.

Megalodon is a ruthless and monstrous villain particularly suited for aquatic adventures (and as an enemy for aquatic heroes, like Siren and Nereid). Circumstances may cause Dr. Kirkstrom to revert to Megalodon at some point. Alternately, Dr. Ellis' treatments and Kirkstrom's ongoing experiments might split Megalodon off as a separate entity. Perhaps someone else undergoes Kirkstrom's DNA regeneration treatment and becomes a new Megalodon, or Susan

VILLAIN PROFILE: MEGALODON

Power Level: 12

Concept: Malevolent Man-Shark

Name: Connor Kirkstrom

Other Aliases: None

Base of Operations: Freedom City

Affiliation: None

Nationality: American

Age: 33

Height: 5' 10" (Kirkstrom), 6' 6" (Megalodon)

Weight: 160 lbs. (Kirkstrom), 350 lbs. (Megalodon)

Eyes: Brown (Kirkstrom), Black (Megalodon)

Hair: Brown (Kirkstrom), None (Megalodon)

Kirkstrom finds a way to transfer her husband's curse to her in order to save him, leading to suspicion when Megalodon makes a re-appearance. Megalodon or another villain might even use Kirkstrom's experiments to create an army of shark-people to rule the seas!

TACTICS

Megalodon's tactics tend to be straightforward and brutal. He fights savagely, but he's also cunning enough to use the environment to his advantage. He prefers fighting underwater, where he has an edge over most heroes. He's also been known to use his shark minions as cannon fodder or a distraction (such as having them go after hostages or innocent bystanders after he has toppled them into the water, for example).

MEGLADON

"I am the new top of the food chain, human."

PL 12; Init +8 (Dex, Imp. Init.); Defense 20 (+6 base, +4 Dex); Spd 30 ft, swim 60 ft.; Atk +13 melee (+17L/reach 5'/crit 20, bite or claw); SV Dmg +11, Fort +11, Ref +4, Will +8; Str 20, Dex 18, Con 20, Int 9, Wis 15, Cha 10.

Skills: Intimidate +12, Listen +10, Survival +12, Swim +15

Feats: All-Out Attack, Amphibious, Blind-Fight, Darkvision, Durability, Improved Initiative, Improved Pin, Power Attack, Scent, Startle, Takedown Attack, Track, Underwater Combat

Powers: Mind Control +10 [*Extra:* Area; *Flaw:* Only sharks; *Source:* Mutation; *Cost:* 2 pp; *Total:* 20 pp]; Super-Strength +6 [*Extras:* Regeneration +5 (Regrowth), Strike, Super-Constitution,

Super-Wisdom; *Source:* Mutation; *Cost:* 12 pp; *Total:* 70 pp], Swimming +12 [*Power Stunts:* Super-Swimming; *Source:* Mutation; *Cost:* 2 pp; *Total:* 26 pp]

Weaknesses: Berserker, Disturbing, Susceptible (to more than an hour spent out of water), Transformation (when knocked out).

Totals: Abilities 64 + Skills 22 + Feats 26 + Powers 116 - Weaknesses 40 = Total 188 pp.



DR. CONNOR KIRSTROM

PL 3; Init +0; Defense 12 (+2 base); Spd 30 ft.; Atk +1 melee (-1S/reach 5'/crit 20, punch); SV Dmg +0, Fort +0, Ref +0, Will +0; Str 9, Dex 11, Con 10, Int 15, Wis 11, Cha 10.

Skills: Computers +7, Handle Animal +6, Knowledge (oceans) +9, Medicine +9, Science (biology) +13, Swim +5.

Feats: Skill Focus (science), Talented (medicine and science).

Weakness: Disabled (paraplegic).

Totals: Abilities 16 + Skills 35 + Feats 4 + Powers 0 - Weaknesses 10 = Total 45 pp.

DR. SUSAN KIRSTROM

PL 3; Init +0 (Dex); Defense 12 (+2 base); Spd 30 ft.; Atk +1 melee (-1S/reach 5'/crit 20, punch); SV Dmg +0, Fort +0, Ref +0, Will +1; Str 8, Dex 11, Con 11, Int 15, Wis 12, Cha 12.

Skills: Computers +9, Diplomacy +5, Handle Animal +6, Knowledge (oceans) +7, Medicine +6, Science (biology) +9, Swim +5.

Feats: Talented (computers and science).

Totals: Abilities 19 + Skills 34 + Feats 2 + Powers 0 - Weaknesses 0 = Total 55 pp.

CAPERS

Deadlier Than the Male: Megalodon returns, menacing shipping and swimmers, and stealing materials from marine research facilities and hospitals. Suspicion naturally falls on Connor Kirkstrom, who goes on the run from the law. When the heroes confront him, however, Megalodon shows up and attacks! It turns out Susan Kirkstrom, in an effort to find a cure for her husband, only succeeded in accidentally turning herself into a shark-human hybrid. Now the new "She-Megalodon" wants to kidnap Kirkstrom in order to transform him into his man-shark form and mate to spawn a new race of shark-hybrids! Connor Kirkstrom has been struggling to create an antidote to cure his wife. He was very close to success. If the heroes can keep him safe long enough, or if they can complete his work, they have a chance to prevent a terrible new threat to humanity.

Brad Raymond was born and raised in Hoboken, New Jersey and excelled in school to become a top-notch graduate recruit from Harvard to ASTRO Labs. At ASTRO Labs he wanted to expand his thesis work on the biochemical effects of teleportation and the develop safe artificial teleportation with his idol, Dr. Curtis Waggoner. After five years of work, they had their prototype ready. The night before the first tests on living lab rats, Brad returned late in the evening to retrieve some work he had forgotten and interrupted people in Laboratory 4A ransacking the computers and stealing his and Waggoner's research; they were even powering up the teleplatform. Brad sounded the alarm and the intruders grabbed him as he tried to flee. They all stood on the teleplatform and activated it, using a carrier signal coming from outside to allow them to teleport beyond the lab's two platforms. The four black-clad and masked intruders, actually android agents of SHADOW, disappeared. For some reason, the teleportal transported Brad's organic tissues more slowly than the androids' inorganic bodies, so when the sabotaged computers that were controlling the platform exploded, his form was permanently destabilized and transformed into a gas-like particulate state.

Ever since the night of the accident six years ago, Brad has wavered between moments in which he's completely lucid and focused and times when he's obsessively angry, psychotic, and filled with rage. Adding to his problems, his lack of standard tactile sensations has been unbearable and made it impossible to live anything close to a normal life. His original analysis of what

MR. MIST

happened during his involuntary teleportation concluded that, had the teleplatform not been destroyed while he was in transition, he would have successfully teleported across the chamber. However, the energy surges from the altered teleportation signals somehow corrupted the control program which changed his natural state from solid to mist-like and particulate. Whether the stress of his new state drove him mad or not, his sanity became as ephemeral as his body. Brad Raymond took the derogatory moniker an ASTRO Labs janitor muttered at him and he became Mr. Mist, wreaking havoc on scientists' labs in search of ways to either cure himself or expand his power.

Over time, Mr. Mist's repertoire of abilities has grown, as Brad's knowledge of chemistry and long, boring hours in an airtight containment pod allowed him to learn how to manipulate his gas-like form to induce fatigue, nausea, paralysis, and even darken large areas. Thus, while part of him wishes to return to normal, other parts revel in his powers, and still others find this state fascinating; a learning environment all its own. In general, you never know what you'll face when Mr. Mist drifts your way.

USING MR. MIST

Since the transformation that turned him into Mr. Mist, Brad has become as single-minded as humanly possible. He originally focused on finding ways to return him to normal, but now he simply looks for technology to stabilize or increase his powers. He is still brilliant, but his mind drifts as unpredictably as his physical form, so he is easily distracted and captured if he's not able to collect his thoughts. However, those

VILLAIN PROFILE: MR. MIST

Power Level: 12
Concept: Lab assistant turned mad criminal
Name: Brad Raymond
Other Aliases: None
Base of Operations: Freedom City, Experimental Lab 5C in ASTRO Labs
Affiliation: None; former employee of ASTRO Labs
Nationality: U.S. Citizen
Age: 32
Height: Variable in mist forms; formerly 5' 6"
Weight: Less than a gram
Eyes: Variable; formerly ice blue
Hair: Bald; formerly black

CAPERS

Fortune Telling: Mr. Mist has not been seen since his latest escape from ASTRO Labs. He decided to hide out among the strange sights of a traveling carnival that set up out at the old Greenbank rail yards. Visitors to the carnival's "gypsy fortune teller" now get a wild experience as mists erupting from her crystal ball during scrying sessions and often report waking up far from the carnival, bereft of money and valuables. (The owner of the carnival has PL7 Mind Control powers and uses Mr. Mist like a puppet on a string as revenge for Mr. Mist's attempt to steal the carnival's payroll.)

Hostage Haze: Mr. Mist hears of new technologies developed by outside contractors and held in high security areas during his latest incarceration at ASTRO Labs. He breaks out by dissolving the latest seals on his containment pod, and carefully makes his way to his target in his expanded size to avoid detection. When he arrives, he condenses himself around a person and allows himself to be inhaled. He then holds his victim hostage, making himself known and threatening to suffocate or physically harm the hostage unless he's given the technology. There are very few attacks that can be made against him that won't also harm the hostage, which is what he's counting on to get what he wants. (This scenario works for either a standard tech company or if he's trying to steal from Freedom Hall, taking the son of Captain Thunder hostage.)

Friendly Fog: In one of his more lucid states, Brad witnesses problems occurring all over ASTRO Labs because of some other villains (possibly Larceny, Inc. or the Crime League). During the disruptions and before the heroes arrive, his containment pod is shattered and the villains either ignore him or expect him to help them. For a change, Mr. Mist fights to protect the ASTRO Labs technicians; this could be because he's feeling more human, because he's got an emotional attachment to a lovely new scientist on staff, because he wants to protect the technology for himself, or simply because he doesn't like the villains and how they treat him. He expands to his 30-foot cloud form, spreading himself throughout parts of the building and watching everything before making his move. Thus, when the heroes arrive, they could gain a powerful ally in the fight – if they don't mistakenly attack him when he reveals himself.

who draw his attention should prepare for serious attacks, as he becomes nearly psychotic when he's attacked and damaged.

If left in a contemplative mood (or while slightly sedated at ASTRO Labs), Brad can be sane and highly focused on learning more about his new form and what it means to his studies on quantum physics. He can "feel" some interactions on a molecular level within his mist form and has dictated a number of interesting papers to colleagues about aerated particle physics. His observations of his own structure allow Brad Raymond to still be a publishing scientist, despite his problems and notoriety; ASTRO Labs want to return Brad to normal and bring his brilliance back into focus and working for them, rather than allow his cycle of escapes from the lab, attacks on the staff, and eventual recapture to continue.

TACTICS

Mr. Mist's goals typically involve stealing money, to pay his underlings, and technology, that may help him control his powers or possibly return him to normal. He recruits the thugs and minions to handle the work of lugging away loot and distracting any heroes that interfere, while he backs them up so they can get away with the goods. He prefers fighting one on one with foes, using his suffocation and other powers to defeat them. He rarely, if ever, reveals that he can solidify during battle, partly as an ace up his sleeve and partly because he cannot easily concentrate on maintaining his form during combat. If he or his minions get overwhelmed, he usually turns soot-like and Obscures the area to aid escape. He usually saves his Growth power to expand his gaseous form across a 30 foot diameter (rendering himself invisible as his colored gases blend with more air), and then he pulls himself together at an outer point of his form and flies off from there.

Mr. Mist's natural state looks like a wisp of pale, colored smoke that only hints at what he may have looked like before his transformation. In this state he possesses the Suffocate power. He can change his "body" chemistry to achieve other effects and heroes may be able to figure out what he's doing based on what he looks like, especially after a handful of encounters. The colors Mr. Mist turns and the powers affiliated with them are as follows: black is

an opaque gas that gives him the Obscure power, blue is poisonous gas that allows him to use Disintegration, green sleep gas is the Fatigue power, and yellow corrosive gas grants him Corrode.

MR. MIST

"How would you feel if you could only touch the world as a cold breeze?"



PL 12; Init +4 (Dex); Defense 20 (+6 base, +4 Dex); Spd 30 ft., fly 55 ft.; Atk +8 melee (+11L/S/5' reach/crit 20, mist powers), +10 ranged (+11L/S/110' range/crit 20, mist powers); SV Dmg +3, Fort +3, Ref +4, Will +1; Str 14, Dex 18, Con 16, Int 16, Wis 13, Cha 14.

Skills: Hide +6, Intimidate +7, Knowledge (biochemistry) +5, Profession (scientist) +5, Science (chemistry) +8, Science (quantum physics) +6, Taunt +7.

Feats: All-Around Sight, Immunity (starvation, suffocation), Talented (intimidate, taunt), Talented (profession (scientist), science (quantum physics)).

Powers: Alternate Form—Gaseous +11 [Effects: Incorporeal (Extras: Ghost Touch, Selective; Flaw: Tiring) Flight, Suffocate; Extras: Continuous, Corrosion, Disintegration (Extra: Continuous, Disruption, Flaw: Only Disruption), Fatigue, Growth (Extra: Invisibility; Flaws: Duration to Concentration, Offensive Powers inactive while using Growth, no Immovability, no Protection, no Super-Strength), Obscure; Flaw: Limited—May only use one offensive power at a time, Permanent (Alternate Form); Source: Super-Science; Cost: 11 pp; Total: 121 pp.].

Weaknesses: Disturbing. Ray no longer has a solid form and floats about as an opalescent mist with human features and body parts coming into and out of focus as the mist shifts on the breeze.

Quirk (easily distracted). Ray's mind is as mercurial as his body, thus he is easily distracted from his goals. If Mr. Mist actually takes damage or finds himself thwarted from his immediate plans, he tends to lash out forcefully at the object of his frustration. There is a good chance that he'll totally forget his overall goal and become focused on taking all his anger out on whoever has drawn his attention.

Susceptible (salt). For some reason, direct exposure to salt burns Mr. Mist, despite his incorporeal state.

Totals: Abilities 61+ Skills 18 + Feats 10 + Powers 121 – Weaknesses 30 = 180 Total pp.

Johann Dietrich Meinhoff was a vicious bully on the streets of Munich long before he joined the Nazi elite SS in 1938. Johann had a taste for cruelty, a hunger for power, and a malleable mind with little will of his own. This made him just the type of recruit Himmler and his aide Wilhelm Kantor sought for their *übersoldaten*. Early in 1939, Kantor subjected Johann to various arcane rituals that grafted a mystical ring onto his left hand. The ring allowed him to manipulate shadows, wrap himself in darkness, and fire black bolt of energy. Johann became *die Nacht-Krieger*, the third of Kantor's supersoldiers after *Sturmbannführer* Barret von Rohm and *die Schwarspanzer*.

Nacht-Krieger was the weakest of Kantor's superhumans until December 1, 1941, when the Utska Objective—Kantor's plan to destroy all superhuman resistance to the Reich at once—backfired. While the trio and a squad of Nazi cyborg-zombies nearly defeated the eight disorganized heroes, Kantor's and von Rohm's arrogance played against them. The heroes rallied despite the loss of le Guillotine. The gypsy, Marhime, and the Jewish hero, Golemeth, wounded or killed von Rohm and the Black Panzer, allowing the other heroes to escape and form the Allies of Justice (see the *Mutants & Masterminds Annual*, pages 32–46). Nacht-Krieger now was the only viable *übersoldat*, as the Golemeth's stony fists had left von Rohm with a broken back. Kantor sacrificed his paralyzed pawn, using a mystic ritual to transfer von Rohm's powers to himself and Nacht-Krieger.

Now, as the primary supersoldier of the SS, Nacht-Krieger became the Reich's super weapon, striking with surgical precision by assassinating important targets, sabotaging needed installations, and spying all over Nazi-occupied territories as well as far behind enemy lines. More than 700 deaths could

be directly traced to Nacht-Krieger's shadowy claws. He avoided direct conflict with the Allies of Freedom and the Freedom League, always using his powers to escape rather than fight. That's why his actions on the last days of March in 1945 were such a great shock to all.

NACHT-KRIEGER

Ordered to flee the crumbling Reich and rebuild it from strongholds in South America and elsewhere, *SS-Obersturmbannführer* Kantor and Nacht-Krieger held one last evil ceremony in Germany to boost their powers and use the ritual suicide of numerous SS officers to their advantage (beyond just cheating the Allied Advance of prisoners). Despite precautions, their escape nearly failed when the Allies of Justice discovered how they planned to flee. Nacht-Krieger, drunk on his expanded powers, savagely killed le Reynard Rogue, Sarge Shrapnel, and Spitfire Jones with little difficulty, leaving their bodies on an isolated private airfield in Poland. Even his nemeses—the Light-Bringers, White Rose and White Thorn—couldn't stop him that day, and his battles against the heroes gave Kantor enough time to escape.

Nacht-Krieger fought his way out of Poland and made his way to London. He still wanted to kill as many Allies of Justice as he could in order to demoralize the enemy before he made his own escape. He lopped off Gunner's arm and beheaded Lady Celtic before the Human Tank and the revived Light-Bringer twins forced him to flee. He stole a plane and Gunner's boast that "The heroes of Freedom City'd still kick your butt, ratzi!" gave him new targets and a reason to put an ocean between him and the surviving Allies.

White Rose and White Thorn chased Nacht-Krieger across the Atlantic, forcing his plane down near Greenland. He abandoned the plane before it landed and used its autopilot to provide a decoy while his new flight powers took him to Freedom City. The twins caught up with him just off of the Lonely Point



Sikes '03

K&L
1995

CAPERS

In Memoriam: At the funeral for a fallen hero (public official, diplomat, etc.), the eulogizing priest is interrupted as his own shadow appears to rise up off the graveyard grass and attack the crowd. SHADOW wants some officials or other heroes in the crowd killed, and the funeral provided the best opportunity for a target-rich environment, all of which are surprised and caught off-guard. Nacht-Krieger attacks quickly and uses hit-and-run tactics, dodging from one person's shadow to the next under the late afternoon sun.

Copycat: A shadow-being has begun infiltrating banks and auction houses in Hanover, and security camera footage that's been released shows a shadow slipping in and out easily. While the authorities blame these thefts on Nacht-Krieger despite the deviation from his established M.O., this is actually a junior agent of SHADOW who has had Meinhoff's powers granted to him. (This is an opportunity for Gamemasters to train new heirs to Beacon's powers how to fight their opposites without overwhelming them by having a full-powered Nacht-Krieger attack. This PL10 agent—code-named Shadow's Son—has the same powers as Nacht-Krieger but at +8 intensity. Should they defeat him, he commits suicide with a cyanide tooth, never leaving heroes any info on the Nacht-Krieger.)

station, and their mid-air battle forced all three into the sea. The battle took them into some undersea caves, and the twins caged the Nazi, despite his amplified powers, in a force field of light. The force of their struggle, however, caused the caverns around them to collapse, sealing White Thorn and Nacht-Krieger in a small cave and instantly crushing White Rose (her powers rising from the depths to empower the Beacon).

For 52 years, White Thorn kept his prisoner company and reinforced his light-prison, but both of them changed in their isolation beneath thousands of tons of rock. Nacht-Krieger went insane as the shadows that gave him power infected his mind. They also slowly led to his escape, as they opened a pathway between his mind and the shadow dimension linked to his powers. Wilhelm Kantor was a member of SHADOW's Penumbra by 1967 and was able to reach his protégé through the shadow dimension and pull him out of his prison. Nacht-Krieger fought the Scarab and the Beacon as he sought, and nearly escaped with, an arcane artifact from the Hunter Museum while all three fought the enraged White Thorn. Once misunderstandings were cleared up, the trio easily stopped Nacht-Krieger and imprisoned him again, this time beneath Pyramid Plaza where the Scarab could watch him.

From 1967 until 1993, Nacht-Krieger remained imprisoned. Scarab had to abandon attempts to drain his powers, as the shadows were now linked to Meinhoff's life force. Kantor again was able to communicate with him through the shadow dimension, and he convinced his protégé to shatter the ring that gave him his powers. That act shattered the ring, the light prison, the dimensional barriers, and left him permanently locked in his shadow-form. Nacht-Krieger got caught up in the Terminus Invasion and even worked to fight some invaders—but only so he could claim the artifact they sought. White Thorn returned, along with the Beacon, and the two of them forced the shadow-man into the threshold of the Terminus. By 1994, Kantor retrieved Nacht-Krieger from the Terminus and since then, he's been one of SHADOW's most active super-agents.

USING NACHT-KRIEGER

For the past 60 years, Johann has been willing to work with others whom he saw as better thinkers or those he assumed were his betters due to noble blood. Despite his considerable powers, he still hesitates to confront those with supreme confidence in themselves (like Kantor or others of the Penumbra). Not entirely sane, Nacht-Krieger never converses directly with people, talking instead at their shadows (and often trying to convince them to rise up and strangle their owners). His now ephemeral existence keeps him from connecting with the modern world or anyone in it, and he gets more and more obsessed with the shadow dimension and various arcane rituals. Nacht-Krieger also bides his time, hoping in time to simply assume Kantor's position in SHADOW and the Penumbra. Johann sees the frail shape that the aged Kantor is in and revels in the fact that, while he's denied a solid body, he is immortal and never going to be that weak (and despite this, he never conceives of disobeying Kantor).

TACTICS

Just like always, fear and force are the two ways Johann knows best to influence anyone, and he uses these to deadly effectiveness. Given his history, just viewing him alone is enough to give some heroes pause, and he uses that to avoid entanglements that offer him no challenge or that delay him from an assigned mission. His standard tactics have always been to hide in plain sight, either mimicking someone's shadow or by staying out of sight, striking only when necessary or when ordered. When he strikes, though, he attacks with efficiency and cruelty, going for kills with his two-dimensional hands by slashing at his targets' necks or limbs. If he's left to plan a mission, he will make sure that it always happens at night when he's his most effective. He has no qualms about abandoning "allies" in the interests of the mission (or saving himself).

VILLAIN PROFILE: DIE NACHT-KRIEGER

Power Level: 14

Concept: Nazi master of shadows

Name: Johann Dietrich Meinhoff

Other Aliases: Sturmbannführer Meinhoff, Dietrich Hoffman, Dieter Johansson

Base of Operations: Various SHADOW installations across the world

Affiliation: Formerly a member of the Nazi SS; agent of SHADOW and freelance menace

Nationality: German

Age: 91

Height: 5' 11"

Weight: n/a; formerly 165 lbs.

Eyes: n/a; formerly green

Hair: n/a; formerly brown

DIE NACHT-KRIEGER

"You say the Reich has died, fallen into darkness. Let me show you it lives on, in the shadows, in me..."

PL 14; Init +3 (Dex); Defense 24 (+11 base, +3 Dex); Spd 30 ft., climb 30 ft.; Atk +14 melee (+15L/Penetrating/5' reach/crit 20, shadow claws); SV Dmg +4, Fort +4, Ref +3, Will +3; Str 17, Dex 16, Con 19, Int 14, Wis 12, Cha 18.

Skills: Gather Info +7, Hide +17 (due to Alternate Form), Intimidate +9, Language (English), Listen +4, Move Silent +15 (due to Alternate Form), Search +4, Sense Motive +4, Spot +3.

Feats: Ambidexterity, Darkvision, Expertise, Immunities (from Alternate Form—aging, critical hits, disease, energy (cold, electricity, heat, kinetics), exhaustion, poison, pressure, starvation, suffocation), Iron Will, Move-By Attack, Penetrating Attack (natural weapons), Power Immunity, Rapid Strike, Startle, Surprise Strike, Whirlwind Attack.

Powers: Alternate Form—Shadow +12 [*Effects:* Incorporeal (*Extras:* Affect Others, Selective; *Flaws:* Duration (x3) can only become solid if concentrating; *Susceptible:* Incorporeal to all but silver), Invisibility (only in shadow/darkness; *Power Stunts:* Extra Sense—Hearing); *Extras:* Continuous, Immunities, Natural Weapons (*Extras:* Ghost Touch); *Flaws:* Permanent; *Source:* Mystical; *Cost:* 8 pp; *Total:* 98 pp].

Weakness: Disturbing. Johann Meinhoff no longer physically exists, as he is permanently a living shadow. Thus, even when he fully concentrates to make brief contact with the physical world, he continues to look like a faceless shadow.

Quirk (claustrophobia). Johann's long bouts of imprisonment by White Thorn and Scarab have made him terrified of being in enclosed areas or restrained. Even indoors he prefers to keep a doorway or window in sight.

Totals: Abilities 91 + Skills 21 + Feats 20 + Powers 98 - Weaknesses 20 = Total 210 pp.

Lauren Hammond grew up in Freedom City in the early 20th century with ambitions of becoming an actress. She moved to Hollywood during the Golden Age of cinema and succeeded in landing a minor, but important, role in a production of *Dracula* as one of the vampire lord's "wives." That role established Lauren Hammond as an actress, and she went on to a number of other parts. Most of her pictures were horror films, and Hammond was well known as a "scream queen." Unfortunately, she also quickly became typecast. Her attempts to venture outside the realm of horror films were dismal failures. She blamed directors, producers, and co-stars, but the truth was Hammond considered herself a star, and she was too difficult to work with. Eventually, even the horror film producers couldn't be bothered. In the post World War II era, horror films became less popular. After less than a decade, Lauren Hammond's Hollywood career was over.

Eventually, the calls from directors and studios stopped coming, but the ones from creditors did not. Hammond was forced to sell her Beverly Hills home and move back to Freedom City. There she found occasional theatre work, but her reputation as a prima donna quickly squelched that as well. Faced with the end of her career and obscurity, Lauren gave what she considered

her final performance when she overdosed on medication. Her landlady found her body, and the curtain fell on Hammond's life.

She would have been relegated to historical retrospectives on the horror film industry, but Lauren Hammond's spirit would not rest. The despair that claimed her life also gnawed at her soul, keeping her from whatever afterlife awaited. Instead, Lauren

Hammond returned as a vengeful ghost to haunt the theatres she associated with her downfall, to strike back against the producers, directors, and actors who spurred her. Her silvery-white appearance and terrible wail earned her the nickname "the Silver Scream"

THE SILVER SCREAM

CAPERS

Nightmare Theatre: A horror film festival in Freedom City draws the Silver Scream's attention. She uses her powers to trap the filmgoers – including some prominent Hollywood personalities – in a terrifying illusion of her making. Anyone who enters the theatre also falls under the spell of her illusion, making it almost impossible for the authorities to move in to rescue the trapped victims. It's up to the heroes to brave the Silver Scream's "nightmare theatre" to banish the vengeful ghost, if they can. The Silver Scream creates a world where nothing is exactly as it seems, and the heroes cannot be entirely certain if they are facing an illusion or a real danger. What if some of the "monsters" they encounter are innocent theatergoers, concealed by the ghost's illusions?

Dead Run: The Silver Scream returns and traps Johnny Rocket in an illusion, leaving him terrified of the world around him. The super-speedster leaves a wake of destruction and confusion through Freedom City as he tries to escape the terrors only he can see. Meanwhile, the Silver Scream is free to pursue her plans of revenge against several people in Freedom City, including John Wade, Johnny Rocket's grandfather. Can the heroes catch the frightened speedster and free him from the Silver Scream's influence in time to stop her from carrying out her plans?

from the newspapers. The series of strange hauntings drew the attention of the speedster and Liberty Leaguer Johnny Rocket, who was able to deduce the ghost's true identity. When he staged a film festival to honor Lauren Hammond's accomplishments, her anger cooled and the spirit vanished, hopefully never to trouble Freedom City again.

However, just a few years ago, film critic Howard Moore published an essay criticizing Hammond's performance in several films along with an expose of her troubled last years. His work aroused the anger of the actress' ghost, who frightened Moore to death and then embarked on a campaign of vengeance. The second Johnny Rocket intervened to stop the Silver Scream after she attacked him and his grandfather (the original Johnny Rocket). Although Johnny has been able to banish the Silver Scream twice now, it remains to be seen if Lauren Hammond's spirit will ever truly rest, or if the theatre community of Freedom City can expect a sequel.

USING THE SILVER SCREAM

The Silver Scream is a useful villain for horror adventures, using her powers to provide both the setting and the "special effects" to frighten the heroes. A considerable amount of horror comes from a feeling of helplessness, and the Silver Scream's immunity to most conventional forms of attack can make heroes feel all but helpless against her. Generally, unless they have magical powers of their own, the heroes must use cunning and innovation against the vengeful ghost rather than brute force.

The Silver Scream is something of a tragic figure, but mostly she remains as self-involved as she was in life. She refuses to see her own role in ending her career or her life, laying the blame elsewhere, and any reminders of her own failings simply provoke her. On the other hand, satisfying her irrational need for both validation and vengeance can quench the Silver Scream's fury and banish her, at least for a while.

VILLAIN PROFILE: THE SILVER SCREAM

Power Level: 12
Concept: Vengeful Ghost
Name: Lauren Hammond
Other Aliases: None
Base of Operations: Freedom City
Affiliation: None
Nationality: American
Age: Deceased
Height: 5' 6"
Weight: 120 lbs.
Eyes: Blue
Hair: Black

When using the Silver Scream in an adventure, keep in mind her powers are often subtle, but she is not. Sooner or later, she cannot resist making it clear who is behind the mysterious hauntings, nightmares, and deaths.

TACTICS

The Silver Scream's primary tactic is to inspire fear in her victims and enemies alike. She uses her illusion powers to create terrible, frightening scenarios. Often she will "cast" herself in the role of helpless victim in need of rescue from some other menace. Once her "savior" is lulled into a false sense of security, she strikes, transforming into a hideous monster or immersing her victim in a terrifying illusion.

The Silver Scream's illusions are powerful and potentially quite complex. Since they are selective, she can choose her victims and tailor what each experiences. They can even be entirely different illusions, designed to confuse her victims and turn them against each other (intentionally or otherwise). She can make some of her illusions damaging while others are harmless or merely gruesome. She often uses illusion to blend into the background or disguise her appearance (up to and including appearing solid to those who "touch" her).

The Silver Scream likes to taunt and play with her victims. She tends to be quite fearless, both because she is already dead and because she is largely invulnerable to any sort of harm. If she encounters an opponent who is actually able to affect her, she either flees the scene or savagely attacks, depending on whether or not she believes she can overcome her foe. If she escapes, she will almost certainly seek revenge at a later time. Heroes who oppose the Silver Scream can be virtually assured of earning her as an enemy.



THE SILVER SCREAM

"Hollywood taught me how to scream. Now I'm going to teach you."

PL 12; Init +0; Defense 12 (+2 base); Spd 30 ft, fly 60 ft.; Atk +8 mental (+12S, damaging illusions); SV Dmg +0, Fort —, Ref +2, Will +10; Str —, Dex 11, Con —, Int 11, Wis 13, Cha 18.

Skills: Bluff +12, Disguise +12, Intimidate +13, Perform (acting) +11, Sense Motive +5, Taunt +11.

Feats: Darkvision, Immunity (from Incorporeal—aging, cold, critical hits, disease, energy (electricity, heat, radiation), exhaus-

tion, poison, pressure, starvation, suffocation), Lightning Reflexes, Mystic Awareness, True Sight.

Powers: Amazing Save (Will) +9 [Source: Mystical; Cost: 1 pp; Total: 9 pp]; Illusion +12 [Extras: Area, Damaging, Selective; Source: Mystical; Cost: 5 pp; Total: 60 pp]; Incorporeal +12 [Extras: Continuous, Flight, Immunity, Invisibility; Flaws: Permanent; Source: Mystical; Cost: 5 pp; Total: 60 pp]; Super-Charisma +6 [Extra: Intimidating Presence; Source: Mystical; Cost: 3 pp; Total: 18 pp].

Weaknesses: Disturbing, Quirk (vengeful).

Totals: Abilities 41 + Skills 13 + Feats 8 + Powers 147 – Weaknesses 20 = Total 189 pp.

The entity known as X-Isle the Living City was formed in the aftermath of the Terminus Invasion, the same as Freedom Leaguer Dr. Metropolis and the remnant Scrap (page 41). Some speculate the same "urban elemental" force animated or formed all three beings, although none of them have anything to say about the theory. X-Isle is certainly the largest, most powerful, and most alien of the three. Fortunately, it is also separated from Earth by the dimensional gulf of the Terminus.

X-Isle is apparently made up of matter from the Terminus "imprinted" in some unknown way with the "essence" of Freedom City. This causes it to resemble downtown Freedom City, as it looked before the Terminus Invasion. Apparently all the inert

X-ISLE, THE LIVING CITY

matter was restructured, in some cases down to the molecular level. However, much of X-Isle's outward appearance covers a featureless or even alien interior. Some buildings are mere facades, hollow shells on the inside, or filled with structures more reminiscent of organs than architecture. In particular, a complex series of tunnels extends throughout X-Isle's "bedrock" like a web of arteries and veins, connected to a great central chamber serving as the city's "heart" (or perhaps "brain" would be more accurate).

The Atom Family first discovered X-Isle in their studies of the Terminus in the years following the invasion. At first, it appeared to be a near-perfect replica of downtown Freedom City, complete with cars, buses, and people going about their daily lives. More

CAPERS

Hidden Invasion: X-Isle begins abducting people from Freedom City and replacing them with replicants. Ideally, it plans to replace enough key people in the city to execute a takeover and ship the remaining people to the Terminus to take up residence as its new inhabitants, where it will make them happy and content for all time. The heroes may notice strange behavior on the part of people like the mayor, police commissioner, STAR Squad commander, and so forth. Perhaps X-Isle even replaces some NPC heroes (or villains). If the player characters are away from Freedom City for a while, the invasion could be well under way when they return.

After a number of strange incidents, the heroes' friends and allies turn on them and attempt to trap them. The heroes have to discover the source of the replicants and free the real people who believe X-Isle is their real home.

Heroes in Exile: The heroes notice an increasing number of strange events occurring in Freedom City. People appear dull and listless. Life seems repetitive and they have frequent bouts of *deja vu*. Their sleep is disturbed by nightmares of cyclopean subterranean caverns filled with pulsing, glowing veins, and of being trapped. Things get worse when the Atom Family apparently goes mad and the heroes are forced to contain them. Dr. Atom tells them his grandchildren have been exposed to sort kind of alien virus and they'll undergo treatment. It seems successful, but the Atoms seem somewhat "off" afterward. Disturbing evidence keeps accumulating. Heroes discover buildings (and people!) that are only empty shells. Their memories are fragmentary and vague. Attempts to leave or communicate outside the city mysteriously fail, and the heroes can't remember why.

Eventually, they discover the terrible truth. They are not in Freedom City, but living in X-Isle, which simply *looks* like Freedom City. Worse yet, they are not the actual heroes, but replicants created out of X-Isle's substance and given a kind of pseudo-life! The real heroes are imprisoned in pods deep in the heart of the Living City, where their psychic energy and powers feed X-Isle and empower the replicants. The Atom Family the heroes defeated was the real one, come from Earth to help save the original heroes. Their "treatment" consisted of being replaced by other replicants. Eventually, X-Isle plans to lure more heroes to it and replace them, creating an invasion force to allow it to conquer and assimilate Earth. Something has awakened a spark of true independent thought in the false heroes. Can they free the originals and defeat their own creator's plans? What will happen to them if they do?



importantly, many of the people living there were actual human beings, unaware they were in the Terminus at all. Upon spending some time in X-Isle and studying the situation, the Atoms discovered the city itself was "alive." While some of the people living there were real, most were simply realistic constructs created by X-Isle, extensions of the city-island itself. Dr. Atom theorizes X-Isle feels its purpose is inhabitation, it feels incomplete without inhabitants of some kind. This is corroborated by Dr. Metropolis' description of the Living City as "lonely." However, it also appears X-Isle feeds on the psychic energies of its living inhabitants to sustain itself, a kind of urban parasite.

The Atom Family showed the human inhabitants of X-Isle the truth about their existence and managed to overcome the Living City long enough to transport its inhabitants back to Earth. It turned out they were all people who went missing during the Terminus Invasion, apparently abducted or pulled into the other dimension. Although they had been gone for years, they were finally able to return to their loved ones and normal lives.

Since then, X-Isle has made attempts – both on its own and in cooperation with others – to attract new inhabitants. The city has gathered a motley collection of aliens from the Terminus under its "protection," but it seems most drawn to human life. X-Isle's occasional intrusions into Earth's dimension have drawn the attention of Dr. Metropolis and the Atom Family. The Living City shows a particular antipathy toward Dr. Metropolis. While the Freedom City hero is sympathetic toward X-Isle's plight, he is also

extremely protective of his city and its people, and intervenes in any of X-Isle's attempts to abduct or interfere with them.

USING X-ISLE

X-Isle can be anything from a cosmic-level threat intent on "rooting" itself on Earth and seizing control of a human population or the mysterious force behind the disappearances of street people and other "alien abductees." The Living City can become a source of alien visitors from the Terminus who find their way to Earth. It may also create entirely new villains, either replicants of existing characters with an alien bent of mind or new constructs formed from X-Isle's substance. X-Isle may be a potential ally for Omega. Although the Living City is opposed to Omega's nihilistic goals, the Lord of the Terminus may convince X-Isle it (and its new inhabitants) will be spared the destruction of Earth and other universes and allowed to live in peace.

TACTICS

X-Isle typically tries to ensnare new "inhabitants," so it always appears, at first, like the real Freedom City, doing its best to fool visitors. How they arrive, and how much they know about where they really are determines what sort of cover story X-Isle tries to use to fool them. For example, visitors who find X-Isle floating in the Terminus will likely be told by the city's replicants that their home is a part of Freedom City displaced during the Terminus Invasion, left adrift in the void between dimensions.

VILLAIN PROFILE: X-ISLE THE LIVING CITY

Concept: Extradimensional Urban Entity

Area of Operation: Freedom City, the Terminus

If the heroes arrive via teleportation, dimensional travel, or the like (simply appearing in X-Isle), the city might try to trick them into believing they've arrived in the real Freedom City, or possibly an alternate Earth version of it. In fact, X-Isle may go so far as to lead the heroes to believe they are in an alternate Freedom City, having replicants of the heroes pretending to be their "alternate" selves! They use the "alternate Earth" explanation to cover any inconsistencies. When the heroes "return home," X-Isle keeps them from going anywhere, but subtly changes itself so they *think* they're back in the real Freedom City, until they start noticing things are not what they seem.

When subtlety fails, X-Isle resorts to force, usually using antibodies and replicants to capture visitors. Captives are placed in suspension chambers deep inside the city, their psychic energy used to feed X-Isle and create replicants of themselves to "live" in the city. Generally, these replicants are unaware of what's really going on. They believe they're real people, living in the real Freedom City.

Of course, sometimes X-Isle's inhabitants are *not* replicants, but actual people under its mental influence. This was the case with many of the people initially abducted from Earth after the Terminus Invasion. Giving X-Isle some real human "minions" can pose problems for the heroes. After all, they don't want to hurt innocent people unable to control their own actions.

Only in cases of serious trouble does X-Isle reveal its true nature. If someone directly threatens the Living City or its inhabitants, then streets and buildings come to life, and a rumbling voice speaks from all around as X-Isle deals with the intruders. The Living City is capable of animating any of its structure; use the Animation power (*Mutants & Masterminds*, p. 62) as a guideline, with a power rank of 20. The city rapidly regenerates damage inflicted upon it, occasionally absorbing matter from the Terminus to supplement its mass.

One thing to keep in mind for adventures set in X-Isle is that the Living City is aware of *everything* going on within its boundaries. Characters might begin to get the uncomfortable sensation of being watched, like every blank window and dark doorway is staring at them, because, in fact, they are. X-Isle is quite intelligent and uses the information it gathers in this way to its advantage when dealing with intruders.

X-ISLE

X-Isle itself is more of a location than a character per se, a plot device rather than an individual villain. It is the size of an entire city, with an alien, unreachable intellect. Characters shouldn't be able to do much more than annoy X-Isle with their powers, although some might have the destructive capability to do considerable damage, at least initially. X-Isle can repair damage done to it and manipulate its own substance. This works much like Dr. Metropolis' City Control power (see *Freedom City*, page 107) except at an effective power rank of 20. Also note characters like Dr. Metropolis cannot directly control the features or substance of the Living City unless they overcome X-Isle in an opposed power rank check.

REPLICANTS

Replicants have the same game statistics as the original people they are based on, except they are synthetic (something a medical examination or the use of certain powers will reveal). They are also completely loyal to X-Isle and controlled by the Living City's central brain. Gamemasters may wish to adjust replicants' game statistics slightly to reflect their artificial nature. All replicant powers have the alien power source, regardless of the original's power source.

ANTIBODIES

PL 3 constructs; Init +0 (Dex); Defense 14 (+4 base); Spd 30 ft.; Atk +7 melee (+6S/reach 5'/crit 20, punch); SV Dmg +7, Fort —, Ref +0, Will —; Str 18, Dex 10, Con —, Int —, Wis 10, Cha 1.

Skills: Listen +5, Search +5, Spot +5.

Feats: Durability, Toughness.

Powers: Hardness +5 [*Source:* Alien; *Cost:* 1 pp; *Total:* 5 pp]; Super-Strength +2 [*Source:* Alien; *Cost:* 4 pp; *Total:* 8 pp].

Notes: Antibodies are crude humanoid constructs formed out of X-Isle's own substance, used to repel invaders and restrain or destroy anyone who enters the Living City's inner workings.

Totals: Abilities 25 + Skills 15 + Feats 4 + Powers 13 – Weaknesses 0 = Total 57 pp.

BLACKSTONE PRISON

INCARCERATING THE WORST OF THE WORST

Blackstone is an apex-security prison built specifically for the incarceration and restraint of superhuman prisoners. There are only two other apex-security prisons at the present time in the world: Niffelheim Penitentiary in Antarctica (operated by the U.N. World Court) and The Cairn on what used to be called Pitcairn's Island, a prison used exclusively by AEGIS.

Blackstone Special Federal Penitentiary is a formidable place and it has seen nearly every superhuman menace that has ever threatened Freedom City and America inside its walls. Omega has even set foot here, recruiting many inmates from here during the '93 Invasion and they destroyed almost a third of the complex. There are basic details on Blackstone itself on the following pages, but a discussion on its full layout and the criminal justice system that sends superhuman prisoners here cannot be covered in the limited space given here.

HISTORY

Formed of a dark granite rock jutting out of the sea, Blackstone describes the isolated and small island about a mile and a half beyond Freedom City's Great Bay. It was once a military weapons depot and brig affiliated with Lonely Point N.A.S. It was decommissioned in 1963 by the federal government for refitting as a super-prison. Operational as of 1964, Blackstone has become the de-facto prison for many American superhuman prisoners. Blackstone saw many escapes in its early years but none after Warden Jerry Kramer accepted Daedelus' help to redesign the cell blocks in 1966. The Blackstone Riots of 1983 saw the warden and 40 guards slaughtered by inmates trying to escape; only the cool-headedness of a few guards (including Joshua Drummer, a rookie) and the technology of Dr. Abby Wallace kept all the prisoners on the island. The only prisoner casualties of the riot were its instigators—Doc Abattoir and Countess Azure—and the villains Ramrod, Sir Razor, the Wrath Wraith, the Silver Satyr, Ms. Malice, and the pyrotechnic triplets ConflagNation (all slain by other inmates or by not retreating from lethal energy barriers erected against their escape). Omega began his 1993 invasion here at Blackstone, his agents blowing away the western wall of the complex and unleashing most of the prisoners to act as elements of chaos, or as hand-picked agents for the Lord of the Terminus. After that, the surface structures were almost all removed and the prison moved underground. Since that time, no one has escaped from "the Stone" due to the structure of the prison, technological upgrades, and its diligent personnel.

THE PHYSICAL PRISON

From first glance, the penitentiary complex has only two buildings visible: the arrival dock and boathouse for the Blackstone ferry, and the 120-year-old former fort and weapons depot, atop the lonely rock hill and now used as a secondary watch post on

the seas around the island or on the external grounds. Below ground, and accessible from either building, is where Blackstone truly begins: a series of carved corridor and chamber complexes—effectively many buildings with rock surrounding them rather than air. Tunnels connect all sites, and a monorail provides personnel with fast transport to all areas of the penitentiary and around the mile-deep central core.

Blackstone has a central Command and Control (C&C) room at the heart of the complex, from which administrators and senior guards monitor all activities within the prison. There are barracks and personal apartments for staff on the uppermost parts of the complex (within 80 feet of the surface and reachable by stairwells if the prison is not on alert). Fresh air cycles into the complex constantly, and supplies

come in by ferry every third day. The power for Blackstone is a combination geothermal tap (dedicated for cell integrity, life support, and defenses) and tidal power, the wave action against the cliffs of Blackstone covering all other energy needs. Life support, air, and some foodstuffs come from the hydroponics that line the central core.

Prisoners reside no closer than 150 feet from the surface and the most dangerous are kept in the deepest bowels of Blackstone. All cells radiate off corridors that stick out from the central core, six-man guard posts at each end of those corridors. At the center of each corridor is a common room/cafeteria where prisoners can congregate 4 hours a day. Unless they have visitors or are paroled, most prisoners do not leave their security corridor. There are 24 cells along each, 12 on each side of a 200-foot long maximum security corridor; there are between 15 and 20 of these corridors (out of 30) operational and occupied at any time. For the most dangerous inmates, apex-level security reduces the number of cells to eight with 20 guards, and there are six of these (and luckily, only two of them are full (the rest remained inactive until needed)). All prisoners have solitary cells, preventing any variables on power uses to overload cell defense. Each cell is individually designed for each inmate, and lethal energy fields permeate the rock walls of the cells, preventing any digging out. Double-paneled impervium-laced crystal walls (Hardness 18) seal the front of the cells, allowing full visual contact with prisoners at all times, though they do have some limited privacy by never having cells across the corridor.

While kept under the highest levels of security, prisoners receive psychiatric care and rehabilitation. The difference between Blackstone and the other apex-level prisons is that the recidivism rates of released inmates is under 40% for those under Drummer's watch (as opposed to 75% for the others). Granted, 75% of the prisoners in the Stone aren't eligible for release in their lifetimes, but those released don't usually return to crime. The most famous reformed criminals ever to inhabit Blackstone and walk free are the hero Eye of Justice and the R.I.O.T.'s Little Hawk and the Insurgent, all of whom still live around Freedom City.

ORGANIZATION PROFILE: BLACKSTONE FEDERAL PENITENTIARY

Concept: Most secure American prison exclusively designed for superhuman detainment.

Members: Warden Joshua Drummer, Doctor Abigail Wallace, Blackguards.

Base of Operations: Blackstone Island, 3000 yards offshore from Freedom City.

BLACKSTONE FEDERAL PRISON

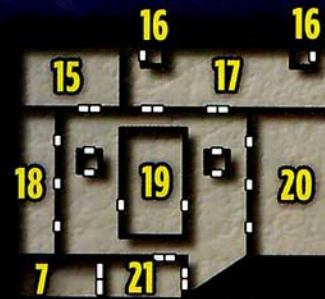
KEY

1. Old Fort
2. Boathouse
3. Dock
4. Tidal Generators
5. Elevators
6. Living Level
7. Monorail
8. Transfer and Processing Area
9. Drawbridges
10. Command & Control
11. Additional Armories
12. Security Corridors
13. Apex Level
(6 Ultra High Security Corridors)
14. Geothermal Tap
15. Kitchen & Mess Hall
16. Emergency Stairs to Surface
17. Recreation Hall
18. Storage
19. Quarters for 100
20. Quarters for 200
21. Monorail Boarding Station
22. Guard Post
23. Cells (Alternate Up and Down)
24. Showers
25. Exercise Area
26. Entrance
27. Food Exchange Window

APPROACH VIEW

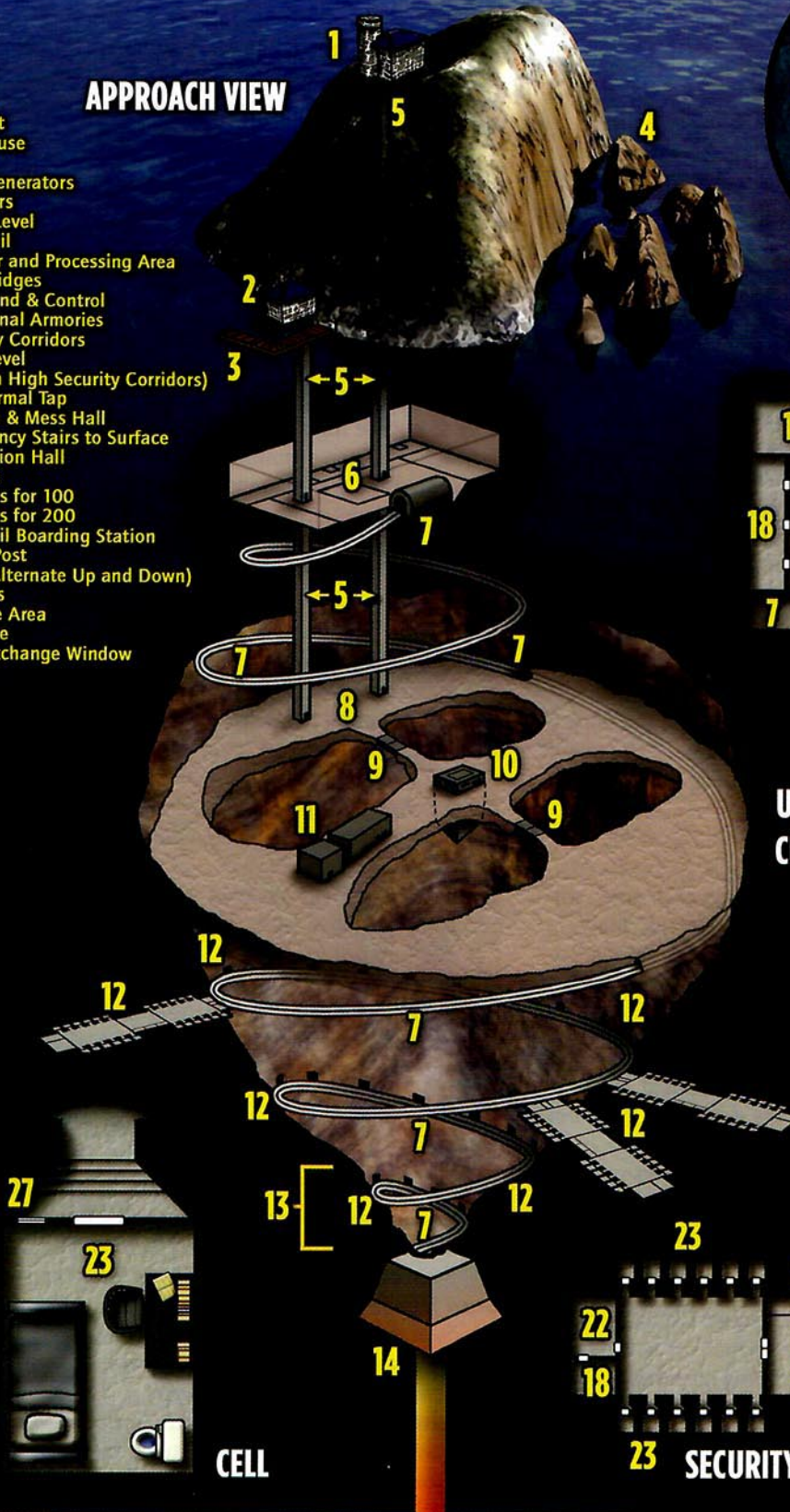


AERIAL VIEW



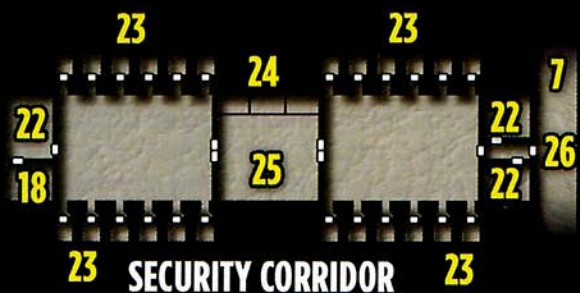
LIVING LEVEL

UNDERGROUND CUTAWAY VIEW



WEST

CELL



SECURITY CORRIDOR

Found in the common rooms and nearly everywhere in the complex are the broader defenses of the prison, which supplement any individual defenses placed on any inmate's cell and can be activated at guard posts, C&C, and by senior Blackstone personnel with special control pads. Broad defenses include:

- Dazzle +8 (strobe flood lights aimed into each individual cell and from guard posts);
- Fatigue +12 (gas) that can be released in security corridors or cells;
- Cell seals, security corridor floors, or cell walls and floors can be energized with Energy Field (Stun) at a +5 minimum and reinforced up to +14 as needed;
- Seismic sensors indicating any digging out of cells trigger force fields (ranks 10-18) around the intrusion areas; and
- Energy fields in most areas can Boost the effectiveness of Blackguard weaponry. Warden Drummer, Security Chief Wallace, and the guard captains have codes that allow them to power any equipment past normal tolerances. They can effectively increase up to 25 pieces of guard equipment by +2 with no danger (except to stored energy reserves) for up to 120 minutes. They can increase 15 pieces up by +3 each, but every round this is done make a check (DC 2 +2 per round) or the equipment overloads and explodes (current rank as Energy Blast (Area)).

BLACKSTONE SECURITY GUARDS

There are hundreds of guards who rotate on 6 different 4-hour shifts every hour of every day. There are barracks on the upper reaches of Blackstone and above ground, so guard staff remains on the island unless on furlough two days out of every ten. Below is the template that can be added onto any character who chooses to become a guard on The Stone. The ability adjustments, attack and defense bonuses, skills, and feats all come from the rigorous four months of training each applicant must endure before being accepted as a "Blackguard." Most guards are PL1 characters, and the equipment makes them (as a group) capable of handling many of the super-prisoners (bumping each up to at least PL8 when on duty).

The equipment (like the prison, designed by Daedalus and Dr. Abby Wallace) operates on broadcast power. Should any equipment fall into the hands of prisoners, the drop guns, field belts, gauntlets, and truncheons can be rendered relatively useless (usable only as nonpowered clubs). Grenades and nets cannot be adjusted by broadcast power and must be preconfigured to have different ranks than those noted below.

Blackguards train to always work in pairs and quartets, thus avoiding any problems with prisoners overwhelming a single guard. Also, every piece of equipment is tagged with a tracer and can be tracked by C&C, allowing them to monitor where guards are at all times. Basic tactics focus on keeping prisoners contained first, subdued second, so problems with more than one inmate often have guards using force fields to limit movement before they move into actual contact with any prisoners.

BLACKGUARD TEMPLATE

The following are the typical abilities of a Blackstone guard that has undergone four months of intense training with their equipment.

Ability Scores: +5 base defense bonus, +4 base attack bonus, +2 Str, +4 Dex, +2 Con.

Skills: Intimidate +2 ranks, Search +2 ranks, Spot +2 ranks.

Feats: Accurate Attack, Dodge, Point Blank Shot, Power Attack, Precise Shot, Quick Draw, Rapid Shot, Rapid Strike, Takedown Attack.

Equipment: Field Belt [*Powers:* Protection +6; *Flaw:* Device; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 6 pp], Helmet [*Feats:* Darkvision, Radio Broadcast, Radio Hearing; *Flaw:* Device; *Source:* Super-Science; *Total:* 3 pp], Truncheon [Weapon +6S (melee); *Extras:* Energy Field; *Power Stunt:* Stun; *Source:* Super-Science; *Cost:* 2 pp; *Total:* 14 pp].

Additional Equipment: Each blackguard has optional weaponry to choose from, so pick up to 28 points worth of weaponry for each Blackguard from the list below. There are logistical (and regulation) limits of two melee weapons or two guns, and up to four grenades in protected belt clips. At least one of each melee weapon and gun and two of each net or grenade are available at each guard post. While the grenades are set at their minimum standards, they can be requisitioned at special point totals up to +10 ranks:

Brain Blaster [*Powers:* Mental Blast +8; *Flaw:* Device; *Source:* Super-Science; *Cost:* 2 pp; *Total:* 16 pp];

Charge Grenade [*Powers:* Energy Blast +5; *Extra:* Explosive Blast; *Flaw:* Device, Full Effect (area); *Source:* Super-Science; *Cost:* 1 pp; *Total:* 5 pp];

Dazzle Grenade [*Powers:* Dazzle +5; *Extra:* Dazzle Burst; *Flaw:* Device, Full Effect (burst); *Source:* Super-Science; *Cost:* 1 pp; *Total:* 5 pp];

Drop Gun [*Powers:* Weapon +8S (ranged); *Power Stunt:* Extra Attack—Fatigue (sleep ray); *Source:* Super-Science; *Cost:* 1 pp; *Total:* 10 pp];

Gas Grenade [*Powers:* Fatigue +5; *Extra:* Area; *Flaw:* Device, Full Effect (area); *Source:* Super-Science; *Cost:* 1 pp; *Total:* 5 pp];

Ghost Net [*Powers:* Snare +8; *Extra:* Ghost Touch; *Flaw:* Device; *Source:* Super-Science; *Cost:* 2 pp; *Total:* 16 pp].

Goop Grenade [*Powers:* Snare (glue) +5; *Flaw:* Device; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 5 pp];

Shield Gauntlet [*Powers:* Deflection +6; *Extras:* Automatic; *Flaw:* Device; *Source:* Super-Science; *Cost:* 2 pp; *Total:* 12 pp];

Shock Grapple [*Powers:* Weapon +7S (melee/ranged); *Power Stunt:* Extra Attack—Snare (electrified grapple); *Flaw:* Device; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 9 pp],

Stun Net [*Powers:* Snare +8; *Extra:* Stun; *Flaw:* Device; *Source:* Super-Science; *Cost:* 2 pp; *Total:* 16 pp];

Tangle Net [*Powers:* Snare +7; *Flaw:* Device; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 7 pp];

Truncheon [*Powers:* Weapon +6S (melee); *Extras:* Energy Field; *Power Stunt:* Extra Attack—Stun; *Flaw:* Device; *Source:* Super-Science; *Cost:* 2 pp; *Total:* 14 pp].

Cost: 105 points.



WARDEN JOSHUA DRUMMER

"You boys need to learn the hard way why no one walks out of my place without a pardon?"

BACKGROUND

Joshua Drummer, warden of Blackstone, is one of the most highly respected people in Freedom City who doesn't wear spandex to work. The word in the yard and among those who've worked with him, or served time in his prison, is, "Nobody knows who's made of tougher stuff—Warden Drummer or Blackstone itself." While many have guessed that Drummer has some super-powers, he has made it clear he wants no discussion of it, nor does he confirm (or deny) their existence. He simply insists that Blackstone be run efficiently, morally, and safely.

Joshua is the fourth warden of Blackstone and he's had the longest tenure, getting promoted from Security Chief in 1990 to take over as Warden. During his tenure, Blackstone has become the paramount prison on the planet despite the setbacks of the Omega Invasion. While AEGIS wished to have the primary say in the 1993 prison redesign, Drummer used his political pull and kept the redesign exclusively in the hands of Abby Wallace, Daedelus, and Raven.



ORGANIZATION PROFILE: WARDEN JOSHUA DRUMMER

Power Level: 10

Concept: Warden of Blackstone and superhuman in civilian clothing

Name: Joshua Stormcloud Drummer

Other Aliases: None

Base of Operations: Freedom City; Blackstone Federal Penitentiary

Affiliation: Federal employee of the United States government; warden of Blackstone

Nationality: American of Cheyenne and African-American heritage

Age: 38

Height: 6' 5"

Weight: 232 lbs.

Eyes: Brown

Hair: Bald; black eyebrows and body hair

Leasing the defense and weapon designs out to AEGIS and the U.N. supplements the budget for Blackstone.

The dissension between Drummer and Director Powers of AEGIS is due to the fact that Director Powers is, unknown to him, Drummer's half-brother. Drummer and his mother keep this information hidden from everyone. Powers' father had an illicit affair with Sarah Drummer while they worked together at the Bureau of Indian Affairs. While Powers stayed with his wife and young son, he maneuvered to have Sarah transferred out of Washington after the affair went sour. She found out she was pregnant soon afterward and never told Horatio Powers, Sr. about his illegitimate son. Joshua knows all this but, like his mother, is too proud and honorable to hold it over anyone's head. Even so, he resents Powers for having the life he might have had instead of the hardscrabble life in the Southwest. Director Powers respects Drummer but doesn't understand what the man holds against him. Joshua has the same

power to detect superpowers as Horatio, but he can't be detected since he's immune to detection.

USING WARDEN DRUMMER

Warden Drummer is the epitome of the strong-and-silent type. He feels deeply but rarely shows it. While he is proud of the technological marvels in his prison, he prefers to use psychology and tactics to keep the population in line. He's not averse to providing some deserved concessions to prisoners, but he's equally quick to revoke privileges from anyone disrupting the peace. He believes in rehabilitation, unlike many in his position, and his demands have resulted in a better

CAPERS

Crime Syndicate Chaos: Just before fleeing the Crime Syndicate's latest defeat, Medea enchanted Doctor Stratos, Hiroshima Shadow, and Wildcard with illusions to make them each appear as one of the others. Now ensconced at Blackstone awaiting trial, the three villains break loose (shattering the illusions at the same time), since the wrong precautions were taken against all three. They break free at the transfer point between the elevators and the monorail, and it's up to the Gamemaster to decide if they try and break others free, take over Command & Control to learn the prison's secrets, or simply try to kill as many guards as they can while they escape.

Who's the Warden?: Warden (see *Freedom City*, page 182) takes control of one of the security corridors and holds all the guards and 4 other prisoners hostage using a jury-rigged device in the common room. He wants to negotiate his release in exchange for not killing the prisoners or harming his hostages, but first he wants to prove that he—not Abby Wallace—is the better designer of prison technologies by taking over the prison.

staff of psychologists and therapists at the Stone than at either of Freedom City's colleges. He makes it a point to know the names of all of his employees, and he cares about their safety first, then the security of the prisoners, and finally, his own wellbeing. Joshua sees the prison, its inmates, and its staff as his responsibility, and he takes it very, very seriously.

TACTICS

There are many opportunities for people to mix it up with the Warden as he makes it a point to visit every prisoner for a moment at least every two days. Joshua tends to let his Blackguard officers handle any potential problems within Blackstone, but particularly aggressive or troublesome inmates warrant his personal attention. Usually, he's as aware of potential problems as any of the guards regularly posted on any of the security corridors. He studies all the files of his inmates and can often find ways to psyche them out and dilute their energy enough to slow or stop them from escaping at all. Only if that fails does he enter a fray physically. Even then Drummer does so only to make it clear to everyone that he's capable of putting troublemakers down. Of all his actual brawls with prisoners, he's only ever been beaten by Argo and Gamma.

JOSHUA DRUMMER

PL 10; Init +4 (Dex); Defense 23 (+8 base, +4 Dex, +1 Dodge); Spd 30 ft.; Atk +10 melee (+4S/5' reach/crit 20, punch); SV Dmg +7, Fort +7, Ref +4, Will +4; Str 18, Dex 18, Con 20, Int 14, Wis 14, Cha 16.

Skills: Concentration +6, Diplomacy +6, Innuendo +6, Intimidate +5, Knowledge (supervillains) +4, Search +3, Sense Motive +7, Spot +3

Feats: Accurate Attack, Detect (superhuman powers), Dodge, Expertise, Great Fortitude, Improved Disarm, Iron Will, Point Blank Shot, Power Attack, Power Immunity (Detect—his and Horatio's powers), Precise Shot, Quick Draw, Rapid Strike, Surprise Strike, Takedown Attack, Toughness.

Powers: Combat Sense +4 [Source: Training; Cost: 1 pp; Total: 4 pp], Neutralize +8 [Extras: Neutralizing Block; Source: Mutation; Cost: 3 pp; Total: 24 pp].

Totals: Abilities 74 + Skills 21 + Feats 32 + Powers 28 - Weaknesses 0 = Total 155 pp.

ABIGAIL WALLACE

Doctor Abigail Wallace joined the staff at Blackstone in 1975 and while she was by far the most innovative inventor and designer of superhuman restraints, the previous wardens disliked her no-nonsense attitude and unwillingness to play politics. Her demands for more humane treatment of prisoners and her calls to redesign much of the prison were also very unpopular.

When Joshua Drummer was promoted to Warden, he promoted Abby to Chief of Security and secured the budget she needed to redesign Blackstone. It took three years to complete the revamp of the prison, but there have been no escapes from Blackstone since the 1993 Terminus Invasion. In fact, Abby managed to reverse-engineer some Terminus technology taken off defeated drones and use its broadcast-energy technology to provide Blackstone weapons with highly variable power levels.

Abby, while very smart, has a tendency to step on toes and be blind to the emotional impact some of her statements have on others. She spends most of her time in Blackstone's C&C, monitoring "her baby" at all times or designing new cells for incoming prisoners. She used to have a life away from the prison, but her husband died in the Terminus Invasion and she's spent the last ten years becoming more and more consumed by work (and bitterness).

DR. ABIGAIL "ABBY" WALLACE

PL 9; Init +1 (Dex); Defense 19 (+8 base, +1 Dex); Spd 20 ft.; Atk +6 melee (+3S/5' reach/crit 20, cane), +6 ranged (+9S/90' range/crit 20, energy blast); SV Dmg +5 (Force Field +9), Fort +3, Ref +1, Will +3; Str 13, Dex 13, Con 16, Int 20, Wis 12, Cha 14.

Skills: Computers +13, Craft (electronics) +11, Craft (locks and restraints) +16, Language (Japanese), Open Lock +9, Repair +12, Search +7.

Feats: Assessment, Expertise, Improved Trip, Indomitable Will, Iron Will, Point Blank Shot, Precise Shot, Rapid Shot, Skill Focus (computers), Skill Focus (craft: locks and restraints), Toughness.

Equipment: Cane [Powers: Weapon +2 (melee); Force Field +9; Extras: Continuous, Energy Blast; Flaw: Device; Source: Super-Science; Cost: 3 pp; Total: 27 pp].

Weakness: Disabled (disabled leg).

Totals: Abilities 59 + Skills 37 + Feats 22 + Equipment 27 - Weaknesses 10 = Total 135 pp.

APPENDIX: NEW RULES

For ease of reference, all the new Feats, Powers, and rules are included in this appendix. These rules are used by many of the characters in *Foes of Freedom* and you're welcome to use them in your games if the Gamemaster agrees to allow them.

NEW FEATS

CONFUSE

You can make a Bluff check to cause an opponent to hesitate in combat.

Prerequisites: Cha 13+, 4 or more ranks in Bluff.

Benefit: Use a standard action and make a Bluff skill check against your target's Sense Motive check or Will saving throw (whichever is greater). If you succeed, your target is dazed for one round (defending normally, but taking no actions).

FALL GUY

You can divert harm to your minions.

Prerequisites: 6th level, Minions.

Benefit: You can spend a Villain Point to divert the consequences of a particular effect to one of your minions rather than yourself. The minion must be within range of the effect in order to divert it. So, for example, you can cause one of your minions to come between you and a successful attack, or for an attacker to mistake a minion for you and use a power on the minion instead. The Gamemaster chooses the conditions for this feat.

Special: Use of this feat decreases the character's loyalty score by 1 (see Minions, *Mutants & Masterminds*, page 47). Since Fall Guy requires the spending of Villain Points, it is not normally available to player characters (since it's not particularly heroic). Gamemasters may allow player characters who meet the prerequisites of the feat to have it in certain campaigns.

MASTER PLAN

If you have the opportunity to prepare for an encounter you can formulate a plan to help deal with it.

Prerequisite: Int bonus +1 or higher.

Benefit: Make an Intelligence check (DC 10). This requires at least a few minutes, longer at the Gamemaster's discretion. If successful, you and your allies gain a bonus on all checks and attack rolls in the encounter depending on the result of your roll: +1 for a roll of 10-14, +2 for 15-25, and +3 for 25 or higher. These benefits stack with Leadership. You can spend a Hero or Villain Point on your Master Plan roll. You choose when during the encounter to initiate your master plan. The bonus lasts for 3 rounds, and then begins decreasing at a rate of 1 per round until it is gone. You can only use this feat when you have the opportunity to prepare for an encounter in advance, not when dealing with sudden or unexpected encounters.

SEIZE INITIATIVE

You can get the jump on other characters.

Prerequisite: Initiative bonus +1 or higher.

Benefit: You can spend a Hero or Villain Point to go first in the initiative order, regardless of your normal initiative roll. You may do so at any time, moving your action to the top of the initiative order. To do so after you have acted in the first round of combat requires you to take the refocus action, however (see Refocus, *Mutants & Masterminds*, page 138). If more than one character uses Seize Initiative, they act in order of their normal initiative bonus, followed by all the other characters involved in the combat.

NEW SUPER FEATS

IMMORTAL EXPERIENCE

Your character has experience well beyond normal mortals, thanks to a long life span; this feat mimics the deep well of experience from which an immortal can draw from for inspiration and knowledge.

Prerequisites: Int 15+ or Wis 15+; Immunity—Aging, 125+ years of age.

Benefit: The character, by the nature of his or her long life, can use *any* skills untrained, even those normally restricted by training only.

With the expenditure of a Hero or Villain Point, the character does not need to make a skill roll and gains an automatic 20 result for any Int- or Wis-based skills (plus any ranks and ability bonuses). The only exceptions to this skill bonus are Computers and any Science skill in existence for less than 100 years; if a character has access and experience with advanced alien technologies more than 100 years old, this exception is negated.

Normal: A character may not make skill checks for skills labeled "Trained Only" unless the character has ranks in that skill.

Special: This feat may be taken up to two times; one time to cover Wisdom-based skills and the second time to cover Intelligence-based skills.

Editor's Note: This feat can be applied to the following Freedom City characters to reflect their long lives and knowledge: Baron Samedi, Lucius Cabot, Daedelus, Dr. Sin, Lantern John, Malador the Mystic, the Mastermind, Medea, Scarab (since his reincarnations retain his knowledge), Siren, and Talos.

PSYCHIC FINESSE

You're skilled at fighting techniques and powers that utilize your mind and willpower rather than the physical attributes of your body.

Prerequisites: Wis 13+, related powers for benefits.

Benefit: When using mental or mystical powers in physical combat, you can add your Wisdom modifier to your attack rolls. You can also enhance your standard attacks in mental combat.

Special: You can gain this feat multiple times (though it only enhances your mental attack score once). Each time, it applies to a different attack or power. If used on powers with multiple possible effects (Sorcery, Telekinesis, etc.), pick one psychic or magical extra or effect for which this feat applies; additional feats are required to gain this benefit for all potential uses of a power.

CHARACTER BY POWER LEVEL

PL1

Foundry Servodroid
Human Cultist

PL2

Serpent Person Cultist

PL3

Antibodies, X-Isle

PL4

Crater Apes

PL5

Serpent Person Sorcerer

PL7

Charibrones
Constantine Urallos
Dr. Peter Hanks
Dr. Victor Reeds
Jonathan Grant

PL8

Blackguards
Myrmidon Mark I
Serpent Person High Priest

PL9

Abigail Wallace
Myrmidon Mark II
Voodoo Dahlia

PL10

Argent
Aura
Conundrum
Ember
Empath
Get-Away
Grab
Lockpick
Myrmidon Mark III
Scrap
Sidetrack
Smash
Tamper
Targette
Warden Joshua Drummond

NEW POWER SOURCE
PRETERNATURAL

If you want to emphasize the strange and alien nature of the Brotherhood's power, you may choose to introduce the *preternatural* power source into the campaign. It is similar in some respects to the alien and mystical power sources described in *Mutants & Masterminds* (see page 57), but differs from them in that it reflects a power from outside normal reality. Preternatural powers are "wrong," they don't "belong" in ordinary reality and often involve various mind-bending or sanity-threatening effects. They may bend or ignore the normal laws of physics altogether in ways more disturbing than other, more run-of-the-mill, super-powers.

If the preternatural power source is limited to only certain characters and creatures (such as Serpent People or the members of the Brotherhood of the Yellow Sign) it also introduces an additional wrinkle for powers dependent on a particular power source, such as Drain or Neutralize. The powers of the Brotherhood not only seem strange, but are unaffected by effects aimed at other power sources such as alien, mystic, or psionic.

NEW POWER
FEEDBACK

Cost: 2

Action: Half

Range: Normal

Duration: Instant

Saving Throw: Will (or Power Rank)

You can induce a feedback loop on other characters when they use their powers. The feedback loop is painful and inflicts damage on the target. However, if the target isn't using any powers or stops using them, Feedback no longer causes the target damage. You can't use Feedback on powers with a continuous duration. Other powers immune to Feedback include Weapon (if it has no additional powers beyond physical damage) and any powers gained by Training.

To affect a character with Feedback, make a ranged attack roll. If you succeed, the target must make a Will saving throw with a DC equal to the character using

Feedback's rank in Feedback. If the save fails and the target is currently using a power, the target takes stun damage equal to your Feedback power rank or the rank of the power the target is using, whichever is lower. The target must make a normal Damage save against this damage, but may not add bonuses from Amazing Save, Force Field, Protection, or Super-Constitution, even if that power is part of another power (i.e. an effect of another power, an Extra, or a Power Stunt). Power Immunity does not protect a character from being effected by Feedback.

Weapons, robots, androids, devices, and cybernetics (i.e. Super-Science derived powers or anything that is not inherently part of a being's natural physical structure) suffer damage from Feedback as normal. However, if devices are not connected to a human mind, the human in contact with the items in question suffers only secondary effects from affected equipment (loss of armor, weapons, etc.). Use the Damage to Objects rules (see *Mutants & Masterminds*, page 139) to determine the effects of Feedback on mechanisms and technology.

POWER STUNTS

Dual Damage: Your Feedback power can inflict stun or lethal damage on its targets, chosen each time you attack.

Haywire: You can inflict the Uncontrolled Flaw on someone's powers, rather than inducing pain. For an additional Extra, you can maintain the Uncontrolled flaw with concentration.

Stun: You can Stun characters by inflicting Feedback on their normal bioelectric fields.

EXTRAS

Feedback Field: You can simultaneously cause feedback on any superpowers within (power rank x 5 feet) of your target. For an additional Extra, you can choose not to affect some targets in that area, allowing you to affect enemies without penalizing your allies.

Neutralize: You can Neutralize powers instead of inflicting pain.

Overload: Your power acts as Corrosion at half the rank at which you have Feedback on any items, machines, or technology after it inflicts its damage. (e.g.

Feedback +8 equals Corrosion +4 at normal range).

Pain Block: You can attempt to target an attacker with your Feedback power when you're targeted by an attack. Make your Feedback check normally; if you beat the target's Will saving throw, you inflict your Feedback effect and reduce the character's power use to Instant duration (i.e. it ends longer duration power like Snare or Mind Control immediately and the Feedback character must be attacked again). This effect does not cancel the damage of powers like Energy Blast, but it does inflict damage on the attacker.

Paralysis: You can induce Paralysis by making it too painful for a character to move.

FLAWS

Backlash: If you try and affect a power of a rank greater than your Feedback rank, you suffer backlash. You must make a Damage saving throw against stun damage, using Wisdom as the key ability score instead of Constitution. The damage is equal to 15 plus the difference between your Feedback rank and the greater power rank. (i.e. trying Feedback +9 against a foe's Energy Blast +12 results in +3 stun damage, and the saving throw is a DC 18 (15+3)). If you successfully make your saving throw, your Feedback power works normally.

Limited-One Power: You can cause only affect one of the target's powers at a given time.

Limited-One Source: You can only affect powers of a particular source.

Range-Touch: You can use this power only at touch range (requiring a melee attack roll).

TEMPLATES

JACK-A-KNIVES TEMPLATE

Add the following template to any character that becomes possessed by Jack-a-Knives.

Ability Scores: +2 base attack bonus, replace the host's Int, Wis, Cha with: Int 15, Wis 15, Cha 15.

Feats: Attack Focus (strike), Improved Grapple, Power Attack, Rapid Strike.

Powers: (Stack if host already has power of note, up to PL limits.) Luck +2 [Source:

Mystical; Cost: 5 pp; Total: 10 pp], Mental Protection +4 [Source: Mystical; Cost: 2 pp; Total: 8 pp], Possession +4 [Flaw: Restricted-Gaze; Source: Mystical; Cost: 2 pp; Total: 8 pp], Running +4 [Source: Mystical; Cost: 2 pp; Total: 8 pp], Strike +2 [Lethal damage only; Source: Mystical; Cost: 2 pp; Total: 4 pp], Super-Strength +2 [Power Stunt: Lethal; Source: Mystical; Cost: 4 pp; Total: 10 pp], Super-Wisdom +2 [Source: Mystical; Cost: 3 pp; Total: 6 pp].

Weakness: Berserker.

Cost: 68 +/- points from replacing Int, Wis, Cha.

OLYMPIAN TEMPLATE

The following can be considered the *minimum* capabilities for an Olympian god. Many gods – particularly elder gods like Zeus and his siblings – have higher ranks of Cosmic Power. Gods also often have specialized extras or power stunts related to their area of influence (solar powers for Apollo, weather control for Zeus, etc.).

Feats: Fame or Infamy

Powers: Cosmic Power +10 [Includes Immunity (aging, cold, disease, electricity, exhaustion, heat, poison, pressure, starvation, suffocation); *Power Stunts:* Dimensional Travel; *Flaws:* Missing Effect (force field); Source: Mystical; Cost: 7 pp; Total: 72 pp], Reincarnate +10 [Extras: Never Say Die; Cost: 4 pp; Total: 40 pp], Super-Strength +8 [Extras: Super-Constitution; Source: Mystical; Cost: 7 pp; Total: 56 pp]

Cost: 170 points.

SERPENT PERSON TEMPLATE

Use the following template as a guideline for the abilities of a Serpent Person:

Ability Scores: -2 Con, +2 Int, +2 Wis.

Feats: Darkvision, Great Fortitude, Improved Initiative, Lightning Reflexes, Toughness

Powers: Drain (Wisdom) +5 [Extra: Secondary Effect, Triggered (bite attack); Flaw: Only with bite attack; Source: Alien; Cost: 3 pp; Total: 15 pp]; Shapeshift +10 [Flaw: Only humanoid shapes; Source: Alien; Cost: 1 pp].

Weaknesses: Disturbing (in their natural form).

Cost: 27 points.

CHARACTER BY POWER LEVEL (CONT'D)

PL11

Cerberus, the Hound of Hades
Cottonmouth
Fear-Master
Jump
Lady Mamba
Professor Psion
Trap Door
Volt

PL12

Blackstar
Captain Kraken
Crimson Katana (III)
Curator Drone
Downtime
Freebooter
Freebooter Android
Megalodon
Mr. Mist
Silver Scream

PL13

Dr. Simian
Dybbuk
Keres
Payback

PL14

Crimson Katana (II)
ECHIDNA
Gigantosaur
Ms. Scarlet
Nacht-Krieger

PL15

Myrmidon Mark IV
SCYLLA

PL16

Collective, The
Thunderer, The

PL17

Taurus the Minotaur

PL18

Curator, The

PL28

Hades, Lord of the Underworld

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CONTRIBUTORS

Steve Kenyon, Game Design, Development:

Steve is the author of the award-winning *Mutants & Masterminds Roleplaying Game* and the *Freedom City* campaign setting, as well as a lifetime fan of comic books. Steve has been an RPG author and designer since 1995, having worked on dozens of products. He maintains a website at members.aol.com/talonmail. Steve lives in Merrimack, New Hampshire with his partner, Christopher Penczak.

Steven E. Schend, Game Design:

Steven Schend has been working in the RPG business for more than a decade. He contributed to the *Gamer's Handbook to the Marvel Universe* for TSR before moving on to work on the Forgotten Realms campaign setting. Schend's Forgotten Realms credits include *City of Splendors*, *Lands of Intrigue*, and *Comanthyr: Empire of the Elves*. Recently, he's edited the *Assassin's Handbook* and *Freedom City for Green Ronin Publishing and Oathbound: Domains of the Forge* for Bastion Press.

Jeff Carlisle, Art:

Jeff Carlisle has designed and illustrated for magazines, roleplaying games, collectable card games, video games, and entertainment environments for clients such as Alderac Entertainment Group, COSI Studios, Green Ronin Publishing, Lucasfilm, Ltd., Paizo Publishing, Presto Studios, The Scarefactory, Inc. and Wizards of the Coast. His work has appeared in *Dragon*,

Dungeon/Polyhedron, and *Star Wars Gamer* magazines as well as the *Warlord CCG*, *Legend of the Five Rings CCG* and the *Star Wars: New Jedi Order*, *Star Wars: Power of the Jedi*, and *Mutants and Masterminds Annual* sourcebooks. He lives in Columbus, Ohio with his wife and cat.

Ramón Pérez, Art:

Ramón K. Pérez was born prematurely (dislikes overstayng his welcome) on June 4th, 1973 to immigrants of the Great White North. Ramón laid about for the first three months of his life un-named (this is why he responds quite well to "hey you!") till his parents agreed upon making him a "jr." Ramón for dad and Krzysztof for mum. Over time little Ramón grew up (somewhat) and learned many things, like what an otoman is. Though his body has never quite caught up to the size of his head, luckily the size of his face caught up with the size of his nose, allowing him to lead a somewhat normal life.

James Ryman, Art:

James lives and works in the Midlands, U.K. He likes painting and drawing stuff, mostly evil and mean things. More than that though, he likes beer, and drinks as often as possible (according to his wife.) He's won no awards since school, and hopes never to win anything again as it will make him lazy and gloat. He really shouldn't write bio's after a few Heinekens.

Matthew Tice, Colors:

Longtime comic book and game geek, Matt has

worked in the RPG industry since 1994... first with Chameleon Eclectic, then Pinnacle Entertainment Group, and now on a freelance basis. He maintains a website at www.darksidestudios.biz. Matt lives in Sykesville, Maryland with his wife, Rachel, and many annoying animals

Jon Leitheusser, Editing:

Jon edited the book you're holding and he enjoyed every minute of it. He's worked in every tier of the gaming industry, plays a lot of games, and reads a lot of comics. He currently lives in Bellevue, Washington and works at WizKids as the Director of Game Design and the HeroClix Game Designer. He likes to keep busy.

Kevin Stokes, Art:

Alabama artist Kevin Stokes is the penciller/inker of the Image comic-book series *Shut Up and Die*, as well as Dreamville Studio's *The Adventures of Mr. Jaybo and Logos*. He is currently working on a creator-owned miniseries.

Storn Cook, Art:

Freelance artist, learned to read from comic books at age 4. Avid comic fan and role player to this day. Been freelancing in the business since 1996 while attending Columbus College of Art and Design. Samples of art can be seen at www.stornc.rpggallery.com. Storn lives in Southfield, MI with Susanne, Hamilton and Emma.

Jonathan Kirtz, Art:

Jonathan is a new freelance illustrator in the roleplaying game industry, and his current portfolio

consists of many images created for Green Ronin products. He enjoys both black & white and color work, and his website can be reached at www.jonathankirtz.com. Jonathan currently resides in Columbus, OH, and consumes an unhealthy amount of caffeine.

Hal Mangold, Graphic Designer:

Hal has been involved with roleplaying games since he was 9 years old, and shows no sign of stopping now. His graphic design skills have been applied to over well over fifty gaming products, and he's written material for Pinnacle Entertainment Group, White Wolf Publishing, Atlas Games, Twilight Creations, and Green Ronin Publishing. Hal resides in Alexandria, VA.

Christopher West:

A lifelong fan of all things fantastical or futuristic, Christopher began his career in cartography with a wide range of freelance projects for Wizards of the Coast. His work can be found in the *Power of the Jedi* sourcebook, as well as numerous issues of *Dungeon*, *Dragon*, and *Star Wars Gamer*. His first book, *Thieves' Quarter: A City Quarters Sourcebook* (co-authored with JD Wiker) was recently published through Green Ronin in association with the Game Mechanics. More of his work can be found at www.velocity.net/~westwinds. Chris holds a BFA degree in Applied Media Arts and lives in a small Pennsylvania town with his beloved wife, darling son, and antisocial cat.

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