

DAN BRERETON'S

NOCTURNALS



A MIDNIGHT COMPANION

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DOCTURALS

A MIDNIGHT COMPANION

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Lady Goodnight of Heliopolis, by Phil Noto.





Doc Horror (above) focuses his hatred for the dreaded Crim; with Firelion and Starfish (facing) on the rooftop of the Zampa Estate.

INTRODUCTION

We spend a lot of time driving on the freeway. We drive the same highways and roads on a daily basis, and know them like the backs of our hands. In our minds, we can visualize a map of our world: streets, landmarks, shops, schools, movieplexes. We have it all mapped out, up to a point. There's always some bit of scenery that we tend to gray out, to leave off the map. It might be an area in the middle of town – a neighborhood we've never driven through. For some, the boundary is the ocean. For others, it may be the woods or the hills. It might be a lake or a river, maybe a point on the horizon that blinks out into nothingness. There are limits to the topography of our lives. We don't always know what lies over a mountain range or beyond a swampy field. We can't see far enough; our vision is blocked. Maybe we don't care.

There are places in between the places we know. Places we've never explored, and never will. They aren't on the beaten path, so there must not be anything good there for us to see or experience. Otherwise, the freeway would lead there. Right? There would be a sign or something. But there isn't. There's nothing. And if there were, we'd still rather go to the mall or that nice summer place we always go to.

But imagine that we take a day trip – over the mountains that have no real roads. Down a back road we always figured led to nowhere. Through a forest to the other side. Just to see.

And when we do that, we find a town. Just a town. Not Count Dracula's castle or anything, just a place. It looks pretty much like any spot off the beaten path.

Nice enough to stop in for lunch or take a stroll down Main Street. We don't plan on staying long, because the streets in this place probably roll up after dark.

But what if we decide to hang around, maybe wait until after dark and then walk around a little? Just walk out into the darkness, past the streetlamps' glow, around the back of a darkened building.

These aren't just places we would never think to go; we wouldn't be caught dead there.

There are things happening there while people are in their homes, brushing their teeth, snug in their beds. Things going on outside in the darkness that absolutely no one has a clue about. Things no one would want to know. Things we keep locked away in a part of ourselves we'd rather not deal with, ever. Things we sometimes dream about, but forget the moment we wake.

Imagine you're living in that world. You're in that place you never knew existed; you're in the dark there, now. It's cold. Leaves blow past your face.

And things are coming out of the darkness. Something flapping overhead. Something pale moving behind a tree. A car backfiring in the distance... twice? Followed by a solitary inhuman cry.

Now shapes you can't quite make out are moving through the shadows between the streetlights, hunched, shambling.

You're in it now; you're there. You're in the heart of that grey unknown place.

Welcome to Pacific City. You're in the Nocturnals' world now.

A WORD ON THIS BOOK IF YOU ARE NOT A GAMER

BY DAN BRERETON

Some of you may think you know what this book is. That is, you're pretty sure you know why you picked it up. You've read the Nocturnals graphic novels and comics and you want to know more about them and their world. Maybe you're also a gamer who can't wait to plug the Nocs into a new campaign for *Mutants & Masterminds*.

If you are either of these people, thank you for hopping on board. You're in good hands, and you won't be disappointed, I assure you.

If you are a comics reader who is thinking, this is a role-playing game thing, why should I care? I WROTE THIS SECTION JUST FOR YOU.

You're holding the Nocturnals bible, brethren.

Let me tell you why you need this book. Because you love the Nocturnals, and you can't get enough of them. Because you love stories and adventures and cool art and new places and characters – you want to be transported, and you need the Nocturnals' world to escape to.

Maybe you're thinking, "This isn't a comic, it's some kind of rule book." I love you, but you're wrong. There are no rules or regulations here. Just pure **pulp** – 100% pure meat and substance. True, this isn't a comic. Even though there is a new comic-book story inside, with new villains and a new storyline, it's not a graphic novel. It's not a complete story.

The good news is: It isn't supposed to be. You can relax and enjoy it for what it is. And it is considerable.

This is not a bunch of recycled stuff. The artwork in this book that isn't new to print is being shown free of word balloons, unrestrained by the limits of comic printing quality, unrestricted by the sequential form. We want you to see the art you fell in love with again in a way you can really appreciate. We are not recycling old stuff; we are revisiting old friends in a new format. The new illustrations in this book, by me and the fine illustrators I personally asked to be part of this project, are not just eye-candy for Nocturnals junkies; there are moments of history recorded here that would never have seen the light of day. We're not just telling you, we're showing you. You don't know how excited I was about depicting Starfish's "tadpole" state, or Polychrome before she became a ghost. It's only here.

The text material printed here isn't just stuff we culled from old stories – the material here is expanded, explained, revealed. You will learn things about the Nocturnals in this book that you never have seen in a Nocturnals comic. That's not to say it's not important; it's to say that *Midnight Companion* is as integral to the Nocturnals saga as *Black Planet*. To ignore this volume or its contents is to ignore a huge chunk of their story. The beauty of this volume is that things I have never had the opportunity to bring forth truly belong here, but will also open up your understanding of the stories you already know.

What is important to realize is this has never been done before; no comic book-based sourcebook or companion guide has let the readers in on as many secrets as we are going to here. And it's all me – it's all coming from the horse's mouth.

I never planned on revealing half the origins, legends, and secrets in this book. I'm killing

myself over it now; I could have gone on for years redefining and reshaping the origins and histories, changing my mind, hemming and hawing. For *Midnight Companion* I had to set it in stone for all to see. I'm usually so stingy with details concerning these characters, and here I went and gave up my ace in the hole. Yet it needed to come out if this book was to mean anything. The stories, secrets, and characters I have waiting in the wings – they had to surface. In this book you'll not only discover new things about the Nocturnals you know; you're going to meet Nocturnals who would never have seen the light of day if not for this book. *New Nocturnals*! Imagine it! The mind boggles. The possibilities, the questions that will be raised in the wake of this are staggering to me – I know I am in for it: The flood of questions, the stream of requests.... I must have been a fool to open the vaults and let this stuff out. You'll love it, but wait till you see Firefly or Kane... you're going to think I went crazy.

Better yet, you're going to think you died and went to Pacific City.

If an issue of the Nocturnals comic has ever opened up your brain and given you the food of the mind that images and story will do, you're in for a feast that is open-ended. I guarantee you will be thumbing through this book for years to come – it will never be finished. It doesn't end: It lives and breathes. It is food for the mind and soul, and for that part of you that needs monsters and cute spooky gals and full moons.

You're holding the Nocturnals bible, brethren.

—db





NOCTURNALS

INTRODUCTION



The Gunwitch (above) is constantly besieged by moths, by Jon Dunivant.

SKETCHBOOK: PHIL NOTO

"One of the big thrills of meeting Phil Noto several years ago was to learn he had sketched some Nocturnals for fun. I love his 1960s movie poster elegance and snap! His study of Doc suggests a younger less care-worn scientist, in a time before war and the loss of his wife, Abyss. His Starfish is both nubile and dangerous, a persistent trait of the Noto Girl." - db









THE STORY SO FAR

Over half of all living things exist in darkness. They hunt, work, and survive by the phases of the moon and the light of the stars, or navigate by strange senses underground. In jungles the night is thick with their chatter. The hills echo with the cries of night birds and coyotes. On the outskirts of town, bats screech above streetlamps and mewling tomcats prowl poorly lit alleys. In the city, dogs bark, cars backfire, and sirens wail. We hear, we sometimes see, but we're blissfully ignorant. Beneath those sounds, underneath the fabric of what we weakly perceive as "nighttime," there exists another world. It's this underbelly of night that we dare not face. We choose not to accept it; we sleep soundly having never given it another thought. It's cold, irrational, and illusive; its layers of shadow conceal our deepest unnamed fears, places in ourselves where cannot, dare not, look. The Nocturnals live in these shadows, pitching themselves into wars that are fought and won while we sleep. The Nocturnals thrive in our dreamtime, for their adventures are wilder than our dreams, and nearly as secretive.

BLACK PLANET

The story begins in the bowels of the Narn K Laboratory's genetic research facility, colloquially known as "the Monster Shop," on the outskirts of the mysterious Northern California town of Pacific City. Komodo, a human-reptile hybrid, flees through the sewers, seeking freedom from his would-be masters, who shredded his wings the last time they caught him trying to escape. Komodo is soon confronted

by a scarf-shrouded agent of the Monster Shop leading three synthetics: golems made of genetically engineered flesh and plastic. After tearing one of the synthetics to pieces, the wounded Komodo is unexpectedly assisted in his escape by a phenomenally accurate undead gunman wearing a pointed witch's hat.

In nearby "Peril City", gangsters meet to determine who will control the criminal rackets in the surrounding cities. Tony Zampa, son of Don Lupo Zampa, thinks he should be the next in charge – but the old guard and the hybrid Raccoon, Procyon Cleanhands, have other ideas. One of Tony's trusted synthetics is actually in the employ of the Raccoon and turns on him at a key moment. After removing Tony from the picture, the Raccoon sends the Narn K's scarf-clad agent, Mr. Fane, packing. A strange red octopus is soon discovered on Tony's corpse, leaving the Raccoon to wonder exactly what's going on.

Elsewhere, the mysterious Doc Horror is rescued from a torturous interview by his unusual family, the Nocturnals: Starfish, a two-gun packing amphibian girl; Phestus Gold, known as "Firelion" – a swordsman rebuilt as a construct with pyrokinetic abilities after he spontaneously combusted; Polychrome, a beautiful wraith with mystic abilities; and Doc's daughter, Evening, usually shortened to Eve and sometimes known as "Halloween Girl." Eve carries a plastic pumpkin full of unusual toys, whose properties she demonstrates on a poor pair of synthetics. After Eve provides her father with his "medicine," a concoction of his own devising that prevents something unspecified but unpleasant from occurring to his genetic structure, the Nocturnals relocate to their hidden lair, which they call "the Tomb."

NOCTURNALS

Down in the darkness of the Tomb, Komodo is resting in comfort for the first time in his life, and we learn what to call the undead gunman: the Gunwitch. After a brief respite, the Doc uses a passage device of his own invention to take himself, Starfish and Firelion to the roof of Don Lupo's house, where they're confronted by humanoid guard-dogs bred by the Nam K. After the Doc has a brief chat with the Don, he reacts strongly when he finds out about the red octopus found on Tony's cadaver. Fane visits the Don not long after Doc Horror has left, and reveals that he is more than just a Nam K agent. After Starfish's investigation shows that Tony Zampa is not going to be cremated, the Doc decides to dig up his body after the funeral.

Firelion ends up pulling gravedigger duty. When he exhumes Tony, a mass of red-winged creatures tries to escape from the coffin, but on Doc's orders the Nocturnals kill the lot of them. After an appearance by the Raccoon, Tony's corpse begins speaking, so they re-locate it to the Tomb, where the Doc explains that they now have to face the Crim. In a series of flashbacks, we learn that Doctor Nicodemus Horror and Evening are not entirely human. Doc was the leading scientific mind on his own world, a planet existing in a dark parallel dimension that the Crim, a race of monstrous beings, had managed to conquer. Doc and Eve were captured and brought to a holding facility where Fane, who was a traitorous Crim liaison of their race, confronted them. The Crim wanted the secret of the Doc's extra-dimensional passage device so they could conquer other worlds. Doc tricked Fane, sending Eve on ahead of him before managing to escape, but the portal though which he fled was left open behind him, eventually allowing the Crim and Fane to follow him.

Soon after the conversation with Tony, the Doc received a call from Don Lupo, whom he strongly suspects has been taken over by the Crim after their conversation. Planning for just such a contingency, Doc sends the Gunwitch ahead to keep a watch on doings in the Don's household. Doc Horror explains his past to the Nocturnals and we find out that it was Don Lupo who reunited Eve with her father, while the Doc was gunning down the Don's competition after first coming to Earth. We also find out that it was Eve's passage between worlds that caused her toys to become "possessed." The next night, Doc and Eve go alone to Don Zampas' despite knowing it's a trap, because Horror doesn't believe that the fight should involve the rest of the Nocturnals yet. Fane, who turns out to be more than half-Crim himself, and a group of synthetic thugs confront them; Eve's toys, Doc's skills, and the timely appearance of the Gunwitch throw the bad guys into disarray, though Fane, who gets shot multiple times, seems capable of regenerating even fatal wounds. After a brief interlude with a couple of misguided police officers, the Nocturnals retreat with the Don in tow.

The Doc forbids Evening from accompanying him into any more danger, but she takes this as a challenge to show that she is brave. While the Doc is off with the other Nocturnals, Eve tricks Komodo into taking her into the labyrinth below the Monster Shop, unaware that the supernatural buffers around the place render her toys useless. The pair are soon captured and taken to Fane. When Doc finds

out where she has gone, he immediately goes to get the Raccoon, who has just managed to survive a coup by members of his own organization that were put up to it by Fane. The Raccoon is the only being who knows the sewers and can lead the Nocturnals to Eve in time. He agrees to lead Horror and the rest after Eve, though it takes the sound of police sirens to nudge him in the right direction.

The final struggle between the Nocturnals and the Crim goes down beneath the Nam K labs. Masses of Crim confront the Nocturnals, who are all packing heat modified by Doc's science. Their bullets have been altered by the Doc's passage device to transport chunks of their targets away on impact, and the Crim get slaughtered. Doc Horror and Fane struggle until a group of hybrids, led by the Raccoon (who has freed them), request that the Doc remove himself so they can tear Fane apart – which they swiftly do.



WITCHING HOUR

Its Halloween, which affords the Nocturnals a rare night out on the town in public. Eve has managed to hit every house in the neighborhood and it isn't even dark yet! With the faithful Gunwitch in tow, Halloween Girl sets off on a path into the menacing backwoods to check out a light she sees in the distance. Meanwhile, the Raccoon manages to pick a fight with the locals as an exasperated Starfish looks on. Out in the woods, Eve and the Gunwitch catch a pentagram-wearing bat and soon thereafter locate a dilapidated shack, which is the source of the light. While the Gunwitch waits nearby, Eve approaches the shack only to discover that the inhabitants are "Punkinheads" – Jack-O-Lantern wearing goblins who prove to be more than a little slow on the draw, but they still manage to capture Eve. Eve is on her own, since the Gunwitch has fallen prey to a combination of forest creepy-crawlers and ambushing faeries, which cast a sleep enchantment on him.

The pentagram-wearing bat flies by to insist that Eve accompany the Punkinheads to the "queen's kitchen," to which she reluctantly agrees. The Raccoon and Starfish find the sleeping Gunwitch, who wakes up very angry. Eve soon meets the Punkinheads' mistress, Keera the Bat Queen, a foul-looking swamp witch who intends to use Eve to sweeten her stew. Raccoon, Starfish, and the Gunwitch track Eve's movements, but run into a mass of coordinated bats who try to

hold them back from the witch's lair. Unfortunately for Keera, she notices Halloween Girl's plastic pumpkin, which not only contains her trick-or-treat candy, but also her "special toys." The old witch thinks one of the toys is a candy-filled treat and bites its head off; trouble immediately ensues. The others look on as a transformed Keera flies from the wreck of her destroyed shack, followed by a cheerful Eve. Elsewhere, Doc Horror and Polychrome share a peaceful moment as they watch a mass of bats, including one great big one, fly by while they wait for the other Nocturnals. Back at the Tomb, the Nocturnals marvel at Eve's candy haul as they hear the story of her night. When Starfish points out that Eve was almost a meal for the witch, the girl exclaims, "Isn't Halloween the *greatest*?"

TROLL BRIDGE

Another Halloween Night has rolled around, and the Gunwitch looks on as an older Evening Horror flies a kite, once again dissatisfied with the candy pickings in town. Eve's grumblings are overheard by a friendly pipe-smoking bridge troll, who invites Eve to help him scare some kids later that night. Eve delightedly agrees. After showing Eve where his cave is, the troll declares that he is going on a food run and that while he is gone, Eve can look at – but is not to touch anything in – his hoard pile, which is a collection of oddities and trinkets he has fished out of the nearby stream. Evening waits precisely a minute and three seconds before charging past a bemused Gunwitch and diving headfirst into the troll's "toys." Eve soon finds a curious talking toy, a lantern shaped like a devil's head. Out of gratitude, or so it claims, the lantern offers to grant her a wish. Halloween Girl doesn't exactly trust it, but finally, despite being admonished by some ghosts, she decides she wants the "greatest Halloween haul of all time." Eve and the lantern disappear in a flash. The troll soon returns with eats from the local Mayhem Burger and upon finding Eve missing, mutters, among other things, "Nice knowing you, kid." Gunwitch immediately charges off to find the rest of the Nocturnals.

Eve soon finds herself in a series of unusual predicaments as she and the lantern "leap" from world to world, many of which are experiencing their own version of Halloween. Her first jump takes her to an alternate Japan, where a famous rabbit named Yojimbo assists her in escaping from a lynch mob. Meanwhile, after having consulted with the bridge troll, the Nocturnals pair off and set off after Eve using copies of Doc Horror's passage device that have been set to track her. From there the story leaps from world to world, offering various glimpses of the Nocturnals' adventures. Doc Horror and Polychrome tackle a cult of Amazonian panther lycanthropes. Firelion and Komodo meet some "unusual" children. Eve hooks up briefly with the barbarian queen, Heela. The Gunwitch escapes the affections of a mummy queen and plays poker with some of his fellow zombie gunfighters. Eve finds the Gunwitch just outside the North Pole; together, they make it to a place called "Unknown City," where they're confronted by a group of unlikely "superheroes" called the Hideous League. The lantern used to be the leader of the League and claims that it has brought Eve to join them, as they are missing a female member.

While the League discusses whether or not to forcibly induct Eve into their undead ranks, Nethergirl, their missing female member, shows up. All discussion grinds to a halt as the Nocturnals also show up en masse. The potential fight between the two groups and the gloating of the lantern are averted by Eve, who borrows a tool from her father to "handle" the lantern. Back on Earth, Eve explains that she popped the batteries out of the devil lantern to still its mischief. While they are amused by her resourcefulness, the troll and her father still admonish Eve for her recklessness; Halloween Girl shrugs it off with a smile. Starfish wonders what's become of the Raccoon, impressed that he's still out looking for Eve... which isn't really what ole' Cleanhands is doing.

THE DARK FOREVER

Just past midnight on the eve of Thanksgiving, we find Polychrome assisting the Raccoon with a sinister problem. People up and down the coast have been inexplicably turning into the undead. While Polychrome tells Mr. Cleanhands there is nothing she can do, 50 miles away, Evening prepares to leave the Nightshade School, her "spooky kids" boarding school, for a Thanksgiving visit with her family. Later in the evening, the Doc, Polychrome, and the Gunwitch meet Eve's train at the Pacific City station. Eve hopes wistfully that all the others will turn up.

Elsewhere, after close to a year of traveling together, Starfish and Komodo part ways on an ocean liner; Starfish heads back to Pacific City while Komodo chooses to journey on. Starfish's return is delayed by the appearance of an aging lighthouse on a beach she used to know, as well as a horde of undead with black

star markings on their foreheads. At the Tomb, Eve happily re-acquaints herself with her toys, which she had left behind so the other kids at her school wouldn't laugh at her, and her father continues his strange underground excavations. After six weeks of digging, Doc Horror has found an ancient doorway below the Tomb. While he knows he should wait and organize a proper expedition, he opens the door and, with the subdued devil lantern floating close by, walks into the dark. The door locks behind him, leaving Polychrome and Eve wondering what to do.

On the outskirts of town, the homecoming Firelion is warned of danger by a bat. The Raccoon, who has found Starfish, speaks with her on the beach about the undead problem and the strange new star that dominates the sky. They soon notice two strange beings, one slight and one massive. The large one disturbs Starfish, who shoots a glowing device out of his hands; the being then attacks Starfish and the Raccoon. When the two Nocturnals open fire on the strange urn in its hands, freed ghosts burst out. Back at the Tomb, Polychrome suddenly orders the Gunwitch to grab Eve and run as surging spiritual energies somehow connected to the Nocturnals' fight on the beach envelop her and bring down part of the cavern.

Down in the darkness, Doc Horror has found an entire city of pre-human architecture. Everywhere he searches, he finds odd urns and a repeating star motif. Meanwhile, Eve is delighted to find that she has re-established a connection with her

toys, which help her and the Gunwitch clear the debris from the tunnel. As Eve and Gunwitch head into the dark to look for the others, Eve begins to suspect that the ghosts in her toys are somehow connected to the underground city. In town, Raccoon and Starfish's searches lead them to a dangerous confrontation with a group of gun-wielding zombies. The fight looks close for a while, but the timely intervention of the burning Firelion helps make swift work of the flammable undead.

Doc Horror continues to discover new aspects of the city until a strange, pale little girl who calls him Daddy and claims to have been waiting for him turns up. Eve and Gunwitch eventually find an unconscious Polychrome, who was being watched over by the ghosts of the city. Firelion, Starfish, and the Raccoon follow a weird figure to the beach, where they take a secret passage through the bottom of the odd lighthouse to try to find out what's going on. They soon find a



disturbing crustacean-like creature holding a glowing urn. As soon as the creature notices them, it attacks; Firelion's pyrokinetics manage to drive it off. However, the engravings they see stir something deep in Starfish; overcome by her emotions, she blindly runs away from the others. Down in the underground city, Polychrome wakes up, but says she has no idea what the strange fishlike ghosts are saying. To the surprise of Eve, Polychrome, and even the Gunwitch, Doc Horror suddenly arrives, trailed by the pale child and a mass of the robed crustacean beings.

The pale girl introduces herself as Skye and says that the creatures with her are the Skerri, the builders of the city, which has no name. She claims that they raised her after she was separated from her parents by a cave-in. Doc Horror comments that the last excavations he knew of in the area were over 70 years ago. Elsewhere in the city, Firelion and the Raccoon study the Skerri from the shadows while Starfish searches for why she feels drawn to the place. Eventually, Starfish discovers the Skerri preparing a number of glowing urns for some kind of ritual. As she looks on, a group of them are willingly torn apart by a blast of energy that fires up the lighthouse's beacon. The energy would have killed Starfish, but she was pulled to safety by a group of the fish-being ghosts that helped Eve. The ghosts call Starfish "sister" and give her an ancient stone star, saying, "Ever have we have waited for the last of the web-hands."

Skye's lies about the city, and her insistence on calling Doc Horror "daddy," finally cause Eve to lose her temper. Eve reveals that it was the people of the fish-being ghosts that built the city; the Skerri usurped it and are involved in the soul stealing up above. Finally, she accuses Skye of siccing the Skerri on her own parents. Skye flies into a rage, claiming that her parents only got what they deserved after abandoning her, like everybody else will soon. After this revelation, a fight immediately erupts. Doc Horror, Eve, and Gunwitch use a passage device to remove themselves to the beach, where they find Starfish, Bandit, and Firelion watching a beacon of soul energy shine down into the sea from the lighthouse. Polychrome states that Skye and the Skerri have fed on the light of stolen lives for too long. She sweeps her power over them; they collapse, weakened, to the floor. Polychrome transports herself to the surface, where she redirects the lighthouse's beacon from the sea to the strange star that has been dominating the sky, which is actually a gateway to the netherworld. Skye arrives on the surface in time to gloat as a massive star-shaped sea monster erupts from the ocean. With one sweep of a mighty arm it destroys the lighthouse. All but one of the Nocturnals begin to run, but Starfish steps forward to confront the great beast. As everyone looks on amazed, a single small tentacle reaches forth to grasp Starfish's hand. After a brief moment, the calmed creature turns and heads back into the depths to sleep once more. The remaining Skerri slink off with Skye, and the Nocturnals finally get to enjoy their reunion and their holiday feast.

OUTSKIRTS OF DOOM

We begin in darkness, in a parlor where a handless mummified queen named Nitocris rests in a clear glass coffin. Lady Goodnight, leader of a vampire clan of the same name, stands over the corpse, promising that soon, Nitocris will be fully restored....

It's a day or two after Thanksgiving, and Eve is headed back to school with the Gunwitch. They've chosen to travel along the back roads to avoid the attention the feds and the media have given the coastline in the aftermath of the undead plague. On their way, they stop at a seedy restaurant called the Sunshine Diner in a sleepy little town called Heliopolis. Eve chats with some cautiously friendly locals, unaware that a block or so away, Lady Goodnight's ambassador has just been slain. While Evening tries to determine where they are, Tallow, a severely burned vampire enforcer of the Goodnight clan, saunters into the restaurant. After

Tallow makes some fairly unpleasant small talk, Eve uses the Old Tongue, a sorcerous polyglot language, to prevent Gunwitch from doing anything rash; this makes Tallow fairly suspicious. Cookie, one of the diner's proprietors, pulls a sawed-off shotgun on the rude Tallow, who snaps a toothpick at Eve. Gunwitch rapidly draws on him, but he is already gone.

The locals explain to a furious Eve that Heliopolis used to be an okay place to live; there have always been vampires there, but the Goodnight clan used to keep the peace, only feeding on criminals and drifters. Now, a vampire biker gang led by a warlord named Fang is seemingly searching the area for something; they refuse to leave until they find it, so the body count keeps mounting. Cookie gives Eve some garlic to identify vampires, and he also gives Gunwitch some "special" bullets. Halloween Girl calls upon one of her toys, a horse named Shadow, to take her on to school. Eve senses that something in the resurrected gunslinger's past is stirring within him, so she tells him to stay and "clean the place up." Some of Fang's men ride up on motorcycles, debating whether they should stop Eve, but Gunwitch's cold presence seems to be the real problem. The thugs decide Gunwitch must be the hired muscle their boss has been waiting on, so they tell him if he can impress them by taking care of some of the Goodnight clan's people at a local joint, they'll

take him to their leader. They also claim to be hungry, and demand that Gunwitch bring them some of the musicians who are entertaining the Goodnight vampires. Gunwitch stuns them by smoothly eliminating four vampires; out of their eyesight, however, he shoots the musicians out the back door. Despite the lack of food, the gang vampires take Gunwitch to the Rooster Club, where Fang awaits them. Fang's subordinate, Batts, isn't all that impressed with the Gunwitch, but Fang figures that he can spill some blood for them anyway. Fang offers Gunwitch a stack of cash and says that the duel between his mob and the Goodnight clan has to be secret, as a powerful body of vampires called the Nation of the Bloodless would kill them all if they found out about it. Their conversation is cut short as the Rooster Club erupts into flames set by Lady Goodnight and her minions.



The heart of the vampires' conflict is soon revealed. Fang has a box containing the hands of Nitocris, which the Goodnight clan wants; Lady Goodnight has stolen a gold shipment that Fang and his gang want. However, a past relationship between Lady Goodnight and Fang complicates the situation. A tradeoff is arranged at the local cemetery, one hour before sunrise. Both vampires double cross each other, but Fang has the upper hand, as he has captured Goodnight's young human ward, Clarissa, whom she stole from the local priest. The lady gives in and reveals the location of the gold, but Fang orders Batts to turn the girl into a vampire anyway. As Batts leans down to bite the girl's throat, Gunwitch puts two bullets through his skull. Both sides part swearing vengeance, and Gunwitch goes with the Goodnight clan.

The following night, Fang's people set multiple fires in town; Lady Goodnight explains her position to Gunwitch and shows him Nitocris' coffin. Her avowed intention to "never harm" the girl Clarissa doesn't exactly convince Gunwitch that the girl is safe. Wicke, Lady Goodnight's brother, takes Gunwitch, Clarissa, and a group of vampire thugs to an ancient barrow in the mountains where Clarissa will be safe from Fang. While Wicke and two of his men inspect the barrow, the vampire thugs make chitchat. One of them mentions that sounds outside the barrow can't be heard inside at all. With that bit of information, Gunwitch hides Clarissa and kills all the thugs. Then he shoots himself in the arm to make it look like he, too, was ambushed. Wicke comes back, furious at what has happened to his men, but not surprised that the Gunwitch has survived. An angry Lady Goodnight sends Gunwitch up to look for the non-existent ambushers while she prepares a ritual. Tallow sneaks after Gunwitch, who is actually looking for the girl, Clarissa. He finds the hollow log where he hid her, but she's disappeared. Tallow orders Gunwitch to halt and drop his weapons using the Old Tongue and a book called *Subduing the Animated Dead*. When Gunwitch wakes up, he finds himself chained down in a pit and menaced by a mass of Carpathian beetles, specifically bred to feed on undead flesh. Lady Goodnight holds up Nitocris' hands and proudly explains that only Fang and Batts escaped her raid. She tells Gunwitch that she hopes several hours of "beetle persuasion" will convince him to lead her to Clarissa, who is still missing. In town, Fang, secretly watched by Halloween Girl, meets the Japanese vampire hunter Tsukiyo.

The chained Gunwitch is left unguarded in the beetle-pit, for the vampires don't understand how strong the revenant's resolve is. Gunwitch soon rips his arms free of the chains, leaving his hands behind. Lady Goodnight's preparations to resurrect Nitocris are disrupted; once again, the undead queen's hands are inexplicably absent. As the Gunwitch stands up, he finds a smiling Halloween Girl waiting for him, holding Nitocris' hands and the belts that contain his weapons. The pair flees just before Tallow storms into the room looking for Gunwitch. Eve explains that she got all the way to her school before coming back to help. She followed Gunwitch to the barrow and, after he left, took Clarissa to Cookie, who she helped rescue from the burning city – the city she set on fire to cover

their escape, that is. While poking around the Goodnights' mansion looking for Gunwitch, Eve "acquired" Nitocris' hands. Eve and Gunwitch discover, to their dismay, that the mansion doesn't have a back staircase; Tsukiyo begins devastating the vampire's ranks with her swords. Lady Goodnight catches Eve and Gunwitch on the balcony. She reclaims a pair of hands from Eve's bag and Tallow guns down the handless Gunwitch. As Gunwitch pitches over the balcony's railing, he manages to save Eve.

Lady Goodnight orders Tallow to forget about them, as she already has what she wants; neither vampire can see the pair clinging to the stone gargoyle beneath the balcony. Tsukiyo executes Wicke, who thought that he was winning against her, as Lady Goodnight and the resurrected Nitocris enter the room. As Tsukiyo and Nitocris fight, Eve declares that they should help her, to which Gunwitch holds up the stumps of his arms. Eve smiles and says, "the toys are gonna help" as she

pulls hands from her bag. Tallow emerges from the woods with the undead-subduing book in his hands, Eve smoothly swipes the book before Tallow can use it, and Gunwitch finally gets to gun him down.

Eve and Gunwitch are too late to save Tsukiyo, who has already fed Nitocris' hunger, but are just in time to see Nitocris turn on Lady Goodnight. Gunwitch shoots the undead queen as she drinks from Lady Goodnight; before Nitocris can take four steps towards him, his barrage of gunfire takes her head clean off. Gunwitch advances and, with one of the vampire hunter's enchanted swords, disembowels Nitocris. A traumatized Lady Goodnight realizes that she couldn't command the queen because she wasn't whole, as her hacked-off hands are presently on the end of Gunwitch's arms! Goodnight commands Gunwitch to throttle Eve; he does, though he struggles against it mightily. Before Gunwitch can finish killing Eve, Fang appears. Fang and Lady Goodnight slay one another with the vampire hunter's blades and die in a final embrace. Eve and the Gunwitch leave, though not before retrieving Gunwitch's hands from Nitocris' body. The two heroes stay the night with the townsfolk, and Eve tells Clarissa that she definitely believes that the young girl can see the ghost of her father. Gunwitch and Eve leave the next morning, with a musing Eve wondering aloud if all the violence could have been avoided if Fang and Goodnight had simply declared their love for one another.



IS THAT ALL?

This recounting of past tales, while marking several historical instances in the saga of the Nocturnals, is by no means the long of it. Strange occurrences, threats to mankind, and new menaces in the darkness are constant factors in the lives of all these characters. Strangers and old faces, newcomers and those believed long gone, continually pop up in the world of the Nocturnals; it helps to imagine that their lives are like ours – fluid, existing in real time. Just as Evening appears to grow older with each new graphic novel, the world she lives in turns and keeps moving, with new events unfolding, even when our eyes aren't there to observe them.

Welcome to a world of shadowy heroes.

Welcome to the Nocturnals.

SKETCHBOOK: TED NAIFA

"Ted's unique and effortless style drive a powerful punch into the reader's gut in *The Gunwitch: Outskirts of Doom*. Several of his wonderful character studies grace these two pages." - db



The Sixgun Sorcerer
(done specifically for this volume)

**Wick and big, scary,
brother Tallow**





Fang, leader of nomadic vampire bikers



Biker Vamps in Fang's gang



Eve in her school outfit



Lady Goodnight





MEET THE FAMILY



NICODEMUS (DOC) HORROR

On the streets of Pacific City and in the Underworld circles that span the outlying areas, there is a name that speaks itself clearly and without any hint of irony. Horror.

The men who know of him fear Doc Horror. Though his name is seldom recognized outside the local circles of organized crime and select law enforcement agencies, it is potent. Criminals hear it and think back to countless occurrences where men died, disappeared, or were scared so badly they never spoke of the time they crossed paths with Doc. The cops in Pacific City, constantly outsmarted, outgunned, and outclassed, refuse to officially recognize him, so he shows up in no state or federal databases – at least not publicly. He's been a constant thorn in their sides, an embarrassment. They can neither understand him, nor catch or outdo him. The little crime in Pacific City exists only because Horror allows it. And he only allows it because one of his best friends is an outlaw, and another, a man they call The Wolf, happens to be the biggest crook in the state.

This contradiction may be hard to understand. But when you know more about where Horror came from, you'll understand why the nemesis of bad men would still make friends of outlaws, and not of policemen.

Nicodemus Horror was born in a world of almost perpetual night. He lived on a black planet revolving around a dark sun, where the nights are so inky the darkness vibrates, and the brightest day barely competes with the most dismal day of noon fog on a London street. His parents told him stories found in the ancient Book of Suns – a spiritual text written ages ago, when their kind worshipped the twin suns: the closer, darker one as a kindly sleeping deity, and the other, more distant red sun as an evil god of spite, who would come to burn the puny denizens of that dark world every few hundred years. The men of these ancient stories were a lycanthropic folk; they were said to have hunted as beasts when the oversized sister moon became full, bathing the planet in a spectral glow, and deserted coasts were flooded from monthly plagues of tidal waves. The blood of the first men was mingled with beasts, it was said, and thus all men have that beast in them, and should remember it – “for when the brother suns make war with one another, it is the ways of the beast that will see men through.”

These were the stories the folks told children on Horror's world. These were the stories told by people who tamed a harsh planet of darkness, feared the terrifying brightness of an angry sun.

The Book of Suns told of another great evil, referred to therein as demons. But all know them as the Crim. The Crim have always been, even before there were men. These demons have always been jealous of men, and have made war on them for as far back as any book can tell. The Crim are the bane of men in this dark world. They thrive in darkness in ways men cannot. They feed on men in ways even the were-men of old would not. And they take great relish in corruption. This is why no politician, statesman, or constable on Horror's world can be trusted.

They are the first to be possessed by the Crim. In the face of such corruption and the fallibility of democracy, young Nicodemus grew up with the idea of vigilantism as the highest form of heroism: groups of neighbors defending their homes; lone heroes patrolling the streets, defending the weak from men controlled by demons. Those who can spot the “Crim influence” are highly prized, because the Crim are very good at hiding themselves.

The Doc Horror of Pacific City seldom asks for help outside his trusted circle, and recognizes corruption in others easily. Because the threat of the Crim isn't completely wiped out in Pacific City, the Doc remains vigilant for their signs. Because of his own tragedies from the Crim War he and his daughter escaped, the task of clearing his new home of villains, monsters, and thugs is second nature. Living by night, shunning the light of our yellow sun, Doc is a natural heliophobe. The stories of his youth have ingrained in him a hatred of our yellow sun, and a love of the full moon and the bright starry skies. Doc and his Nocturnals work and live by night.

After coming to Pacific City, Doc saved an old man who was being attacked on the streets one night. He befriended the man, who turned out to be the biggest mob boss on the west coast, Lupo Zampa, “The Old Wolf.” Zampa recognized both Doc's talents and his needs: Doc needed a place to stay and would need help finding his lost daughter. Zampa was in need of a personal physician, and Doc fit the bill nicely. His status as doctor would also be excellent cover to allow Doc to act as Zampa's bodyguard. Doc became The Old Wolf's right hand and enforcer, sending any rival gang or unwelcome element packing with a single visit. The cops captured Doc once, but he fought his way out of the stationhouse easily – “like a bear in a knitting circle,” one officer who was present remarked.

By the time Eve was found, Doc had cleaned up Pacific City, leaving Zampa in sole charge of the Underworld. He'd also gathered together a crew of his own, night creatures and outsiders who could never fit in the waking world. Under Doc's guidance and protection, their reputations grew, and soon the word was out. A new crew was in town; they didn't take down scores, they weren't out to rule the world, and they hated unfriendly crooks, spooks, and monsters alike. They wanted to be left alone, and if you crossed paths with them, you had better run for your life.

All this, and a daughter to raise. Life wasn't going to be easy for Doc and Eve, but it sure beat the world they'd come from. And Doc had enough mysteries to delve into for several lifetimes.

Doc Horror is a genius. This doesn't mean he flaunts his superiority, any more than he wields vocabulary like a weapon or creates marvelous inventions from household items. Occasionally he will rush into situations without much preparation, but overall, he's a thinker and a planner who places great value on research. His knowledge of science is matched only by his understanding of alchemy, sorcery, and



criminology. He's the only expert on pan-dimensional travel, period. He can easily explain why time travel, as we understand it, is impossible. Doc Horror is expert at boiling things down to their essence, and this makes him a great teacher. He's an observer, a listener, and as any man of Science must be, a great detective.

Doc has a temper. He is very strong. Before escaping his home planet, he was exposed to a virus carried by the Crim. It was supposed to turn him into one of them, but he developed a serum that prevented that. Unfortunately, the serum awoke a dormant gene – the shapeshifter gene his ancestors carried – and if he does not take the serum regularly, he will change. If he goes 48 to 72 hours without it, he goes "feral." This is not a pretty sight, nor is it particularly cool. Though he is in control of his faculties, he has little control over his animal impulses, and could kill in a moment of passion or anger. It's a situation he avoids

at all costs. Once the change takes over, it lasts until his system is exhausted and he loses consciousness. The serum can reverse the change, but injecting it properly requires his cooperation.

This dormant gene has its advantages. In his normal form, Doc is much stronger than the strongest human. His body is also capable of great regenerative power. Bullets can penetrate his tough skin, but the tissue damage heals rapidly, and his pain centers shut down when a heavy wound is inflicted. He is impervious to mind control, and the Crim no longer find him a tasty meal.

Doc can usually be seen wearing a large overcoat and a utility belt that holds specimen containers, a hunting knife, an automatic pistol, and other gadgetry, possibly including charms against the supernatural (silver, iron, pagan totems), a length of cord, and a medical field kit.





Doc Horror in his feral phase is a hideous and powerful sight. Of all the Nocturnals, only Polychrome has witnessed it first hand.



EVENING (EVE) HORROR HALLOWEEN GIRL

Evening's mother was considered a "sensitive" on their world. She was said to possess limited psychic and medium ability. But her mother never tried to develop these abilities, and never spoke of them to Doc or Eve when she was alive.

From an early age, Eve possessed empathic abilities. She didn't have a name for it and never thought to discuss it with Doc; it was just there, as if she understood what a person was feeling, and why, by just being around them. Sometimes, the voices told her how others were feeling, or things others didn't want known. This was how she first knew her mother had become one of the Crim — her father never told her.

When Doc and Eve escaped the Black Planet, they went through the portal separately; Doc did not come out exactly where Eve did, so they were separated for several months. Zampa eventually helped Doc find Eve. She had been placed in a succession of foster homes, but was kicked out of each one because of unsettling occurrences connected to her presence. Levitating objects. Attacks on foster parents when they tried to touch her. A four-year-old girl telling them things about themselves that no child should or could know. One home described her as a "devil child." It wasn't until later that Doc, working over the span of months, discovered what was going on with Eve and what had happened to her.

When Doc pushed Eve through the gateway, she entered the dimension containing the planet Earth. Each reality has a layer surrounding it, very thin, containing what is known as the nether or spirit world. When Eve crossed from her world to ours, she passed through this netherworld briefly, as her father did. But when Eve passed, her ability to attract and communicate with spirit entities was opened up completely.

By the time she reached Earth, she had attracted a large group of spirits, drawn to her flame like moths — they rarely leave her side. Additionally, spirits trapped on the Earth plane are attracted to and communicate with Eve, who

prefers to deal with them in the form of possessed toys she carries with her inside a plastic Jack-o-lantern. In their toy forms, these entities, entirely devoted to Eve, can change size and exert physical influence. In their free-floating invisible forms (which only Eve can discern, and then only when they desire to be seen by her), they can exert physical force — blocking Eve from harm, lifting her bodily, or alerting her to danger.

The sprits convey information to her about living beings as well as objects and places. This may appear as a form of telepathy on her part or clairvoyance to others, and in truth, she has a telepathic ability with these spirit forms.

Crim presence has a negative affect on the spirits. Concentrated numbers of Crim radiate a powerful psionic field that acts like ghost repellent. Ghosts cannot function in this field; they must flee the area.

Eve also possesses a large amount of knowledge of the occult, sorcery, and the supernatural, as well as speaking a few occult languages. Chief among these is the Weirding Voice or "Old Tongue," a nearly forgotten language used to command the undead. This voice is used by Eve (and by Doc) to make sure the Gunwitch obeys certain commands. It is also useful against lower forms of the walking dead, but not much use against vampires or werewolves.

Eve has a strong connection to Halloween — hence her nickname. She was reunited with Doc on Halloween Night, and October is the time of year she feels most comfortable with herself and her surroundings. Her choice of dress is often witch-themed, which, along with the ever-present plastic pumpkin, gives her the appearance of a trick-or-treating child. Eve usually wears a pentangle medallion, which is sometimes a gateway device given her by her father; usually the pentangle medallion is simply a locket containing a lock of her mother's hair.

Eve left her home world too young to share her father's heliophobic pagan heritage, but is clinically sensitive to sunlight, and prefers to remain nocturnal.



Teenage Evening Horror (above) pens an entry in her journal, by Casey Jones; a younger Eve (facing) visited by an apparition crow.





Doc and Eve contemplate the fate of a demon serpent caught prowling Grimwood Cemetery.



THE GUNWITCH

In the latter part of the 19th century, an Arizona lawman turned gunfighter was accused of murder. He fled the States for Europe, where he joined a troupe of traveling performers in a carnival of the macabre. He became known as the Six-Gun Sorcerer, a masked trick-shooter so blindingly fast and hideously accurate it was said he'd sold his soul to the Devil for the witchlike skills he possessed with a pair of six-shooters. It was also rumored that the Sorcerer moonlit as a gun-for-hire and almost never spoke. The Sorcerer disappeared in a haze of conflicting accounts of grisly and supernatural reports, and was all but forgotten by the turn of the century.

In the latter part of the 20th century, the gravesite of a man thought to have been the Sorcerer was exhumed from Pacific City's Grimwood Cemetery by a group of occultists who hoped to resurrect the gunslinger. They were partially successful, but Doc Horror interrupted their rituals. Later, the restless spirit of the Sorcerer was drawn to Eve, and with the help of her father, the spirit was joined with its remains through occult and scientific means. Thus the gunman was resurrected as the Gunwitch, and became steadfastly loyal to both Doc and Eve. He is fiercely protective and possesses supernatural intelligence and reflexes dulled not a bit by the years Death had claimed him.

The Gunwitch will listen to any of the Nocturnals, but takes orders from Doc and Eve. While he has a rudimentary sense of right and wrong, and uncanny loyalty – to the point of appearing in thrall to Doc and his daughter – he has a strong will that occasionally manifests itself in dire situations. The Gunwitch is at his most resourceful when left alone. His first priority is the safety of Doc and Eve; while in their presence, he subordinates his will to theirs. When left to his own judgment, he shows that some of the personality he possessed in life may remain locked inside: The Gunwitch is partial to vendettas and never forgets any deed, good or ill.

When acting as Doc's right hand, the Gunwitch may penetrate deep into enemy territory or act as back up in tight situations where Doc needs a hand, as in negotiations with underworld figures or battles with supernatural entities. Because the Gunwitch is no longer mortal and cannot literally be killed, he can be subjected to greater dangers than some of the other Nocturnals.



In Eve's presence, acting as a sort of babysitting bodyguard, The Gunwitch tends to take cues from Eve rather than impose his will on her actions. He never argues, for the Gunwitch never speaks. His mouth is stitched shut. Besides, if he could speak, he most likely would have little or nothing to say. The Gunwitch expresses himself with his actions and his pistols. The Gunwitch carries both a .357 magnum and a .45 revolver, and sometimes employs a sawed-off 12-gauge shotgun. He has a bowie knife stashed somewhere on his person, as well as a 6-inch switchblade and several bandoliers of ammunition.

The Gunwitch wears a dime-store witch's hat, decorated with a taxidermied bat. Fungus balls from an oak tree are strung from the brim with fishing line to ward off insects such as moths, which are constantly trying to burrow into the Gunwitch's decrepit clothes and desiccated flesh. His flesh is undead – that is, it is somewhat flexible and will not decay any further, but is completely bloodless, dead tissue. The Gunwitch's inner anatomy is made up of what Eve calls "stuffing" – synthetic muscle tissue, some cybernetic parts and actual straw and wooden materials as well. The Gunwitch is very much a living scarecrow. He is susceptible to vocal commands given in the Old Tongue, regardless of the speaker, but cannot be compelled to wound or kill any of his fellow Nocturnals or innocents. The Gunwitch can be harmed by fire and large amounts of electricity, but not by smoke inhalation, gunshots, water, or poison. He is susceptible to some supernatural forms of attack, such as dust from the wings of faeries, beetles that eat undead flesh, and the aforementioned Weiriding voice. He possesses strength equivalent to a 300-pound pro athlete; he cannot run terribly fast, but his reflexes are unnaturally quick. He can see in the ultraviolet and infrared spectrums, and has powerful olfactory senses, hearing, and silent stalking and tracking ability. The Gunwitch never misses anything he aims to shoot, and can pick apart a target with surgical precision. The Gunwitch's undead flesh cannot abide sunlight for long periods of time, so he prefers to stay in the shadows of the evening hours.







POLYCHROME

Named by Eve after a character in L. Frank Baum's *Wizard of Oz* books, the gentle wraith Polychrome was once Pollyanna Shale. Pollyanna was a small-time thief and con artist, until she fell into a love triangle with a police detective and underworld boss that ultimately left her in charge of all organized crime in Nebula City, a large metropolitan area 35 miles southeast of Pacific City. Though the precise details of her death are unclear, she was betrayed and murdered by someone close to her at a time when she'd decided to give up the criminal lifestyle. Pollyanna's restless spirit wandered the Earthly plane for years as a vengeful ghost, swearing retribution for her murderer while seeking a way to atone for her crimes in life. When her shade crossed paths with young Evening, she was drawn to the girl's innocence and clairvoyant magnetism; gradually she learned to give up her wraith's quest for revenge, and concentrate instead on redemption. When Pollyanna let go of her supernatural rage, she discovered she was possessed of near-angelic power, and was reborn as Polychrome. She soon fell into the ragtag family of the Nocturnals and is very close to both Eve and Doc. Poly has vowed never to harm any living creature, so prefers to leave the heavy and wet work to other members of the group. Her methods are subtle and potent. She prefers not to deal directly with humans unless necessary, acting as advisor to Doc and mother figure to Eve. She is something of a haunter — a ghost who prefers the indoors. She is susceptible to psychic energy transmissions, and like all ghosts in the world of the Nocturnals she doesn't communicate with other spirits, and



rarely recognizes them. She is useless in the presence of the Crim. Polychrome is a spirit of supernatural light, not ectoplasm, and her form dissipates in natural sunlight.

By night or in darkness, Polychrome can manipulate available light to create visual illusions, making herself or others appear invisible and creating shadow or light at will. She can also heal wounds, put people to sleep, and act as a supernatural beacon. She possesses all the abilities of a roaming shade or ghost: walking through solid matter, levitation, and telekinesis. She can appear to be solid – touchable, hearable, smellable – and to teleport or fly. She can attract or conduct electricity or electronic information through an electric charge or laser beam, and can use this ability to “possess” electrical systems. She can interrupt biological fields, healing people or halting or accelerating the aging process. In the case of the Skerri race (from *The Dark Forever*) who used stolen soul energy to prolong their lives indefinitely, Polychrome caused the release of that energy, leaving the Skerri with a mortal lifespan.

Polychrome prefers to appear as a beautiful, bluish, pale woman with subtly multi-colored hair. She likes to wear clothing and prefers to spend her time as if she were human rather than a “haunt” or “spook.”







BRERETON
93

STARFISH

Because of her amphibian appearance, Starfish has been the subject of much speculation and theorizing: Is she a test-tube hybrid like the Raccoon or Komodo? A mermaid, mutant, extraterrestrial, or missing link? In truth, she's none of these things.

During one of his excursions across the Earth, Doc Horror came across an unidentified specimen lying deep in a peat bog in south-central Alaska. The discovery was completely accidental, though he later admitted fascination with accounts of Iron Age bogs in Europe yielding well-preserved bodies. This was no body, however; it resembled a leathery egg sac, hardened on the outside from years of exposure to tannic elements in the bog. But the inside was soft, and rudimentary life signs existed within the encasement.

Surgical exploration of the unknown egg or cocoon yielded what appeared to be a kind of oversized tadpole. The thing was in a state of self-imposed stasis. It had been living off the nutrients provided by the bog system, but in a state of complete suspension. Once Doc placed the embryo in a saline nutrient tank, minor radiation exposure caused the thing to grow. And grow. Soon it stopped looking much like a tadpole, and more and more humanoid. Doc monitored the fetus with bated breath. Eighteen months later, what appeared to be an adolescent humanoid female emerged from the tank. Mostly human, the girl possessed lungs and gills, fine-scaled skin like a salamander, and fierce intelligence. Eight more months flew by as Doc set about educating and raising young "Starfish," as they called her. Her rate of growth was exponential, and in one-tenth the time of normal human development, Starfish had matured into a full-grown female with a strong personality, a wicked sense of humor, and voracious questions — many of which Doc was at a loss to answer: Who was she? What was she? Doc wished he knew. He loved Starfish like a daughter, and she fit into the family as well as could be expected, but nightmares plagued her. She would run off for long periods of time, looking for answers, finding none. She was alone. She was one of a kind.

Doc came to find Starfish a valuable asset in his struggle against the chaotic forces threatening Pacific City and mankind. Strong as a giant squid, with heightened senses, she was a fierce warrior and a cunning operator among the villains of the Underworld. And she was completely fearless. There were few you'd rather have backing you up in a scrape than Starfish.

Recently Starfish discovered that she's a distant cousin to the Mariners, an ancient race of pre-human beings who built vast undersea cities ages before mankind left the trees. She discovered that the voices speaking in her dreams were ancestral memories, and sometimes visitations by the lost souls of the Mariners. Now she lives in harmony with those voices, and rather than frightening her, they give her new strength in the nightly fight to keep the sleeping safe. She can telepathically communicate with the ancient Sea Star, a leviathan once revered by her ancestors as a god, who now sleeps at the bottom of the bay. Starfish avoids humans, mostly due to self-consciousness: She doesn't fear them, but a little interaction goes a long way.

Starfish swims like a dolphin, and while in the water secretes a chemical that repels predatory marine life. She must soak daily for at least an hour. Two days without total immersion will cause her to weaken and die. Starfish avoids sunlight on principle — her ancestors spent most of their time underground. Her skin contains little pigmentary defense to the sun's rays, and she would bake like a frog in minutes. Her best friend, Firelion (Phestus Gold), stretches her biological need for moisture to the limits when his pyrokinetic ability is in use around her: His flame dries her out very quickly. Before going outside, Starfish covers her skin in a sort of moisturizing gel that repels heat.



Starfish prefers guns to blades, carrying a jet-black Beretta 9mm and a chrome-plated .45 Colt revolver in holsters on each hip. She is an expert marksman and tracker, with a legendary sense of smell. Starfish can be sweet-tempered or mean as a junkyard dog. She's been carrying on an adversarial dalliance with the Raccoon for several years – the relationship has ridden the roller coasters of emotion, but neither of them can let their guard down long enough for anything meaningful to happen. Starfish loves a good fight, an argument, or a tough scrape she can shoot or punch her way out of. She also loves the solitude of the sea and fellowship with marine life. Starfish can sit in front of the TV or with a good book until her skin starts to ache for a soothing swim or soak. She cherishes the off hours when she can enjoy what she calls "practicing girl stuff," which includes slumber parties and spa days with Polychrome and Eve.

Starfish is heir to the Mariner Empire. Technically this means that the ancient city beneath the sea cliffs and the bay belongs to her, and she has often imagined becoming the ambassador to a lost empire.... If only she could find more of her kind, their race might flourish again. It's a dream she entertains, something to escape to on bad days.



Starfish (above) in a transitional phase from 'tadpole' to humanoid in Doc's Amphibian Incubation tank; enjoying a dip (facing) in her private pool in her suite in Horror's Tomb.





BREIZETON
03

FIRELION PHESTUS GOLD

Phestus Gold was a police officer for 18 years; his duties included part-time martial arts training at the academy, but his real love was catching the crooks. He got his gold shield only five years into the job, after a large bust in Nebula City was credited to his prodigious skills. Most of his life, he was aware he possessed a gift, but never explored it. The thing inside him was scary. Cruel childhood scars were a constant reminder to never mess with the curse of fire he felt he'd been branded with.

During his nineteenth year on the force, Phestus, whom academy students dubbed "The Lion," realized he was being followed. CIA spooks, most likely, and he guessed they weren't after him for his detecting skills. He'd heard stories of the Black Lab, a government facility that was always on the prowl for "specials," and he guessed they had heard about a few of his "accidents" with fire — objects bursting into flame in the office during arguments, perps coming into the station with smoking clothing and looks of terror whenever Arresting Detective Gold turned his eyes on them. The spooks were sniffing around, and he wasn't going to let them catch even a whiff of smoke.

Until the attack happened. During an important collar, Phestus' heart gave out on him, and the fire got loose and claimed his body — spontaneous human combustion, the papers called it. He knew better, and so did the spooks at the Black Lab.

Two years later, his preserved brain and spinal column had been surgically implanted into a synthoid chassis. The body was a prototype, a gift from the Narn K Monster Shop. It was heatproof and impact resistant, regenerating its own synthetic tissue. It regulated heat internally, and it made Phestus a god.

They called him a Burner. He was the first, but there would be more.

The project was a success at first. The government had created a pyrokinetic super-soldier, a one-man demolition squad. His martial arts skills now augmented by a superhumanly powerful frame, Phestus was a solitary force of flame, muscle, and flashing blade. He was one of five. They were almost perfect.

Almost. Mostly it was a matter of them being too powerful. A trial run was set up. The team of Burners invaded a small oil-producing country in the Middle East

that was said to possess unauthorized nuclear capabilities. The little country never knew what hit it. Less than a week later, the Burners not only took control, they wouldn't give it up. They wanted out of the program. They wanted out of the U.S. They were claiming the little country as their own, and who could stop them? They had a nuke, after all, and they weren't the least bit afraid to use it.

Phestus saved the day. He was the only dissenter among the five. He subdued the rest, killing two of them. They were brought back to the States, and the project was shut down. All the remaining Burners were ordered encased in heatproof foam caskets after they were "cancelled" — Phestus included.

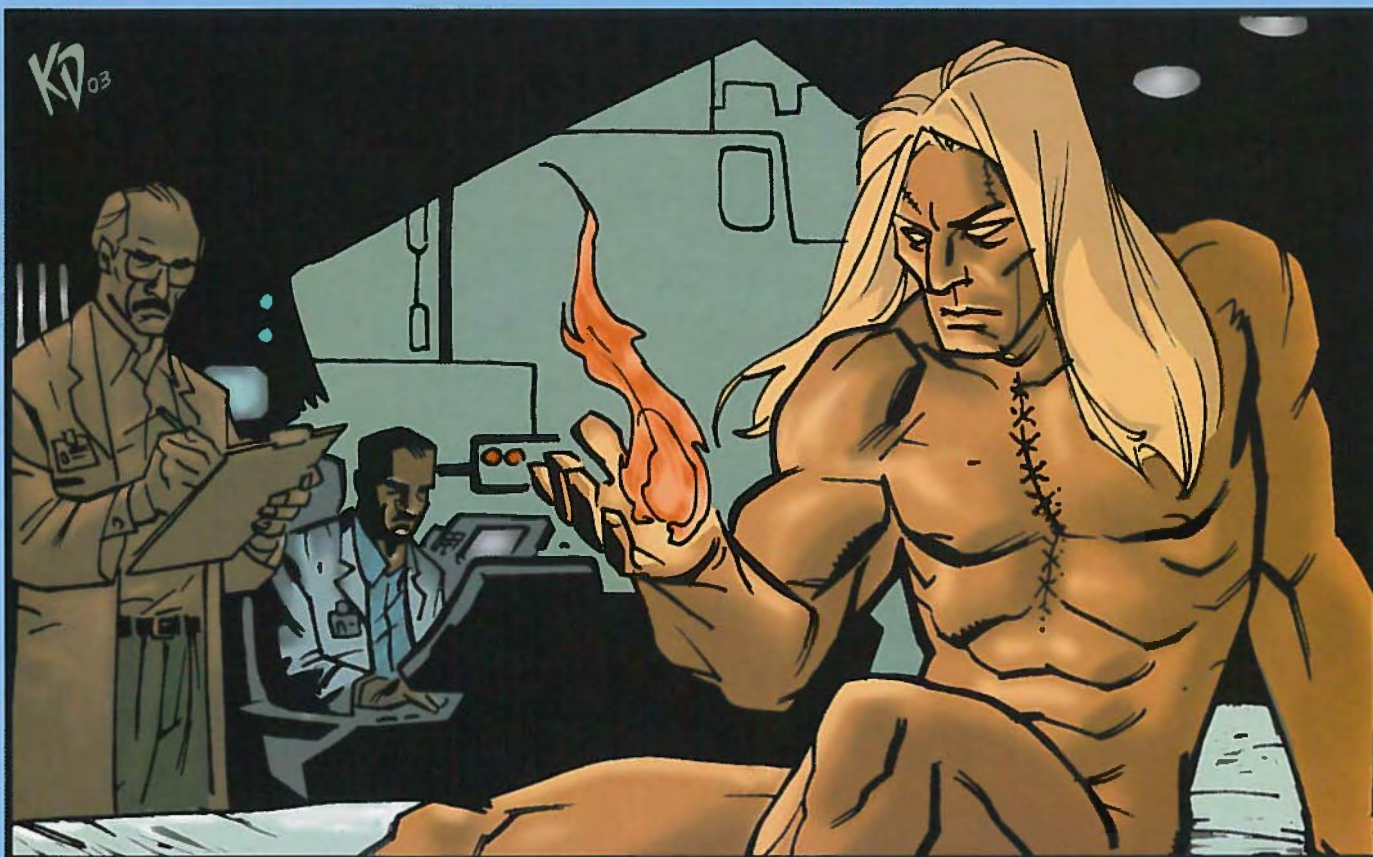
He ran. And never looked back.

Several years later, he crossed paths with Doc Horror. Doc offered him a place not to hide, but to live. Phestus took it. They started calling him Firelion on the street. Some whispered that he was a Burner, but most figured he was one of those projects that occasionally escaped from the Monster Shop. The rumors didn't travel far. The crooks in town knew better, knew that fellas who used the word "Burner" too much tended to end up burnt pieces of toast.

Firelion is a master of Japanese swordsmanship, including Kendo, Kenjitsu, and Ia. He is deadly with or without the blade, but prefers a combination of pyrokinesis and the katana (Japanese longsword). His *kia* (or "spirit shout") is a deafening roar that strikes fear into his opponents. It is often the last thing an opponent hears before dying. His roar is a vocal igniter; Firelion is capable of causing just about anything that burns to catch fire with a projected thought. When his power is in use, Firelion's hair appears to be on fire. It doesn't exactly burn him or his custom-retarded clothing, but continued exposure to extreme temperatures has taken its toll on his "chassis," resulting in welts and splits in his flesh. It's a design flaw; Doc does his best to tend to the injuries, but Firelion's body and face are crisscrossed with scars and stitches. One day he's going to need a new body.

Firelion's only weapon besides his innate pyrokinesis is his sword. His studies of feudal Japan and the samurai's warrior code are extensive. Phestus has quietly pledged himself to Doc Horror, and sees himself as Doc's vassal.







Phestus and Starfish (above) supervise the burning of Crim corpses, (the only way to make sure they'll stay dead) in the Monster Shop sewers.



THE RACCOON

PROCYON CLEANHANDS

"Raccoons are gregarious animals, and thrive in proximity to humans. They are highly intelligent, make good use of their forepaws, and are completely fearless, often taking on dogs, cats and animals larger than themselves, including humans, when provoked..."

- *Lovelace's Guide to Backyard Wildlife*

Cleanhands escaped from the Narn K compound at the age of 13. The human-raccoon hybrid had reached maturity by then and had grown tired of the steady diet of bland, harmless programs and books the lab techs allowed him to have. He grew restless after consuming the pulp novels and mysteries the security staff left for him. They didn't know any better, they weren't like the eggheads and techs – didn't realize his impressionable, feral mind might be overstimulated by tales of gunplay, femme fatales and crime sprees. Tales of power, corruption, greed. And murder.

He longed for the outside world they'd tried so hard to keep from him. The techs told him there was nothing out there for him, but the guards told a different story. There were cities, places where fear ruled and innocents slept while the fearless ran everything.

They were talking about crime. Some of them had worked in the correctional system, the prisons. They told him crime didn't pay. Even the books told him. But somehow, he knew different.

The only thing standing in his way was Fane.

Fane was new, the director of security for the Monster Shop, and the other hybrids were terrified of him. Fane had once ordered a hybrid's teeth and claws removed after an escape attempt. When that didn't tame the poor beast, Fane had one of its limbs amputated. The techs were furious, but did nothing. Fane ran the place and everyone knew it.

The Raccoon would kill Fane, the man who did not smell like a man at all. It was the scent of him, that evil *wrong* scent that scared the rest. To the Raccoon, it was weakness. Something inside Fane was eating him alive. It was a matter of time until Fane wouldn't look like a man either. The Raccoon would kill him before that happened.

A rodent man called Scatter had seen the building plans. He drew them out for the Raccoon inside a copy of *Dark Passage*. The Raccoon thanked him and told him if it weren't for Scatter missing an arm and all his sharpies, he'd have wanted him to come too. Scatter understood.

The Raccoon had to kill a few guards – men who had been fair to him – but he escaped, and Fane came after him. The Raccoon wounded Fane, but it seemed to have little effect. Loping onto the highway, not far from an opening in the sewers, the Raccoon was hit by a car. He blacked out then, but woke later to meet the first man he'd seen outside the Monster Shop. They called him Doc.

Doc patched him up and asked his name. He told them his name was Cleanhands, but they could call him the Raccoon. Doc found a palmed scalpel hidden in his paw – and besides, he knew a thief when he saw one. Doc called him "Bandit."

The Raccoon hissed at the others, who chuckled. If there was anything he didn't like, it was being laughed at. He would have killed Doc right then if the man hadn't saved his life.

The Raccoon escaped from the big house after they left him to sleep. Later he made a few contacts on the streets, intimidating the little crooks wandering around looking for a score. The small-timers sensed his power and natural skills. It didn't take long before the word was out on the streets: There was a monster prowling around, taking down scores, killing anyone who got in his way. But he knew how to treat his crew.



NOCTURNALS

He called them the Freelyncers. Soon he got more escaped hybrids into his crew. He'd had to bribe a few of the Narn K guards he hadn't killed.

The Raccoon rose, becoming more dangerous, yet in some ways, more respectable. It was said he owned certain businesses in the area – a taco joint, a roadhouse on the edge of town. He attracted Doc's attention, and it wasn't long before they'd butted heads a few times. But Doc Horror was working for the Old Wolf, Zampa, and Zampa liked the Raccoon. When Doc was said to be putting together his own crew of "freaky talent," the Raccoon got a little worried. Pacific City was big enough for the Freelyncers and the Old Wolf... but these new ones, these Nocturnals...

When Doc finally parted with the Wolf, the Raccoon tried to fill his shoes. But Zampa's no-good son complicated things by trying to fill them instead. The son was a disaster, and in league with Fane somehow too. The Old Wolf couldn't see the mess the kid was making. His partners, old-timey mobsters, all liked Cleanhands. When he shot and killed the son, they raised a toast to him.

His race for power came to a crashing halt when it was discovered that Fane was leading an alien invasion of monsters. The only man in town who had a clue how to stop it was Horror. When one of the Raccoon's own men crossed him, Cleanhands finally saw what he had to do. He'd been watching the Nocturnals – they didn't seem interested in running the town, just keeping the chaos to a minimum. And the cops hated them, which was good. The Raccoon's world was turning too fast, and he had no choice but to work with Doc. It didn't hurt that he had that little babe Starfish in his crew. She was easy on the eyes, even if she did look like something off a lily pad he'd normally cram in his mouth...

Years passed, and the Raccoon became a more or less benevolent force in town, partly due to Doc's influence, partly to the fact that he was growing up a little. He became Zampa's right hand, and the cops gave him leeway they'd never given Doc Horror. The Raccoon is equal parts wolf man and dime-novel ne'er-do-well. He is as proficient with his mouth as with his clawed hands or any gun he happens to be pointing at you. He has homes in town, in the woods, and near the riverbank, and is as comfortable in a cave as he is in a casino. If not for the influence of Doc Horror, he might have become an uncontrollable menace. As it is, his skills are put to good use as a sort of protector of the streets of Pacific City as well as enforcer for Don Lupo Zampa, the Wolf. The Raccoon is considered an ally to the Nocturnals, but is somewhat unpredictable, and his feral nature insists that he can never be completely tamed.

The Raccoon possesses excellent night vision, animal senses, and the strength of three men. He has no aversion to killing anyone he perceives as a threat, using teeth, claws, and firearms. He has a savage streak that tends to bloom in violent encounters, and once tore the throat from an adversary with his teeth. A potentially fatal flaw is his desire to fit into human society. This leads him to having a higher profile than the Nocturnals, and he tends to shake up the community; he has become something of a local legend. The Raccoon loves this, but doesn't always see the downside; his notoriety makes it easier for his enemies to find him. He has a thing for Starfish, but she knows him well enough not to get too close, though she sees that he's getting better.

The Raccoon is a powerful player and pivotal to any struggle in Pacific City; he may not always be on Doc's side. He is quick to come to the Nocturnals' aid when monsters and supernatural entities encroach.







KOMODO

Komodo the Dragon Boy had his wings surgically clipped by Fane the first time he tried to escape the Monster Shop. Komodo, inspired by the legendary Raccoon, was successful on his second attempt. This time, he had unexpected help: The Gunwitch appeared in the labyrinth of drainage tunnels and spirited him away. Komodo was delivered into the protection of Doc Horror and quickly became one of the gang. Eager for acceptance, the Dragon Boy risked his life alongside his benefactors. Komodo and Eve became fast friends after discovering they shared a love of *The Wizard of Oz*.

Covered in colorful scales, the reptilian hybrid has the look of a monster, but the heart of a boy. Komodo's strength, especially when cornered, is prodigious, and his savagery is fierce. Unlike the feral Raccoon, Komodo was engineered by the Narn K to practice more restraint and resist his animal impulses. The result is a thoughtful, poetic mind in the body of a dragon-man. Komodo has a voracious hunger to see the outside world; he travels extensively, a hooded hobo riding the rail on freight trains, stowing away in the dark holds of cargo ships, hidden in the containers of big rigs. Of all the Nocturnals, he is the closest to being a citizen of the world. After several incursions into the darker side of life outside the Monster Shop, fighting the Crim and other menaces to mankind, he felt a need to expose himself to more of the world before pledging his life to protect it.

Komodo wears the least amount of clothing of all the Nocturnals – usually shorts or trousers, sometimes with a hooded cloak or large shirt. He's reptilian and thus cold-blooded, and needs to regulate his temperature. He can become sluggish and ill when the temperature drops below 72%, and overstimulated in temperatures above 100. Unlike the rest of the Nocturnals, Komodo has no

problem in the sunlight, but finds it hard to travel by day, and tends to move about at night like the rest. The Narn K has a price on the Dragon Boy's head – he is worth more to them dead than alive, and at any time may be stalked by bounty hunters or Narn K's synthetic trackers.

Komodo's wings are slowly growing back, but it's doubtful they will ever sustain him in flight. His tail is long and powerful, and can break a man's back or shatter doors. The fringe scales on the spine of his tail are razor-sharp when grasped in the wrong direction. Glands in his forearms secrete a toxin that coats his hands and claws, acting as a strong narcotic when it encounters adrenaline in the bloodstream. His saliva contains the same toxin and comes in handy when subduing an opponent.



Halloween Girl and the Dragon Boy share a mutual love of L. Frank Baum's *The Wizard Of Oz*, though Komodo cherishes the scary parts less. Illu by Casey Jones.





Dreaming of a time before his wings were surgically removed by Mister Fane years ago, Komodo (above) secretly yearns for them to one day completely regenerate.



SKETCHBOOK: RONNIE DEL CARMEN

"Ronnie del Carmen's art has captivated me since I ran across his energetic and beautiful work in a friend's sketchbook. He's worked in comics, on the WB Batman animated series, and now at Pixar. For this volume, he created over a dozen personal visions of The Nocturnals gals. Check out the 17-year Old Eve, the moods of Polychrome, and a younger Starfish." - db









Detectives Goodis and Willeford refuse to give up their pursuit of the Nocturnals. Particularly dogged is Willeford, who is determined to put Doc Horror behind bars.

NEXT STOP, PACIFIC CITY

Before there were settlers, there were Native Americans. They were called the Sakerl Fishermen and they lived atop the sea cliffs over Skullface Bay. The rock island now known as Grimacing Rock was sacred to them. They held rituals on the rock and set their dead atop funeral pyres in the Old Swamp. The Sakerl people worshipped a god they believed lived in the sea; spirits on the beach and in the cliff caves showed them the best fishing spots. They once called to their god, who rose from the bottom of Skullface Bay, and it was passed down among their people over the passage of time that this god did not slay them, but rather touched their faces and limbs, then disappeared back into the depths. After that time, the story goes, not one member of the tribe ever returned home empty-handed after a day in the canoes; the fish and squid and crab were plentiful; and the "soul-eaters" stopped coming for their children.

Thousands of years later, the Sakerl all but disappeared. Keera Sage, a reclusive woman some call a witch, is said to have some Sakerl blood in her veins. It is said that the last Sakerl saw the white man come in ships and on horseback, and that last Sakerl jumped from the cliffs into the sea as an offering to their god to protect their home from these pale beings. The last Sakerl, the story goes, was sure that these white men had come to steal his spirit.

They may not have taken the Sakerl's spirit, but their coming marked its death knell. And the Sakerl home would become the white man's place.

That new place was named Pacific City.

The California coastline boasts many stunning landmarks, but few know about this small city built on the sea cliffs just north of the ancient redwoods. Not a city of skylines and heavy traffic, Pacific City is a secluded and cloistered town whose two industries are bio-engineering and bed and breakfasts. Said to be owned by aging gangster Lupo Zampa, "P City," as the locals refer to it, hides many secrets and has spawned countless legends and local myths. Pacific City might not look like much during the day – it's rather quaint and more than a little lethargic – but the more sage locals have a saying: "It really perks up at night, but you're better off letting the Sandman take you out of it."

Harold Villard, though few locals would recognize his name today, controlled the California/Oregon coastline in the 19th century. He wrested control of the

railroad there, eventually becoming president of the North Pacific Railroad. Villard had a chameleon-like method for charming businessmen, inventors, and politicians. He was a dreamer and a visionary, fascinated by the ideas of progress and invention, but also intrigued by archaeology and the occult. In 1869, he took Pacific City, a small stop on the coastline express route from San Francisco to Portland, and turned it into his private playground. Pacific City became a sort of retreat for what the German-born tycoon considered the "brain trust of the Nation." The little city was the Mecca of invention, free discussion, and research. It boasted the largest library on the west coast at the time, and was the site of various archaeological and anthropologic digs. There was talk that Villard had made a discovery in the area, and much secrecy surrounded the place. By 1899, the town had become a sort of fortress of secrets. Some big things were going on, lots of digging, many tons of supplies being shipped in. Villard had supposedly built an underground railway so he could secretly ship in Chinese workers and illegal chemicals.

The imaginations of the outlying settlers and farmers spun some fantastic and dark yarns, but never once did they hit upon the truth behind Villard's schemes. Outlying towns began to imagine the worst, that Villard had gone insane and was building an underground fortress where torture, murder, wicked pagan rituals, and enslavement took place. Stories of Pacific City began to surface along the coastline; talk of hauntings, mysterious deaths, bizarre witchcraft, and lights in the sky caused enough of a stir that an angry mob finally stormed the walls of the City, ran off everyone inside, and burned the place to the ground.

In the aftermath, Villard was never found. All tunnels and digs had been sealed and deliberately caved in. No trace of the activities of Villard's brain trust was uncovered. There was only a strange skeleton found in the rubble that was once the great library. It was much too large to be human, and the proportions and angles were all wrong, bestial. A reporter for *The Dark Rock Trumpeter* wrote during that summer, "Quelling the dismay of witnesses, a Nebula City coroner declared the queer skeleton and accompanying skull to be the remains of some disfigured polio victim."



Two decades later, the North Pacific Railroad sold Pacific City to a purported rumrunner named Ferro Zampa. Zampa planned to make the place a retreat for his associates and members of the aristocracy he'd befriended during Prohibition. Pacific City soon garnered a reputation as being a "free" city. Some considered it a den of godlessness and debauchery; Pacific City had become a party spot for anyone who could afford it.

Prohibition ended. The resort became Zampa's private estate, and a town slowly grew around it. By the late 1950s, Pacific City was a bustling city in a remote part of Northern California. It was both isolated and comfortable, and boasted the largest per capita concentration of gangsters, racketeers, and crooks of any town in America. Gangs competed for control of the town, but all paid tribute to Zampa. The police force was on Zampa's payroll, and it was said that an escaped crook could find sanctuary in Pacific City for the right price.

Pacific City has changed little in half a century. The police force is less corrupt and the gangsters generally keep a lower profile, but Lupo, the son of Ferro Zampa, still lives in the cavernous estate that once hosted vacationing movie stars and senators. The nightlife in Pacific City continues to be poor compared to that of the big cities, and the population hasn't grown in 30 years. Halcyon Research built the Narn K facility on the edge of town in the later '60s, but not one employee can be counted as a local resident, as they all live on site in Halcyon's prefab homesteads.

LIFE IN PACIFIC CITY

It's a sleepy existence. The locals are content with eking out simple livings. It's not unusual for families to pick up and leave in the night, and on at least one occasion, an entire block of residents vanished overnight, taking all their possessions with them. Still, it's a peaceful place to live. It's just an unlucky place. Superstition is commonplace in P City, as is acceptance of the existence of all manner of legend and bogey. People in Pacific City neither boast about nor try to capitalize on the strange happenings they see and beliefs they hold. They seem content to forget what they witness and see no reason to question, investigate, or theorize. "It's just the way things are out in this neck of the woods," the town assayer offered. "People know the place has a lot of history, but most of us are too busy with work and raising families to pay it any mind." There is also an undercurrent that suggests that not asking questions

has been ingrained in these people ever since a mobster rebuilt the place and invited his friends to live there. "They just don't want to get involved," stated Police Chief Jim Thomsen. "They trust us to keep 'em safe after they've tucked in, and that's just what we do. It doesn't pay to get too curious about doings inside or on the edge of town. If people get to where it bothers them they tend to just relocate."

Corporate America has no use for Pacific City, it seems. The World-Mart Corporation declined Zampa's bid to build a Super World-Mart near the highway. Fast-food enterprises have also declared P City a franchise nightmare since a local hood and escaped hybrid took control of the Taco Hell in town. Mayhem Burger drive-in restaurants have been landmarks since the 1960s (these establishments are considered the pinnacle of dining, since Zampa's own upscale restaurant, Spettro Club, is a private members-only establishment). Pacific City is usually stumbled onto, not an intentional destination, though it has long been the vice capital for outlying towns. Poker games, cockfighting, and barroom scuffles can always be found, and it's not unusual for gunshots to interrupt the serenity of the night. But by day, that's all a distant hazy dream, and always has been for common folks. On Sunday morning the few churches in town are full, but by nightfall, the churches are locked tight, offering no sanctuary to the creatures that roam under the moon. Two separate communities live in the same space: the good and true citizens of Pacific City who work during the daylight hours, and those Nocturnals who pursue their occult tasks and dark deeds while the other half sleeps.

LAW AND DISORDER

Pacific City has been said to be too small to have three police stations, and that may be true (there is actually a fourth, the office of the Pacific County Sheriff), but it's not a matter of size, it's a matter of need. This need isn't predicated on ensuring the safety of its citizens, but rather the safety of one citizen: Don Lupo Zampa. Zampa owns most of the town, and pays handsome taxes and employs slick politicians to make sure his person is safe in his secluded coastal haven. Never mind that the place is a nexus of criminal and supernatural violence, or that this legacy dates back to Prehistoric times; the Zampa family owns it now and the place is home. And while it is true that the average citizens of Pacific City are relatively safe, neither they nor the town's extensive police force acknowledge the reasons for this: mob money and the Nocturnals. Zampa and Horror are the true



protectors of the city. Cops in Pacific City tend to be the poorest kind of flatfoot. Detectives are sloppy and patrolmen are lethargic – there's a general sense among them that they are there as window dressing and security for a man who, if they were worth the weight of their badges, would have arrested decades ago.

So the real trouble, when it rears its head, which is often, is handled by gangsters doing what gangsters do, and by the Nocturnals doing what few on the planet could ever imagine they do. The mob contingent in town runs itself, the cops rely on their numbers to intimidate without actually doing anything heroic or hands-on helpful, and the Nocturnals deal with the rest: demons, pan-dimensional aliens, vampires, witches, and bio-engineered menaces to society.

Doc and his crew operate in a world the best law enforcement officer would find unfathomable. Just ask Detectives Jeff Goodis and George Willeford, truly Pacific City's finest; they don't understand Doc Horror or his motivations, and they don't care to. To them Doc is an enigma at best, but mostly just a mob boss they would love to put away.

A third contingent of Order has recently appeared; he's employed by Zampa, but also feels allegiance to his home. The Raccoon has recently taken over as the town protector, working with the cops, the mob, and the Nocturnals. Not bad for a half-beast outlaw raised in a cage.

THE MOB LEGACY

When Prohibition was in full swing in the 1920s, it was the heyday of bootleggers, rumrunners, and still-wizards. Log rounds from Canada smuggled Canadian whiskey into the Northeast; in California, Pacific City was said to have a giant distillery cleverly hidden by Ferro Zampa somewhere in the woods or mountains. In fact, it was underground: Villard's subterranean fortress, complete with secret railway tunnels to points east, north, and south, provided the undisturbed space and secrecy Ferro needed to make and distribute his product. It was said that a strega or witch had given Ferro the maps and plans needed to find the hidden complex, and that Ferro was warned not to explore past these man-made areas. Ferro never wondered what tunnels could be down there that weren't man-made; he had a business to run and illegal whiskey and gin to make and sell.

And make and sell he did. Right up until Prohibition ended, and a little beyond.

By 1946, the distillery had been dismantled and sold. The tunnels and underground complex (most of which lie below Grimacing Rock Island) were sealed over, the maps and plans stuffed in a safe. Ferro revealed Villard's

JEFF GOODIS AND GEORGE WILLEFORD

P City's finest gold shields work the streets in hopes of taking down the Big Collar that will propel them to their next promotion. But Goodis and Willeford also have a dream for Pacific City: They envision a city without spooks, goblins, vampires, and ghosts, a community free of fish girls and raccoon men and the likes of the one and only Doc Horror. They've managed to blame everything wrong with the city on the Nocturnals, and won't rest until Doc has been brought in.

When all is said and done, they are pretty good at what they do. They have zero expertise with the more fantastic things going on in Pacific City, but when the focus on the job they were trained to do – solving murders of humans by humans – they are more than competent, if a little arrogant. George Willeford, the older of the two, tends to be the hothead, while Jeff Goodis, at least 20 years his junior, stays calm most of the time and is the more analytical of the two. If it weren't for George's mission to take down Horror and his crew, Jeff might be more inclined to live and let live. After all, he can't really pin a single crime in the city on Doc that he can't easily finger a local hood for, with the Freelynchers and the Zampa family in town, there are plenty of perps to fit the cases they're working. But Jeff is nothing if not loyal, and though he refuses to listen to Willeford's healthy living tips, he has his partner's back 100%.

Ironically, Jeff and George would be the first cops Doc would go to in a pinch, though Zampa has plenty of cops on the take. These two aren't among them, but Doc would trust them more because of it. He doesn't like police, but he knows that men as dedicated as these two must have some integrity.



Ferro Zampa was a powerful mob figure who ran his Bootlegging Empire from Pacific City.

subterranean wonderland to no one. His son Lupo found it 25 years later, after his father had passed away a very old, very rich man. He had no idea what to do with it, but figured it would come to him when the moment was right. It would, but not until after he met Doc and Evening Horror nearly 20 years later.

WEATHERING PACIFIC CITY

The town is about as moist and tumultuous a place as any to be found on the Pacific coastline. There's always wind blowing through Pacific City. California naturalist John Muir once described the area as "forever whispering its secrets" because of the constant breeze. Fog rolls in from the ocean frequently; the streets are often drenched with moisture and obscured by mists until noon. The area gets rain seven months out of the year. Summer temperatures might climb to upwards of 85 degrees on hotter days, but those same nights will be cool, no more than 70 degrees. The sun heads off to bed just as quickly as the good folk of P City. Snowfall has been recorded high up in the wooded hills in the dead of January, but is uncommon. Weather patterns are often affected by supernatural energy or activity. Keera, for instance, might call up a mistral wind from the ocean, or the Skerril's meddling with the forces that govern their witchcraft might call a hurricane. Rain is commonly associated with the latent supernatural energy that sometimes causes locals to call Pacific City a cursed town. Aberrant weather has also included giant hail balls encasing turtles and fish, deluges of frogs, and one instance in the 1950s of an hour-long rain of marine iguanas on New Year's Eve. These kinds of occurrences aren't taken lightly; aberrant weather is usually an omen, as strange occurrences in Pacific City don't happen in a vacuum.

NIGHTS OF THE BLOOMING MOON

The moon is another character in the world of the Nocturnals. It always shines just a little brighter in their neck of the woods, even on the nights when it's waning. During the nights of the full moon, the Nocturnals come as close to full daylight as

they are ever likely to experience – something about the air and the supernaturally charged atmosphere causes the whole area to light up on those nights.

The moon can't be full every night, even in Pacific City, but the three nights of the full moon have important, specific supernatural influence. The full moon is notorious for affecting behavior and the tides, and it beckons the werewolf lurking behind every cursed soul. For the Nocturnals, however, there is added significance. It's easier to see at night, so hunting is better for Doc and his crew.

For Eve, the full moon means playing at night with more visibility. She often takes night-long hikes during this time, preferring to be out of range of city lights, and she enjoys riding Shadow, one of her spirit friends who lives inside a toy horse, through the countryside. At school, Eve and her Nightshade classmates play hide and seek among the moonshadows. One of her favorite activities, however, is simply looking out at the ocean on the brightest of nights, standing on the sea cliffs or the surface of Grimacing Rock, thoughts of evil doings and witchcraft far from her mind in the face of the moon's greatest power – light.

While Halloween Girl is fully aware of the supernatural significance of the moon's cycles, she never lets anything get in the way of her fun. This is part of Eve's innate power: the ability to ignore fear and simply live in spite of the knowledge of the things that creep in the darkness. For her, such things are a constant source of fascination and wonder, just as some people are drawn to the intricacies of spiderwebs, rather than being repulsed by the spiders that made them. Eve is a web-lover, and a fan of the web-maker. Similarly, Doc Horror enjoys this time, keeping in mind that it is a time of great activity for creatures of darkness. The Nocturnals know they may encounter any manner of mischief, and it's a busy trio of nights for them, even if they do take time to stop and enjoy the moon's glorious affect on the nightscape.

Those who toil under the full moon also worship its power. Vampires, werewolves, and the faerie kind all worship the moon (as does Doc Horror). There are only a few supernatural creatures and undead who tend to ignore the full moon – zombies, for instance, who are oblivious to most things, and the Crim, who just don't care.

Keera considers the moon a goddess, which is a standard belief among all witches. Keera and her goblins – and witches in general – tend to be more active on full-moon nights. While Keera's dark doings are best handled with as much secrecy and cover of darkness as possible, the full moon is a sort of cyclical holiday for the supernatural, called the Shadow Sabbath by some. Many forest and swamp creatures are abroad at these times, looking to intercept and beguile human travelers, or simply to cavort under the Orb, engaged in arcane rituals and the fashioning of sorcerous tools and charms. All witchcraft, including raising of the dead, is at its height on these nights; even subterranean dwellers like the Skerril adhere to this, and are aware of the moon's power. This can be a busy time for any witch, good or bad. Magical potency is especially enhanced from the Witching Hour (midnight) until 3 a.m., the Soul's Hour.

Powerful magics are said to flourish in both moonlight and in the shadows cast by the full moon. For instance, toadstools picked under a full moon and added to a stew of freshly killed ravens will give any witch who consumes the broth the temporary power to see into other realms. The waning moon, on the other hand, is significant for just one reason: It symbolizes death, and therefore no witchcraft may be performed during the waning moon.

Lore surrounding goblins states that all goblins were once children born under a full moon, and turned mad by it. Only Keera took pity on these children, and the race of goblins was spawned by her kindness.

It is not known if Evening was born under a full moon on the Black Planet.

Less accomplished or powerful witches may find help in the ritual known through the centuries as "drawing down the moon." This ritual may give the mortal witch, as opposed to a cursed undead witch such as Keera, the power of flight or second sight. A seasoned witch may even "hold the night over," keeping the sun from rising or appearing for several hours after dawn is supposed to come – this is usually accomplished by the conjuring of a fog bank, but it is an effective spell.

It is fortunate in the world of the Nocturnals that full moons don't come more often.



UNDER GRIMACING ROCK: HORROR'S TOMB

Because the moon doesn't bring waves on their home world, Doc and Eve relish living near the ocean. The Nocturnals make their home beneath Grimacing Rock, a coastal island below the surface of the bay, out of reach of the sun.

Villard's mythical underground fortress would eventually prove to be factual. It did exist below the surface, under Grimacing Rock. Teenage Lupo Zampa made the discovery while rummaging through an attic full of old papers, looking for a gun he'd stolen and his father had taken away. Instead of the old revolver, young Lupo found blueprints detailing a subterranean compound called Villard's Tomb. Alone, Lupo sought out several entrances; all but one, hidden in a cave in the forest, was sealed. With the blueprints in hand, he managed to navigate his way to the fortress, through a network of tunnels laid with train track, large enough to accommodate a steam train. Lupo kept Villard's Tomb a secret and was given to spending days at a time in the cavernous space, his private fortress of solitude.

As an adult, he'd almost forgotten it; then one day, Horror managed to escape capture in the police station and mentioned he'd need a hideout, a residence the cops would never find.

Lupo suddenly remembered his boyhood hideaway, and it seemed fated: Zampa offered it to Doc. It seemed the perfect place to house a man who shunned the day. From then on, it would be known as Horror's Tomb, given to Doc by Zampa as a gift.

The Tomb was designed with a circular floor plan, to give the impression that the interior structure is a large castle or keep. There are a large number of windows, looking out onto "faux vistas" of night skies, forests, cemeteries, and other sights familiar to the area. They resemble inverted store windows. One window in level three faces due west, and is secured with glass four and half feet thick, affording a view of the ocean floor itself at the base of the island. The Tomb has one main entrance, and several airshafts that lead up to the top of the crevice-littered surface of Grimacing Rock. Doc built one stairway leading to the island surface with a secret hatch that only opens from within. The fortress itself has three levels:

Level one is the deepest level, containing: Doc's lab; trouble room; training dojo; gym; Olympic-sized pool filled with filtered seawater; firing range; foundry; gun, metal, and wood shops; and storage facilities.

Level two houses living quarters, studios for Eve and Polychrome, private suites, studies, library, specimen museum (both living and preserved), and gallery. (Eve and Polychrome both paint and draw, and Doc is a photographer and sculptor. The gallery also has a small collection of cultural relics, sculptures, and archaeological finds.)

Level three has living areas, kitchen, dining hall, greenhouse, storage, bathing pools, and museum-sized aquariums (holding both sea and fresh water) for specimens and Starfish's daily swims.

Level three is the site of Doc's archaeological dig, which holds the door leading down to the immense Deep City, the Skerri, and the ghostly Mariner people. The area has been blocked with a security door, and the ancient door itself has been secured with yet another security door. The surviving Skerri aren't getting out that way, and no one is getting in without Doc's permission.

Each level has its own access tunnel leading to a railroad tunnel, and additional emergency escape route passages leading east, north, and south to the mainland surface.

Each point of entry is protected by large cast-iron doors, which may be sealed only from inside. A skeleton key will lock the doors from outside, but are on a separate mechanism than the interior seals. The surface exits from the four escape passages.

Doc's Lab

This is where Doc spends most of his time at home. This is his cave, his sanctum sanctorum, the place where deep thinking happens, discoveries are made, and technologies are explored and developed. It is nothing like the lab he had on the Black Planet, but it would be formidable by any standard in the scientific community... if that community knew it existed. Doc has perfected the workings of the gateway device here, patched up the Gunwitch, given Eve and Starfish check-ups, repaired Firelion, and tested Polychrome's ectoplasmic nature. The Nocturnals themselves represent enough areas of exploration to keep a team of



Enigmatic Railroad tycoon Harold Villard: subterranean explorer, visionary, apocalyptic.

THE TOMB

THE NOCTURNALS HQ



scientists busy for several lifetimes. In this lab, Doc has developed several versions of the serum that represses his feral affliction. This is the place where an undead Tony Zampa spoke to Doc on his autopsy table, and where Doc watched Starfish develop from tadpole to humanoid form.

The hallway outside the Lab contains the window that looks out on the ocean floor.

Eve's room

Eve's room contains a huge assortment of toys, and practically every one contains a formerly lost and drifting spirit. The psychic energy in this one space is strong enough to power a town like Pacific City for decades. Yet Eve takes little notice. The spirit voices are constant, but she has learned to tune them in or out at will. Eve sleeps in the large lower part of a bunk bed. The top bunk has been converted into a shelf for a large dollhouse and space for stuffed animals and dolls. Though the toys each hold a spirit, the ghosts are not in communication with one another, and sometimes can't figure out why they don't get to sleep near Eve, because Eve rotates the toys in varying stages of proximity to her bed.

Eve has a small library containing comic books (*Jack Howler*, *Black Magic*, *Jack and Jill*), children's books, classics (*Treasure Island*, *The Wizard of Oz*), a few books on communing with the departed, and a rare volume of the translated Sumerian Scrolls of Resurrection (found in the Troll's hoard).

The window in Eve's room looks out onto a nocturnal scene of a scarecrow perched in a pumpkin patch.

Firelion's Dojo

Firelion requires sleep – his brain is flesh and blood, as are other parts of his interior anatomy – but not very much sleep. Most days, while the others are sleeping, Phestus talks with Polychrome (who never sleeps), but the majority of his time is spent in the Dojo.

The room can hold up to 25 practicing students, but never has more than four at a time. Doc, Starfish, and even the Raccoon and Komodo have trained here, but for the most part, this is Phestus' domain, his temple. An assortment of steel katanas, spears, pikes, lances, staves, and other martial arts weapons are stored here, including his own katana and wakizashi (short sword). Phestus borrows from both Buddhism and the Bushido code, but doesn't consider himself a devotee of either. The dojo is simple: no trap doors, no telescoping walls or false floors, just a training room, a shrine to martial arts studies for one of the most dangerous warriors on the planet.

The Library

This room is full of books, novels, ancient tomes, scrolls, and encyclopedias on subjects ranging from 9th-century Norse witchcraft to animal husbandry to molecular biology. Chandler, Hammett, Lovecraft, Stoker, Milton, Homer, and Shakespeare line the walls. The library spans the interests of mad scientist, witch, ghost, android, amphibian, and more. Doc's only regret is that he wasn't able to bring any of his favorite books from his own world. The library is another tall circular room – ladders and shelves reach 50 feet up to a ceiling mural of the Moon Goddess battling the Sun God from Doc's Black Planet pantheon.

Polychrome's Study

The place where Polychrome hangs her bandanna is comfortable only for a gravity-free person like herself. The tube-shaped room is 30 feet high and about 18 feet in circumference, lined with plants, books, and faux window scenes. She doesn't sleep and her clothes are an ectoplasmic extension she can change at will, so she has few needs. There are some concessions to sentimentality: a favorite sweater from life; a stuffed bear she had as a young girl; some family photos on a small table with a hairbrush, perfume bottles, and a makeup kit. Poly no longer needs these things, but they make her feel more herself.

The Specimen Museum

When any creature of the night meets an unfortunate end or is captured alive, it ends up here. The shelves are covered with oddities: Crim things stuffed into jars or formaldehyde, which could be alive or dead; a two-headed snake; the skeletal

remains of a three-foot tall hare found in a deep cave; a ten-pound wolf spider from the old forest; the pelt of a winter dragon from an icy parallel world Doc visited last summer. Doc spends much time cataloging new species and anomalies. Any rat, snake, bat, possum, or tarantula Eve might pick up on her nightly haunts will end up here at some point, to be released later.

Starfish's Pool

She has to get wet every day or she'll die. Salt water is preferable. The Tomb has extensive facilities for Starfish to soak: salt- and freshwater aquariums where she can swim with aquatic wildlife, swimming pools, baths – but Star's room is like a grotto, a carved-out sea cave perfect for her needs. It is dark, cool, and wet. Shells and starfish adorn the rocks, and the pool can accommodate her for a soak or a nap. The entrance to this grotto is underwater, which discourages most visitors; since Star values her solitude, she likes that just fine.

THE WHISPERING FOREST & BAD OLD SWAMP

Conservationists won a court battle in the 1970s to have the "Dark Woods" on the eastern border of town declared a protected national forest. Three years later, the marshlands bordering the forest – known locally as the "Bad Old Swamp" – became a wildlife refuge. A Pacific City judge ruled that local resident Keera Sage could remain in the swamp, since her family had owned the deed to her acre or so of land in the middle of it for over a hundred years. There was some controversy surrounding this ruling, as the previous judge had been about to rule for the woman's relocation out of the swamp into a county home, when a bat attacked him in the courtroom the judge contracted rabies and died a week later in Pacific County Hospital. The bat in question was never captured, but one witness said, "It came in through an open window at half past ten in the morning and dove straight for that poor judge's neck. Just like a vampire."

Locals tell stories of Keera "the bat queen" and her pumpkin-headed goblin children. It is said that, in the Dark Woods, trees whisper to visitors in the forest and animals can speak. A children's book author wrote a series of stories set in the Dark Woods and swamp, but before they saw publication, she was found



tied to a stake like a scarecrow in her backyard garden. Her tongue and eyes had been gouged out and set inside a crudely carved Jack-o-lantern. It was said to be Keera's doing, revenge on the author, who used to trade herbs from her garden with Keera and had learned many stories about the Dark Woods and Bad Old Swamp. "Miss Archuleta and Miss Keera were old friends, but friendship don't mean much to a witch, I reckon," was the supposed comment of Clarkson Custer, game warden and local historian.

Keera the Bat Queen

Much has been written about the history of Pacific City and its relation to Keera. But, while she may at first appear as a sort of caricature of the witch – petty, conniving and freakish, content to stir her cauldron and terrorize children – this is only one aspect of her personality. Keera is very old, a queen of evil on this Earth, and it would never serve her ends to let anyone, let alone a mortal, see her true power. The strength of any dark witch and the key to her longevity is hiding her true nature, her true aspect and intentions. So Keera appears to small children as a bumbling crone, and to others as a kindly if crazy old woman. But very seldom does she let her foes see more than she wants them to. Keera was named the "Bat Queen" in Europe, after she caused a plague of vampire bats to descend on Rome in the 16th century. In 1861, she brought a cloud of rabies-infected bats down on advancing Union soldiers after making a pact with a Confederate General, who then owed her his soul. Keera may command legions of winged mammals with ease, but never at a time when doing so will bring attention to her.

Keera has taken great pains to remain under Horror's radar. She is forced not to show her true power, and must remain a minor threat if her plans are to work. She must always appear to be the silly witch, easily shaken. The Nocturnals must never know that the adventure Eve had in the woods that Halloween night, when she was kidnapped by the Punkinheads and brought to Keera's hut, was a scene played out to throw them off her scent. The Nocturnals can never know that

Keera's true home is in the bowels of the Earth, deeper than the Cyclopean City of the Mariners, deeper than the ocean floor, in a place where no man has ever stepped foot, where demons fear to tread. For Keera is one of the first daughters of evil, sent to this once lonely continent to hide. And hide she will, even if she has to stir a thousand pots on Halloween. There will come a day when the mask will fall and her true countenance may feel the naked light of the moon.

Punkinheads

Keera's goblin minions wear Jack-o-lanterns to hide their bat-like faces. They are part of Keera's swamp-witch persona, making mischief in the woods without being too much of a threat. The goblins have several shacks in the woods and swamp, and may frequent any one of them on a given night. They are particularly fond of spirited away trick-or-treating children who wander too far into the forest on Halloween. Sometimes the children are returned unharmed; sometimes they don't return at all. The Punkinheads take orders from the Goblin Bat, Keera's familiar. The Goblin Bat appears as an oversized talking bat wearing a pentangle collar. While the Goblin Bat cannot change shape, the Punkinhead goblins can transform into bats if need be – but they have to hold their Jack-o-lantern heads in their tiny claws while they fly, which tends to give them away.

Faeries and Goblins

The woods are home to goblins and witches, but where there are goblins, there are also faeries; the British Isles aren't the only place on Earth to boast them. American faeries are older than the bowling dwarves in *Rip Van Winkle*. Keera's goblins aren't the only goblins in the woods, either – tree goblins protect the older trees, and have no compunction about ganging up on strangers or helping out the Punkinheads with a tough customer. Faeries will come to the aid of the goblins, and their narcotic dust and venom are more than enough to take the largest of men down. They even work on the undead. Faeries and goblins cannot be communicated with in any meaningful



way, and any attempts will mostly likely prove fruitless. Even if you could get a goblin to talk to you, they are incapable of friendship or hospitality. It's possible to trick them into giving you what you want, but if they catch wind of your plot they will try to kill you – or worse, place a curse on you. Eve was very lucky she didn't come home from the Whispering Woods with donkey ears and a tail. The goblins have been known to turn children into beasts, or disfigure the elderly traveler. Goblins tend to leave healthy adults alone, however, as their magic tends not to work on them. Adults tend to disbelieve, which is a strong defense against goblin sorcery.

Most faeries don't speak English, and those that do aren't going to be founts of knowledge. They prefer to giggle and growl, and the grumpier ones even bite. The nymphs, human-sized faeries, take human lovers every once in a while, but they aren't any picnic either. They tend to hate humans and are not interested in personal hygiene, often sleeping in bear caves and the bowels of rotting stumps and fallen trees. These nymphs are often the chased-off changeling babies left by their kind when a human child is taken from its parents. Changelings get short shrift and often live solitary existences, shunned by human and faerie kind alike.

GRIMWOOD CEMETERY

Located across the Troll Bridge near the edge of town, surrounded on three sides by tall stone walls, this is the most Gothic locale in the area; Grimwood's architecture is based on several classic cemeteries in Europe, with a flair for the archaic treatment of images of death. Winged skulls and devils adorn many headstones, and many markers in Grimwood portray grotesque underworld creatures. Sword-wielding angels, reaper-like hooded figures, and cherubic imps populate a cemetery skyline rife with ornate stone and iron crosses.

Grimwood borders the Dark Rock River on one side and forested hills on another. The cemetery is one of the longest-standing landmarks in Pacific City, its location said to have been chosen by Villard due to its proximity to the Sakerl Indians' former sacred burial grounds, though no one is quite sure why. Grimwood is a sprawling affair, a true necropolis, almost the same size as downtown Pacific City. Because of its enormous dimensions – it covers an expanse of meadows and rolling hills intersected with streams and gullies – much of it has been left untended for decades. Many of the older sections, especially remote corners where the less affluent are interred, are overgrown with briars and thickets of trees and bushes. The growth is fierce and lush in places. Flowers bloom in spring over many of the untended areas with ferocious displays of color. Elderberries run riot in some places, and the place is dotted with fallen trees. Grimwood, for all its dead, is a lively and vital part of Pacific City's landscape.

Villard has a marker in the cemetery – a great stone angel with a flaming lance battling a trio of demons – but his body does not rest in Grimwood. His remains are supposedly interred elsewhere. Doc suspects they are somewhere in the Tomb or on the Zampa Estate grounds, but the whereabouts of Villard's remains are the subject of countless stories and rumors: some will assure you that his body is hidden among his hoard of gold and precious gems; others prefer the story that Villard was buried at sea. And a few will tell you that Villard escaped the fateful fire, fled to Europe, and was eventually buried with his own kin. There are no records to support any theory, though the treasure barrow story seems the most popular.

The Zampa family plot is the largest section of Grimwood, situated near the entrance – two great iron gates that are opened every morning at sunup and locked at dusk. Many in town joke that this isn't so much to keep vandals out as it is to keep more dangerous things in. Considering that the Nocturnals have, on at least one occasion, been forced to disinter a man's remains (Tony Zampa, in fact, in Black Planet) only to find Grim beasts hatching from the corpse, the locked gate may not be enough protection from the things that want to get out at night.

The Freelyncers are said to have an entrance to one of their "hidey holes" in an unkempt Grimwood crypt crisscrossed with thorny vines. There are several secret entrances to Grimwood. The gate to the arrow-tipped iron fence bordering the river is kept locked at all times, but the Raccoon and his cronies come and go through a tunnel they built under a grassy knoll set against a tangle of willow trees. There is also an underground passage from the Troll Bridge to the cemetery grounds, but it's not a convenient route unless you happen to be the bridge troll himself.

Of course stories abound that the place is haunted. It's true that the Gunwitch's body was once buried there, and the ghost of the Gunwitch was said



to stand guard over the small plot marked with a piece of near-petrified wood carved only with the faded roman numeral **XXIII**.

There have been many reports of strange sightings, usually at dusk, as the townsfolk tend to stay indoors by night. A hooded woman carrying a dead fox has been spotted on several occasions, dating back to the 1920s. The two gravediggers swear that corpses get in and out of their crypts on a regular basis to talk to one another, but will say nothing more when pressed. It's also quite normal to have items missing from one's car after returning from a loved one's gravesite; the gloves, cigarettes, jackets, or hats usually turn up again at home. On one Halloween night, the plot of a successful farmer was found with a scarecrow on the burial mound. One could write a book on the lore of Grimwood, and at least one intrepid journalist from Nebula City attempted to, but died of a heart attack before finishing his research.

Lately, the caretakers tell stories of a pale woman with different colors in her hair, describing a wandering she-ghost, usually dressed in a trench coat, cloak, or evening gown, perched atop the cemetery gates under the full moon. The ghost has also been spotted sitting in front of a lonely grave. When Eve heard a caretaker interviewed on the local television news about it one Halloween Night, she ran into Polychrome's room giggling uncontrollably.

The legacies of several cults or pagan religions can be found in the overgrown areas of Grimwood. One of them is the Order of the Scorpion, named for a crypt with a sculpted stone scorpion perched over the entrance. The crypt is sealed; the date 1937 is chiseled on the door, which is carved of a giant piece of pure obsidian. Another plot supposedly belongs to a sect of fundamentalists that branched off from the Quaker faith, known as the Watchers; it sits undisturbed by weed, plant, or vine. Though it is surrounded by vegetation – indeed, it is nearly hidden by a riot of thistles – the plot itself looks to have been repeatedly napalmed. Nothing grows within its small fenced area. Caretakers will tell you that the ground has been scorched and black for decades, going back to the turn of the century.

The Tower of Shadows

The most notable of all Grimwood's relics of secret societies is the Tower of Shadows. Said to be a chapel whose construction was abandoned in the early 1950s, the Tower is a large dome-shaped edifice in the center of the cemetery. Through its long, gaping windows can be seen the remains of a belfry torn down from the tower room, hanging like some piece of misshapen sculpture. Inside the tower hides a grotesque that townsfolk have fought over for years – the seven-foot-tall sculpted figure of a man-sized jackrabbit, standing upright on its hind legs. The controversy surrounding the figure comes from the swaddled figure of a beast-faced infant the man-rabbit cradles in its forepaws. The child is extremely, disturbingly lifelike, yet wholly inhuman. It is said to have turned one pastor who settled in Pacific City mad, and because of the Tower, several churches in the outlying areas will not perform services in Grimwood.

Doc Horror has attempted research on the figure in the Tower of Shadows, but has turned up very little. The only lead he's been able to dig up is a scrap of parchment found in the basement of the Pacific City Library; the scrap was found in a locked case of architectural designs of the city, and depicts the anthropomorphic rabbit. The child is absent in the drawing, which Horror has surmised dates to around 20 years before Villard erected the cemetery. Polychrome will not enter the tower for any reason, and Eve steers clear of it.

THE TROLL BRIDGE

Dark Rock River runs south through Pacific City's east side, separating Verdi Heights and other suburbs from downtown. The Old Bridge has stood over it for more than a hundred years, and remains a one-lane stone construct with catacomb-like passages underneath. These passages were once used to store boats and fishing equipment, and as living quarters for the Toll Taker, who charged travelers entering the city a fee. The legend of the Troll Bridge says that one night the Toll Taker was confronted by a band of demons sent by a witch (possibly Keera) to murder the men of the town. The brave Toll Taker died fighting the demons. But a forest creature, a large, solitary Troll, was fishing downstream; he heard the man's cries and came to investigate. Touched by the man's bravery, the Troll followed the demons as they invaded the town, and slew them one by one. From that night forth, the Troll has guarded the bridge, collecting the things that the river brings him and adding them to his hoard pile. Children and old folks know the troll enjoys a good scaring, and avoid the bridge after dark.



THE BRIDGE TROLL

A troll lives under the stone bridge crossing the Dark Rock River. The river gives up much over the course of time, and the Troll collects anything and everything of value or curiosity that comes his way – especially toys. The Troll keeps a hoard in the passage under the bridge on the town's shore, which he guards well and lets no one, except maybe Evening, touch or rummage through. Evening has befriended the troll, and has gotten many of her unique and wonderful dolls from the Troll's hoard pile (including the mischievous Devil Lantern). The Troll has lived under the bridge for as long as anyone who can remember – “maybe before there was a bridge,” Eve has suggested. The Troll prefers to keep a low profile, poses no threat to Nocturnal or human, and can be bribed with fast food into telling some very trollish stories.

The Troll loves to scare kids crossing the bridge at night, especially on Christmas Eve. Halloween Girl favors nighttime kite flying from the bridge, which usually brings the Troll out to watch and talk about the constellations.

The Troll's living quarters are service areas built into the base of one side of the bridge column; they go back quite far into the hills. There is a path that runs underground, linking with the sewer systems, by which the Troll can get around town undetected if need be.

The hoard pile is the Troll's pride and joy, his treasure. He will brook few trespasses against it, and only for good reason. Usually, it's a bad idea to irk the Troll, but a bargain or trade can be struck for one of the treasures if the Troll is in a good mood or in need of something. The troll has a weakness for fast food, and since he won't travel far, can be tempted with something from outside his haunts, perhaps an extra-large with the works from Pan's Pizza or a bag of chili dogs from Diggity's.

NARK K LABORATORIES (THE MONSTER SHOP)

The Monster Shop once prided itself on specializing in human-animal tissue engineering. Hybrid technology. The Halcyon Corporation chose Pacific City as the perfect remote locale in which to avoid scrutiny while conducting research into gene splicing and crossbreed biotechnology. They claimed that a new breed of men would be needed to colonize new worlds and withstand the rigors of an ever-changing world in turmoil: In short, they hoped to create super-soldiers who would never give up, wouldn't feel pain, and could take the enemy apart with bare hands, claws, and teeth. The program bore bitter fruit: The hybrids created were fantastic specimens in every way, more than their engineers could have hoped for. The new creatures were gods of the animal kingdom, but demons to humankind. Both too human and too much beast, the hybrids were an almost uncontrollable force of super-nature that nearly toppled the complex. Specimens like the Raccoon, Kingsnake, and Komodo are uniques, with too much free will and intelligence for the Narn K to find useful. Had they not all escaped, they would have been euthanized long ago. Thankfully, the synthetic men and women the Narn K now produce not only clear a nice profit and are more manageable, they don't bite.

The compound has about 200 synthetic guards, protecting a staff of 275 and an undisclosed number of hybrids still being tested and cared for, along with a production schedule of 7 to 10 synthetic models a month. There are four types of Synth models: Security, Torpedo, Soldier, and Assassin (though Halcyon denies the existence of the last). The building has extensive sub-levels that feed into a network of sewage and drainage systems: The tunnels below the complex are the favored points of entrance for Doc and his crew, and the only route the hybrids can use to escape the facility.

Although Fane is the Director of Security (when he isn't secretly overseeing the breeding of Crim babies for his real bosses), Director Lamia Fletcher runs the shop. It's unclear whether Fletcher is aware of everything Fane has going on the side, but there's little she doesn't know about her own company or what goes on in town. Doc believes Fletcher is not only an agent of the Crim like Fane, but Fane's superior in the Crim invasion. Her strength lies most of all in the ring of secrecy encircling her.

ZAMPA ESTATE

Nestled at the foot of 500 private acres of forest in the upscale neighborhood Verdi Heights, overlooking downtown Pacific City and the ocean, the Zampa family home is separated from the street by 30 yards of driveway and a tall iron gate. Ferro Zampa renamed Villard's guest resort after his family decades ago, but none are alive now who remember that time. To the locals, it's always been the Zampa estate – a notorious and beautiful locale surrounded by a high wall and guarded by Zampa's men. Security is tight, but unobtrusive. There is no gatehouse, no barbed wire. Any fool crazy enough to jump the wall and step foot on the grounds with malice in mind won't get far. Only the Raccoon or Doc and his people are good enough to circumvent Zampa's men.

Lupo Zampa is very much a homebody; he doesn't leave the estate for any reason, and runs the place like it's still 1935. There are very few modern appliances or conveniences in the house, and Zampa employs a staff of servants: one cook/ housekeeper, one butler, one groundskeeper/handyman, and a security expert with his own detail of trained guards. Zampa does not employ a driver, and these days the Raccoon is his consigliere.

The estate is modest; the resort was built only to accommodate Villard's friends, so the home has only 14 bedrooms, one kitchen, a dining hall, a ballroom, and servants' quarters. The house is three stories tall, with a basement and subbasement with a tunnel leading to the backyard gardens and the private lake's boathouse. There are six gardens, a small empty stable, and a boathouse containing Zampa's three fishing boats. A path leads through the farthest garden to a redwood forest. The woods reach from the edges of Verdi Heights to the swamp.

Zampa has a garage with a handful of vehicles, including a 1937 Rolls Royce sedan, a 1968 Mustang Convertible, a 1959 Cadillac Hearse Special (which Lupo has tried to give Horror as a gift on several occasions, to no avail – Doc refuses to learn how to drive), a 1967 Corvette Stingray, and a hand-built custom Astin Martin convertible. Zampa is not a huge car buff, but he has taste.

Lupo doesn't advertise this much, but the manor is extensively haunted. His cook and housekeeper, Mrs. Tucci, appearing as a portly Italian woman in her mid-sixties, is in fact a shade. She died twenty-six years ago, and since Zampa didn't actually give her leave or fire her, she continues to work in the house, cooking and cleaning. There are many on the estate who don't even realize she's dead; few



A Skerrl Lurker (above) sizes up a pair of victims for the soul-stealing Urn, by Tom Fowler.

actually see her on a daily basis, yet meals are cooked and the house is spotlessly clean – not a cobweb, not a speck of dust. The spirits of Zampa's late son Tony and Ferro himself have been spotted by Evening, as well as several past groundskeepers and a handful of subordinates who tried to assassinate Lupo and were themselves dispatched and buried on the acreage under some flower bed or fern grove.

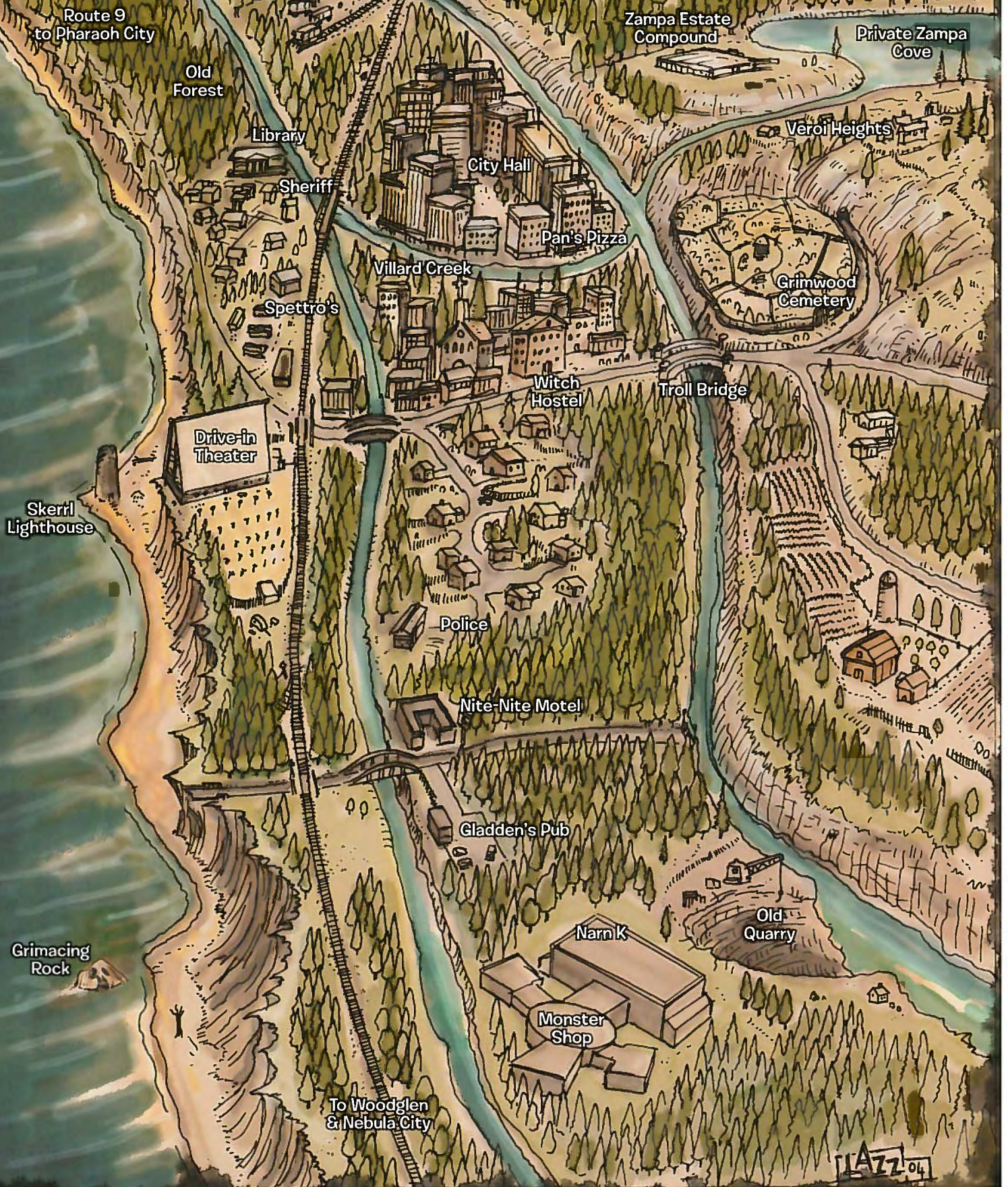
GLADDEN'S PUB

Owner Dickie Spangle took over Gladden's pub after his father, Dickie Sr., died in the early 90s. The pub was named after Dickie's mother, who disappeared one night in the early 70s during a rash of vampire attacks. Years later, Dickie lost the pub to the Raccoon during a poker game, but Cleanhands hasn't bothered to take possession of his winnings; he seems content with the run of the place and a large share of the profits. The bar does well, situated as it is on Route 9, the major highway linking the coastal towns near Pacific City. It can get a little unruly on occasion, but the food and drink are good, and the criminal element in the bar tends to keep it mostly on the q.t. Gladden's was said to be haunted in the 1950s by the ghost of an Irish sea captain who was supposedly buried on the property. The sea captain and Spangle Sr. were supposedly distant cousins. While there is a plaque on the front walk commemorating Captain Spangle, the headstone and gravesite – and the Captain's legendary collection of solid-gold Incan medallions – have yet to be located.

In 1985, a murder took place in the pub. While two thieves were bickering over which one had the cojones to attempt a heist of a Zampa-sponsored poker game, a younger Lupo Zampa, dressed in felt hat and overcoat, walked into the pub and shot them dead in front of a dozen or more people. Zampa was never formally identified, but it's gone down in local lore as the last time Zampa ever killed anyone himself. While the Raccoon has yet to kill anyone in Gladden's, he has been seen knocking the stuffing out of one or two would-be usurpers and cuffing the odd subordinate.



PACIFIC CITY





HOT DIGGITY'S DOGS

This diner, located in an old dining car from the North Pacific Railroad and specializing in ballpark style hot dogs of the highest quality, is the regular haunt for Detectives Goodis and Willeford and their cronies on the force. Cops and street types alike share the establishment, as a good hot dog with chili fries is a thing of beauty. Diggity's, like Taco Hell, is open 24 hours. While the dining car itself is over 60 years old, the giant dog head sculpture in the parking lot was trucked over from San Francisco in the late 70s after the closing of several Doggy Diners in that area. The dog head so disturbed the regulars that they nearly took it down. One woman described the head as an "abomination." But the fuss soon abated after it was found that children found the head delightful, and sales at the diner jumped.

Some years back, a gang of roving werewolves stopped in at the diner in the dead of night on Halloween. Seven husky and feral-looking hobos sat at the counter, and each ordered a dozen chili dogs. Fearing the men wouldn't be able to pay the bill, the night man spoke to some cops in the diner. But before the ticket came, Doc Horror showed up out of nowhere, paid their bill, and discreetly escorted the men outside. One witness to the event said that the strange-looking men seemed happy to see Doc, and after speaking with him a moment, loped off toward the railroad tracks and hauled themselves onto a northbound train. Not a drop of blood was shed. The next Halloween, a pack of huge wolves ran through downtown, stopped to pay their respects by howling at the doggy diner, then took off across the tracks.

MAYHEM BURGER

Pacific City's second-best kept secret is Mayhem Burger. The late-night drive-in still employs carhops, and hasn't changed a bit in the last 40 years. The man who runs it is an ex-con – "Bloody Bill" Sawyer, who was a notorious enforcer for the Zampa family until he retired in the mid-1960s and opened the drive-in. Bill still works there, opening the place at 4 o'clock each morning for breakfast. Bill left his untamed youth behind him, and enjoys his local celebrity for the drive-in. Mayhem is a favorite haunt of Eve and the Bridge Troll, as well as Detectives Goodis and Willeford. Mayhem Burger stands a few blocks from the Troll Bridge, and the parking lot commands a nice view of the River.

The drive-in itself is shaped like a crescent moon; its brightly lit lot boasts a tall sign shaped like a full moon with stars, framing the silhouette of a howling wolf.

The night shift is entrusted to the young Lacy McCoy, Bill's niece. Lacy is almost never seen without her roller skates, and waitresses herself when it gets busy. She's a font of local information and gossip; Doc has used her as an informant on several occasions, and Lacy has been very helpful, having grown up around gangsters, subsisting on a steady diet of Nancy Drew mysteries.

PAN'S PIZZA

Pan's is not a family pizza place. In fact, local families and law-abiding folk tend to give the place a wide berth. If you're a Nocturnal looking to mix in on Halloween,





it's the place all right; a guy like the Raccoon mixes right in, until Jimmy Scratch is ready to toss him the hell out. Scratch, who owns Pan's, runs with a group that does low-level stuff in the Zampa organization – small-time gamblers and grifters looking for a quick score or a fast turnaround. Scratch's bunch enjoys a friendly rivalry with the Freelynchers and fights often erupt, but never escalate enough for a turf war. They prefer the odd skirmish, and will often go in on scores together. Pan's serves good food, and the beer flows freely. Scratch gives no credit, runs no tabs, and deals strictly in cash. Hoods caught talking shop in the place are fined a cut of the take from the job discussed; Scratch is never directly involved, instead taking a cut from his boys and providing solid alibis every time. The police would love to nail Scratch, but haven't been able to make anything stick so far. Here's to crime.

SPETTRO'S (ZAMPA'S SOCIAL CLUB)

Spettro's is a pretty typical mobster's club, resembling a small Italian café. It's the private hangout of Zampa family members and subordinates. Lupo stopped coming here decades ago, having become, in the estimation of many in his employ, a shut-in. In reality, Mrs. Tucci cooks circles around Spettro's best chef.

Spettro's is often the site of meetings, war tribunals, high-stakes poker games, and post-score division of funds. Hired guns, racketeers, and other members of the organization may meet to air grievances with the consigliere (currently Cleanhands) or the appropriate subordinate. Honest law enforcement officials are never invited, but if they do make an occasional visit unannounced, they are treated with the utmost respect. Corrupt police looking for their scheduled "under-the-table" payoffs know better than to come to Spettro's, where they would be treated harshly for such a transgression.

When Zampa has an announcement, it's made at Spettro's by one of Zampa's personal assistants – either Freddie "the Owl" Maciado or the Raccoon. There's only been one attack on Spettro's, when the Skerri attacked the club the night before Thanksgiving, during their bid for power above ground; this caused a congregation of goodfellas to be turned into zombies, which the Nocturnals were obliged to dispatch. Other than that, Spettro's isn't typically a hot spot for excitement or violence. It's mostly quiet, with great food and Tony Bennett playing softly in the background.

FREDDIE THE OWL

The Owl is considered one of the wisest men in the Zampa family, second only to Lupo himself. He often acts as consigliere to Lupo, and even the Raccoon defers to him in some instances. Freddie is in his mid-sixties, a heavysset man of Northern Italian descent, raised in the San Francisco Bay area in a classic mobster work ethic. His father owned restaurants and used-car dealerships, and ran several book making and gambling dens in northern California. Freddie Sr. owned a piece of two horse tracks (though never on paper) and several of the local stables as well. He nicknamed his son "the Owl" after Freddie Jr. was accused of doing too well on a test in the fifth grade. The name stuck, and Freddie Jr. soon began taking the name seriously, focusing on his intellect and studies as a means of survival. He could stand his ground on the street and in the classroom, and if any kids made fun of his "book smarts" Freddie would school them in the finer points of kicking ass.

The Owl has been part of the Zampa family since his early teens, when he worked for Ferro as a messenger. Freddie was the youngest of Lupo's crew, but they became close friends, each placing a higher value on brains than brute force. Freddie eventually killed for the Zampa at the age of 19 (the youngest age at which Ferro would allow anyone to commit murder for them) when a local bootlegger's son, known to be a pedophile and purveyor of narcotics, accused Lupo of cheating and threatened to kill him after a poker game. Lupo wanted to take care of the problem himself, but Ferro insisted it was Freddie's time to become a man and take his place in the family. Even after this initiation, the Owl wasn't called on regularly to kill for the family; his decision-making skills and ability to see the solution to a dispute or dilemma clearly was valued over his enforcer skills. These days, Freddie oversees internal disputes, policy decisions, and union conflicts, as well as dealing with judges and politicians working with Lupo.

TACO HELL

The Taco Hell in Pacific City is just one of a local chain of fast-food restaurants, but this particular location happens to be owned by the Raccoon. Cleanhands originally took possession of the P City franchise to piss off Town Hall, but it's turned out to be a great way of laundering some cash and showing a legitimate business enterprise in the area. Cleanhands has come to like the food and enjoys freaking out the local patrons once in a while by showing up in the dining room. Taco Hell makes a good place for Cleanhands to do business away from the prying eyes of the rest of the underworld, since 99.9% of all crooks in the area wouldn't be caught dead in the Raccoon's taco shack. Taco Hell is open 24 hours and doesn't serve breakfast burritos or give discounts to cops.

Taco Hell also has a back-door escape for Cleanhands – in the back of the walk-in freezer is a secret panel leading to the sewer system the Raccoon uses to get around undetected in downtown. From there he can access a number of alleys and culverts in town and near the river. One such downtown point of egress isn't far from his "hidey hole" apartment.

OUTLYING TOWNS: WOODGLEN, DARK ROCK, & NEBULA CITY

Pacific City is an out-of-the-way place, nearly hidden from the main roads. Even highway 1 detours around it past a range of rocky hills bordering the area to the north and south. The major highway in and out of P City is Route 9, which connects it to Woodglen on the south, Nebula City to the southeast, and Dark Rock to the north.

Woodglen sits in a valley bordered by thick woods and a network of streams and creeks. Its eastern border drops off into a ravine where the Whispering Forest runs through to the edge of a reservoir. This ravine is called Widow's Gulch. It is said that in the latter days of the building of the railroad, the railroad companies got rid of their Irish and Chinese workers over the side of the ravine. (The story is accurate, but most don't know that when Villard found out, he had the men responsible rounded up and sentenced them in his private court to a lifetime of slave labor building his underground fortress.)

Woodglen is a logging town, and at one time gold was found nearby. The gold is gone and the logging is sparse these days, so the town has shrunk. Most of its inhabitants are retired or fugitives from justice. There was a crystal meth boom in Woodglen until about five years ago, when Firelion and the Gunwitch declared war on the meth cooks, torching 15 labs in as many nights. A battle with the biker gang that ran the operation lasted an entire night. By the time the sheriff arrived in the morning, there wasn't a single biker body, nor a single chopper or Harley left in town. The drug dealers and thugs had vanished. The town is now a quiet drug-free retirement community with a neighboring wildlife refuge. Just outside of town lie the old Villard mines. Doc has explored the mines, locating a vein of gold with Polychrome's help. Doc used the gold to help the people of Woodglen. They set up the wildlife refuge and improved the retirement community's security. Doc decided not to tell the old folks of Woodglen about the angry ghosts of miners who had part of the tunnels collapse on them. As long as none of the townsfolk go spelunking in the old tunnels, they ought to be fine...

Dark Rock is said to be the home of the Great Hag, a demoness who lived in the ocean below and once had a lookout tower at the top of Dark Rock, the steep hill that the bulk of the town is built on. Legends say the Great Hag built the tower to look out for the coming of her sisters' ship. One of the sisters was called Kirana; she flew above the ship as a great bat. The other witch sister, who steered the ship, had no name, but was said to be a pirate queen, surrounded by a crew of the undead. As far as anyone knows, the legend doesn't specify if the ship ever arrived, and the Great Hag is said to still live in caves below the ocean floor.

Today Dark Rock is a rustic village of old wood and iron perched precariously between the sea cliffs and the river that flows behind them. Practically the entire town sits on a rocky hill with the ocean on one side and, on the other, a jagged stone face that plunges a hundred feet to the river below. The population of Dark Rock is about 350, but the zombie plague the Skerl created there reduced it to 325. The zombies were a bit of a problem until the government sent a team of folks to capture them. Six months later, a private bridge was built over the river, and a medical research facility has gone up on the far side. The sign on the front of the building says "Halcyon Research."

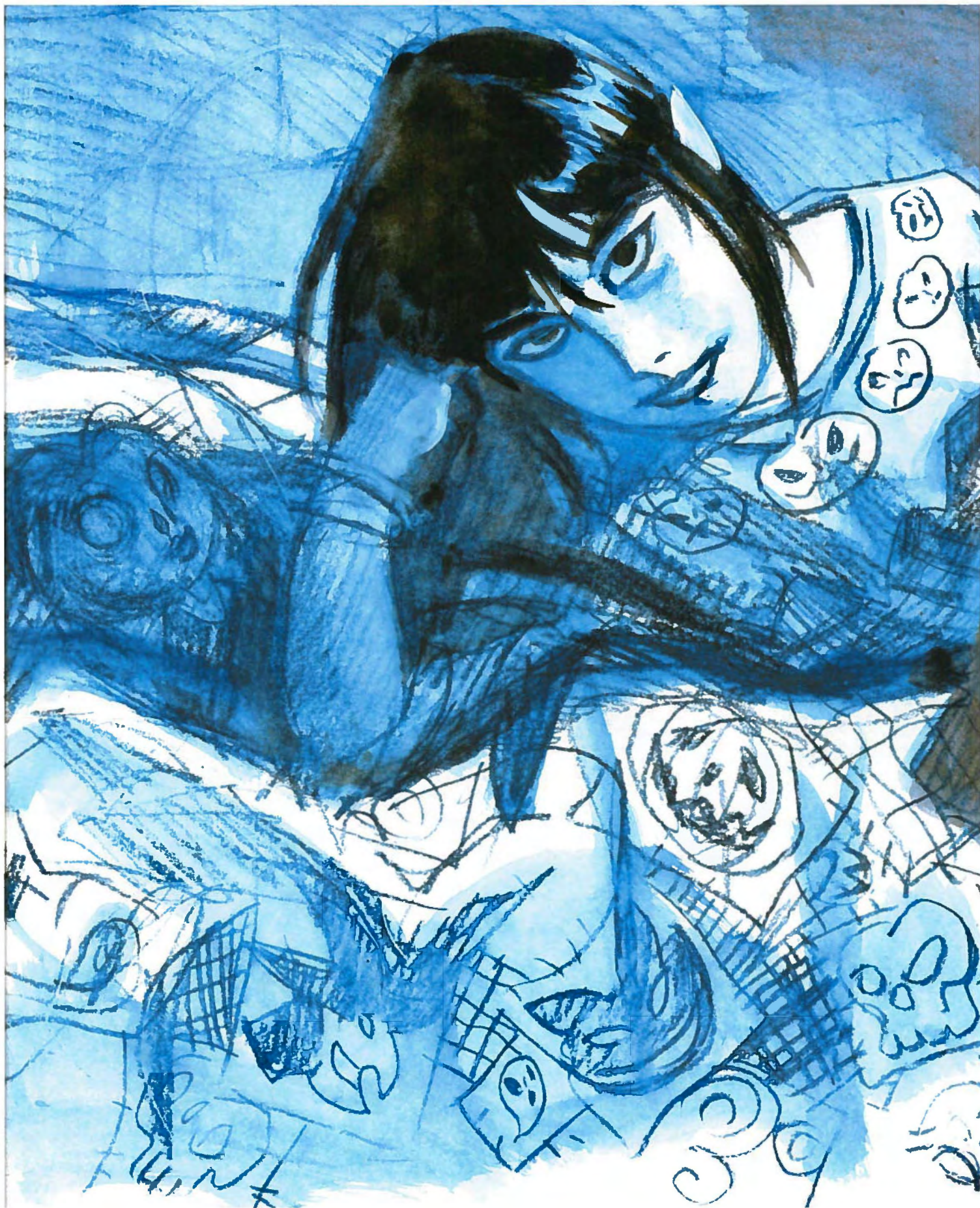
Nebula City is the closest thing to a metropolis that Nocturnals Country has. It lies 35 miles southeast of Pacific City and has a population three times P City's. Its major industries are its textile plant, horse track, and Nebula Federal Penitentiary, which the entire city was built up around. Nebula, as the prison is called, is the black hole of the federal penal system. The worst criminals in the country are dumped here and left to rot. There is no general population here – no mingling, no community within a community for the cons. The cons sit in solitary in 9-by-6 cells, waiting out the rest of their life sentences. There have been only one or two escapes in the prison's entire history, the biggest just recently, when a prison van transporting inmates was hijacked outside of town. The prison itself is escape-proof. If it weren't, the city itself could not function; the citizens of Nebula City depend on that constant in their lives.

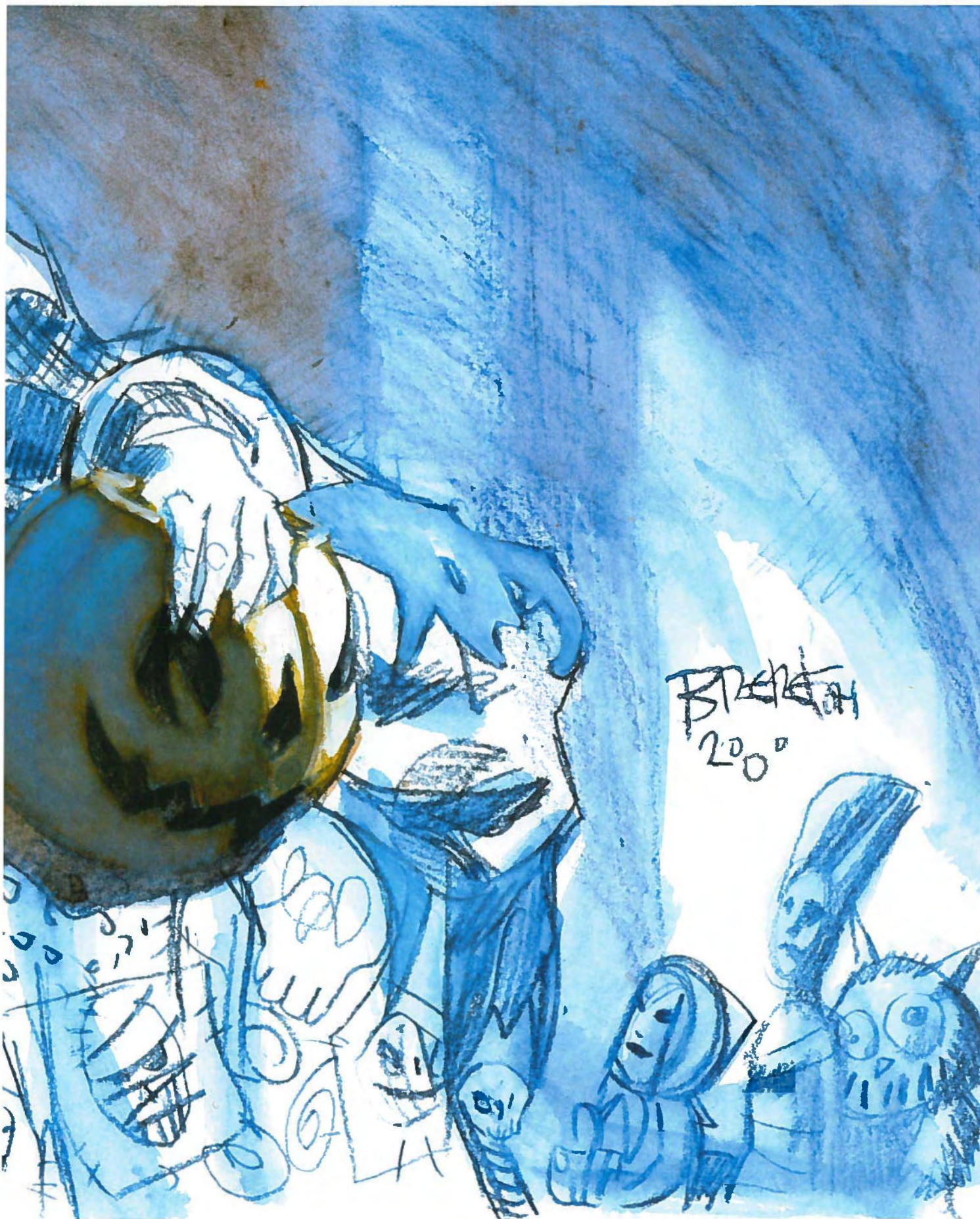
If an escape were to take place, there are several criminal factions in town who would be ready and waiting to lay siege in its moment of panic or weakness. The town is infected with corruption very deep, and rival gangs run the city. The prison is the last honest enterprise; the building stands for justice and incorruptibility, thanks to its stalwart and idealistic warden, Siobhan Wiley. Warden Riley's father was warden before her, and his father before him. Three generations have seen to it that the prison is not just a bastion against corruption, but a monument to justice and punishment. Nebula City is a place of contradiction, to be sure, but it works.

The city has its share of ghosts, and the prison is haunted. It's part of what keeps the inmates in line: The ghosts aren't dead convicts, but a legion of guards who were killed in a riot in 1907, five years after the prison was built. Since that time, the prison hasn't seen another riot, escape, or death of a guard. The murdered souls of those men wander the prison, lending a hand when needed. Once, an inmate threatened a guard and the guard's family. Two nights later, the 26-year-old inmate was found dead of a heart attack.

Nebula City proper has its own share of abnormal occurrences. For years it has been known that the underground train system is infested with giant rats. An entire subdivision in the city was formed to combat them. The rats are highly intelligent and said to stand on two legs when they aren't scurrying into the shadows. They never stray from the underground rail system and rarely attack humans, but their presence is felt. People are simply scared of the "rat men," and a feeling of dread drapes itself over commuters who have no choice but to ride the train to and fro. So far, the city rat squad is still stymied by the problem, though they have spent millions fighting it. They never seem to find a nest of more than three or four, yet they estimate their numbers in the thousands. The chief of Nebula City's 12th police precinct has been quoted as saying, "Between the rats below, the rats in the prison, and the rats running the streets, they ought to move the rest of us out of here before they get themselves organized."











BEYOND PACIFIC CITY

This chapter details the people and places beyond (or below) the immediate vicinity of Pacific City. This includes places as close as Pharaoh City and as far as away as Heela's barbaric plane of existence.

THE CRIM AND THE BLACK PLANET

Imagine a parallel world, similar to our own, yet spinning under a different sun in an alien galaxy: a dark sun in a system called The Wolf's Mouth. The world is known simply as the Black Planet. This was home to Doctor Nicodemus Horror, a leading scientific and alchemical mind. Horror had a wife, an activist named Abyss; they had a daughter together, and named her Evening. They were considered patriots and heroes in the war against the Crim, a race of demons. The Crim had always shared the Black Planet with Horror's people, and war raged between them on and off for just as long. Only ancient treaties had kept the races separate and living in peace, until Horror's discovery of the Gateway Device.

THE GATEWAY

Horror's research into a possible alternative energy source took a fateful turn when the testing of his device created an opening in the invisible layers of existence. The existence of layers of worlds lying one atop the other was confirmed. The project soon shifted to the fashioning of a practical portal between worlds. The Gateway enabled its user to travel anywhere within one world, or cross dimensional barriers into countless others. The moment word leaked to the scientific community, the device became a matter of planetary security. Funding increased exponentially for Doc's company, Horror Chem, from a government hungry for the military applications of such a discovery.

Then Abyss pointed out to Doc how dangerous the device would be if it fell into the hands of the Crim. Doc began to have nightmares, and soon vowed to shut the project down.

That same day, the Crim attacked.

The Crim had been busy breeding newer, stronger armies. Their own technology was primitive, but their drive to kill was stronger. They gained control in a matter of weeks. It didn't take long for them to capture the wills and forms of the nation's leaders, using their "Influence."

The Crim Influence consists of the Crim's mind-controlling hatchlings. These smaller versions of the more humanoid Crim come in several shapes and sizes; some possess leathery wings and can fly, while others move about using pseudopods. Both are capable of gaining control of a human's mind and body, and as they hide on their victim's form, they exert strong psionic control the host is usually unaware of. Gradually, the host becomes a humanoid Crim, or food for the Crim, in which case, the corpse is used as a nest to hatch more Crim.

Doc destroyed the two prototypes he'd built, and hid the third in plain sight, as a medallion around his neck.

Crim spies, humans under the Crim Influence, went after Doc's wife first. She and others were attending peace talks with the Crim ambassador. The meeting turned out to be a ploy to abduct Abyss. They wanted a trade: Doc's wife for his invention. Neither Doc nor Abyss would play by the Crim's rules, and Abyss ended up a casualty of the war.

Next, the Crim destroyed Doc's lab, and sent a Crim demoness to Doc, threatening him and Eve with the same fate that had befallen Abyss, if they didn't hand over the device. Doc slew the demoness; days later, Fane, a former government official turned Crim underling, took Doc and Eve under armed escort to a holding facility.

The Great Sea Star (facing) roused from a million years of slumber.



The Mariner ghosts, the Deep Ones, are all that remain of Starfish's prehistoric ancestors.

MISTER FANE

When Fane threatened their lives, Doc and Eve escaped through the Gateway to Earth. Before the portal closed, Fane and several of the Crim followed after them. Fane quickly infiltrated Halcyon Labs' Narn K division, the arm of the company that deals with experimental and cutting-edge biotechnologies, also referred to as the Monster Shop. In a meeting with the Monster Shop's Director Fletcher, Fane introduced her to the Crim he carried under his coat, and soon after, the Narn K became "Mister" Fane's new home. He was put in charge of security for the Monster Shop, which meant keeping tabs on the human-animal hybrids. His other task was to sell the Zampa crime family synthetic android bodyguards. But the influence of the Crim took its toll on Fane, and soon he was covering up most of his face and body to hide the effects of the Crim influence. He was slowly becoming one of them, and as soon as his human appearance ceased to be an asset, he would become a demon.

THE SYNTHS

The synths are manufactured by the Narn K to fulfill specific purposes.

Lica, for instance, is a Recon model, built to be a spy, an infiltrator. Her chassis has built-in sensors that record data – video and audio – almost undetectably, with internal disc storage. The disc can be surgically retrieved by Narn K techs in the lab. It was Lica's job to gather data on Doc Horror, the Raccoon, and the Zampa family. The Narn K planned to use this information to kill Doc, take down the Raccoon and his network of Freelyncers, and take control of the Zampa family from within. With the help of Fane and his Crim, it nearly worked.

Lucille is a Torpedo model, female, executive class. Regular Torpedo models aren't particularly bright; they are mostly used as soldiers, guards, and muscle. The executive class of torpedoes fills in as section chiefs, squad leaders, and assistants – right-hand men. Lucille was built to be the outlaw's detective, a cop for the criminal. She also has infiltration capabilities, she went undercover as one of Tony Z's bodyguards, when she was really working for the Raccoon. This went against her original programming, but synths are not robots; it is possible to sway them with logic or emotion. Lucille was attracted to the Raccoon and found Tony Zampa repugnant and incompetent.

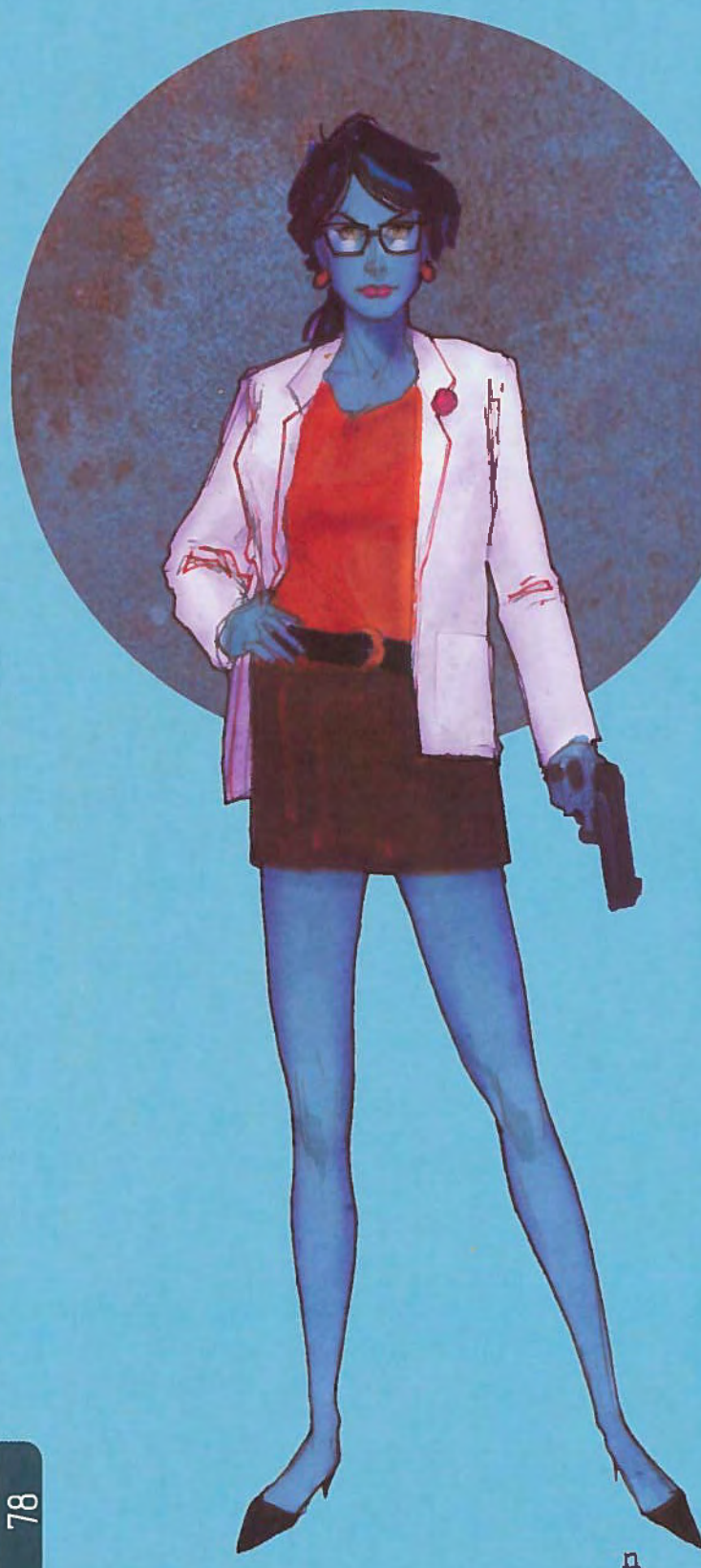
Sam and Al are two Torpedoes working for Tony Z – they were primarily designed to act as bodyguards, but the Monster Shop, in its zeal to impress the Zampa family, programmed them for hijacking and home invasion. The result was a pair of low-level bodyguards with too much time on their hands for thinking, plotting, and planning, even when there was nothing to plan. They weren't sent to take down many scores, so they sat in the bunkhouse, guarding TV sets, gossiping about their enemies (such as Doc Horror) and the internal doings of the Zampa family, second-guessing orders, perceiving weaknesses, and generally getting paranoid. A paranoid synth is a real danger to its master.

Lew and Q are a pair of synth Torpedoes who acted as guards at Tony Z's synth bunkhouse; they are not very bright and are easily confused. They're typical of the design: loyal, stupid, and good at following orders, but made with a touch too much personality, so that they fall prey to anger, fear, and greed a little too easily.

Synths were created to be realistic, not real. They are supposed to take orders in a naturalistic way, to make seem to their human masters less like automatons and more like a real person they'd hire to kill and muscle for them, but without the emotional investment. It makes more sense to have a synth kill or die for you, rather than a person: There are no laws yet on the books that prohibit a human from ordering the death of another at the hands of a synthetic. There are too many grey areas. A synth may be made to talk, but many of them can be deactivated by remote, which comes in handy. Some even auto-destruct if arrested by the police. Tony Zampa loved this feature. He wanted to take out a few cops when they arrested one of his torpedoes, but didn't live long enough to witness it.

The Monster Shop is supposedly shut down, but few believe it really is. There are reports that new models are being developed and manufactured: military models, terrorist models, and even supernaturally attuned models sensitive to non-human intelligences and ectoplasmic energy patterns. These are said to be called "Witch Hunters."





"Torpedo" Model Synthetic-turned-Freelynycher, Lucille, by Phil Noto

HYBRIDS AND FREELYNCHERS

The Raccoon slowly worked his way up the Underworld ladder. When he felt confident, and had more money than he knew how to spend, he began paying off the guards at the Monster Shop. Pretty soon, more hybrids had escaped. They were given a choice: Leave the area and find a home outside the Raccoon's turf, or join him. Those who joined the Raccoon's crew called themselves the Freelynychers.

The Freelynychers worked any score, any turf, and they could be hired for a price.

Pretty soon they were running a good portion of the streets under the nose of the Old Wolf. They carved out their own territory east of the river, near the outskirts of town. But it was temporary and everyone knew it. Eventually there was a reckoning; Lupo's son Tony Z led a force of men to attack the Freelynychers in open combat near the cemetery, gangland-style brawling, as decided upon by the Raccoon and the Old Wolf. It ended with Tony Z scurrying for his life, his men lying dead or wounded. The Raccoon didn't have a scratch on him.

A year of sneak attacks on both sides followed, until the conflict ended with Tony's death. Tony had failed to run business at a profit while carrying on his war with the Raccoon, while the Freelynychers managed to make money and still hold off the Zampa family. When Freddie the Owl and his cronies saw this, they knew Tony Z had to go. Lupo was getting old, and there was no way they could hand the reins to his half-crazy son, who was about to get into bed with Fane and the Narn K to contract for a security force of synthetic Torpedoes. It was too much for the old-school gangsters, and they arranged for the death of Tony Z in a "fair fight."

The night it happened, the Raccoon crashed a meeting of the Family council. Tony drew down on the Raccoon with Doc Horror's gun; the hammer landed on empty chambers, and when the Raccoon returned fire, Tony Z was history. The assembled "Moustache Petes" (as Cleanhands likes to call them) toasted the Raccoon as the newest member of the Zampa family. This effectively made the Raccoon king of the streets, and the Freelynychers were free to do as they pleased. They wasted no time in taking control of the Zampa family rackets, until Lupo was left with little more than his legitimate businesses. The truce held between the two factions because of the Raccoon and Zampa's pull with local law and politicians. In ensuing years, the Freelynychers have worked under the Zampa family banner with the Raccoon in charge of both gangs.

The Freelynychers work in another capacity aside from everyday criminal enterprises: They are also a powerful vigilante force, protecting their community from anything the police or the Nocturnals are too busy to take on. They are busy in the community in a way the Zampa family might have been 40 or so years ago. With the incursion of so many disparate supernatural elements in town, the Nocturnals don't take an active hand in civil order, so the Freelynychers fill the gap nicely. The Freelynychers don't sell narcotics or murder "civilians" — in fact, they treat civilians with respect. As the Raccoon himself gradually reforms, his influence among the Freelynychers is evident.

Armand

Armadillo and lizard DNA make Armando tough, feral, and quick. He is a soldier-class hybrid, bred for brute strength, tenacity, and hunter-seeker skills. Armand has little in the way of human personality, unless you call bad manners and a penchant for road kill a personality.

Cactus Jackie

Blue-green and smooth-skinned, with small ridges of furry needle-like projections covering it in patches, Cactus is a reptilian hybrid, something akin to a Gila monster, with some modifications for color. Cactus Jackie has a venomous secretion in its bite, which acts as a narcotic with mild psychotropic elements. Originally, it was thought to be a creature that could disorient enemies on the battlefield, withstand heat, and lend a hand in close-in fighting, but Jackie turned out half crazy and completely averse to learning proper human behavior. It only listens to hybrids like Cleanhands and Fenris because it can't stand the idea of being captured by humans.



Cheep

Wingless Cheep is a hybrid of bat and tree sloth. He speaks in a high-pitched voice, moves slowly, and prefers insects to most other food. His sloth instincts keep him patient and preferring to climb and remain solitary, but his bat genes allow him a rapid flight/fight response not typical of a tree sloth. Though he has good night vision and is highly attuned to movement, Cheep is incapable of much intellectual growth or learning.

Cobalt

A blue-black furred mix of dog, panther, and rat, Cobalt is short on brains, but makes up for it in strength and ability to follow orders, especially if they involve hurting something. The Nam K made a pack of less intelligent, more feral cousins to Cobalt, a humanoid attack-dog species called "roofhounds," which Doc, Starfish, and Phestus once battled on Zampa' rooftops.

Fenris

Primarily wolf with some cougar DNA, Fenris was the Raccoon's natural choice lieutenant, but Fenris decided to stay behind to find a way to get more of the hybrids out of the Monster Shop. King managed to get out on his own, so Cleanhands gave him the job until Fenris escaped. Since the events of *Black Planet*, Fenris has replaced King as Cleanhands' right arm, and after the events of *Dark Forever*, became *de facto* leader of the Freelynchers.

Foxglove

This red fox hybrid is extremely intelligent, quiet, and patient, but prone to bouts of bloodlust in life-or-death struggles. Normally quiet, he is a reader like Komodo and the Raccoon. Foxglove is a plotter and planner, but not much of a leader. He does well around other hybrids, but despite his aptitude for calm and even pleasant interspecies discourse, tends to remain solitary by choice.

Kalico

Shorter than most hybrids, Kalico is a cross of mouse and cat. It sounds like a joke, and maybe it started that way, but Kalico is one of the more intelligent hybrids in captivity, only slightly less clever than Scatter, the spiritual leader of the hybrids, who continues to refuse capture until all hybrids are free...

Lupin

A classic sort of wolf-man hybrid, Lupin, actually a cross of human, red wolf, and coyote DNA, is slightly more intelligent than his Lon Chaney Jr. counterpart and more in control of his faculties. Created, like Komodo, after the departure of the Raccoon, Lupin isn't one of the hybrids that became the nucleus of the Raccoon's network inside the labs.

Salvatore

A combination of newt and carp DNA, Salvatore was bred with the idea of creating an aquatic footsoldier. He ended up with an IQ that was much higher than the Nark K had any use for, and too much docility. He can breathe in air and water, and is an excellent swimmer. His self-hatred has developed into an unhealthy dislike of humans.

Scatter

Scatter draws maps from his photographic memory. He is part rat, with more human DNA than any other hybrid. The Monster Shop considers Scatter to be cunning, but not particularly intelligent, because of scatter's gift for obscuring his natural talents. The only man who ever really understood Scatter's genius was a doctor Fane had killed early on. Scatter is short by hybrid standards and prefers to go on all fours; though he wears clothes, he prefers them unlaundered.

The Raccoon almost talked Scatter into going with him, but Scatter changed his mind at the last minute, vowing not to leave until all his brethren were free. Cleanhands and others suspect that Scatter, being aware of the doings of the world of men, preferred to stay in his cage.

Spiney

A cross of with horned toad and rhino DNA, Spiney's exterior is very thick armor, with thick 6- to 12-inch horns on his chest, back, limbs, and head. His tail is thick and short, with foot-long horns. Spiney doesn't speak much and doesn't care for clothing of any kind. Extremely lethargic, he is hard to rouse, but nearly impossible to calm down once he's been riled up. Spiney has yet to learn to read and write, as some other hybrids can.

DENIZENS OF THE DEEP CITY

The Skerri living under Pacific City are possibly the last of their race, kept alive by Sleep Shells that regenerate them and give them prolonged life. The rest of their kind dwindled long before the discovery of the Shells, and long after the end of the Mariner Empire, which the Skerri usurped hundreds of thousands of years before.

The Skerri largely kept to themselves before they launched a war against the Mariner Empire long ago; they preferred the ocean floor and its solitude, surfacing only long enough to trade with the Feral Witches of the North, ocean trinkets for the witches' spells and black magic. Soon their dependence on magic was frightening, and so too grew their desire for more than the quiet treasures of the bottom of the sea.

After setting the Sea Star god-beasts against the Mariners, the Skerri took the great cities as their own. Lacking the skills and natural intelligence of the Mariners, however, their reign was short-lived. The Skerri race would have completely disappeared if not for the discovery of the Sleep Shells that prolong life and provide needed evolutionary mutations. No one knows where the Shells originated from, but Doc surmised that they belonged to some celestial travelers at one time, acting as pods that allowed their inhabitants to better withstand the rigors of deep-space travel.

When an archaeological dig on the edge of Pacific City yielded artifacts from the Skerri and Mariner civilizations, a young couple, with their ten-year-old daughter, Skye, in tow, began excavating for more treasures of a lost age. What they found was the immortal Skerri tribe, who attacked and devoured the husband-wife team of scientists in a frenzy of fright and surprise at being discovered in their hidden city, but balked at eating little Skye. They calmed down some, and were transfixed by the little girl and her pet centipede. There was something special about the child, an empathic quality that they picked up. She was human in appearance, but Skerri at heart. This newly orphaned human would become a sort of mascot, and later, their beloved master. She too would slumber in the Sleep Shells, and the effect would stop the aging process and give Skye traits well suited to a subterranean lifestyle: enlarged ears, infrared night vision, pale thickened skin, and other attributes brought about by the Sleep Shells' uncanny ability to mutate and "improve."

But Skye missed one thing so badly that it nearly drove her insane — her parents. She desperately wanted them back. After several decades of still being a child, her hunger for parental love finally snapped her mind. By the time Doc Horror stumbled onto her, she was convinced that he'd come to be her new father, not to mention help in her plans to exact revenge on mankind for leaving her alone in the dark for what seemed an eternity.

After the Nocturnals foiled Skye and the Skerri's plans, Skye disappeared back into the labyrinthine Deep City with her remaining Skerri friends. Her whereabouts now are unknown, but she is certainly plotting some kind of comeback.

MARINER GHOSTS AND THE SEA STAR

Whether the Mariners were an evolutionary dead end or victims of genocidal war is not clear. But their legacy survived in Starfish's genes, surfacing only when the angry Sea Star rose from the depths. This creature was seldom seen in recorded history, a leviathan that might have caused great destruction if not for Starfish's awakening to the powers lying dormant inside her, allowing her to communicate with the sea god and pacify its anger after several millennia of slumber.

In an age before man's primate cousins began walking erect, the Mariners ruled the coastline and the seas, when there was much more ocean and much less land. The Mariner Empire endured the continental drift that separated Pangaea and caused the sinking of Atlantis. The Mariners befriended the Sea Stars — great beasts that once numbered in the thousands, who slowly died out as their world changed and reshaped itself. These creatures were worshipped as gods by some and demons by others, but were, in reality, friends to Mariner kind. The Sea Stars helped build their mighty underwater cities, and protected them from warring neighbor species that never learned the art of communicating with the Sea Stars by projected thought. This symbiotic relationship between the amphibian men and the dwindling leviathans lasted for a hundred thousand years or more. There were great stretches of peace and prosperity, and an Age of Wisdom endured for much of this time.



The Mariners themselves began to evolve into a peace-loving and pacifist race, with few or no enemies worthy of the might of the Sea Stars, one for each Mariner city across the Earth. Then a rival species, the Skerri, nomadic crustacean dwellers of the ocean floor, jealous of the Mariners' power and relationship with the Sea Stars, began to experiment with ways to shatter the bond between the Mariners and their Sea Star allies. The Skerri had long dabbled in the black arts of the Feral Witches of the Arctic, a separate race of sentient werewolves who worked in magic and spells. The Witches traded the secrets of their sorcery to the Skerri in exchange for treasures and wonders the Skerri had taken from the ocean floor. The Skerri used this magic to rouse the Sea Stars into a fury so blind, the beasts scarcely realized they were attacking their Mariner allies until all but a few of their cities had fallen. The Mariners, not recognizing the Skerri treachery, accepted their help in a war against the Sea Stars. The Sea Stars were all but wiped out, after which the Skerri easily conquered the trusting Mariners, massacring most of them and enslaving the rest. The Mariners were forced to rebuild their cities to conform to the Skerri's wishes, adding steps and carving out tunnels to the surface the Skerri were so eager to explore in hopes of conquering the creatures on land.

But the Skerri didn't know how to maintain a society as the Mariners had. Their numbers shrank over time, until there were only a few pockets of them left in the ghostly cities of the Mariner people, who had by this time passed into extinction. The Skerri discovered a way to prolong their lives artificially; they no longer needed to increase their number, just endure the coming centuries.

The Mariners had left behind a small legacy — a handful of five-pointed star stones — talismans with the power to channel the focus of an angry Sea Star, for a few remained, dormant at the ocean floor, waiting for a distant time when they might awaken and rejoin the Mariners in a new age.

The Mariners as we know them in Pacific City — with the exception of Starfish, who is, at best, a close evolutionary cousin — exist as spirits who sleep in the death urns they were interred in ages ago, and who haunt the Skerri race, waiting for the time when their descendants will come to avenge them and end the Skerri reign. They stand about five feet tall and are pale yellow or blue, but are largely invisible to all but Starfish and Eve. The Skerri cannot see the Mariner ghosts, and the ghosts can communicate with only two people: directly with Starfish, and indirectly with Eve. They have been known to inhabit Eve's toys, but never for long and only in time of need. They are harmless shades, helpful in some instances, having saved Starfish's life once and looked after Polychrome's stunned form in the caverns of their underground city.

HELIOPOLIS

Heliopolis is somewhere between Pacific City and Pharaoh City, located on a backcountry road traveled more by farmers and drifters than anyone else. If Eve and the Gunwitch hadn't gotten lost on the way back to school after Thanksgiving, they'd never have stumbled onto it. It boasts one diner, one market, one jazz club, one hotel, seven churches, a cemetery, a school, no police station, and no sheriff's substation. Heliopolis is a throwback to another time, a town steeped in the traditions of the Old West. The rules are simple – the weak stay out of the way of the strong, and hope they don't get noticed. There are no heroes in Heliopolis. They just don't last long, and they surely wouldn't want to stay in such a dreary place, despite its name. To quote Cookie, who owns the diner, "Heliopolis is a dying town. It's been dying for over a hundred years, and will continue to die for another century at least."

It is also a town owned and run almost completely by a vampire clan.

Cookie

The closest thing Heliopolis has to a mayor, Cookie runs the diner. His specialties are the ice-cold root beer he makes on the premises and the french fries he gets out of the freezer. Cookie has one employee, a dishwasher, who got the job because he doesn't drop dishes and can handle a scattergun. Cookie is pretty well up to date on the town's secrets, and has the respect of the townsfolk, both living and undead. He owes no allegiance to the Vampires, but they leave him be just the same. He's usually the first to get news from out of town, and the first to greet passersby and warn them to get back on the road out before sundown.

The Goodnight Clan

Before there was a town, there were the Goodnights, a coven of aristocratic vampires from Europe. They chartered a vessel to North America and hired a convoy to take them out west, long before the white man had thought to cross the Mississippi. The idea was to get as far away from civilization as possible, and build a place of their own. Long after the convoy died or became food for the Goodnights, they found a valley overlooked by a mountain full of caves. The Goodnights made the caves their home for over a century. When white men came, the Goodnights told them they could stay, but that the valley was their property. They helped the men build a small town, and once the men and their families were settled in, they slowly made them aware of whom their landlords were. Most folks stayed, but they built a lot of churches. The Goodnights didn't mind. They had an agreement with the locals to prey only on strangers and criminals. There were plenty of those, and the people had their churches, so they felt safe. Life went on peacefully for over a hundred years. And the next hundred looked to be shaping up pretty good too.

Lady Goodnight

The Lady is Lord of Heliopolis, and leader of the Goodnight Clan. She is cold, deadly, beautiful, and cruel. She has lived for centuries in hope of a better world for her kind, and for the day when she would be mistress of more than a small hidden town. Lady Goodnight is a powerful vampire Lord. She knows the old spells and rituals and the ancient history of the vampire race, and she knows how to play her brothers and fellow Bloodless (vampires) against each other, to get what she wants. She is cunning, ruthless, and the princess of liars.

She sees the townspeople as her slaves, and feels a small amount of affection for them, much like a farmer loves his livestock.

Tallow

This tall scarred vampire, the oldest brother of Lady Goodnight, is the town enforcer. Tallow is cunning, smart, and talented at guessing his opponent's next move. He has no affection for the citizens of Heliopolis, and was the first to suggest dipping into them for sustenance when fresh blood got scarce. Tallow is the closest thing to a sheriff Heliopolis has, which isn't saying much at all. At least he's willing to protect the Heliopolis flock of humans from any interloping Bloodless. Tallow is the kind of character who can walk into any situation in any town and figure out a way to chisel himself in. In the interests of survival, he is a



winner every time. His only weakness is loyalty to his sister and to the survival of the clan. While Tallow surely knows he was made for better things, he could never walk away from the family, even if it meant his survival. In many ways, for a cold-blooded, murderous night thug, he's too good for any of them.

Wicke

Wicke is the youngest of the clan, and doesn't remember the early days much. He knows that his family was once a noble clan, and that now his sister and brother hate each other. He knows they don't know he loves them. He keeps it to himself, telling himself always that it's a weakness to love, to care. Like his brother Tallow, Wicke is loyal to a fault. Wicke, too, is doomed by his bond to his sister. He knows full well she would sacrifice them both if she would gain from it. So far, she's needed them, and it's the only reason they've survived this long – also, she could never find anyone good enough to kill them. But Wicke's love in the face of treachery and guile is what makes him who he is: a vampire, possessing what approximates compassion and restraint in his kind, the closest member of the clan to their late sire's temperament.

Fang and His Boys

Fang is one of those Bloodless who call no place home, the nomadic vampires who don't plan for tomorrow and don't carve out pieces of the world for themselves, because they think the whole world already belongs to them. To Fang and his boys, it's all theirs for the taking. Fang began life in Texas, where he was seduced and turned by a Spanish vampire duchess visiting from Europe. She wanted to take him back with her, but was killed by the locals after several of her young men and women began feeding on their family members. The duchess had made a glutton of herself and stayed in one place too long. Two of the first lessons Fang got in being a successful vampire were: Don't be greedy, and keep moving. He lived that code for decades, amassing a gang of powerful and tough hombres around him, but none tougher or smarter than Fang himself. Years later, when he met lady



Goodnight for the first time, he told himself he was smart enough to tame her – that he was tough enough not to fall for her like so many of her lovers had in the past. In the end, she was too much for him. If not for his nomadic code, he might have stayed with her and been ruined. But he managed to stay away, returning to her once a year, and moving on when he felt her gravity pulling too forcefully.

Fang is a fair leader, but rules through ferocity and intimidation. He'll rip a subordinate to shreds to make a point. His are a different, coarser breed of vampire than the Goodnights. While the Goodnight clan prides itself on a certain civility and style, Fang and his men respect the power of bloodshed and brutality in a hands-on fashion. Fang's bike club has never been through Pacific City, having gotten wind a while back that the place was bad news. He's purposely never mentioned it to Batts, knowing full well that Batts would have to check out a place rumored to be was too hairy for even the toughest of the Bloodless.

Batts

Fang met his right-hand man in Texas, during a fire in the mid-sixties that ate up almost all of Laredo. It was set by Batts to cover his tracks after a bank robbery. Fang was cooling his heels in the local cemetery, and Batts stumbled over him in the dark. They fought for two hours until Fang got the upper hand. Batts surrendered, and their Alpha-to-Beta relationship hasn't changed much in over 40 years.

Batts is considered the prince of the nomadic vampires, a legend among the Bloodless. He earned his reputation through ferocity and the sheer number of his kills, particularly in the area of law-enforcement personnel. Batts has killed police and FBI in nearly every state in the union, and terrorized Mexico's organized crime taskforce. He has tasted the blood of secret police in Moscow, Swiss bankers on holiday in Greece, and French prostitutes dining on the banks of the Seine. He once drained an entire orphanage in Utah on Christmas Eve, and capped off New Year's Eve by kidnapping the daughter of a senator and draining her on the steps of the capital. Fang encourages this vampire bravado, because many times Fang himself is credited with Batts' feats, an impression he's never tried to correct. The Nation of the Bloodless won't admit it, but they admire Fang and his crew, thought openly they censure their overt violence. Fang's code to not be wasteful is the only thing that keeps him from joining in Batts' rampages. Batts has always been secretly jealous of the attention Fang lavished on Goodnight, and has contemplated murdering her on many occasions. He's seen how she manipulates Fang, who is like a father to him, and he has nothing but hatred for the Goodnight Clan.

Nitocris, Mother of Vampires

Nitocris was one of the few women to become Pharaoh, and the only female vampire to rule Egypt. Before her rule came to an end, she avenged herself on her enemies by letting the waters of the Nile into her palace, drowning an entire roomful of gathered plotters. She then took her own life. Thousands of years later, her remains were uncovered. Her mummy became part of an exhibit that traveled the globe until it was hijacked by the crazed Reverend Sage, who was bent on ridding Heliopolis of the Goodnights forever. Nitocris eventually wound up in the hands of Lady Goodnight, who brought her back from the beyond in all her vampire-queen glory. Nitocris is the closest thing to a goddess in the Nocturnals' world. She is ultra powerful, and though it's possible to put her down, she's never down for the count: As long as her bones remain, as long as her head is attached to her body, she can be brought back from the world of the dead to wreak havoc in the world of the living. All it takes is the right spells and offerings, and she's back. Nitocris is seen as a threat to the nation of the Bloodless because she has no compunction about killing vampires. The Bloodless would help and reward any group, human or otherwise, that would hunt the vampire queen and destroy her.

Nitocris is weakest after she has tasted flesh; she's harder to kill when she's a mummified rock-hard bundle of dried sinew and bone. She's easier to hack into in her flesh state, and susceptible to the beetles the Goodnight clan bred in their basement, which eat the flesh of the undead.

Tsukiyo, Vampire Hunter For Hire

Her name means "moonlit," and she's the most lethal warrior the vampire world has ever known. Tsukiyo trained since infancy to kill the undead. Both her parents killed vampires for a living in rural Japan, later moving to Europe and the U.S.



to continue that mission. She was a teenager when they died at the hands of an army of Bloodless who ambushed them in Cleveland. Since then, she's taken on any job that will give her the chance at killing vampires and getting rich. She knows the odds are against her unless she can retire early. Since the death of her parents, her sense of duty has waned. It's a lonely life. She's been nearly killed or drained so many times that each job brings her closer to retirement or death, and she feels the weight with every vampire she kills. Tsukiyo's swords are ancient, demon-cutting blades lined with silver, especially effective in killing vampires. The Bloodless would love to get their hands on the blades, as there are only a few like them left, and they are very lethal to their kind. A heart-strike isn't needed to kill with these blades, and they don't need to stay in the wound like a wooden stake.

Reverend Sage and Clarissa

The Reverend who made his play for the Nitocris treasures did what he could to fight the Goodnight Clan and rid the town of them, but he ended up a ghost for his troubles; he will spend the rest of his daughter's life watching over her. The Goodnight clan once kidnapped young Clarissa Sage after her father was killed by Tallow, who was badly burned by the Reverend. Lady Goodnight treated Clarissa well (even if she was planning on offering her up to Nitocris), but the effects of living with undead demons took its toll on the little girl, and she has never come back completely from the ordeal. Her only comfort is knowing her father is always with her, listening to her sing and play. She dreams of a day when all vampires are dead. She waits for the day when she will grow up and accomplish this thing her very self.

NATION OF THE BLOODLESS

The world has many vampires, enough to go to war with humankind, and possibly wipe them out for good. But the Bloodless prefer to stay hidden and secret from humanity. After all, humans are food for the Bloodless, so it's better to stay in the comfortable darkness and strike at them in the quiet arms of night. It's the way of this nation of creatures, the way they've operated for millennia. It's why they frown on biker gangs like Fang and his boys, and why they frown on vampires killing other vampires. They are dedicated to preserving their number and keeping the legacy of the vampire a legend and not a news story.

The nation employs its own security force, dedicated to keeping the status quo and protecting the species from discovery or attack. These vampires are true hunters, of either mortal or undead, and once they've targeted you, you'll never hide from them forever. The only entity they've failed to locate is the creature once known as Vlad Tepes, the Impaler who is called the king of vampires. The nation doesn't officially recognize this vampire lord's existence, but secretly searches for him. So far, they haven't turned up a single clue. The Nation of the Bloodless has a chapter in every major city in the world. They encourage their brethren to keep a low profile, but at the same time, discourage them from passive forms of procuring blood, such as blood banks and the pigs' blood sold by butchers and slaughterhouses. They do not recognize pigs' blood as actual sustenance, endorsing only freshly drained human blood.



THE HIDEOUS LEAGUE AND UNKNOWN CITY

In a secret world on a hidden plane far from ours lies Unknown City, a place where spooky is the norm, and ugliness walks hand in hand with creepiness. The skies are dark and dreary, the buildings slanted and gloomy, and cemeteries dot the landscape in place of neighborhood parks. If Pacific City seems a cursed city, then Unknown City is the shadowy cartoon exaggeration of it. In this town, there are no safe havens, no peaceful resting places other than gravesites, the living wish they were dead, and the dead don't stay that way for long. This is where the Hideous League calls home.

The Hideous League are the deranged and monstrous heroes of Unknown City – the champions of all things weird and ugly, distorted and grotesque. These upholders of the unnatural look out from their Hall of Hideosity, where the detritus of a thousand vanquished super-foes litter the corridors and morgue chambers.

The Hideous League may, at times, seem a sort of laughable group of weird heroes, which they are for the most part. But their world and powers are very real, and they wouldn't be fun to tangle with. The Nocturnals nearly fought with them once, and the League backed down, but they could just have easily attacked Doc and company and caused major damage. Luckily, the Hideous Leaguers really do have the best intentions at heart. The Nocturnals could find them useful allies in a conflict where the undead were involved. The League can easily survive on Earth, but they'd stick out like a sore thumb. They have no interest in keeping a low profile, and would most certainly call attention to themselves enthusiastically.

Captain Creep

The leader of the group, Creep is equal parts resurrected monster and champion of justice. The power of his hydraulic crab-claw hand and hypnotic eyeball medallion are matched only by his ability to transport his big clunky body with the power of flight.

The Mist

The oldest member, the Mist is the father figure of the group, a wise and fair-handed spook whose body is made up of fog trapped in superhero tights. The Mist can squeeze through any crack or keyhole, and his fog-producing powers can disorient and effectively blind an opponent.

Tombstone

This grave-faced avenger is quick to anger and can hold a grudge in his stone heart forever, if need be. Tombstone's power lies in his gravelly voice, which he can pitch in tune with the chalk-board screeching of his long claws to make his foes run in terror or shiver to death. Tombstone is also capable of turning his enemies to stone temporarily with his "petrifying gaze."

Graveyard Kid

This spunky teenage ghoul in training has a nose for the dead, and can find a body no matter where it's buried or hidden. The Kid also has a sixth sense that allows him to spot those who are about to die. He's a faithful sidekick and one day hopes to have a seat on the Council of Hideousness.

Nethergirl

After her demise at the hands of Doctor Formaldehyde, who then embalmed her, this bewitching necro-beauty queen returned stronger than ever. Her "Witching Voice" can stop a fiend in his tracks, her willing swain. Her kiss can raise the dead or kill a living man on the spot. She also packs quite a right hook.

Devil Lantern

Once upon a time in Unknown City, the Hideous League was led by one they called "the Devil Lantern." The Devil Lantern was a force for good, or at least what passes for good in their world, until a tragedy cursed the Lantern and cast it from Unknown City. The Lantern was in love with Nethergirl, who possessed such necrophilic beauty that the Devil Lantern was bewitched. Its efforts to win her love drove her out of the group and into the hands of their archenemy, Doctor Formaldehyde. The rest of





the League never forgave the Lantern, and it was cursed, forced to live the rest of its existence as a plastic, battery-powered toy lantern. The Devil Lantern was cast out of its dimension; it wandered from one world to the next, causing trouble wherever it went, tempting the unsuspecting with its devilish wishes – until it came to Earth. The Lantern crossed paths with the Troll, who didn't fall for its tricks. Recognizing the possessed toy was trouble, the Troll left it at the bottom of a hoard pile. The Devil Lantern did no mischief until Evening Horror found it; after a wild Halloween Night's journey from one world to the next, she finally and pragmatically removed the Lantern's batteries, effectively neutralizing the imp.

Since then, the Lantern is so intimidated by Evening and Doc that it not only keeps its mouth shut, it stays out of trouble at all costs, which means abandoning those who might find themselves in a mess. The Lantern can't be depended on, and though its wishes are powerful and may be the stuff of wild adventures in worlds beyond our own, he's a big pain in the ass who should not be trusted. Only the very wise and experienced should communicate with or seek help from the Lantern. Generally speaking, crossing paths with the Devil Lantern while not in the company of Doc or Eve should be taken as an ill omen.

The Lantern always has an agenda in mind when offering a wish. Usually it tries to get back to Unknown City, where it hopes to get back into the good graces of the Hideous League and Nethergirl. Whether or not the League would be willing to take back the Lantern is anyone's guess, but the Lantern needs the wisher as an unsuspecting accomplice if it is to engage its power to travel interdimensionally.

PHARAOH CITY AND THE NIGHTSHADE SCHOOL

Pharaoh City lies due East of Pacific City, nestled in green hills on the banks of the Crab River. Its citizens are largely in the business of tourism, as the majority of its population is seasonal residents. Golfing, skiing, and river rafting are only a few of the activities in this vacationer's paradise.

Visitors have little time to take close notice of the peculiarities of Pharaoh City: the moaning heard on empty streets in early hours of the morning, two-headed frogs, the way the locals seems to disappear before the last rays of the sun wither. The trees rush to fall colors in August and the summers grow cool and overcast with amazing speed after Labor Day, as if the countryside were just waiting for the last tourist to go back to the big city...

And few take note of the little private school on the outside of town, the Nightshade School, home to special kids who only come out at night to attend classes, play, study, and dine. There are never more than a dozen of these students, and they have just three teachers, one of whom is Mrs. Nightshade, the headmistress. Mrs. Nightshade is a 300-year-old vampire widow who has taken a vow not to hunt humans for sustenance; instead she spends her nights expanding the minds of children who simply don't fit into any other school by virtue of the fact that they are all monsters.

This is the school Evening attends nine months out of the year. She returns home on holidays and weekends. In the beginning, she traveled by train or with the Gunwitch, but since then, her father has given her a custom-tooled gateway device set to take her, and only her, to the Tomb.

Mrs. Nightshade appears as a pale, raven-haired woman of 25. She is very petite, not at all imposing in stature, but holds the children's respect and attention with an inner power that doubtless led many a victim to their doom in her less lofty-minded days.

Mrs. Nightshade loves to kid her students, "I have over 300 years of experience to draw from, children. If you can think of one teacher more qualified to teach History, I'll gladly hire that vampire and switch to teaching Home Ec."

When the kids aren't studying or in class, they tend to sneak out a lot and haunt the town. There are as many supernatural happenings in Pharaoh City as in Pacific City, and Eve and her pals have a penchant for getting mixed up in them one way or the other, with the visiting menace usually heading for parts unknown. Eve and her pals are always back in bed by sun-up, however, and as long as everyone keeps their grades up, Mrs. Nightshade turns a blind eye.

Ector

Ector's parents died of old age. Ector watched it happen, Ector died young – eight, to be exact – and spent the next 64 years watching over his parents and siblings, never alone, but always lonely. Mrs. Nightshade found Ector in the condemned family home, sinking into the marshy soil of rural Mississippi, decades after his parents' death. Nightshade brought Ector to her school, and Ector was introduced to the *feeling* of family, not just bearing witness to it. Ector possesses normal shade abilities, but is incapable of becoming fully solid and tangible like Polychrome. He can lift objects, but can't feel what he touches. And like all ghosts, Ector can move through solid objects, become invisible, and float.

Peeper

Peeper's parents are human and hybrid, and she is one of the first of her kind. As far as she knows both her parents are dead. The last time she saw her human mother, Peeper was being hustled off to her room in the dorms. She was five. Peeper shares a bathroom with Eve, and the two get along well. Peeper's best friend is Ector; they arrived at the school the same week.

Lerk

Lerk's parents are Scottish bog monsters, or "Peaties," and Lerk is a sort of experiment in monster foreign exchange. Lerk came to the Nightshade school in the U.S., and one of Nightshade's students, a moth girl from the East Coast, went to the Highlands. Lerk is a bog monster – that is, he's equal parts mammal and amphibian. His parents dote on him, but wanted him to spend less time in the peat bogs and woods of their ancestral home, and more time seeing the world. The result is a six-foot tall teenager who loves heavy metal, astronomy, and Japanese food, and is obsessed with Star Trek reruns. Lerk has a droll wit and charm that takes some time to surface, and he is somewhat self-conscious about his size, but not his looks. "I'm told I'm quite handsome for a Peatie," he's fond of saying. Lerk is expected to follow in the family business after seeing the world: Like his father and grandfather before him, he'll stand in doorways in the village on weeknights and scare the pub crawlers back into their homes. Lerk has other plans after graduation, vowing to become road manager for AC/DC.

Eliza

A bright and outgoing girl, Eliza was born to human parents, but came out looking like a reptile. She was put up for adoption, spending the first five years of her life in orphanages and foster homes, before one of the families sold photos of her to a tabloid. The government stepped in and Eliza was scheduled to be sold to Halcyon Labs. She escaped and was later befriended by traveling vampires, who brought her to Nightshade.

Lupe

The youngest son of a family of trapeze artists from Argentina, Lupe was born with hair all over his body. No dog-faced boy is Lupe; he's the real deal. His entire family is wolf people. Not to be confused with lycanthropes, Wolf People cannot turn "human," nor do they become werewolves. They either look like wolfish people standing on two legs, or they change into wolf form. Lupe doesn't like wolf form, and asked to go to private school instead of becoming a trapeze artist, because he suffers from vertigo. His family hustled him off to the Nightshade School. Lupe spends winters in Argentina with his family, but stays on the ground. Lupe is extremely agile and fast. He is loyal and friendly, but very territorial and conscious of his standing in the classroom and in the social group – all normal behavior for his kind. As a wolf, he is twice as strong and fast, but loses the power of speech.

Flapper

A shy vampire boy who prefers the form of a large bat, Flapper tends to revert to human form only to play the cello, violin or read. If he can do it as a bat, he'll stay a bat. In his human form, he needs glasses and is pretty bored about the whole vampire thing. He gets along well with his mother, but he doesn't relate well to his father. He has several siblings; as the youngest, he is constantly being teased for having the least amount of experience, a quality vampires tend to respect more than intelligence.

DRY MARROW AND SHERIFF WITHER HADES

Wither Hades was elected to the office of Sheriff of Dry Marrow, a town of zombie "deadpokes" somewhere in Purgatory, for one reason: He was fastest on the draw. Hades rules Dry Marrow and Zombie Purgatory with a hail of lead and breath so bad it melts paint chips. As Sheriff Hades is fond of saying, "There's only room for one rattler in this town," and he'll make sure it stays that way. The Zombies of Dry Marrow are a quiet bunch for the most part, but will draw down literally at the drop of a hat.

Strangers and newcomers are not unwelcome in Dry Marrow, but they need to be wary of the locals' fickle and tenuous grasp on calm and reason. Any gesture or word can be taken the wrong way — as happy as they are to see visitors to their little corner of Hell, they're spoiling for a fight. The only thing deadpokes like better than picking a fight with a stranger they've just welcomed is siccing Hades on them, or joining a posse led by Hades to hunt down some poor lost soul.

Purgatory is a zombies-only plane. Mortal flesh decays instantly there, and living persons would not be advised to visit. If a mortal were to find herself in Dry Marrow, she may as well accept the place as her new home, unless she wants to return to the physical plane as one of the undead. The only Nocturnal who might want to visit would be the Gunwitch, who definitely has a score or two to settle there. Hades nearly bested the Gunwitch once, after the townies falsely accused the Gunwitch at cheating at cards. Hades filled Gunny with lead, sure enough, but took his eyes off the Gunwitch long enough to regret it. Wither Hades ended up picking up his own pieces in the street, while the Gunwitch found himself transported to Zombie Hell, which happens to be the North Pole, luckily enough for our undead hero.

HEELA THE SAVAGE QUEEN AND THE AGE OF ICE

The Age of Ice is a time on a distant plane where sword and sorcery rule. The queen of its champions is Heela. Her world is barbaric, cruel, and unfair to women. It's also a terribly romantic world that Eve has read about in a series of fantasy novels; her imaginary hero is a living, breathing person in another reality. Eve's run-in with the Devil Lantern brought her to Heela's frosty world, where Eve helped rescue the queen from a tentacled ape. Eve also gave Heela advice on a lame jerk Heela was about to meet in her next adventure. Heela is a bit too much like the clichéd, scantily clad she-devil with a blade, but she has her moments — it depends largely on who is writing her adventures and how far along she is in her chronicles. She's purely heroic and instinctive, and quite an accomplished warrior. She is immensely strong, has a strong natural defense to sorcery, and worships the chaotic goddess Mur, who occasionally intervenes to help her out in a pinch.

Heela is a striking creature: six feet tall, with endless tresses of flame-colored hair. She wears black armor with a tattered cloak, carries a huge black sword, and seems oblivious to cold. She lives to kill demons, since her entire royal family and their realm were burnt to a crisp by the Many-Pronged Lord of Chaos, a plague of Lovecraftian beasts from the bowels of their planet. Orphaned, homeless, and nearly the last of her kind, Heela wanders the hostile Age of Ice looking for Lords of Chaos to slay, and maybe, just maybe, someone nice to share an Empire with. She seems to have no natural defense against the manipulative male. Heela tends to get into more trouble on her own, and is better suited to being part of a team, where she's a loyal and dependable team player, if not too trusting at times. If Eve could ever talk her father into finding Heela's Ice Age world, the savage queen could find plenty of trouble for herself in Pacific City.





WHISPER

The youngest member of the Circle of Night and newly appointed key mistress, Whisper is one of 13 white witches charged with the task of binding restless evil seeking to escape Hell and wreak havoc on Earth. Recently, their coven was infiltrated when their elder member took sick and died after a nasty fall down a flight of steps. A 13th witch was recruited, but this new member turned out to be a saboteur. As Whisper is the youngest, and the only one really fit to travel, it falls to her to track the evil spirits they had locked down for over a decade. Whisper is normally a pleasant and resourceful young girl. Though recently struck blind in a struggle with the infiltrating 13th witch, she can use spells to 'see' in ways only a blind witch can. In many ways her handicap is a boon, though it may be temporary. Whisper and Eve have met only once before, and did not get along. Whisper found Eve hard to understand (she isn't a witch or is she?) and Eve found Whisper, "way too stuck on herself." Whisper has great potential and an excellent command of white magic.



DETECTIVE HARDESTY- REVENANT COP

It was the 1950s. All the major papers ran the story: against great odds, LA County Detective Hardesty, held the honor of putting the notorious criminal mastermind behind bars. The Feds couldn't do it. The cops were helpless against his reign of terror and sway over the LA underworld. But it was Hardesty who collared Rictus and later would have the satisfaction of seeing him fry in the electric chair. But an idle boast and an aging fortuneteller in Hollywood sealed his fate to Rictus forever. While hot on Rictus' trail, following the apprehension of several members of Rictus' gang, Hardesty drunkenly boasted to the papers that he would catch Rictus single-handedly. That night, a fortune teller in Arcadia approached Hardesty and offered him a way to make good on his vow, if only he would promise to sell her something she was sure he didn't need. Hardesty entered into a blood pact with the palm reader, who unbeknownst to him was Rictus' mother. He caught Rictus a week later. A year after Rictus' execution, Hardesty slipped on a patch of ice during a trip to Reno, and broke his neck. Several days later, the fortuneteller tried to warn the LA police that her son was back, but she disappeared before the cops could question her fully. The next night, Hardesty climbed off the slab in the Washoe County Morgue, found his suit and began looking for Rictus again. This time he was doing it without a soul. Or a pulse. After the Circle managed to bind Rictus, Hardesty was able to rest as the dead should, but his soul resides in Hell. When Rictus and his new gang, the Murder, showed up in Pacific City, Hardesty showed up too, his cursed soul in a body much too decomposed for the task. Now Hardesty is a tough cop's spirit in a stuffed monkey's body, thanks to Halloween Girl, but a force to reckon with nonetheless. At least until the Murder is sent back to the Fires once again.

THE MURDER AND THE CIRCLE OF NIGHT

Somewhere in Hell, the Devil has a special place set aside for the really bad ones. The ones who are too bad even for that circle of Hell end up back on the streets, so to speak, wandering the Earth in search of victims for eternity. These spirits are virtually impossible to destroy and cannot die.

The Circle of Night is a coven of benevolent witches dedicated to containing these rampaging murderous super-undead. Each member of the circle is in charge of a necromantic containment field that keeps these bogeymen in the ground. Without the Circle's "key mistresses," any number of evil spirits would be free to kill, maim, and torture.

When one of the girls, a blind teen witch named Whisper, was attacked by a stranger posing as a new member of the coven, the monsters she was charged with escaped. They are the Murder, a flock of crows set loose upon the Earth, a plague of bloodshed.

Rictus

This harlequin gangster and mass murderer ruled the 1950's Los Angeles underworld with a grinning death's mask and twin .45s. For a while, his specialty was to drive his victims insane by impersonating a leering demonic specter. Now he is a leering demonic specter.

Black Lizard

The Black Lizard has spent life hating himself and everyone around him. An orphan raised in a carnival sideshow, his reptilian skin and long lizard tail brought out the geek-curious for years. Twelve shows a night proved too much for the fragile boy's mind, and he snapped, engaging in a 30-year killing spree. Black Lizard's slaughter became the stuff of urban legends and tabloid rags, and it was long rumored that the only interruption in the murder of innocents was when the Lizard began taking money to kill prominent politicians and lawmen in the employ of the Mob. Black Lizard prefers blades to guns, and speaks in a reptilian hiss known to make the most seasoned of lawmen soil themselves. Clad in black leather from head to toe, the Black Lizard is an imposing sight.

Pitchfork

On the eve of his execution by the state of Georgia in the late 1950s, Jay "Pitchfork" Hawkins was said to have uttered, "I was born a hayseed, that's for sure. But I'll die an American, and none of y'all can take that from the Pitchfork." It's documented that the night they dragged him to the electric chair, it took seven death row guards to put him in it. He did not go softly into that good night, but on the first anniversary of his execution (which also happened to be his mother's birthday), the Pitchfork Killer rose from his grave in the vagrant's cemetery, wrapped a tattered American flag over his rotting face, picked up his namesake farming tool, and went back to killing folks. Pitchfork's voice is rarely heard now, thankfully. It's a Southern rasp, the drawl of the dead. He wears bloodstained overalls and a straw fedora, and has a habit of leaving strangled animals at the scenes of his crimes. He seems to have no shortage of pitchforks, leaving them in every victim — most likely one of the perks of being an evil spirit.

Headhunter

Whether this gaunt, harpoon-wielding cannibal is an evil incarnation of Melville's heroic pagan whale-hunter or some crazed copycat, it matters little. This is one evil son of a bitch, a heathen with a taste for flesh who won't hesitate to kill anything he can target with his harpoon or long knives. Headhunter's killings began on fishing and whaling vessels in the late 1800s, when, over the course of a decade, 13 boats on both coasts of the U.S. floated into harbor without a single man left to tell the tale. The captain and first mate were always missing their heads. The killer was cornered on board a whaling ship off the coast of New Bedford, and forced to jump into shark-infested waters. The crew reported that the man was "greedily consumed" by the sharks, and that was that. But stories persisted well into the 20th century of the headhunting pagan who had a taste for whale meat and the blood of seafaring men.

Headhunter wears a stovepipe hat and sea coat, and carries an antique harpoon. The heads of some of his victims dangle from his rope belt, and his gnarled, ashen face and hands are covered with twisting tattooed figures. He only has one harpoon, and will retrieve it at all costs. In close fighting, Headhunter uses a sickle-shaped blade or a jackknife.





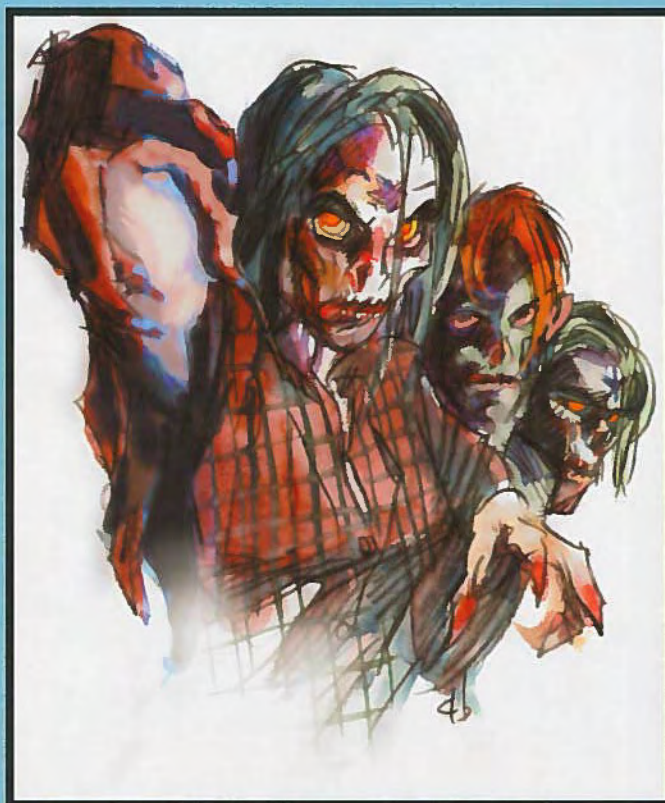
ZOMBIES

The undead are everywhere in the world of the Nocturnals. A few of them exist as resurrected warriors like the Gunwitch or Kane; many of them are humans whose souls were stolen by the Skerrl. Some inhabit the hills and swamps, pathetic creatures doomed by witchcraft or curses. There are two classes of zombies in the world of the Nocturnals: sentient and shambling. Shamblers, such as the victims of the Skerrl soul-stealing urn or the risen minions of witches like Keera, have little or no intelligence and act on instinct or command. These are relatively easy to defeat, though not easy to destroy, and have no chance of being saved – they will always be the walking dead, whether their souls are put to rest or not. No zombie gets to be human again.

Sentient undead, like the Gunwitch, possess intelligence and some level of self-awareness, but there's no introspection going on their heads – their minds are capable of little more than focusing on one goal or pursuit. In the case of the Gunwitch, that pursuit is the protection of innocents like Evening, and serving the will of Doc Horror. The Gunwitch possesses a modicum of free will, but not much.

Rictus and his gang of undead killers are similar to the Gunwitch, though they operate on the opposite end of the moral spectrum; they exist to do harm, kill, and serve the wicked who control their actions. Sentient undead may also go on quests to right a wrong, find vengeance, or recover something that has been stolen – including the undead creature's own soul.

Large-scale plagues of zombies have been recorded; numbers ranging from 12 to 100 corpses have risen in the wake of large-scale supernatural events that caused the seas to give up their dead or Hell to overflow. These zombie plagues don't happen often, but when they do, there's usually something far worse going on in town. In the case of the Skerrl affair, they were stealing souls to power a beam of spirit energy to wake a sleeping sea god. Other such events might be the opening of a portal to another dimension, like the doorway to the Crim world or the Spirit Plane.

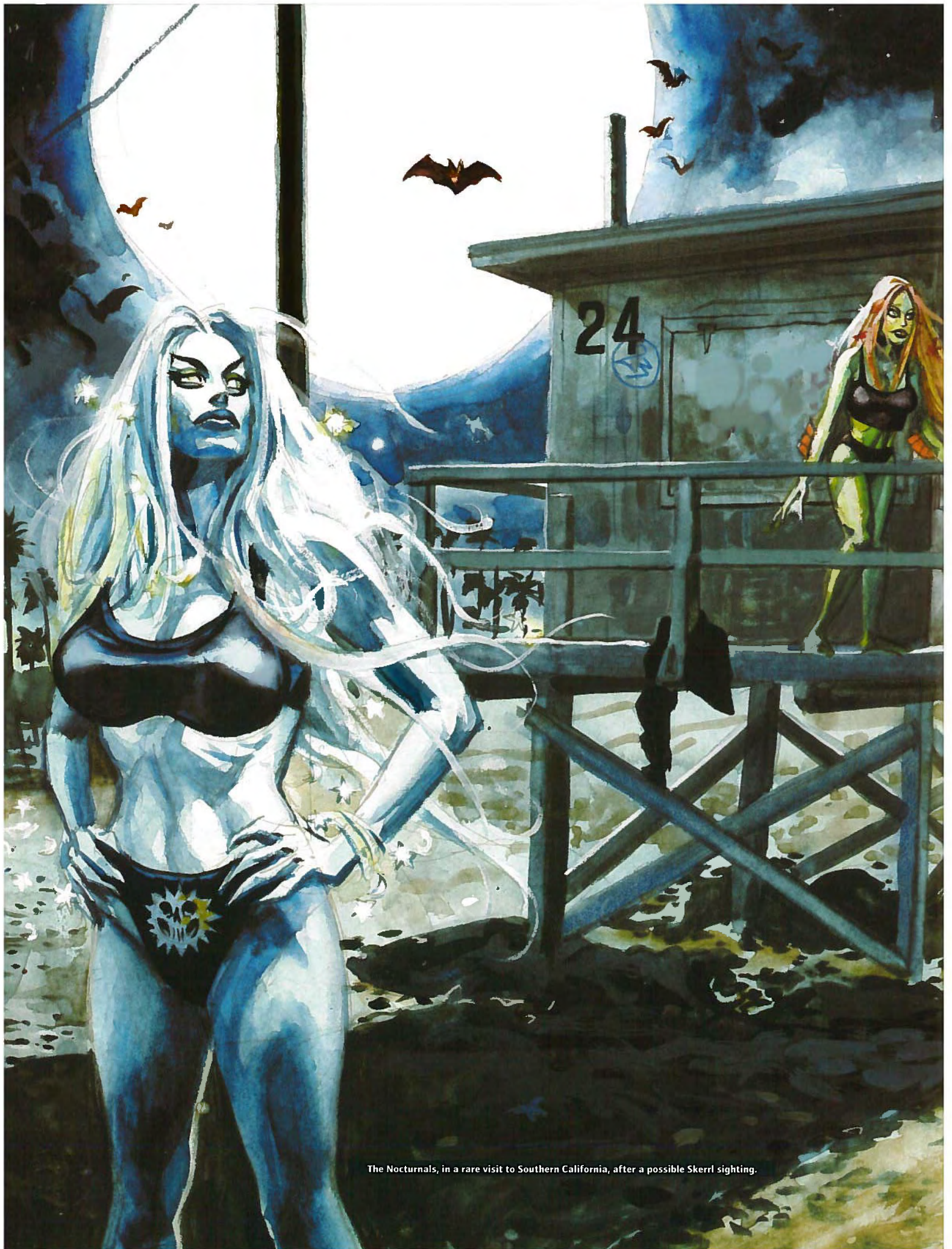


Late Night diners at Taco Hell joined by fresh zombies, victims of a Skerrl Lurker, by Tom Fowler.



HARTMAN

Zombie Insurrection, with Gunwitch quelling an undead uprising in a forgotten corner of Grimwood, by David Hartman.



The Nocturnals, in a rare visit to Southern California, after a possible Skerri sighting.



BRERETON
03



SPECTRES

BY DAN BRERETON









THERE.
HOW'S THAT
FEEL?



WEIRD.

IT TAKES
SOME GETTING
USED TO.



IT'LL NEVER
HAPPEN.

SO WHAT'S
YOUR STORY?

LONG.

WE HAVE
TIME...

"...I'M WAITING ON MY FRIEND."



MY COVEN
SISTERS ARE
TOO OLD TO MAKE
THE TRIP, SO I
CAME ALONE.

THE BRISTLING CAT INN
A HOSTEL FOR WITCHES

I'D PLANNED
ON REACHING OUT
TO YOU ONCE I'D
ARRIVED... BUT
NOT LIKE THIS.

The spell your
attacker used was
very powerful, Whisper.
I'm sorry I wasn't
able to restore
your vision.





"THEIR LEADER, RICTUS, WAS
ONCE A NOTORIOUS ARCH-
CRIMINAL. THERE ARE MANY
AMONG THE LIVING HE WOULD
REVENGE HIMSELF UPON.

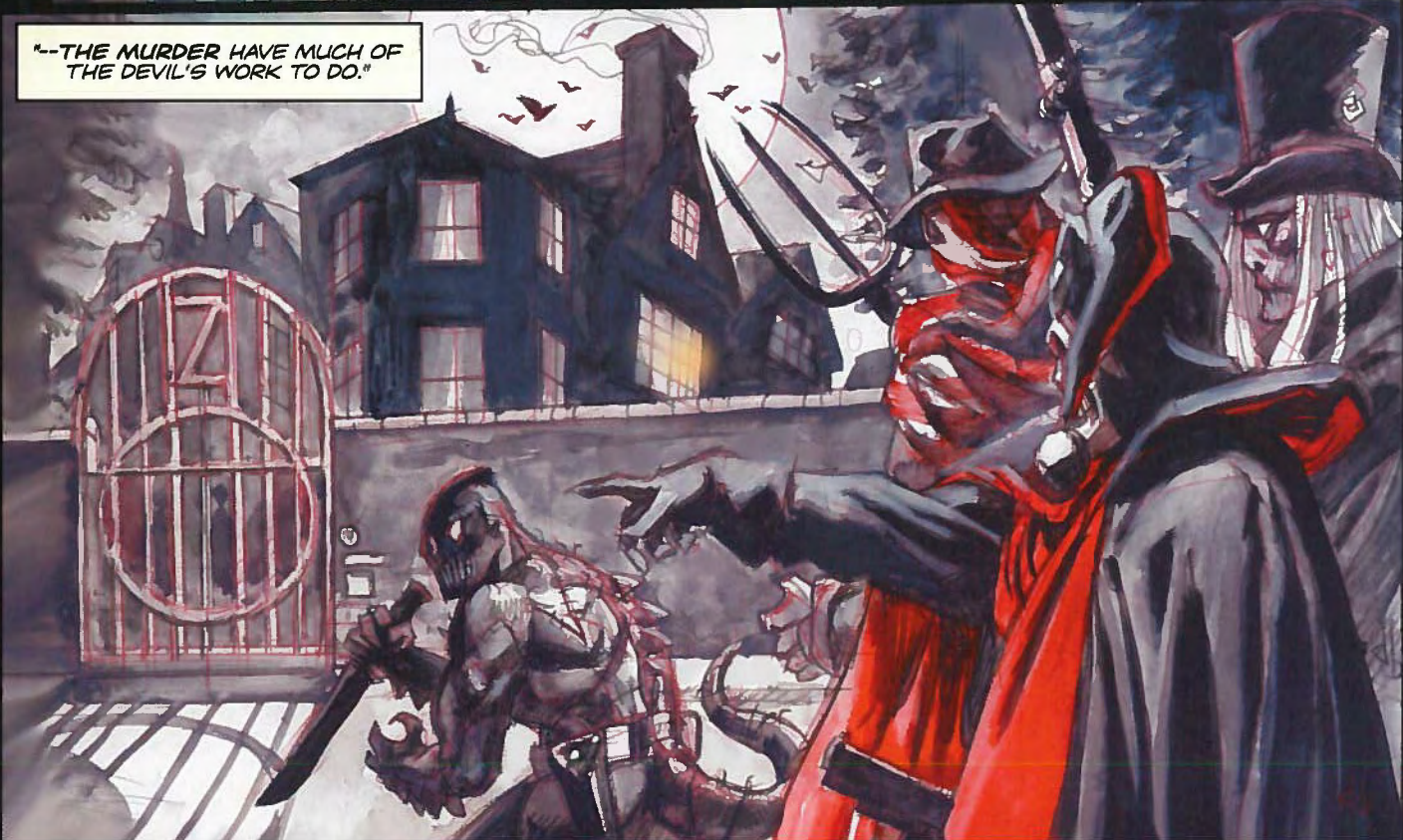
"THERE IS ONE SUCH
MAN IN PACIFIC CITY."

THE MURDER...
A CREW OF UNDEAD
SPECTRES JOINED IN
DAMNATION, EXIST
ONLY TO SPILL
BLOOD.



We can
protect him,
just give me
his--

--HIS NAME
IS NOT KNOWN
TO ME. BUT THIS
IS ONLY THE
BEGINNING...



"--THE MURDER HAVE MUCH OF
THE DEVIL'S WORK TO DO."

ZAMPA ESTATE

TAF

SIX
HUNDRED
CHANNELS.

SIX
HUNDRED
CHANNELS!

AND NO
JEOPARDY?

TAF
TAF TAF



--I'VE HEARD
YOUR HOUSE
IS HAUNTED,
LUPO.



DO YOU
BELIEVE IN
GHOSTS?



WHO--
--HOW DID
YOU GET IN
HERE?

BY MAKING
A MESS.



SO,
HOW'S THE
STUCK-UP TEEN
WITCH?

Eve,
that's rude.
Whisper's been
through a
lot.

SHE WAS
RUDE TO ME!
THAT LAST TIME?
TELLING ME I'M 'TOO
OLD' FOR DOLLS.
LITTLE MISS
BIG CITY--

Eve, she
was struck
blind last
night.



OH.



Relax,
I know
it wasn't
you.

We need
to get your
dad and everyone
together now.



--MUCH
TOO OLD
FOR TOYS--



THIS IS
A SPECIAL
NIGHT, OLD
FRIEND.

YOUR SOUL
HAS COME
DUE.



IF THE
DEVIL WANTS
ME, PAISANO,
LET HIM COME
IN PERSON.



YOU
MISUNDERSTAND,
DON LUPO. YOU'VE
BEEN PROMISED
TO ME.

I'M ONLY
HERE TO CLAIM
WHAT'S MINE.

AAH!



BUONA
SERA, DON
LUPO.

1:30 AM, ZAMPA ESTATE GROUNDS



I'VE
GOT NEWS
FOR YOU,
HAYSEED.

YOU'RE
GONNA WISH
YOU'D STUCK
TO MILKING
COWS.



YOU'RE A
LONG WAY FROM
KOKOVOKO,
CANNIBAL MAN.



HSSSSSSSS



WHAT
DO YE SEE,
DEARIE?

BAD THINGS,
QUEEN. LOTS OF
POINTY U-TENSILS
WAVIN' ABOUT.



OOH,
THAT'S
FINE.

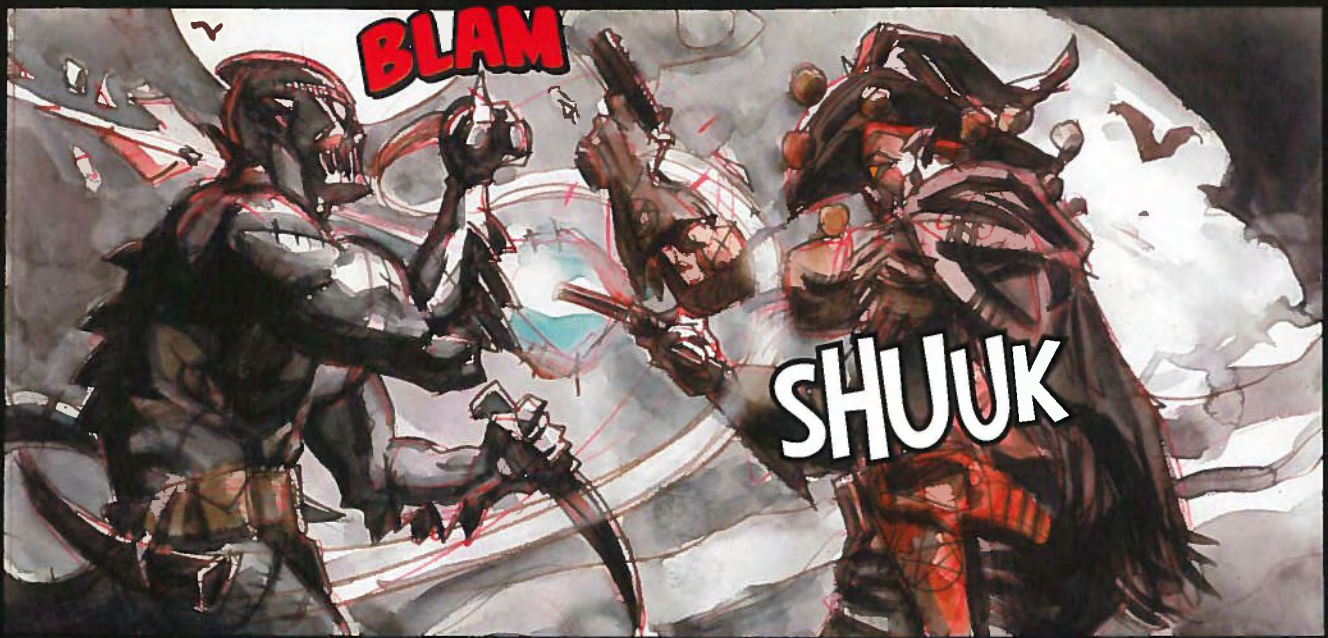
SOME
SCARY
HAUNTS
IN THERE.

THEY
ISNT
GONNA
HURT
US, IS
THEY?



GRACIOUS,
NO, BOYS.

THEM DEMONS
ARE DOING SOME
OF NANNY KEERA'S
CHORES FOR HER.





WHAT DO YOU HAVE THERE?

SOMETHING I MADE FOR YOU.

THOUGHTFUL CHILD. BRING IT TO ME.



IT'S COZY AND SNUG. PLENTY OF ROOM FOR A HARLEQUIN.



OH WICKED CHILD.

I'M MUCH TOO OLD FOR TOYS.

BLAM
BLAM



YOU'LL PAY
FOR YOUR
TRICKS!

BLAMBLAMBLAM



KPOW

I ALMOST
HAD HIM,
DAD.

YOU SURE
TRIED, FRUITBAT.
NOW GET OUT
OF HERE.

NOW!



DAD!

THOK



RATS!
YOU OK,
MONKEY?

RICTUS --



-- BEEN
A LONG TIME,
FREAKSHOW --



-- REMEMBER
ME? THE SHIELD
WHAT BROUGHT
YOU IN--



NO--

--MADE
DAMN SURE
YOU GOT THE
CHAIR?

THE ONE
CURSED NEVER
TO DIE AS LONG AS
YOU BASTARDS WALK
THIS EARTH.

HARDESTY!



MY OLD SHADOW.
MY PERSONAL JOHN
LAW. UNEXPECTED.

ANOTHER TIME,
THEN, ZAMPA, FOR
YOU AND YOUR
FRIENDS--



KRESSHHH







SPOOKED
RICTUS PRETTY
GOOD, BUT HE'LL
BE BACK.

CAN WE
BEAT THEM
AGAIN
DAD?

I DON'T
KNOW, EVE. I
WOULDN'T EXACTLY
CALL TONIGHT A
VICTORY.



THE ADVENTURE HAS JUST BEGUN...









FREAKY TALENT

While you can have a lot of fun playing the Nocturnals themselves, there's nothing quite like creating your own character. This chapter gives you all the tools you need to build characters using the *Mutants & Masterminds* rules, plus an extended example of character creation and several pre-generated characters.

CREATING CHARACTERS

When making characters for a Nocturnals campaign, there are a few ground rules to remember.

- *Nocturnals* is not your typical four-color comic, so the default Power Level of 10 noted in the *Mutants & Masterminds* core book should not be used. Guns are the most common weapons seen in the comic, and your average street thug needs to be at least some kind of threat to the player characters. Thus, Nocturnals characters should be created at Power Level 6 instead.
- With the lower PL, skills become more important than in a typical *Mutants & Masterminds* campaign. When making Nocturnals characters, use the optional rule for buying skill points, with 2 skill points purchased for each power point spent.
- Certain powers should be off-limits to player characters, and rarely used by the GM. Forbidden powers include: Cosmic Power, Space Flight, Time Control, and Time Travel.

- The Protection power is a bit too effective for campaigns of this sort. Use the optional rule from the FAQ instead, so a Damage saving throw is only automatically successful if Protection reduces the damage bonus of the attack to less than -5.
- While the Sorcery power is allowed in Nocturnals campaigns, it tends to be low-ranked (given the lower power level). Sorcerers often have flaws – such as Concentration Required, Excluded Group, and Rote – on their power as well.
- The Gadgets power with a Mystical power source may represent an array of various magical talismans, charms, and similar items at a character's disposal, or a particularly limited form of spellcasting dependent on various material components.

PRE-GENERATED CHARACTERS

If you are new to role-playing or simply short on time, you may not want to mess around with making a new character. The GM may also want to reserve the Nocturnals themselves for his own uses, so we've provided a crop of what Dan calls "replacement Nocturnals." These are pre-generated characters that are ready to play right out of the book. Simply pick the character that appeals to you, copy the game stats, and you are ready to play. There are ten characters to choose from; most are broadly patterned on one of the Nocturnals.



Professor Raincrow

An occult scientist specializing in Native American studies, Professor Raincrow came to Pacific City when investigating the disappearance of a tribe that once lived on the northern California coast. Raincrow has met Doc Horror on several occasions, and has been trying to get Doc to attend symposiums on the occult sciences. So far, Horror has chosen to keep his work to himself, but remains on friendly terms with Raincrow. The Professor has some shamanistic abilities, but he doesn't limit his studies to Native American mythology.

Professor Raincrow always seems to turn up with storms and inclement weather patterns. This is his way – he follows storms like a lightning-rod salesman. His life runs in tandem with storms in a fluid and organic way that many don't notice until they've known him for several years. Raincrow seems to have the ability to communicate with birds, dogs, wolves, and other wild creatures, and is often able to anticipate his opponent's next move in a fight. The Professor is only slightly more gregarious than Doc, though he seems to get around more. He has no single locale he frequents more than any other, but has spent a considerable amount of time in Pacific City studying local lore and legends of peoples indigenous to the area.

While Professor Raincrow is said to be missing his left eye, he's actually capable of looking into the spiritual plane with it, and prefers to cover it with a patch. He doesn't need to uncover his left eye to see the spirit plane that is draped over the material one, and he sees the material plane more clearly when his left eye is covered.

Professor Raincrow stands six feet tall and has long raven hair with two braids on either side of his head. He wears a battered duster, a wide-brimmed hat, and a patch over his left eye.



Widow

A unique being like Starfish, Widow is a throwback to some alien or ancient race. She is sometimes mistaken for a hybrid, some kind of spider-girl. She's nothing of the kind, though she doesn't mind playing it up. Widow's life as a carnival freak didn't outlast her childhood – she was bought by a brothel owner from Mexico. She murdered the man several nights later, and headed northeast. She's been a thief, a mercenary, a cultist – you name it, she's done it. Each chapter of her life has ended with bloodshed and a little piece of her soul gone. She'd never hoped for happiness and didn't delude herself that life held any, until she came to Pacific City to work for Zampa. Since she discovered a network of people like her – nocturnal, singular, outcasts – her life has been looking up. She's met people she can trust, and vented a lot of anger on the baddies the Nocturnals face on a nightly basis... definitely a step in the right direction.

Widow has red eyes, grey skin, and black hair twined into strands like spidery legs. She carries two automatic pistols and possesses twice the dexterity of a human in top condition. Her hearing is normal, but her sense of touch is so acute that she wears gloves much of the time – without them, she's distracted by surface and texture sensation. This sense is useful in the dark or in examining items for small details. For instance, Widow can pick up a gun and tell you if it's loaded or not; if it's been fired recently; the species, sex, and age of the person who held it last; and how long ago—her eight-clawed fingers act as uncanny probes, able to pick up information that the sense of touch isn't accountable for. If an object or surface can tell anything, she'll find out what.



Firefly

Firefly is a wraith like Polychrome – she looks like she could be Poly's younger sister. Firefly managed to free herself from vengeful compulsions by taking out the men who killed her and her family in the late '70s. Rogue FBI agents working for a cult leader murdered Firefly's entire family one night after discovering that her father was gathering evidence on the cult by posing as an acolyte. She found the men responsible in 1980 to 1984, and since that time has spent years freeing herself from that deadly legacy, staying on earth to help protect innocents from evil men.

Firefly has short wispy hair; small glowing spots of light flit and wander around her head like a cloud of fireflies, inspiring her name. Her abilities and weaknesses are similar to Polychrome's – she can heal, levitate, fly, use light to induce invisibility, and make "flash grenades" of light that can blind or induce unconsciousness. Like Poly, she can't communicate with other ghosts (including Polychrome), nor can she see them. She has an aversion to the Crim, like all ghosts.



Kane

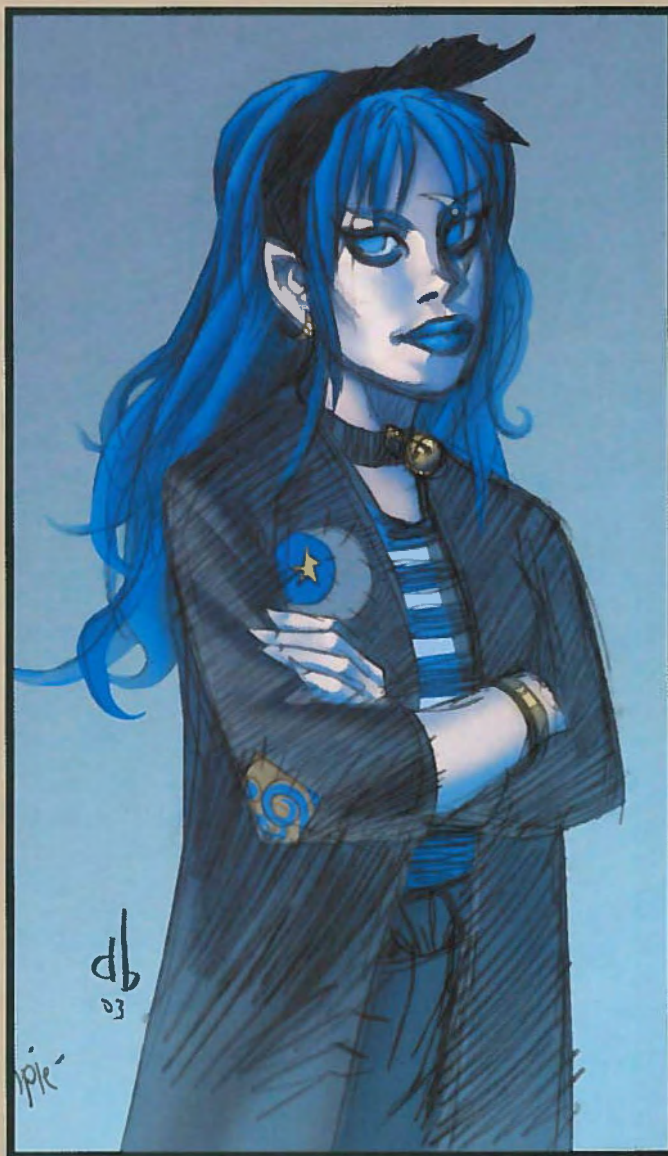
Like the Gunwitch, Kane is an undead warrior, both silent and deadly. Kane is missing his right arm, lost in life in a duel with the master he betrayed. Kane was a soldier studying martial arts in Japan in the 1960s when he was recruited by the CIA. His master worked for the other side; the resulting confrontation took Kane's arm. He didn't lose his life until a witch in San Francisco stole his soul in the early '70s. Kane has wandered the paths of night ever since, taking on revenge killings in return for information on the whereabouts of the witch who holds his soul.

Kane has long white hair and wears clothes reminiscent of a Japanese peasant warrior's. His main weapon is his trusty gnarled cane, which has a thin, sharp tip and a bone-crushing edge. He uses the cane as a sword or a cudgel. He also has a number of shuriken hidden on him, and a pair of knives. Most weapons can't hurt him. Like the Gunwitch, he doesn't speak and can be controlled by the weirding language. Kane is sensitive to the plight of the innocent, and has a strong sense of loyalty. He has redeemed himself since killing his own sensei with many acts of selfless heroics, at least for a killer zombie.



Archimedes

"The Owl," or "Archie," as he's called, is a hybrid. He not only looks like an owl, he's not much smarter than one – which is not to say he's stupid, just nowhere near as smart as people might assume. What he lacks in brains, Archie makes up for with his uncanny tracking ability and quick, bird-of-prey reflexes. He can find anyone you put him on to, which has served him well as a sort of private investigator to the nocturnal set in Pacific City. Archie prefers to stay solo, but has been known to help Doc, The Raccoon, or Raincrow from time to time. He's actually a sweet character (Eve loves him) with a great sense of humor. He is kind of childlike, except for his natural instinct to use violence as an expert tool in the nightly business he conducts.



Moonpie

A spooky child psychic, Moonpie is an orphan who has been shunted from one foster home to another. She met Eve when they lived in the same foster home for a period of two weeks. Moonpie is younger than Halloween Girl by two years, so they didn't have much conversation back then, but it was clear they could both see ghosts and talk to them.

Moonpie is not the spirit magnet that Eve is; she tends not to befriend the ghosts she sees. An evil spirit killed her parents, leaving her with a crescent-shaped scar over her eye. Moonpie tends to use the help of ghosts grudgingly, and will contain any evil spirits she can by trapping them in a box or container. Moonpie is quiet and shy; she avoids other children. Eve is about the only other kid she can stomach.

Moonpie is pale blond, has a scar over her right eye, and wears a cat-bell around her neck. She says the bell, when it sounds, "really annoys the bad spirits."



Scarecrow and the Perfessor

An animated scarecrow housing the soul of a murdered man, once the servant of Keera, now watches over the countryside. The Scarecrow has been known to befriend travelers on stormy or pitch-dark nights, showing them the way to go. His countenance scares some, but he's not an angry soul. Scarecrow is too moist to burn, so doesn't mind carrying a lit pipe at times, a habit he enjoyed as a living man. His best friend is a sentient crow, the Perfessor. The crow is another of Keera's victims, a human soul swapped into the body of a crow. The Perfessor is over a hundred years old, making him 50 years older than the scarecrow. The crow is the brains of the duo, and does most of the talking; the scarecrow, though he isn't mute, has trouble speaking with a mouth made of hay. Scarecrow can often be seen holding a book open for the Perfessor to read aloud from.

Smolder

Smolder is a Burner who was once part of Phestus's group and is now thought to be dead. However, there are more Burners out there than Firelion realizes. Smolder spent much of his time as a mercenary, but now volunteers as a bodyguard for a young orphaned psychic named Moonpie.

Smolder got his name from his patient and slow-burning way of dealing with situations. Unlike Firelion, he won't "flame on" at the first sign of trouble; he actually prefers to hide his pyrokinetics if he can. He carries two short swords (wakizashi) and has been known to raise a person's body temperature just enough to neutralize them with heatstroke. He wears glasses, though he doesn't need them – his synthetic eyes work just fine, but he wore them in life and feels more comfortable with them.



Bracken the Woodsman

Some would call Bracken a Bigfoot or a Sasquatch and they'd be right. His tribe has been called many names over time, and according to region or continent. They are the hidden, unseen indigenous peoples, dating back to before the time of Homo Sapiens. They range anywhere from seven to ten feet tall, and Bracken himself stands all of ten feet, weighing nearly 650 pounds. A hulking noble creature, he wears a necklace of bones and teeth, and can sometimes be seen carrying a wooden spoon or a length of rope. He lives in the trees, tending wild beehives; he trades wild honey with the little folk who live in the Whispering Forest. He'll also protect his woods from anything that would threaten it. Bracken has eagle vision, and can hear a sparrow breathing. His legs are strong enough to kick over a mail truck, and he's been known to uproot trees to scare off hunters. He isn't the least bit shy about leaving his massive footprints all over, but tends to stay hidden otherwise. Bracken has been known to leave trail markings for children lost in the woods.

Salamander the Nymph

She is a naked faerie-thing, about four feet tall, with large eyes. Salamander feeds on insects, toads, and toadstools, and has no wish for company from any creature. She learned long ago not to trust anyone, and her nasty temperament doesn't attract too many visitors. She lives inside the bowels of a withered redwood, burrowing right into the rotting mulch with the termites and newts. She's beautiful but a little scary, like a child raised by wolves. It's said that once every 20 years she seeks a lover to bewitch into giving her a child she can then trade to her faerie kind in tribute to her lord, who inhabits the forests nearer Pharaoh City. Hundreds of years ago, Salamander herself was raised by humans as a changeling. Salamander lived with them for several years before the poor couple finally realized what they were raising and abandoned her in the Whispering Forest.

Salamander has a poison kiss that acts as a powerful narcotic, putting a man to sleep for several days; if left undisturbed, he will die of exposure. She can also become invisible, and never makes a sound moving through the woods.



PRE-GENERATED CHARACTERS STATS

Archimedes: PL6; Init +12 (+8 Dex, +4 Improved Initiative); Defense 22(+4 base, +8 Dex); Spd 30 ft, fly 20 ft.; Atk +9 ranged (+4L, MAC10); SV Dmg +1(+8 Evasion) Fort +1 Ref +8 Will +2; Str 12, Dex 20, Con 12, Int 10, Wis 14, Cha 14.

Base Attack: +4; **Base Defense:** +4.

Skills: Bluff +4, Gather Information +6, Hide +9, Move Silently +9, Open Locks +11, Search +3, Spot +8.

Feats: Darkvision, Dodge, Evasion, Improved Initiative, Reactive Shooter, Seize Initiative, Track.

Powers: Super Dexterity +3 [Source: Mutation; Cost: 4 pp], Flight +4 [Flaw: Winged; Source: Mutation; Cost: 1 pp], Telescopic Sense (Vision) +4 [Source: Mutation; Cost: 1 pp].

Equipment: MAC Ingram M10 [Weapon +4; Extra: Autofire, Flaw: Magazine 30; Cost 1 pp, Total 4 pp]

Bracken the Woodsman: PL6; Init +1 (Dex); Defense 12 (+1 base, +1 Dex); Spd 40 ft.; Atk +8 melee (+11S, walking stick); SV Dmg +4 (Protection 4) Fort +8 Ref +1 Will +3; Str 20, Dex 12, Con 18, Int 10, Wis 16, Cha 10.

Base Attack: +3; **Base Defense:** +2.

Skills: Climb +9, Hide +5, Jump +9, Listen +11, Search +3, Spot +11, Survival +7.

Feats: Alertness.

Powers: Growth +4 [Extra: Continuous; Flaw: Permanent; Source: Alien; Cost: 6 pp], Amazing Save (Fortitude) +4 [Source: Alien; Cost: 1 pp], Super Senses +3 [Source: Alien; Cost: 2 pp], Telescopic Sense (Sight) +6 [Source: Alien; Cost: 1 pp].

Firefly: PL6; Init +3 (Dex); Defense 16 (+3 base, +3 Dex); Spd 30 ft, fly 30 ft.; Atk +4 ranged (DC16 Dazzle); SV Dmg +1 Fort +1 Ref +3 Will +1; Str 10, Dex 16, Con 12, Int 10, Wis 14, Cha 12.

Base Attack: +1; **Base Defense:** +3.

Skills: Listen +5, Spot +5.

Feats: Attractive, Darkvision, Detect (Supernatural phenomena. Note: Firefly can't see or interact with other ghosts), Immunity (Aging, Critical Hits, Disease, Poison, Pressure, Suffocation).

Powers: Incorporeal +6 [Extras: Immunity, Flight; Source: Mystical; Cost: 4 pp], Healing +6 [Source: Mystical; Cost: 3 pp], Illusion +6 [Extras: Dazzle (Extras: Area, Stun), Invisibility (Extra: Affects others); Flaw: Limited (Simple light and dark effects only); Source: Mystical; Cost: 6 pp]

Weakness: Susceptibility (sunlight), Vulnerable (psychic effects).

Kane: PL6; Init +7 (+3 Dex, +4 Improved Initiative); Defense 15 (+2 base, +3 Dex); Spd 30 ft.; Atk +10 melee (+10S cane or 10L cane point); SV Dmg +13 Fort +11 Ref +3 Will +0; Str 18, Dex 16, Con 20, Int 10, Wis 10, Cha 16.

Base Attack: +6; **Base Defense:** +2.

Skills: Climb +5, Hide +9, Intimidate +12, Move Silently +9.

Feats: All-Out Attack, Heroic Surge, Immunity (Aging, Critical Hits, Exhaustion, Poison, Starvation, Suffocation), Improved Initiative, Nerves of Steel, Power Attack, Quick Draw, Spooky Presence, Toughness.

Powers: Amazing Save (Damage) +6 [Extras: Immunity, Amazing Save (Fortitude); Source: Mystical; Cost: 3 pp]

Equipment: Gnarled cane [Weapon +6; Power Stunt: Dual damage; Cost: 1 pp; Total: 8 pp]; Knife [Weapon +2; Cost: 1 pp, Total: 2 pp]; Shuriken [Weapon +3; Cost: 3 pp; Total: 3 pp]

Weakness: Vulnerability. Kane is helpless to resist magical commands given in the "Old Tongue" Disabled (Mute).

Moonpie: PL6; Init +3 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft.; Atk +4 ranged (up to +6S or 6L from TK throw); SV Dmg +1 (+6 Evasion) Fort +1 Ref +6 Will +3; Str 8, Dex 16, Con 12, Int 14, Wis 16, Cha 14.

Base Attack: +1; **Base Defense:** +4.

Skills: Bluff +6, Knowledge (Occult) +7, Sense Motive +7

Feats: Detect (supernatural phenomena), Dodge, Evasion.

Powers: Spirit Helpers [Telekinesis +6; Extras: Telepathy, ESP; Flaw: Ineffective (Doesn't work in "Crim" aura); Source: Mystical; Cost: 3 pp], Mental Protection

+6 [Source: Training; Cost: 2 pp], Mind Control +6 [Flaw: Ghosts Only; Source: Mystical; Cost: 1 pp]; Bell that "annoys ghosts" [Fatigue +6; Extra: Area +6; Flaws: Limited (only affects spirits), Focus (requires a small bell); Source: Mystical; Cost: 1 pp], Amazing Save (Reflex) +3 [Source: Training; Cost: 1 pp].

Equipment: Small cat bell necklace, box for trapping "bad" spirits.

Professor Raincrow: PL6; Init +9 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft; Atk +6 ranged (+4L pistol); SV Dmg +1 (+9 Evasion) Fort +1 Ref +9 Will +7; Str 10, Dex 16, Con 12, Int 16, Wis 16, Cha 14.

Base Attack: +3; Base Defense: +4.

Skills: Knowledge (Culture) +6, Knowledge (History) +6, Knowledge (Occult) +9

Feats: Animal Affinity, Detect (Spiritual phenomena), Dodge, Evasion, Expertise.

Powers: Amazing Save (Will) +4 [Source: Training; Cost: 1 pp], Gadgets +4 [Source: Mystical; Cost: 1 pp], Telepathy +6 [Extras: Combat Reflexes, Super Dexterity (Flaws: Not skills, not defense), Limited (only useful on animals or for minor anticipations), Source: Mystical; Cost: 3 pp], Weather Control +3 [Extra: Continuous, Flaws: Limited (inclement only), Uncontrolled; Source: Mystical; Cost: 1 pp].

Equipment: Colt Python [Damage: +4L; Extra: Multishot; Flaw: Magazine 6; Cost: 1 pp, Total: 4 pp].

Salamander the Nymph: PL6; Init +4 (Dex); Defense 19 (+5 base, +4 Dex); Spd 30 ft; Atk +7 melee (DC16 Wisdom Drain kiss); SV Dmg +2 (+8 Evasion) Fort +3 Ref +8 Will +3; Str 10, Dex 18, Con 12, Int 10, Wis 12, Cha 10.

Base Attack: +3; Base Defense: +5.

Skills: Climb +6, Listen +5, Move Silently +12.

Feats: Attack Finesse, Dodge, Elusive Target, Evasion.

Powers: Invisible +2 [Source: Alien; Cost: 2 pp], Nymph Kiss [Drain (Mental) +6; Extras: Slow Recovery x3 (1 point/day), Secondary Effect; Flaw: Wisdom only; Source: Alien; Cost: 5 pp], Amazing Save (Fortitude) +2 [Extra: Amazing Save (Will); Source: Alien; Cost: 2 pp], Amazing Save (Reflex) +4 [Source: Alien; Cost: 1 pp].

Scarecrow: PL6; Init +1 (Dex); Defense 14 (+3 base, +1 Dex); Spd 30 ft; Atk +7 melee (+6L, Bowie Knife); SV Dmg +10 Fort +10 Ref +1 Will +7; Str 16, Dex 12, Con 18, Int 10, Wis 12, Cha 10.

Base Attack: +4; Base Defense: +3.

Skills: Hide +4, Intimidation +4, Move Silently +4.

Feats: Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation), Sidekick.

Powers: Super Constitution +6 [Source: Mystical; Cost: 4 pp], Amazing Save (Will) +6 [Source: Mystical; Cost: 1 pp].

Equipment: Bowie Knife [Weapon +3; Cost: 1 pp, Total: 3 pp].

Perfessor (Sidekick): PL4; Init +4 (Dex); Defense 19 (+4 base, +4 Dex, +1 size small); Spd 25 ft, fly 20 ft; Atk +6 melee (-1L beak/talon); SV Dmg +0 (+4 Evasion) Fort +0 Ref +4 Will +2; Str 6, Dex 18, Con 10, Int 16, Wis 14, Cha 16.

Skills: Hide +11, Move Silently +7, Spot +5, Sense Motive +5, Survival +4.

Feats: Attack Finesse, Dodge, Evasion, Leadership.

Powers: Flight +4 [Flaw: Wings; Source: Natural; Cost: 1 pp], Shrinking +4 [Extra: Continuous; Flaw: Permanent; Source: Natural; Cost: 2 pp], Natural Weapons +1 [Source: Natural; Cost: 2 pp].

Smolder: PL6; Init +6 (+2 Dex, +4 Improved Initiative); Defense 15 (+3 base, +2 Dex); Spd 30 ft; Atk +6/+6/+6 melee (+8L/+8L/+8L, dual Wakazashi), +8 ranged (+6L, flame bolt or DC16 Fatigue); SV Dmg +6 Fort +2 Ref +2 Will +1; Str 18, Dex 14, Con 14, Int 12, Wis 12, Cha 10.

Base Attack: +6; Base Defense: +3.

Feats: Ambidexterity, Critical Strike, Power Attack, Rapid Strike, Two-Weapon Fighting.

Powers: Energy Control (fire) +6 [Extras: Energy Blast, Fatigue; Source: Mutation; Cost: 4 pp], Amazing Save (Damage) +4 [Source: Mutation; Cost: 1 pp].

Equipment: Two Wakazashi [Weapon +4; Cost: 1 pp; Total: 8 pp (4 pp each)].

Widow: PL6; Init +11 (Dex); Defense 26 (+5 base, +11 Dex); Spd 30 ft; Atk +9

ranged (+4L, pistol); SV Dmg +1 (+11 Evasion) Fort +1 Ref +11 Will +1; Str 10, Dex 20, Con 12, Int 10, Wis 12, Cha 14.

Base Attack: +4; Base Defense: +5.

Feats: Attractive, Dodge, Evasion, Immunity (Poison), Point Blank Shot, Precise Shot, Ranged Disarm.

Powers: Super Dexterity +6 [Source: Alien; Cost: 4 pp], Postcognition +6 [Flaws: Limited (Read objects by only), Limited (limited details); Source: Alien; Cost: 1 pp], Clinging +2 [Source: Alien; Cost: 1 pp].

Equipment: Colt M1911 [Damage: +4L; Extra: Multishot; Flaw: Magazine 7; Cost: 1 pp, Total: 4 pp].

EXAMPLE: CHARACTER CREATION

A lengthy example of character creation follows. This is included because the core rules lack such an example, and many Nocturnals fans may be trying *Mutants & Masterminds* for the first time. If you are new to the game, this walk-through should help you better understand the process of making your own character. You can also use this sample character, Black Angus, as another pre-generated character if you'd like.

BACKGROUND

Chris is going to be playing in a Nocturnals game and wants to make up his own character. After giving it some thought, he decides that he wants to play a changeling stranded in Pacific City. In folklore, changelings were faerie children left behind in place of abducted human babies. Chris decides a wandering faerie troop snatched a human baby and left his character, Angus, behind. Angus is a type of faerie known as a bogle. While some say that all bogles are evil, others say that they only torment those who deserve it: adulterers, murderers, thieves, and liars. Chris likes this ambiguity, as it will allow him to develop the character in different ways depending on how the campaign goes.

Angus grew up an outcast. There was something "off" about him that made other children uncomfortable. His human parents were distant, preferring to dote on their other children. It was only natural that Angus slipped into a life of crime. Society spurned him, and he was happy to spit in its face. He worked alone, in the dark of the night. His favorite targets were corrupt cops. He'd rob them blind and then expose their schemes. It was a way to give law and order the finger while making a good living.

Recently Angus, or "Black Angus" as he calls himself now, had a run-in with the Raccoon. Procyon got the drop on him, but surprised the changeling by offering him a job. Angus's eyes were opened to a whole new world. He has begun to wonder about his heritage and how he fits into the Nocturnal world. He now has an inkling that he is not, in fact, alone. Dealing with that knowledge will provide fun role-playing opportunities in the campaign.

FROM CONCEPT TO NUMBERS

Page 10 of the *Mutants & Masterminds* core book lays out a six-step process for character creation. Since Chris has already chosen a concept and origin, he runs them by his GM and gets the go-ahead. Step 2 is Determine Power Level. As this chapter has already noted, starting Nocturnals characters are Power Level 6. This means Chris will have 90 power points to build his character. He also notes that in a Nocturnals game, he can buy 2 skill ranks for 1 power point. This will be important in a minute.

Step 3, Allocate Power Points, is the heart of character creation. In this step, Chris will use his 90 power points to build his character from the ground up. His Power Level of 6 imposes some limitations on how powerful Angus can be. These are summarized in Table 1-1: Power Level on page 20 of *Mutants & Masterminds*.

Chris starts with his ability scores – Strength, Dexterity, Constitution, Intelligence, Wisdom, and Charisma. Taken together, these scores represent Angus's basic physical and mental profile. Each one starts at 10, which is human average, and can go no higher than 20, which represents the pinnacle of human achievement. It costs 1 power point to raise a score by 1. Chris decides that his faerie heritage makes him very nimble and quick with his hands, so he spends 6 power points to bring his Dexterity up to 16. His life on the streets has made him strong and tough, so Chris

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spends 8 more power points to raise both his Strength and Constitution scores to 14. He spends 4 more points to raise both his Wisdom and Charisma to 12, and elects to leave his Intelligence at 10. Chris spent a total of 18 power points on ability scores, and the final scores are Strength 14, Dexterity 16, Constitution 14, Intelligence 10, Wisdom 12, and Charisma 12. He now has 72 power points left to finish Angus.

Next, Chris turns his attention to skills. Since this is a Nocturnals game, Chris can buy 2 skill ranks for each power point spent. He also notes that at Power Level 6, no skill can have more than 9 ranks. Looking over the skills appropriate for a street criminal, Chris sees he's going to need a lot of skills. He opts to spend 30 power points, which buys Angus 60 ranks of skills. He divides these as follows: Balance (2 ranks), Climb (3 ranks), Disguise (5 ranks), Drive (2 ranks), Escape Artist (3 ranks), Hide (5 ranks), Intimidate (5 ranks), Listen (5 ranks), Move Silently (6 ranks), Open Lock (5 ranks), Search (6 ranks), Sense Motive (4 ranks), Sleight of Hand (3 ranks), and Spot (6 ranks). Now that the ranks are assigned, Chris needs to determine his final skill modifier for each one. This is determined by adding the number of skill ranks to the ability score modifier of the skill's key ability (Disguise has a key ability of Charisma, for instance, so Angus's final Disguise modifier is $5 + 1 = 6$). Ability modifiers can be found in Table 2-1 on page 24 of *Mutants & Masterminds*. The final skill modifiers for Angus are Balance +5, Climb +5, Disguise +6, Drive +5, Escape Artist +6, Hide +8, Intimidate +6, Listen +6, Move Silently +9, Open Lock +8, Search +6, Sense Motive +5, Sleight of Hand +6, and Spot +7. Chris now has 42 power points left to spend.

At this point, Chris decides it's time to flesh out Angus's powers. During the conception of the character, Chris decided that Angus had never seen his true, bogle form. He has been under a faerie glamour for his entire life, so he looks human. To emulate this, Chris decides to buy the Shapeshift power. In keeping with the back story, he adds the Continuous extra (so even when knocked out, Angus remains in his human form). He also takes the flaw Limited – One Type and chooses people. This means Angus's Shapeshift can only be used to change into people, not objects or animals. Chris would also like this power to be out of Angus's control until the changeling learns to master it. Looking over the flaws on pages 97-98 of *Mutants & Masterminds*, he spots just the thing: Uncontrolled. This flaw puts control of the power in the game master's hands. Later in the campaign, Chris could "buy off" this flaw to represent Angus learning about his heritage and gaining experience with his powers.

Normally, Shapeshift costs 2 points per rank. Each extra increases this cost by 1, while each flaw decreases it by 1. Shapeshift with the Continuous extra and the Limited – One Type and Uncontrolled flaws will cost 1 power point per rank ($2 + 1 - 1 - 1 = 1$). Chris buys 4 ranks for a cost of 4 power points.

In folklore, faeries are often resistant to mortal weapons. To reflect this, Chris next buys Angus 3 ranks of the Protection power. This won't make Angus immune to bullets, but it will make him harder to take down. Protection costs 2 points per rank, so 3 ranks costs 6 power points.

Faeries are also legendary for their ability to annoy and curse humans. Chris would like Angus to have such an ability, though again Angus is ignorant of its origins. All Angus knows is that bad things often happen to people he doesn't like. Chris models this power by buying 2 ranks of the Luck power, with the extra Jinx and the flaw Jinx Only. Angus will thus be able to jinx other people, even though he's not lucky himself. The extra and flaw balance out, so Chris must pay the normal cost for Luck, a hefty 5 points per rank. He spends 10 more power points.

Lastly, Angus needs some offensive punch. In keeping with what he's read in the Nocturnals and Angus's criminal background, Chris decides that a gun is more than appropriate. He buys 4 ranks in the Weapon power to represent his gun of choice, for a cost of 4 power points. He specifies that the damage is lethal. If Chris's GM were using the optional gun rules from this book (see page 130), he could simply pick a gun from Table 5-1 on page 130. Assuming those rules are in effect, Chris's 4 points buy him a lovely Colt M1911.

Chris also wants Angus to have a backup melee weapon – nothing too obtrusive (or expensive, as his power point total is running low). He buys 2 ranks of the Weapon power to represent a set of heavy brass knuckles. He specifies that this is a melee weapon and does stun damage. The brass knuckles cost 2 power points.

Chris has spent a total of 26 points on Angus's powers (4 for Shapeshift, 6 for Protection, 10 for Luck, 4 for the Colt M1911, and 2 for the brass knuckles). That leaves only 16 power points left.

Now that Chris has a better idea of what Angus can do, he's ready to purchase feats. Each feat costs 2 power points. While he'd like more, Chris figures he can only afford 3 feats. For starters, he takes Darkvision. Angus is a bogle, after all! Then he takes Surprise Strike, to reflect the changeling's penchant for ambushing his foes. For his last feat, he'd like to take Rapid Shot, but it has a prerequisite of Point Blank Shot. Chris thus takes Point Blank Shot, so he can take Rapid Shot once Angus has accumulated some experience points. The three feats cost 6 power points, leaving only 10 to finish Angus.

At this point, Chris only needs to buy Angus's Attack Bonus and Defense Bonus. Unfortunately, 10 points doesn't buy much. Each +1 costs 3 power points for Attack Bonus and 2 for Defense Bonus. While Chris would dearly love to buy up to his maximum of 6 in both, he can't afford it. Taking each to +4 would cost 20 power points, 10 points more than Chris has. However, he notes that Step 4 of character creation is Choose a Weakness. If he gives Angus a weakness, he gets 10 more points to spend. Perfect!

To pick an appropriate weakness, Chris once again delves into faerie lore. Traditionally, faeries are repelled by cold iron. Looking over the weaknesses on pages 106-107 of *Mutants & Masterminds*, Chris sees that the Susceptible weakness models this nicely. He takes Susceptible (cold iron) as a weakness, and gains 10 extra power points. He then buys an Attack Bonus of +4 and a Defense Bonus of +4. This expends the last of Chris's power points, so Angus is finished.

In the end, Chris spent his power points like so: ability scores 18, attack and defense bonuses 20, feats 6, powers 26, skills 30. That totals 100 points, 90 of which came from Angus's Power Level of 6 and 10 of which came from a weakness.

Now Chris moves on to Step 5, Record Numbers. He collates all the info about Angus, and determines his Initiative, Saving Throws, and other details. When he's all done, Angus's final stats look like this:

Black Angus: PL 6; Init +3 (+3 Dex); Defense +17 (+4 base, +3 Dex); Spd 30 ft.; Atk +7 ranged (+4L, Colt M1911), +6 melee (+4S, brass knuckles); SV Dmg +2, Fort +2, Ref +3, Will +1; Str 14, Dex 16, Con 14, Int 10, Wis 12, Cha 12.

Skills: Balance +5, Climb +5, Disguise +6, Drive +5, Escape Artist +6, Hide +8, Intimidate +6, Listen +6, Move Silently +9, Open Lock +8, Search +6, Sense Motive +5, Sleight of Hand +6, Spot +7.

Feats: Darkvision, Point Blank Shot, Surprise Strike.

Powers: Luck +2 [Extra: Jinx; Flaw: Jinx Only; Source: Mystical; Cost: 5 pp; Total: 10 pp], Protection +3 [Source: Mystical; Cost: 2 pp; Total: 6 pp], Shapeshift +4 [Extra: Continuous; Flaws: Limited – People, Uncontrolled; Source: Mystical; Cost: 1 pp; Total: 4 pp].

Equipment: Cold M1911 [Effect: Weapon +4; Extra: Multishot; Flaw: Magazine 7; Cost: 1 pp; Total: 4 pp], brass knuckles [Effect: Weapon +2; Cost: 1 pp; Total: 2 pp].

Weakness: Susceptible (cold iron).

The final step in character creation, Fill in the Details, is easy for Chris at this point. The process of making the character forced him to make decisions both small and large about Angus, and shaped Chris's idea of what Angus is like. Chris submits his character to his GM and is now ready to play!





NEW FEATS

Since a Nocturnals campaign uses a lower Power Level than a standard *Mutants & Masterminds* game, you'll find that feats are more important. A selection of new feats follows. These can be used in a normal *Mutants & Masterminds* game if your GM agrees, though note that some of these feats are designed to work with the optional firearms rules presented later in this chapter. Those rules are not appropriate for every M&M campaign, so be sure to check with your GM before taking such feats.

Armed and Dangerous

You know how to use melee weapons, due to training, experience, or both.

Prerequisite: Base attack bonus +1 or higher.

Benefit: You can wield melee weapons with a damage bonus of up to +5L, regardless of your power level. This only applies to commonly available melee weapons, not super-science or magical devices, or the like.

Normal: You are normally limited to weapons with a damage bonus no greater than your power level.

Beginner's Luck

You've got a knack for picking up skills fast.

Benefit: By spending a Hero Point, you immediately gain 4 ranks in any skill you currently have 0 ranks in. These temporary skill ranks last for the duration of the encounter and grant you the normal benefits of the skill.

Bullseye

When you have time to line up a shot, you're lethal.

Prerequisite: Wis 13+, Far Shot, Dead Aim, Improved Dead Aim.

When you use the Dead Aim feat, you can spend a Hero Point to treat your attack roll as a 20, so long as you still have your aiming bonus for the attack. You add your normal attack bonus and modifiers (including your Improved Dead Aim modifier) to this base "attack roll." The "roll" gained from this feat is not considered a "natural" roll, so it does not qualify as an automatic or a critical hit.

Critical Strike

You know how to hit *anyone* where it hurts.

Prerequisite: Wis 13+.

Benefit: You can score critical hits normally on opponents immune to critical hits.



Dead Aim

You can improve your accuracy with a little bit of aiming time.

Prerequisites: Wisdom 13, Far Shot.

Benefit: Before making a ranged attack, you may take a full action to line up your shot. This grants you a +2 bonus on your next attack roll. Once you begin aiming, you can't move, even to take a 5-foot step, until you make your next attack, or the benefit of the feat is lost. Likewise, if your concentration is disrupted or you are attacked before your next action, you lose the benefit of aiming.

Diehard

You're hard to take down.

Prerequisite: Con 13+.

Benefit: When your condition is reduced to dying, you automatically stabilize on the following round without any need for a Constitution check. While your condition is dying, you can act as if you are disabled instead. Any strenuous action still renders you unconscious, however. So you can, for example, take a strenuous action while disabled. This renders you dying; however, you remain conscious and capable of acting, and you automatically stabilize on the following round.

Elusive Target

You know how to make the best use of cover in a melee.

Benefit: When you are fighting an opponent in melee combat, others who attempt to target you with ranged attacks are at a -8 penalty rather than the usual -4 penalty for shooting into melee combat.

Finishing Blow

You can finish off an opponent fast.

Benefit: You can perform a coup de gras in combat as a standard rather than a full-round action (see *M&M*, p. 137 for details).

Hard-Eyed

With a gun in your hand, you look like a mean sum-bitch.

Prerequisite: Charisma 13+, 4 or more ranks in Intimidate.

Benefit: You gain a +5 bonus on Intimidate checks when aiming a firearm at the target of your check. The target must be within 30 feet, and must be able to see you (and your firearm). The target does not need to be flat-footed. This bonus does not stack with a condition modifier your GM might grant for threatening the target with a gun, but can stack with other condition modifiers.

Normal: Circumstances such as holding a gun on a flat-footed opponent normally grant a condition modifier (most commonly, a +2 bonus for the skill user).

Special: With the GM's permission, this feat can also apply to weapons and powers other than guns (for instance, wicked-looking swords, burning fists, etc.). For the bonus to apply, the threat must be obvious to the target.

High Ready

Like a SWAT officer, you are accustomed to moving with a heavy weapon at the ready, shifting your aim with your sight.

Prerequisite: Dex 13+, Reactive Shooter.

Benefit: You can use the Reactive Shooter feat with a longarm. To do so, you must first have stated that you are at the high ready position (on your feet, with your weapon shouldered, ready to fire). You can only move at half speed while prepared in this manner.

Normal: You can only use Reactive Shooter with a handgun.

Improved Dead Aim

Your skill with ranged attacks is unmatched.

Prerequisite: Wisdom 13, Far Shot, Dead Aim.

Benefit: The bonus on attack rolls granted by the Dead Aim feat increases from +2 to +3.

Improved Flank

You're good at teaming up against an opponent.

Benefit: When you and another character flank an opponent in combat (see

Flanking, *M&M*, p. 135), you both gain a +3 attack roll bonus rather than the usual +2 bonus.

Improved Precise Shot

Your accuracy is peerless.

Prerequisites: Point Blank Shot, Precise Shot.

Benefit: When making ranged attacks, you ignore the Defense bonus of anything less than total cover and the miss chance from anything less than total concealment. Additionally, when you make a ranged attack against an opponent in a grapple, you never hit an unintended target.

Nerves of Steel

You've seen the dark side of life. There is little that frightens you anymore.

Prerequisites: Wis 13+.

Benefit: You gain a +4 bonus on saving throws vs. fears effects, which include any use of Intimidation or any feat or power that causes fear (such as Mind Control or Spooky Presence).

Packin' Heat

You know how to use guns, due to training, experience, or both.

Prerequisite: Base attack bonus +1 or higher.

Benefit: You can wield firearms with a damage rating of up to +5L, regardless of your Power Level. This only applies to common firearms, not super-science devices, alien weapons, or the like.

Normal: Your max power rank is limited by your PL.

Ranged Disarm

You can disarm an opponent with a ranged attack.

Prerequisites: Point Blank Shot, Precise Shot.

Benefit: You can execute a disarm attempt using a ranged weapon rather than a melee attack. The target does not get a chance to disarm you, but you are at a -4 penalty on your attack roll for the disarm attempt.

Rapid Reload

You can slap a fresh magazine into a firearm with practiced ease.

Prerequisite: Dex 13+, Base attack bonus +2 or higher.

Benefit: You can reload firearms with the Magazine X flaw (see p. 130) as a half action.

Normal: Reloading such firearms is a full action.

Reactive Shooter

You react instantly with a handgun.

Prerequisite: Dex 13+, Base attack bonus +1 or higher.

Benefit: If you have a handgun at the ready, you may act in the surprise round even if you are surprised. You roll initiative as though you were not surprised. The only action you may take in the surprise round, however, is a single ranged attack with the weapon in your hand. You suffer a -5 penalty on the attack roll. You are still considered flat-footed during the surprise round.

Normal: If you are surprised at the beginning of combat, you cannot take any actions during the surprise round.

Seize Initiative

You can put on a surge of speed to act first.

Prerequisites: Improved Initiative.

Benefit: You can spend a Hero 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. Doing this after you have acted in the first round of combat requires you to take the refocus action, however (see Refocus, *M&M*, p. 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.

Spooky Presence

There's something about you that intimidates people. It may be a bestial appearance, or just an unsettling aura. With but a small display of aggression, you can make the stomachs of your enemies knot in fear.

Prerequisites: Charisma 15+, 9 or more ranks in Intimidate.

Benefit: When you use this feat, all opponents within 10 feet with lower PLs than you must make Will saving throws (DC 10 + your PL + your Charisma modifier). Any opponent who fails his or her save is unsettled by your presence, taking a -2 penalty on attack rolls, saves, and skill checks for a number of rounds equal to 3 + your Charisma modifier. Using Spooky Presence is a half action. It does not count as an attack. A successful save indicates that the opponent is immune to your use of this feat for 24 hours. This feat does not affect creatures with an Intelligence of 3 or lower.

Special: If you have the Infamy feat, the Will saving throw's DC increases by 5.

Take the Hit

You can take an attack meant for an ally.

Prerequisites: Dex 13+, Dodge.

Benefit: Once per round, when an ally adjacent to you is targeted by an attack, you can choose to trade places with that ally, making you the subject of the attack. If the attack hits, you suffer its effects normally. If the attack misses you, it also misses your ally (who is out of the way). You must declare your intention to trade places with an ally before the attack roll is made. Using this feat is a free action, meaning you cannot do it if you are stunned or otherwise incapable of taking free actions.

Word on the Street

You are very well connected.

Prerequisites: Connected.

Benefit: You have such extensive and well-informed contacts that you can make a Gather Information check in only one minute, assuming you have access to a phone or other means of getting in touch with your contacts. You cannot take 10 or take 20 on this check, and further checks on the same subject require the normal length of time.

HORROR'S RULE

Battling monsters and ne'er-do wells on a nightly basis can tax the psyche and body of a nocturnal warrior. Add in the fatigue of battle, and sometimes decision-making and one's personal code of honor may not seem like top priorities in the face of simply surviving the night. Doc Horror understands that any war can have a dehumanizing effect on even the best of folk. Polychrome understands this best of all, which is part of the reason she maintains a pacifistic approach to the struggle. She provides a healthy balance against the feudal and ferocious natures of Firelion, The Raccoon, and Starfish. Even Doc struggles with the inner demons that drive him.

Sometimes the demons win. Lives are lost, and hasty decisions lead to bloodshed when calmer minds might have prevailed. Often, Doc has shown zero tolerance with monsters and creatures, even when capture and interrogation might have served the Nocturnals better. But he prides himself on being a man of science and exploration; Doc realizes that there is a time for gunplay, and a time for using one's head.

So Horror implemented the "Three B Rule" – "Brains Before Bloodshed." Simply put, it's a credo the Nocturnals follow to keep violence to a minimum when at all possible. It's not always easy, but it saves lives. Stopping to "dope things out," as the Raccoon would put it, and exercising reason instead of trigger fingers can mean the difference between life and death, between solving a mystery and convoluting it. There are many threats out there that bullets can't stop. There are creatures who only get angrier when attacked, who might be better outsmarted or communicated with, even if they don't possess the power of speech. And there are still other situations where mental facility is the only tool at hand, when weapons or fighting simply aren't an option.



THE WONDERFUL WORLD OF GUNS

In the hard-boiled world of the *Nocturnals*, guns are everywhere. Hell, even the zombies are packing! In the *Mutants & Masterminds* core book, guns are handled like any other attack built with the Weapon power (p. 92). There is no attempt to deal with the nitty-gritty of modern guns, as that sort of detail is out of place in the traditional four-color comic. The Uses flaw applies to certain types of firearms, like submachine guns, but by and large realism is left at the door. In a traditional *Mutants & Masterminds* game, a gun-toting hero can shoot all day long and never have to worry about reloading or running out of ammo. And that's as it should be.

Running a *Nocturnals* game is a little different, however. While the Nocs do joyfully blaze away, they also have to reload, and sometimes they run out of ammo. For example, Starfish and Bandit both empty their guns fighting zombies in *The Dark Forever*, and only the timely arrival of Phestus saves them from desperate measures. The following optional rules can be used to better reflect guns in the *Nocturnals* setting.

NEW FLAW

Magazine X: Weapons built with this flaw have a magazine of ammunition, usually a box or cylinder. X equals the number of shots in one magazine, typically from 6 to 30. Each attack uses one shot (Autofire thus uses three shots). When a magazine is empty, the weapon must be reloaded. This is a full action.

For example, a Browning High Power pistol would have the flaw Magazine 13. After 13 shots, the weapon would need a reload.

TABLE 5-1: FIREARMS

Weapon	Damage	Range Increment	Extra	Flaw	Points
Handguns					
Beretta 92F (9mm pistol)	+3L	30 ft.	Multishot	Magazine 15	3
Beretta 93R (9mm submachine gun)	+3L	40 ft.	Autofire	Magazine 20	3
Colt Double Eagle (10mm pistol)	+3L	30 ft.	Multishot	Magazine 9	3
Colt M1911 (.45in pistol)	+4L	30 ft.	Multishot	Magazine 8	4
Colt Python (.357in pistol)	+4L	30 ft.	Multishot	Magazine 6	4
Desert Eagle (.50in AE pistol)	+5L	30 ft.	Multishot	Magazine 9	5
Glock 17 (9mm pistol)	+3L	30 ft.	Multishot	Magazine 17	3
Glock 20 (10mm pistol)	+3L	30 ft.	Multishot	Magazine 15	3
MAC Ingram M10 (.45in submachine gun)	+4L	40 ft.	Autofire	Magazine 30	4
Pathfinder (.22 pistol)	+2L	30 ft.	Multishot	Magazine 6	2
Ruger Service-Six (.38in pistol)	+3L	30 ft.	Multishot	Magazine 6	3
S&W M29 (.44in magnum pistol)	+5L	30 ft.	Multishot	Magazine 6	5
SITES M9(9mm pistol)	+3L	30 ft.	Multishot	Magazine 8	3
Skorpion (.32 submachine gun)	+2L	40 ft.	Autofire	Magazine 20	2
TEC-9 (9mm submachine gun)	+3L	40 ft.	Autofire	Magazine 32	3
Walther PPK (.32in pistol)	+2L	30 ft.	Multifire	Magazine 7	2
Longarms					
AKM/AK-47 (7.62mmR assault rifle)	+6L	60 ft.	Autofire	Magazine 30	6
Barrett Light Fifty (.50 rifle)	+7L	90 ft.	Multifire	Magazine 11	7
Beretta M3P (12-gauge shotgun)	+5L	30 ft.	Multifire	Magazine 5	5
Browning BPS (10-gauge shotgun)	+6L	30 ft.	Multifire	Magazine 5	6
HK G3 (7.62mm assault rifle)	+6L	60 ft.	Autofire	Magazine 20	6
HK MP5 (9mm submachine gun)	+3L	40 ft.	Autofire	Magazine 30	3
HK PSG1 (7.62mm sniper rifle)	+6L	90 ft.	Multifire	Magazine 5	6
M16A2 (5.56mm assault rifle)	+5L	60 ft.	Autofire	Magazine 30	5
Mossberg (12-gauge shotgun)	+5L	30 ft.	Multifire	Magazine 6	5
Remington 700 (7.62mm hunting rifle)	+6L	90 ft.	Multifire	Magazine 5	6
Sawed-off shotgun (12-gauge shotgun)	+5L	10 ft.	Multifire	Magazine 2	5
Steyr AUG (5.56mm assault rifle)	+5L	60 ft.	Autofire	Magazine 30	5
Uzi (9mm submachine gun)	+3L	40 ft.	Autofire	Magazine 20	3

CONVERTING GUNS

There are many types of firearms in the world, far more than could reasonably be covered in a book like this one. You'll find sample firearms for the Nocturnals setting in Table 5-1. However, you or your players may want to convert other real-world guns for your campaign. This is relatively painless if you have access to the basic specs of the weapon (available in many different gun books, including Green Ronin's *Ultramodern Firearms*).

1. Is the firearm a handgun or longarm? Basically, if you can fire it in one hand, it's a handgun. This category is mostly for pistols, but some small submachine guns fit here too. Assault rifles, rifles, shotguns, and submachine guns that require two hands to fire are longarms. These designations are important for a couple of related feats.
2. What size is the magazine? This tells you how many shots the weapon can fire. Many gun books tell you about the type of magazine (internal, box, cylinder), but that doesn't matter for our purposes. The magazine's size gives you the "X" for the flaw Magazine X. For example, a Glock 17 would have the flaw Magazine 17.
3. What is the weapon's damage? This is the trickiest part, since it requires you to check the caliber of the weapon's ammunition and convert that over to *M&M* damage. This guide should help you.

Caliber

Holdout pistol (.22in, .32in)
Light pistol (.38in, 9mm, 10mm)
Submachine gun (9mm, 10mm)

M&M Damage

+2L
+3L
+3L

Pistol (.45in, .357in)	+4L
Light rifle (.222in)	+4L
Heavy pistol (.44in magnum, .50in AE)	+5L
Assault rifle (5.56mm, 6.5mm)	+5L
Shotgun (12-gauge)	+5L
Rifle (7.62mm, 7.92mm)	+6L
Shotgun (10-gauge)	+6L
Heavy rifle (.50in)	+7L

4. Is the weapon automatic? If the answer is yes, give it the Autofire Extra. If it isn't, give it Multifire instead. These Extras will balance out the Magazine X Flaw.
5. What's the range increment? Normally in *Mutants & Masterminds*, a power has a range increment equal to its power rank x 10 feet. This doesn't work so well with firearms like shotguns, which do a lot of damage but are only effective at short range. When converting guns, therefore, use the following guide to determine the correct range increment.

Weapon Type

Sawed-off shotgun
Pistol or shotgun
Submachine gun
Assault rifle
Rifle

Range Increment

10 ft.
30 ft.
40 ft.
60 ft.
90 ft.

6. Calculate final point cost. Unless you add further Extras, the cost should equal the damage.











CARPE NOCTEM, NOCTURNALS 101

When reading what others, both famous and infamous, have had to say about the Nocturnals, one swiftly finds that the words "pulp," "hard-boiled," and various brand-new terms with the word "monster" somewhere in them seem to abound. They suggest that part of the unique nature of Dan's creation is to be found within the improbable blending of such diverse elements as lurid two-fisted violence, Lovecraftian horror, and Spaghetti Westerns. Eventually, they all agree on one point: The Nocturnals are pretty cool. Presumably you agree with them, or are at least prepared to, or you wouldn't have picked this book up.

The fact that tales of the Nocturnals are woven of so many colorful threads, however, doesn't make an aspiring Nocturnals GM's job any easier. Sure, you could dump your PCs in a dark alleyway, attack them with a creepy tentacled horror, and call it a Nocturnals game, but you and your players would be missing out on all the richness that a true Nocturnals adventure can provide. Which brings us to what this chapter is all about. First we're going to identify and break down a few of the varied genre influences that served as inspiration for the Nocturnals. Then we're going to discuss some of the themes that Dan frequently uses to work his mojo, along with some gaming advice on how you can use his building blocks in your games.

INFLUENCES

HARD BOILED PULP

The term "pulp fiction" is a reference to the fantastic tales published on cheap "pulp" paper in the first half of the 20th century. The pulps were pure escapist fiction, designed to take the minds of their readers far away from the fairly grim realities of the Great Depression and war. According to the late, great Gil Kane, Mob bootleggers smuggled log rounds full of Canadian whiskey over the border marked as "raw printing materials," which allowed their lawyers to use pulp magazine enterprises as fronts for their liquor operations during Prohibition. Many different modern genres from science fiction to horror find their roots in the pulps. Of the various forms of pulp fiction, one of the most popular and enduring is the "hard-boiled detective" story. While many heroes of the pulp tradition are shining paragons of virtue, the hard-boiled detective is not. Rather, he is a son of the mean streets who lives in a world of grey-shaded morality, where trust is more precious than gold. His compatriots run the gamut from likable gangsters to vicious femme fatales. His need to see justice done is often at odds with his desire to survive; he must be tougher by far than the violent world in which he finds himself, hence "hard-boiled." The hard-boiled detective's ability to sort out a mystery is often less important than his ability to fight his way out of tight corners. His insight is often uncanny and his luck remarkable, but then again, as Virgil had it, "Audentes Fortuna luvat" — "Fortune favors the daring."

The Nocturnals' world is firmly entrenched in the night-cloaked streets of the hard-boiled tradition, with a supernatural twist. It is nearly impossible to look at the world in black-and-white moral terms when one associates with monsters, or for that matter, is a monster by human standards. Your sharp-toothed friend always has your back when it counts, but you don't ask her where, or upon what, she feeds because you just don't want to know. Trench coats and fedoras are common accessories, and no one is willingly caught without a back-up piece. Gangsters and corrupt businessmen vie to control the streets, all the while dealing with the machinations of vampires. The Mob has reluctantly slipped into bed with hybrids and synthetic hired help so they don't lose out on the benefits that the unnatural can provide, though the fact that synthetics work cheap and are "programmed" to not skim off the top certainly sweetened the deal. The Nocturnals often find themselves drawn into mysteries that no one else is willing to, or perhaps capable of, dealing with — and, just like the detectives of the pulps, they generally have to fight their way out of them. Like their literary predecessors, they tend to have the devil's own luck and a knack for survival, though they add a mystical edge to their repertoire of tricks.

While he is not a detective *per se*, Doc Horror is certainly cut from the cloth of the hard-boiled gumshoe. The Doc's moral code is similar to that of the classic pulp detectives: Like Raymond Chandler's Philip Marlowe, he is the best man his "world" has to offer. He believes in justice, but laughs derisively at human attempts to achieve it. He was more than willing to gun down a large number of synthetic gangsters, yet he risked his life to help hybrids escape imprisonment because it was the "right" thing to do. He faces eldritch horrors for the good of humanity, even though he is well aware he will never be thanked or even acknowledged for his courage — and ultimately, he doesn't care to be. Horror's crew more or less follows in his fairly altruistic footsteps, though the Raccoon would be quick to ask, "What's in it for me?" — a sentiment that is echoed by many characters within the hard-boiled tradition.

WEIRD SCIENCE HEROES

The pulps' influence on the Nocturnals is not limited to the hard-boiled detective genre. The pulps also paved the way for modern-day science fiction with a unique blending of scientific possibility and pure imagination. A number of pulp magazines chose to follow the exploits of one particular hero. Called, appropriately enough, Hero Pulps, these magazines chronicled the lives of extraordinary individuals, or sometimes small groups, that fought against crime and frequently saved the world from strange menaces. Several of the most famous characters from this era are known to this day, most notably The Shadow. Of all the Hero Pulps, though, the one that most embodied the genre was the legendary

Man of Bronze, Doc Savage. Raised by scientists and dedicated to the continual perfection of both his mind and physique, Clark Savage, Jr. swore to save the world from villainy. Employing his astounding knowledge of science, his skill in the martial arts, which allowed him to accomplish near-mystical feats; and the assistance of his crew of equally noteworthy heroes, Doc Savage always triumphed against the forces of corruption.

The night-to-night existence of the Nocturnals has little in common with the characters in the Hero Pulps, whose protagonists are typically globe-trotting adventurers. They are, however, often exposed to the same kind of greed, corruption, and hideous monsters implied by the pulps, in part because they spend so much time in the shadows they're likely to notice what else goes on there. The underlying spirit of the Hero Pulps is certainly alive in the Nocturnals: They help their less fortunate fellows, even when they have problems of their own. It isn't always enough to simply survive in the world; sometimes you've got to seek to make a better world, for your children and generations to come.

Superficially, at least, Doc Clark Savage Jr. and Doc Nicodemus Horror have a lot in common. They are both men of science who take an active interest in the world around them and don't limit themselves to any one field or endeavor. They both employ swift wits and gadgetry to defeat their foes. They are both honorable men who hold to strict personal codes of behavior, and Doc Savage would certainly approve of Doc Horror's Three-Bs Rule: Brains Before Bloodshed. They are both blessed with teams of beings capable of amazing feats, far and above those of "normal" humanity. There, however, the similarity ends. Doc Savage's sunlit world allows for a very different existence than Doc Horror's. Savage makes a point of trying to keep even the worst criminals alive using a memory-erasing surgery technique he created to try to rehabilitate them into useful members of society. Horror's method of removing would-be racketeers when he was working for Don Zampa was to scare them first, and if that didn't work, they would just disappear to Doc alone knows where. Savage actively seeks to improve the world for all humanity. Horror would be perfectly content if the world would leave him and his family alone; while he is willing to put his life at risk for the greater good of all, humanity hasn't done him and his many favors.

LOVECRAFTIAN HORROR

Howard Phillips (H.P.) Lovecraft was a writer of weird tales in the 1920s and '30s. He is widely considered to be the greatest horror writer to have ever lived; he is unquestionably one of the most influential. Lovecraft's most enduring creation is a cycle of myths and tales about a group of malevolent entities from "outside" space and time, generally referred to as the "Cthulhu Mythos" in reference to his creation, the octopus-headed Great Old One, Cthulhu. Some of Lovecraft's stories are so convincing that there are those to this day that believe they are real. H.P. thought that if humanity ever truly understood how insignificant it was, in the cosmic scheme of things, we would all go stark raving mad; his stories reflected that belief. Lovecraft's monsters were often multi-tentacled horrors that couldn't be fought or overcome without a very high cost, if they could be faced at all: His protagonists have a distressing habit of going insane, dying, or worse when they face those "From Outside." His stories often featured ancient cities built by pre-human civilizations, or creatures from distant stars that used terrifying and alien geometries in their building. Lovecraft's alien beings are so famous, in part, because he was very skilled at depicting just how "alien" they were. There are several worthwhile role-playing games exclusively devoted to Lovecraft's work, the most famous being *Call of Cthulhu* by Chaosium.

The Nocturnals have faced off with two opponents that could easily be considered "Lovecraftian": the Crim and the Skerl. The tentacled, dimension-jumping Crim are quintessential opponents from "outside" the world. The Crim liaison, Fane, stated that the Crim were "old and patient creatures" — a statement easily applied to a number of Lovecraft's elder races. The Crim's desire to convert all they met to Crim or bring them under their rule, a fate that overtook Doc and Eve's home world, is a motivation not unlike the subtle manipulations of Lovecraft's sinister race, the MiGo. The soul-stealing, crustacean Skerl represent the other side of Lovecraft's work: If the Crim are those from outside, then the Skerl are an ancient race of Earth that has passed unknown by all-too-ignorant humanity, the Nocturnals' equivalent of Lovecraft's Deep Ones. The ancient city

that the Skerri forcibly stole from the "mer-people" has all the hallmarks of a Lovecraftian location: strange, ancient architecture carved of unidentifiable green stone, and lots of tentacles.

The influence of Lovecraft on the Nocturnals, however, is one of appearance, not plotting. None of the Nocturnals react to Lovecraftian threats at all as the heroes of H.P.'s stories would. Lovecraft's protagonists are rattled to the core by the horrors they face and frequently question their own sanity. The Nocturnals draw weapons and open fire with little to no hesitation, and while they may be disturbed by their opponents, they are never in any danger of going mad just by exposure to them. Lovecraft often states that there are "things man was not meant to know" – the Nocturnals arguably are some of the "things" in question. When a sea monster is summoned up from its watery bed at the climax of *The Dark Forever*, if Lovecraft had written it, everyone on the beach would have gone insane. Instead, Starfish shakes hands with the beast, and later on Eve wistfully wishes that she could have as well.

SPAGHETTI WESTERNS

Between 1960 and the mid-1970s, European film companies produced over 500 Westerns, most of which were filmed in and around Europe. Since Italian companies financed the greater bulk of the films, they were eventually labeled "Spaghetti Westerns," a name that fans of the genre embraced and still use to refer to any new westerns put out by Continental filmmakers. Spaghetti Westerns may have passed into obscurity and been forgotten, if not for the efforts of a then-unknown director named Sergio Leone. Leone was fortunate enough to have a young American actor named Clint Eastwood, a music composer named Ennio Morricone, and a script based on Akira Kurosawa's *Yojimbo*, which, in turn, was loosely adapted from Dashiell Hammett's pulp novella *Red Harvest*. With these and a small amount of capital, he produced *A Fistful of Dollars*. The film introduced the world to the archetypal Man With No Name, a mercenary gunman willing to help the innocent, but a ruthless dispatcher of villains. The success of the first film brought on two sequels: *For a Few Dollars More*, which made Clint Eastwood and Lee Van Cleef international movie stars, and the most famous of all

Spaghetti Westerns, *The Good, The Bad and The Ugly*. Morricone's haunting score is one of the most instantly recognizable of all musical themes in the western world, and simply whistling a few bars of it instantly brings to mind duels to the death under a high-noon sun.

The Nocturnals live in a world where firearms are a necessity and violence is often imminent, not at all unlike the grim depictions of the West that the Spaghetti Westerns thrived upon. There is often an undercurrent in the Spaghetti Western of the world that was and the world that is to come, usually represented by encroaching modernization eroding the fabric of the West. Often, a few characters clearly belong to the "old world" whose time is passing, forcing them to die fighting for what they believe in or adapt to the "new world," which typically offers "new and improved" methods of doing things. The Nocturnals' world is similarly polarized by the presence of hybrids and synthetics, who serve as living metaphors of change or the "new way," whereas the gangsters and vampires prefer the old status quo.

Unlike the Nocturnals, the protagonists of the Spaghetti Westerns were neither selfless nor particularly heroic. Many Spaghetti Westerns are tales of bloody revenge – which the Nocturnals do occasionally indulge in – but most of them prominently feature the acceptance of danger in pursuit of wealth, which none of the Nocturnals, except the Raccoon, seem to care about. The real presence of the Spaghetti Western vibe among them is to be found within the person and pistols of the Doc's silent enforcer. The Gunwitch is, unquestionably, a representative of the Man With No Name – his moniker was given him by Eve, and if he even has a name, nobody (except perhaps Doc Horror) knows it. The Gunwitch's series *Outskirts of Doom* is a clear homage to *Yojimbo* and *A Fistful of Dollars*, though it is rival families of vampires that the undead gunslinger manipulates into destroying one another, rather than mortal thugs. The classic Western image of a street cleared for a duel works for any street that's empty at 3 a.m., though for the Nocturnals, newspapers are more likely to blow by than tumbleweeds, and they are certainly far more likely to ride into the sunrise than the sunset.





NOCTURNAL THEMES

The following themes are, to a greater or lesser degree, present in all of the stories about the Nocturnals. As a Nocturnals game master, invoking these concepts will help your players “feel” like they are truly members of the Nocturnals. More importantly, they can help give you a lot of ideas for adventures.

THE NIGHT KNOWS ITS OWN

Know this — there are two worlds. One is lit by a burning sun, filled with humans that go about their lives in a blissful state of ignorance. Many of them are content with their lot, and those that aren’t believe that there is no other way for them. They have jobs and mortgages, needs and desires, loves and hates. Their world is not a simple one, but its rules are understandable, and anyone can learn them if they so choose. The other world is that of the Nocturnals. When it is lit at all, it is by the pale and uncertain light of the Moon and stars. Its rules are secret; no manual could ever truly explain them, as they are fluid and always changing. The Nocturnals are careful not to stray too far from what they understand, for they know that the depths have no limits and the dangers of their world offer few second chances.

In the Nocturnals’ adventures, there is a clear separation between those that belong to the night and those that don’t. The Nocturnals acknowledge and are recognized by those that belong to the shadows, though this is not always a desirable state of affairs. When Eve goes out trick-or-treating on Halloween in *Witching Hour*, she ends up running into all sorts of night creatures, from faeries to a bat-wrangling witch. When Firelion returns home in *The Dark Forever*, the bat-goblins go out of their way to warn him that there are bad things in town, a warning they certainly aren’t giving to any mere passing humans. Those who roam the night seem to have an unspoken agreement that it would be best to keep their existence a secret from the other world, and they go out of their way to avoid the scrutiny of normal humans. This is partly because they do them no favors by pulling them into their more dangerous world, but also because of the presumed danger of lynch mobs bearing torches. There are places where humans know the score, but most of the denizens of the day don’t even have an inkling of the weird creatures that hunt the night, their ignorance serving as a defense mechanism against the terrors of the unknown. The Nocturnals’ existence is generally only known of by those who, by job or choice, have to walk in the darkness: police officers and criminals.

When running Nocturnals adventures, keep this cosmology of two worlds and the vast difference between them in mind. If your players are made aware from the beginning of your game that their characters, by the very nature of their reality, will frequently run into weird occurrences, they won’t be too suspicious when odd creatures show up at their doorstep offering strange pieces of information or begging for help. Some overly logical types may suggest that too many such occurrences beggar belief, but consider this: Whom, exactly, do monsters turn to for aid when they’re in trouble? Certainly not anyone from the day world. The Nocturnals are both competent and resourceful; whether your group has chosen to play Doc and his crew or make up their own monster noir heroes, this should remain so. Once a group has established a reputation, whatever it is, it is likely to be spread far and wide on swift wings. The denizens of the night are a relatively small community — gossip moves quickly among them. Doc’s reputation, at least, is well established as an individual you do **not** want to make an enemy of. Some of your PCs’ enemies may grudgingly acknowledge that it is occasionally useful to have the Nocturnals around, which gives a GM several excellent outs when the big bad guy captures various party members and they’re forced to wonder why he doesn’t just kill them...

A great number of adventures can also spring from the fact that most Nocturnals will try to keep their activities and very existence secret from most of the rest of the world. Imagine the troubles a determined photographer, an obsessed detective, or a ruthless scientist could cause for characters that are trying to shun the light. Even an activity as simple as going shopping can become an issue if a GM feels it can lead to a good story. Where, exactly, do the Nocturnals get all their bullets? Presumably Gunwitch or the Doc makes them, but your PCs may not have similar talents. There are also many possibilities in exploring interactions between the two worlds. A young runaway all but ignored by her society ends up in the care

of the Nocturnals. The Nocturnals' family bond is, at least in part, based on the fact that all of them are running from something, so they are likely to sympathize with her situation, but what are they to do? Return her to a world that doesn't want her and thereby possibly expose themselves? Accept the moral consequences of killing her for her own good? Raise her among them? What if a high-ranking politician starts using all his powers to comb the streets looking for his love-struck son, who has run off with a vampire lass? The couple is truly happy together and, despite her nature, he hasn't been unduly influenced, so what are the Nocturnals supposed to do? Take a calculated risk to help the lovers, or forcibly "rescue" the son to stop the search?

CHARACTER IS WHAT YOU ARE IN THE DARK

To the Nocturnals, the choices you make and the actions you take define you far more than whatever your social status or appearance may be. This is a condition born of necessity – beings choosing to associate with characters like the Gunwitch have to give up some of their prejudices – but it is also indicative of their position outside humanity's social mores. The Nocturnals often have to make hard choices, for even "just getting by" isn't easy when you're a monster in the eyes of most. The Nocturnals would probably have an easier time of it if they truly were, morally, what their appearance suggests to others that they must be. The Nocturnals have often taken the hero's role even when it has cost them to do so, and while they may be hard-edged, they are definitely the good guys. Many of the Nocturnals' adventures explore traits that are based on choice, among both them and those they associate with.

Family & Loyalty: The Nocturnals are a family born of choice, not unlike the gangster family of Don Lupo Zampa. While it could be argued that both families gathered together out of a need for self-preservation, several of the stories make it clear that the various Nocturnals in Doc's crew can leave him and the Tomb behind if they see fit, an offer the Mob doesn't typically extend to its members – as seen by Tony Zampa's exit from La Familia. Love and a sense of loyalty bring the Nocturnals back to Pacific City in *The Dark Forever*, not necessity. When the Raccoon first meets Komodo, he laughs at the reptile-man's naïve allegiance to their fellow hybrids, yet finally chooses to help free many of them at the climax of *Black Planet*, a sharp contrast against the willingness of the reptile hybrid, King Snake, to sell the Raccoon out to the Crim agent Fane just because he got a "better offer."

Pride & Honor: When Doc Horror learned that the Crim had managed to follow him and Eve through the portal between worlds, there was never any question in his mind that he was responsible for stopping them, not just because of the danger to his new world, but specifically because of the fact that it was his invention that allowed them to come at all. Even though Doc is well aware that his crew would help him without a second thought, he is still reluctant to risk them against the Crim because it is "not their fight." Polychrome never took revenge on those that had wronged her, which is what she was nominally "supposed" to do, because she chose to stay true to her own pacifistic beliefs and resist the "natural" urge of a wraith to extract vengeance.

Despite the fact that Nocturnals stories are far more on the "grim and gritty" side of comics than the "four color," keep in mind that your PCs are supposed to be heroes. The seemingly monstrous Nocturnals are, in many ways, a mirror for the best of humanity's traits. Make use of this when plotting out adventures, as the Nocturnals' inhuman appearance can serve to highlight just how little others expect their heroic behavior. Doc's crew regularly give all but the most slavering of horrors a chance to walk away from a fight before unloading on them, in part because they all believe in the possibility of redemption. Remember that while the world is filled with "monsters," not all of them are menaces that must be dealt with. Some may even become allies if your PCs attempt to understand them or treat them well. Create adventures in which you can test your PCs' values, but strive to give them multiple options. However, if the easiest way out of a situation is a fight, don't be surprised when they inevitably try to fight their way out. Some of your players are eventually going to get around to asking a fairly valid question: Why, exactly, are we heroes anyway? After all, the world doesn't seem to like us all that much, we being freaky and all. Rather than answer for them, consider countering by posing the question back to them: "I don't know, why are you heroes?" Their answers might just surprise both you and them, as well as help with





THE PAST NEVER STAYS THAT WAY

No matter how well the Nocturnals may have learned to hide, none of them have learned to escape their past. The Nocturnals, one and all, are deeply marked by their histories, a trait they share with a number of more "classic" superheroes. Many of the Nocturnals' adventures are caused by, or touch upon, the events that shaped them into who they are. Doc and Eve's story is inextricably meshed with the menace of the Crim, which, because of Fane's association with Narn K, connects them to Procyon and Komodo. Starfish's mysterious roots are directly connected to the inhuman city that the Doc unearthed. Phestus is marked and readily recognized as being one of the last of the "Burners," which carries a great deal of implied back story (some of which is revealed in this book).

Many role-playing games suggest that characters should have compelling back stories, both for helping players get a handle on their characters and to give the GM adventure ideas. The definitive events that mark the origins of superheroes, however, hold unique places in the world of fiction. People that couldn't tell you a thing about any of his further adventures could readily answer who the Last Son of Krypton is. The mythic natures of these origin tales readily translate to the Nocturnals as well, but since they are, in the main, "monstrous" heroes, their concepts should have a sufficiently spooky or disturbing twist to them. A number of Nocturnals adventures can be created for your campaign before it even begins, simply by taking the time to sit down with your playgroup and discussing their ideas for who and what they think their Nocturnals should be. Persuade your players to write down a few of the details of their origins for your later reference. Encourage them all to think beyond the obvious or "easy outs." Say, for example, they're escaped hybrids from the Narn K. That clearly gives several characters the same basic origin, but their concepts don't have to be at all similar. If one of them was a favored research guinea pig, exposed to various stimuli that the others were not, he is certainly going a far different attitude towards humans than his fellows. Perhaps one of the scientists lost her daughter, and as a small way of making certain something of her offspring survived, based the genetic code of one of the PCs on her deceased child. Every character should be shaped by their past, and those pasts may come looking for them when they least expect it.

MYSTERIES, RIDDLES, AND ENIGMAS

The world of the Nocturnals is composed of secrets and intrigue. For every mystery that is revealed, other darker ones are often hinted at, for the Nocturnals are only one of the groups that roam the night. Only the barest fraction of information has been revealed about the doings of the Narn K Corporation, though it's enough to know they're not up to any good. The Nation of the Bloodless is barely more than a name, yet it is indicative of an entire society of vampires whose existence is only been hinted at in the *Outskirts of Doom*. Halloween Girl has only recently started attending the Nightshade School of Pharaoh City, but by its very existence, we know that there are enough "creepy" children in the Nocturnals' world to justify the establishment of such a facility, which implies that there are many other unusual beings in the world.

One of the reasons the Nocturnals value their home, Pacific City, so much is that it is one of a small number of "hidden towns." These places, like Heliopolis and Nebula City, are off the beaten path and mystically shielded from attention, tourists, and expansion. It is as if they only partially exist on the Earthly plane, somehow occluded from the rest of the world due to a large presence of the supernatural. Finding other such towns could certainly lead to some unusual journeys.

The quest for knowledge and/or enlightenment, the literal riddle of self, is also a part of the Nocturnals' stories. Komodo continues to travel the world, for there are so many wonders to see and new experiences to have. Starfish's desire to understand just who and what she is drives her character. Doc Horror's enthusiasm for knowledge regularly leads him to ask questions of the world around him. In fact, his hunger is so great that in *The Dark Forever*, he plunges into the depths of the subterranean city he has discovered despite the fact that he knows he should wait and plan his exploration more carefully.

This air of mystery is a fundamental part of why the Nocturnals' world is so interesting and makes for such a great role-playing setting. There is room for cults and aberrations, bizarre rituals and ancient evils, all lurking, as yet unseen, until your players come along. Hints and insinuation will serve you well as a Nocturnals





GM, for even suggesting a secret to PCs will typically be received by them as the first part of a challenge to reveal said mystery. There is a definite satisfaction in knowing what others do not, but certain types of knowledge are potentially dangerous. Those fond of the "Lovecraftian" vibe would do well to remember that such lore is like a disease. Once you've learned it, no matter how hard you try, you will never be free of it. There are texts that can disturb the mind and secrets that can rattle the soul, even if one happens to be a bit on the monstrous side. In mechanical *Mutants & Mastermind* terms, you could introduce a tome that grants 15 ranks in the Sorcery power at the mere cost of a few Hero Points... and the slow erosion of sanity, as a point of Wisdom is permanently lost for each week of possession of the cursed book.

Keep in mind how useful symbology can be when constructing adventures. Every symbol is a mystery until its meaning is determined, and will automatically hint at the occult in your players' minds, which can only be a good thing in a Nocturnals game. Having a series of enemies that all bear a tattoo of a twelve-legged red spider will certainly set your PCs on edge when they hear about the new bar downtown called the Crimson Web. Enigmatic phrases and unexplained phenomena can also be a lot of fun. A rain of eels and mercury readily shows that something is deeply awry. Having a dying man stumble into one of your PCs' arms with just enough time to mutter, "Beware, the Lidless Eye sees you" before dissolving into a pile of goo will get them interested in a heartbeat, as well as being a classic pulp shtick.

Nocturnals character concepts should be able to easily support a bit of vagueness about their pasts; in fact, it's probably a good idea to encourage your players to not fully flesh out the particulars of their origins, leaving some things a mystery to both them and the rest of the group. This allows you as GM to fill in all the wicked little details that can make life, or unlfe in some cases, that much more interesting – and it is certainly in keeping with the various Nocturnals comics. If your players are really trusting, you might even be able to talk one or two of them into setting aside a few of their Power Points, so you can reveal one of their eerie powers at a dramatically appropriate time.

SCARY IS FUN

The adventures of the Nocturnals always have a spooky edge to them, but that's part of what makes them unique and so much fun. One of the lines that best sums up the Nocturnals is found at the end of *Witching Hour*. When Starfish states that the thought of the Bat Queen cooking and eating Eve makes her skin crawl, Eve responds with delight: "I know, *me too!* Isn't Halloween the **greatest?**" While the Nocturnals are frequently in frightening situations, they embrace them with excitement rather than dread. They are often at their best when a situation seems to be at its worst.

Remember the Halloween vibe when you're running Nocturnals adventures. The tingling rush of adrenaline that accompanies fear is what you want your players to feel, not the impulse to scream hysterically. The subtle joy of taking on the monster's role by putting on a Halloween costume is what the Nocturnals are all about. In many role-playing games, players have to face off against monsters. This sourcebook offers the opportunity to *play* the monsters, but still be the good guys.

Now go blow away some pseudopod-covered punks.

THROUGH THE MIRROR, DARKLY – CRAFTING NOCTURNALS ADVENTURES

So your PCs have loaded their trusty .45s and are ready to seize the night with their clawed fists; time to figure out just who or what you're going to pit them against. After all, quite a few heroes are defined by the caliber of their enemies. So what will it be: crazed cultists, Lovecraftian horrors, or a little bit of that good ol' human ultraviolence? Try looking at the Nocturnals as a worldview; a lens through which all situations are potentially darker and more sinister than they seem to be on the surface, like many of the pulp traditions from which they sprang. A number of more conventional *Mutants & Masterminds* adventures will work quite well for a Nocturnals game; you'll just have to give them the proper slant. The MnM presumption is that your PCs will be facing a life-endangering threat or challenge; this is alive and well in the Nocturnals. Think about the various influences and themes put forward in the previous section and, with those firmly in mind, let's get pulpy.

Lester's Lessons: Lester Dent, the creator of Doc Savage, wrote a wonderful "Master Fiction Plot" for 6000-word pulp adventure stories that he claimed never failed to get him a sale when he followed it. His essential elements are reproduced here for your use with some Nocturnals modifications, but if you'd like to read the original article, it can easily be found on the Internet.

- 1) A sinister way that the villain/s deals with victims
- 2) A sinister thing for the villain/s to be seeking
- 3) A sinister / unusual location
- 4) A menace which should hang like a cloud over your heroes

To paraphrase Lester: One sinister thing is good, two is better, and three is swell. So how does this apply to Nocturnals adventures?

Sinister Ways: Lester actually has "different murder method" as his first bullet point, as well as noting that the victims' fates shouldn't be too "odd, fanciful, or grotesque." Ha! Ignore that bit. Many of the victims in the Nocturnals stories would deem themselves lucky to get off with "just" being killed. The Crim convert and warp others into Crim. The Skerl steal souls, leaving undead husks behind. The Nocturnals' world gives you a nearly limitless supply of disturbing fates to deal out; don't pull any punches. Cadavers found with flesh intact, sans bone. Individuals flayed alive for their skin, then mysteriously kept that way for the ritual the bad guy is enacting. Not a mark on the victims, but terrified expressions and stopped hearts. A series of strangled gangsters whose left hands have been severed. A twisted vigilante, or something more diabolical?

When dealing with more conventional foes, consider how much you can suggest in the manner of the killings. Bodies blown to pieces with shotguns at point-blank range? One slug to the back of the head each, professional execution style? Hacked and mangled by farm instruments? Precision sword cuts? The occasional touch of weird science is good, too. Bullet-riddled corpses without any bullets? A stiff whose entire surface is evenly bruised?

Sinister Goal: What, exactly, does the villain want? Money and power, the two classic motivators, are certainly legitimate, but some of the Nocturnals' foes may want some truly abnormal things. The Skerl wanted to summon a sea monster – extending their lives, stealing souls, and creating zombies were merely byproducts of their true desire. Consider a long-entombed vaudeville magician, whose passage into unlife has stripped away his sense of humor and the ability to laugh. He wants them both back, whatever the cost. How would such a being go about acquiring what he had lost once he finally escaped his prison? It's a good idea to occasionally have a villain whose goals may actually make them somewhat sympathetic, but whose manner in going about acquiring or creating what she craves is insupportable – for instance, a hybrid revolutionary who wants peace with humanity, but has decided the only way to acquire it is to find a way to blind every human within 100 miles, so they can no longer judge by appearances. Finally, the most painful experience of all can be encountering the villain whose goal is the PCs' destruction. He wants nothing less than their total obliteration, and whether he believes that God is on his side, or that they'll make good trophies for his wall, convincing him otherwise will be near impossible.

Sinister Locations: The Nocturnals have fought in the sewers that are the bowels of the Narn K labs, roamed through a prehuman city, and been stuck in a town ravaged by a vampire gang war. The mean streets are where many pulp adventures go down, but don't limit your group to that. The limits of Doc Horror's portal device haven't yet been explored. Who knows where your PCs might find themselves? When thinking about where to set an adventure, always keep one thing in mind: Is it a good place for a fight?

Remember, every place is a little creepier in the dark....

Menacing Clouds: Your players are supposed to be heroes; if you firmly establish that fact from the outset, before any of your adventures begin, it'll make your job as GM a lot easier when it comes time to fight the good fight. However, one or two of your players may reasonably want to know why they should get involved in any particular situation. Yeah, they're relatively good guys, but they can't solve all the world's ills, and some troubles are well worth avoiding. That's where the Hook comes in. The Hook is a personal, often emotional, reason for one or more of the heroes to get involved in an adventure. Once you've managed to

get one or two interested, the rest will doubtless come along for the ride in proper Nocturnals fashion. The best Hooks often have an inherent time limit built into them, such as, if we don't cure her by sunrise, she will be cursed forever. Here are a few "menacing clouds" to start you off with:

Answers: Because the truth is out there somewhere. An "answer" may be the real story on one's past, or the solution to a long daunting puzzle.

Curiosity: It may have killed the cat, but you're better than any cat, right? Then again, you don't have nine lives, do you?

Loyalty: Not many humans out there will put their neck on the line for one of the Nocturnals, so when one of the few that will gets embroiled in a sticky situation, who better to help him out?

Self-Preservation: Your players may not think, at first, that the rampaging fiend is their problem, but who is the pitchfork-and-torches mob eventually going to come after if the problem isn't nipped in the bud, eh?

Because There IS No One Else: Have one of their fellow creatures of the night request/beg your PCs to help out against a particularly nasty threat. It's a total ego booster for your PCs when the arrogant ancient vampire lord who has rumbled with them in the past humbles himself before them. They'll fall for it. They may be highly suspicious, but they'll still fall for it – just don't pull this one more than once or twice.

ALTERNATE CAMPAIGNS

So you dig Dan's stuff, but the "Heroes by Night" gig is just not for you and your players. No problem. Here are some other takes on how to run a Nocturnals campaign.

WITH CREEPY ORIGINS COME GREAT RESPONSIBILITIES

For the greater good of all, the "monsters" have had to shatter the separation of the worlds of day and night. Perhaps there was a global cataclysm, an alien invasion, or a massive horde of demons, but whatever it was, your heroes were forced "into the light" once and for all as they publicly struggled against the great menace. Necessary or not, the other denizens of the night are none too keen on these "public night-crawlers" shedding light on their existence, to say nothing of the reactions of different government groups, corporations, and citizens. This campaign style is likely to eventually veer into the "four-color," though it doesn't have to.

DO SYNTHETICS DREAM OF HYBRID SHEEP?

Programmed life. Incept dates. Brain-tickled loyalty. Is free will an illusion that you will always be denied? Are there such things as souls and if so, do you even have one? Welcome to life as a Synthetic. Human rights only apply to humans, so if you want the perks of existence that every sentient being deserves, you're going to have to fight for them. In this campaign, your players take on the roles of the specialized constructs of the Narn K, who are unlikely to take the news that some of their creations are "acting up" well. Worse still, what if even your rebellion is part of a pre-set program installed by Halcyon so they can charge top dollar to bring in more advanced synthetics to eliminate you?

SOMETHING WICKED THIS WAY COMES

This entire benevolent monsters, we're-the-good-guys hero crap? Forget it. You are evil to the core, bad to your visibly showing bones. Whether you pull into town in a reeking steam train or ride in on desiccated hooves makes no difference; your arrival signals the doom of whatever unfortunate community you find yourself in. Such campaigns tend to be vicious, brutal, and short, but they do make for an interesting change of pace – and, lucky you, you might "get" to face off against Doc Horror and his crew. For some real fun, play this type of game for a few nights, and then start a more standard Nocturnals game where your first priority is to hunt down your former characters.

RESOURCES AND INSPIRATION FOR GAME MASTERS

Books:

The Call Of Cthulhu and Other Stories, In the Mountains of Madness, and other works by H. P. Lovecraft
The Wizard of Oz, by L. Frank Baum, and his series of stories in the land of Oz
Red Harvest, and other works by Dashiell Hammett
The Big Sleep, and other works by Raymond Chandler
 Lester Dent's Doc Savage novels
The Street of No Return, Night Squad, and Nightfall, by David Goodis
The Encyclopedia of Witches and Witchcraft, by Rosemary Ellen Guiley
Collectible Halloween: An American Holiday, by Pamela Apkarian-Russell
The Days of the Dead: Mexico's Festival of Communion with the Departed, by John Greenleigh and Rosalind Rosoff
 Robert E Howard's Conan novels
Night Shift, Salem's Lot, The Shining, and IT, by Stephen King
Black Dahlia, by James Ellroy
Small Vices, Promised Land, and Potshot, by Robert B. Parker
Payback, by Richard Stark (originally published as *The Hunter*)
 The works of August Derleth

Movies:

Sleepy Hollow	The Nightmare Before Christmas
Miller's Crossing	Hammett
Night Breed	Yojimbo
Pumpkinhead	Reservoir Dogs
Pulp Fiction	Last Man Standing
The Godfather	Goodfellas
Bladerunner	In the Mouth of Madness
The Good, the Bad and the Ugly	They Live
Village of the Damned	John Carpenter's The Thing
Firestarter	Homicide
Leon: The Professional	Shadow of the Vampire



NOCS ADVENTURES ACCORDING TO DAN

A Nocturnals adventure isn't simply about putting monster A or gangster B into a pulpy plot with this Nocturnal or that – a Nocturnals adventure tends to involve any one of three important elements:

A sense of rustic surroundings and smaller scale: The places in which these stories take place are not big-city places. They are backroads-type communities, and they should also seem familiar, like places you might have driven through on the way to somewhere else. Not everything takes place in big cities and towns. In between metropolises are miles of towns and bedroom communities we seldom take the time to explore. In some cases, they are the towns we felt stuck in during our youth: places that are too small, too spread out, not hip or modern enough. The world of the Nocturnals is generally perceived by daytime folks as places where "nothing ever happens." It's that mundane, rural, and quiet setting that's perfect for a Nocturnals adventure; the nighttime world of Doc and his crew is alive, surrounded at all times by the blissfully unaware who sleep through it nightly.

The FBI is never sent out in force, nor is the military. The police never call all cars. There are no TV reporters with footage of the Raccoon on a national network show. The Nocturnals keep a low profile, and so do their stories. The big stuff happens in the supernatural realm they live in, not in ours. Just as there's no real footage of aliens or Bigfoot in our world, there are no real videotape moments of the Gunwitch in action or Firelion lurking in the woods. The Nocturnals' stories are purer when they aren't threatened by the encroachment of the human rat race. The idea is that these stories and situations happen regardless of our doings. The world is by and large ignorant of the Nocturnals' world, and that's how it is supposed to be.

Conscious lack of technology: The science and technology in the world of the Nocturnals is that of a Philip K. Dick novel or a short story by Ray Bradbury. Little attention is paid to the rampant technology of today and today's films and TV shows, or even other comic books. It's just that their world doesn't care about the latest advances in technology as we know them. It's a rougher, simpler world. It may be that these things do exist in the waking world, but in the Nocturnal world, they're useless items, of no consequence to our heroes. The Nocturnals don't go after stolen discs or computer viruses, and they don't use cell phones. They wouldn't be the Nocturnals if they did.

Prehistory Over Recorded History, or History with a Twist: Many times in stories, elements of history make their way into the plot. This is fine, but in a Nocturnals adventure, it's more likely to be prehistory that figures into the story – the idea that there have been ages before man, when other intelligent races ruled the Earth, is an important theme. You're more likely to find a story about the rulers of the continent of Pangaea than the Roman Empire. However, if some tidbit from history seems like it would make a good jumping-off point for an adventure, remember that for it to be a Nocturnals adventure, that point of history must involve something completely new and unknown: for instance, a Roman emperor who rode with his army into the alps, never to return. Centuries later, Doc finds evidence of a hidden fortress-city in the mountains ruled by an ageless Roman emperor held captive by some ancient race that has cheated death. In *The Gunwitch: Outskirts of Doom*, the Egyptian Queen Nitocris, infamous for drowning her enemies in the waters of the Nile, is introduced as the Mother of all Vampires; in fact, she returns from her deathly slumber to wreak havoc.

Nocturnals adventures don't rely very much on folk stories or mythology. There are plenty of other comic-book characters who play in the old stories and legends. The Nocturnals discover ones humans have never heard of.

These are just some of the things that mark a true Nocturnals adventure.

Dan Brereton
 September 6th 2003



NOCTURNALS

CHAPTER 06



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06

SKETCHBOOK: BRUCE TIMM, JAY STEPHENS, BRET BLEVINS AND RONNIE DEL CARMEN

"These two pages illustrate well how gratifying it is to see one's creations through the eyes of other artists, particularly when their works reveal undiscovered character facets. It's also just fun to see how the Nocs would look as 'Saturday morning' cartoon heroes." - db









MUTANTS & MASTERMINDS STATS

This chapter has Mutants & Masterminds game statistics for all the important heroes, villains, monsters, and creeps detailed in A Midnight Companion. With these stats, a Game Master should be able to run a full Nocturnals campaign with ease.

The Nocturnals

Doc Horror: PL8; Init +5 (Dex); Defense 22 (+7 base, +5 Dex); Spd 30 ft. (1.5 miles Portal Device); Atk +10 ranged (+3L pistol), SV Dmg +5 Fort +5 Ref +5 Will +2 (Mental Protection +5); Str 18, Dex 20, Con 16, Int 20, Wis 14, Cha 14.

Skills: Bluff +4, Computers +12, Diplomacy +4, Disable Device +11, Intimidate +7, Knowledge (all) +10, Repair +12, Science (all) +10, Search +10, Sense Motive +4, Spot +4.

Feats: Darkvision, Expertise, Great Fortitude, Hard-Eyed, Leadership, Power Attack, Toughness.

Powers: Super Strength +2 [*Extra:* Regeneration, *Source:* Alien; Cost: 5 pp], Super Intelligence +5 [*Extra:* Mental Protection; Cost: 3 pp].

Equipment: Portal Device [Teleportation +6; *Extras:* Dimensional Travel,

Extended Teleport, *Flaws:* Extended Only, Device; *Source:* Super-Science; Cost: 3 pp; Total 18 pp], FN Browning GP35 [Weapon +3; *Extra:* Multishot; *Flaw:* Magazine 13; Cost: 1 pp; Total: 3pp].

Note: Doc has done some truly fiendish things with his teleport technology, such as handing around ammunition that sends bits of the Crim back to their home planet. This would be an example of "Extra Effort" (see M&M, page 105)—both as an application of the teleport technology and Doc's wicked genius.

Weakness: Transformation. Doc requires serum regularly or Horror will transform into a feral beast; Quirk (curiosity): Doc is capable of getting in over his head or neglecting his obligations when intrigued by a discovery or enigma.

The Gunwitch: PL8; Init +7 (+3 Dex, +4 Improved Initiative), Defense 17 (+4 base, +3 Dex); Spd 30 ft.; Atk +12 range (+4L pistol); SV Dmg +15 Fort +11 Ref +3 Will +0; Str 14, Dex 16, Con 20, Int 10, Wis 10, Cha 16.

Skills: Bluff +6, Hide +8, Intimidate +12, Move Silently +8.

Feats: Attack Focus (Ranged), Darkvision, Die Hard, Immunity (Aging, Critical

Hits, Exhaustion, Poison, Starvation, Suffocation), Improved Critical, Improved Initiative, Improved Precise Shot, Multishot, Nerves of Steel, Point Blank Shot, Power Attack, Precise Shot, Quick Draw, Rapid Reload, Ranged Disarm, Rapid Shot, Reactive Shooter, Seize Initiative, Spooky Presence, Toughness.

Powers: Amazing Save: Damage +8 [Source: Mystical; Cost: 1 pp], Amazing Save: Fortitude +6 [Extra: Immunity; Source: Mystical; Cost: 2 pp].

Equipment: Colt 1911A1 [Weapon +4; Extra: Multifire; Flaw: Magazine 7; Cost: 1 pp; Total: 4 pp], Colt Python .357 [Weapon +4; Extra: Multifire; Flaw: Magazine 13; Cost: 1 pp; Total: 4 pp], Cached Weapons [Gadgets +5; Extra: Multifire; Flaw: Weapons only; Cost: 1 pp; Total: 5 pp].

Weakness: Vulnerability: Gunwitch is helpless to resist magical commands given in the "Old Tongue"; Disabled (Mute).

Evening, the Halloween Girl:

PL4; Init +1 (Dex); Defense 13 (+2 base, +1 Dex); Spd 30 ft.; Atk -1 melee (-15 sissy kick); SV Dmg +0 Fort +0 Ref +1 Will +5; Str 8, Dex 12, Con 10, Int 12, Wis 14, Cha 16.

Skills: Knowledge (Occult) +7, Language (Old Tongue, Various occult languages) +4.

Feats: Detect (supernatural phenomena), Nerves of Steel.

Powers: Bad Little Toys +4 [Animation +4; Extra: Growth (on toys, not self); Flaws: Limited (toys only), Ineffective (doesn't work in "Crim" aura); Source: Mystical; Cost: 5 pp], Spirit Helpers +4 [Telepathy +4; Extras: Telekinesis, ESP; Flaws: Ineffective (doesn't work in "Crim" aura); Source: Mystical; Cost: 3 pp], Amazing Save: Will +3 [Source: Training; Cost: 1 pp].

Equipment: Plastic Jack O'Lantern full of toys.

Typical Toy (Large): PL n/a; Init +0; Defense 11 (+2 base, -1 size Large); Spd 35 ft.; Atk +5 melee (+85 punch or +8L claw/bite); SV Dmg +4 Fort +0 Ref +0 Will +0; Str 18, Dex 10, Con 10, Int 10, Wis 5, Cha 5; Powers: Growth +4.

Eve's powers represent the various ways her spirit friends assist her - the most common ways being through providing information (Telepathy and ESP), possessing one of her toys and tearing them limb from limb (Animation/Growth), or moving objects (Telekinesis). The toys themselves are fairly ferocious, more than making up for Eve's relative vulnerability.

Procyon Cleanhands ("Bandit"): PL6; Init +4 (Dex); Defense 17 (+3 base, +4 Dex); Spd 30 ft.; Atk +7 ranged (+4L pistol); SV Dmg +5 Fort +3 Ref +4 Will +2; Str 20, Dex 18, Con 16, Int 10, Wis 14, Cha 18.

Skills: Balance +5, Hide +5, Intimidate +7, Listen +4, Move Silently +5, Sleight of Hand +5, Spot +4, Taunt +7.

Feats: Alertness, Darkvision, Finishing Blow, Infamy, Nerves of Steel, Point Blank Shot, Rapid Shot, Scent, Toughness.

Powers: Natural Weapons +4 [Source: Mutation; Cost: 3 pp].

Equipment: Two Colt 1911A1 pistols [Weapon +4; Extra: Multifire; Flaw: Magazine 7; Cost: 1 pp; Total: 8 pp (4 pp each)].

Firelion: PL7; Init +6 (+2 Dex, +4 Improved Initiative); Defense 16 (+4 base, +2 Dex); Spd 30 ft.; Atk +11 melee (+9L katana with 5L flames) or +9 range (+7L energy blast), SV Dmg +5 Fort +2 Ref +2 Will +3; Str 18, Dex 14, Con 14, Int 10, Wis 16, Cha 10.

Skills: Gather Information +1, Intimidate +6, Knowledge (Eastern Culture) +1, Profession (Cop) +6, Search +1.

Feats: Improved Initiative, Power Attack, Quick Draw, Startle, Takedown Attack.

Powers: Energy Control (fire) +7 [Extra: Energy Blast (Extras: Area, Selective), Source: Mystical; Cost: 5 pp], Amazing Save: Damage +3 [Source: Mutation; Cost: 1 pp].

Equipment: Katana [Weapon +5; Extra: Energy Field (fire) +5; Cost: 2 pp; Total: 10 pp]

Weakness: Quirk (code of honor Bushido)

Polychrome: PL6; Init +2 (Dex); Defense 16 (+4 base, +2 Dex); Spd 30 ft., fly 30 ft.; SV Dmg +2 Fort +2 Ref +2 Will +3; Str 10, Dex 14, Con 14, Int 12, Wis 18, Cha 16.

Skills: Bluff +7, Diplomacy +7, Sense Motive +8, Spot +8.

Powers: Incorporeal +6 [Extras: Float, Immunity; Source: Mystical; Cost: 4 pp], Possession +6 [Extra: Datalink; Flaws: Limited (machines only), Touch; Source: Mystical; Cost: 3 pp], Healing +6 [Source: Mystical; Cost: 3 pp], Illusion +6 [Extra: Invisibility (Affects others); Flaws: Limited (simple light and dark effects only) +6; Cost: 3 pp].

Feats: Attractive, Darkvision, Detect (Supernatural phenomena). Note: Poly can't see or interact with other ghosts), Immunity (Aging, Critical Hits, Disease, Poison, Pressure, Suffocation).

Weakness: Susceptibility (sunlight), Quirk (will not harm a living being), Vulnerable (psychic effects)

Starfish: PL5; Init +3 (Dex); Defense 18 (+5 base, +3 Dex); Spd 30 ft., (swim 50 ft.; Atk +9 ranged (+3L pistol) or +7/+7 (+3L/+3L Rapid Shot); SV Dmg +6 Fort +3 Ref +3 Will +3; Str 14, Dex 16, Con 16, Int 12, Wis 10, Cha 14.

Skills: Swim +10.

Feats: Ambidexterity, Amphibious, Immunity (Pressure), Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (ranged).

Powers: Swimming +4 [Source: Alien; Cost: 2 pp], Amazing Save (Damage) +3 [Extra: Amazing Save (Will); Source: Alien; Cost: 2 pp].

Equipment: Two SIG-Sauer P226 pistols [Weapon +3; Extra: Multishot; Flaw: Magazine 15; Cost: 1 pp; Total: 6 pp (3 pp each)].

Weakness: Susceptible (heat and sunlight). Starfish can go for two days without water immersion, but intense heat or fire (including direct sunlight) can cause her to dry out within minutes or less.



Komodo: PL4; Init +2 (Dex); Defense 14 (+2 base, +2 Dex); Spd 30 ft; Atk +7 melee (+8L, natural weapons + DC14 fatigue, narcotic venom); SV Dmg +4 Fort +4 Ref +2 Will +1, Str 18, Dex 14, Con 18, Int 12, Wis 12, Cha 14.

Skills: Bluff +3, Hide +4, Move Silently +4, Taunt +3.

Feats: Darkvision.

Powers: Natural Weapons +4 [Extra: Fatigue; Power Stunt: Dual Damage (large tail does Stun instead of Lethal); Source: Mutation; Cost: 3 pp].

The Crim

Crim Demon (Advanced Infestation): PL4; Init +1 (Dex); Defense 13 (+2 base, +1 Dex); Spd 30 ft; Atk +8 grapple (+6S or chokehold); SV Dmg +9 Fort +5 Ref +0 Will +0; Str 18, Dex 12, Con 20, Int 8, Wis 10, Cha 10.

Skills: Intimidate +4.

Feats: Chokehold, Darkvision, Extra Limbs, Improved Pin.

Powers: Elasticity +2 [Flaws: Elongation only, Tentacles only; Source: Mutation; Cost: 2 pp], Super Strength +2 [Source: Mutation; Cost: 4 pp], Amazing Save: Dam +4 [Source: Mutation; Cost: 1 pp].

Crim Harpy: PL3; Init +2 (Dex); Defense 14 (+2 base, +2 Dex); Spd 30 ft, fly 15 ft; Atk +4 melee (+3L claws); SV Dmg +0 Fort +0 Ref +2 Will +1; Str 14, Dex 14, Con 10, Int 10, Wis 12, Cha 18.

Skills: Bluff +10, Diplomacy +10, Sense Motive +5.

Feats: Darkvision, Move By Attack.

Powers: Flight +3 [Flaw: Wings; Source: Alien; Cost: 1 pp], Natural Weapons +1 [Source: Alien; Cost: 2 pp].

Crim Hatchling Horror: PL3; Init +0; Defense 13 (+3 base); Spd 30 ft; Atk +8 grapple (DC 13 suffocate); SV Dmg +5 Fort +2 Ref +0 Will +2; Str 18, Dex 10, Con 14, Int 10, Wis 14, Cha 4.

Skills: Climb +7.

Feats: Attack Focus (unarmed), Darkvision, Extra Limbs, Improved Pin.

Powers: Elasticity +2 [Flaw: Limited (elongation only, tentacles only); Source: Alien; Cost: 2 pp], Amazing Save: Damage +3 [Source: Alien; Cost: 1 pp], Suffocate +3 [Flaws: Limited (requires a grapple), Touch; Source: Alien; Cost: 1 pp].

Crim Hatchling (Small Parasite): PL3; Init -2 (Dex); Defense 9 (-2 Dex, +1 size Small); Spd 25 ft; Atk +5 grapple (DC 13 possession); SV Dmg +0 Fort +0 Ref -2 Will +3; Str 10, Dex 6, Con 10, Int 12, Wis 16, Cha 12.

Skills: Bluff +4, Hide +10, Sense Motive +8.

Feats: Attack Focus (unarmed), Darkvision, Improved Pin, Skill Focus: Hide.

Powers: Possession +3 [Extras: All mental, Continuous, Drain; Flaw: Limited (mind transfer, requires grapple); Source: Alien; Cost: 2 pp], Shrinking +3 [Extra: Continuous; Flaw: Permanent; Source: Alien; Cost: 3 pp], Telepathy +3 [Flaw: Touch; Source: Alien; Cost: 1 pp].

Crim Larvae: PL1, Init +6 (+2 Dex, +4 Improved Initiative); Defense 14 (+1 base, +2 Dex, +1 size Small); Spd 25 ft, fly 15 ft; Atk +4 melee (-1L, natural weapons); SV Dmg +2 Fort +0 Ref +2 Will +0; Str 6, Dex 14, Con 10, Int 2, Wis 10, Cha 2.

Skills: Hide +10.

Feats: Aerial Combat, Attack Finesse, Darkvision, Dodge, Evasion,

Improved Initiative.

Powers: Flying +4 [Flaw: Wings; Source: Alien; Cost: 1 pp], Shrinking +3 [Extra: Continuous; Flaw: Permanent; Source: Alien; Cost: 2 pp], Natural Weapons +1 [Source: Alien; Cost: 2 pp].

Mr. Fane

Mr. Fane (prior to leaving home dimension): PL5; Init +2 (Dex); Defense 17 (+5 base, +2 Dex); Spd 30 ft; Atk +6 ranged (+5L, Ray Gun); SV Dmg +1 Fort +1 Ref +2 Will +6; Str 10, Dex 14, Con 12, Int 16, Wis 14, Cha 16.

Skills: Bluff +7, Diplomacy +6, Gather Information +5, Intimidate +7, Search +6, Sense Motive +6.

Feats: Attack Focus (Ray gun), Attractive, Connected, Hard-Eyed, Point Blank Shot, Power Attack.

Powers: Amazing Save: Will +4 [Source: Training; Cost: 1 pp].

Equipment: Ray Gun [Weapon +5L; Source: Hi Technology; Cost: 1 pp, Total: 5 pp].

Mr. Fane (as of the opening of Black Planet): PL6; Init +3 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft; Atk +7 ranged (+3L pistol), Atk +7 grapple (+3S or chokehold); SV Dmg +3 Fort +3 Ref +3 Will +6; Str 17, Dex 16, Con 16, Int 16, Wis 14, Cha 16.

Skills: Bluff +7, Diplomacy +6, Gather Information +8, Intimidate +12, Search +6, Sense Motive +6.

Feats: Chokehold, Darkvision, Extra Limbs, Hard-Eyed, Point Blank Shot, Power Attack, Spooky Presence.

Powers: Amazing Save: Will +4 [Source: Training; Cost: 1 pp].

Equipment: SIG-Sauer P226 pistol [Weapon +3; Extra: Multifire; Flaw: Magazine 15; Cost: 1 pp, Total: 3 pp].

Mr. Fane (full on demon): PL8; Init +2 (Dex); Defense 16 (+4 base, +2 Dex); Spd 30 ft; Atk +11 melee (+11S or grapple/chokehold); SV Dmg +11 Fort +8 Ref +2 Will +6; Str 20, Dex 14, Con 18, Int 16, Wis 14, Cha 16.

Skills: Bluff +7, Diplomacy +6, Gather Information +8, Intimidate +14, Search +6, Sense Motive +6.

Feats: Chokehold, Darkvision, Extra

Limbs, Improved Pin, Spooky Presence.

Powers: Amazing Save (Damage) +7 [Source: Mutation; Cost: 1 pp], Amazing Save (Fortitude) +4 [Source: Mutation; Cost: 1 pp], Amazing Save (Will) +4 [Source: Training; Cost: 1 pp], Elasticity +2 [Flaws: Limited (elongation only, tentacles only); Source: Mutation; Cost: 2 pp], Super Strength +3 [Source: Mutation; Cost: 4 pp].

Lica (Crim infested Synth): PL3; Init +1 (Dex); Defense 13 (+2 base, +1 Dex); Spd 30 ft; Atk +0 melee (+0L claws); SV Dmg +3 Fort +0 Ref +1 Will +0; Str 8, Dex 12, Con 10, Int 16, Wis 10, Cha 14.

Skills: Bluff +8, Disguise +6, Profession (Secretary) +2, Science (Psychology) +6, Sense Motive +5.

Feats: Attractive, Extra Limbs, Immunity (Exhaustion, Poison, Suffocation), Instant Change, Photographic Memory (internal recording device).

Powers: Amazing Save: Damage +3 [Extra: Immunity; Source: Mutation; Cost: 2 pp], Natural Weapons +1 [Source: Mutation; Cost: 2 pp].



Denizens of the Deep City

Skerri: PL6; Init +1 (Dex); Defense 14 (+3 base, +1 Dex); Spd 30 ft.; Atk +9 melee (+7L claws); SV Dmg +9 Fort +5 Ref +1 Will +1; Str 20, Dex 12, Con 20, Int 14, Wis 12, Cha 8.

Skills: Craft (Mariner Devices) +4, Intimidation +8, Knowledge (Occult) +7, Repair +4.

Feats: Amphibious, Darkvision.

Powers: Amazing Save: Damage +4 [Source: Mutation; Cost: 1 pp], Natural Weapons +2 [Source: Alien; Cost: 2 pp], Swimming +4 [Source: Alien; Cost: 2 pp], Super Strength +3 [Source: Mutation; Cost: 4 pp].

Equipment: Sleep Shell [Regeneration +1; Extra: Immunity (Aging); Cost: 2 pp, Total: 2 pp], Soul Jar [Gadgets +3, Cost: 1 pp, Total: 3 pp].

Mariner Spirit: PL2; Init +0; Defense 10; Spd float 30 ft.; SV Dmg -1 Fort -1 Ref +0 Will +1; Str 14, Dex 10, Con 8, Int 16, Wis 12, Cha 8.

Skills: Craft (Architecture) +8, Craft (Mariner Technology) +8, Knowledge (Mariner Religion) +8, Knowledge (Occult) +8.

Feats: Darkvision, Immunity: Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation).

Powers: Incorporeal +1 [Extra: Invisibility; Flaw: Permanent; Power Stunt: Invisible vs. scent; Source: Mystical; Cost: 2 pp], Telepathy +2 [Flaw: Limited (Only with spirit sensitive beings); Source: Mystical; Cost: 1 pp].

Weakness: Disabled (Mute).

The Hideous League

Captain Creep (Reanimated Supermonster): PL5; Init +0; Defense 10; Spd 30 ft., fly 20 ft., Atk +6 melee (+8L claw); SV Dmg +9 Fort +9 Ref +0 Will -2; Str 16, Dex 10, Con 20, Int 10, Wis 6, Cha 12.

Skills: Bluff +5, Intimidate +4, Medicine +1.

Feats: Attack Focus (Claw), Heroic Surge, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation), Improved Pin, Power Attack.

Powers: Amazing Save (Damage) +4 [Extra: Amazing Save (Fortitude); Source: Mystical; Cost: 2 pp], Flight +4 [Source: Mystical; Cost: 2 pp], Natural Weapon +2 [Source: Mystical; Cost: 2 pp], Super Strength +3 [Extra: Immunity; Source: Mystical; Cost: 5 pp].

Devil Lantern (head and all): PL6; Init +2 (Dex); Defense 15 (+3 base, +2 Dex); Spd 30 ft., fly 25 ft.; Atk +6 ranged (+5L energy blast); SV Dmg +1 Fort +1 Ref +2 Will +2; Str 12, Dex 14, Con 12, Int 10, Wis 14, Cha 16.

Skills: Bluff +9.

Feats: Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation), Leadership.

Equipment: Lantern [Energy Control (Fire) +5; Extras: Flight [Extras: Passengers]; Energy Field [Extra: Area], Energy Shapes, Energy Blast; Source: Magic; Cost: 7 pp; Total: 35 pp].

Graveyard Kid (Hopeless Sidekick): PL2; Init +2 (Dex); Defense 15 (+3 base, +2 Dex); Spd 30 ft.; Atk +2 melee (-1S, unarmed); SV Dmg -1 (+2 Evasion) Fort -1 Ref +2 Will -1; Str 8, Dex 14, Con 8, Int 8, Wis 8, Cha 6.

Skills: Acrobatics +3, Bluff -1, Diplomacy -1, Hide +4, Intimidate -1, Listen +2, Move Silently +4, Search +0, Spot +2, Taunt +3.

Feats: Alertness, Attack Finesse, Dodge, Evasion, Immunity (Aging, Disease, Exhaustion, Poison, Starvation, Suffocation).

Powers: Natural Weapons (Teeth) +2 [Source: Mystical; Cost: 2 pp].

Mist (Ghostly Supercreep): PL4; Init +3 (Dex); Defense 15 (+3 base, +2 Dex); Spd 30 ft., fly 15 ft.; Atk +6 ranged (DC 13 suffocate); SV Dmg +0 Fort +0 Ref +3 Will -2; Str 14, Dex 16, Con 10, Int 10, Wis 6, Cha 14.

Skills: Bluff +4, Diplomacy +4, Intimidate +5, Sense Motive -1.

Feats: Blindsight, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation).

Powers: Alternate Form: Gaseous +3 [Source: Mystical; Cost: 5 pp].

Nethergirl (Fatal Femme): PL4; Init +3 (Dex); Defense 15 (+2 base, +3 Dex); Spd 30 ft.; Atk +5 melee (+0S, unarmed); SV Dmg +0 (+2 Evasion) Fort +0 Ref +3 Will +0; Str 10, Dex 16, Con 10, Int 12, Wis 10, Cha 14.

Skills: Acrobatics +6, Bluff +6, Intimidate +3, Taunt +8.

Feats: Attack Finesse, Attractive, Dodge, Evasion, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation).

Powers: Boost +3 [Extra: All physical; Source: Mystical; Cost: 3 pp].

Superspook (Unfriendly ghost): PL4; Init +2 (Dex); Defense 15 (+3 base, +2 Dex); Spd 30 ft., fly 20 ft.; SV Dmg -2 Fort -2 Ref +2 Will +2; Str 6, Dex 14, Con 6, Int 12, Wis 14, Cha 16.

Skills: Bluff +8, Diplomacy +7, Hide +10, Sense Motive +6, Taunt +8.

Feats: Assessment, Blindsight, Darkvision, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation), Leadership.

Powers: Incorporeal +4 [Extras: Floating, Immunity; Flaw: Permanent; Source: Mystical; Cost: 3 pp], Shrinking +3 [Extra: Continuous; Flaw: Permanent; Source: Mystical; Cost: 2 pp].

Tombstone (Particularly Dark Avenger): PL4; Init +7 (Dex); Defense 20 (+3 base, +7 Dex); Spd 30 ft., tunnel 10 ft.; Atk +6 melee (DC 15 Stunning Attack); SV Dmg +0 Fort +0 Ref +7 Will -1; Str 10, Dex 20, Con 10, Int 14, Wis 8, Cha 8.

Skills: Climb +7, Escape Artist +8, Hide +10, Listen +2, Move Silently +10, Search +4, Spot +2.

Feats: Alertness, Attack Finesse, Darkvision, Dodge, Evasion, Expertise, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Starvation, Suffocation), Stunning Attack, Surprise Strike.

Powers: Super Dexterity +2 [Source: Training; Cost: 4 pp], Tunneling +2 [Source: Mystical; Cost: 2 pp].



Hybrids and Freelyncers

King (Narn-K Hybrid Snake): PL5; Init +7 (+3 Dex, +4 Improved Initiative); Defense 18 (+5 base, +3 Dex); Spd 30 ft.; Atk +6 ranged (+3L pistol); SV Dmg +1 Fort +1 Ref +3 Will +0; Str 10, Dex 16, Con 12, Int 10, Wis 10, Cha 14.

Skills: Bluff +7, Diplomacy +4, Disable Device +4, Escape Artist +11, Hide +8, Listen +2, Slither Silently +8, Spot +2.

Feats: Blind-Fight, Blindsight, Improved Initiative, Point Blank Shot, Rapid Shot, Scent, Toughness.

Powers: Poison Fangs [Natural Weapon +3; *Extra:* Drain (Strength); *Source:* Mutation; Cost: 3 pp], Super Senses +2 [*Source:* Mutation; Cost: 2 pp].

Equipment: Beretta 92F pistol [Weapon +3L; *Extra:* Mutlifire, *Flaw:* Magazine 15, Cost: 1 pp, Total: 3 pp].

Spiney: PL4; Init +3 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft.; Atk +8 melee (+8L spikes plus +4L quills); SV Dmg +2 Fort +2 Ref +3 Will +1; Str 18, Dex 16, Con 14, Int 10, Wis 12, Cha 10.

Feats: Darkvision, Penetrating Attack (Quills), Power Attack, Toughness.

Powers: Natural Weapon +4 [*Extra:* Quills (Energy field), Cost: 3 pp].

Scatter: PL4; Init +2 (Dex); Defense 16 (+4 base, +2 Dex); Spd 30 ft.; Atk +4 melee (+0S, unarmed); SV Dmg +1 Fort +1 Ref +2 Will +1; Str 10, Dex 14, Con 12, Int 20, Wis 12, Cha 16.

Skills: Bluff +9, Diplomacy +6, Listen +4, Sense Motive +5.

Feats: Darkvision, Extra Limb (tail), Photographic Memory, Scent.

Salvatore: PL4; Init +3 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft.; (swim 50 ft.; Atk +5 melee (+2S, unarmed); SV Dmg +2 Fort +2 Ref +3 Will +1; Str 14, Dex 16, Con 14, Int 16, Wis 13, Cha 10.

Skills: Diplomacy +2, Sense Motive +2.

Feats: Darkvision, Scent, Toughness, Immunity (Cold).

Powers: Swimming +4 [*Power Stunt:* Amphibious; *Source:* Mutation; Cost: 2 pp].

Lupin: PL4; Init +2 (Dex); Defense 16 (+4 base, +2 Dex); Spd 50 ft.; Atk +7 melee (+8L melee); SV Dmg +3 Fort +1 Ref +2 Will +1; Str 16, Dex 14, Con 12, Int 10, Wis 12, Cha 8.

Skills: Survival +7, Spot +7.

Feats: Darkvision, Scent, Toughness.

Powers: Natural Weapon +4 [*Source:* Mutation; Cost: 2 pp], Running +4 [*Source:* Mutation; Cost: 2 pp].

Kalico: PL4; Init +6 (Dex); Defense 20 (+4 base, +6 Dex); Spd 30 ft.; Atk +8 melee (+3L claws); SV Dmg +1 (+6 Evasion) Fort +1 Ref +6 Will +1; Str 10, Dex 20, Con 12, Int 16, Wis 12, Cha 10.

Skills: Climb +6.

Feats: Attack Finesse, Darkvision, Dodge, Evasion, Scent.

Powers: Natural Weapons +3 [*Source:* Mutation; Cost: 2 pp], Super Dexterity +1 [*Source:* Mutation; Cost: 4 pp].

Foxglove: PL4; Init +5 (Dex); Defense 19 (+4 base, +5 Dex); Spd 30 ft.; Atk +9 melee (+6L claws); SV Dmg +2 (+5 evasion) Fort +2 Ref +5 Will +1; Str 14, Dex 20, Con 14, Int 18, Wis 12, Cha 10.

Skills: Listen +5, Search +6, Spot +5.

Feats: Attack Finesse, Darkvision, Dodge, Evasion, Scent.

Powers: Natural Weapons +4 [*Source:* Mutation; Cost: 2 pp].

Weakness: Berserker.

Fenris: PL4; Init +2 (Dex); Defense 15 (+3 base, +2 Dex); Spd 30 ft.; Atk +7 melee (+6L claws); SV Dmg +5 Fort +5 Ref +5 Will +4; Str 16, Dex 14, Con 14, Int 10, Wis 12, Cha 10.

Skills: Spot +2, Climb +5, Listen +3.

Feats: Darkvision, Scent, Toughness.

Powers: Amazing Save (Will) +3 [*Extras:* Amazing Save (Damage, Reflex); *Source:* Mutation; Cost: 3 pp], Natural Weapon +3 [*Source:* Mutation; Cost: 2 pp], Regenerate +1 [*Source:* Mutation; Cost: 2 pp].

Cobalt: PL4; Init +2 (Dex); Defense 16 (+4 base, +2 Dex); Spd 30 ft.; Atk +9 melee (+9L claws); SV Dmg +8 Fort +8 Ref +2 Will +0; Str 20, Dex 14, Con 18, Int 6, Wis 10, Cha 8.

Feats: Darkvision, Penetrating Attack (Natural Weapon), Power Attack, Scent.

Powers: Natural Weapons +4 [*Source:* Mutation; Cost: 2 pp], Amazing Save (Damage) +4 [*Extra:* Amazing Save (Fortitude); *Source:* Mutation; Cost: 2 pp].

Cheep: PL4; Init +2 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft., fly 20 ft.; Atk +6 melee (+6L claws); SV Dmg +5 Fort +3 Ref +2 Will +1; Str 14, Dex 14, Con 16, Int 10, Wis 13, Cha 10.

Skills: Climb +4.

Feats: All-around-sight, Darkvision, Scent, Toughness, Ultra Hearing.

Powers: Flight +4 [*Flaw:* Winged; *Source:* Mutation; Cost: 1 pp], Natural Weapon +4 [*Source:* Mutation; Cost: 2 pp].

Cactus Jackie: PL4; Init +3 (Dex); Defense 17 (+4 base, +3 Dex); Spd 30 ft.; Atk +7 melee (+7L bite plus Stun [DC14]); SV Dmg +4 Fort +2 Ref +3 Will +2; Str 16, Dex 16, Con 14, Int 10, Wis 14, Cha 10.

Feats: Darkvision, Penetrating Attack (Stun), Scent, Toughness.

Powers: Natural Weapons +4 [*Extra:* Stun (psychotropic venom); *Source:* Mutation; Cost: 3 pp].

Armand: PL4; Init +8 (+4 Dex, +4 Improved Initiative); Defense 18 (+4 base, +4 Dex); Spd 30 ft.; Atk +7 melee (+6L claws); SV Dmg +5 Fort +3 Ref +4 Will +1; Str 16, Dex 18, Con 16, Int 8, Wis 12, Cha 6.

Skills: Listen +6, Spot +5, Survival +4.

Feats: Alertness, Darkvision, Improved Initiative, Scent, Toughness, Track.





Powers: Amazing Save: Damage +2 [Source: Mutation; Cost: 1 pp], Natural Weapons +3 [Source: Mutation; Cost: 2 pp].

Heliopolis

Lady Goodnight: PL6; Init +5 (Dex); Defense 21 (+6 base, +5 Dex); Spd 30 ft.; Atk +10 melee (+3L claws/fangs); SV Dmg +1 (+10 Evasion) Fort +1 Ref +10 Will +8; Str 12, Dex 20, Con 12, Int 16, Wis 16, Cha 18

Skills: Bluff +11, Diplomacy +11, Intimidate +10, Jump +4, Knowledge (Occult) +12, Listen +7, Search +7, Sense Motive +7, Spot +7.

Feats: Attack Finesse, Attractive, Connected, Darkvision, Dodge, Evasion, Immunities (Aging, Disease, Exhaustion, Poison, Starvation, Suffocation), Power Attack, Scent.

Powers: Amazing Save (Reflexes) +5 [Extra: Amazing Save (Will); Source: Mystic; Cost: 2 pp], Natural Weapons +2 [Source: Mystic; Cost: 2 pp], Regeneration +1 [Flaw: Limited (not against silver, fire, stakes); Source: Mystic; Cost: 1 pp], Super Senses +4 [Source: Mystic; Cost: 2 pp].

Weakness: Susceptible (Hunger, Sunlight); Vulnerable (Silver, Stakes).

Tallow: PL6; Init +3 (Dex); Defense 18 (+5 base, +3 Dex); Spd 30 ft.; Atk +9 ranged (+4L pistol); SV Dmg +10 Fort +4 Ref +3 Will +8; Str 16, Dex 16, Con 18, Int 16, Wis 14, Cha 10.

Skills: Bluff +5, Drive +5, Intimidation +11, Knowledge: Occult +9, Listen +5, Search +6, Sense Motive +6, Spot +5.

Feats: Assessment, Darkvision, Dead Aim, Far Shot, Hard-Eyed, Immunities (Aging, Disease, Exhaustion, Poison, Starvation, Suffocation), Infamy, Point Blank Shot, Rapid Shot, Scent, Skill Focus (Intimidation).

Powers: Amazing Save (Will, Damage) +6 [Source: Mystic; Cost: 2 pp], Natural Weapons +2 [Source: Mystic; Cost: 2 pp], Regeneration +1 [Flaws: Limited (not against silver, fire, stakes); Source: Mystic; Cost: 1 pp], Super Senses +3 [Source: Mystic; Cost: 2 pp].

Equipment: Colt 1911A1 pistol [Weapon +4; Extra: Multifire, Flaw: Magazine 8; Cost: 1 pp; Total: 4 pp]

Weakness: Susceptible (Hunger, Sunlight); Vulnerable (Silver, Stakes).

Wicke: PL5; Init +4 (Dex); Defense 19 (+5 base, +4 Dex); Spd 30 ft.; Atk +10 pistol (+3L pistol), Atk +8/+8 (+3L rapid shot); SV Dmg +0 (+9 Evasion) Fort +0 Ref +9 Will +5; Str 14, Dex 18, Con 10, Int 10, Wis 10, Cha 18.

Skills: Bluff +12, Diplomacy +9, Intimidate +6, Jump +5, Listen +3, Search +3, Sense Motive +4, Spot +3.

Feats: Ambidexterity, Attack Finesse, Attractive, Connected, Darkvision, Dodge, Immunities (Aging, Disease, Exhaustion, Poison, Starvation, Suffocation), Point Blank Shot, Rapid Shot, Scent, Weapon Focus: Pistol.

Powers: Amazing Save (Will, Reflex) +5 [Source: Mystic; Cost: 2 pp], Natural Weapons +2 [Source: Mystic; Cost: 2 pp], Regeneration +1 [Flaws: Limited (not against silver, fire, stakes); Source: Mystic; Cost: 1 pp], Super Senses +3 [Source: Mystic; Cost: 2 pp].

Equipment: Pair of chrome SIG-Sauer P226 pistols [Weapon +3; Extra: Multishot; Flaw: Magazine 15; Cost: 1 pp, Total: 6pp (3 pp each)].

Weakness: Susceptible (Hunger, Sunlight); Vulnerable (Silver, Stakes)

Fang: PL6; Init +9 (+5 Dex, +4 Improved Initiative); Defense 20 (+5 base, +5 Dex); Spd 30 ft.; Atk +8 melee (+5L claws/fangs); SV Dmg +4 (+8 Evasion) Fort +4 Ref +8 Will +3; Str 16, Dex 20, Con 18, Int 14, Wis 12, Cha 18.

Skills: Bluff +8, Diplomacy +7, Drive +8, Intimidate +10, Jump +7, Listen +3, Search +4, Spot +3.

Feats: Attractive, Darkvision, Dodge, Evasion, Expertise, Immunities (Aging, Disease, Exhaustion, Poison, Starvation, Suffocation), Improved Initiative, Leadership, Power Attack, Scent.

Powers: Amazing Save (Will, Reflexes) +3 [Source: Mystic; Cost: 2 pp], Natural Weapons +2 [Source: Mystic; Cost: 2 pp], Regeneration +1 [Flaw: Limited (not against silver, fire, stakes); Source: Mystic; Cost: 1 pp], Super Senses +2 [Source: Mystic; Cost: 2 pp].

Equipment: Weapon Collection/Silver Ammunition [Any gun worth up to



4pp; *Extras*: Usable by others, Special Material (Silver); Cost: 3 pp, Total: 12 pp]

Weakness: Susceptible (Hunger, Sunlight); Vulnerable (Silver, Stakes).

Batts: PL4; Init +4 (Dex); Defense 18 (+4 base, +4 Dex); Spd 30 ft; Atk +7 melee (+7L claws/fangs); SV Dmg +8 Fort +4 Ref +4 Will +3; Str 16, Dex 18, Con 16, Int 12, Wis 8, Cha 14.

Skills: Bluff +4, Diplomacy +3, Drive +10, Intimidate +7, Jump +7, Listen +3, Search +3, Spot +3.

Feats: All-Out Attack, Darkvision, Immunities (Aging, Disease, Exhaustion, Poison, Starvation, Suffocation), Power Attack, Scent.

Powers: Amazing Save (Damage) +4 [*Extra*: Amazing Save (Will); *Source*: Mystic; Cost: 2 pp], Natural Weapons +4 [*Source*: Mystic; Cost: 2 pp], Regeneration +1 [*Flaw*: Limited (not against silver, fire, stakes), *Source*: Mystic; Cost: 1 pp], Super Senses +4 [*Source*: Mystic; Cost: 2 pp].

Equipment: Wooden Stake [Weapon +2L; Cost: 1 pp, Total: 2 pp]

Weakness: Susceptible (Hunger, Sunlight); Vulnerable (Silver, Stakes).

Tsukiyo the Vampire Hunter: PL7; Init +7 (Dex); Defense 23 (+6 Base, +7 Dex); Spd 30 ft; Atk +9 melee (+7L, katana); SV Dmg +4 (+10 Evasion) Fort +2 Ref +10 Will +5; Str 16, Dex 20, Con 14, Int 10, Wis 16, Cha 10.

Skills: Acrobatics +8, Disable Device +6, Hide +8, Move Silently +8, Open Locks +8, Survival +5.

Feats: Dodge, Evasion, Iron Will, Toughness.

Powers: Amazing Save (Reflex) +3 [*Source*: Training; Cost: 1 pp], Deflection +4 [*Flaw*: Requires focus (Katana); *Source*: Training; Cost: 1 pp], Super Dex +2 [*Source*: Training; Cost: 4 pp].

Equipment: Two Vampire Slaying Katana [Weapon +4; *Extra*: Special Material (silver); *Power Stunt*: Penetrating Attack; Cost: 2 pp, Total: 20 pp (10 pp each)].

Nitocris, Mother of Vampires: PL8; Init +3 (Dex); Defense 19 (+6 base, +3 Dex); Spd 30 ft; Atk +13 melee (+12L, natural weapons); SV Dmg +12 Fort +12 Ref +3 Will +8; Str 20, Dex 16, Con 18, Int 12, Wis 16, Cha 18.

Skills: Intimidation +18, Listen +12, Search +10, Sense Motive +8, Spot +12.

Feats: Darkvision, Immunities (Aging, Critical Hits, Disease, Exhaustion, Poison, Pressure, Starvation, Suffocation), Improved Critical, Power Attack, Scent, Spooky Presence.

Powers: Amazing Save (Damage) +8 [*Extras*: Amazing Save (Fortitude), Immunity; *Source*: Mystical; Cost: 3 pp], Super Strength +3 [*Source*: Mystical; Cost: 4 pp], Amazing Save (Will) +5 [*Source*: Training; Cost: 1 pp], Natural Weapons +4 [*Source*: Mystical; Cost: 2 pp], Regeneration +5 [*Flaw*: Limited (not effective against silver, fire, etc.); *Source*: Mystical; Cost: 1 pp], Super Charisma +3 [*Source*: Training; Cost: 2 pp], Super Senses +7 [*Source*: Mystical; Cost: 2 pp].

Weakness: Susceptible (Hunger, Sunlight); Vulnerable (Silver, Stakes). Susceptible (after feeding): this ancient horror is far more vulnerable after feeding has brought her ancient flesh to life. Her Damage and Fortitude saving throws are at -5 when not famished and desiccated.

Outlaw/Goodnight Vampire Thug: PL3; Init +3 (Dex); Defense 16 (+3 base, +3 Dex); Spd 30 ft; Atk +7 ranged (+3L/4L gun); SV Dmg +6 Fort +3 Ref +3 Will +0; Str 12, Dex 16, Con 16, Int 10, Wis 10, Cha 12.

Skills: Bluff +3, Climb +3, Drive +6, Intimidate +5, Jump +3, Listen +3, Search +3, Spot +3.

Feats: Darkvision, Immunities (Aging, Disease, Exhaustion, Poison, Starvation, Suffocation), Packin' Heat, Point Blank Shot, Power Attack, Rapid Shot, Scent, Weapon Focus (Gun of choice).

Powers: Amazing Save (Damage) +3 [*Source*: Mystical; Cost: 1 pp], Natural Weapons +3 [*Source*: Mystical; Cost: 2 pp], Regeneration +1 [*Flaws*: Limited (not

against silver, fire, stakes); *Source*: Mystical; Cost: 1 pp].

Equipment: Any one gun worth 4pp or less.

Weakness: Vulnerable (Silver, Stakes); Susceptible (Hunger, Sunlight)

The Murder

Rictus: PL7; Init +5 (Dex); Defense 20 (+5 base, +5 Dex); Spd 30 ft.; Atk +11 ranged (+3L pistol); SV Dmg +9 Fort +9 Ref +5 Will +4; Str 16, Dex 20, Con 16, Int 10, Wis 10, Cha 16.

Skills: Bluff +4, Intimidate +12.

Feats: Diehard, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Suffocation), Point Blank Shot, Power Attack, Rapid Shot, Spooky Presence, Startle.

Powers: Amazing Save (Damage) +6 [*Extras*: Amazing Save (Fortitude), Immunity; *Source*: Mystical; Cost: 3 pp], Amazing Save (Will) +4 [*Source*: Training; Cost: 1 pp], Mind Control +6 [*Flaw*: Limited (Terror and madness effects only); *Source*: Training; Cost: 1 pp], Super Strength +2 [*Source*: Mystical; Cost: 4 pp]

Equipment: Pair of Colt 1911A1 pistols [Weapon +4; *Extra*: Multishot; *Flaw*: Magazine 8; Cost: 1pp; Total: 8pp (4 pp each)].

Weakness: Vulnerable (weakened by charms against the undead).

Black Lizard: PL6; Init +3 (Dex); Defense 15 (+2 base, +3 Dex); Spd 30 ft.; Atk +10 melee (+10L sword); SV Dmg +10 Fort +10 Ref +3 Will +1; Str 18, Dex 16, Con 18, Int 12, Wis 12, Cha 8.

Skills: Hide +5, Intimidate +12, Listen +3, Move Silently +5, Open Locks +8, Search +3.

Feats: Diehard, Extra Limb (Tail), Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Suffocation), Rapid Strike.

Powers: Amazing Save (Damage) +6 [*Extras*: Amazing Save (Fortitude), Immunity; *Source*: Mystical; Cost: 3 pp], Super Strength +2 [*Source*: Mystical; Cost: 4 pp], Super Skill (Intimidate) +4 [*Source*: Training; Cost: 1 pp].

Equipment: Shortsword [Weapon +4; Cost: 1 pp; Total: 4 pp], Knives [Weapon +3; Cost: 1 pp; Total: 3 pp].

Weakness: Vulnerable (weakened by charms against the undead).

Pitchfork: PL4; Init +1 (Dex); Defense 14 (+3 base, +1 Dex); Spd 30 ft.; Atk +9 melee (+9L pitchfork); SV Dmg +11 Fort +9 Ref +1 Will +4; Str 20, Dex 12, Con 20, Int 8, Wis 8, Cha 10.

Skills: Intimidate +4.

Feats: Diehard, Immunity (Aging, Disease, Poison, Suffocation), Power Attack, Toughness.

Powers: Amazing Save (Damage) +4 [*Extras*: Amazing Save (Fortitude), Immunity; *Source*: Mystical; Cost: 3 pp], Amazing Save (Will) +4 [*Source*: Training; Cost: 1 pp], Super Strength +2 [*Source*: Mystical; Cost: 4 pp]

Equipment: Pitchfork [Weapon +2; Cost: 1 pp; Total: 2 pp]

Weakness: Vulnerable (weakened by charms against the undead).

Headhunter: PL5; Init +4 (Dex); Defense 16 (+2 base, +4 Dex); Spd 30 ft.; Atk +7 ranged (+11L harpoon); SV Dmg +8 Fort +8 Ref +4 Will +2; Str 20, Dex 18, Con 16, Int 10, Wis 14, Cha 8.

Skills: Intimidate +5, Profession (Sailor) +4.

Feats: Dead Aim, Diehard, Far Shot, Immunity (Aging, Disease, Exhaustion, Poison, Suffocation), Point Blank Shot, Power Attack.

Powers: Amazing Save (Damage) +5 [*Extras*: Amazing Save (Fortitude), Immunity; *Source*: Mystical; Cost: 3 pp], Super Strength +1 [*Source*: Mystical; Cost: 4 pp].

Equipment: Harpoon [Weapon +4; *Extra*: Mighty Ranged Weapon; *Power Stunt*: Snare; Cost: 2 pp; Total 10 pp], Blades [Weapon +3; Cost: 1 pp; Total 3 pp].

Weakness: Vulnerable (weakened by charms against the undead).

The Police

Jeff Goodis: PL4; Init +6 (+2 Dex, +4 Improved Initiative); Defense 14 (+2 base, +3 Dex); Spd 30 ft.; Atk +5 ranged (+3L pistol); SV Dmg +1 Fort +1 Ref +2 Will +1; Str 12, Dex 14, Con 12, Int 10, Wis 13, Cha 10.

Skills: Diplomacy +2, Drive +6, Gather Information +4, Hide +3, Intimidation +2, Listen +7, Move Silently +3, Profession: Cop +5, Search +7, Spot +8, Taunt +1.

Feats: Alertness, Attractive, Improved Initiative, Nerves of Steel, Point Blank Shot, Precise Shot.

Powers: Mental Protection +4 [*Flaw*: Only versus fear effects; *Source*: Training; Cost: 1 pp]

Equipment: Beretta 92F pistol [Damage: +3L; *Extra*: Multishot; *Flaw*: Magazine 15; Cost: 1 pp, Total: 3 pp].

George Willeford: PL4; Init +5 (+1 Dex, +4 Improved Initiative); Defense 12 (+1 base, +1 Dex); Spd 30 ft.; Atk +4 ranged (+3L pistol); SV Dmg +1 Fort +1 Ref +1 Will +1; Str 10, Dex 12, Con 12, Int 11, Wis 14, Cha 12.

Skills: Drive +4, Gather Information +4, Intimidation +3, Knowledge: Pacific City +4, Listen +5, Profession: Cop +8, Search +5, Sense Motive +4, Spot +7, Taunt +2.

Feats: Assessment, Hero's Luck, Improved Initiative, Nerves of Steel, Point Blank Shot, Power Attack, Precise Shot.

Powers: Mental Protection +4 [*Flaw*: Only versus fear effects; *Source*: Training; Cost: 1 pp].

Equipment: Beretta 92F [Weapon +3; Damage: +3L; *Extra*:

Multishot; *Flaw*: Magazine 15; Cost: 1 pp, Total: 3 pp].

Synths

"Security" Model Synth: PL2; Init +0; Defense 12 (+2 base, +0 Dex); Spd 30 ft.; Atk +5 melee (+6S nightstick); SV Dmg +4 Fort +2 Ref +0 Will +1; Str 16, Dex 10, Con 14, Int 8, Wis 12, Cha 6.

Skills: Intimidate +2, Listen +3, Spot +5, Sense Motive +5.

Feats: Armed and Dangerous, Darkvision, Immunity (Poison, Suffocation).

Powers: Amazing Save (Damage) +2 [*Extra*: Immunity; *Source*: Super-Science; Cost: 2 pp].

Equipment: Nightstick [Weapon +3; Cost: 1 pp; Total: 3 pp].

"Torpedo" Model Synth: PL2; Init +3 (Dex); Defense 13 (+0 base, +3 Dex); Spd 30 ft.; Atk +5 ranged (+4L pistol); SV Dmg +4 Fort +2 Ref +3 Will -1; Str 10, Dex 16, Con 14, Int 8, Wis 8, Cha 8.

Skills: Bluff +3, Intimidate +6, Spot +2.

Feats: Immunity (Poison, Suffocation), Packin' Heat, Point Blank Shot, Skill



Focus (Intimidate).

Powers: Amazing Save (Damage) +2 [*Extra:* Immunity; *Source:* Super-Science; Cost: 2 pp].

Equipment: Berretta 92F [Weapon +3; Damage: +3L; *Extra:* Multishot; *Flaw:* Magazine 15; Cost: 1 pp, Total: 3 pp].

"Soldier" Model Synth: PL3; Init +3 (Dex); Defense 15 (+2 base, +3 Dex); Spd 30 ft.; Atk +5 ranged (+5L assault rifle); SV Dmg +5 Fort +2 Ref +3 Will +0; Str 12, Dex 16, Con 14, Int 10, Wis 10, Cha 6.

Skills: Spot +2.

Feats: Darkvision, Far Shot, Immunity (Critical Hits, Poison, Suffocation), Packin' Heat, Point Blank Shot, Precise Shot.

Powers: Amazing Save (Damage) +3 [*Extra:* Immunity; *Source:* Super-Science; Cost: 2 pp].

Equipment: M16A2 [Weapon +5; *Extra:* Autofire; *Flaw:* Magazine 30; Cost: 1 pp, Total 5 pp], Grenades [Weapon +5; *Extras:* Area, Stun; *Flaw:* Charges (4); Cost: 1 pp, 5 pp].

"Assassin" Model Synth: PL6; Init +9 (+5 Dex, +4 Improved Initiative); Defense 20 (+5 base, +5 Dex); Spd 30 ft.; Atk +8 melee (+8L or Drain DC15 utility sword); SV Dmg +0 (+10 Evasion) Fort +0 Ref +10 Will +2; Str 16, Dex 20, Con 10, Int 14, Wis 16, Cha 12.

Skills: Bluff +3, Climb +7, Disguise +5, Disable Device +4, Hide +6, Listen +4, Move Silently +6, Open Locks +9, Search +3.

Feats: Dodge, Evasion, Improved Initiative, Power Attack, Surprise Strike. **Powers:** Amazing Save (Reflex) +5 [*Source:* Super-Science; Cost: 1 pp].

Equipment: Utility Sword [Weapon +5 *Extra:* Drain (Physical); *Power Stunt:* Energy Blast; Cost: 2 pp; Total 12 pp].

The Troll Bridge

The Troll: PL2; Init +0; Defense 10; Spd 30 ft.; Atk +7 melee (+7L claws); SV Dmg +5 Fort +3 Ref +0 Will -1; Str 20, Dex 10, Con 16, Int 10, Wis 8, Cha 12.

Feats: Headquarters (Features: Dock; Reinforced Structure)

Skills: Listen +3.

Powers: Amazing Save (Damage) +2 [*Source:* Alien; Cost: 1 pp], Natural Weapons +2 [*Source:* Alien; Cost: 2 pp].

Equipment: Heap of strange junk.

The Whispering Forest and the Bad Old Swamp

Keera, the Bat Queen: PL9; Init +2 (Dex); Defense 15 (+3 base, +2 Dex); Spd 30 ft., fly 20 ft.; Atk +5 ranged (+7L eldritch blast/DC 17 Sorcery effect); SV Dmg +1 Fort +1 Ref +0 Will +8; Str 14, Dex 14, Con 12, Int 18, Wis 14, Cha 16.

Skills: Bluff +10, Craft, (Cooking) +5, Gather Information +10, Knowledge (Occult) +10, Listen +8, Sense Motive +8, Survival +3.

Feats: Blind-fight, Blindsight, Identity Change, Leadership, Ultra-Hearing.

Powers: Flight +4 [*Flaw:* Winged +4; *Source:* Mystical; Cost: 1 pp], Natural Weapons +1 [*Source:* Mystical; Cost: 2 pp], Telescopic Sense (Hearing) +4 [*Source:* Mystical; Cost: 1 pp], Amazing Save (Will) +6 [*Source:* Training; Cost: 1 pp], Sorcery +7 [*Source:* Mystical; Cost: 7 pp].

Punkinheads: PL2; Init +3 (Dex); Defense 15 (+2 base, +3 Dex); Spd 30 ft., fly 20 ft.; Atk +2 melee (+2L claws/teeth); SV Dmg -1 Fort -1 Ref +3 Will +2; Str 12, Dex 16, Con 8, Int 6, Wis 14, Cha 10.

Skills: Listen +7, Bluff +3, Disguise +1, Survival +3.

Feats: Blind-Fight, Blindsight, Ultra-Hearing.

Powers: Flight +4 [*Flaw:* Winged; *Source:* Mystical; Cost: 1 pp], Natural Weapons +1 [*Source:* Mystical; Cost: 2 pp].

Equipment: Water pistol, Jack-o-lantern helmet.

Goblins (Small): PL1; Init +2 (Dex); Defense 14 (+1 base, +2 Dex, +1 size Small); Spd 25 ft.; Atk +4 melee (+3L claws); SV Dmg -1 Fort -1 Ref +2 Will -1; Str 14, Dex 14, Con 8, Int 10, Wis 8, Cha 6.

Skills: Climb +5, Hide +7.

Powers: Shrinking +3 [*Extra:* Continuous; *Flaw:* Permanent; *Source:* Mystical; Cost: 2 pp], Natural Weapons +1 [*Source:* Mystical; Cost: 2 pp].

Pixies (Tiny): PL1; Init +2 (Dex); Defense 15 (+1 base, +2 Dex, +2 Size); Spd fly 20 ft.; Atk +5 ranged (DC 11 fatigue); SV Dmg -2 Fort -2 Ref +2 Will -2; Str 4, Dex 14, Con 6, Int 8, Wis 7, Cha 10.

Skills: Hide +10.

Powers: Shrinking +6 (Tiny) [*Extra:* Continuous; *Flaw:* Permanent; *Source:* Mystical; Cost: 2 pp], Pixie Dust +1 [Fatigue +1; *Extra:* Swarm attack (+1 Power Rank and +1 bonus to attack for every two pixies combining their dust, to a maximum of +6 for a dozen pixies); *Source:* Mystical; Cost: 3 pp].

The Zampa Family

"The Old Wolf" Don Lupo Zampa: PL4; Init +0; Defense 12 (+2 base); Spd 15 ft.; Atk +2 ranged (+3L pistol); SV Dmg -1 Fort -1 Ref +0 Will +4; Str 6, Dex 10, Con 8, Int 16, Wis 18, Cha 16.

Skills: Bluff +10, Diplomacy +10, Forgery +10, Gather Information +7, Hide +2, Intimidating +7, Language (Italian) +1, Listen +9, Move Silently +2, Search +10, Sense Motive +11, Spot +9.

Feats: Assessment, Connected, Hard Eyed, Infamy, Leadership, Point Blank Shot, Wealth.

Equipment: Berretta 92F [Weapon +3; Damage: +3L; *Extra:* Multishot; *Flaw:* Magazine 15; Cost: 1 pp, Total: 3 pp].

Weakness: Disabled (bedridden).

Antonio "Tony" Zampa: PL3; Init +1 (Dex); Defense 14 (+3 base, +1 Dex); Spd 30 ft.; Atk +4 ranged (+3L pistol); SV Dmg +2 Fort +2 Ref +1 Will -2; Str 14, Dex 12, Con 14, Int 8, Wis 6, Cha 8.

Skills: Bluff +3, Diplomacy +0, Drive +3, Intimidate +4.

Feats: Accurate Attack, Infamy, Iron Will, Nerves of Steel, Point Blank Shot, Power Attack, Surprise Strike, Wealth.

Powers: Amazing Save (Will) +3 [*Source:* Training; Cost: 1 pp].

Equipment: Berretta 92F [Weapon +3; Damage: +3L; *Extra:* Multishot; *Flaw:* Magazine 15; Cost: 1 pp, Total: 3 pp].

Zombies

Zombie: PL1; Init -1 (Dex); Defense 10 (+1 base, -1 Dex); Spd 30 ft.; Atk +4 melee (+4L claws/teeth); SV Dmg +5 Fort +5 Ref -1 Will -3; Str 17, Dex 8, Con 20, Int 4, Wis 4, Cha 6.

Skills: Climb +9, Intimidate +2.

Feats: Blind-Fight, Blindsight, Darkvision, Immunity (Aging, Critical Hits, Disease, Exhaustion, Nerves of Steel, Poison, Starvation, Suffocation).

Powers: Super Strength +1 [*Flaw:* Limited (no lifting bonus); *Source:* Mutation; Cost: 3 pp], Natural Weapon +1 [*Source:* Mutation; Cost: 2 pp].

Weakness: Disabled (slow), Disabled (mute)

Zombie Gangster: PL2; Init +1 (Dex); Defense 13 (+2 base, +1 Dex); Spd 30 ft.; Atk +3 ranged (+4L pistol); SV Dmg +5 Fort +5 Ref +1 Will -3; Str 16, Dex 12, Con 20, Int 5, Wis 5, Cha 6.

Skills: Climb +4, Intimidate +3.

Feats: Blind-Fight, Blindsight, Darkvision, Immunity (Aging, Critical Hits, Disease, Exhaustion, Nerves of Steel, Poison, Starvation, Suffocation), Packin' Heat, Point Blank Shot.

Powers: Super Strength +1 [*Flaw:* Limited (no lifting bonus); *Source:* Mutation; Cost: 3 pp], Natural Weapon +1 [*Source:* Mutation; Cost: 2 pp].

Equipment: Colt 1911A1 pistol [Weapon +4; *Extra:* Multifire; *Flaw:* Magazine 8; Cost: 1 pp, Total: 4 pp].

Weakness: Disabled (Slow), Disabled (mute)

SKETCHBOOK: DAN BRERETON

"Convention sketches for fans often afford me a chance to explore my own characters in ways I might not otherwise have a chance to. As you can see here, the Nocs enjoy themselves when I'm not putting them through their paces in a story."- db







DAN BRERETON'S NOCTURNALS

A MIDNIGHT COMPANION

**"You're holding the
Nocturnals bible,
brethren."**

—Dan Brereton

**"The Nocturnals are a rampaging visual
feast of spookarific madness, a true
monsterpiece."**

—Rob Zombie

**"It's impressive to me to see an artist
taking the reigns of both artist and
writer and doing such an excellent job
the first time around. It inspires me to
try and do the same..."**

—Alex Ross

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