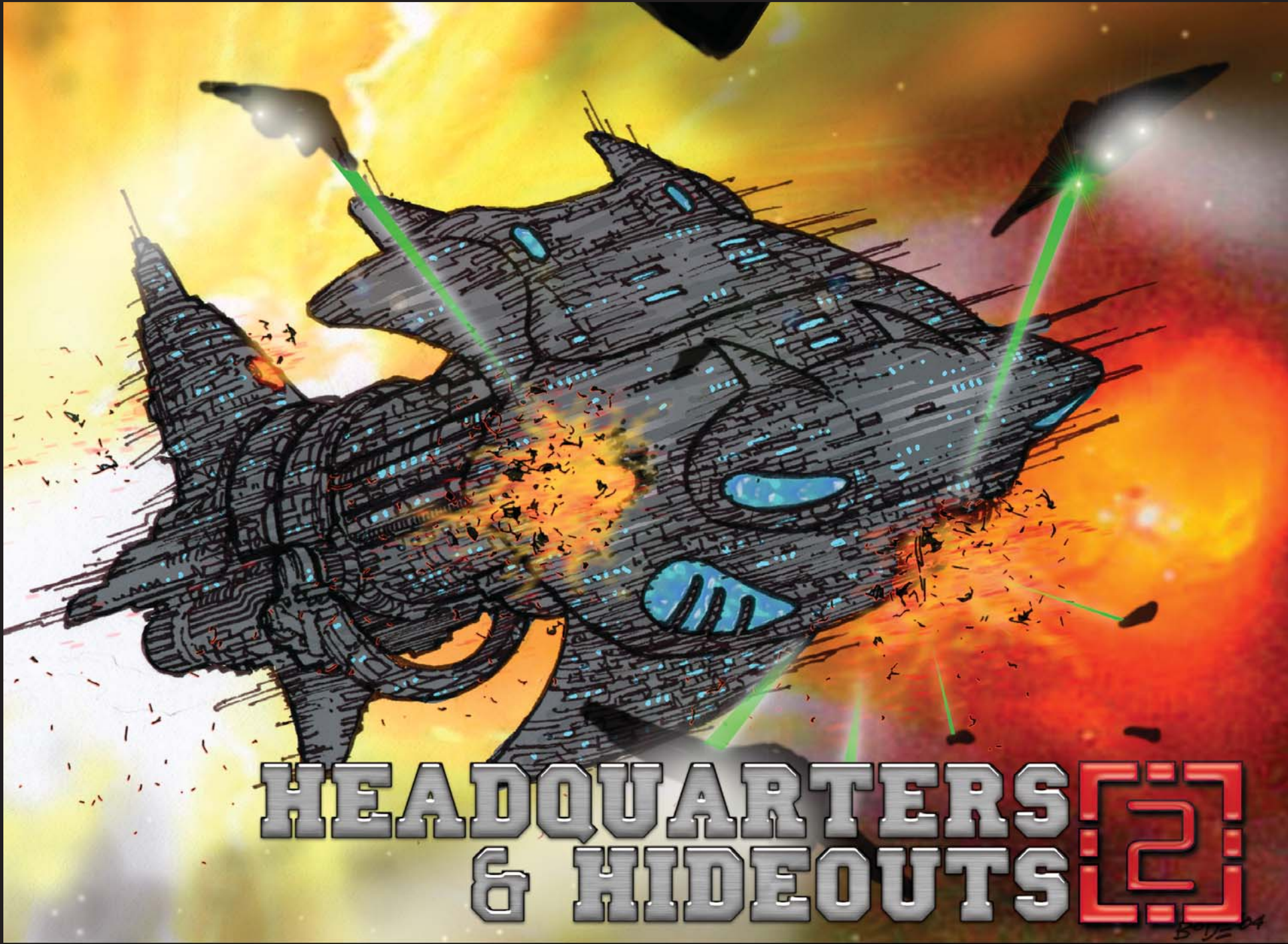




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DEVIL'S WORKSHOP



HEADQUARTERS & HIDEOUTS [2]



HEADQUARTERS & HIDEOUTS

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INTRODUCTION

Headquarters. Hideouts. Lairs. Labs. Be they caves, mansions, space stations, or extra dimensional hidey holes, bases of operation have long been a staple of super-hero stories. The best such places were as much characters as the heroes and villains of the tale, taking on a personality, style, and feel of their own. A hideout spoke volumes about its inhabitants; from the trophies kept there to the location of the hideout, important facets of the owner could be discerned. All in all, headquarters are much more than places to simply hang your cape and mask.

This book contains additional rules for new headquarters features, building superpowers into headquarters, and a number of example headquarters complete with their inhabitants. While it serves as a companion piece to Headquarters and Hideouts 1 the first book is not strictly required, though very useful. Headquarters and Hideouts 1 is not required to use this book, but there are many references to headquarters features and rules within it.

CHAPTER 1: NEW HEADQUARTERS FEATURES

A headquarters is only as useful as what is inside it, be it advanced computer system, ancient libraries of arcane lore, or hangars for a fleet of aircraft. Characters can add additional features to their headquarters by paying one power point per feature. The base number of features included in a headquarters is equal to the power level of the headquarters.

EMERGENCY FALL SYSTEM:

If a headquarters with this feature falls from a great height, such as Solid Step or Flight being rendered unusable, the headquarters deploys a number of parachutes or similar precautions that

allow it to return to the ground without damage. The headquarters sinks to the ground at a rate of ten feet per round.

FLOATATION SYSTEM:

The headquarters is equipped with a number of inflatable flotation devices or is naturally buoyant, even if not specifically designed to be waterborne. The headquarters will float easily if it enters water and will quickly rise to the top if forcibly submerged. Only damage to the flotation system will cause the headquarters to sink. Headquarters that are built specifically to operate on or under water, such as headquarters with the Swimming power, do not require this feature to be sea worthy. This feature is mainly for flying or land based headquarters that might accidentally end up in water occasionally, not to represent waterborne headquarters.

FOOD SUPPLY

With this feature a headquarters is able to produce food and water for a great many people, representing such things as farmland or machines that produce a gooey protein rich paste. The headquarters can generate enough food to feed one thousand people per power level per day. If this feature is selected multiple times the number of people fed doubles.

GADGET LAB, IMPROVED

This feature can only be taken if the headquarters in question already has a gadget lab. An improved gadget lab allows a hero to use his Gadget power to duplicate powers with a cost of 3 power points per level, but doing so requires the hero to tinker in the Improved Gadget Lab for one hour (which also allows him to avoid fatigue because of the original Gadget Lab, see Headquarters and Hideouts 1). The 3 power points per level powers are only useable by the character for 6 hours before the gadget fails.

HERO POINT BANK

When a power that fatigues the hero using it, such as Gadget, or a power that requires the expenditure of a hero point to activate is installed in a headquarters the power can only be used when one of the residents of the headquarters uses a hero point to activate the power unless this feature is installed. With a Hero Point Bank the headquarters has some sort of special reserve of energy that allows it to use powers that would normally require the person using the power to become fatigued or spend a hero point without a resident of the headquarters becoming fatigued or spending a hero point. Each time this feature is selected the Hero Point Bank gains a single hero point. These hero points cannot be used for any other activity than activating headquarters powers. The Hero Point Bank refills automatically when hero points normally regenerate.

LAUNCHER

The headquarters is equipped with some manner of launching mechanism, such as a huge cannon or catapult, which can be used to launch heroes into the air or throw damage resistant heroes over long distances. The launcher may throw a character up too 1 mile per power level of the headquarters and the character moves at a rate of 10 feet per round per power level. Entering and firing the launcher is a full round action. The launcher may be used to launch characters a shorter distance if desired and may be used to strike a specific target if the character aiming the launcher succeeds in an attack roll against the target. Launchers are considered to have a range increment of 500 feet per power level of the headquarters.

If the character launched has Flight they may add the speed of the launcher to their normal flight speed while they are within the range of the launcher, but while doing so their maneuverability is reduced by one level. Characters without Flight simply travel the distance specified when launched, have no capacity to change their direction, and must make a Damage save, DC 15+ the number of miles traveled,

when they land. If a launched hero strikes a target the target must make a Damage save against the same DC? Launchers may also be used to launch vehicles.

Ex: The Human Bullet has a launcher built into his headquarters, the Gun Yard. The Gun Yard is a power level 12 headquarters. When fired from the launcher the Human Bullet travels up to 12 miles at a rate of 120 feet per round. When in flight he cannot change direction and if aimed at a specific target the launcher has a range increment of 6,000 feet. When the Human Bullet ends his trip he must make a Damage save, DC 27 as he hits the ground, assuming he travels the maximum distance. If he hits a specific target at the end of his trip the target must also make a Damage save, DC 27.

If the Human Bullet puts his sidekick Missile, who happens to have Flight, into the launcher Missile's flight speed increases by 120 feet per round for up to 12 miles of travel, his maneuverability worsens by one level, but he can control his flight path and need not run into the ground at the end of the trip.

MYSTIC LOCALE

A headquarters with this feature is built on a place of special mystic power, granting extra mystical powers to those who are attuned to these energies. Characters that live in the headquarters are assumed to already be attuned to the energies of the Mystic Locale, but other characters may attune to the mystic locale by participating in an eight hour ritual and spending a hero point. Those attuned to the Mystic Locale may spontaneously cast any spell using Sorcery once per hour without becoming fatigued.

PAGE

This feature can only be selected if one of the heroes who lives in the headquarters has a sidekick. This feature gives the sidekick a sidekick. This character, called a page, is someone who is training to take over the sidekick's role when the sidekick becomes a hero in his own right. Pages are built as if they were

the sidekick of the hero's sidekick and generally do not leave the headquarters because their training is not complete.

REALITY WEAK POINT

The fabric of reality is particularly weak in the headquarters, making certain powers more effective within it. Any powers that warp reality or involve travel to other dimensions, such as Reality Control, Pocket Dimension, or Dimensional Travel receive a bonus to any power checks equal to the power level of the headquarters. This bonus only applies to powers used inside the headquarters and the power level of the power is not changed. Reality weak points also attract a wide variety of other dimensional visitors to the headquarters, meaning the heroes will regularly have unexpected visitors appearing in their headquarters in the form of dimensional travelers.

ROBOTIC ARM

The headquarters has some manner of automated arm that can use touch range powers such as Natural Weapon or Strike. The robotic arm must be placed in a specific square in the headquarters and is assumed to have a five foot reach. The robotic arm has an attack bonus and hardness equal to half the power level of the headquarters.

These feature may be taken multiple times, each time doubling the number of robotic arms in the headquarters or increasing their attack bonus and hardness to be equal to the power level of the headquarters.

SAFE ROOM

The headquarters has a specially prepared room which has a super-heavy door, reinforced walls, an independent air supply, and food and other perishables. The walls and door of the safe room have a hardness double that of the walls of the headquarters and the lock on the safe room requires a Disable Device or Open Locks check, DC 20+ power level of the headquarters to open. The safe room has one day

of food and water per power level of the headquarters. The safe room is ten feet by ten feet by ten feet in size, though this may be doubled by selecting this feature multiple times.

SELF DESTRUCT

The headquarters is equipped with some manner of explosives or power overload that will completely destroy the headquarters. When this device is activated, which normally requires a specific pass word, key or similar security precaution, a predetermined countdown begins. This countdown may or may not be audible to the headquarters at large. Once the countdown is over the base explodes, destroying itself and everyone inside must make a Damage save, DC 20+ the power level of the headquarters. Everyone within 5 feet of the headquarters per power level must make a Damage save, DC 15+ the power level of the headquarters. This damage is considered to be fire damage, but in some headquarters it may be pure concussive force or even gravity waves, depending on the headquarters.

SOVEREIGN

A headquarters with this feature are recognized as a sovereign nation or as belonging to a nation other than that on which soil it rests. This is well suited for headquarters that are embassies or United Nations buildings. Within the headquarters local law enforcement has no jurisdiction, but thwarting local authorities may have long term drawbacks in terms of lack of cooperation and trouble from higher levels of government. Characters that live in the headquarters may also have diplomatic immunity at the discretion of the gamemaster.

TROPHY ROOM

The headquarters has a special room for storing the costumes, gadgets, and memorabilia of past heroes and villains. At the gamemaster's discretion devices, costumes, and other such devices may be placed in the trophy room when villains are

defeated or when heroes retire or are killed. These items may be later used by the heroes who own the trophy room in emergencies. Using the items stored in the trophy room requires the hero doing so to spend a hero point and physically fetch the device from the trophy room. The device works as normal, but the hero can only use the item for one hour before it breaks, runs out of power, gets too heavy, etc. The hero may spend another hero point to use items stored in the trophy room for another hour, but as soon as he runs out of hero points he must stop using the item. At the gamemaster's discretion costumes that have no gadgets in them may be used without expending a hero point.

Trophy rooms tend to be prime targets for thieves and villains wanting their gadgets back, so heroes best beware when installing them.

UNTRACEABLE

Attempts to track people coming to or leaving a headquarters with this feature suffer a penalty on their Survival check equal to the power level of the headquarters.

VALUABLE COMMODITIES

Headquarters with this feature have some sort of valuable product that is found within the headquarters, such as a gold mine or ancient treasure vault. The heroes who use the headquarters gain the benefits of the Wealth feat, but only when they are in close proximity to the headquarters so they can return to it to obtain valuable goods. This feature may be purchased multiple times to represent a vast store of wealth, acting in the same fashion as taking the Wealth feat multiple times.

WHITE NOISE

Any attempt to spy on a headquarters with this feature using mundane technology, such as using infra-red sensors, laser microphones, or bugs, automatically fails unless the means used to spy is a

power.

HEADQUARTERS DISADVANTAGES

For each headquarters disadvantage selected the headquarters may select on additional feature.

FAMOUS

A headquarters with this feature is known throughout the world and its owners have to contend with a steady stream of people who come to see it and want to tour the inside. This feature is especially appropriate for headquarters build in existing landmarks, such as the Statue of Liberty. The headquarters is constantly surrounded by tourists and guided tours through the facility are a regular occurrence, creating a serious security issue in addition to placing a lot of civilians in danger if the headquarters is attacked.

CHAPTER 2 - HEADQUARTERS POWERS:

Headquarters can be, and often are, equipped with superpowers of their own. This is done by selecting the superpower as a feature. The cost of the superpower per level, including extras, cannot be greater than the power level of the headquarters. One power stunt per power level of the power may be selected by increasing the cost of the power by one power point. The power's power rank is equal to the power level of the headquarters. Alternately when a power is selected as a feature the power may be built by spending a number of power points on the power equal to the headquarters' power level squared with the limitation that the power rank of the power cannot be higher than the power level of the headquarters.

Below are optional rules and suggestions for using and integrating individual powers as part of a headquarters.

ACTION IN HEADQUARTERS POWERS

Unless the base itself is intelligent (*see Intelligence feature in Headquarters and Hideouts*) or the power is part of a defense system or automated routine (*see Automated feature Headquarters and Hideouts*), any powers possessed by the headquarters must be activated by characters either inside or in contact with the base. This takes the normal amount of time for each power and any rolls required, such as attack rolls, must be made by the activating character. If the base has the Intelligence feature or is a headquarters character it may act normally using any powers possessed by the headquarters.

RANGE IN HEADQUARTERS POWERS

Headquarters powers with a range of personal usually only affect the base itself, but in certain cases everyone in the base will be affected as well. For example, a base with Flight and a range of personal can fly, taking everyone inside with it along for the ride. If the Flight power has the Affects Others extra or the Others Only flaw, the base may bestow to others the ability to fly, but only on one person at a time. Powers with the Affects Others extra or the Others Only flaw can affect any one thing in contact with the base. To affect everything inside a base simultaneously, such as all the occupants, the power must have the Affects Others extra or Others Only flaw and purchase either the Area or Affect Occupants extra, detailed below.

If a headquarters has a range of touch it may affect a single target inside the headquarters or touching the outside of the headquarters. To affect multiple targets inside the headquarters requires the Area extra or the Affect Occupants extra.

If a headquarters power has a range of normal it may affect any one target inside the headquarters or one target outside the headquarters that is within the

power's range. If a headquarters power has the Area extra it may affect anyone within the area of effect once it is centered on the target, inside or outside of the base, unless an intervening obstacle would stop the effect. To affect multiple targets inside the headquarters requires the Area extra or the Affect Occupants extra.

DURATION IN HEADQUARTERS POWERS

Powers with a duration of Instant work normally when installed in a headquarters.

Powers with a duration of concentration require whatever party is using the power, such as a hero operating controls within the headquarters or an Intelligence feature, to spend a half action each turn controlling the power. If a power is part of an Automated Feature the Automated Feature spends the requisite half action each turn automatically until it is actively disengaged.

Powers with a duration of sustained require whatever party is using the power, such as a hero operating controls within the headquarters or an Intelligence feature controlling the headquarters, to spend a free action each turn controlling the power. If a power is part of an Automated Feature the Automated Feature spends the requisite free action each turn automatically until it is actively disengaged.

Powers with a duration of continuous remain active until someone actively turns them off.

Powers with a duration of permanent cannot be turned off.

When deciding what a power affects in terms of a headquarters' inhabitants the gamemaster has to decide how lenient he wants to be in interpreting the rules. For example with a range of personal does Astral Project create only the headquarters' astral form and leave the people inside alone, or does everyone inside astrally project as well? These rules are written with a strict interpretation of the rules to

increase the cost of headquarters powers in order to keep headquarters powers, purchased for less than the cost of a feat, balanced against character powers.

A another option is available at the GM's discretion using a headquarters-only power called Relay, detailed below, which allows the powers of a headquarters to be used remotely by a character, such as using a sensor unit scan a book and transmit it back to the headquarters for translation via Comprehend or Absorb Knowledge.

Relay (Headquarters-only)

Cost: 4

Action: Half + Action of power used

Range: Special

This power allows character to use powers possessed by their headquarters while up too 10 miles away per power rank. The power used through Relay acts normally as if it were being used by the character, so powers with a range of personal can only affect the character using Relay. The action required to use a power through Relay requires a half action on top of the action needed to use the power transmitted through Relay. Any power used through Relay should be checked with the gamemaster beforehand to make sure it is reasonable. No power used through Relay may be used at a power rank higher than the headquarters' power rank in Relay. Only one character can make use of a headquarters' Relay power at a time.

Example: The Jack of Shadow's Shadow Cave has Relay +13, meaning he can use the powers housed in the Shadow Cave within 130 miles of the Shadow Cave. The Shadow Cave also has Absorb Knowledge +13, Comprehend +13, Datalink +13, and Transmission +13 (all of which require a half action). With a full round action the Jack of Shadows can use any of these powers by contacting the Shadow Cave computer through a radio handset/portable multiscanner (giving Relay the Device flaw). The Jack of Shadows finds a book he cannot read so he uses the multiscanner to scan the

text and send it back to the Shadow Cave, where the computer decodes the book using Comprehend or Absorb Knowledge. If the Jack of Shadows runs into a computer he cannot hack on his own he uses Relay and the multiscanner to access Datalink and hack into a computer system.

Relay uses some sort of transmission medium to function, which is determined at the time the power is selected. This could be anything from psionic transmissions to radio waves. These signals can be jammed normally according to the medium chosen, rendering Relay useless while jammed.

If the powers of the headquarters are disabled for some reason, such as a computer crash or the Drain power, the headquarters' powers may not be available.

Power Stunts:

Multiple Relays: For each time this power stunt is purchased one other character can use the Relay power simultaneously.

Increased Range: Each time this power stunt is taken the range that Relay can be use within doubles.

Extras:

No Transmission: The Relay power does not actually transmit its powers; it uses some manner of trans-locational effect to instantly get the powers where they need to go. Relay may not be jammed if it has this extra.

EXISTING POWERS

Below a number of existing powers and how they relate to headquarters are discussed.

ABILITY SHIFT (POWER CORRUPTED)

If Ability Shift is built into a headquarters with the Intelligence feature the power could manifest as the Intelligence rearranging the base to meet its own needs or those of the inhabitants.

Alternatively if the power is built into the base to affect characters, possessing the Affect Others extra or Others Only flaw, it could be a device that allows characters to alter their genes, mystic aura, or perform surgical alterations. In such cases increasing the type of action it takes to use the power may add some flavor because the process takes some time to complete. Also such a device could make an excellent tool for super-villains who use it to make their enemies weak willed so they may be easily controlled.

If this power is used against an unwilling victim the victim receives a Will save, DC 10+ power rank to resist the power. If this save fails the power affects the victim.

An example of a headquarters with Ability Shift is a headquarters made of millions of little nanobots that can rearrange to suit their master's will.

Extras:

Redesign: For each rank in this power one headquarters feature may be changed to another headquarters feature when Ability Shift is used. This change follows the normal limitations of changes made through Ability Shift.

ABSORB KNOWLEDGE (POWER CORRUPTED)

Absorb Knowledge built into a headquarters could take the form of a device that scans any object and downloads information contained in the object, regardless of format, and translates it into some form of accessible database. This could vary from a magical device that reads the aura of an item to a high-tech character recognition/multi-media system. The Knowledge skill created by this power is accessible by any character at the system's controls. Through the use of the Relay power the headquarters could provide quick access and summation of information found in the field.

An example of a headquarters with Absorb Knowledge is a magical enclave that contains a

pool of glowing liquid in which is placed any item holding information. Immediately thereafter a small crystal floats to the top of the liquid, which may then be placed in a special magical reader device that projects the information in the item on a nearby wall.

Extras:

Database: You can store up to one Knowledge skill per power rank in the headquarters' memory banks, allowing them to be recalled for later use by any character at the controls.

ABSORPTION

The Absorption power built into a headquarters functions as a defensive measure to protect the structure of the headquarters. This could take the form of special force shields projecting the base or mystical materials that redirect various energy types. The effects powered by the absorbed energy follow the normal restrictions for powers built into a headquarters. If a headquarters has Absorption and the Relay power, the Shared Energy power stunt below can be purchased for Absorption, allowing absorbed powers to be channeled through heroes connected to the headquarters through Relay.

An example of a headquarters with Absorption is a headquarters built near a volcano that can absorb heat and use it to power other parts of the headquarters.

Power Stunts:

Shared Energy: Energies absorbed both by the headquarters and by characters using Absorption through the Relay power are stored in the same energy reserve, which is accessible by either the headquarters or the characters connected through Relay.

ACCUMULATED KNOWLEDGE (ABOVE AND BEYOND)

Equipping a headquarters with Accumulated Knowledge means the headquarters has access to the lives and knowledge of past inhabitants of the head-

quarters, or possibly a connection to some common wellspring of knowledge from which the knowing of all things pours. This is similar in function to the Advisor feature, only much more powerful. A character accessing this power receives guidance based on the information stored in the headquarters, though when using physical skills some sort of link to the character's nervous system is probably required, such as an ancestor ghost temporary possessing the character to help him increase his Climb skill.

An example of a headquarters with Accumulated Knowledge is an underground base where spirits of the Earth, who have seen on all things on Earth for millions of Earth, share their wisdom with the headquarters' inhabitants.

ADDICTIVE METABOLISM (POWER CORRUPTED)

A headquarters with this power produces some type of substance that most organisms find incredibly hard to resist, such as a strange fungal spores or a special alcoholic concoction that always brings them back for more. The headquarters itself produces this material, which may mean it is organic or inorganic in origin, according to the nature of the headquarters. Unless the Affect Occupants extra is purchased this power only affects those inside the base who actively partake of the addictive substance, such as drinking a special tea. If the Affect Occupants extra is purchased anyone inside the headquarters may be affected with the power, representing such things as addictive forms of visual light or special hallucinogenic gases.

An example of a headquarters with Addictive Metabolism is a super-villain operated bar where no one has just one drink and the beer nuts are strangely enticing.

ADHESION (POWER CORRUPTED)

Able to stick to other objects with ease, headquarters

with this power are best served by also having a movement power, such as Flight. Headquarters with this power are probably coated in some sort of sticky substance, allowing them to stick to other objects and entangle those unfortunate enough to come into contact with the headquarters. This power can serve as an excellent non-lethal defensive measure.

Anyone in contact with the exterior surfaces of the base receives a bonus to Climb checks too climb the headquarters equal to the power level of Adhesion, but must make a Strength check each round they are in contact with the headquarters against DC 10+ the Adhesion power level to keep from getting stuck. If the character gets stuck they are considered pinned to the headquarters until they are able to make the Strength check, each attempt requiring a half action.

An example of a headquarters with Adhesion is the Castle of the Spider People, which is covered in webbing and similar obstacles, entangling those who come near.

ALTERNATE FORM

Headquarters with the Alternate Form power are very unusual in their utility: buildings that suddenly change into pure light or explosive force are often considered quite odd. A headquarters using this power is assumed to not transform its occupants unless the headquarters has the Affect Others extra, possibly putting its occupants in extreme danger. If the base does have the Affect Others extra, the occupants change form as well but cease being affected by this power as soon as they leave the headquarters. Occupants can oppose being affected by this power by rolling a Willpower save, DC 10+ the Alternate Form rank.

An example of a headquarters with Alternate Form is a mystical stronghold that can turn itself into pure shadow, concealing its location and making it very difficult to attack.

Extras:

Alternate Form Freedom: Characters transformed by Alternate Form because they are in a headquarters

with that power can leave the headquarters without the power deactivating.

AMAZING SAVE

A headquarters with Amazing Save (*Damage*) has a very strong outer structure and primary supports. Most headquarters do not have Amazing Save (*Fortitude*) because they are constructs and have no Constitution, but living headquarters that are particularly resistant to poisons, diseases, fatigue or similar threats have this power. Only headquarters that are able to move in some fashion have Amazing Save (*Reflex*). Amazing Save (*Will*) is a rarity amongst headquarters unless the base itself is intelligent, but it also may represent some sort of grounding in reality that makes the headquarters resistant to outside forces as if it had a will of its own. If the Affect Others extra is purchased, the saving bonuses can be granted to those inside the base as well.

An example of a headquarters with Amazing Save (*Damage*) is a mountain fortress whose structure is sound but it has little actual armor coverage on its walls. An example of a headquarters with Amazing Save (*Fortitude*) is headquarters built within the shell of a giant, immortal and disease resistant turtle that swims about the seas, which could also have Amazing Save (*Reflex*) if it is nimble enough or Amazing Save (*Will*) if it is particularly strong of mind. Another example of a headquarters with Amazing Save (*Will*) is a mansion built in a place of very stable reality where it is difficult to use many types of powers that defy common belief.

ANATOMICAL SEPARATION (POWER CORRUPTED)

Headquarters with this power can break into smaller pieces, each of which has limited functionality as per the power description. Each separate part contains no more than one headquarters feature per power rank. If your headquarters has a movement power you can have it affect all parts when separated as a power stunt called Mobile Separation.

An example of a headquarters with Anatomical Separation is a large space station that can break into separate parts when threatened, each of which has its own movement abilities.

Power Stunts:

Mobile Separation: When your headquarters breaks up into separate pieces, all the pieces can use the movement powers possessed by the headquarters.

ANIMAL AFFINITY (POWER CORRUPTED)

A favorite hangout with the local animal population, headquarters with this power tend to attract a large number of animals to its vicinity. Headquarters with this feature are likely to have the Intelligence feature to represent some animal-friendly consciousness within the headquarters and the animal quarters feature.

An example if a headquarters with Animal Affinity is an abandoned public park long overgrown that has become a haven for the local animals and whose remaining buildings houses the operations of a super hero.

Power Stunts:

Animal Security: Your headquarters has a large population of small animals, such as rats or chipmunks that act as a second set of eyes throughout the headquarters. Any unwanted guests in the headquarters suffer a penalty to their Hide and Move Silently checks equal to your power rank due to the animal eyes located everywhere. These creatures warn the resident heroes when an unauthorized intruder approaches the headquarters.

Extras:

Animal Defenders: The animals near a base with this extra will defend the base if it falls under attack. Within five rounds of the headquarters being attacked one creature per power level of the headquarters will arrive, each with a power level equal to the power rank of Animal Affinity and all

the animals are minions. These animals can be of any sort allowed by the gamemaster, from dinosaurs to dragons. These animals will fight to the death to defend the headquarters.

Animation

Headquarters this power can animate interior or nearby objects if the range remains at normal, but if the range is reduced to touch the headquarters can only affect objects touching the headquarters. If the range of the power is reduced to personal the headquarters can only animate itself, but if combined with Anatomical Separation this could lead to a base breaking into several sections and then animating into a small army of animated components.

An example of a headquarters with Animation is a large skyscraper that comes alive to defend itself and its city when called upon.

APOTHEOSIS (ABOVE AND BEYOND)

Apotheosis allows headquarters to assume the guise of a mythological or fantastic location, such as Mount Olympus or an angel's castle. Unless the headquarters is mobile or has the Intelligence feature the attribute bonuses gained should go to Constitution. If the headquarters is a headquarters character this power should work normally on the headquarters character, which means the headquarters character turns into some deity that carries a suitable object to represent the headquarters, such as Atlas holding up the world. Also the owners of the base may select extra features instead of feats if desired. The two powers gained during the transformation are selected as normal. When his power is not active the headquarters looks like a completely mundane building of some type.

With the Affect Others extra those inside can also take on the forms of gods, but they must take on a form that is of the same mythology as the appear-

ance of the headquarters. This power fades if they try to leave the headquarters. If the power has the Others Only flaw the headquarters itself does not change, but those inside do.

An example of a headquarters with Apotheosis is the house of a worshipper of the Norse Gods who can transform her house into a longhouse from Valhalla, with Healing and Super-Strength to prepare those within for battle.

Power Stunt:

Portal: The headquarters also contains a portal to the home dimension of the mythology it is based on.

Extras:

Apotheosis Freedom: Those inside a headquarters who are transformed this by this power do not lose the abilities granted when they leave the headquarters.

ARMOR

Usually a headquarters increases its ability to resist damage by increasing its hardness instead of purchasing Armor. A headquarters' hardness and Armor power combined cannot be higher than twice the headquarters' power level due to power staking limits. Armor on a headquarters represents some type of removable armor plating on the outside base, such as heavy plating sliding out over the upper floors of a skyscraper. This process normally takes one minute, much like someone taking off a suit of armor.

An example of a headquarters with Armor is a stone castle whose walls are actually made of camouflaged high-tech ceramic plating.

Power Stunt:

Deployable: The physical manifestation of the Armor power, such as heavy armor plating, may be retracted into the base or redeployed as a half action. This allows headquarters to avoid looking like heavily defended fortresses.

ARMORY (POWER CORRUPTED)

A headquarters with this power must have the headquarters feature of the same name. This power represents a wide variety of easily available high-tech gadgets with which minions can be equipped. There is enough material inside for each minion of the owning heroes to be equipped with one device, but only your dedicated followers have received the necessary training to use these devices. NPCs other than minions led by one of the heroes who owns the base or staff of the base cannot use the equipment. If you have a gadget lab you may change which powers your minions receive through Armory without becoming fatigued, but each change requires 1 hour of work.

An example of a headquarters with Armory is a super-villain military base where dozens of minions can be equipped with the latest in weaponry and equipment.

ASTRAL PROJECTION

A headquarters with this power can project itself into the astral plane. Unless the headquarters is intelligent or is a headquarters character, this power isn't very effective without the Affects Others extra or the Others Only Flaw.

With either of these options occupants of the base, the number affected determined by the Affect Occupants and Area extras, have their astral forms pulled along with the base's astral form. If they wish to remain in their body the unwilling occupant must make a Will power save, DC 10+ the headquarters' ranks in Astral Projection. While the headquarters is using Astral Projection its physical form and the bodies of all the occupants who travel with it shut down; technological devices stop operating, and living beings go into a coma. The astral forms may interact with the astral plane normally, but if the astral forms of any of the occupants leave the astral headquarters they are immediately forced back into their bodies.

An example of a headquarters with Astral Projection is a high-tech parapsychology research center that can transfer everything inside to the astral plane.

Extras:

Astral Presence: The headquarters can exist both in the astral and normal planes simultaneously, preventing both physical and astral travelers from breaching its walls. If the headquarters has the Affects Others extra anyone designated by the base also exists in both planes simultaneously.

Astral Freedom: Astral occupants of the headquarters may freely leave and reenter it while it is in its astral form.

ASTRAL TRAP (POWER CORRUPTED)

A rarely encountered defensive measure, this power is sometimes used as a form of high security incarceration. In such cases troublesome or dangerous captives are zapped into an astral essence holding object instead of being locked up in a cell. The objects holding the astral essences are normally stored somewhere safe in the headquarters.

An example of a headquarters with Astral Trap is a super-villain-only prison of the highest caliber where captured villains are placed in the Astral Trap to prevent them from causing further mischief.

ATOMIC MASTERY (POWER CORRUPTED)

A power rarely found in headquarters due to its cost and odd mix of powers, it is normally found in only the most powerful headquarters. It makes an excellent headquarters power for characters concerned with creation or the basic nature of the universe. It also makes an excellent power to be channeled through the Relay power, possibly powering an entire team of heroes.

An example of a headquarters with Atomic Control is a space station built around a font of pure creation

energy and uses this energy to control the atomic structure of surrounding space.

BANE (POWER CORRUPTED)

Without the Affect Occupants extra this extra only makes sense if the headquarters either has its own source of locomotion, weapon systems or the Affects Others extra or Others Only flaw. This power is particularly well suited to bases owned by super-heroes that have a specific type of creature as their arch-nemesis, allowing the heroes to easily defend their base if attacked. It also works well with headquarters characters.

An example of a headquarters with the Bane power is a robot hunter's high-tech trophy storage space, filled with electromagnetic weapons and capable of communicating with its occupants to give them a constant stream of information about the weaknesses of any robots present in the headquarters.

Combo Power Stunts:

Bane Gun: If the headquarters also has the Armory power any weapons created using Armory gain a bonus to all attack rolls against the creature specific by Bane, even if the weapons are removed from the headquarters.

BANISH (POWER CORRUPTED)

Headquarters with this power have some sort of resistance to dimensional travel, making it difficult for dimensional travelers to remain in the headquarters for long if they are not wanted. The Dimensional Blackout power stunt can shield a base from dimensional travel instead of just forcing travelers back the way they came. Activating Dimensional Blackout will deactivate any dimensional features in the headquarters except for dimensional alarm.

An example of a headquarters with Banish is a super-science lab that uses artificial gravity waves to warp

surrounding space, causing dimensional travelers to rebound back where they came from.

Extras:

Auto-Banish: This extra may only be purchased if the headquarters has the dimensional alarm power. If the dimensional alarm detects any dimensional travelers or teleporters entering the headquarters that are not recognized by the system as friendly, the headquarters immediately uses the Banish power on the trespassing dimensional traveler or teleporter.

BESTOW (POWER CORRUPTED)

Often tools of super-villains, headquarters with the Bestow power are used primarily to transform victims into a type of creature the owners of the headquarters can command or control. Changing people's bodies without their permission is not a very heroic action.

An example of a headquarters with the Bestow power is an evil artificial intelligence's hideout where kidnapped victims are taken and transformed into cyborg zombie minions.

Extras:

Remove Template: The headquarters is equipped not only to bestow but remove templates. Removing a template requires 24 hours and an opposed power check between the Bestow power that created the template and the headquarters' Bestow power trying to remove the template. At gamemaster discretion some templates may be impossible to remove.

BIO-LINK (POWER CORRUPTED)

Inhabitants of a base with this feature may all be linked together, sharing their life forces so they are more difficult to harm. The headquarters need not be an active member of this link; instead it may just provide the medium for the link to exist.

An example of a headquarters with Bio-Link is a headquarters built within a giant living plant that shares the life forces of all inhabitants with each other.

BIOPHYSICAL MANIPULATION (POWER CORRUPTED)

If this power has a range of personal it allows organic bases to completely control their bodily functions. If the power has the Affects Others extra or the Others Only flaw it may target those within the base, granting them control total over their bodily functions, and if the headquarters has the Intelligence feature it can help control these functions well.

An example of a headquarters with Biophysical Manipulation is a research institution that can inject chemicals into occupants of the headquarters by using thousands of small air injectors built into most surfaces.

BLENDING

A headquarters with this power automatically camouflages with the surrounding area, making it difficult to spot. This is assumed to only affect the exterior surfaces of the headquarters, but if the power has the Affects Others or the Others Only flaw extra those inside may blend in with the interior surfaces of the headquarters. This power is common amongst well hidden headquarters.

An example of a headquarters with Blending is a jungle fortress built of a metal that bends light, making it easily disappear into the surrounding foliage.

BOOST

If a headquarters can only affect itself with this power the headquarters best have other powers, the Intelligence feature, or is a headquarters character to make use of the boosted ability. Alternately if

this power has the Affect Others extra or the Others Only flaw there may be some sort energy ray or special liquid filled tank that grants the Boost power to targets inside.

An example of a headquarters with Boost is a mystical castle that charges its chosen champion with strength beyond that of mortal men when a specific codeword is spoken.

BOUNCE (POWER CORRUPTED)

Allowing a rather unusual form of headquarters mobility, Bounce allows a headquarters to move from place to place by bouncing. Those inside are assumed to be shielded from the jerking affects of the bouncing movement and suffer no damage or penalties from the movement of the headquarters. A flaw, Bumpy Ride, may be taken though to negate this effect.

An example of a headquarters with Bounce is a headquarters built in the shape of a giant ball with walls made of flexible, resilient ceramic armor plating. Unfortunately the builders of the headquarters used most of their funds on internal systems and had little left to provide locomotion.

Flaws:

Bumpy Ride: Those inside the headquarters should strap in before using the Bounce power, requiring the character be near a suitable chair and spend a half action getting in the chair. If a character is not strapped in he must make a Reflex save, DC + the headquarters' rank in Bounce. If this save fails the character must then make a Damage save, DC 15+ the headquarters' rank in Bounce.

CATALYST (POWER CORRUPTED)

Within a headquarters with this power sodas never explode from being shaken and wine never turns to vinegar. A power stunt, Bad Reaction, can also be purchased for this power automatically limiting the

effectiveness of chemical explosives and acids within the base.

An example of a headquarters with Catalyst is a haunted bomb testing site where all chemical reactions are altered by the angry spirits of workers slain in a past accident that resulted in the deaths of dozens of workers.

Power Stunts:

Bad Reactions: Dangerous chemical reactions are naturally suppressed within the bounds of the headquarters unless the power's controls are actively recalibrated, requiring a half action. Any chemically based explosive or attack, including acid at the gamemaster's discretion, has its Damage save DC reduced by the power rank of this power.

CLARITY (POWER CORRUPTED)

By means of extremely powerful floodlights, removal of the influence of shadows, or some more outlandish means within the headquarters all concealment DCs and the power ranks of all concealment creating powers are reduced by the headquarters' power rank in Clarity.

An example of a headquarters with Clarity is a headquarters used by agents of the divine with walls made of luminous materials that prevent any darkness from forming anywhere within the headquarters.

Extras:

Revealing Light: Any attempts to use the Hide skill in the headquarters suffer a penalty equal to the power rank of Clarity.

CLEANSE (POWER CORRUPTED)

Headquarters with this power have something in their construction that enables the headquarters, and possibly those inside, to easily shake of mind control and similar invasive powers. This could represent anything from self-repair units to dozens of small imps that rip out any source of infection.

An example of a headquarters with Cleanse is a sorcerer's sanctum enchanted to automatically right any bodily invasion of its inhabitants.

CLINGING

The headquarters with this power can stick to objects, which is best combined with some other movement power. Anyone climbing a headquarters with this power receives a bonus to their Climb check equal to the headquarters' rank in Clinging.

An example of a headquarters with Clinging is the lair of a city conquering villain that attaches itself to the largest building in his target cities before disgorging an army of minions on the shocked populace.

COLOR CONTROL (POWER CORRUPTED)

A headquarters with this power can change the color of nearby objects or anything within itself. The power stunt Size will need to be purchased several times for the headquarters to affect itself.

An example of a headquarters with Color Control is a headquarters built within a giant prism that can control the wavelength of nearby light.

COMBAT SENSE

Unless the headquarters has the Intelligence feature and is mobile or is a headquarters character this power cannot be purchased without the Affects Others extra or the Others Only flaw. Those affected by this power within the headquarters receive a constant stream of information in some form describing any threats in their vicinity, allowing them to never be caught off guard.

An example of a headquarters with Combat Sense is a high tech combat base that uses a series of ultra low frequency directional speakers to communicate information gathered by the base's security system directly to the eardrums of the base's occupants.

COMMAND (POWER CORRUPTED)

While a headquarters with this power and the Intelligence feature may actually have a horde of minions to command, a headquarters without the Intelligence feature instead could represent an important social or religious location that has its own protectors. Whoever controls such an important structure gains dozens of followers, which are purchased either by selecting the Minion feat as a power stunt for this power by selecting the Staff feature for the headquarters. Such a building can instill fanaticism in those who are dedicated to it, driving them to serve its master beyond the normal limits of loyalty. The feature Landmark is appropriate to headquarters with this power. Unfortunately allowing such a headquarters to be destroyed is likely to upset your formerly loyal followers.

An example of a headquarters with Command is subterranean base built beneath the White House served by a loyal horde of Masons sworn to protect the White House.

Flaws:

Locational Loyalty: The headquarters' minions are more dedicated to your headquarters than he who controls it. Only half of the minions will willingly leave the headquarters at a single time.

COMPREHEND

A headquarters with this power has some manner of translation capacity, enabling it to understand any languages spoken within it. It may then communicate this information to others. If this power has the Affect Occupants extra those affected by it may understand other languages directly instead of filtering conversations through the headquarters translation systems.

An example of a headquarters with Comprehend is a lair within a hollowed out tree with a special plant that absorbs spoken information and transforms the information into a liquid which it injects into other living beings via thorns. This liquid contains the

essence of the spoken information and can be understood by any living being.

COMPUTER PROJECTION (POWER CORRUPTED)

With this power a headquarters can project a presence into other computers, but this power may only be purchased if the headquarters has the Intelligence feature, is a headquarters character, or this power has the Affects Others extra or Others Only flaw. With the Intelligence feature the Intelligence is projected into the computers when this power is used. With the Affects Others extra or Others Only flaw occupants may have their minds projected into computers, which probably requires some sort of special chair or helmet. Those wishing to resist the power may do so with a Willpower save, DC 10+ the Computer Projection power rank. The headquarters need not be in direct physical contact with a computer to use this power, but it must have some sort of viable way to contact the system, such as a phone line or network connection.

An example of a base with Computer Projection is a research base haunted by a ghost of a computer programmer who can enter the base's computers, and through them the outside world.

CONFESSION BURN (POWER CORRUPTED)

Used in defense systems by those who fear friendly fire incidents, this power usually is found in headquarters with a divine or spiritual nature. As an alternative a super-villain could have a power that works on the reverse principle of Confession Burn, doing more damage to the virtuous. Such a device would make an excellent torture device in any super-villain lair.

An example of a headquarters with Confession Burn is a large church that strikes any who enter with holy fire, smiting down those unworthy of stepping on holy ground.

CONFUSION (POWER CORRUPTED)

The product of psychedelic lighting, drugged fog, or mystical spells a headquarters with this power is very disorienting to those who are not invited. In some headquarters, particularly those of other-worldly evils from before the dawn of time, the very architecture of the building may induce madness, tearing at the sanity of those that glimpse its many horrors.

An example of a headquarters with Confusion is an old run down sanatorium where the etchings of the insane mar the walls, hinting of terrible things man was not meant to know.

Extras:

Maze: Those who enter the headquarters that are not occupants of it or are not accompanied by occupants have a habit of getting lost. Such uninvited guests must make a Will save, DC 10+ power rank each turn they move or move in a random direction instead of the one they intended. Standing still is the best defense against this power.

CONSUME (POWER CORRUPTED)

Possibly part of some advance repair system, headquarters with the Consume power are able to destroy nearby matter in order to repair itself or grow in size. If a headquarters grows in size it gains no features, but each room does increase in size. See the Growth power for information on how changing sizes affects headquarters. If this power has the Affects Others extra or Other Only flaw the headquarters may destroy nearby objects and use this power to heal or increase the size of its occupants instead of healing or increasing its own size.

An example of a headquarters with Consume is a cutting edge manufacturing facility that can intake any material, rearrange it on a molecular level, and use it to repair or add on to the base.

Headquarters Feature:

Mass Storage: Your headquarters has a room full of material to destroy using Consume. This material could be anything from waste materials to small particles of a super dense solid. The room contains 100 points of hardness worth of materials and these points are regenerated at a rate of 10 points per day.

Coordinate (Power Corrupted)

The headquarters sends out a constant stream of transmissions to anyone linked to it informing each recipient about the current whereabouts and activities of the other recipients. This includes detailed information on what each member of the Coordinate group sees, allowing members to use other member's sensory information when targeting opponents.

An example of a headquarters with Coordinate is a lightning charged mystical mountain top fortress that combines the electrical brain activity of all its inhabitants into one whole and then redistributes it to the occupants of the fortress, allowing them to know the conditions and perceptions of others.

Extras:

Big Brother: Inside the headquarters all members of the Coordinate group may ignore all concealment because the headquarters itself feeds targeting data into the Coordinate link.

CORROSION

A headquarters with this power is able to inflict significant damage on any non-living matter it comes into contact with. This normally only occurs on a specific section of the headquarters' surface, such as a battering ram or weapon arm.

An example of a headquarters with Corrosion is a gnarled, blackened hangman's tree filled with evil and corruption that causes all non-living matter that comes into contact with it to decay and rust (*and it probably wouldn't be too healthy for living matter either*).

Extras:

Corrosion Walls: When activated this power may simultaneously affect every surface of the headquarters, inside and out. All non-living matter that comes into contact with any part of the headquarters is affected.

COSMIC POWER

Cosmic Power is usually only found in the most unusual of headquarters, such as giant creation batteries located at the center of the universe. These headquarters are often of immense power and are usually the home of some suitably powerful organization. Cosmic Power is often combined with Relay to provide a variety of powers to those who use the headquarters.

An example of a headquarters with Cosmic Power is a headquarters built around a white hole (*the theoretical other end of a black hole*) that uses the energy released by the white hole to create a number of effects.

CREATE OBJECT

When Create Object is found in a headquarters the power often has the Realistic and Shapeable extras along with a permanent duration and an increased action, representing a factory or manufacturing facility of some sort.

An example of a headquarters with Create Object is a headquarters equipped with a hard-light hologram projector than can create hard-light images of simple geometric objects.

Extras:

Armory: The headquarters can create items to equip your minions with, giving the headquarters the Armory power its Create Object power rank.

CREATURE CREATION (POWER CORRUPTED)

By its nature Creature Creation requires a headquarters or base of some type to function since it requires

a workshop to create in. A headquarters with this power will have the capacity to create creatures at the direction of its owners, or its own direction if the headquarters has the Intelligence feature or is a headquarters character. The normal time constraints remain.

An example of a headquarters with the Creature Creation power is a high-tech genetic manipulation facility able to quickly create clones with varying abilities and powers.

Power Stunt:

Storage Tanks: The headquarters can store a number of creatures in special storage tanks, keeping a number of creatures fresh and ready indefinitely equal to the headquarters' power level. The total number of creatures active cannot exceed the power rank of Creature Creation, but creatures in the storage tanks do not count as active and can be removed from storage with a full round action.

DANGER SENSE (POWER CORRUPTED)

If the headquarters does not have the Intelligence feature, is not a headquarters character, or is immobile, it will sound warning alarms when this power goes off, but the headquarters gains none of the advantages of the power regarding dodge bonuses and the Surprise Strike feat. If the headquarters has the Intelligence feature, is mobile, or is a headquarters character it gains all the normal advantages of this power. If the Affects Others extra or the Others Only flaw are purchased this power may be granted to those inside.

An example of a headquarters with Danger Sense is a crystal lined psychic hideaway that warns those who dwell there of danger approaching.

DARKNESS MASTERY (POWER CORRUPTED)

Darkness is a nearly constant condition with a headquarters with this power. Hallways will generally be

very dark, making it easy to hide but difficult to maneuver. Also light sources will have a nasty habit of going out. Darkness Mastery works well for headquarters possessed by heroes with some special tie to darkness and shadows. It also makes a great villain lair power.

An example of a headquarters with the Darkness Mastery power is a wizard's sanctuary in a magical hotspot where a mystical realm of shadow bleeds over into this plane.

Power Stunt:

Darkvision: Those characters that live in the headquarters have 60 foot darkvision while inside the headquarters.

Extinguish: Any light source in the headquarters is automatically targeted for an extinguish attempt by Darkness mastery.

DATALINK

Headquarters with the Datalink power provide amazing access to computer systems linked to the headquarters. Assuming the headquarters is equipped with some sort of high capacity connection to the internet and similar computer networks this power allows the computer to easily access most computers it can reach. An example of a headquarters with Datalink is a high-tech installation outfitted with virtual reality technology, allowing those using the power to directly experience the computer universe.

Power Stunts:

Datalink Firewall: All attempts to hack into the headquarters' computers have their DCs increase by the power rank of the headquarters' Datalink power.

DAZZLE

Dazzle is commonly installed on headquarters as part of a non-lethal defense system, blinding or deafening foes so they may be easily subdued.

An example of a headquarters with Dazzle is a mili-

tary installation equipped with automated searchlights and flare guns.

DEAFENING NOISE (A MATTER OF FAMILY)

Often the side effect of industrial operations or movement powers, headquarters with Deafening Noise creates some type of sensory overload that makes it extremely difficult to use a specific sense when near the headquarters. It is assumed the headquarters has proper shielding to make those within immune to the Deafening Noise. This power may be purchased as an extra for other powers to represent the noise or smells created by the other power, such as the roar of a jet engine for the Flight power.

An example of a headquarters with the Deafening Noise power is a robotic factory that is very very loud when in operation.

Flaw:

No Baffles: When activated this power affects everyone inside the base as well as outside.

DEFLECTION

Headquarters with the Deflection power have some sort of movable armor plates, force fields, or dimensional vortexes the headquarters moves around to block incoming attacks. Such devices are normally linked into the headquarters' security system, run by the Intelligence feature, or operated by someone within the base. Purchasing Danger Sense as an extra to this power will help the headquarters block surprise attacks.

An example of a headquarters with Deflection is clockwork castle protected by giant brass shields held by automated robotic arms.

DENSITY CONTROL

Density Control is usually only found in headquarters that have some sort of mobility or built into headquarters characters due to the fact the power

grants Super Strength, which an immobile structure has little use for. Removing that aspect of Density Control reduces the cost of the power to 2 power points per level. If the Affects Others extra or Others Only flaw are purchased the floors of the headquarters are assumed to be tough enough to support the occupants when their density increases. Without the ability to affect those inside the headquarters occupants will fall through the floors of the headquarters if its density is reduced to become Incorporeal. Headquarters with Density Control usually have sort of ability to affect gravitational or nuclear forces, or possibly phase part of their mass to another dimension.

An example of a headquarters with Density Control is a huge spacecraft that decreases its density while traveling through space, allowing it to travel through asteroids, and increases its density on planets, increasing its defensive strength.

Power Stunts:

Density Boots: Residents of the headquarters are equipped with some type of power or gadget that allows them to avoid falling through the floor when Density Control is used to turn the headquarters Incorporeal. This extra does not allow the user to interact with other incorporeal objects.

DEVOURING VOID (*ABOVE AND BEYOND*)

Headquarters with this power have some sort of defensive measure that sucks up opponents and stores them in a dimensional storage space. This can also be used internally, but the effects would probably do as much damage to the headquarters and its owners as any enemies. This attack power is often used by those who wish to incapacitate attackers with non-lethal force.

An example of a headquarters with the Devour Void power is a high-tech floating city powered by a black hole that can be used as a defensive measure when combined with a pocket dimension.

Power Stunt:

Controlled Portal: The headquarters has a portal to the pocket dimension formed by Devouring Void, allowing controlled removal of specific objects from the pocket dimension.

DIMENSIONAL DOPPELGANGER (*POWER CORRUPTED*)

A headquarters with Dimensional Doppelganger is able to summon up slightly different versions of itself from other dimensions. For the doppelganger headquarters, the feature spent on Dimensional Doppelganger can be spent on another feature.

An example of a Dimensional Doppelganger headquarters is the lair of an inter-dimensional conqueror that sends duplicates of his base filled with minions to target dimensions to create a beachhead for his invasion.

Power Stunts:

Change Features: The doppelganger headquarters can change one feature per power rank.

DIMENSIONAL SHUNT (*POWER CORRUPTED*)

Installed as a defensive feature, Dimensional Shut allows the headquarters to block incoming attacks from outside sources and create an extra-dimensional storage space for use by the occupants of the headquarters. The pocket dimension may be accessed anywhere within the headquarters.

An example of a headquarters with Dimensional Shut is a mystical stronghold equipped with a mystical cloth that turns into a portal to a small extra-dimensional space when a certain command word is spoken. The cloth can be torn down and used as a net in emergencies.

Power Stunt:

Go Directly to Jail: If the headquarters has a dimensional prison, creatures trapped by Dimensional Shunt are directly routed to the dimensional prison.

This allows the target to be kept prisoner without suffocating in the Dimensional Shunt pocket dimension.

DIMENSIONAL TRAVEL

A common power for headquarters owned by dimension hopping heroes, putting Dimensional Travel in a headquarters saves having every member of the team from having to buy the power. It is assumed that everyone in the headquarters will travel with it when this power is used.

An example of a headquarters with Dimensional Travel is castle that leaps from dimension to dimension as its owner seeks a dimension where his lost love is not dead.

Power Stunt:

Home Dimension: the headquarters has a home dimension that it can always return to without a power check.

DISINTEGRATION

A common feature in security systems, Disintegration allows the headquarters to be easily defended against attackers who are inorganic or make wide use of vehicles. It is of precious little use against those who rely strictly on organic means for combat. Also some headquarters use Disintegration to help keep their waste production under control.

An example of a headquarters with Disintegration is an automated research facility protected millions of nano-robots that break down any non-living matter they encounter into its component pieces.

Extras:

Garbage Chutes: The headquarters is equipped with one disintegrating garbage chute per power level. These chutes can accept items of Small size or smaller and destroy any item placed within them. While these garbage chutes are supposed to be used for getting rid of waste products they can be very handy when small robots invade your headquarters.

DRAIN

Another effective defensive measure, often when installed on headquarters the range is changed to Normal. If the range is not changed a target must come into contact with the headquarters to be affected, making for a nasty surprise for someone who tries to open the door. Headquarters with the Contagious and Slow Recovery extras will quickly become renowned as sources of plague and infection.

An example of a headquarters with Drain is a necromancer's palace that drains the Constitution of those who approach, using that energy to power the dark rituals that go on within.

**DREAM MASTERY
(POWER CORRUPTED)**

Headquarters equipped with dream mastery are a rarity. Such bases usually have some manner of intelligence to control the power since it is a power that is not easily applied without some thought.

An example of a headquarters with the Dream Mastery power is an experimental dream laboratory where the researchers are able to make contact with the plane of dreams all sleepers share.

Extras:

Dream Shield: The headquarters is shielded to protect the dreams of those inside from outside influence. Those inside the headquarters receive a bonus equal to the Dream Mastery power rank to all saving throws against Dream Mastery affects created by someone outside the headquarters.

DUPLICATION

Headquarters with the duplication power are able to make duplicates of themselves, but these duplicates are usually not quite so durable. Duplicate headquarters have all the same powers and features as the original headquarters, but cannot make more duplicates and are considered minions if applicable.

An example of a headquarters with the Duplication power is a spacecraft that can duplicate itself to become a fleet of ships when threatened.

Power Stunts:

Portal System: The duplicate headquarters are connected by a series of portals, allowing characters to easily pass from one to the other regardless of distance.

ELASTICITY

Elasticity is usually only built into headquarters owned by eccentric heroes who think a headquarters that behaves like it's made out of rubber is a good thing. Headquarters with this power can temporarily rearrange their structure, multiplying the dimensions of any room by the Elasticity power rank. This can only be done with any number of rooms, but doing so with several rooms simultaneously will change the overall size of the headquarters.

An example of a headquarters with Elasticity is a base built inside an immense alien life form composed of a jelly like substance that is very malleable.

**ELECTROMAGNETIC
PULSE (POWER
CORRUPTED)**

A common defensive measure in headquarters that expect attacks from technologically equipped foes, those inside a headquarters equipped with Electromagnetic Pulse are immune to the effects of the power unless the occupants of the base are specifically targeted. The headquarters has shielding that protects the base and its occupants from its own Electromagnetic Pulse when targeting exterior enemies, but this does no good against Electromagnetic Pulse powers used by others against the headquarters.

An example of a headquarters with the Electromagnetic Pulse power is a magical sanctum secured against technological invasion by a magic crystal that can render electronic devices inert.

Power Stunts:

Interior Shielding: The components of the base do not suffer damage when the Electromagnetic Pulse power is used inside the base, but any occupants suffer normal damage.

ELEMENT CONTROL

This power is usually possessed by headquarters built in an environment where the power would be particularly useful, such as underwater bases that have Element Control (Water). The primary use of this power is defense or manipulating the surrounding environment, such as shoring up mountain sides or diverting tidal flows.

An example of a headquarters with the Element Control power is a desert fortress that can control the winds to force its enemies to their knees.

ENERGY BLAST

A cornerstone of the headquarters defense system, Energy Blast is a power found in many headquarters, both within and without. Generally speaking unless there is a very unusual situation, it is better to take the defense System Feature than purchase individual Energy Blast powers.

An example of a headquarters with the Energy Blast power is an automated laser turret on a super-villain lair.

ENERGY CONTROL

Often owned by heroes with matching powers, headquarters with Energy Control can take a number of extras to make it useful in both a utilitarian sense and as a attack power. Energy Control is a common power to be used in conjunction with Relay, allowing heroes to draw on the special energy properties of their headquarters.

An example of a headquarters with the Energy Control power is a super-villain lair built in an old nuclear reactor that uses the radiation present in the area to create blasts of intense radiation as a defensive measure.

ENERGY FIELD

The Energy Field is assumed to cover the exterior surfaces of the base when activated, but if desired the Interior Field extra can be purchased to use the Energy Field as a defensive measure against intruders.

An example of a headquarters with Energy Field is a jungle stronghold that can be protected by thousands of acid spitting beetles when its master calls, covering all the surfaces of the headquarters.

Extras:

Interior Field: The Energy Field can be used against those inside, damaging anyone in contact with the walls, floors and ceilings of the headquarters. If this extra is taken a second time the power may target the walls, floors and ceilings of specific rooms.

ENERGY FORM PROJECTION (POWER CORRUPTED)

Headquarters with this power are capable of projecting an energy version of the headquarters that can act independently of the real, physical form of the headquarters. This normally requires the base have the Intelligence feature so the energy form has a directing force. Conceivably one of the owners could pilot the base's energy form, but this would require the owner be inside the headquarters when the power is activated which may be dangerous with the Affects Others extra. While the energy form is active all the functions of the headquarters, down to lights and plumbing, stop working. The energy form has the same abilities, power, feats and skills as the base plus the Alternate Form (*Energy, Shadow or Psionic*).

When this power is activated the occupants of the base take damage from the energy form if applicable unless the Affects Others extra is selected. In such case a number of occupants determined by purchasing the Affect Occupants or Area extras create energy forms as well, their physical bodies

going into comas within the physical form of the base. They may choose to resist this affect with a Willpower save, DC 10+ the power rank of Energy Form Projection. Those within the energy form of the base cannot leave the base without reverting back to their bodies.

An example of a headquarters with Energy Form Projection is an ancient burial mound that can project a spirit warrior form of itself and its occupants when threatened.

Extras:

Energy Form Freedom: Occupants of the base who transform into an energy form along with the base may leave the base and remain in their energy form.

ENTHRALL (POWER CORRUPTED)

Usually deployed in a defensive manner, Enthrall equips the headquarters with some means of gaining the attention of those nearby and keeping it indefinitely, such as hypnotic lights or some type of hallucinogenic gas. If the power is part of an Automated Feature the power is assumed to remain constantly active, requiring no attention on the part of an operator or the headquarters' Intelligence feature, if it has one.

An example of a headquarters with the enthrall power is a haunted graveyard where spirits distract and befuddle those who enter the graveyard uninvited.

Combo Power Stunts:

Subliminal Messages: If you have both Mind Control and Enthrall you can hide a subliminal message within your Enthrall power that will be passed on to anyone who fails their save against Enthrall. This message is one sentence long and cannot be longer than one word per power level. Those affected by Enthrall also receive the subliminal command and seek to carry it out, but the command may be nothing that would cause the person to seriously question why they are carrying

out the command. Subliminal messages to buy certain products or leave a door unlocked will work, but commands to kill someone will not.

ENTROPY PROJECTION (POWER CORRUPTED)

An uncommon power for a headquarters, when it is selected it is primarily used to sow confusion amongst attackers. Some seek to try and use the power to increase the abilities of those inside the headquarters, relying on luck to turn the power to their favor, but this is not a very good plan in the long run.

An example of a headquarters with the Entropy Projection power is a super-villain lair disguised as a casino where everyone loses big or wins it all.

Extras:

Entropic Breakdown: You can increase the chaos present in an item with a touch, forcing a Damage save as you cause the target to break down as if were aging very quickly.

ENVIRONMENTAL SPECIALTY (POWER CORRUPTED)

Headquarters with this power are usually headquarters characters with some type of mobility that spend most of their time in a specific environment. Non-character headquarters will find little use for the Dexterity and Strength bonuses granted by this power. This power is most commonly found in headquarters characters that are tied to characters that defend certain locations, such as the oceans.

An example of a headquarters with the Environmental Specialty power is a mystic sanctum carried by a giant space dragon that is greatly weakened by entering the atmosphere of a planet.

ESP

While ESP is normally thought of as being a psionic ability of some type, in a headquarters it can repre-

sent anything from crystal balls to gravitic lens optical units. ESP is most common in bases with a surveillance focus.

An example of a headquarters with ESP is a mad scientist lair where the brains of several remote viewing specialists have been hard wired into a computer, creating a machine that can see anywhere.

FADE (POWER CORRUPTED)

While some headquarters are difficult to find because of their location, headquarters with this power just don't seem important enough to pay attention to. This power is often combined with Concealment, Civilian Appearance, and Untraceable features.

An example of a headquarters with the Fade power is a dilapidated old building that contains a cutting edge research lab that sends out ultra-low frequency subliminal messages to convince people to ignore the building.

Power Stunts:

Faded Entrance: Those who exit or enter the building are under the effects of Fade as well for the first five minutes or five hundred yards of distance they are out of the building. They seem to appear normally in crowds and attract no undue attention.

FALSIFY (POWER CORRUPTED)

This power should only be purchased for headquarters characters or with Affect Others extra or Others Only flaw because unless the possessor of this power has the capacity to lie, this power does no good. If the gamemaster wishes Falsify may add to checks to try and pass the headquarters off as something other than what it is, such as disguising it as a ruined building.

An example of a headquarters with the Falsify power is a headquarters built within a giant intelligent clam of immense wisdom, but the clam is far too canny to be forced to tell the truth.

FAMINE (POWER CORRUPTED)

Famine is normally used in headquarters where the occupants are immune to starvation; otherwise they'd get mighty hungry each time they approach. It is favored as a defensive measure by constructs actively working against living beings, such as undead seeking to kill all living beings or robots who think organic creatures are weak and to be eliminated. Those inside the base are affected as well unless the Occupant Immunity power stunt is purchased.

An example of a headquarters with the Famine power is a broken nuclear power plant that constantly spews forth dangerous radiation that forces those in the vicinity to eat voraciously to keep their blood cell count up.

FATIGUE

A non-lethal attack power favored by heroes with a strong code against killing, Fatigue can easily render targets unconscious with a few hits. The power sees little use in most super-villain lairs as most villains prefer something with a little more stopping power.

An example of a headquarters with the Fatigue power is a desert fortress protected by Sands of Sleep that carried on the wind against attackers.

FEAR (POWER CORRUPTED)

A common power in super-villain strongholds, headquarters that inspire fear are usually intensely creepy places favored by dark brooding heroes or the vilest of villains. Often such places have the Unpopular or Terrifying headquarters flaws.

An example of a headquarters with the Fear power is a super-villain lair in a cemetery in the shape of a large skull-motif mausoleum that radiates fear at night when the moon is high.

Extras:

Reoccurring Dread: Each time a character falls

victim to the Fear power, he suffers a -1 penalty on all saving throws against that Fear power in the future. This penalty is cumulative, but is reduced by one point by a successful save against the Fear power. This extra represents places that slowly wear on the sanity of those who visit, making them more fearful with each visit.

FERVOR (POWER CORRUPTED)

Usually found in headquarters with the Landmark feature, this headquarters inspires minions who live there to great feats of endurance, prowess and resilience. Instead of someone giving an order to attack, this power is activated by alarms or some similar mechanic within the headquarters that are activated by someone in the headquarters, the Intelligence feature, Dimensional Alarm, or an Automated Feature. If it is not an Automated Feature, activating the alarm requires a half action. Fervor only affects minions lead by one of the characters who lives in the headquarters or the staff of the headquarters.

An example of a headquarters with the Fervor power is Skorpion Army headquarters where the entirety of the Skorpion army pours forth whenever an alarm is sounded.

Power Stunts:

Last Stand: If the minions are fighting enemies within the walls of the base while under the effects of this power they gain an additional +1 bonus to Fortitude and Damage saves and attack rolls.

FILTH (POWER CORRUPTED)

Often coupled with the Unpopular feature, Filth makes a headquarters a very disgusting place to be. Headquarters with this power are covered in a thick slime of some kind that is filled with infectious disease. This power is normally only found in headquarters used by those who are themselves immune to disease. Anyone coming into contact

with the exterior surfaces of this headquarters must make a Fortitude save or be diseased as per normal for the power. If desired this power can also affect the interior walls of the headquarters, making it truly a vile place. Anyone trying to climb a wall affected by this power suffers a penalty to their Climb check equal to the power rank of this power.

An example of a headquarters with the Filth power is an abandoned, overflowing sewage plant inhabited by a tribe of primitive sludge monsters that are the remains of workers who died in the plant's overflow.

FLIGHT

One of the more popular transportation powers for headquarters, Flight allows the headquarters to fly at normal speed while carrying everyone inside with it. The Super-Flight power stunt is an excellent addition for those headquarters that need to make long distance trips.

An example of a headquarters with the Flight power is a massive, high-tech flying aircraft carrier using to quickly deploy massive numbers of troops anywhere in the world.

FORCE FIELD

Deployed as a defensive measure, Force Field is an easy way to protect a headquarters from attack. The power rank of force field and the hardness of the headquarters combined may not be higher than twice the power level of the headquarters. The exterior surfaces of the headquarters are assumed to be protected by the force field when it is active.

An example of a headquarters with the Force Field power is an ancient crematorium where the spirits of those burned within protect the walls and seek to bar others from entering.

Extra:

Interior Field: Force fields may be projected on the interior walls and doors of the headquarters.

Barrier: Doorways or holes in walls can be barred with force fields, requiring the force field to be breached before anything can pass through. Breaching a force field requires the force field to fail a Damage save.

FRICTION CONTROL (POWER CORRUPTED)

Occasionally employed as a defensive measure for disabling attackers without harming them, Friction Control is not a common power installed in headquarters. If Friction Control is used to increase the friction of the surfaces of the headquarters anyone attempting to climb these surfaces gains a bonus to their Climb check equal to the headquarters' Friction Control power rank.

An example of a headquarters with the Friction Control power is a building made out of experimental material that can alter the amount of friction on its surface at the direction of a central computer.

Extras:

Speed Suppression: Using Friction Control the headquarters constantly increases the friction of characters moving faster than a specific speed, set by the owners of the headquarters. Any creature moving faster than this speed is automatically hit with the slow aspect of Friction Control.

FRIENDSHIP AURA (POWER CORRUPTED)

Often combined with the Landmark feature, headquarters with this feature are very popular. Those who are affected by a headquarters with Friendship Aura develop strong positive feelings for the headquarters, including thinking that the victim has been in or near the headquarters previously and has some sort of connection to it.

An example of a headquarters with the Friendship Aura extra is a super-villain lair built within a New York City neighborhood that everyone thinks is just

an old bar that has been in the neighborhood for years.

Extras:

Long Term Relationship: Those who fall victim to this power assume they have known of the headquarters and been involved in it their entire life, even if they are older than the headquarters. Their minds create false memories involving the headquarters to fill the time before it was actually built.

GADGETS

A common headquarters power, Gadget could represent a high-tech workshop where wondrous inventions can be whipped up in short order or a mystical supply room with various magic widgets. Generally any power duplicated by Gadget when it is a headquarters power will be considered to be a power of the headquarters, so if a hero uses Gadget to duplicate Flight the headquarters can fly, not the hero. The Affects Others extra or Others Only flaw are required for the inhabitants of the headquarters to directly benefit from Gadget. Regardless the Gadget power may not be removed from the headquarters without the Mobile Gadget extra below. Any hero who lives in the headquarters may use the Gadget power, but only one hero may do so at a time. This power is especially effective when combined with the Gadget Lab feature. To use Gadget one of the resident's of the headquarters must become fatigued or a hoer point from a Hero Point Bank must be spent.

An example of a headquarters with the Gadget power is a steam-powered train run by a mad inventor who can modify the train on a moments notice to have all manner of amazing abilities.

Extras:

Mobile Gadget: This extra requires the Affects Others extra or Others Only flaw. This extra allows the Gadget power to be removed from the headquarters, but the power Gadget is duplicating cannot be changed without returning to the headquarters.

**GAS GENERATION
(POWER CORRUPTED)**

Often built into headquarters of particularly mysterious or stealthy heroes, this power allows a headquarters to become quickly cloaked in fog, smoke, or similar gases. When combined with the Deadly Fumes extra it creates a very effective defense system. The gas created may originate from any square inside or outside of the headquarters.

An example of a headquarters with Gas Generation is a lonely monastery on top of a steep mountain that becomes ringed in fog when those not worthy to study in the monastery approach.

Flaw:

Limited Generation: Gas Generation can only create gas inside or outside of the headquarters, not both.

GEO-FORCE (POWER CORRUPTED)

Common amongst hideouts built near fault lines, Geo-Force can provide a very effective defense given the right conditions. Unfortunately its lack of ability against flying targets is quite a limitation. Headquarters with Geo-Force are assumed to be stabilized to prevent damage from earth quakes, receiving a bonus to saving throws against tectonic events equal to the power rank of Geo-Force. Despite this using Geo-Force inside the headquarters will likely inflict severe damage on the headquarters. Causing a gout of lava to erupt in the middle of the floor is not good for the rug.

An example of a headquarters with Geo-Force is the ancient castle of Teras-Vin, King of Hollow Earth, which can command the forces of the tectonic plates using the Earth's Heart crystal.

Extras:

Reinforced Floor: Geo-Force may be used inside the headquarters without inflict undue damage on its structure.

GESTALT (POWER CORRUPTED)

There are only two uses of the Gestalt power in a headquarters due to the fact you need several other participating parties who also have the Gestalt power to make the power viable.

The first option is for the headquarters to combine with other headquarters that also have the power. Using this option the simplest method of determining the abilities of the combined form, assuming the component headquarters are not headquarters characters, is to build the gestalt form as a character with a power level equal to the highest power level headquarters in the gestalt form, +1 for each additional member. So five power level 12 headquarters would have a gestalt form equal to a power level 16 character. The gestalt form should have all the powers of the component headquarters if possible plus one level of Growth with the Permanent extra per power level of the gestalt form to represent how massive it is.

Alternatively the headquarters could combine into a gestalt form with the characters who own it. Assuming the headquarters is not a headquarters character, in which case the powers of the gestalt form are calculated normally, the headquarters gives the gestalt form Amazing Save (Damage) equal to its hardness and the Growth power with the permanent extra equal to its power level in addition to whatever other powers the headquarters has.

An example of a headquarters with the Gestalt power is an ancient military base of an alien race where five suits of power armor can be combined with the base to create an immense animalistic combat robot.

Extra:

Inclusive Gestalt: If the headquarters has the Intelligence feature it too is factored into the gestalt form's abilities even if the Intelligence does not have the Gestalt power.

**GRAVITY MASTERY
(POWER CORRUPTED)**

Only present in the headquarters of powerful heroes and villains, Gravity Mastery provides an excellent multi-use defense system for a headquarters. It also provides a form of locomotion for the headquarters. Within a single power a lot of bases can be covered, making this a very efficient power. It is usually found in the headquarters of individuals who have powers related to gravity, time, or Relativistic technology.

An example of a headquarters with Gravity Control is a super-villain lair built in the Los Alamos Testing Grounds which uses a gravity warping device left there by Albert Einstein.

GROWTH

Most headquarters already start out pretty big, so Growth is a difficult power to scale for headquarters. A general rule is to assume that the headquarters has an effective Growth power rank equal to its power level before the power is even purchased representing the size of the base before it uses Growth. Any additional levels of Growth increase the actual size from that power rank, but Immovability, Super Strength, and Protection levels gained from Growth act normally.

Example: The Iron House, a large fortress inhabited by a prehistoric god of metal, is a power level 10 headquarters and has Growth +10. When it uses Growth the structure gains Immovability, Protection, and Super Strength +10, but in size it is treated as if it has Growth +20, making it an Awesome size building.

If a headquarters has the Others Only flaw it may run into difficulties when large characters getting stuck in sections of the headquarters. The Large Doorways power stunt alleviates this problem. If the headquarters grows along with its occupants, as in the Affects Others extra, there is no difficulty.

An example of a headquarters with the Growth power is the Medical Ship Boundless Hope, a spacecraft that can grow to take on additional evacuees when assisting dying worlds.

Power Stunts:

Large Doorways: The headquarters is built so creatures of up to Large size may navigate it without difficulty. Purchasing this Power Stunt multiple times increases this size by one each time.

HAMMERSPACE (ABOVE AND BEYOND)

Hammerspace is rarely used in headquarters do the fact it essentially provides extra storage space, something most headquarters have plenty of, and features such as Dimensional Storage accomplish the same goal. Hammerspace with the Affects Others extra allows everyone in the headquarters to have their own personal extra-dimensional storage space, which may be a handy thing to have in a pinch.

An example of a headquarters with Hammerspace is an extra-dimensional market where each shopper in the market is assigned a small dimensional pocket to carry his purchases in.

HARVEST (POWER CORRUPTED)

Harvest is only found in headquarters that have some other type of power or defense system that inflicts damage due to the fact Harvest only works when it has injuries to feed off of. Also it may only be used in headquarters that are living beings, as per the power description.

An example of a headquarters with Harvest is a giant tree that serves as an evil cult's temple and heals itself through human sacrifice.

HEALING

One of the more popular powers for headquarters, Healing with the Others Only flaw is an excellent

way to represent advanced medical facilities. In such cases it is a good idea to increase the action required to use the power to represent extended medical treatment.

An example of a headquarters with Healing is an ancient cave with a magical healing spring within it.

HUNCH (POWER CORRUPTED)

Be it a giant magic eight ball or a massive computer that calculates millions of equations to arrive at the likely answer, in a headquarters Hunch functions as some sort probability-based answer machine that functions when asked a question. For this power to function the hero asking the question must spend a hero point. The Hunch power check is then made and the results revealed.

An example of a headquarters with Hunch is a villain headquarters within a casino where a mystic roulette wheel can answer questions based on where the ball lands.

HYPER-BREATH (POWER CORRUPTED)

Instead of actually being a creature's breath this power is likely to be some manner of massive fan or air jet. This power can originate from any interior or exterior location on the headquarters, but the power must come from a spot designated when the power is selected.

An example of a headquarters with Hyper-Breath is a palace inhabited by a djinn that can summon up windstorms to knock back intruders.

Power Stunts:

Fire Suppression: Normal fires within the headquarters automatically put out in one round by removing most of the oxygen from the affected area.

ILLUSION

A headquarters that cannot be found does not have much need of other defensive systems. Purchasing

the Area extra is a good idea with this power because otherwise it will not be able to affect a large portion of the headquarters simultaneously. Illusion can also be useful for creating "hologram rooms" for training, entertainment purposes, or for providing an interactive holographic projection to interface with the headquarters computer.

An example of a headquarters with the Illusion power is a concealed high-tech facility in the midst of a normal neighborhood that uses illusions to disguise itself as a normal store, complete with fake customers and staff.

Extras:

Create Object: You may take the Create Object power as an extra to represent your holograms being made of solid matter, force fields, or similarly having some type of mass instead of being non-corporeal. You may cover the objects you create in an illusion to make them appear as something other than geometric shapes, but beneath the illusion they are the normal geometric shapes created by Create Object unless you select the Realistic or Shapeable extras.

Flaws:

One Illusion: Only one specific illusion may be projected, such as a specific person or object.

IMBUE ENERGY (POWER CORRUPTED)

Using some type of special process the headquarters can imbue items with other powers that the headquarters possesses for a limited amount of time or uses of the imbued power. This power is best combined with the Useable extra so the heroes who use the headquarters can create items containing powers that may be released on demand. The Imbue Others extra is also useful so the headquarters may imbue powers its resident heroes have instead of only the powers the headquarters have. One of the owners of the headquarters must spend an action point to activate this power.

An example of a headquarters with the Imbue Energy power is a special factory that can duplicate any type of power with a Super-science power source, but these duplicated powers tend to run out of power quickly.

Flaw:

Power Type: Only one type of power, such as Defensive or Transformation, or powers with a single power source, such as Super-science, may be imbued. This flaw may only be taken in conjunction with the Imbue Other extra.

IMMOVABILITY

This power is only useful as written for a headquarters that has some capacity to move, such as a walking fortress or a headquarters character. Alternately the gamemaster can decide that in a stationary structure Immovability adds resistance to earthquakes, floods, and similar events that may damage the foundation of the headquarters. In such circumstances the headquarters receives a bonus to its Damage save or any ability checks equal to its Immovability power rank.

An example of a headquarters with Immovability is a heavily armored skyscraper that is supported by anti-earthquake pylons that extend several miles below ground and the skyscraper is also steadied by a number of guide wires.

INCORPOREAL

Without the Affect Others extra or Others Only flaw this power is of questionable usefulness as every time it is activated everyone inside the headquarters would fall through the floor. It is assumed that an incorporeal headquarters does not fall through the ground it is built on.

An example of a headquarters with Incorporeal is a high-tech fortress that can become insubstantial when all its other defenses have failed.

Power Stunt:

Incorporeal Protection: The headquarters is consid-

ered to exist incorporeal and corporeal simultaneously when not using Incorporeal. This means that characters using Incorporeal must treat the walls of the headquarters as if they were solid objects.

INERTIA CONTROL (POWER CORRUPTED)

A multi-use power like Friction Control, this power is most useful when it is used to support a group of defending characters. Inertia Control is a common power found in the headquarters of heroes who specialize in Super Speed and similar movement powers.

An example of a headquarters with Inertia Control is a space station built within a gravitational anomaly which can be controlled by the space stations central computer and allows the inertia of objects to be modified by changing gravitational fields.

INVIGORATE (POWER CORRUPTED)

A very effective headquarters power for nature oriented characters, the fertility increasing effect of Invigorate is likely to drastically increase crops in the area. If the headquarters also has the Food Source feature it is also affected by this power.

An example of a headquarters with the Invigorate power is a temple built over the remains of a slain god whose life force bleeds out into the surrounding area.

INVISIBILITY

A common defensive power, Invisibility renders both the headquarters and everything inside it invisible. Attacks targeting at a 5 foot square completely occupied by the headquarters do not suffer a miss chance due to concealment. It is assumed that people inside an invisible headquarters can still see the headquarters as normal.

An example of a headquarters with Invisibility is an old deserted house in the middle of nowhere that can

disappear during the night when anyone other than hapless victims approach.

Flaw:

Visible Interior: Things inside the headquarters, including occupants, remain visible when the headquarters uses Invisibility.

JACK OF ALL TRADES (POWER CORRUPTED)

Only headquarters characters can have this power without the ability to affect others due to the need of being able to actively use skills for this power to work. With the Others Only flaw or Affects Others extra this power can grant a wide variety of skills to anyone in range. This often represents some vast store of knowledge in the headquarters.

An example of a headquarters with Jack of All Trades is the Lost Library of Alexandria which can instill its lost lore in anyone who walks through its doors.

KINETIC MASTERY (POWER CORRUPTED)

A multi-use power that gives a headquarters offensive, defensive, and movement abilities, Kinetic Mastery provides a wide variety of options in a single power.

An example of a headquarters with Kinetic Mastery is place of power for the spirit world where the spirits of all objects gain control over their physical selves and are able to control their movements entirely at the direction of the head spirit of the area.

Power Stunts:

Accident Proof: Within the headquarters the kinetic energy of objects is constantly monitored to prevent accidents like dropping plates, slipping and falling, or slamming fingers in doors. While this has little effect in the overall power of the hideout, it is very convenient for the heroes.

LAZARUS FIELD (ABOVE AND BEYOND)

A very potent power only found in the most powerful of headquarters, Lazarus Field allows everyone close to the headquarters to be quickly healed. This power is assumed to affect everything within range from a specific point in the headquarters, such as a medical lab or magic artifact. This focal item may be moved with gamemaster permission.

An example of a headquarters with Lazarus Field is a ruined nuclear reactor that releases unusual radiation that heals the wounds of those nearby.

LEAPING

A very rarely selected form of movement for a headquarters, Leaping is usually found in those headquarters that have limbs and a method of mobility aside from leaping, including headquarters characters.

An example of a headquarters with Leaping is a base built on top of a giant rocket booster that, while the engine creates too much heat to use to fly, does allow the headquarters to leap great distances using short bursts from the engine.

LIGHT MASTERY (POWER CORRUPTED)

A power with multiple uses, Light Mastery is usually found in the headquarters of heroes who have a strong light motif in their powers and superhero persona. Headquarters with Light Mastery tend to be well lit buildings in which it is very difficult to hide.

An example of a headquarters with Light Mastery is an angelic tower built by creatures of good and protected by a bright nimbus of pure light.

Power Stunts:

Bright Light: The lights in the headquarters are always turned up on high unless actively turned off

by one of the headquarters residents. Because of this bright light all Hide checks made in the headquarters suffer a penalty equal to the power rank of Light Mastery.

LUCK

While a headquarters could have Luck and use it primarily with its defense systems, it seems a bit odd for a building with no consciousness to be particularly lucky. This power works best with the Affects Others extra or Others Only Flaw so it may be used to assist residents of the headquarters.

An example of a headquarters with Luck is a supervillain lair built under a casino where ancient evil spirits jinx gamblers to lose their money, or use their powers against any super-heroes who happen by.

MACHINE MERGE (POWER CORRUPTED)

Machine Merge is especially appropriate to robotic villains who want to replace humanity with artificial creatures. By way of this power captives can be implanted with more and more mechanical parts, over time turning them into machines. In such a case it is a good idea to increase the action required to use Machine Meld to represent the implant process. This power can also be used for healing characters as is normal for the power. This power does not make much sense in organic headquarters.

An example of a headquarters with Machine Merge is a cutting edge cybernetics lab where missing limbs are replaced with mechanical ones.

Power Stunts:

Parts Supply: The headquarters has a room dedicated to storing parts for use with Machine Merge, including a variety of limbs. There are always enough parts around to use Machine Merge within the headquarters.

MATCH (POWER CORRUPTED)

Match works best with the Affects Others extra or Others Only flaw unless the headquarters has extensive defensive systems or is a headquarters character. If the headquarters is not mobile it does not gain a bonus to defense or Reflex saves from this power. One of the residents of the headquarters must spend a hero point to activate this power.

An example of a headquarters with Match is a special training facility that uses drugs to temporarily boost the abilities of its occupants when under attack, but it doesn't boost their abilities so much that the attackers are no threat.

MATHEMATICAL PRECISION (POWER CORRUPTED)

Mathematical Precision is usually the province of headquarters equipped with immensely powerful super computers and this is especially true when Datalink extra is selected. Mathematical Precision helps boost existing defensive measures, but alone has no defensive capabilities.

An example of a headquarters with Mathematical Precision is a small moon, the entire core of which is made up of one massive computer attempting to catalog the knowledge of the entire universe.

MELD CREATURE (POWER CORRUPTED)

The opposite of Machine Merge, Meld Creature is normally found in organic bases, especially those of nature oriented characters. As Meld Creature allows healing through use of organic matter besides the normal healing process, it is often found in headquarters made out of trees or other organic materials. Increasing the action required to use the power may help represent a medical procedure where parts of other creatures are grafted onto the subject.

An example of a headquarters with Meld Creature is a lair inhabited by a super-villain who collects parts from dead heroes and tries to attach them to other heroes in the hopes of creating the ultimate life form.

Power Stunts:

Material Supply: The headquarters has sufficient organic material on hand in storage to supply using this power indefinitely.

MEND (POWER CORRUPTED)

Mend is a very effective power for headquarters as it allows them to repair themselves in addition to repairing vehicles or robots stored in the headquarters. This allows the headquarters to quickly recover from battle damage and creates a very effective repair service for equipment stored in the headquarters.

An example of a headquarters with Mend is a facility made out of special regenerative metals that allow it to constantly regenerate.

MENTAL BLAST

Considering most headquarters do not have a Wisdom bonus, this is a power rarely installed in a headquarters. It is occasionally used in organic headquarters built within living objects.

An example of a headquarters with Mental Blast is a headquarters surrounded by an intelligent mist that has power psionic abilities and uses them to defend the headquarters.

MENTAL PROTECTION

Most headquarters do not have a mind to protect, but for those that do Mental Protection provides an excellent means of doing so. When combined with Affects Others or Others Only and the Affects Occupants extra, this power creates a shield over the facility, protecting those inside from mental attacks.

An example of a headquarters with Mental Protection is a mental health facility whose walls are

empowered by a former inmate who died within its walls and now works to keep its inhabitants free of outside influence.

MICROSCOPIC VISION

Best combined with the Others Only extra, Microscopic Vision can be used to create a extremely powerful microscope stored within the headquarters.

An example of a headquarters with Microscopic Vision is an ancient alien stronghold built to keep an eye on the happenings of the microverse, the tiny universe within our own universe.

MIMIC

Mimic is a surprisingly effective power for headquarters that have a number of resident super powered beings who have a variety of powers, creating a large pool of power donors from which the headquarters can mimic powers. To use this power against enemies attacking the headquarters changing the range of the power to Normal makes it a much more effective power. Mimic can only be used to mimic powers, feats, ability scores, and skills that the headquarters can actively use. If the headquarters is not mobile it cannot mimic any physical abilities besides those that influence Damage saves.

If the Affects Others extra or Others Only flaw is purchased the headquarters may grant its mimicked powers to those in range. The person granted the power is responsible for sustaining Mimic once it is granted.

An example of a headquarters with Mimic is an experimental research facility of the National Institute of Para-Human Research that can temporarily duplicate the powers of its test subjects for lab study.

Extras:

Power Storage: For each time purchase the headquarters may store one mimicked power, ability score, feat, or skill in its records which can be mimicked again within 24 hours automatically. This

extra may be purchased multiple times, each time granting storage space for one more mimicked power.

MIND CONTROL

Usually only found in headquarters with the Intelligence feature, Mind Control is often found in villain lairs where it is used to interrogate heroes and keep the villain's henchmen in line. Through the Area and Affects Occupants extras the entire headquarters can be bombarded with constant mental directions to its occupants.

An example of a headquarters with Mind Control is a Skorpion Army base where all the soldiers are submitted to constant subliminal messages to ensure their loyalty.

MISCOMMUNICATE

Mainly used to combat intruders by sowing confusion, Miscommunicate is a power rarely used in headquarters due the fact it interferes with all communication in the affected area (unless the Selective extra is purchased), and because it is of questionable tactical value. It is most often found in the lairs of telepathic creatures or ancient evils from before the dawn of time that have little need to communicate.

An example of a headquarters with Miscommunicate is a secret military base that scrambles the language centers of the brains of intruders so they may not communicate.

Power Stunt:

Shielding: For each time this power stunt is selected the headquarters has one room that is protected from this power at all times.

Communicators: The headquarters has a number of small devices that shield the wearer or holder from the affects of this power. There is one of these communicator devices for each time this power stunt is selected.

MULTIPLE MIND (POWER CORRUPTED)

This power can only be purchased for a Headquarters with the Intelligence feature. The other minds of this power may take control of the Intelligence feature or the occupants of the headquarters if the power has the Affect Others extra or Others Only flaw. When these minds are attached to occupants of the headquarters they cannot leave the headquarters without the Free Spirits extra below. The other minds of Multiple Mind need not be in control of an occupant of the headquarters to ride along with it; the mind may simply ride on the occupant's body. If an occupant wishes to resist being "ridden" by a mind from Multiple Mind they may make a Will save, DC 10+ the power rank of Multiple Mind to resist being ridden. If successful the mind cannot attach itself to the occupant and cannot try again for 24 hours. If the save fails the mind attaches to the occupant and can attempt to take over the occupant's body. This process follows the same rules as the Possession power except that the Multiple Mind power rank is used instead of the Possession power rank.

An example of a headquarters with the Multiple Mind power is a burnt out museum inhabited by the many spirits who died within and spend their afterlife guarding the ancient treasures that remain in the museum.

Extras:

Free Spirits: Multiple Mind must have the Affects Others extra or Others Only flaw for this power stunt. The spirits from Multiple Mind may leave the headquarters by riding in the bodies of its occupants.

MUTAGENIC TOUCH (ABOVE AND BEYOND)

Using this power a headquarters may instill powers in others by touch. By using this power minions can be given powers to make them more formi-

dable or heroes may be granted new powers to help with a specific mission. The person granted the powers keeps control of the duration instead of the party granting the powers, i.e. the headquarters.

An example of a headquarters with Mutagenic Touch is a mystical grove with a fountain at its center that grants powers to those who drink from it.

NANO-MACHINES (POWER CORRUPTED)

Nano-machines can be used to infest heroes and vehicles based in the headquarters, granting them extra healing in a crunch. For infesting vehicles with Nano-Machines the Large Infestation extra is probably required. The nanites are assumed to infest every surface of the headquarters unless specifically stated otherwise.

An example of a headquarters with Nano-Machines is a magical facility covered in thousands of little sprites who constantly repair the facility and can be assigned to heal living beings as well.

NATURAL WEAPON

Most headquarters are not mobile so this power does little good without the Robotic Arm feature. It is mainly useful to headquarters characters or headquarters with the Animation power. The power may be granted to occupants of the base using the Affects Others extra or the Other's Only flaw.

An example of a headquarters with the Natural Weapons is a large tree fort whose tree can animate and grow thorns to defend itself.

NEMESIS (POWER CORRUPTED)

Unless the headquarters has its own automated defense systems or is a headquarters character Nemesis should be combined with the Affects Others extra or Others Only flaw. Without this extra or flaw only the weapon systems of the headquarters benefit from Nemesis and the headquarters gains no bonus to

defense against attacks from its chosen enemy if the headquarters is not mobile. Also the headquarters must have some means of declaring its nemesis or the characters who own the headquarters must do so for it. With the Affects Others extra or Others Only flaw the occupants of the headquarters may be super charged against a specific enemy, but activating this power require the expenditure of a hero point from one of the occupants of the headquarters and all those affected by Nemesis receive the bonuses against a the same target.

An example of a headquarters with Nemesis is a ninja training school where the students are put into a special mindset where they only think of killing one specific person.

NEURAL MANIPULATION (POWER CORRUPTED)

This power is an excellent means of increasing the effectiveness of heroes and makes a good support power for headquarters that primarily rely on their inhabitants for protection instead of security systems.

An example of a headquarters with Neural Manipulation is an advanced medical facility that can monitor and modify the brainwaves of nearby individuals using immensely powerful electromagnets.

NEUTRALIZE

In addition to being a defensive feature Neutralize is often used as part of a prison for super powered beings, constantly limiting their powers so they may not escape. In such case the duration is usually increased to sustained or continuous and possibly combined with Drain for a doubly effective prison. Neutralize is also a favorite of super-villains who favor the "build a giant arena for my enemies to fight to the death in," school of thought.

An example of a headquarters with Neutralize is a special medical center specifically created to treat super-heroes that uses Neutralize to drop the

defenses of injured heroes so they may be operated on.

Power Stunts:

Slow Activation: If a character has been the target of Neutralize for more than 6 hours the action required to activate powers after they are neutralized increases by one step, so powers that require a free action now require a half action, etc.

NON-DETECTION (POWER CORRUPTED)

A useful power for super-villains who want to remain hidden, this power usually represents some manner of interference field that prevents powers from zeroing in on the headquarters. The power is assumed to block powers trying to spy on anything physically located within the headquarters, though the Area extra would be useful to stop attempts to view what is going on right outside the headquarters.

An example of a headquarters with Non-Detection is an underwater base built in a wrecked warship that was part of the Philadelphia Experiments of World War II and the massive magnetic disturbances caused by the ship shield the headquarters from outside observation.

Extras:

Unknowable: Not only is the headquarters hard to find using powers, it is impossible to mark on any map or to write directions to. Other than information stored in a mind no knowledge of the headquarters can be recorded to paper, disk, or other media storage. Any information that is recorded is mysteriously lost or destroyed shortly thereafter.

OATHBINDER (POWER CORRUPTED)

Oathbinder in a headquarters usually takes the form of an object, such as a statue of a former member or ancient artifact that residents of the headquarters use to swear oaths upon. This could be used in swearing in new members to super-hero teams or to enforce

oaths of loyalty from villain henchmen.

An example of a headquarters with Oathbinder is an old temple to an all but forgotten god where his followers swear their lives to his service.

Extras:

Loyalty: when resisting a mind control effect that would force a character to break his Oathbinder oath the character receives a bonus to his Will save to resist the effect equal to the ranks of the Oathbinder power that was used to seal the oath.

Traitor Bane: If a character breaks an oath bound by Oathbinder that represents joining a group or swearing allegiance other members of that group or allegiance gain a bonus to attack rolls and Damage save DCs against the traitor equal to the power rank of the Oathbinder that sealed the oath.

Oathbreaker: Oaths sealed by a character with this extra erase all previous oaths sealed by Oathbinder.

OBSCURE

Mostly used as a defensive power, Obscure can be used to great effect confusing intruders who do not know the layout of the headquarters. The Selective feature is very useful in such conditions so inhabitants of the headquarters are not adversely affected by the power.

An example of a headquarters with Obscure is a military compound equipped with a number of smoke grenade launchers spread out across the base.

ORDER (POWER CORRUPTED)

An unusual power for a headquarters to have, Order is only useful when supporting other powers, such as those of the headquarters' inhabitants. Unless it is part of an Automated Feature that uses it to augment a specific power, Order requires some sort of active control on the part of a person manning the controls of an Intelligence feature.

An example of a headquarters with Order is a robotic combat installation that can allow its robot inhabitants to lock in a series of commands and repeat them perfectly several times before the code in the commands degrades.

PARALYSIS

An excellent option for a non-lethal defense system, it can also be used by villains as a means to capture, torture, and interrogate heroes. The Sustained extra is especially effective so a paralyzed enemy may be moved to a holding cell before they recover. Another option is change the Range to Touch and give Paralysis the Device flaw to represent paralytic collars that can be attached to prisoners.

An example of a headquarters with Paralysis is a courthouse specifically for super-villains where all the suspects are kept paralyzed during their court appearance.

PEACEFUL AURA (POWER CORRUPTED)

In many ways the ultimate defensive feature, Peaceful Aura works to prevent any violent act from being carried out within or near the headquarters. The only problem is the residents of the headquarters cannot take violent actions themselves. Combined with the Selective extra, Peaceful Aura becomes more potent as enemies cannot commit violent acts but the residents of the headquarters can.

An example of a headquarters with Peaceful Aura is an ancient church where the power of the divine makes committing a violent act very difficult.

PERSONAL DIMENSION (POWER CORRUPTED)

Often used in conjunction with the various dimensional features available to headquarters, Personal Dimension provides a vast amount of storage

space, an emergency bolt hole, and possibly allies if the personal dimension is inhabited. If the headquarters is somehow destroyed or disabled the connection to the personal dimension is lost and everyone on the other side must find some other way home. The dimension continues to exist, but there is no easy way back to the real world.

An example of a headquarters with Personal Dimension is a mystic stronghold built using 5th dimensional geometry, creating a central secret chamber that exists out of space and time.

Extras:

Extra-Dimensional Features: One feature of the headquarters per power rank may be located in the personal dimension instead. One must travel to the personal dimension to use the feature.

PETRIFICATION (POWER CORRUPTED)

Useful as both a defensive measure and a gardening aid, Petrification is often used by supervillains to create monuments to their defeated foes made up of statues created from these foes. Also Petrification is used by super-heroes as form of imprisonment, but in either case the ability for the petrified individual to escape by expending hero points can make this a risky proposition.

An example of a headquarters with Petrification is the lair of a super team made up of ancient Greek heroes who have installed the head of Medusa in their headquarters as a defense against unwanted visitors

Power Stunt:

Rock Breaker: The headquarters has a piece of equipment specifically for breaking up large rocks, such as statues created through Petrification. This device, usually in the shape of a pit in the floor filled with rotating blades, forces a Damage save, DC 15 + the power level of the headquarters, on anything thrown into the rock breaker. Living beings thrown into or tricked into the rock breaker

may avoid its teeth with a Reflex save, DC 10+ the power level of the headquarters.

PLANT CONTROL

Found in headquarters of heroes and villains who are nature oriented, this power is most effective when the headquarters is in a terrain to put it to good use, such as a forest or jungle. This power is especially well suited to headquarters that are themselves built in or out of plants. In such situations Plant Control with a few extras like Plant Stride or Regeneration can become very formidable.

An example of a headquarters with Plant Control is an old terraforming base on an alien world where the base was overrun by the natural wildlife it was trying to eradicate. The wildlife mixed with the chemicals on the terraforming base and now the surviving control systems of the base have some influence over the local plants.

POCKET UNIVERSE (ABOVE AND BEYOND)

Used in many of the same ways as Personal Dimension, Pocket Universe has the advantage of size, a constantly available portal, and the ability to bring items over from the pocket universe into the real world. The portal to the pocket universe must be located within the headquarters. Additional headquarters features cannot be created in the pocket universe except through the Extra-Dimensional Feature power stunt.

An example of a headquarters with Pocket Dimension is a headquarters used by the last survivor of a dying dimension who managed to save some small sliver of his home universe, which is now anchored to a portal on his asteroid hideout.

Extras:

Extra-Dimensional Features: One feature of the headquarters per power rank may be located in the pocket universe instead of the real world. One must travel to the pocket universe to use the feature.

Pocket Armory: Through creating equipment in the pocket universe the headquarters gains the Armory power.

POISONOUS METABOLISM (POWER CORRUPTED)

This power represents some sort of secretion in the headquarters that when imbibed or touched poisons the victim. The secretion is visible and only appears in certain locations in the headquarters, such as special fountains or waste control tubes. Anyone coming into contact with the specified materials must make a Fortitude save as normal for Poisonous Metabolism. If the Poisonous Sweat extra is purchased every surface in the headquarters is covered in poison and only the Controlled extra can make an area safe.

An example of a headquarters with Poisonous Metabolism is the home of a mad undead alchemist who covers everything in his headquarters with deadly contact poisons which no longer affect him because of his undead state (*and Immunity (Poison)*).

Extras:

Exterior Poisons: In addition to poisoning the interior of the headquarters and its exterior surfaces the poisons can be ejected out into the surrounding area, polluting water supplies and killing off local wildlife. All creatures drinking water or eating fruits picked within 1 mile per power rank of the headquarters must make a Fortitude save, DC 10+ the Poisonous Metabolism power rank, or take damage as per a Damage save. There should be obvious signs of this extra in effect, such as shriveled trees and dead wildlife.

POSSESSION

Gamemasters may wish to modify this power so it does not allow an entire building to leap into the body of a much smaller creature when the headquarters uses the Possession power. Alternately the headquarters could take control of the target without actu-

ally merging with its body. This should only be allowed for headquarters with the Intelligence feature or headquarters characters because otherwise there isn't much of a mind to possess with. While using Possession the headquarters itself may go inert according to gamemaster discretion.

An example of a headquarters with Possession is a mystic library protected by the spirit of its creator that possesses those who come near to use their bodies to obtain more books from the outside world.

POSTCOGNITION

Using some manner of special sensor equipment the headquarters can allow its occupants to see back in time. It is assumed Postcognition involves some type of screen or other display that allows the occupants of the headquarters to see what is revealed through using the power. Also a scanner tool could be used to scan objects to see if they have some event in their past of note. Using the headquarters' Postcognition power to see the past in a specific location could be difficult if the headquarters doesn't move. Random bouts of insight through Postcognition could instead be done as random images on the power's display screen whenever an item or person of great import is near the Postcognition array. This power is an excellent candidate for the Relay power.

An example of a headquarters with Postcognition is a time travel research facility that can see the past by monitoring special chrono particles.

POWER DOMINATION (POWER CORRUPTED)

Found in headquarters used by those who favor mind control and confusion over direct action, Power Domination allows a headquarters to quickly take an enemy out of the picture, at least temporarily. Power Domination is not easily capable of removing a hero from the fight permanently, but can delay him and cause him to strike out at his allies.

An example of a headquarters with Power Domination is the lair of a powerful artificial intelligence computer that can take control of machines using Power Domination to control any powers with the super-science power source that come within range.

POWER FOCUS (POWER CORRUPTED)

Usually a power of desperation, in a well equipped hideout this power can prove very powerful. The power can only drain energy from other headquarters power, not from the inhabitants of the headquarters or an Intelligence feature unless it has the Donate extra below.

An example of a headquarters with Power Focus is an orbital defense platform that can fire a powerful energy beam, but doing so shuts down many of its other systems for several days.

Extras:

Donate: Residents of the headquarters and Intelligence features may donate power ranks to fuel Power Focus.

POWER RESIDUE (POWER CORRUPTED)

Unless the headquarters is mobile it can only detect and use powers that have been activated within the headquarters. If the headquarters is mobile it can detect and use whatever powers have been activated in the areas it moves to or through. This makes an excellent power to use with Relay so characters can scan an area and see what powers were used in it in the past.

An example of a headquarters with Power Residue is a genetic engineering facility that takes genetic samples from all beings that enter and uses them to unlock mutant powers, but it must see those powers in action to get a starting point for the genetic mapping process.

POWER RESISTANCE (POWER CORRUPTED)

Power Resistance is a common protective power for headquarters oriented towards or against a certain power source, such as a magical headquarters that is highly resistant to powers that or super-science in source. For some hideouts this form of boosting saving throws makes more sense than purchasing Amazing Save.

An example of a headquarters with Power Resistance is a scientific research facility pioneering anti-robot weaponry surrounded by a field of EMP generators that distort the abilities of technological equipment outside the facility.

Extras:

Interference: When a power of the specified type for Power Resistance is used inside the headquarters it must succeed in a power check against Power Resistance to function properly regardless of who the power targets. This extra increases the cost of Power Resistance by two points per power rank.

POWER SCAN (POWER CORRUPTED)

Often part of an advanced sensor system, Power Scan is a very utilitarian power for headquarters that see combat regularly or deal with a large number of unfamiliar super powered beings. This power works well through Relay as well, especially if the Database extra is purchased as well.

Extras:

Database: The headquarters stores all information gathered on super powered creatures from Power Scan or otherwise, in a single database. If any of these individuals are encountered again their file may be access as a half action and includes any information gained from Power Scan. Any changes to the individual's abilities since the last scan are not noted in the files. If this extra is purchased for Read Opponent or Reality

Perception it need not be purchased for Power Scan.

PRECOGNITION

Precognition follows many of the same limitations as Postcognition in relation to headquarters being immobile. It also probably incorporates some kind of display to show possible scenes of the future and a scanner to examine items for their future importance.

An example of a headquarters with Precognition is a headquarters located outside of linear time where the future and the present happen concurrently.

PROBABILITY CONTROL (POWER CORRUPTED)

Like Luck and Order this power functions as a support power to increase the effectiveness of other powers, so unless the headquarters has other powers, the Affects Others extra, or the Others Only flaw this power will be of questionable usefulness.

An example of a headquarters with Probability Control is an old abandoned dice factory that has been influenced by all the randomness it has put into the world and now the spirit of a dead worker who haunts the building can control randomness within the building using this power.

PROSCRIBE (POWER CORRUPTED)

An excellent power for keeping your enemies away from your headquarters, this power is very effective in concert with a ranged attack powers. Unfortunately this power cannot differentiate between enemies and residents of the headquarters without the Smart Ward extra.

An example of a headquarters with Proscribe is an old beat up building where subliminal graffiti

covers the walls, making it very difficult to willingly approach the building.

Extras:

Smart Ward: One person per power rank may be designated as immune to Proscribe, which is usually used to make the residents of the headquarters immune.

PROTECTION

While the Armor power represents armor plating built into the outer surfaces of the headquarters, Protection means the structure of the headquarters itself has extremely durable materials built right in. The hardness of a fortress and its ranks in Protection combined cannot be higher than twice the power level of the headquarters.

An example of a headquarters with Protection is a state of the art skyscraper made with the most advanced alloys and materials available.

PSYCHIC WEAPON (POWER CORRUPTED)

Like Natural Weapon, Psychic Weapon is of questionable usefulness for headquarters other than headquarters characters unless the headquarters has the Robotic Arm feature. The headquarters must have some way to swing the Psychic Weapon at its opponents for this power to be useful. The power may be granted to occupants of the base using the Affects Others extra or the Others Only flaw.

An example of a headquarters with Psychic Weapon is a hollow metallic sphere is carried about in a massive psionic slug which can create deadly psychic protrusions from its body.

RAGE (POWER CORRUPTED)

For Rage to affect a headquarters not only must the headquarters be able to move but it must also be able to feel anger. Thus it is only appropriate for headquarters characters. Rage can be used on the occu-

pants of the headquarters using the Affects Others extra or the Others Only flaw.

An example of a headquarters with Rage is a special military training center that develops combat drugs. When attacked it injects these drugs into its tests subjects and releases them to do combat.

RAIN OF DESTRUCTION (ABOVE AND BEYOND)

Without the Power Immunity feat or the Selective extra a headquarters with this power will damage itself using the power. This power can be a very effective tool against large numbers of attacking armies, but its cost prevents most headquarters from installing it. When combined with Proscribe, Force Field, or similar powers that can block access to the base this power becomes extremely useful.

An example of a headquarters with Rain of Destruction is a super-villain lair built in the center of a volcano that can summon up sulfur-rich acid rain on demand.

READ OPPONENT (POWER CORRUPTED)

Often combined with Power Scan to create a powerful opponent scanning array, Read Opponent is a common feature in headquarters that often see combat or keep records of their opponents. Read Opponent is also used in headquarters that carry out a lot of training operations and use it to gauge their student's progress.

An example of a headquarters with Read Opponent is a lair of a villain who traps heroes to observe their combat techniques so he may learn them himself and how to counter them.

Extras:

Database: The headquarters stores all information gathered on super powered creatures from Read Opponent or otherwise, in a single database. If any of these individuals are encountered again their file may be access as a half action and includes any

information gained from Read Opponent. Any changes to the individual's abilities since the last scan are not noted in the files. If this extra is purchased for Power Scan or Reality Perception it need not be purchased for Read Opponent.

REALITY ANCHOR (POWER CORRUPTED)

Reality Anchor is found in headquarters that have some sort of special tie to the fabric of reality that makes them more resistant to changes in it. Maybe the headquarters sits on a place where gravity fields have warped reality to make it particularly tough, or possibly some great event happened in the same place that altered history and because of the events great effect on reality this place is immune to alterations in reality. Reality Anchor works to suppress any reality altering powers within the confines of the headquarters.

An example of a headquarters with Reality Anchor is headquarters built on a field where the first iron weapons were used in combat, setting the stage for a good portion of the history of man and creating a place so important to history that reality may not be altered within its bounds.

Extras:

Reality Grounding: Any attempt to transport the headquarters to a different dimension, time, or plane of existence is automatically resisted by Reality Anchor. The transporting power must beat Reality Anchor in an opposed power check to successfully transport the headquarters.

REALITY CONTROL (POWER CORRUPTED)

Using lucky occurrences and coincidences the headquarters can mimic other powers, but this level of creativity usually requires some sort of guiding sentence, such as an Intelligence feature. This power is rarely used in headquarters due to the difficulty of using the power and its short duration.

An example of a headquarters with Reality Control is a hideout hidden within an amusement park that can use the imagination energy of the people within the park to change reality temporarily, but just as long as no one notices.

REALITY FLUX (ABOVE AND BEYOND)

A power only found in the most powerful headquarters, it allows the basic laws of reality to be rewritten and matter rearranged at will within several miles of the headquarters. This makes the power incredibly useful and a potent defensive measure, but few headquarters are of sufficient size and power to have such Reality Flux as an option. It is usually found in headquarters of super-villains who have power over atomic structure or the fabric of reality.

An example of a headquarters with Reality Flux is a villain stronghold where the body and mind of an immensely powerful super-hero are kept entrapped in order to access his powers of reality control.

REALITY PERCEPTION (POWER CORRUPTED)

Often tied in to the Dimensional Alarm feature, this power fits well as part of a powerful sensor array. It is particularly useful for heroes who have dimensional portals and similar features in their headquarters so creatures that wander in from other dimensions may be easily identified.

An example of a headquarters with Reality Perception is the base of an inter-dimensional police force that automatically catalogs all other-dimensional creatures that enter the base.

Extras:

Database: The headquarters stores all information gathered on super powered creatures from Reality Perception or otherwise, in a single database. If any of these individuals are encountered again their file may be accessed as a half action and includes any information gained from Reality Perception. Any

changes to the individual's abilities since the last scan are not noted in the files. If this extra is purchased for Power Scan or Read Opponent it need not be purchased for Reality Perception.

REFLECT POWER (POWER CORRUPTED)

Usually part of a powerful defensive system, Reflect Power allows headquarters to both avoid harm and defend themselves if the Refract extra is purchased. Many headquarters with this power are only able to deflect powers of a specific power source, usually one that is related to the headquarters.

An example of a headquarters with Reflect Power is wizard's castle protected by thousands of shards of enchanted glass that reflect spells cast at them back at the spell caster.

REGENERATION

Usually only found in headquarters characters, Regeneration without the Hardness Regeneration extra requires the headquarters be able to take hits instead of simple hardness damage.

An example of a headquarters with Regeneration is an alien base built in a time distortion so the structure of the base constantly goes back in time to a time when it was fully repaired.

Extras:

Hardness Regeneration: In addition to healing one hit per power rank per minute, Regeneration repairs one point of hardness per power rank per minute.

Flaws:

Hardness Only: Regeneration can only repair hardness, not heal hits.

REINCARNATE

While with characters Reincarnate allows a character to miraculously return to life after being

killed, with headquarters it means the structures of the headquarters are able to repair themselves even when completely destroyed. Alternately it may represent the ability to quickly replace a headquarters or if the headquarters is organic in nature the headquarters does come back to life. If the headquarters does not have hits because it is an inanimate object the Reincarnate power check is made against a DC of 10+ 1 for each point of hardness damage suffered at the time of destruction, which is probably the entire hardness of the structure. If the check is successful the owners of the headquarters may select a new selection of features for the headquarters.

Flaw:

Unchanging: You cannot change the features possessed by a headquarters when it uses Reincarnate.

RUNNING

While Running primarily represents moving along the ground using legs, it could also represent treads, wheels, or similar ground based locomotion that does not have the speed of Super Speed. Running allows a headquarters to become mobile and move across the ground at the normal running speed. Headquarters are assumed to have a base speed of 0 feet before Running is applied.

An example of a headquarters with Running is a modified version of the crawler used to carry the space shuttle to the launch pad that has been turned into a mobile fortress.

Power Stunts:

Treads: The headquarters moves on treads and is surprisingly stable. It may halve any penalties to Drive checks due to poor terrain and receives a +4 bonus to resist bull rush and trip attacks.

SABOTAGE (POWER CORRUPTED)

A power rarely found in technological headquarters due to the damage it could inflict if there was

a malfunction, Sabotage is usually preferred by more nature oriented heroes as a defensive mechanism against high-tech attackers. The bonuses to skills and the ability to make machines malfunction in a certain way work best with the Affect Others extra or Others Only flaw unless the headquarters has the Intelligence feature and some means with which to use the skills or sabotage devices, such as robotic grasper arms in a repair bay.

An example of a headquarters with Sabotage is a super-villain lair located in a junk heap where the spirits of long rotting cars try to rip apart technological items that come too close.

SENSE ALTERATION (POWER CORRUPTED)

Able to turn off vital senses like sight, Sense Alteration is often used as a non-lethal defense system and as an aid in research and scientific endeavors by using the power to heighten the senses instead of weaken them.

An example of a headquarters with Sense Alteration is a mystical cave where those who enter uninvited are cursed with blindness while those who are invited are blessed with acute vision.

SENSORY LINK (POWER CORRUPTED)

This power is usually connected to some manner of screen or display so what is observed through the sense link can be seen. It is assumed that any resident of the headquarters is sufficiently well known that they can be targeted with this power.

An example of a headquarters with Sensory Link is a gypsy vardo with a crystal ball that can be used for seeing through the eyes of allies of the seeress who owns the vardo.

Flaws:

Residents Only: This power can only see through the senses of the residents of the headquarters.

SENSORY PROTECTION

Not all headquarters have senses, but if the headquarters has any sort of automated attack systems, such as a defense system, this can be added to keep that system from getting blinded. This could also be applied to features such as radar or sonar.

An example of a headquarters with Sensory Protection is a high-tech fortress where all sensors have redundant systems in case the primary sensors are damaged.

SHAPE MATTER

Shape Matter is sometimes used in headquarters that have special recycling abilities, reforming materials into needed items. This is especially potent when combined with Transmutation.

An example of a headquarters with Shape Matter is a magical fortress built out of magnetized iron where the magnets can be used to rearrange the appearance of any metal item.

SHAPESHIFT

Shape Shift is used to hide headquarters, allowing a headquarters to go from an armored fortress to a normal building very quickly. The headquarters can assume multiple shapes, a very useful feature for mobile headquarters so they do not stick out.

An example of a headquarters with Shape Shift is a spacecraft that changes shape on each world it visits to blend in with its surroundings.

SHRINKING

Shrinking can be a very problematic power for a headquarters because a headquarters that can be shrunk down to carrying size is an immense advantage. The gamemaster should consider this power heavily before allowing it in a headquarters.

Since most headquarters are larger than Medium size they interact differently with the Shrinking power than normal characters. For every four power levels

of the headquarters it is assumed to increase in size one level in a similar fashion to the Growth power. Instead of starting at Medium and going down from there, for a headquarters Shrinking must start at the headquarters' size and decrease it one size level for every three ranks of Shrinking.

Example: The Cooler is a power level 14 headquarters that has Shrinking 14. The Cooler is considered to normally be Gargantuan ($14/4=3.5$, so the headquarters is 3 size levels larger than Medium). When Shrinking is engaged the headquarters become Small ($14/3=4.66$, so the headquarters decreases in size by four levels).

An example of a headquarters with Shrinking is the microscopic lair of a villain made of intelligent subatomic particles.

SHROUD THE WORLD IN DARKNESS (ABOVE AND BEYOND)

A power very rarely found in the headquarters of heroes, this power allows the owner of the headquarters to blackmail the world by darkening the skies. This power is only found in the most powerful headquarters and it requires the expenditure of a hero point to activate, making it a very uncommon power. Changing the Duration to Continuous is a good way to represent machines that constantly work to keep the sky dark.

An example of a headquarters with this power is a secret fortress built by creatures from a shadow dimension who seek to use a magical gem from their world to blot out the sun and make Earth a world suitable to their people.

SINGULARITY (POWER CORRUPTED)

A power that probably shouldn't be used inside a headquarters, Singularity makes an effective defense mechanism as long as the singularities created are deployed far from the headquarters.

An example of a headquarters with Singularity is a base inhabited by a survivor of the universe before the Big Bang who keeps a supply of super-dense particles from the Big Bang for use in his experiments and as a defensive measure when needed.

Power Stunts:

The Other End: Anything in the same square as the singularity must make a Fortitude save, DC 10+ the power rank of Singularity) or be sucked through the singularity into a specific room in the headquarters, such as a jail cell or Dimensional Prison.

SLICK

Another non-lethal defensive system, Slick is often found in the headquarters of super-villains who have a particular liking for jokes and comedy.

An example of a headquarters with Slick is an off-shore oil rig that uses oil to power its weapon systems, including both oil slicks to keep attackers off balance and flame throwers.

Extras:

Group Slide: Anyone in the headquarters can increase their movement speed by 5 feet per power rank.

SLOW

When used in concert with other defense systems Slow can prove a very effective power for a headquarters to have.

An example of a headquarters with Slow is a massive insect hive that broadcasts electrical signals to communicate with the swarm serving the hive but these signals can also slow down the nervous system of most humanoids if directed at a single target.

SNARE

In addition to being used in combat Snare can act as a makeshift prison while transferring a prisoner to a more permanent abode.

An example of a headquarters with Snare is a high-tech prison equipped with numerous force field grapplers on its walls and ceilings, making it easy to subdue violent prisoners.

Extras:

Movable Snare: Once a target is affected by Snare the snared individual may be moved across the surfaces of the headquarters without breaking the Snare. This may only be done under the direction of the headquarters residents or an Intelligence feature.

SOLID STEP (POWER CORRUPTED)

While most headquarters do not step, the ability to rest on a gaseous material may still be useful for headquarters that flies or leaps from place to place. Creating a castle in the sky is very easy with this power, though the duration of the power should probably be changed to permanent if the castle is never going to move to ensure the power does not deactivate and send the castle hurtling towards the ground.

An example of a headquarters with Solid Step is a space exploration vessel that is built to land on cloud cover in order to observe less advanced planets without being seen.

SORCERY

Sorcery is a rare power to find in a headquarters due to the free form nature of its use. Automated features can activate specific spells but they cannot make use of the spontaneous casting ability of the power. Sorcery is obviously most common amongst headquarters used by mystically inclined beings. When casting spontaneously using Sorcery as a headquarters power a hero point must be spent to activate the power.

An example of a headquarters with Sorcery is a super-advanced spacecraft where billions of nanites carry out the directions of the captain, at

times performing feats that other races would swear were magic.

SPACE FLIGHT

Unless a headquarters is normally found in space, Flight or some similar power is required to accompany Space Flight to enable the headquarters to reach the upper atmosphere. Space Flight is very common amongst space faring heroes. Space Flight is assumed to carry along everything inside the headquarters.

An example of a headquarters with Space Flight is a massive space dreadnaught that is in rather poor shape, but always seems to have enough spunk to win the day or get away.

SPATIAL MANIPULATION (POWER CORRUPTED)

Like Atomic Mastery or Cosmic Power, Spatial Manipulations opens up a lot of options in a single power. These options include both attack powers, travel powers, and powers to assist others in combat. The ability to alter the volume of objects allows a headquarters to hold far more than it should be able to. The ability to bypass Force Fields and Armor may be used in concert with any other powers the headquarters possesses. Spatial Manipulation is usually found in the headquarters of those individuals who has a strong interest in physics, geometry, or Relativity.

An example of a headquarters with Spatial Manipulation is a villain's fortress built within the blast crater of an experimental disintegration bomb, within which the laws of space and distance are mutable.

SPINNING

Usually found in space stations or headquarters that are very tall as opposed to wide, Spinning is still a rare power in most headquarters. It is

assumed that the headquarters has some type of shielding to protect those inside from being tossed about.

An example of a headquarters with Spinning is a massive space station that spins to create gravity but when under attack it can drastically increase its rate of spin, making it difficult target to hit and possibly striking nearby enemies.

Extras:

Building Punch: The spinning headquarters may be used to strike creatures in adjacent squares, using a base attack bonus equal to the power rank of Spinning. If the attack roll succeeds the target must make a Damage save, DC 15+ the power rank of Spinning. If combined with the Whirlwind Attack feat this may be used to attack characters in all in squares adjacent to the headquarters.

Slingshot: This extra can only be purchased if Building Punch has already been purchased. A character struck by the headquarters using Building Punch must make a Strength check, DC 10+ the power rank of Spinning, or be thrown away from the headquarters 5 feet per power rank of Spinning. The target of this ability receives a bonus to their Strength check equal to any ranks they have in Immovability.

SPIRIT SENSE (POWER CORRUPTED)

Headquarters with Spirit Sense have a habit of attracting spirits to haunt them, though usually these spirits are easily forced out if they become an annoyance or threat. Within the headquarters all spirits are visible and capable of conversation. Spirits of specific people cannot be summoned unless the headquarters was important to them in life or the headquarters is capable of moving to a location what was important.

An example of a headquarters with Spirit Sense is a centuries old fortress where many thousands of people have died, creating a nexus of spirit energy

that attracts other spirits to the area.

STAGE MAGIC (POWER CORRUPTED)

This power is of questionable usefulness for most headquarters due to the skill bonuses it grants, though the hiding of items can be very useful for concealing important items in a headquarters. This ability can be used to hide objects anywhere in the headquarters. To use make an item impossible to find a hero point must be spent by one of the occupants of the headquarters.

An example of a headquarters with Stage Magic is a space freighter with special shielded hidden compartments that make smuggling illegal goods a piece of cake.

Extras:

Hide Larger Item: The size of items that can be hidden by Stage Magic within the headquarters increases by one level to a maximum of Huge.

STRIKE

This power should only be built into headquarters that have some capacity to strike people in melee combat, preferably with a limb of some type, such as the Robotic Arm feature.

An example of a headquarters with Strike is a fortified bunker where the main door has been modified to contain a ram that strikes anyone who tries to open the door once it has been closed.

STUN

Another non-lethal defense option, Stun works well in concert with other powers to take advantage of stunner characters.

An example of a headquarters with Stun is a supervillain prison that uses stun cannons to keep prisoners from escape.

SUFFOCATE

While not immediately lethal, Suffocate become a lethal attack if the target is subjected to it for long enough. This power can knock foes unconscious if they fail the Constitution check, though this requires several rounds of the power targeting the same opponent. Constructs are immune to this power, thus it is usually found in headquarters of individuals who primarily fight living opponents.

An example of a headquarters with Suffocate is a fortress in the clouds that can control the winds to the point of deny oxygen to those who attack it.

SUMMON (POWER CORRUPTED)

Summon allows a headquarters to call forth a number of defenders in addition to whatever staff and inhabitants it has. In addition to defensive duties these summoned beings may be assigned to more mundane tasks, but these are likely to be a waste of the creature's power. Headquarters with this power usually have some sort of centrally located summoning chamber of apparatus, such as a portal or mystic circle.

An example of a headquarters with Summon is a robot operated fortress-factory that stores its products in extra-dimensional storage spaces that can be opened up on a moment's notice.

SUPER-SCIENCE (POWER CORRUPTED)

Headquarters with this power have the capacity to create reality bending machines with a few hours work in some manner of high-tech workshop or magical laboratory. Using this power requires one of the inhabitants of the headquarters spend a hero point to use the power to build a super-science device and to keep the device working for more than 24 hours. If the headquarters has a hero point bank the Super-Science device must be returned to the headquarters to use this bank to extend the time the super-science device remains active. This power does not benefit

from having a Gadget Lab or Improved Gadget Lab.

Powers duplicated by Super-science are considered to be headquarters powers and affect others accordingly. The power cannot be removed from the headquarters without the Moveable Super-science extra.

An example of a headquarters with Super-Science is a chamber within an alien fortress where different crystals, each with a different reality warping influence, can be combined to create items of immense power.

Extras:

Moveable Super-science: Powers duplicated using Super-science as a headquarters power may be removed from the headquarters.

SUPER-CHARISMA

While headquarters characters actually have the capacity to be charismatic, inanimate headquarters do not. Instead in such instances Super-Charisma represents a headquarters that is particularly visually appealing or impressive. This is especially effective when combined with the Intimidating Presence extra.

An example of a headquarters with Super-Charisma is an immense skyscraper covered in glittering glass and steel, all of which has a strangely overpowering and intimidating air to it.

SUPER-CONSTITUTION

Only headquarters with some manner of metabolism may select this power. Particularly resilient living beings, such as ancient trees and the like, are good candidates for this power.

An example of a headquarters with Super-Constitution is a headquarters carried in an immense burrowing worm.

SUPER-DEXTERITY

Only headquarters capable of motion may select this power. Headquarters that are immobile are assumed to have a Dexterity bonus of +0.

An example of a headquarters with Super-Dexterity is a huge robotic spider that functions as a colony ship for a race of large arachnoids.

SUPER-INTELLIGENCE

To select this power the headquarters must be headquarters character because the Intelligence Feature represents a mind trapped within but separate from the headquarters. Selecting this power means the headquarters itself has some manner of innate intelligence, something most buildings do not have. Super-Intelligence can also represent the basic computing power of a headquarters, acting as a skill bonus to make untrained skill checks with.

An example of a headquarters with Super-Intelligence is a small moon that can transform into a robot when needed and uses its massive intellect to protect the planet it orbits.

SUPER-LEADERSHIP (A MATTER OF FAMILY)

For a headquarters to select Super-Leadership either the headquarters must have the Staff feature or one of the heroes in residence must have the Minions feat. In either case Super-Leadership adds to the loyalty score of the headquarters or the hero for determining the number and level of the Staff or Minions gained. If a resident hero has the Minions feat he loses the additional followers if he ever moves out of the headquarters or it is destroyed. Super-Leadership applies to either the Staff feature or a single Minion feat.

An example of a headquarters with Super-Leadership is a base of a group of religiously oriented heroes who work out of a famous temple of their faith, attracting more followers to their cause.

SUPER-SENSES

Selecting this power with the Affects Others extra is an excellent way to represent an advanced

sensor array. Without the Area or Affects Occupants extras the information gained from Super-Senses is displayed at some central location instead of being readily available throughout the headquarters.

An example of a headquarters with Super-Senses is a magical stronghold where the resident wizard has a crystal ball that increases the acuity of the senses of whomever it is linked to.

SUPER-SKILL

Super-Skill usually represents some sort of knowledge base stored in the headquarters, such as a database containing information on various sciences or automated routines for treating injuries. Skills that are based on physical abilities, such as Drive or Climb, are rarely found as Super-Skills in headquarters.

An example of a headquarters with Super-Skill is a super-villain stronghold built in an old printing factory in which an advanced duplication machine has Super-Skill (*Forgery*) allowing documents and money to be easily forged.

SUPER-SPEED

Super-Speed is a rare power in headquarters despite it being an incredibly effective power, granting a high rate of movement and impressive defensive abilities. Combined with the Affects Others and Affects Occupants extras it is a very effective power for increasing the combat abilities of those inside the headquarters.

An example of a headquarters with Super-Speed is an experimental faster-than-light spacecraft that was permanently shifted into a slightly different time flow and now seems to be moving at immense speeds by those outside it.

SUPER-STRENGTH

This power is usually only possessed by headquarters that have the capacity to move, but it could also represent a super-heavy headquarters that is difficult to grapple with or lift due to its great weight. In such cases the headquarters would use its Super-Strength checks to resist bull rushes and similar attacks. Super-Strength is a common power for headquarters characters.

An example of a headquarters with Super-Strength is a headquarters built within a large ocean-going boat that has an immense towing capacity.

SUPER-WISDOM

This power is usually only possessed by headquarters characters due to the fact it normally requires a mind to have a Wisdom score. If the power only applies its bonus to Wisdom skills the power could represent some sort of automated sensor system that is very alert at picking up intruders.

An example of a headquarters with Super-Wisdom is an ages old tree that is capable of speech, is strong of will, and strong of senses.

SUSTAIN (POWER CORRUPTED)

Up to one person per power rank within a headquarters with this power will not starve, dehydrate, or suffocate while within the headquarters. This is usually used to protect the inhabitants of the headquarters from dangerous environmental effects that infiltrate the headquarters.

An example of a headquarters with Sustain is a space station, the occupants of which are connected to a series of tubes that supply them with food, water, and oxygen constantly.

Extra:

Support Horde: For each power rank of Sustain the number of people you can support using Sustain doubles.

SWALLOW (POWER CORRUPTED)

An excellent defensive power for capturing enemies, Swallow allows targets to be temporarily incapacitated by taking them inside the base. This power can be found on headquarters that are not alive, instead representing some manner of mechanical jaws that gobble up opponents to restrain them.

An example of a headquarters with Swallow is a headquarters built on the back of a huge whale that can swallow attackers if needed.

Power Stunts:

Prison Shunt: Targets that are successfully swallowed are shunted to a specific room in the headquarters, such as a jail cell.

SWARM (POWER CORRUPTED)

A headquarters with this power can split into hundreds of Tiny sized creatures. This power works normally but the swarm retains the same total volume as the headquarters, meaning there are likely hundreds of creatures within the swarm. Each hit against the swarm drops the power rank of Swarm by one, representing probably dozens of creatures rendered unconscious.

An example of a headquarters with this power is a high-tech fortress that is actually made up of hundreds of small automated robots that can separate on command and reform.

Flaws:

Big Swarm Component: The creatures in your Swarm are of Small size, not Tiny, resulting in a size bonus of +1 to attacks and defense and a -2 penalty to Strength.

SWIMMING

Not only representing actual strokes or fins, this power can also represent mechanical water movement, such as propellers or hovercraft. The base

speed of a headquarters is 0 feet, to which any speed gained by Swimming is added.

An example of a headquarters with Swimming is a base built on a giant ice burg which can move around using a giant propeller.

SWINGING

Most headquarters are of such a size that swinging from building to building would probably result in property damage. Regardless for some headquarters this may prove a useful form of locomotion.

An example of a headquarters with Swinging is a small mobile robotic factory that moves using two extendable arms to swing from building to building in immense urban landscapes of the distant future.

SYNCHRONICITY (POWER CORRUPTED)

Like Reality Control, this power relies on luck and circumstance to function, but unlike Reality Control its results can take many weeks or months to come to fruition. Synchronicity is rarely found in headquarters due to the time it takes to be effective and the power requires a hero point to activate.

An example of a headquarters with Synchronicity is an abandoned public park adopted by a local superhero that contains a wishing well that can do far more than most people think.

TELEKINESIS

Whether the product of enslaved psionic brains or force field projectors, Telekinesis is a very utilitarian power that allows items to be easily moved around the headquarters and it can serve a number of other purposes depending on the extras selected.

An example of a headquarters with Telekinesis is a mystic sanctum with numerous spirits who carry and move items about the sanctum on command.

Power Stunts:

Invisible Furniture: Not only can the Telekinesis

power lift objects, but it can form custom shaped furniture anywhere in the headquarters. A character need only make a motion to sit down, lay down, or sit a drink aside and a telekinetic barrier appears to support the character or drink. These barriers are invisible, providing invisible furniture on demand.

TELEPATHY

Telepathy works best with a headquarters character or the Others Only flaw because most buildings do not have much to say to the minds of others. With the Group extra this power provides an excellent communication medium for characters within the headquarters.

An example of a headquarters with Telepathy is a parapsychology research center equipped with special headsets that allow the wearers to read each other's minds.

TELEPORTATION

A very effective transportation power for a headquarters, it is assumed everything within the headquarters travels with it. With the Others Only flaw a teleport pad can be created, allowing character to be teleported out of the headquarters, though teleporting back requires the Relay power. If the Portal extra is selected the portal may appear in the headquarters if desired.

An example of a headquarters with Teleportation is a mobile search and rescue station capable of transporting itself and all of its crew to danger spots around the world.

TELESCOPIC SENSE

Usually part of a sensory array with Super Senses or Microscopic Senses, Telescopic Senses are a common part of any headquarters high-tech sensor array. Sight is the most common sense used with Telescopic Sense, though Darkvision is another commonly selected sense.

An example of a headquarters with Telescopic Sense is a rather poor hero's hideout built in Mount Rushmore that uses the binoculars at nearby tourist observation points to survey the surrounding area.

THRESHOLD (POWER CORRUPTED)

While this power could be applied to headquarters that do not suffer hits to represent some sort of damage control system, mechanically this serves no purpose because items that only have hardness do not suffer penalties to their actions. Instead they are damaged until their hardness is reduced to zero and suffer no penalty until they are destroyed. Thus Threshold only makes sense for headquarters characters.

An example of a headquarters with Threshold is a giant who carries a small castle on his back and is largely immune to all forms of pain.

TIME CONTROL

A rare power due to its high power point cost, Time Control is a very effective power when installed in a headquarters. Time Control allows its power to be bestowed on others without purchasing the Others Only flaw or Affects Others extra. This power is most often found in headquarters of individuals who have a strong interest in time travel.

An example of a headquarters with Time Control is an ancient research facility where the linear nature of time has been disrupted and time continues to progress only because of a special crystal-based computer at the research facility's center. By altering the control field of the crystal certain people in the facility can be sped up or slowed down as they progress through town.

TIME TRAVEL

Time Travel is a common power for heroes who actively partake of Time Travel, saving the indi-

vidual members of the team from purchasing Time Travel. It is assumed everything in the headquarters travels with it when Time Travel is used.

An example of a headquarters with Time Travel is the lair of a villain from the far future who continually travels back in time until he can find a time primitive enough for him to conquer.

TRANSFER

Transfer works well with a headquarters character in most circumstances, but with a normal headquarters only certain powers make sense to be Transferred to the headquarters. Generally speaking most abilities, skills, and feats should not be transferable to a headquarters while only powers that the headquarters can use should be transferable. Ultimately it is up to the gamemaster as to if a power can be transferred to a headquarters. With the Affects Others extra or Others Only flaw the powers may instead be transferred to those inside the headquarters. With a base range of touch unless the range of Transfer is changed the target must touch the headquarters for this power to take effect.

An example of a headquarters with Transfer is an advanced genetic facility that can absorb information on powers from those it touches and then create a primitive life form with the same powers that can be then channeled through special conduits built into the facility.

TRANSFORMATION

At its basic level Transformation works well to help conceal a secret headquarters, transforming those inside and nearby into some other form that matches with the overall disguise of the headquarters. With a few extras Transformation becomes an excellent power for increasing the power of those inside a headquarters, Transformation allows the headquarters to change the shape of those inside and nearby.

An example of a headquarters with Transformation is a cursed wizard's hideout that turns those who enter into goblinoid creatures that are bound to the service of the wizard.

TRANSMISSION (POWER CORRUPTED)

While many headquarters may have radio transmitters or even television broadcast equipment, Transmission allows the headquarters to create complicated transmissions from scratch without having to actually film or record. Transmission is a common power in military installations concerned with electronic warfare. Transmission is usually part of a sensory or communications array.

An example of a headquarters with Transmission is a United Nations emergency response base that can broadcast signals anywhere in the world and even into space in order to warn of imminent disasters and coordinate relief aid.

Extras:

Screeching Feedback: Using Transmission you send out an intense, high-pitched squeal over radio and television waves. All receivers within 10 feet per power rank receive the signal. Those listening to a receiver in that range must make a Fortitude save, treating the result as a Damage save but instead of becoming disabled the target becomes deaf. The deafness lasts for one hour per power rank.

Headquarters Features:

Emergency Override: You can use Transmission to override normally broadcast signals without a power check, allowing you to notify the public of imminent danger.

TRANSMUTATION

Transmutation can be used both as a defensive power and a means to produce materials in a headquarters. Transmutation allows unusual construction in headquarters by creating components of the headquarters out of a easily workable substance and then

converting it to something more resilient when the component is in place. Thus headquarters with Transmutation tend to have very ornate construction.

An example of a headquarters with Transmutation is an enchanted workshop inhabited by rambunctious sprites that can change the material of any item with a wink.

TRAP (POWER CORRUPTED)

Trap can be a very effective means of stopping invaders to a headquarters, as long as the headquarters has appropriate powers to include in the traps. With this power the headquarters may effectively be mined to prevent intruders. In addition to the normal triggers for the Trap power the following options are available:

Headquarters System: The traps may be attached to specific headquarters systems, such as doors or light switches, and the traps go off when these systems are activated.

Alarm: If an alarm is sounded the trap goes off automatically.

An example of a headquarters with Trap is the fortress-lair of a paranoid super-villain who has the whole place wired to explode if the alarms are sounded.

Extras:

Other Powers: One other type of power, such as an Illusion or Control effect, may be installed in a trap. This extra may be selected multiple times to allow several different types of powers to be used in traps.

TREMOR (POWER CORRUPTED)

While using Tremor inside a base may cause structural damage at the discretion of the gamemaster, it is very effective at preventing those outside the headquarters from getting inside. This power is most common in headquarters built in earthquake prone areas.

An example of a headquarters with Tremor is a series of caves inhabited by an ogre that uses a giant hammer to shake the earth and collapse parts of the cave to seal off attackers.

TRUTH (POWER CORRUPTED)

Similar to Oathbinder, Truth when built into a headquarters often takes the form of some important relic of a past hero or some historical event which members of the headquarters touch when they swear to tell the truth. Alternately in some headquarters either through drugs or mind control it may be impossible to tell a lie anywhere in the headquarters. Truth is normally found in headquarters of more moralistic and principled heroes who never see the value in telling a lie.

An example of a headquarters with Truth is an angelic fortress from which angels stream to do battle against the forces of Lucifer. Within the walls of the fortress falsehood can find no purchase.

TUNNELING

An unusually power for headquarters, Tunneling is normally not done by objects of the headquarters' size due to the extra energy required to move in this fashion. Headquarters with Tunneling are usually the lairs of subterranean creatures who do not like traveling through the surface world.

An example of a headquarters with Tunneling is a advanced subterranean digging tank originally designed to study seismic activity near the earth's crust, but has since been hijacked by subterranean super-villains for use as a headquarters.

UNSTOPPABLE (POWER CORRUPTED)

Unstoppable can only be possessed by targets that have some form of locomotion besides Teleport and Dimensional Travel. Despite this limitation this is a very effective power considering the size bonus most

headquarters would receive to bull rush or over run attacks.

An example of a headquarters with Unstoppable is a flying air craft carrier with a special defensive shield for ramming attacks.

VACUUM (POWER CORRUPTED)

A very effective attack power for a headquarters, it allows a target to be damaged and incapacitated at the same time. It is rarely found in hero headquarters due to the deadly nature of its attack. It is a much more dangerous power than Suffocate because it draws the air from the victim's lungs in addition to doing damage. With the Extinguish area fire will seldom be a problem within the headquarters.

An example of a headquarters with Vacuum is a building from the future accidentally brought back in time and been inhabited by a super-villain. The features that were once used for fire control have become a weapon.

VEHICLE POOL (POWER CORRUPTED)

Vehicle Pool is probably a more effective power for a headquarters to purchase than a hero because it has a built in place to store the vehicles and makes the vehicles available to the entire hero team. Headquarters with Vehicle Pool usually have a hangar or similar features to support the vehicles that Vehicle Pool supplies. All of the owners of the headquarters are assumed to have security clearance to use the vehicles in the Vehicle Pool, though staff may be another matter.

An example of a headquarters with Vehicle Pool is a Skorpion army base filled with tanks, planes, and stranger vehicles.

VERTIGO (POWER CORRUPTED)

Vertigo is an effective non-lethal attack power that can incapacitate foes and make them easy to capture. Vertigo is often favored by heroes who have an interest in hypnotism or the powers of the mind. Considering Vertigo makes the target nauseas using this power within a headquarters may not be a good idea due to the possibility of vomit.

An example of a headquarters with Vertigo is a high-altitude villain lair where the thin air mixed with some strobe lights flashing in specific patterns can cause visitors to become disoriented and fall down nauseas.

WEAPON

To select this power as a melee weapon the headquarters must have some means to swing the weapon, such as the Robotic Arm feature. As a ranged weapon this feature can represent some manner of removable turret that is attached to the headquarters.

An example of a headquarters with Weapon is an old World War II temporary hero headquarters in the South Pacific protected by a howitzer.

WEATHER CONTROL

Given the stationary nature of many headquarters, possessing Weather Control means that weather in the region suffers a permanent change as the headquarters shapes the weather to what it desires. Weather Control can be very helpful in assisting in the headquarters defense and helping the local economy by watering planets and supplying sunny, tourist friendly days.

An example of a headquarters with Weather Control is an ancient stone temple which can be used to control local weather patterns, but only if a small sacrifice of blood is given.

WORLD-MIND (ABOVE AND BEYOND)

Due to the cost of this power it is very very rare to find it in headquarters. Only the most powerful heroes and villains have access to it, and for good reason. Linking the minds of the entire planet is not exactly an easy task or one that should be undertaken lightly.

An example of a headquarters with World Mind is a huge inter-dimensional warning station that communicates knowledge to an entire world when that world is threatened by an extra-dimensional threat.

There a number of special power stunts, extras and flaws only available to powers built into headquarters.

POWER STUNTS

Occupant Immunity: If this power stunt is the power for which it is purchased will not affect those inside the base, such as a base with Alternate Form turning into an energy form but not harming the occupants while doing so.

HEADQUARTERS POWER IMMUNITY

This power stunt may only be selected by heroes who have a headquarters or are part of a team that has a headquarters. This power stunt makes the hero immune to one of the powers possessed by the headquarters.

EXTRAS

AFFECT OCCUPANTS:

To take this extra the headquarters power in question must have the Affects Others extra or the Others Only flaw. This extra allows the headquarters to affect everyone inside it simultaneously,

much like the Area extra. The Selective extra may also be selected to affect certain rooms or specific individuals.

***Example:** A headquarters has the Healing power with a range of Touch, meaning it can affect one person with each half action. The owners of the headquarters purchase the Affect Occupants extra once; allowing the headquarters to heal everyone inside simultaneously, but it must heal everyone and cannot chose to let enemies go unaffected. The owners then select the Selective extras, allowing Healing to only affect certain people and not affect others.*

AFFECTS OTHERS

This extra allows a power with a range of personal to be used on others with a range of touch, possibly requiring a successful touch attack. Targets within a headquarters are assumed to be touching the headquarters and no attack roll is required for a headquarters power with this extra. Unwilling targets get a Will save to resist.

ADDITIONAL SOURCE:

The power can be used by more than one person simultaneously, such as having multiple turrets with Energy Blast or numerous movable shields for Deflection. Each time this extra is purchased the headquarters has an additional source for the power, but the normal power stacking limitations apply.

FLAWS:

ONE ROOM

The headquarters power only functions in one room of the headquarters, such as a special medical lab with the Healing power. Such powers cannot be used through Relay.

HEADQUARTERS ONLY

This flaw can only be selected by heroes who have

access to a headquarters. It may not be selected for powers built into headquarters. A power with this flaw only functions while the hero is in his headquarters.

CHAPTER 3 . EXAMPLE HEADQUARTERS

This chapter contains detailed example headquarters, including information on their histories, owners, and headquarters features.

CASTLE DREAD, LAIR OF LORD DREAD

Located the region of Romania known as Transylvania, the castle of Lord Dread is an immense fortification occupying one of the highest peaks of the section of Carpathian Mountains in Romania. Originally built in 1292 by the first Lord Dread, Lord Ezekial Dread, it has been augmented, remodeled, and reinforced for over seven hundred years. It now stands over seven hundred feet high from the bottom to the top of the highest tower, covers nearly a square mile of land, and is one of the most heavily fortified structures in the world.

For the entirety of its existence the castle of the Dread family has been a place of rumor, fear, and blood. In its earliest days it was said to be built where Lucifer fell to earth and in the bowels of its dungeons one could find doors that led straight into hell. Other rumors spoke of the Dread family practicing strange rituals that involved human sacrifice, all of which supposedly gained them power and wealth. The Dread family claimed their wealth came from mercantile endeavors and treasures taken from the Holy Land during the Crusades, which the sons of the Dread family readily took part in, but few believed that such means could amass a fortune such as the Dread family controlled. During the invasions

of the Mongols, the Turks, and even the Soviets, Castle Dread remained unbroken, its walls never taken by any attacker.

Now, under the control of Lord Dread the XXIII, Castle Dread is not only a fortress but a scientific marvel with research labs, factories, and a robotic army to guard it. Lord Dread has used his family fortune to become one of the most feared super-villains on the world, but due to his many schemes with schemes no one has ever been able to defeat her permanently. He always escapes, passes the blame to other parties, or holds some final card that gets him out of trouble. His control of the Romanian government does much to aid in these endeavors.

HISTORY:

Construction on Castle Dread began in 1292 and was the original castle was finished in 1312. The First Lord Dread, Lord Ezekiel Dread, used a family fortune gained from sacking cities during the Crusades to fund the construction of the original castle along with funds from numerous mercantile deals across Europe. Lord Ezekiel was not a real noble before building Castle Dread, but he arrived in the region with sufficient military force backing him up that he laid claim to the area and no one disputed him. Lord Dread's domain was one of the few regions in Transylvania to not fall under Hungarian rule, something he managed through military skill, political negotiations, and willingness to do what his enemies would not. Lord Dread was willing to go to any length to protect those he saw as his people. During this time he allied himself with Vlad Tepes I, the grandfather of the man who would come to be known as Dracula. The two families worked closely until the death of Vlad Tepes III in 1476.

Castle Dread survived numerous sieges over the centuries carried out by the Turks, the Ottoman Empire, and local enemies but never fell. This was mainly due to Lord Dread's legions of loyal and skilled warriors, all covered in armor from head to toe and the faces of which no one ever saw. Even those who lived in the castle did not know where

these thousands of troops came from beneath the castle whenever it was threatened, but due to their frightening abilities in combat few asked questions. These soldiers over time were replaced with larger and larger troops, and eventually iron wagons armed with canons and drive by steam.

In truth the vast armies of the Dread family were corpses given new life through science and clothed in iron in order to make war. These bodies were first animated using electricity based technology that would later be used by Victor Frankenstein, a member of an offshoot line of the Dread family that moved to Austria, but later they were replaced with completely mechanical machines that ran on steam or clockwork engines. As technology progressed these machines grew more and more powerful. In the 1930s several massive leaps forward were made by Jeremiah Dread, Lord Dread XXII, the father of the current Lord Dread, thanks to a longstanding friendship with Nikolai Tesla. Jeremiah Dread and Tesla met in the United States where Lord Dread helped George Westinghouse back some of Tesla's projects. After losing several of his patents to Thomas Edison and suffering financial ruin Tesla traveled back to Europe and lived in Castle Dread, building the death rays, lightning shields, and other devices he imagined in the hopes they would be powerful enough to persuade the nations of the world that war had become too costly.

Unfortunately World War II hit before Tesla could spread word of his achievements and only Romania was equipped with his latest inventions. Under Lord Dread's strong advisement Romania stayed neutral in the war and avoided invasion by both the Germans and the Soviets by using Tesla's Lightning Shield, which surrounded the country in a force field of unpenetrable strength. The Lightning Shield has never been used after World War II, but it remains fully functional in Castle Dread if the need for it arises.

After the war Tesla wanted to stick to his plan of making war to costly to wage, but after seeing the atomic bomb Jeremiah Dread realized that human

beings would never find a method of destroying their enemies too efficient. Jeremiah Dread saw the old powers of Europe falling and the new rise of super powered beings, which had always been present (*including several in the Dread family line*) but were only now coming into prominence. Jeremiah Dread took a long hard look at how the world was changing and between the two super-powers, the United States and Russia, which both wanted to swallow up Romania. So he did the only thing he could think of; became a super-villain and took over all of Romania using his mechanized armies and advanced technologies. Thinking this the best way to protect his people, Jeremiah Dread overthrew the Romanian government with a coup, replaced it with a constitutional democracy, but always made sure candidates that he controlled were elected. Under this new regime Romania stood fast against the Soviet Union and Russia and became one of the dominant powers in Europe.

Using a combination of brainwashing, misinformation, and old fashioned intimidation Jeremiah Dread convinced Tesla that World War II restarted and that Tesla was needed to build new devices to protect Romania. Tesla has now been working in the bowels of the castle on new weapons and technologies, fooled by fake letters, broadcasts, and movies that the war continues and that it is only the mid-1950s. Tesla was elderly in the 1940s so to keep his most valuable asset intact Lord Dread used his family's ancient knowledge of animating the dead to create a new body for Tesla from pieces of corpses, sculpted to look like Tesla using plastic surgery, and transferred his brain to these new bodies, a process that has been repeated once a decade. Now these new bodies are clones of Tesla's original body and through all the brain transfers Tesla has gone quite mad. Now with little sense of time and an obsession with building more weapons to end the war that isn't happening he remains in the bowels of Castle Dread, acting as armorer to one of the world's greatest super-villains.

In 1985 Jeremiah Dread passed on and his son Sebastian Dread took up the title, becoming the twenty third Lord Dread. Sebastian spent his earlier years training for his time as Lord Dread and is very knowledgeable in science, military matters, martial arts, and numerous scholarly fields of study. He has expanded his father's goals of protecting the people of Romania to uniting the world under his rule as Sebastian Dread feels only he has the wisdom and knowledge to lead the world properly. To this end he carries out his various super-villain schemes, all from the safe haven of Castle Dread, a fortress on which no assault, human or superhuman, as ever succeeded.

LOCALE:

Castle Dread is located in the southern Carpathian Mountains in Northern Romania near the town of Bac?u. The region is heavily forested and Lord Dread has made sure no settlements have sprung up within ten miles of his castle. There is only one road to Castle Dread, and it is a treacherous mountain road that hugs the cliffs as it slowly winds around the mountains. Most travel to and from Castle Dread is done by air these days and the castle has several landing pads for helicopters and vector thrust craft. The region gets quite cold in the winter and rarely gets hot in the summer. The region is known as the backyard of Lord Dread and few wish to live there, though the few residents of the area find it surprisingly peaceful due to the fact so many people are scared away.

INHABITANTS:

Castle Dread has several thousand inhabitants, most of which are housekeeping staff or security personnel. Most of these individuals work on the outer areas of the keep and only Lord Dread's most trusted staff are allowed into the inner keep. Lord Dread only allows his high ranking military advisors into the automated factories and dungeons beneath the castle, which include the workshop of Nikolai Tesla. The castle is also inhabited by Lady

Dread, sister to the current Lord Dread, who proves to be a thorn in his side as much as an ally. The hunchback Gunther serves as Lord Dread's assistant and valet, always ready at his master's side. The entire compound is guarded by hundreds of automations, all designed by Tesla and built by Lord Dread.

LORD SEBASTIAN DREAD, MASTER OF CASTLE DREAD

Described as a psychopath by many, Sebastian Dread seems himself as the last savior of mankind. Believing in no power higher than man, Sebastian Dread thinks that there is no man better than he to rule the world. From a young age Sebastian Dread was raised to believe that he was the only person who could ensure the continued survival of Romania, but to the ambitious child he could see no reason that if he was the best leader for Romania, why he would not be the best leader for the world. To that end when eh became the twenty third Lord Dread he stepped up the production of weapons in his underground factories and urged Tesla to create new and more powerful weapons while pretending to be his father in order to not shatter Tesla's illusion of no time passing.

The long line of Lord Dread have all worn the same gray cloak, passed down from generation to generation and said to be a holy relic from Jesus Christ himself taken by the first Lord Dread during the crusades. Using this garment as a starting point Sebastian Dread created a suit of powered robot armor bearing the black raven crest of the House Dread. Then he began a super-villain career that few have matched, attacking nations the world over in an attempt to destabilize governments and cause chaos. He has reportedly struck out at the United Nations, clashing several times with the Sentinels in the process, and now several African nations are ruled by his hand picked followers. While Sebastian Dread has no powers other than his intellect, the machines of Nikolai Tesla make him more than a match for

most super-heroes.

Lord Dread continued his super-villain mostly successful activities for almost fifteen years before the Science Soldiers finally learned where his headquarters was located. While several super-hero teams have tried to strike at Lord Dread in his own home due to his control of the Romanian government these efforts have been blocked by the Romanian military, the citizens of Romania loyal to Lord Dread, and even the United Nations thanks to Lord Dread's many allies amongst dictators of Third World Nations whose governments he supports with military aid. Those few heroes who have managed to successfully reach his castle have yet to breach its walls and defeat its hordes of robotic defenders. So swift and decisive have been their defeats no heroes have tried in two years, leading Lord Dread to become somewhat lax in his defenses. Lord Dread does not fool around with those he defeats, killing them when possible, meaning he has outlived many of his enemies but those that remain bear him a grudge that will never be forgotten.

Lord Dread's tactics usually consist of strikes against research facilities to gain new technologies, nations in turmoil where he may be able to take control, attacks against super-hero groups that pose a threat, and operations to destabilize the United Nations. Thanks to the cloning technology Lord Dread has come to possess when Lord Dread takes the field in combat is usually not the real Lord Dread but a clone. Only in the direst or most important situations does Lord Dread put himself indirect harm, and even then he always has an escape plan. Fighting Lord Dread is not merely a matter of power but of planning.

Quote: *"There will come a day when the entire world falls under my enlightened rule. Sadly, you will not live to see this day."*

Personality: Confident and collected, Lord Dread never raises his voice and always acts like he has a plan that puts him in control of the situation, even when he doesn't. Lord Dread believes that he is the

only man suited to rule the world and is extremely arrogant, which is one of his great weaknesses. Lord Dread usually has plans for all eventualities, but if he thinks an opponent is not much of a threat he will not spend much time concocting plans to deal with the opponent. Lord Dread thinks most super-heroes are fools, though those that see tractable to his schemes are sometimes targeted for recruitment.

Powers & Tactics: Lord Dread prefers to fight through his minions and duplicates, only taking the field himself when absolutely necessary. Lord Dread uses his robots to run interference for him while he deals with the most powerful or annoying opponents on the field, preferably in close combat where he can use the strength of his armor to his advantage. When faced with a particularly difficult opponent he will try and use his Gadget power to come up with a different means to eliminate his opponent. He also uses the Relay power of his headquarters to get information on opponents before fights begin and tailors his tactics according to what he learns.

Appearance: A very fit man in his early forties, Sebastian Dread is very handsome though his features are very angular and severe. His hair is stark black except for a few streaks of gray. Sebastian Dread's eyes are a piercing gray color that some find hypnotic, though when angry they almost seem to burn red. Sebastian Dread wears custom tailored Italian suits when appearing in formal functions, but prefers more relaxed loose fitting clothes when spending time alone. He prefers going barefoot whenever possible.

Campaign Use: Lord Dread works well as an over villain who the PCs rarely fight directly. Instead they fight his minions and duplicates, always working hard to keep up with Lord Dread's intricate plans. Taking down Lord Dread could take the entirety of a campaign such is his basis of power and political protections. Lord Dread has interests the world over and his forces can show up just about anywhere quickly. Any heroes who become particularly bothersome to Lord Dread may end up getting a personal visit from him.

Hero Option: Instead of a world dominating super-villain Lord Dread is instead the self proclaimed protector of Romania and works with the democratically elected leaders of that nation to ensure its safety. Lord Dread would be very active in Western Europe fighting super-villains of the region and would be one of the preeminent super-heroes of the area. His castle would likely be a stronghold used by several super-heroes who operate in the vicinity.

Lord Sebastian Dread, the XXIII Lord Dread: PL 20; Init +4; Defense 26 (22 *flat-footed*); Spd 30 ft.; Atk +11 melee (+S18, *punch*), +12 ranged (+15L, *plasma blast*); SV Dmg +3, Fort +3, Ref +4, Will +14; Str 16, Dex 18, Con 16, Int 20, Wis 18, Cha 20

Skills: Computers +21, Diplomacy +20, Intimidate +20, Medicine +20, Repair +21, Science (*Robotics*) +21, Sense Motive +20

Feats: Minions

Powers: Gadget +18 (*Source: Super-Science; Cost: 18pp*), Jack of All Trades +5 (*Source: Training; Cost: 25pp*), Super-Intelligence +10 (*Extras: Super-Wisdom, Super Charisma, Intimidating Presence; Power Source: Training; Cost: 60pp*)

Weakness: None

Equipment: Dread Armor (Armor +15 (*Extras: Super Strength, Energy Blast (Plasma), Flight, Immunity +12 (Critical Hits, Disease, Energy (Heat, Cold, Vibration, Radiation, Light, Sonic), Exhaustion, Poison, Pressure, Suffocation*), Super-Flight; Flaws: Device; *Source: Super-science; Cost: 102pp*)

GUNTHER

Lord Dread's long time valet and manservant, Gunther is completely loyal to his lord and master. Malformed due to a childhood disease, Gunther fits the mold of mad scientist assistants such as Igor physically, but mentally he is no simpleton. Possessed of several doctorates in physical science and genetics, Gunther developed the cloning tech-

nology Lord Dread uses to clone Tesla and his own duplicates.

Gunther grew up in a village not far from Castle Dread and from an early age was recognized as a child prodigy despite his humped back and misshapen features. Not being one to waste potential Jeremiah Dread paid for Sebastian to travel to the United States to attend school, completing numerous degrees and returning to Romania at age thirty with four doctorates under his belt. From that day forth he worked exclusively for Lord Sebastian Dread turning Tesla's designs into reality and integrating them with the latest technology from abroad. Gunther also developed the cloning machine now used by Lord Dread to create duplicates of himself and to create new bodies for Tesla. In exchange for his loyal service Lord Dread pays Gunther's family a hefty annuity in addition to supporting Gunther in the lap of luxury. Lord Dread realizes he would not be where he is today without Gunther, and gives the man the respect he is due.

Gunther realizes that Lord Dread is ultimately a villain because of his hunger for power, but also believes that Lord Dread is the man best suited to rule the world. Gunther is fiercely loyal to Lord Dread, but not to the point of being a yes-man. When Gunther thinks Lord Dread is wrong he says so directly and several times he has betrayed Lord Dread in order to keep him from carrying out a foolish plan. While Lord Dread does not appreciate such trickery, he knows that Gunther always means well and his anger rarely lasts. In many ways Gunther is the weak link in Lord Dread's armor. Without him Lord Dread's robot armies would fall into disrepair, he would have few new gadgets to use, and he would be bereft of his closest advisor and friend. Gunther is one of the few people that Lord Dread would risk his life to save; Lord Dread would readily sacrifice his sister in order to save Gunther, something he has made abundantly clear to Lady Dread.

Quote: "Yes my lord, the robots will be able to

handle these trouble makers easily. Go about your business."

Personality: While to many Gunther seems quiet, weak willed, and utterly non-confrontational, this is mainly due to the fact he doesn't talk much. Content to let others drone on all day, he prefers speaking through actions and rarely argues with people, instead just taking whatever course of action he feels is appropriate to prove his point. He is very stubborn and does not take well to threats or being bullied. Mocking his appearance is old hat now and barely bothers him, but those who do so better not expect help from him in the future.

Powers & Tactics: If Gunther ends up in a fight he has made a horrible mistake. He has few combat skills and while being a robust fellow, he is not suited for combat. If attacked he tries to flee while summoning his robot minions and Lord Dread, both of which come as quickly as possible to his aid. Gunther is not above faking surrender to buy time for reinforcements to arrive.

Appearance: Now in his early forties, Gunther is not a person most people would describe as attractive. He has gotten better over time concealing his hump and other problems using clothing, but these efforts only get him so far. Gunther always wears finely made clothes, even when mucking around in his workshop. When in the castle and not greeting guests Gunther tends to be dirty and unkempt, always going to or coming back from his workshop. Only when leaving the castle or entertaining outsiders does he clean himself up.

Campaign Use: Gunther is part of the power behind the throne that keeps Lord Dread in power. Without Gunther and Tesla, Lord Dread would be much weaker than he is currently. If the PCs cannot face Lord Dread directly on the field of battle they could try and remove his support structure by kidnapping or killing Gunther, something that would drive Lord Dread to pursue them without pause. Also Gunther could provide the

PCs with an intermediary to speak to Lord Dread through. Gunther is not nearly so maniacal or difficult to talk to as Lord Dread, but still has his lord's ear.

Hero Option: Gunther changes little as a hero. He continues to make gadgets and weapons for Lord Dread, but they are put to use defending Romania instead of attempting to conquer the world.

Gunther, Loyal Manservant: PL 19; Init +2; Defense 18 (16 *flat-footed*); Spd 30 ft.; Atk +6 melee (+1S, *punch*); SV Dmg +10, Fort +10, Ref +2, Will +12; Str 12, Dex 14, Con 16, Int 20, Wis 20, Cha 10

Skills: Computers +30, Demolitions +26, Disable Device +26, Forgery +26, Pilot +13, Repair +26, Science (*Robotics*) +30, Science (*Genetics*) +26, Science (*Physics*) +26

Feats: Assessment, Great Fortitude, Indomitable Will, Iron Will, Toughness

Powers: Amazing Save (*Will*) +5 (*Extras: Damage, Fortitude; Source: Training; Cost: 15pp*), Gadget +19 (*Source: Super-science; Cost: 19pp*), Jack of All Trades +10 (*Source: Training; Cost: 50pp*), Creature Creation +15 (*Power Stunt: Horde x5; Source: Super-Science; Cost: 85pp*), Super Intelligence +14 (*Source: Training; Cost: 30pp*)

Weakness: Disturbing

Equipment: -

DREAD SECURITY AUTOMATON

One of Tesla's older designs that has been upgraded with newer technology over time, these Security Automatons are the primary type of robot patrolling the perimeter of Castle Dread. They are often sent to accompany War Automatons as scout units, but do not have the armor and weapons of their big brothers. Security automatons are instead built for speed and to carry advanced sensor systems. There are normally several dozen security automatons active in the castle at any given time with a small

handful in the field as well.

Generally security automatons patrol or scout out a given area and report back their findings before waiting for new orders. Security automatons rarely attack enemies without waiting for backup and usually flee when attacked. This is not true at Castle Dread where all the security robots attack any intruder sighted while calling for assistance. All security automatons carry emergency beacons so they can be recovered even if destroyed and they are also equipped with self destruct devices to prevent their capture. These can both be activated remotely from Castle Dread.

Quote: "Scout unit 349FG05 reporting as ordered, my lord."

Personality: Scout automatons have a basic artificial intelligence system, but it is little more than advanced problem solving program that allows them to deal with unexpected problems. They do not have a personality per se, but are totally loyal and subservient to Lord Dread and Gunther. They are unfailingly polite, even to enemies. Gunther has noticed recently that some of the security automatons have deviated from their programmed missions, scouting out unassigned areas, most of which have been inhabited. Gunther has not yet been able to figure out that Tesla is using the automatons to scout out the world and report back to him as he has begun to doubt Lord Dread's accounting of the state of the world.

Powers & Tactics: Security automatons spend most of their time patrolling and collecting information using their advanced sensor array. If they do encounter an enemy they normally avoid contact while gathering information, which is eventually relayed back to Castle Dread and the security automaton asks for new orders. The information gained by the security automatons is compiled in the computers in Castle Dread, creating one of the largest directories of super-powered beings in the world.

Appearance: Security automatons look like vaguely humanoid robots with no legs and a large sensor array attached to the head. The robot is only four feet tall and does not have heavy armor plating, but is made of titanium, making it tough despite the lack of armor plating. The security automaton carries a two foot staff attached to its midsection by a powerful magnet that expands into a six foot energy staff that can be used both in melee and ranged combat. The security automaton was designed with no intent to make it appear human like or give it an appearance that makes humans comfortable, so most humans find its multiple eyes, legless body and cold titanium body disconcerting in the extreme. Of course this bothers Lord Dread not at all.

Campaign Use: The least combat effective of Lord Dread's minions, security automatons are likely to be the first minions of Lord Dread encountered by lower level heroes. Any heroes who attract Lord Dread's attention are likely to be visited by a number of the machines that bait the heroes into fighting so Lord Dread can gauge the their powers. While the security automatons are the least powerful of Lord Dread's robot armies, they are still nothing to sneeze at and most hero times will find a single security automaton a threat.

Hero Option: If Lord Dread is instead a hero security automatons are the eyes and ears of his efforts to keep Romania safe and are often sent abroad to aid other groups of heroes in their endeavors. In such a case the arrival of a security automaton on the field of battle is likely to be greeted with cheers as opposed to fear.

If Nikolai Tesla learns of Lord Dread's betrayal he may try to reprogram the automatons to turn against Lord Dread, turning them to the side of heroes.

Dread Security Automatons: PL 15; Init +5; Defense 23 (18 flat-footed); Spd 30 ft.; Atk +13 melee (+20*L*, *energy staff*), +13 ranged (+15*L*, *energy blast*); SV Dmg +15 Fort -, Ref +5, Will +2; Str 20, Dex 20, Con -, Int 12, Wis 14, Cha 6; Hardness 15

Skills: -

Feats: Darkvision, Immunity (*Aging, Critical Hits, Disease, Exhaustion, Poison, Pressure, Starvation, Suffocation*), Radio Broadcast, Radio Hearing

Powers: Flight +15 (*Source: Super-science; Cost: 30pp*), Power Scan + 15 (*Extras: Read Opponent, Super Senses, Telescopic Sense (Sight); Source: Super-science; Cost: 75*)

Weakness: Disturbing

Equipment: Energy Staff (*Weapon +15 (Power Stunts: Extra Attacks (Energy Blast (Plasma), Stun, Snare); Cost: 21pp*)

DREAD WAR AUTOMATON

The mainstay of Lord Dread's robotic army, war automatons are large treaded monstrosities covered in armor plating and weaponry. Without the flight capabilities or sensor arrays of the security automatons, these robots are concerned purely with destruction. Usually deployed in large groups from Lord Dread's robotic troop transports, there are few forces in the world that can oppose a line of war automatons on the advance. Usually defeating war automatons requires a different strategy than just trying to punch through their armor plating.

At Castle Dread there always at least sixteen war automatons patrolling the grounds. They rarely detect intruders themselves, instead assisting the security automatons in capturing whatever intruders the security automatons locate. Unlike the security automatons war automatons do not operate alone and usually travel in packs of four. They are never sent into the field alone and are equipped with a remote self destruct mechanism incase they are captured or disabled.

Tesla has successfully subverted the programming of a number of war automatons during routine maintenance checkups. He has changed their programming to give his commands precedence over Lord Dread's

commands and if the information Tesla gains about the outside world does not back up Lord Dread's assertion that the war never ended there is going to be an explosive confrontation in Castle Dread.

Quote: "You are targeted for termination. Do not bother attempting to combat the inevitable."

Personality: War automatons have even less personality than security automatons. Their programming outside of military tactics and technological matters is very limited and most of it is concerned with how to scare people into surrendering. War automatons generally do not talk unless they are demanding the surrender of a target or are passing messages along for someone else. The rest of the time they behave like giant metal attack dogs always looking for a fight.

Powers & Tactics: War automatons always operate in groups when possible, linking themselves together using Coordinate to keep track of each others condition and location. When operating in groups larger than the four automaton unit each of the automatons connects to another team of four automatons using their extra Coordinate slots, creating a network of interlinked units that is difficult to disrupt. Using this connection the war automatons can fight using a level of coordination few armies can match. Automatons prefer forcing enemies to fight in a straight out battles instead of running battles or sieges due to Lord Dread's confidence that few forces can stand up to his forces directly. In order to force such conflicts war automatons will make use of ambushes and other tactics to force their enemy into a confrontation. Once in combat war automatons blast with their energy staffs, charging into melee combat where they use their staffs and immense strength to good advantage. War automatons rarely retreat, but if they feel they can repair themselves using Regeneration by making a temporary retreat they will do so. By far the weak point of the war automaton is its lack of mental defenses and its slow reflexes.

Appearance: War automatons are eight feet tall and roughly humanoid, though they have large treads instead of legs. Their head is reminiscent of that of an armored knight, only more fearsome and angular. The entire design of the war automaton is designed to inspire dread in its enemies, especially when bearing down on an enemy in formation, crushing all before them under their armored treads. When not in use the war automatons energy staff is attached to its torso by a magnetic field which is released whenever the weapon is needed. War automatons are covered in heavy armor plating and all their joints are covered in interlocking metal plates and high-impact ballistic mesh.

Campaign Use: While security automatons may be the first minion of Lord Dread a group of heroes may encounter, war automatons are likely to be close behind. A single war automaton is more than enough for most heroes, even those of high level, unless the group is particularly strong in terms of mental powers. War automatons make an excellent terror weapon for low level heroes; enemies that cannot be defeated outright but must be outmaneuvered and outthought. Any assault on Castle Dread is going to have to deal with a large number of these machines.

Hero Option: If Lord Dread is instead the protector of Romania instead of a world-conquering super-villain war automatons are likely to be his peacekeeping force of choice. Any invader of Romania is going to run into a large number of these machines and they may be sent into neighboring countries in order to stabilize local governments.

Tesla is working on reprogramming the war automatons to accept his commands instead of Gunther and Lord Dread, preparing in case it turns out Lord Dread's stories of the outside world have been false.

Dread War Automatons: PL 15; Init +5; Defense 21 (21 flat-footed); Spd 80 ft.; Atk +17 melee

(+20L, energy staff), +17 ranged (+15L, energy staff); SV Dmg +15, Fort -, Ref +5, Will +1; Str 20, Dex 20, Con -, Int 8, Wis 12, Cha 4; Hardness 15

Skills: -

Feats: Darkvision, Durability, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Pressure, Starvation, Suffocation), Radio Broadcast, Radio Hearing

Powers: Coordinate +5 (Extras: Combat Sense; Power Stunts: Long Link x3; Flaws: War Automatons only; Source: Super-Science; Cost: 18pp), Regeneration +10 (Source: Super-Science; Cost: 20pp), Running +10 (Power Stunts: Super-Running; Source: Super-science; Cost: 30pp), Super Strength +10 (Extra: Protection; Power Source: Super-Science; Cost: 50pp)

Weakness: Disturbing

Equipment: Energy Staff (Weapon +15 (Power Stunts: Extra Attacks (Energy Blast (Plasma), Stun, Snare); Cost: 21pp)

LADY DREAD

Until 1990, five years after assuming his role as Lord Dread, Sebastian Dread had no idea that he had a sister. A half-sister from an early relationship in Jeremiah Dread's life, Eve Dread is eight years older than Sebastian Dread and believes she should be the rightful heir to the Dread family fortune as she is the older child. She pressed this claim from the moment she appeared on the front stoop of Castle Dread with a small army of super-villain mercenaries in tow. Lord Dread refused her request and a monumental battle broke out between the assembled super-villains and Lord Dread's robot army, a battle that threatened to breach the walls of Castle Dread if it did not stop. The Sentinels, alerted to this major conflict and the carnage it was causing across the Romanian countryside, mounted an effort to end the fight that called up a good portion of the Sentinel's reserves. Faced with the bulk of the Sentinels baring down on them Lord

and Lady Dread made a temporary truce and turned their attention to the Sentinels, who were eventually beaten back by the combined forces of the of Lady Dread's mercenary super-villains and Lord Dread's robot army.

After the battle Lord Dread and Lady Dread entered into talk to make their truce permanent. During these meetings Lord Dread learned that Lady Dread had a son, David Dread, who she hoped would become the twenty fourth Lord Dread if she could not gain the title. Having no heir and few prospects for gaining one Lord Dread proposed that she serve as his lieutenant in exchange for David Dread becoming heir to the title of Lord Dread, as long as Sebastian had a hand in the boy's upbringing. An accord was reached and the boy was brought to Castle Dread, where he is tutored by the best teachers money can buy in everything from literature to history to theoretical physics to martial arts. David Dread is currently twelve years old and shows much of the same promise his uncle showed at the same age.

Now ensconced in Castle Dread as her half-brothers primary war leader and seneschal when he is out in the field without her, Lady Dread is not as complacent as she would have her brother believe. The two engage in a constant series of skirmishes involving assassins, veiled insults, and treachery. While neither would see their power base destroyed or their fortunes threatened, they take a great deal of pleasure in plotting against each other. Lady Dread has even snuck two super-hero teams into the castle telling them she will help them destroy Lord Dread, only to be tray them at the last minute. They both find these games very amusing. If Lady Dread was somehow able to destroy Lord Dread without alienating Gunther or Tesla and keep her son safe she would probably do it, but such a plan is hard to come by.

Quote: "You've outlived your usefulness, so you do not have long to live."

Personality: Calculating and manipulative, Lady Dread favors seduction and misdirection where Lord

Dread favors intimidation. Lady Dread can go from utterly charming to deathly cold in a heartbeat, something she often does after he charms have attained their goal. Other than her son Lady Dread cares nothing for others except for how they can make her more powerful and wealthy. She desires world domination as her half-brother does, but without any of the altruistic trappings of Lord Dread. She simply likes being the one in command.

Powers & Tactics: Lady Dread avoids stand up fights when possible, preferring to sneak close to her enemies using Teleport and Blending before striking. Once she does strike she uses Turnabout and Fullisade to sow confusion and hit as many enemies as possible as quickly as possible. If this tactic fails to generate results she will try and teleport away from the fight to regroup. Lady Dread usually works with a number of Lord Dread's automaton as backup if she needs them, but she avoids calling on them if at all possible.

Appearance: Although Lady Dread over ten years older than Lord Dread, due to an experimental drug she took years ago she is physically younger than her sibling. She looks to be in her mid thirties and has stark white hair, a side effect of the drug. She prefers custom fit military uniforms carrying the colors of Lord Dread when on official business, but when expecting trouble she wears a suit of leather and Kevlar armor that contains numerous gadgets.

Campaign Use: While Lord Dread works through intermediaries and clones, Lady Dread prefers dealing with problems in a hands on way. She has become one of Lord Dread's main assassins and she is likely to be one of the first upper members of Lord Dread's up echelon encountered by PCs. She makes an excellent step up from the automatons of Lord Dread and her presence shows that Lord Dread is really interested in the PCs' actions. Lady Dread is very patient and a good tactical planner, so if she is on the PCs tail they are likely to have to deal with cunningly planted explosions, well planned ambushes, and poisoned food in addition to straight up fights.

Hero Option: If Lord Dread is instead simply the protector of Romania Lady Dread serves as his military advisor and second in command. In such a situation she is likely to work with heroes who are allies of Lord Dread. Alternately she could remain a villain even if Lord Dread is a hero, continually plotting against her goody two shoes brother for the family fortune.

Lady Dread: PL 17; Init +10; Defense 30 (20 *flat-footed*); Spd 30 ft.; Atk +13 melee (+20L), +15 ranged (+12L); SV Dmg +9, Fort +9, Ref +10, Will +10; Str 16, Dex 20, Con 18, Int 16, Wis 20, Cha 20

Skills: Acrobatics +14, Bluff +15, Diplomacy +15, Innuendo +15, Sense Motive +15

Feats: Attractive, Immunity (*Aging*), Infamy

Powers: Jack of All Trades +4 (*Source: Training; Cost: 20pp*), Super Intelligence +5 (*Super Wisdom, Super Charisma, Super Dexterity, Super Constitution; Source: Training; Cost: 55pp*)

Weakness: -

Equipment: Combat Armor (*Armor +8 (Power Stunts: Turnabout, Fullisade; Extras: Blending, Mental Protection, Teleportation; Source: Super-Science; Cost: 44pp)*), Energy Saber (*Weapon +12 (Power Stunts: Energy Blast (Plasma), Penetrating Attack, Snare, Stun; Source: Super-Science; Cost: 25pp)*)

NIKOLAI TESLA

Nikolai Tesla was born in Smiljan, Croatia in 1856, the son of a clergyman. As a child he showed his mental prowess by learning six languages and eventually went to the Polytechnic School at Gratz, where he studied mathematics, mechanics, and physics. It was here that he was introduced to electricity, a field he would revolutionize. Tesla had impressive mental abilities, including being able to measure an object to a hundredth of an inch with his naked eye and create entire blueprints in his head. In 1884 he traveled to the United States and for a short time joined worked

for Thomas Edison, but left after being refused royalties and bonuses he was promised. This began a lifelong feud between the two inventors which was most evident in the conflict between Edison's direct current delivery system and Tesla's alternating current system, which eventually prevailed.

Despite this victory of the years Tesla was plagued by lack of funds, others claiming patents on inventions he had already created, and the stock market crash of 1928. Finally in 1933 Tesla took up Lord Dread's offer of residency in Castle Dread, which included funds to further his inventions and a promise to protect his work from other scientists. Under Lord Dread's wardship Nikolai Tesla at first worked on his wireless power stations which could broadcast power to any device in range without need of a plug or wire, but by the late nineteen thirties his mind was consumed by the war raging across Europe. Tesla turned his immensely powerful mind to weapons research, hoping that he could create a weapon so powerful that only fools would test it through war. In truth Tesla was driven more by a need to create something that would be recognized the world over as being the best invention in its field, a distinction he had long deserved but never received. Lord Dread did little to point out the flaws in Tesla's plan, using the weapons produced to keep Romania safe and independent during the war. Under Lord Dread's advisement the weapons Tesla created were kept in Romania until the right time to share the knowledge came, but it never did and the war ended with only Lord Dread controlling the arsenal Tesla had created.

But within weeks of the war ending Lord Dread told Tesla it had begun again with the United States attacking Russia and that Tesla needed to continue his work creating new and powerful weapons to convince both sides that the war would ultimately destroy them. Tesla has worked towards this end for fifty years thus far: fifty years of brain-washing, cloning, and hard work. Tesla is largely

cut off from the outside world and sees no one who is not cleared through Lord Dread first. Even Lady Dread is only allowed supervised visits. Lord Dread has erected a carefully constructed maze of lies, fake news feeds, forged letters, and other evidence to convince Tesla that the war continues between the United States and Russia. Also because of the multiple cloning procedures and his mind being transferred to a few stitched together bodies Tesla is not as sane as he once was, making him more pliable to Lord Dread's efforts.

Unfortunately for Lord Dread though this his façade is starting to unravel. Tesla recently managed to overhear a broadcast while tuning a war automaton radio talking about current events and no mention of the war between the United States and Russia was made. Tesla is not curious and has begun reprogramming some of the automatons to scout out the world beyond Romania and return to him with information, hoping to discover if Lord Dread has been lying to him all this time. If Tesla finds out the truth he is likely to stage a coup in Castle Dread, using those automatons he can control to try and take over the fortress and capture Lord Dread. If he goes forward with such a plan he is likely to involve super-heroes from the outside world. Tesla knows little of recent events so he'll take the first super-hero allies he can find.

Quote: *"I don't think you grasp the nigh universal importance of this invention."*

Personality: Nikolai Tesla is a brilliant man who has slowly lost his touch with reality. Once friendly and outgoing, even if his thought processes were a little different from the norm, he has grown increasingly withdrawn and cold as time as passed. He is embittered against many of his former rivals, such as Edison, and considers few people worthy of his genius. He is likely to treat even allies with a certain amount of disdain unless they prove themselves his intellectual equals. He considers anyone who resorts to violence easily a buffoon.

Powers & Tactics: Nikolai Tesla has no combat abilities of note, instead relying on the two security automatons and two war automatons that accompany him at all times. When confronted with violence Tesla usually spends a few seconds berating his attackers for being so barbaric before remembering to flee, assuming he is still conscious. If attacked Tesla always tries to summon as many automatons as possible in addition to Lord and Lady Dread. If cornered he will surrender, hoping to buy time for his powerful allies to come save him.

Appearance: Despite being almost one hundred and fifty years old, Tesla looks to be a man in his mid forties due the regular cloning procedures he undergoes, which include transplanting his mind into new bodies. Tesla does not realize this is happening and notices little of the passing of time, thinking it is still the 1950s. His fashion look appropriate to that time period and he nearly always wears a button up shirt and slacks, even when working in his workshop. His sleeves are perpetually rolled up and there are normally more than a few grease stains on his hands and face. He wears a pair of round, brass rimmed glasses which he tends to chew on when thinking.

Campaign Use: Tesla provides the PCs with an excellent inside ally to try and take down Lord Dread with. If Tesla can actually make contact with the PCs through a reprogrammed automaton he will try and forge an alliance with them, assuming the PCs convince him that there is no war between the United States and Russia. From Tesla the PCs can expect information on Lord Dread's operations, maps of Castle Dread, technical information on the automatons and the castle, but Tesla is unwilling to take direct action against Lord Dread without significant planning and a sizeable amount of super-hero allies. While Tesla can take control of some of the automatons in Castle Dread he cannot command them all, so any attempts to storm the Castle better bring lots of help even if they are working with Tesla.

Hero Option: If Lord Dread is the protector of Romania Tesla serves as his loyal inventor, building devices to help make Romania and the world a better

place. In this situation Tesla is not kept under Lord Dread's control with stories of a fake war and instead serves of his own free will. Instead of cloning Tesla more likely he has received some type of experimental anti-aging treatment. In such a world many of Tesla's inventions, such as wireless power transfer, are likely to see widespread use.

Nikolai Tesla: PL 18; Init + ; Defense 13 (13 flat-footed); Spd 30 ft.; Atk +2 melee (+0S, punch), +2; SV Dmg +0, Fort +0, Ref +0, Will +7; Str 9, Dex 10, Con 10, Int 20, Wis 20, Cha 9

Skills: Craft (*Electronics*) +49, Computers +26, Craft (*Mechanical*) +44, Disable Device +30, Language (*German, Czech, French, Turkish, Russian, English, Japanese, Mandarin Chinese, Spanish, Italian*), Repair +44, Science (*Physics*) +33, Science (*Theoretical Electronics*) +46, Taunt +7.

Feats: Assessment, Iron Will, Photographic Memory, Talented (*Craft (Electronics)* and Science (*Theoretical Electronics*), Skill Focus (*Craft (Electronics)*)

Powers: Mathematical Precision +18 (*Source: Training; Cost: 36pp*), Super-Intelligence +18 (*Source: Training; Cost: 36pp*), Super-science +6 (*Source: Super-Science; Cost: 36pp*)

Weakness: -

Equipment: -

Features: Advanced Feature (*Workshop (Electronics)*), Communication, Computer, Defense System, Duplication +20 (*Extras: Affects Others; Flaws: Others Only, Action: 1 hour; Source: Super-science; Cost: 20pp*), Fire Suppression System, Force Field +20 (*Extras: Affects Othersx3, Deflection, Force Shaping, Impenetrable, Offensive, Area x12; Source: Super-Science; Cost: 400pp*), Garage, Hangar, Holding Cells, Infirmary, Laboratory, Library, Living Space, Power System, Read Opponent +20 (*Extras: Danger Sense, Power Scan, Reality Perception, Super Senses; Power Stunts: Darkvision, See Invisible, True Sight, Ultra-*

Hear, Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 120pp), Reinforced Structure, Security System, Staff, Workshop.

Hardness: 30

IMPORTANT ROOMS:

COMMAND CENTER:

At the top of the central keep of Castle Dread the central command center of Lord Dread's domain is located. While the walls of the command center look like stone from the outside they are actually specially made plexiglass that is transparent from the inside but opaque from the outside, giving those inside the command center a three hundred and sixty degree view of the castle and its grounds. Within the command center are the primary controls for the lightning shield, the castle's security system, its intricate sensor network, and the army of automatons that guard the castle. If the castle is ever attacked Gunther mans the command center while Lord and Lady Dread lead their robot forces from the front lines.

CLONING ROOM:

Located in one of the towers of the castle under lock and key and guarded by four security automatons, the cloning room contains the cloning apparatus devised by Lord Dread and Gunther which is used to create duplicates of Lord Dread and Tesla. It is kept secret from everyone except Lady Dread, who discovered it by accident a few years ago. Lord Dread does not want Tesla to learn of the device, fearing it may shake apart the fragile illusions Tesla labors under, and Lord Dread prefers to have a reputation for being everywhere at once to one of using clones to do his dirty work.

ROBOT HALL:

The central storage and repair room for the automatons of Lord Dread, this room is located in the bowels of the castle near Tesla's living quarters and

main workroom. From here all the robots are repaired and programmed by Gunther and Tesla, though Gunther has gotten slack in oversee Tesla's work and Tesla has reprogrammed several of the robots to follow his commands. Also in this room are a number of automatons under construction and a few that have been shut down until they can be repaired.

ADVENTURE SEEDS:

The United Nations is approached by a group of Romanian delegates asking for United Nations intervention against Lord Dread, whose robots the delegates blame for numerous atrocities in Romania. If the PCs have contacts with the UN, they are asked to go to Romania as part of an official fact finding mission. If the PCs have no such contacts they are asked by and intermediary to infiltrate Romania covertly and find out the truth of the delegate's assertions. The PCs must sneak into Romania and avoid the watchful eye of Lord Dread. They eventually learn that Lord Dread's robots did destroy some villages, but because of tampering and not by the will of Lord Dread. This gives the PCs the chance to team up against Lord Dread against the robots run amuck as Lord Dread does not want the people of Romania harmed.

On the pretext of stopping armed incursions into Romania, Lord Dread invades the Ukraine with his human and robot forces backed up by super-villains hired by Lady Dread. Heroes from around the world flock to the region and the conflict soon becomes a war of super-powered beings. Even if the PCs do not go to the front lines, the sudden dearth of heroes may leave them with a lot of work to do.

Lady Dread approaches the PCs, telling them she has decided to betray her half-brother and asks for the PCs help. She helps sneak the PCs into the Castle, but turns on them when they finally confront Lord Dread as the whole thing was a ruse to test the Castle's security systems. Now the PCs have to

escape from the dungeons of Lord Dread.

TEMPLE OF THE ENLIGHTENED SUN IN THE BEAST CITY OF MESARAN

Thousands of years before humankind walked upright and covered the land in metal and concrete, the mountain city of Mesaran was born. Located in the mountains of eastern Africa, this ancient city is now little more than a faerie tale whispered amongst well read archaeologists who consider its existent highly doubtful. Unlike more popular lost cities like El Dorado and Shangri-La Mesaran never made it into the popular consciousness. Some think this is because the legends that surround the city are indigenous to eastern Africa, a political and economically isolated region of the world, but others say the legends are too fantastical. Few can speak of a city of intelligent animals with a straight face.

Regardless of the ridiculous sounding nature, the city of Mesaran does exist and it is a wonderland of advanced alien technologies, genetics, and psionic research. The people of Mesaran are hundreds if not thousands of years more advanced than most human cultures, but live in seclusion for fear of humans. The people of Mesaran are generally peaceful and their numbers are sufficiently small that they fear an organized attack by humans would destroy them despite their more advanced technologies. One of their greatest fears is being discovered by humans and the whole world finding out about the city, as they know humans have a habit of destroying that which they do not understand. To this end the people of Mesaran use their technology to hide their city and those humans that do find it normally have their memories wiped. Only a handful of the most trustworthy humans have been allowed to keep the location and existence of Mesaran in their minds.

Unfortunately not all goes well in the city of Mesaran. The inhabitants of the city have long discussed what their purpose in the universe was and why they received the alien-retro virus (see *History below*). This has recently been answered by a communication from an alien colony ship closing in on Earth that indicates the creatures born of the retro-virus's effects were supposed to conquer Earth before the approaching colony ship arrived, which the inhabitants of Mesaran have made no effort to do. Now some Mesarans seek to fulfill their destiny and make the world ready for alien colonization, assured that the aliens will reward them for the effort, while others seek to forsake their alien heritage and continue their lives of isolation and peace. Troubling times are coming to the Legendary Animal City of Mesaran.

The Temple of the Enlightened Sun is built above the cave which the space craft that carried the retro-virus was placed in thousands of years ago. Until the revelation that the ship was a device of conquest the cave served as a place of contemplation and meditation. The ship held almost religious significance to the early Mesarans who considered bringing their newborn children to see the ship a good luck charm. Also over times the Mesarans dissected the ship to learn what they could, from which many of their technologies were developed. Now the Temple of the Enlightened Sun serves as the spiritual center of the city and the meeting place for the Mesaran Council which leads the city. Also both the city's defense systems and computer network have their hubs in the Temple of the Enlightened Sun, making it the center of political, information, and military control in Mesaran.

HISTORY:

The city of Mesaran began over two hundred thousand years ago when an alien vessel crashed in the plains of eastern Africa. A life boat for a dying race, it contained an airborne retro-virus that would rewrite the DNA of creatures exposed to it,

giving them sentience and thought patterns similar to the aliens who built the craft. The virus also imparted knowledge of advanced technologies in the genes of its victims, granting them the ability to quickly acclimate to alien technology. Within a few weeks of the ship crashing the virus had run its course and thousands of nearby animals were infected by the virus, including elephants, monkeys, and lions. These creatures came together in peace, united by their newfound knowledge, and a the virus's engineers had intended decided to work together to build a new society based on their new knowledge. They moved the ship to the mineral rich mountains to the east and began building a city, one that would become known as Mesaran. Some of the Mesaran believe that a tribe of local apes had also contracted the retro-virus but has a partial immunity to it, but it did change their brain chemistry slightly, creating the ancient ancestors of humanity.

Within the city of Mesaran the animals created a strict but enlightened caste society where each animal served in a position that suited its instinctual urges. Lions served as soldiers while elephants worked as laborers and monkeys as scientists. Few animals felt the need to resist this system as their natural talents and inclinations were put to good use. Over time the city flourished and new technologies were developed, but the inhabitants of Mesaran never lost sight of their animal roots. At the center of the city a strong spiritual influence grew from the Temple of the Enlightened Sun, a place for meditation and contemplation that all the inhabitants of Mesaran regularly attended. Taught by the first to be infected by the retro-virus, an elephant named Bekarus, the doctrine of the temple was one of enlightenment through self reflection, meditation, good deeds, and physical perfection. Over the thousands of Mesaran became a high-tech monastery whose spiritual power was the equal of any Tibetan or Shoalin temple.

When humans arrived on the scene the Mesarans became concerned because from their earliest encounters humans reacted with fear or awe when

the Mesarans were encountered. Initially the Mesarans considered taking control of the development of humankind by playing the part of being gods, but this plan was found to be too offensive to the sensibilities of the Mesarans. Instead the Mesarans adopted a strategy of observation and subtle manipulation from afar with an eventual plan to reveal their existence to the world when humans had become developed enough to not react in fear. That day has not yet come, and the events of the last century have done little to calm the Mesarans' fears.

With the impending arrival of the alien colony ship the Mesarans have become even more concerned and the first rift has developed in their society. Some favor helping the aliens conquer the Earth and remove the dangerous humans from its surface, while others favor helping the humans develop defenses against the impending alien invasion. While so far these two groups have kept their disagreements to debates and a few scuffles, tempers are rising in Mesaran. Soon the pro-alien faction may take their fight to the humans of the world with or without their fellows' blessing. A small faction of the city has developed recently claiming that the original ship came to Earth capable of fighting against the imminent invasion, although they have no information to back this up.

LOCALE:

Located near the city of Gonder in northern Ethiopia, Mesaran is located over two miles above sea level in a desolate mountain region few enter. Legends of mythical beasts in the mountains are common in the area; some paint the beasts as horrible monsters and others as wise spirit guides. Regardless the region is lightly inhabited and little in the way of mining goes on in the area despite the mineral wealth. Due to the low population level the Mesarans are usually able to walk the mountains surrounding their home without difficulty. The entire city is covered in a cloaking shield that prevents most from finding its location, including shielding from satellites and high-tech scanning equipment. Some discovery of ancient

human fossils in the area have brought a new round of attention to the area, including several research teams from the United States, Canada, and the United Kingdom. The presence of these researchers has put Mesaran on high alert and most trips outside the city have been delayed until these researchers leave. Despite these limitations some Mesarans have been tempted to warn the humans of the impending invasion while others consider kidnapping the humans to interrogate them about the outside world.

INHABITANTS:

The population of Mesaran numbers a little over three thousand, all of whom are directly descended from one of the original two hundred animals infected with the alien retro-virus. The animals affected by the retro-virus could still breed with normal animals and the offspring produced would have the superior intelligence of the Mesaran parent. While many of the inhabitants of Mesaran think that mating with their more primitive cousins is a little disturbing, they have kept the practice to make sure their genetic pool does not turn stagnant. While Mesarans often choose life partners amongst their fellow city dwellers, they are not always of the same species.

There are over two dozen species of animals represented amongst the people of Mesaran, though several more were amongst the original group infected by the retro-virus and have since died off. Most of the remaining Mesarans are mammals (mostly monkeys, large cats, elephants, and rodents), birds, and reptiles. The city is lead by the Mesaran Council of ten elected representatives, most of which are elder members of the community and most are the oldest of their species in the city. The Mesaran Council is currently led by the elephant Suban who believes that the humans should be warned of the imposing invasion, while the opposition is led by the lioness Mela who feels the Mesarans should prepare for the coming alien ship.

Like human cities Mesaran has different social and economic groups, most of which are divided by

species. While the Mesarans spend much time in meditation and considering spiritual matters, they have an innate inability to see different animal species as being equal. To a Mesaran a lemur is a lemur and all lemurs are sneaky and cunning and they will not be convinced otherwise. While humans would probably describe this as racism the Mesarans prefer to think of it as being the way the world really works.

The lower classes of Mesaran, largely made up of rodents, hyenas, and small birds are unofficially led by Dack the lemur who serves as the king of thieves in Mesaran, providing a force of loyal opposition to challenge tradition and the council. While Dack is technically a wanted criminal, the Mesarans value his thought provoking resistance more valuable to the community than placing him in jail.

DACK

Born of a Mesaran mother and a normal lemur father, from a young age Dack seemed different from the other Mesaran children. Due his father being exposed to some unusual radiation near a uranium mine, Dack received a slightly deformed set of chromosomes that made it impossible for him to be completely affected by the alien retro-virus. The result is he did not receive all the inborn knowledge other Mesarans do and does not share the same thought patterns, which have combined to make him quite the rabble-rousers. Having a mindset much closer to that of a human than most Mesarans, causing him to try and change the social order to get his fellow rodents a better life. Most of the Mesarans, including the other rodents, shake their heads and humor him, but this just infuriates Dack because he thinks it means they do not take him seriously. This has led Dack to carry out some unusual actions for a Mesaran, including anti-Council graffiti and political protests. He is going frustrated with his lack of progress and may turn to more extreme methods if things do not change in the future.

While not causing problems Dack works as a sanita-

tion coordinator, but his real occupation is the leader and sole member of the thieves of Mesaran. All the other Mesarans consider thievery a crime and take no part in Dack's activities and for the most part refuse to believe even Dack would stoop to such lows. Having no means to fence or sell what he steals Dack has taken to throwing the items off the mountain, quietly hoping that the humans below will find them and come to investigate. Maybe then the Mesarans will change their ways. Considering the recent influx of researchers this may happen sooner than he expects.

Dack has not concerned himself with the growing conflict between Suban and Mela over what should be done about the approaching alien craft. Dack assumes that eventually Suban will win and there is little need for his involvement. If things turn violent he will stand with Suban, but will mainly aid in covert operations instead of open battle.

Quote: *"Just because I am not a lion does not mean I am not a warrior. Just because I am a elephant it does not mean I am not wise. Just because I am a lemur does not mean I am a thief. Oh, wait..."*

Personality: Alternately a passionate crusader for his people and a pranking trickster, Dack seems to be constantly in conflict with his animal nature. In stealing he has found a way to mix the two, making it his favorite outlet for political statements, even if in the end it isn't very effective. Dack does not understand why the other rodents do not want a better life in Mesaran and is constantly frustrated by the lack of response he gets from his fellow Mesarans. He longs to meet outsiders so he can see how their world functions, particularly those from democratic nations like the United States and the United Kingdom. He hopes that from such individuals he can learn the secrets to democracy and equality so he can spread it to Mesaran, not understanding he has a good grasp as anyone on these ideas. Dack constantly doubts himself and his mission, but does not give up because he knows the rodents deserve better.

Powers & Tactics: Dack prefers to use his inborn lemur talents for thievery rather than battle, avoiding combat because he is not well suited for it. He mainly uses Clinging in order to sneak into buildings by scaling them or to hide on the ceiling out of reach of attackers. Few Mesarans carry ranged weapons, making this a very effective tactic. When forced into a culture he fights with his claws while trying to find an opening to escape. Dack is pretty good at avoiding getting hurt, but cannot inflict much damage and is rather fragile.

Appearance: Dack's heritage is obvious in his appearance. He looks like a four foot tall lemur that stands upright, his long tail usually held up off the ground. Dack's fur is dark brown in color with lighter stripes across his back and tail. The only clothing Dack regularly wears is a pair of black rubber pants from his garbage duties, complete with a cover for his tail. To keep his pants up Dack wears a heavy leather work belt covered in pouches that carry tools and other odds and ends, many of which are secretly his thieving implements.

Campaign Use: While Suban may welcome outsiders and interact with them in an official capacity, Dack is an excellent means to show the heroes the other side of Mesaran. While Suban will admit not all Mesarans are equal, Dack will confront the PCs with direct evidence of this and try to enlist their help against the Mesaran Council. Of all the Mesarans Dack most wants to meet an outsider, especially if they can help him achieve equality for the rodents of Mesaran. Dack may prove one of the more useful contacts for heroes in Mesaran due to his willingness to ignore Council edicts.

Villain Option: Dack is not overly concerned with the conflict between Suban and Mela about how the Mesarans should react to the incoming colony ship, putting him on Mela's side would do much to put him in the role of a villain. In such a position he is likely to be Mela's primary spy against

Suban, using his thieving skills for infiltration. Alternately Dack could take a more forceful hand in changing Mesaran society and take violent action against the Council, possibly kidnapping outsiders and forcing them to help him.

Dack: PL 8; Init +10; Defense 26 (*16 flat-footed*); Spd 30 ft.; Atk +4 melee (+5*L, claws*); SV Dmg +2, Fort +2, Ref +10, Will +4; Str 12, Dex 20, Con 14, Int 14, Wis 18, Cha 16

Skills: Acrobatics +12, Balance +11, Climb +4, Disable Device +4, Escape Artist +12, Hide +12, Move Silently +12, Sleight of Hand +13

Feats: Darkvision, Scent

Powers: Clinging +5 (*Source: Mutation; Cost: 5pp*), Natural Weapons (*Claws*) +4 (*Source: Mutation; Cost: 8pp*), Super Dexterity +5 (*Source: Mutation; Cost: 20pp*)

Weakness: -

Equipment: -

MELA

In the wilds male lions lead prides while females do the hunting and child rearing, but in Mesaran this pattern has been cast aside. Not content to serve the males the female lions of Mesaran have taken the leadership roles amongst their people, all of whom follow the lead of Mela, head of the Mesaran lion prides. Males are treated equally to females for the most part but are rarely allowed positions of leadership. The lions of Mesaran serve as the soldiers and guards of the city, making up over sixty percent of the Mesaran Guard. Due to the lack of crime aside from Dack there are no police in Mesaran and the Mesaran Guard instead concentrates on patrolling the edges of the city to keep it safe from outsiders. Mela serves as the leader of the Mesaran Guard, a position which comes with a seat on the Mesaran Council. She effectively serves as the minister of defense for Mesaran, a role she takes very seriously and she undertakes her duties with great aggression. Mela is

the primary motivating force behind the move to support the imminent alien invasion, which most of the Mesaran Guard favors as well.

Mela herself is the child of a Mesaran mother and father, making her one of the few purebred Mesarans in the city. From a young age she was trained in combat and security, preparing for the day when she would join the Mesaran Guard. When she did join she progressed through the ranks quickly, gaining a reputation as being a determined leader who is a bit more willing than most Mesarans to resort to violence. She was reprimanded several times for using excessive force when dealing with outsiders, but these charges were eventually dropped after significant acts of contrition. Much as Dack does not fit into Mesaran, Mela barely fits in due to her hunger for violence. Mela places no value on human life and thinks the defenses of the city should be improved so any human who comes near is killed outright. Due to this lack of respect for human kind Mela strongly favors aiding the alien colonists due to arrive on Earth in the near future, thinking she would prefer a life in the wipe open spaces of the world rather than being restricted to a single mountain range. Also she would love to partake in the campaign to conquer and destroy the humans as it seems a task worthy of her skills.

Mela has recently begun covert operations to force Mesaran to aid its alien creators. Mela has used Mesaran Guard units to kidnap and kill some of the researchers that have begun working around Mesaran in the hopes of attracting more human attention to the area. Mela thinks this will eventually cause the humans of Earth to discover Mesaran and that this contact will erupt into a conflict between the humans and the Mesarans, forcing the entire city to her way of thinking. These acts of kidnapping and murder break numerous laws of Mesaran and if anyone other than her loyal soldiers knew of them Mela would be in serious trouble, though considering her control of the military punishing her may be difficult without triggering a widespread civil war amongst the people of Mesaran.

One of the options Mela is looking at to eradicate the humans is trying to harvest more of the retro-virus from the spacecraft in the Temple of the Enlightened Sun and use it to transform animals all over the world, creating an army with which she can crush the humans. This plan requires her to get a sample of the retro-virus, which is difficult due to the fact that the ship is in the care of Suban, who opposes her anti-human efforts at every turn. The old elephant may have to be removed if he continues to get in the way of Mela's plans.

Quote: *"I do not think you understand the gravity of your position, or that your doom is imminent."*

Personality: Mela is a natural leader, but she does it more through what she does not say than what she does say. Mela leads through action instead of words and considers length discourse a waste of time. Mela has little interest in persuading people to her point of view, instead preferring to prove them wrong or cow them into obedience. She considers all humans beneath her and little more than cattle, placing her animal ancestors above them importance. Compromise is not something Mela accepts easily, usually only when it is forced down her throat.

Powers & Tactics: Mela prefers to be as close as possible to her enemies, using her high movement rate to quickly close with opponents and engage them with her claws. She often attacks from ambushes and is a careful planner when it comes to meeting the enemy; once battle is joined she tends to leave strategy behind for the thrill of battle. Because of this she often gets separated from her allies and bites off more than she can chew, especially if fighting enemies she does not respect such as humans. Mela does not normally carry ranged weapons and tends to sneer at those who use them, thinking them the tools of weaklings.

Appearance: Mela is a seven foot tall humanoid lioness with golden fur and an unusually short tail, the tip of which was cut off in a battle long ago. Mela wears her Mesaran Guard armor at all times she is in public, on which hang several trophies of

past victories including bones, scalps, and similar items (a practice many of the peaceful Mesarans find very barbaric and more than a little disturbing). A number of scars are present across her body, reminders of her earliest days of combat training.

Campaign Use: In Mesaran Mela is the closest thing there is to a villain. She favors conquering the human world beyond Mesaran in expectation of the arrival of their alien creators and she is willing to commit crimes against her fellow Mesarans to accomplish this goal. Any heroes who enter Mesaran are likely to be framed by Mela for some manner of crime in order to gain support for a declaration of war against the humans. Mela is more than willing to kill any outsiders who enter the city if she even suspects they may be up to no good.

Hero Option: Instead of being a plotting warmonger, Mela is instead the loyal guard captain and protector of Mesaran. She will likely be at the forefront of the war against the alien invaders, including going into the human world to build alliances with the nations of Earth. During such missions she may get wrapped up in local affairs, such as helping heroes combat super-villains that happen to cross her path.

Mela: PL 12; Init +9; Defense 21 (16 flat-footed); Spd 60 ft.; Atk +12 melee (+16L, claws), +13; SV Dmg +6, Fort +4, Ref +7, Will +5; Str 18, Dex 20, Con 18, Int 14, Wis 16, Cha 14

Skills: Bluff +4, Diplomacy +6, Intimidate +10, Survival +7

Feats: All-Out Attack, Blind Fight, Improved Initiative, Iron Will, Leadership, Lightning Reflexes, Power Attack, Scent, Toughness

Powers: Natural Weapons (Claws) +6 (Source: *Mutation*; Cost: 12pp), Super Senses +6 (Source: *Mutation*; Cost: 16pp), Running +6 (Power Stunt: *Super Running*; Source: *Mutation*; Cost: 14pp), Super-Strength +6 (Source: *Mutation*; Cost: 24pp)

Weakness: -

Equipment: Mesaran Guard Armor (Armor +6 (Source: *Super-science*; Cost: 6pp))

IGNAS

Mammals have been the primary animal family in Mesaran for several millennia, outpacing the birds and reptiles in terms of reproduction. While there is no overt discrimination in Mesaran against birds and reptiles, both groups have definitely seen their fortunes sink in recent years. This has caused the birds and reptiles of the city to form a small unofficial community within the city which functions more like a network of contacts than an actual community. Not having the large families and overall numbers of the mammals, the reptiles and birds make connections wherever they can.

Ignas is the leader of the reptile contingent and is the oldest reptile in the city, having lived for over four hundred years. Ignas is descended from crocodiles and spends much of his time in the muddy rivers that have been created to supply the aquatic reptiles with a more pleasant environment. Once Ignas was a firebrand of a leader, always fighting for contact with the humans and an expansion of the area round Mesaran that was used for resource collection. Over time his temper has dulled and he has become corpulent, slowly becoming a politician where he was once a leader. Now a concerned with keeping his position as he is serving the people of Mesaran, Ignas tries to stay in power but do as little work as possible. Thus far his strategy has been successful.

Most of the time Ignas manages to cloak his inactivity in misdirection, empty promises, and passing the buck. Due to a large number of cronies at his beck and call at any time Ignas has managed to avoid taking much blame for his behavior and people are only just beginning to doubt his leadership ability. Operating more like a mob boss than a government official, Ignas' loyal followers have begun trying a new tactic in Mesaran leadership: intimidation. If Ignas cannot keep his position

through hard work he will keep it through fear, and his minions will do the leg work for him. Already Ignas's reptilian thugs have had several clashes with the Mesaran Guard, but this may come to an end soon as Mela and Ignas are coming close to a deal where Ignas will support Mela's calls for war in exchange for the Mesaran Guard leaving Ignas's minions alone. This will leave the smaller citizens of Mesaran vulnerable to extortion and blackmail if the deal goes through.

While Ignas is currently heading down a path of corruption, he has not completely given up on his responsibilities as a council member. Ignas protects his reptile followers fiercely and the birds of Mesaran to a lesser extent. Some idealism remains in Ignas's heart, but it will take some very persuasive arguments to bring him out of his self indulgent slump. Maybe his long desired contact with humans will help stir his soul.

Quote: *"I understand what you want...but what can you give me? I am a council member, not a charity."*

Personality: Slimy and conniving, Ignas is always looking for a way to get ahead and he has little concern for who he hurts along the way, as long as it isn't one of the reptiles of Mesaran. Mesaran is also very paranoid, assuming the mammals of city are out to get him. Because of this Ignas is always surrounded by at least four body guards and rarely leaves his secured grotto for anything besides council business. One of the few things he actually enjoys is researching human culture and he would love to actually meet a real human, but fears with the current limitations on contact with outsiders he will never have the chance before he dies. If some humans proved themselves worthy allies he would likely turn his back on Mela and her plans for world domination.

Powers & Tactics: Despite being much more skilled and powerful than his thugs, Ignas prefers to do his fighting through other people. When attacked he will normally throw thugs at the

problem until it goes away or until he has time to flee, all the while attempting to summon the Mesaran Guard to his defense. If his forces are losing and there seems to be no aid coming Ignas will wade into the front line, seeking to end the fight as quickly as possible with his powerful bite attack. Ignas's hide is hard enough to resist many attacks and that, combined with his hardness, makes him very difficult to injure, something he is very aware. Ignas knows he is not nimble or fast, but tries to make up for these shortcomings with raw power.

Appearance: Ignas is a large humanoid crocodile who would be over fifteen feet long from snout to tail if he laid down flat. He spends most of his time standing upright, making him about seven feet tall. Ignas's skin is dark brown in color and looks badly weathered and very worn, obviously showing the signs of his age. Despite his advanced age Ignas's mouth is filled with shining white teeth, giving him a very fearsome appearance even when smiling. Ignas normally wears his Council robes in public, but while in his grotto he walks around naked and spends most of his time in the water.

Campaign Use: While Ignas may initially appear to be an villain he can be swung back toward the side of heroes by intervention from the PCs, especially if most of them are human beings. Ignas represents a swing vote on the council that the PCs may need to gain the Mesarans' help against the alien invasion. Ignas also provides the PCs with a contact in Mesaran who is noticeably more "human" than the other political leaders, someone who is probably more like people they have dealt with in the past. Also due to Ignas's interest in humans he is likely to seek out any visitors to Mesaran and question them thoroughly about the outside world.

Villain Option: To make Ignas more of a villain turning his interest in humans into something viler than simple curiosity makes him much more villainous. Ignas is interested in making humans slaves to the Mesarans, something he thinks the aliens would approve of. Also Ignas could be used abroad from Mesaran, scouting out the human world

and gathering information, and possibly specimens, to prepare for the coming invasion.

Ignas: PL 13; Init +0; Defense 13 (13 flat-footed); Spd 30 ft.; Atk +10 melee (+17L, bite); SV Dmg +9, Fort +9, Ref +0, Will +9; Str 18, Dex 10, Con 16, Int 20, Wis 16, Cha 18

Skills: Bluff +20, Diplomacy +20, Intimidate +20, Swim +12

Feats: Amphibious, Connected (Flaw: Mesaran Only), Durability, Indomitable Will, Inspire, Iron Will, Leadership, Minions

Powers: Natural Weapon (Teeth) +9 (Source: Mutation; Cost: 18pp), Super-Intelligence +6 (Extras: Super-Charisma, Super-Wisdom; Source: Mutation; Cost: 30pp), Super-Strength +6 (Extras: Protection, Super-Constitution; Source: Mutation; Cost: 48pp)

Weakness: -

Equipment: -

Ignas's Thugs: PL 6; Init +1 ; Defense 16 (15 flat-footed); Spd 30 ft.; Atk +6 melee (+10L, teeth); SV Dmg +8, Fort +6, Ref +1, Will +1; Str18, Dex 12, Con 16, Int 10, Wis 12, Cha 12

Skills: Intimidate +6

Feats: Amphibious, Toughness

Powers: Natural Weapon (Teeth) +6 (Source: Mutation; Cost: 12pp), Super-Strength +3 (Extras: Super-Constitution; Source: Mutation; Cost: 21pp)

Weakness: -

Equipment: -

SUBAN

Other than Ignas, Suban is the oldest of the Mesarans. Master of the Temple of the Enlightened Sun, Suban serves as both the leader of the elephants and the Mesaran Council. Suban also serves as the

spiritual leader of the city, oversee ceremonies at the Temple of the Enlightened Sun. Of all the political figures in Mesaran Suban is the most widely respect and the most active, spending all his time seeing to Council duties or taking care of the Temple. Such is Suban's spiritual dedication that he has developed abilities few other Mesaran's can match, which some think are some manifestation of the retro-virus in an advanced state.

Suban was born a normal elephant but he was exposed to the retro-virus after being brought to the city as a gene donor. Suban managed to escape his captors and snuck into the Temple of the Enlightened Sun, somehow causing the spacecraft to release a new batch of the retro-virus into the surrounding area. Suban is the only member of Mesaran to be affected so and given his strange powers some believe that he received a different retro-virus than the rest of the Mesarans. This caused many of the Mesarans to fear the elephant in his younger days, but with good will and wisdom he has won over most of his opponents. Only amongst the lions are there significant numbers of Mesarans' who oppose Suban, mainly because of the vitriol Mela espouses.

Since his unusual introduction to Mesaran, Suban has spent much of his time in the Temple seeing to its upkeep and repair, eventually becoming the keeper of the temple when the last keeper passed away. This position gave him immense influence over the people of Mesaran, essentially becoming their spiritual leader, and was the event that probably caused his ascension to the Mesaran Council. Suban has always remained a conservative, isolationist voice on the Council that advises peaceful coexistence with the humans and that contact must be put off until the humans are ready. Since the news of the impending alien invasion has arrived Suban has changed his tune and now pushes for making contact with the humans and forming an alliance with them against the invaders, believing that helping the alien conquerors would be an immoral act regardless of whether the aliens are responsible for the retro-virus that created Mesaran. Suban argues regularly in the

Council for permission to seek out human heroes to bring to Mesaran so their secrets may be revealed, but has thus far been thwarted. Suban is very much a creature of his word and will not go against the wishes of the Council unless the fate of the city depends on it.

Despite his desire to not cross the Council, Suban has taken some small actions to simulate human interest in the area, hoping some of the humans will stumble on the city and the existence of Mesaran will be revealed. To this end he has tried to lead humans to the bones researchers have been investigating around the mountain using lights and noises, remaining unseen the whole time. Mesaran also monitors human communications using the devices in the Temple, making a list of people he thinks may be useful to contact in case of an emergency. If the alien colony ship arrives before the Council arrives at a decision Suban is likely to go ahead with his plans and contact human super-heroes in the hopes of gaining their aid against the impending invasion. Also Suban will try and summon help if Mela takes violent action against the Council in order to start her war and Suban will try to warn humans of any impending attack from Mela. Suban is concerned little with his personal safety, instead worrying about the unsuspecting humans beyond his city.

Quote: *"We are all brothers of the soul, despite the skins we wear and we must treat each others as brothers regardless of fur, hide, or feathers."*

Personality: Suban does his best to love everyone, but even he has his faults and bad days. A deeply spiritual being, he prefers a life of quiet contemplation and meditation to public life and excitement, but it seems fate has dealt him a different hand than he would have preferred. Despite this Suban struggles on as best he can to provide effective and wise leadership to his people. Suban has a nearly childlike sense of wonder about the world beyond Mesaran, especially humans and their super-heroes. Suban tries to hide his psionic powers whenever possible, uncomfortable with they attention they attract.

Powers & Tactics: Suban prefers talking to combat and will spend the first few rounds of combat trying to talk his opponents out of violence, unless he is wounded during this time. If Suban is wounded he will use his strength and Telekinesis to try and incapacitate his attackers, preferring to do with as little damage as possible. Suban usually tries to summon the Mesaran Guard when attacked, unless they are the ones doing the attacking. Despite his willingness to use Telekinesis in combat Suban rarely uses his powers at other times, preferring to keep them a secret.

Appearance: Like all the elephant inhabitants of Mesaran, Suban is a ten foot tall humanoid elephant complete with large tusks and a long trunk that he can use with much more dexterity than most of the Mesaran elephants and often uses as a third arm. Suban normally wears his gray Mesaran Council robes, but tends to wear his purple temple robes within the Temple of the Enlightened Sun. Suban always wears a pair of loose burgundy pants held up with a stout belt made of beaded rope. Suban has a star shaped birthmark on the middle of his back and has remarkably little body hair, even for an elephant.

Campaign Use: Suban serves as the best initial contact for PCs visiting Mesaran and a ready ally amongst its people. Suban has the loyalty of man Mesarans and is staunchly against assisting the alien invasion, a combination PCs coming to the city will find very useful. He is also willing to help PCs outside the city, but prefers to do so indirectly and through non-violent means. While Suban is fine with a small group of heroes knowing the location of Mesaran he does not want the world in general to know of it, fearful they will come to try and take the cities advanced technologies.

Villain Option: As a villain Suban is the vile leader of the Mesarans who is working hard to prepare for his alien masters to arrive. Suban will send out Mesaran assault squads to cause chaos and destabilize human civilization, trying to make

it easier for the impending colonization efforts. Working with Mela he systematically works to crush the human race, starting with their so called heroes.

Suban: PL 15; Init +0; Defense 15 (*15 flat-footed*); Spd 30 ft.; Atk +9 melee (+8S, *punch*), +5 ranged (+10S, *energy blast*); SV Dmg +11, Fort +9, Ref +0, Will +15; Str 18, Dex 10, Con 20, Int 18, Wis 20, Cha 16

Skills: Bluff +13, Concentration +13, Diplomacy +15, Sense Motive +15

Feats: Extra Limb (*Trunk*), Inspire, Iron Will, Leadership, Psychic Awareness, See Invisible, Toughness, True Sight

Powers: Growth +4 (*Extras: Permanent, Super-Constitution; Source: Mutation; Cost: 30pp*), Super Wisdom +8 (*Extras: Super-Intelligence, Super Charisma; Source: Training; Cost: 40*), Telekinesis +10 (*Extras: Energy Blast, Force Field, Grapple; Source: Psionic; Cost: 50pp*), Telepathy +10 (*Source: Psionic; Cost: 20pp*),

Weakness: -

Equipment: -

Mesaran Elephant Citizen: PL 8; Init +0; Defense 14 (*14 flat-footed*); Spd 30 ft.; Atk +8 melee (+8S, *punch*); SV Dmg +11, Fort +11, Ref +0, Will +5; Str 18, Dex 10, Con 20, Int 14, Wis 16, Cha 14

Skills: Profession (*Laborer*) +9, Repair +8, Swim +12, Science (*Of choice*) +8

Feats: Endurance, Great Fortitude, Toughness

Powers: Growth +4 (*Extras: Permanent; Super-Constitution; Source: Mutation; Cost: 40pp*)

Weakness: -

Equipment: -

Mesaran Lion Citizen: PL 8; Init +4; Defense 20 (*16 flat-footed*); Spd 30 ft.; Atk +6 melee (+11L,

claws); SV Dmg +5, Fort +5, Ref +4, Will +2; Str 16, Dex 18, Con 16, Int 12, Wis 14, Cha 12

Skills: Survival +4, Spot +8

Feats: Great Fortitude, Scent, Toughness

Powers: Natural Weapons (*Claws*) +4 (*Source: Mutation; Cost: 8pp*), Super Senses +4 (*Source: Mutation; Cost: 8pp*), Super Strength +3 (*Extras: Super Dexterity; Source: Mutation; Cost: 21pp*)

Weakness: -

Equipment: -

Mesaran Monkey Citizen: PL 7; Init + 3; Defense 18 (*15 flat-footed*); Spd 30 ft.; Atk +5 melee (+1S, *punch*); SV Dmg +2, Fort +2, Ref +3, Will +1; Str 12, Dex 16, Con 14, Int 20, Wis 12, Cha 14

Skills: Computers +24, Knowledge (*Of Choice*) +19, Repair +24, Science (*Of Choice*) +19,

Feats: Photographic Memory, Talented (*Computers and Repair*)

Powers: Gadget +7 (*Source: Super-Science; Cost: 7pp*), Super-Intelligence +7 (*Source: Mutation; Cost: 14pp*)

Weakness: -

Equipment: -

Mesaran Rodent Citizen: PL 6; Init +8; Defense 22 (*15 flat-footed*); Spd 30 ft.; Atk +3 melee (+3L, *claws*); SV Dmg +2, Fort +2, Ref +8, Will +2; Str 10, Dex 18, Con 14, Int 14, Wis 12, Cha 10

Skills: Hide +11, Profession (*Of Choice*) +6, Sleight of Hand +14, Spot +5

Feats: Darkvision, Scent

Powers: Clinging +2 (*Source: Mutation; Cost: 2pp*), Natural Weapon (*Teeth*) +3 (*Source: Mutation; Cost: 6pp*), Super-Dexterity +4 (*Source: Mutation; Cost: 16pp*)

Weakness: -

Equipment: -

Features: Animal Quarters, Computer, Communications, Comprehend +15 (*Extras: Affects Others; Source: Super-Science; Cost: 45pp*), Concealed (*the city in general is affected by this*), ESP +15 (*Source: Super-Science; Cost: 30pp*), Force Field +15 (*Extras: Affects Others x3, Area x6, Deflection, Force Attackx2, Force Shaping, Impenetrable, Invisible, Landmark, Mental Shield; Source: Super-Science; Cost: 225pp*), Infirmary, Isolated Location (*the city in general is affected by this*), Laboratory, Library, Non-Detection +15 (*Extras: Affects Occupants, Affects Others, Areax10; Source: Super-Science; Cost: 180pp*), Power Systems, Super-Senses +15 (*Extras: Telescopic Sense; Source: Super-Science; Cost: 45pp*)

Hardness: 15

IMPORTANT ROOMS:

CONTROL ROOM

From the middle floors of the Temple of the Enlightened Sun the whole of the city of Mesaran can be controlled. The cities cloaking field and force field are controlled from this location, as are its sensors. The Council of Mesaran meets in these rooms normally and the control room is staffed by a crew of monkeys and lion guards at all hours. Any Mesaran is allowed into the control room, as is the case with most of the city, but those who enter are watched carefully.

SHIP ROOM

In the lowest level of the Temple of the Enlightened Sun lays the spacecraft that carried the alien retrovirus to earth thousands of years ago. This room is one of the few in the city that are not open to the public. This room is guarded at all times and it is only opened for certain special ceremonies, such as naming newborn children. Technically Suban as master of the Temple is the only person who can order this room opened, but he rarely stands on this

formality. The ship itself is no longer functional and most of it has been disassembled over time as the Mesarans tried to understand its workings. There are a few containers of retro-virus left in the craft, which the Mesarans plan to use in case their population takes an sudden unexpected dive.

ADVENTURE SEEDS:

If the heroes have any scientific or archaeological interest they hear of strange animal skeletons showing up in Ethiopia and stories of strange lights and alien sightings in the vicinity. If the heroes are not interested in checking these events out they can be asked by any number of organizations to investigate the region, stumbling into Mesaran in the process. Now the heroes must navigate the delicate political situation in Mesaran to get out safely.

A colleague of the heroes who was researching the mysterious bones in the mountains of Ethiopia goes missing near Mesaran and the heroes go investigate. They soon find that their colleague has been kidnapped by Mela's minions in order to draw attention to Mesaran in the hopes the humans will provoke the city into war. The heroes must recover their friend without setting off a war between the two groups.

Not content with the decisions of the Mesaran Council, Mela sends a Mesaran Guard strike force into northern Africa to cause trouble and start a war. Suban contacts heroes of the outside world, including the PCs, in the hopes they can stop Mela before she causes too much damage. Not only do the PCs have to stop Mela's minions but the various other super-heroes who don't know what's going on and decide to look for some payback.

SKORPION SKY FORTRESS

The centerpiece of the Skorpion Army arsenal, the Sky Fortress is one of the largest mobile structures in

the world. The size of four aircraft carriers, it is held aloft by a series of anti-gravity projectors that it is thought the Skorpion Army gained from the same alien ship that resulted in most of their more advanced devices. The Sky Fortress has served as the primary field command center of the Skorpion Army for over fifteen years, surviving numerous battles with government forces, super-heroes, and even other super-villains in that time. Many in the Skorpion Army consider the Sky Fortress a good luck charm because it always manages to limp away from a fight no matter the odds.

The Skorpion Army itself was founded twenty years ago by the mysterious Skorpion Commander as a mercenary military force available to any super-villain or Third World despot who had ready cash or was willing to cede some political power to the Skorpion Army in exchange for their assistance. The Skorpion Army's strength came from technology scavenged from an alien ship found in the Antarctic by the Skorpion Commander, from which were developed high power energy weapons, anti-gravity vehicles, and force field projectors. Despite its small size, this advanced technology, all of which is equipped with self destruct mechanisms to keep their secrets safe, has enabled the Skorpion Army to defeat forces many times its own size. For the first few years of their operations they worked mainly in Africa and Southeastern Asia, recruiting and building their power base. This changed ten years ago when they were hired by the super-villain Terrox to defend his base in the South Pacific from a massive attack from both super-heroes and conventional United States military forces. The Skorpion Army held off the attacking forces for over four hours and would have allowed Terrox to carry out his plan of holding the world hostage by controlling the Earth's tectonic plates, but Terrox gave into his immense ego and agreed to fight the Spartan of the Sentinels one on one, a battle Terrox lost. Since then the Skorpion Commander has directed the Skorpion Army into more subtle operations, such as subverting small nations and creating front companies and communities in North America. Now the Skorpion

Commander only works with other super-villains after a lengthy interview process designed to weed out those super-villains without a real drive to win.

With this new directive towards less obvious operations the Skorpion Sky Fortress has rarely been seen in the field, instead serving as the mobile command center of the Skorpion Army. In the rare occasions that the Skorpion Army has taken the field in open combat the Sky Fortress usually provides air support, but over the last few years the Skorpion Commander has become very good at choosing battles his minions can win, so few survive to tell tales of the massive machine. The Sky Fortress has no match amongst the air forces of the world and few super-heroes have vehicles that can best it, but it is a tool the Skorpion Army prefers to keep secret. Every few years Admiral Scarr, the commander of the Sky Fortress, manufactures a story of the Sky Fortress being destroyed or crashing in some distant location that is then fed to various intelligence agencies, keeping everyone guessing if the Sky Fortress really exists. The Skorpion Army prefers keeping the machine a wild card.

While the Sky Fortress has no equal amongst the conventional armies of the world, a group of powerful and determined super-heroes could destroy the massive machine. To avoid this the Skorpion Commander tries to keep the Sky Fortress hidden away in remote areas of the world, preferably those under Skorpion Army control, when it is not in use. Also the Skorpion Commander tries to avoid engaging in missions where super-heroes will be the primary opponents, such as openly attacking targets in the super-hero-rich United States. The Skorpion Commander also minimizes the risk by only working with villains he knows and trusts, which includes such individuals as Lord and Lady Dread. Lastly the Skorpion Commander has worked on recruiting or creating his own cadre of super powered soldiers.

The core members of the Skorpion Army are former military officers who are disgruntled with

the pay, promotion opportunities, or politics of their nation's armed forces. To this group of experienced military officers the Skorpion Commander has added a number of low and mid tier super-villains who have signed on with the Skorpion Army in exchange for extensive equipment and support plus a hefty pay check. Thus far the Skorpion Commander has had a great deal of success turning these third rate villains into an effective fighting force, instilling a sense of camaraderie and teamwork in villains who used to fight each other as much as the super-heroes. In addition to the new recruits the Skorpion Commander has begun a massive program to create his own super powered beings from the already loyal members of the Skorpion Army using drugs, radiation, or whatever else he can get his hands on. The technology from the crashed alien ship that spawned the Skorpion Army has already been used in creating the Claw Armor, a type of heavy power armor now used by the elite soldiers of the Skorpion Army's Claw Armor Platoon.

The Sky Fortress is over two thousand feet long and fifteen hundred feet wide. Its entire surface is armored and the aircraft stored within it use runways that are completely covered. The massive vehicle is equipped with numerous weapon systems and force field projectors. The Sky Fortress is even equipped to travel into space using its anti-gravity drives, but rarely does so. The Fortress is equipped with a number of secondary propulsion and lift systems, including helium balloons and rotors, but these can only slow the craft if the anti-gravity generators fail. Luckily thus far the anti-gravity generators have proven very robust. While the Sky Fortress is a powerful military machine, its real lies in the troops and vehicles it carries. The Sky Fortress carried five thousand soldiers and over one hundred air and ground vehicles.

HISTORY:

The Skorpion Army was born when the Skorpion

Commander, then an unremarkable United States Navy scientist studying the weather and climate of the Antarctic discovered a crashed alien spacecraft under the ice. Before this discovery the Skorpion Commander was a rather timid individual who had few goals in life besides living comfortably. With the discovery of the alien craft this all changed as the Skorpion Commander became dedicated to using the alien technology to make a fortune. Going AWOL from his post and stealing a Navy plane to get the alien craft back to civilization, the Skorpion Commander soon found he was a wanted man in the United States and the high-tech companies he once hoped to sell his discovery too were not interested in dealing with a wanted criminal. Frustrated and feeling betrayed by a country he had served for ten years the Skorpion Commander took the craft and disappeared into Africa, using the technology from the ship to assist various rebel groups in the region in exchange for men, money, and resources. Over a few years he had built both a small army and a good reputation for being the man to see for high tech weapons with few questions asked. During this time Count Haziz, the Turkish weapons dealer, joined the Skorpion Army and helped unravel many of the secrets of the alien technology that had still eluded the Skorpion Commander.

Fifteen years ago, having amassed a sizeable fortune, political influence in a dozen African nations, and an army of several thousand the Skorpion Commander used his resources to build a suitable fortress for his army. Not wanting to be tied to any location that could eventually be discovered and sieged, the Skorpion Commander built a massive flying structure using the anti-gravity technology from the crashed spacecraft. Initially the Sky Fortress was little more than a flying super structure with cargo containers bolted on, over time as his funding and resources increased the Skorpion Commander added armor plating, weapons, and a fleet of vehicles to the Sky Fortress. It spent its first year of operation in Africa destabilizing democracies and helping rebel and tribal rulers. After this successful shakedown run the Sky Fortress made its international debut

attacking the outpost of the South African super-hero team the Chosen and destroying two Archangel installations in western Africa. The Skorpion Army soon gained international fame as a mercenary army for hire and super-villains lined up to acquire the services of the Sky Fortress and its crew. Things went well for several months as numerous super-hero teams were destroyed and military installations obliterated, but then the Skorpion Army suffered a humiliating defeat while in the hire of the villain Terrox. While the Sky Fortress survived the confrontation, it was severely damaged in the battle and spent the next three months undergoing repairs.

Since then the Sky Fortress has been updated with a stealth system, allowing it to operate with less fear of facing a large scale battle. The Sky Fortress has been involved in several large scale military operations since the Terrox debacle, mostly in the hire of dictators or super-villains. Super-hero teams the world over would love to take down the Sky Fortress permanently, but so far none have been able to do so. Recently the Skorpion Commander has grown fed up with serving at the beck and call of others and has begun using his Skorpion Army to forge his own nation in South America, working to destabilize several nations there so he can step in and take control under the guise of restoring order. Thus the Sky Fortress has been seen several times near South America recently, drawing several super-hero teams with a grudge to the region.

LOCALE:

The Sky Fortress has no set locale due to its mobile nature, but it is usually hidden in mountainous regions or on small islands. The Sky Fortress only lands in remote areas unless it is carrying out a military operation. The Sky Fortress never approaches population areas or regions with complete radar coverage, such as the United States, unless absolutely required as part of a mission. Trying to avoid notice, the Sky Fortress usually maintains an altitude of at least fifty thousand feet or less than one thousand feet, trying to fly above or under most radar systems.

Its stealth fields are powerful, but the Skorpion Commander wishes to take no chances. In an emergency the Sky Fortress can be submerged in any suitably large body of water, but this is rarely done as the ship is not built to stay submerged for more than a few hours at most.

INHABITANTS:

The Sky Fortress has a crew of one thousand, one hundred twenty eight individuals, most of whom are gunners, engineers, and security personnel. An additional five thousand soldiers and pilots are on board most of the time, ever ready to charge into battle. While the Skorpion Commander spends much of his time on the Sky Fortress the Fortress is under the direct command of Admiral Scarr, the Skorpion Commander's most trusted officer. The second in command on the Sky Fortress is Count Haziz, the Turkish weapons engineer who is responsible for designing and overseeing the construction of the Sky Fortress. The head of security on the Sky Fortress is the assassin Maelstrom who formerly served as one of the Skorpion Commander's personal bodyguards. The ground forces of the Sky Fortress are led by Brigadier Edward Steel while the Claw Armor Platoon is led by Captain Xaros. .

ADMIRAL MARTIN SCARR

Admiral Scarr was the sixth in a line of Scarr men to reach the title of Admiral in the British Navy. He served with distinction for over thirty years before being court-martialed for killing a fellow officer in an argument over a woman. Scarr's career was quickly destroyed and he was sentenced to execution for his crime, but before the sentence could be carried out the Skorpion Commander broke into the prison Scarr was being kept in and released him on the condition that Scarr serve in the Skorpion Army. Feeling betrayed by his country Scarr agreed to this and became the commander of the Skorpion Commander's first and only naval vessel, a destroyer

called the Black Sun. Over time Scarr proved his worth to the Skorpion army in numerous conflicts, even taking down several members of the Sentinels in one battle in the North Atlantic by hitting them with cruise missiles. For his inventiveness, cunning, and loyalty Scarr was promoted to Admiral and given command of the Sky Fortress as soon as it was air worthy, making him the second most powerful member of the Skorpion Army after the Skorpion Commander.

Since then Admiral Scarr has continued to prove his skill as a commander despite the Skorpion Army often being hired by less than capable parties and the megalomania of the Skorpion Commander. Admiral Scarr in many ways is the rock at the center of the Skorpion Army; if it were not for him the organization would not be nearly as powerful as it is today and the Skorpion Commander would have long ago been assassinated by an ambitious officer. Admiral Scarr could probably take over the organization if he wanted to, but likes his current position and prefers that the already paranoid Skorpion Commander worry about assassins instead of him. His professionalism and competency helps Admiral Scarr get along well with Count Haziz, though the Counts ambitious nature and fondness of schemes annoys Admiral Scarr. The Count leaves Admiral Scarr out of these endeavors for the most part, quickly learning the Admiral had little patience for such efforts. On the other hand Admiral Scarr does not like the assassin Maelstrom, thinking his presence a sign that the Commander does not trust him.

Despite being a member of an organization that props up Third World dictators and regularly attacks civilians, Admiral Scarr is in many ways an old school military officer who prefers to keep civilian casualties to a minimum and treats enemy officers with complete respect. The Admiral has disobeyed the orders of the Skorpion Commander several times regarding treatment of civilians and captured opponents, but thus far his disobedience has been forgotten as soon as the Skorpion Commander needed him in combat. Admiral Scarr considers

himself a gentleman and always keeps his word, but this should not be regarded as a sign of weakness. In combat Admiral Scarr fights to win and will use whatever means necessary to achieve victory.

Quote: *"If you surrender you will be treated as is proper for officers of an opposing nation. If you do not you will be killed and your bodies burnt to dust just to make sure none of you come back from the dead."*

Personality: Polite and professional to a fault, even in the heat of combat Admiral Scarr keeps his composure, always speaking in level and ordered tones. He is very disciplined and runs his ship with ruthless efficiency, expecting all his officers to give their best at all times. Given the less than stellar character of many of the soldiers of the Skorpion Army, many of whom are criminals or deserters, this does not go over well with new recruits but the veterans of the Sky Fortress love the Admiral for the time he spends whipping the crew into shape. The only thing that makes Admiral Scarr angry is ambition getting in the way of good sense, something that often frustrates him with the Skorpion Commander. The Admiral is very loyal to the Skorpion Commander, but is willing to disobey orders in the interest of helping the common good of the Skorpion Army. This attitude has rubbed off on the Skorpion Commander, whose megalomaniacal nature has been reined in over the last few years under the influence of Admiral Scarr. It was Scarr who suggested the implementation of a scanning procedure before taking contracts from super-villains, a practice that has served the Skorpion Army very well. When not on duty Admiral Scarr prefers spending his time reading or target shooting.

Powers & Tactics: While not very effective on his own, while commanding his troops Admiral Scarr is a formidable adversary. Due to the bonuses granted to his minions through Fervor and Command his forces are able to stand up to more powerful forces effectively, especially when

combined with the Armory power of the Sky Fortress. Because of the Henchman extra on Command Admiral Scarr's bonuses apply to the soldiers under his command who are not minions, which is most of the Sky Fortress crew. This means when Admiral Scarr gives the call to battle stations the crew's will is hardened and enemies will have a very hard time affecting the minds of the crew of the Sky Fortress.

When commanding the Sky Fortress in combat Admiral Scarr usually does most of his fighting using the Tarantula fighters that are based out of the Sky Fortress, preferring to keep the Fortress itself out of the thick of combat unless its presence is needed. During such operations Admiral Scarr is always on the bridge directing the battle. If faced in personal combat Admiral Scarr relies on his Skorpion Army laser sidearm and ties to stall his enemies until help can arrive.

Appearance: Admiral Scarr is a handsome man in his early fifties with a full head of graying hair and skin darkly tanned and weathered from many years at sea. His eyes are a pale gray color that gives the impression that he is always looking directly behind the person he is speaking to. Despite shaving every morning his face is nearly always showing a five o'clock shadow, most of which has turned gray as well but some flecks of black hair remain. Admiral Scarr always wears his Skorpion Army uniform in public, which as built in armor plating and ballistic mesh. Always working to set a good example for his troops, Admiral Scarr always keeps himself and his uniform neat and clean, his shoes always buffed to a mirror shine.

Campaign Use: Admiral Scarr is the Skorpion Commander's right hand man and most effective lieutenant and when commanding his forces he can be a fearsome adversary. Admiral Scarr provides an excellent villain to give the PCs a good dose of minion bashing but still make it interesting due to the stat boosts Admiral Scarr's minions receive. The heroes can fight an army of minions, but still have the individual minions provide a challenge.

Also Admiral Scarr provides a voice of reason and an enemy that one can actually talk to amongst the officer crops of the Skorpion Army, most of would rather shoot super heroes than say two words to them.

Hero Option: Instead of the Skorpion Army being a mercenary army bent on power and destruction, it could instead be an unaligned beneficent force made up of soldiers who were sick of the corruption in their homeland's military. In this instance the Skorpion Army would be a group of wandering soldiers looking for a cause to fight, funding their operations from the technology gained from the crashed alien spacecraft the Skorpion Commander found. In such a situation Admiral Scarr serves in much the same position as he does as a villain, only with better ideals.

Alternately the heroes could try and redeem Admiral Scarr as he is the only one of the leadership of the Skorpion Army with a real sense of honor. Over time the PCs could possibly turn him to their side, maybe even helping him stage a mutiny on the Sky Fortress so his soldiers can join the side of good and take their mobile flying city with them.

Admiral Scar: PL 14; Init +4; Defense 19 (15 flat-footed); Spd 30 ft.; Atk +6 melee (+1S, punch), +9 ranged (+12L, laser sidearm); SV Dmg +4, Fort +2, Ref +4, Will +7; Str 12, Dex 18, Con 14, Int 18, Wis 20, Cha 18

Skills: Diplomacy +18, Intimidate +18, Knowledge (Military Tactics) +12

Feats: Aerial Combat, Assessment, Evasion, Improved Initiative, Inspire, Iron Will, Leadership, Minions, Pont Blank Shot, Toughness

Powers: Command +10 (Extras: *Henchmen, Super-Charisma*; Power: *Training*; Cost: 50pp), Fervor +5 (Power Source: *Training*; Cost: 35pp)

Weakness: -

Equipment: Skorpion Army Uniform (Armor +4 (Extras: *Immunity (Suffocation, Radiation, Pressure,*

Cold); Feats (All with Device flaw): Radio Broadcast, Radio Hearing, Ultra Hearing, Darkvision; Power Source: *Super-Science*; Cost: 12pp), Laser Sidearm (Weapon +12 (Power Source: *Super-Science*; Cost: 12pp)

CAPTAIN JEBEDIAH XAROS

Unlike most of the other officers of the Skorpion Army Captain Xaros had no previous military experience before joining the Skorpion Army. A childhood prodigy in the fields of robotics and computer programming, he was recruited by one of the Skorpion Army's front companies to serve as a researcher to help unlock more of the secrets of the crashed alien spacecraft. Xaros figured out in short order that he was not working for a normal research firm and with some snooping discovered the Skorpion Army backed his company. Instead of going to the authorities Xaros saw this as an opportunity to conduct research without all the annoying guidelines created by working within the laws, such as limitations on human testing. Xaros confronted his employers directly and after proving his loyalty by executing a spy CIA spy within the company he was transferred out of the research front company and to the core of the Skorpion Army's Scientific Division.

Here Xaros excelled for several years, but grew bored with day after day of research and experiments. To this end he started a side project of his own that would eventually become the Claw Armor, hoping that such a piece of equipment would allow him to see some action in the field despite his lack of military training. Before he could really give the suit a test run the facility he was building it at was attacked by a group of super-heroes led by the Earth Guard. Using the Claw Armor prototype Xaros was able to hold off several of the Earth Guard long enough for the buildings self destruct to be activated and allowed most of the staff to escape. After escaping himself Xaros promoted by the Skorpion

Commander for his performance and given a large research budget to develop more suits of Claw Armor with the promise that Xaros would be allowed to command the first unit of Claw Armor troops to enter the field.

Four years later Xaros is now the commander of the Claw Armor Platoon, made up of twenty eight individuals all equipped with the latest model of the Claw Armor. Xaros spends as much time tinkering with the armor as he does leading his troops, leaving many of his duties in the hands of his second in command Lieutenant Richards. Despite this the Claw Armor Platoon is very loyal to Xaros, thinking that he recognizes his shortfalls as a commander and relegating such duties to a more skilled underling while in truth Xaros thinks he is a wonderful commander and that his men need no more attention than he gives them. Xaros is a very effective combat in his suit of Claw Armor, more due to his knowledge of how the suit functions than actual combat ability. Xaros has faded from being the Skorpion Commander's favorite underling now that Brigadier Steel is on the scene so Xaros has been looking for ways to embarrass the Brigadier or get him kicked out of the Skorpion Army completely. Xaros has little interaction with most of the other officers, but considers Admiral Scarr an old coot who is too old fashioned to be an effective leader. The only other member of the senior staff Xaros gets along with is Count Haziz, mainly due to the count's expertise in weapon systems.

Quote: *You can't honestly think your mutant magic mumbo-jumbo can beat something powered by science."*

Personality: Arrogant and self absorbed, Captain Xaros is certain the world revolve around him because with his intelligence, how could it not? Xaros considers everyone around him an idiot and someone to be used to his own ends, even the Skorpion Commander, but has learned to hide these ideas from his superiors in the Skorpion Army as they do not have patience for such uppity behavior. The slack cut Xaros because of his intelligence and

ability has shrunk even more as is star was eclipsed by Brigadier Steel, causing him to curtail some of his more annoying and flamboyant behavior. Xaros is losing some of his arrogance and swagger with each passing day, fearing that sometime soon Maelstrom will be sent to end his career. If he does not manage to get back in the good graces of the Skorpion Commander soon he may consider deserting the Skorpion Army, but leaving the Skorpion Army in anything other than a body bag is difficult at best.

Powers & Tactics: While inside his suit of Claw Armor Xaros is calm, confident, and a capable combatant, but outside of his armor he is a total coward. When faced with violence without his armor to hide behind Xaros tends to plead and whine, begging for his life at every opportunity. Despite this display of cowardice Xaros will take risks to summon help, sounding the alarm on the Sky Fortress as soon as he is able.

When inside his Claw Armor Xaros usually has several of his soldier backing, which he tries to use to his best advantage. Xaros prefers to blast away with his laser cannon instead of entering close combat, but tends to send his men into close quarters combat when he feels threatened to keep the enemy off of him. Xaros knows he is a better shot at range than he is a melee fighter so he tries to play to his strength. Fearful of losing his precious suits Xaros tends to call retreats sooner than the Skorpion Commander of Admiral Scarr would prefer, having little understanding of acceptable losses when it involves his creations. Xaros is perfectly willing to sacrifice men, but not his precious machines.

Appearance: A frail looking man in his late twenties, when outside of his armor Xaros wears loose fitting overalls or slacks and a button up shirt, never really going for the black and red uniforms of the Skorpion Army. Xaros wears a pair of gold rimmed glasses that have cracked lenses, but he keeps them nonetheless because he thinks they are a good luck charm.

The Claw Armor is a humanoid suit of armor seven

feet tall that is covered in armor plating and painted black with red highlights. The armor has a large jetpack mounted on its back and a laser cannon on its right armor. The face plate of the armor is a reflective steel plate, making it impossible to see any of the wearer's features or even tell where he is looking. Xaros has started painting small masks on his armor for each superhero he has defeated in combat, but he has a habit of claiming kills made by his men.

Campaign Use: A named henchman of the Skorpion Commander, Captain Xaros gives the heroes a name and a personality to build a grudge against while taking on dozens of Skorpion Army minions. Xaros makes an excellent reoccurring villain for the PCs to encounter when they face the Skorpion Army and provides a good combat-heavy enemy for low and mid level PCs not yet ready to tangle with Maelstrom. Most of the command staff of the Skorpion Army draw most of their power from their minions, so Captain Xaros can be an exception to that rule and give the PCs a high ranking member of the Skorpion Army to beat on while they work their way up the chain of command.

Also while most of the Skorpion Army officer corps stays close to the Sky Fortress, Captain Xaros and his men often operate alone in the field and can pop up anywhere causing mischief. If the PCs have repeatedly caused problems for the Skorpion Army Captain Xaros is likely to be sent to deal with them before Maelstrom is assigned the job.

Hero Option: Instead of being a willing member of the Skorpion Army Captain Xaros has been kidnapped and forced to join because of threats made to his family. Under these conditions he was forced to design and build the Claw Armor. Eventually his anger overpowered his fear and he began acting like he had decided to be loyal to the Skorpion Army, working his way up their ranks so he could be tray them at the right second and bring the whole structure down. He now waits to make

contact with the right group of super-heroes who have the skills to topple the corrupt mercenary army.

Captain Xaros: PL 11; Init +1; Defense 20 (20 flat-footed); Spd 30 ft.; Atk +5 melee (+8S, punch), +7 ranged (+8L, energy blast); SV Dmg +0, Fort +0, Ref +6, Will +2; Str 10, Dex 12, Con 10, Int 20, Wis 14, Cha 8

Skills: Computers +17, Craft (Power Armor) +18, Pilot +8, Repair +17, Science (Physics) +17

Feats: Aerial Combat, Attack Focus (Energy Blast), Point Blank Shot

Powers: Super Intelligence +10 (Source: Training; Cost: 20pp)

Weakness: -

Equipment: Claw Armor (Armor +8 (Extras: Combat Sense +6, Super Strength, Super Dexterity +5, Energy Blast (Laser), Flight, Immunity (Disease, Energy (Heat, Cold, Radiation), Suffocation, Poison, Pressure, Suffocation), Super Flight; Power Stunts: Paralysis, Snare; Feats (With Device Flaw): Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 91pp),

Xaros's Claw Armor is slightly different than normal due to the fact he is a better pilot than most of the Claw Armor soldiers. Below are the stats for most of the Claw Armor soldiers, which may benefit from the Skorpion Commander's or Admiral Scarr's Command and Fervor powers at the gamemaster's discretion.

Claw Armor Soldier: PL 9; Init +3; Defense 17 (14 flat-footed); Spd 30 ft.; Atk +9 melee (+11S, punch), +9 ranged (+8L, energy blast); SV Dmg +3, Fort +3, Ref +3, Will +2; Str 16, Dex 16, Con 16, Int 12, Wis 14, Cha 10

Skills: Profession (Soldier) +6, Spot +6, Survival +3

Feats: Aerial Combat, Point Blank Shot, Rapid

Shot

Powers: -

Weakness: -

Equipment: Claw Armor (Armor +8 (Extras: Super Strength, Energy Blast (Laser), Flight, Immunity (Disease, Energy (Heat, Cold, Radiation), Suffocation, Poison, Pressure, Suffocation), Super Flight; Power Stunts: Paralysis, Snare; Feats (With Device Flaw): Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 70 pp),

BRIGADIER EDWARD STEEL

One of the newer members of the Skorpion Army officer corps, Brigadier Steel has quickly proved his worth and earned a series of quick promotions. Originally a member of the United States Army, after leaving the Army he was hired by the CIA to take part in covert operations that required a bit of muscle to complete. While on a intelligence gathering mission in the Middle East, Steel was given permission from his superiors to capture and torture civilians in order to get information out of them, which he did in short order. Shortly thereafter reports of the torture reached the Senate Intelligence Oversight Committee through unknown channels and Steel was quickly written off by his superiors and all records of his orders were destroyed, laying the blame squarely on Steel for the entire incident. On assignment in North Korea at the time, when Steel was recovered from the field he was arrested immediately. He managed to overcome the troops sent to bring him in and escape, becoming a mercenary soldier available to whomever would pay his fee.

After a few short months of guarding politics and helping mine blood diamonds in Africa Steel was hired by the Skorpion Army to serve in one of the prototype Claw Armor units. Steel distinguished himself quickly as a leader and a competent strategist, earning him command of the first Claw Armor platoon to enter active duty. While in command of

this unit Steel helped fight of an attack from the Science Soldiers against the Sky Fortress in order to recover a kidnapped member of the Science Soldiers, N5. During the attack Steel personally saved the Skorpion Commander from being captured by Jack Steel (who it turns out is Edward Steel's uncle) and the Ricochet Rocketeer. This got Edward Steel a promotion to Brigadier and command of all the ground forces on board the Sky Fortress, which number several thousand.

Since his promotion Steel has spent his time whipping the troops into shape and training the min every conceivable environment the Sky Fortress can reach, including space maneuvers like boarding other spacecraft. Steel has concentrated his efforts on urban and space environments, thinking the battles of the future will likely be fought in one of these two places. Steel's quick promotion has angered some of the other long time officers in the Skorpion Army and the men do not care for him overly much either. While Admiral Scarr treats his men with harsh but fair discipline, Brigadier Steel seems more like a masochist who enjoys tormenting his men. Steel has little concern for his men and simply sees them as tools to use in order to meet objectives, but he sees most of humanity that way. Steel may evolve into a good commander given time, but the men under is command may not have that long. The main reason Steel has not already been removed from command is because he is the Skorpion Commander's current golden boy who can do no wrong, but as soon as a new favorite appears Steel is in trouble. The Brigadier has come to realize this and has begun rooting out any possible rivals from his troops, demoting them and running them out of the Skorpion Army when possible. This has left him with an officer corps of incompetent yes-men, something that will likely come into view in the Skorpion Army's next major engagement. Admiral Scarr detests Brigadier steel, thinking him a simple thug in a uniform and looks forward to the day he can be thrown off the Sky Fortress. Maelstrom also does not like Scarr, feeling he is a waste of the Skorpion Army's resources.

Quote: "Kill them all and burn their bodies. We don't have time to play nice with civilians."

Personality: Edward Steel joined the armed forces so he could hurt people in some way that was generally thought of as being acceptable. Intelligent enough to fake his way through most psych tests, he thought he had found his perfect job as a CIA killer, but now he feels his true calling is as an officer in the Skorpion Army. Steel is pushy and arrogant, especially with his soldiers, but is completely cool in combat and usually can come up with a good plan of action. If he instilled any loyalty in his troops this would make him a good leader, but most of his troops have thought at least once about pushing him off the deck of the Sky Fortress and claiming it was a gust of wind. Steel prefers being told he is right more than being told what is the truth, leading to his being largely unable to take criticism constructively and a stubborn refusal to change his plans once his course is set.

Powers & Tactics: Despite being a leader of several thousand soldiers and having at his command dozens of attack craft, Brigadier Steel likes getting his hands dirty. Something of a holdover from his days as a CIA hit man, he prefers carrying out assassination missions personally. His preferred methods are using his laser rifle at extreme range or getting up close and using his energy knife. Brigadier Steel always loves being in the middle of battle alongside his troops, but this often hampers his ability to give orders and get a complete view of what is happening on the battlefield. Steel jumps at any opportunity to face super-powered individuals in combat, always eager to prove his mettle against so called heroes. While Steel will use vehicles when appropriate, he prefers to ride in the open sitting in an open hatch firing at any enemy that presents themselves rather than be cooped up in the claustrophobic interior of an armored vehicle.

Appearance: A hale and hearty man in his mid thirties, Brigadier Steel always wears either his dress uniform or his Skorpion Army combat uniform. He has had both uniforms custom tailored to fit him

tightly to show off his physique. He always carries his energy knife with him on his belt, but deactivated it looks like little more than a cell phone or PDA. He carries his laser rifle whenever he wears his combat uniform, usually a sign he is expecting trouble. Steel needs reading glasses, but refuses to wear them in public and instead carries them in his pockets and only puts them on discreetly when he has too.

Campaign Use: Like Captain Xaros, Brigadier Steel provides an excellent mid and low level enemy within the Skorpion Army for the PCs to face. He relies on minions more so than Captain Xaros, but his minions have no special stat boosts from his leadership, making them noticeably weaker than those under the command of the Skorpion Commander or Admiral Scarr. While Brigadier Steel works closely with his troops when expecting a large scale confrontation, he prefers doing things alone, meaning he may ambush the PCs alone if he thinks he can set up an effective trap.

Hero Option: Instead of being a member of the Skorpion Army Brigadier Steel could instead still be a member of the CIA doing something a little more benevolent than assassinating people, such as acting as a body guard. Alternately if the Skorpion Army itself is not a villainous organization he could still serve as the ground commander, though giving him more leadership abilities may help with this since he is unlikely to be such masochistic leader.

Brigadier Edward Steel: PL 12; Init +8; Defense 22 (22 *flat-footed*); Spd 30 ft.; Atk +12 melee (+16*L*, *energy knife*), +12 ranged (+12*L*, *laser sidearm*); SV Dmg +6, Fort +6, Ref +6, Will +4; Str 18, Dex 18, Con 18, Int 12, Wis 14, Cha 12

Skills: Drive +10, Gather Information +8, Intimidate +9, Knowledge (*Military Tactics*) +5, Pilot +10, Repair +5, Sense Motive +4

Feats: Accurate Attack, All-Out Attack, Blind Fight, Dodge, Expertise, Great Fortitude, Improved Initiative, Instant Stand, Lightning Reflexes,

Minions, Move-By Attack, Point Blank Shot, Power Attack, Precise Shot, Quick Draw, Rapid Shot, Toughness, Track

Powers: Combat Sense +4 (*Source: Training*; *Cost: 4pp*)

Weakness: -

Equipment: Laser Rifle (*Weapon +12 (Power Stunt: Penetrating Attack; Source: Super-Science; Cost: 14pp)*), Combat Uniform (*Armor +6 (Feats (All with Device flaw): Darkvision, Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 9pp)*), Energy Sword (*Weapon +12 (Power Stunts: Penetrating Attack; Source: Super Science; Cost: 15pp)*)

COUNT HAZIZ

Count Abdur Haziz comes from a long line of Turkish merchants that claim to date back to the Crusades, selling weapons and armor to both Christians and Muslims. His family has remained in the weapons trade ever since, selling weapons to Napoleon, Hitler, and Stalin in their days. The wealth gained allowed the family to purchase lands in Turkey, claiming noble title through the ownership of their immense estates and supporting the various governments to come through Turkey to make sure their claims were not disputed. The Haziz family has managed to avoid becoming wrapped up in the conflicts their clients are involved in, but to secure against disgruntled clients coming after them they created a small but well trained and dedicated cadre of bodyguards, all of which are chosen from the elite military forces of Europe. For centuries the Haziz family was content making their wealth separate from their client interests, but Abdur Haziz changed all that.

With the change of warfare in the 20th century conflicts became not battles between nations but battles between ethnic and religious groups, few of which the Haziz family felt comfortable dealing with. In the face of shrinking sales and increasing

pressure from some nations to stop selling arms to some of their biggest clients such as Iran, the new head of the Haziz family, Abdur Haziz, made a bold move that changed the history of the family forever. After hearing of the alien technology found by the Skorpion Commander, Count Abdur Haziz contacted the Skorpion Commander about forming an alliance; Count Haziz would allow the Skorpion Commander access to his family's resources and technical expertise in exchange for sharing in whatever secrets the technology reveals. The two formed an unsteady if profitable relationship and Count Haziz constructed a number of facilities away from his family holdings to avoid suspicion, creating a network of bases that would later serve as the core of the Skorpion Army. After the Skorpion Commander began his military operations Count Haziz became the primary supplier for the Skorpion Army, not realizing that this would tie him inextricably to the Skorpion Commander and his fate. When the Skorpion Army began developing its reputation as a military power it soon became apparent that its weapons were mostly coming from the Haziz family, which led to many nations condemning the Haziz family for dealing with such a lawless group and canceling their contracts. Also most of the family's land in Turkey was seized, but most of their valuable assets and fortune has been evacuated to their other bases around the world. Count Haziz did not foresee this turn of events, but now feels the only way he can restore his family fortunes is to tie himself completely to the Skorpion Army, hoping that as it finds success so will he.

Since making this decision Count Haziz has become one of the core members of the Skorpion Army leadership due to his intelligence, charisma, and technical expertise. Count Haziz designed the Sky Fortress and knows its working better than anyone else, making him a valuable asset to the Skorpion Commander. Count Haziz has occasionally challenged the Skorpion Commander for leadership of the Skorpion Army, but has thus far not

succeeded. Luckily for Count Haziz his technical knowledge and contacts make him too useful to kill outright, so for now he is safe despite his mutinous past. All of the officers of the Skorpion Army are just waiting though for him to make another grab for power.

Quote: *"You cannot refuse to sell us arms. As of this morning I purchased a controlling interest in your company. You are going to sell us everything we ask for, at cost."*

Personality: Count Haziz is a thoroughly professional scientist and salesman who is easily blinded by large amounts of money. His greed for both money and power knows few limits, but he has become cognizant of this flaw since losing his home after helping the Skorpion Army. He has tried to combat his greedy nature, but only with limited success, hence is continued attempts to take control of the Skorpion Army. In addition Count Haziz is extremely paranoid and trusts very few people. Amongst the senior staff of the Skorpion Army he only trusts Admiral Scarr because he knows exactly where Scarr's loyalties lay and Scarr, at his heart, is very predictable. Despite these flaws Count Haziz is a savvy business man, very knowledgeable in the world of high finance and international weapons sealers. He knows almost every major arms dealer on every continent and more than a few government officials from his past as a gun runner.

Powers & Tactics: Count Haziz is confident any violent situation can be defused with sufficient diplomacy, cunning, and bribery. He will try and persuade any attackers that leaving him alone is more profitable in the long run, even amidst a hail of bullets. Count Haziz does not cow easily and faces certain death with little interest, sure that somehow he can talk his way out of trouble. If for some reason he cannot talk his way out of trouble or is faced with enemies that do not respond to conversation, such as robots, he pulls out his experimental plasma pistol and gets to blasting. Count Haziz always wears outfits made out of special high-tech materials that make his clothes the equal in protec-

tion of a suit of power armor.

Appearance: Count Haziz is a man of mixed heritage, carrying Arabic, Turkish, Russian, and Serbian blood. His features and hair are dark, though his hair is starting to turn gray. Count Haziz looks to be in his mid thirties, but in reality is closer to fifty years of age. Remarkably fit for his age, Count Haziz always wears expensive clothes appropriate to the situation, but favors Italian suits given the option. Count Haziz is a social chameleon who can easily blend in with almost any crowd of people. At all Count Haziz wears a complex hood/face mask combination that is a hereditary costume of his family from back when they had to hide their faces when selling weapons to protect their identities.

Campaign Use: The top mover and shaker of the Skorpion Army behind the Skorpion Commander, Count Haziz provides both another enemy in the Skorpion army for the heroes to best but also a voice of dissension amongst the ranks of the Skorpion Army. Count Haziz regularly plots to overthrow the Skorpion Commander and is more than willing to pull outside parties into his struggles. If the heroes are ever captured by the Skorpion Army, Count Haziz may very well offer them a shot at freedom in exchange for them helping Count Haziz overthrow the Skorpion Commander. Of course if any of these plans go awry the PCs will be left holding the bag and Count Haziz will deny everything.

Hero Option: As a hero Count Haziz works well as a shady contact that heroes can turn to for information on what super-villains are buying what doomsday weapons these days. Sure, he sells weapons to the bad guys, but everyone got to make a living. A rogue and a scoundrel, he can be an invaluable asset in hunting down super weapons as long as the PCs convince him its in his best interest.

Count Haziz: PL 15; Init +3; Defense 19 (16 flat-footed); Spd 30 ft.; Atk +6 melee (+1S, punch), +8 ranged (+14L, plasma pistol); SV Dmg +1, Fort +1, Ref +5, Will +15; Str 12, Dex 16, Con 12, Int 20, Wis 16, Cha 18

Skills: Bluff +14, Diplomacy +16, Gather Information +14, Intimidate +14, Sense Motive +14, Repair +15, Science (*Alien Tech*) +15, Science (*Weaponry*) +17,

Feats: Connected, Iron Will, Lightning Reflexes

Powers: Gadgets +14 (*Source: Super-Science; Cost: 14pp*), Super-Intelligence +8 (*Extra: Super Wisdom, Super-Charisma; Source: Training; Cost: 34pp*), Super Science +8 (*Source: Super-Science; Cost: 48pp*)

Weakness: -

Equipment: Armored Clothes (*Armor +10 (Extras: Subtle; Source: Super-Science; Cost: 20pp)*), Plasma Pistol (*Weapon +14 (Source: Super-Science; Cost: 14pp)*),

MAELSTROM

Few know much about the assassin Maelstrom. Even the other senior officers of the Skorpion Army only know that he has loyally served the Skorpion Commander as a body guard, assassin, and security chief for ten years, slaying countless enemies of the Skorpion Commander in that time. No one has seen Maelstrom with his mask off, making even his ethnicity unknown. The Skorpion Commander has done nothing to dispel this lingering mystery around his prime assassin, feeling that it helps increase Maelstrom's mystique and the terror he causes. While everyone has their theories, so far no one has even come close to the truth.

Maelstrom was created ten years ago using genetic engineer technology take from the ship buried beneath the Antarctic ice. The ship was an earlier version of the same ship that created the people of Mesaran, but this version was supposed to introduce genetically engineered creatures into the Earth's ecosystem that could dominate the world and prepare it for eventual colonization. Unfortunately the ship crashed in the Antarctic and the genetic material carried in it was never successfully released. This

material and technology was later used by the Skorpion Commander to create Maelstrom and eventually to instill powers into members of the Skorpion Venom Strike Force. Unfortunately while Maelstrom is the most successful product of this technology so far, many soldiers have lost their lives to terrible, life ending mutations while under going genetic therapy to gain powers and join the Venom Strike Force. Despite these setbacks the genetic manipulations continue, the Skorpion Commander finding the losses acceptable. The Skorpion Commander hopes to be able to master the genetic engineering technology in the next few years and make an army of Maelstroms.

Maelstrom himself is almost an automaton with little independent thought besides cunning used to carry out his missions. Maelstrom was created as a blank slate able to pick up any type of training with amazing speed, but he has no real opinions, emotions, or thoughts of his own. Instead he simply takes whatever the opinions of the Skorpion Commander are as his own. Maelstrom does not have the capacity to feel emotions as strongly as normal humans, making him the perfect cold hearted killing machine. This makes him a good body guard and assassin, but his performance as head of security on the Sky Fortress has not been stellar. The Skorpion Commander hoped that exposure to a command situation would prepare Maelstrom for training the next generation of genetic creations, but so far the experiment has not been very successful. Maelstrom spends most of his days patrolling the Sky Fortress making sure everything is secure personally, not comfortable giving orders to others. He is a follower, not a leader. Only when assigned an assassination mission does he show any real signs of independent thought or creativity, and he seems to enjoy such assignments immensely.

Quote: "Stop or die."

Personality: Maelstrom doesn't have much of a personality to speak of. He rarely talks, even when spoken to, and follows the Skorpion Commander's orders without question or comment. Other officers

who try to engage him in conversation usually receive a blank stare in response. Maelstrom is curious about how things work, such as machines or computers, but prefers to figure these things out on his own rather than be shown by others. Given the choice Maelstrom would probably prefer to not have to interact with human beings at all.

Powers & Tactics: Confident of his combat abilities, Maelstrom prefers to engage in close combat with as many enemies as possible as quickly as possible. Armed with his energy sword he can do a substantial amount of damage against most opponents and uses his plasma shuriken for ranged opponents. If faced with overwhelming force Maelstrom will retreat and snipe at his enemies from behind cover, using the Blending power of his armor to disappear quickly after attacking. Maelstrom does not have much variety in his attack options, so if they do not succeed after repeated attempts he will try and contact the Skorpion Commander to arrange some other type of weaponry.

Appearance: Maelstrom always wears a suit of Skorpion Infiltration Armor, which is similar in appearance to a wetsuit with armor plating attached. The Infiltration Armor covers Maelstrom's face completely and hides most of his distinguishing features. Most suits of Infiltration Armor are the standard colors of the Skorpion Army, black and red, but Maelstrom's suit is almost completely gray. The suit is always in the highest state of repair and never has dirt on it besides the occasional blood splatter. Beneath this suit of armor Maelstrom looks like a very normal, nondescript person who most people would probably describe as goofy or mousey looking. This lack of a fearsome appearance is the reason that the Skorpion Commander keeps him covered up all the time and even starts rumors about how horribly disfigured Maelstrom is under his mask.

Campaign Use: Of the more powerful members of the senior members of the Skorpion Army, Maelstrom is the most directly combative. He can

provide an excellent direct threat for PCs who are tired of hacking through Skorpion Army minions, especially if the PCs have attracted the notice of the Skorpion Army in an unfavorable way. Also if the heroes storm the Sky Fortress Maelstrom is likely to be the biggest direct threat amongst the NPCs on board.

Hero Option: Instead of becoming the Skorpion Commanders pet killing machine Maelstrom throws off his programming and breaks away from the Skorpion Army, becoming a super-hero who spends much of his time trying to take down the Skorpion Army. In such a case Maelstrom would provide an excellent ally to PCs fighting the Skorpion army, able to supply PCs with base locations, information on their technology, and strategies commonly used by the Skorpion army. Heroes who ally with Maelstrom will probably have to spend a lot of effort keeping him alive because the Skorpion Commander would not take his desertion lightly.

Maelstrom: PL 16; Init +11; Defense 31 (31 flat-footed); Spd 30 ft.; Atk +17 melee (+21L, energy sword), +18 ranged (+16L, plasma shuriken); SV Dmg +11, Fort +11, Ref +11, Will +2; Str 18, Dex 20, Con 20, Int 12, Wis 14, Cha 4

Skills: Hide +13, Move Silently +13

Feats: All Around Sight, Darkvision, See Invisibility, True Sight, Ultra-Hearing

Powers: Regeneration +10 (Source: Alien; Cost: 20pp), Super Strength +6 (Extras: Combat Sense +11, Super-Constitution, Super-Dexterity; Power Source: Alien; Cost: 71pp)

Weakness: Disturbing, Unusual Metabolism (Special nutritional paste)

Equipment: Skorpion Infiltration Uniform (Armor +10 (Extras: Blending, Mental Protection; Source: Super-Science; Cost: 40pp)), Energy Sword (Weapon +10 (Source: Super Science; Cost: 10pp)), Plasma Shuriken (Weapon +16 (Power

Stunt: Snare; Source: Super-Science; Cost: 18pp))

MR. GRIM, LEADER OF THE SKORPION ARMY'S VENOM STRIKE FORCE

Mr. Grim was considered by most super-heroes and super-villains to be, at best, a B-grade villain who got lucky once in taking down Center of the Sentinels and never let anyone forget it for years, despite rarely winning a battle since. Mr. Grim went from being a super-villain to working as a henchmen for other super-villains, eventually being demoted to little more than a henchman or minion such was his success record. Now after signing on with the Skorpion Army Mr. Grim has been reequipped, received new training, and has become a force to be reckoned with. Under his command the Venom Strike Force even beat the Earth Guard and Mr. Grim has gone from being a joke to being a fearsome foe respected in the villain community for his professionalism and proficiency.

Mr. Grim's powers came from feasting on the remains of an ancient dead god who Mr. Grim had discovered in the Rocky Mountains fifteen years ago. The ancient god, his name long forgotten from the minds of mortal man, died from lack of worshippers after the rise of other faiths that attracted followers more easily than a pantheon led by a bitter and angry god of death. Mr. Grim found the body quite by accident while on a camping trip, and at the time it looked like little more than an animal that had been messily slain recently and left in the open. Mr. Grim, then known as Jeremy Stevens, camped near the pile of fetid meat, not stopping to think that a pile of meat may attract wild animals to the area. In the middle of the night Jeremy awoke to find himself eating the disgusting meat with his bare hands, his face covered in blood and gore. Several wolves watched from nearby, growling but Jeremy paid them on heed until they leapt to the attack. In the panic and anger that followed Jeremy Stevens was forever

lost and replaced by the dark and angry Mr. Grim, a some last fragment of a god long dead.

Mr. Grim had trouble escaping the mountains he was born in due to the interference of a local nature spirit Uresla, the same spirit who sent the wolves to try and kill Mr. Grim before he had tasted the dead god's flesh. Eventually Mr. Grim escaped after killing Uresla and set about the task of restoring worship to the dead god, but reviving ancient religions require money and resources. Also after viewing the celebrity given on criminals and super-villains in the modern world Mr. Grim quickly decided the best way to revive his dark master was become a super-villain. He would steal the resources to necessary to create the Church of the Fallen Patriarch while using his fame as a super-villain to bring the easily influenced into his new cult. Unfortunately Mr. Grim found being a super-villain more difficult that he had initially thought and after an initial success after the Sentinels he continued to be beaten time again until he was even defeated by I-Team. Mr. Grim was on the verge of sacrificing himself to return his mystic powers to his dark god master, but then received an offer from the Skorpion Army to join their new super-villain unit. Having few other options Mr. Grim agreed quickly and was whisked away to a Skorpion Army training center.

A year later Mr. Grim reappeared on the super-villain scene with a new costume, new gadgets, new confidence, teammates, and having left the dead god of the mountains behind him. Now Mr. Grim serve only his own wallet and the Skorpion Army, tired of chasing after the desires of some being from the dawn of human history. This decision does not seem to have impacted Mr. Grim's powers at all and thanks to the Skorpion Army's training Mr. Grim as much better control of his powers than he ever did previously. That, combined with a number of high-tech devices, has turned Mr. Grim into a super-villain worthy of respect. Under his direction the Venom Strike Force has had a good success rate against super-heroes which is by no means perfect but is good enough that many other villain teams would be

envious of their achievements.

Quote: “No, you mistake one who was once a fool for I, who is a god incarnate gifted with powers of science. You cannot best me.”

Personality: On the surface Mr. Grim is a confident and professional individual who rarely gives into ego or grandstanding, preferring to get the mission accomplished and get out before any heroes show up to ruin the operation. Underneath this he has deep seated self esteem issues due to his past failures and he is concerned that he will fail a mission and return to his old losing ways. This side of Mr. Grim's personality rarely shows through, though if a mission goes seriously wrong he may panic and begin overreacting to everything around him. Mr. Grim has left the dead god behind him completely now, but occasionally feels it tugging at his psyche for him to get back to getting the god new worshippers. Mr. Grim usually responds to this by verbally assaulting the dead god until it stops, but this practice at yelling at nothing has gotten him a reputation of being slightly deranged.

Powers & Tactics: While Mr. Grim used to charge blindly into any combat situation and quickly find himself over his head, now Mr. Grim is much more cautious. When possibly he sends one of his darkness creatures to scout out areas ahead of him and overwhelms any enemies found there with a number of his shadow creatures, avoiding direct combat himself. Mr. Grim prefers to stay in the back of fights away from the front line so he can more easily concentrate on his shadow creatures while also giving orders to the Venom Strike Force. While this initially caused some rumbling among the ranks of the Strike Force, Mr. Grim has proven himself a capable leader and has shown that he is perfectly willing to enter the front lines and blast away with his comrades. Mr. Grim is the most powerful member of the Strike Force and has thus cowed or beat down every attempt to usurp his position. When confronted in close combat Mr. Grim uses the Obscure power of Darkness Mastery to confuse his opponent and then blast away him in the darkness

since Mr. Grim is immune to his own darkness powers.

Appearance: Mr. Grim almost always wears the new suit of body armor the Skorpion Army has given him, rarely showing his face to anyone but the senior officers. This is because Mr. Grim looks like he is a withered husk under his costume, a side effect of his powers. Others find his appearance very disturbing and he generally avoids showing it to allies, but has no problem inflicting his hideous visage on enemies. Mr. Grim's body armor is a heavy Kevlar body suit covered in large ballistic plates, all of which is completely black in color. Mr. Grim has painted a smiling skull on the face plate of his armor's helmet but the suit has no other adornments.

Campaign Use: While the Skorpion army is for the most part a military organization made up of soldiers and officers, most of whom have no special powers beyond that granted by their equipment, Mr. Grim and the Venom Strike Force offer a more stereotypical group of super-villains for heroes to fight. The Venom Strike Force is made up of second string super-villains given an upgrade by the Skorpion Army, all of which are power level 12 or lower. This provides an excellent group of mid level villains for heroes to fight. This is made easier by the fact that the Venom Strike Force carries out special mission for the Skorpion army all over the world, making it easy for them to show up at any time and cause trouble for the PCs.

Hero Option: Instead of turning to the Skorpion Army after his dismal career as a super-villain Mr. Grim instead tried to become a super-hero, figuring if he couldn't beat them he should join them. In such a case he would probably adopt a new, less threatening name and would work hard to keep his past super-villain antics a secret, especially considering it would cause more heroes to laugh at him than fear he may turn on them. Despite his best efforts Mr. Grim's powers are innately creepy so he would have trouble fitting in with most hero groups, finding a home only amongst the most bizarre super-teams.

Mr. Grim: PL 13; Init +4; Defense 18 (16 flat-footed); Spd 30 ft.; Atk +11 melee (+4S, punch), +9 ranged (+13L, darkness energy blast); SV Dmg +9, Fort +7, Ref +4, Will +7; Str 18, Dex 14, Con 20, Int 14, Wis 16, Cha 14

Skills: Intimidate +4, Spot +5, Survival +5

Feats: Immunity (Aging, Exhaustion, Starvation), Iron Will, Leadership, Point Blank Shot, Toughness

Powers: Amazing Save (Will) +2 (Extras: Damage, Fortitude, Reflex; Source: Mystical; Cost: 8pp), Darkness Mastery +13 (Power Stunt: Penetrating Attack, Power Immunity; Extras: Energy Blast, Summoning; Source: Mystical; Cost: 67pp), Fear +8 (Source: Mystical; Cost: 16pp)

Weakness: Disturbing, Susceptible (Holy items of any current religion)

Equipment: Skorpion Army Heavy Combat Armor (Armor +10 (Extras: Immunity (Disease, Energy (Cold, Heat, Magnetic, Radiation, Sonic, Vibration), Poison, Pressure, Suffocation,); Feats (With Device Flaw): Darkvision, Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 23pp), Jet Pack (Flight +10 (Flaws: Device; Source: Super-Science; Cost: 10pp))

Mr. Grim's Shadow Creatures: PL 13; Init + ; Defense 23 (18 flat-footed); Spd 30 ft.; Atk +11 melee (+17L, claws), +12 ranged (+13L, energy blast); SV Dmg +13, Fort +13, Ref +15, Will +3; Str 18, Dex 20, Con 16, Int 8, Wis 16, Cha 6

Skills: Hide +6, Move Silently +6

Feats: Darkvision, Immunity (Aging, Critical Hits, Disease, Exhaustion, Pressure, Starvation, Suffocation)

Powers: Amazing Save (Reflex) +10 (Extras: Damage, Fortitude; Source: Mystical; Cost: 30pp), Energy Blast (Darkness) +13 (Source: Mystical; Cost: 26pp), Incorporeal +13 (Extras: Invisibility; Flaws: Not in direct light; Source: Mystical; Cost:

26pp), Natural Weapons (Claws) +13 (Extras: Paralysis; Source: Mystical; Cost: 39pp),

Weakness: Disturbing

Equipment: -

THE VENOM STRIKE FORCE

The Venom Strike Force is composed of thirty two super-powered individuals who usually operate in four or eight man teams. The ranks of the Venom Strike Force are mostly filled by low tier super-villains recruited by the Skorpion Commander, but an every increasing number are products of the Skorpion Army efforts to instill super-powers in their soldiers. These villains are all power level 12 or lower with most falling in the eight to ten range. Less powerful members tend to get teamed up with more powerful individuals and internal combat is not allowed at all and the punishment is expulsion from the team. Even with this harsh penalty team members do occasionally engage in fights, but rarely does anyone get hurt in these brawls.

The Strike Force is mainly used when the Skorpion Army expects substantial super-powered opposition on a given mission or when the Sky Fortress, where the Venom Strike Force is based, falls under attack. The Strike Force is rarely fielded as a complete unit and instead operates as units, but there are always at least twelve members on the Sky Fortress in case it gets attacked.

Most members of the Venom Strike Force are of super-science, mutation, or mystic origin with super-science being the most common. All members have been assigned equipment from the Skorpion Army to complement their powers, such as jet packs for those without movement powers and armor suits to those who are not naturally damage resistant.

SKORPION

COMMANDER

This NPC was originally presented in Power Corrupts 2 and Power Corrupted and has been updated to match up with the rest of the information on the Skorpion Army.

Outside of the highest levels of the government and the military, the name of the Skorpion Commander was rarely heard for years. The Skorpion Commander and his vast Skorpion Army worked in the shadows of every region of the world. The Skorpion Commander, always seeking power, looked for his prize in unlikely places. Unlike many villains, the Skorpion Commander was interested in small forms of domination as well as grandiose ones. Government operatives have discovered his influence in everything from small brush wars to the overthrow of small nations to the smuggling of arms. Only in the last fifteen years has he come out of hiding in a big way fifteen years ago with the appearance of the Sky Fortress, but after five years of regular operations across the world the Skorpion Commander and his army have returned to the shadows, careful to avoid attracting too much attention.

The Skorpion Commander, his real name long forgotten even to him, began his life as the child of normal middle class parents in a middle class neighborhood in the United States. After attending college and earning a degree in meteorology the Skorpion Commander enlisted in the United States Navy after pressure from his parents to make something of himself. Due to his timid manner and lack of ambition he was posted to all manner of unfavorable locations, from Greenland to the Alaskan wilderness. Eventually he was transferred to a research station in the Antarctic to study weather patterns and global warming. During his short time on the headquarters he discovered an alien spacecraft stuck beneath the ice a few miles from the headquarters. From the depth of the ship, which was not more than twenty feet long, the Skorpion Commander reckoned it had been under the ice for several thousand years and only recently global warming had brought it to the

DEVIL'S WORKSHOP

surface. Using some excavating equipment and a snowcat he managed to dig the ship up and haul it back to the research center where he hid the parts until he could steal a plane and fly back to South America with his new found treasure in tow. Unfortunately word of the Skorpion Commander's actions spread faster than he thought and he was forced into hiding in the Columbian wilderness. It was during these months of hiding that he started researching the remains of the ship but could only grasp the basics of its advanced systems. Then one day while trying open up a previously sealed compartment the Skorpion Commander broke open a container holding a small, slug like organism that showed remarkable dexterity by leaping into the Skorpion Commander's mouth. After a very distressing few minutes, during which the Skorpion Commander could feel the slug crawling around his skull, the slug settled down and the Skorpion Commander suddenly gained a new understanding of the technology he had been working with. This sudden burst of knowledge overrode the Skorpion Commander's concern about the small organism now wandering around his skull and for the next twenty years he barely noticed it taking control of his brain.

From this inauspicious beginning the Skorpion Army began. Recruiting followers from the rebel groups of South America, the Skorpion Commander began his mercenary army. Equipping them with technology from the alien craft, they quickly became a powerful force despite their size and the Skorpion Commander arranged for transport for them to Africa where he thought they could find more work. It was during the following years that the Skorpion Army really exploded due to several contracts working for super-villains, staffing their headquarters and acting as henchmen for hire. It was during this time that Count Haziz joined the cause and help unravel the rest of the technology from the alien spacecraft, opening up a whole new world of possibilities for the Skorpion Army, including anti-gravity drives and force fields. Fifteen years ago the Sky Fortress was built and the Skorpion Army's presence on the world stage was finally assured.

The Skorpion Army has continued since then to have its ups and downs, though no downs were worse than the defeat after aiding Terrox. For the first few years of the Skorpion Army the change in the Skorpion Commander from timid scientist to arrogant warlord was so complete everyone assumed that was how he always was and not the product of some alien parasite. The parasite had over time completely consumed the personality of the Skorpion Commander, a process that was only reversed by the shock of the defeat while in the service of Terrox. That loss was such a shock that the Skorpion Commander's original personality managed to retake control of his mind at least partially, turning from the path of megalomania to one of more cautious conquest. The Skorpion Commander's mind is now a mix of his original mind and the alien organism, desiring world domination but willing to be subtle and patient in attaining it. The change in strategy has thus far been a profitable one, though the two forces in the Skorpion Commander's mind sometimes struggle for power with one sometimes gaining complete control temporarily. Many of the Skorpion Commander's minions fear he is unbalanced or bipolar given his massive mood shifts, but these are merely the products of the alien trying to possess his mind. Unfortunately in all the struggles between the Skorpion Commander's mind and the alien the Skorpion Commander's knowledge of his life before donning the black mask of the Skorpion Commander has been completely lost.

Now the Skorpion Commander leads the Skorpion Army on his mission of world domination, never completely sure if he's in his right mind. The Skorpion Commander does not like having the alien in his head, but he feels he needs it for his plans to come to fruition. Little does he know that the alien is directing his actions to its own ends, which are the either the destruction of mankind to clear the way for its own people to colonize Earth or to infest the human race and make it their slaves.

Quote: "Skorpion Army, sting!"

Personality: While under the influence of the alien

organism The Skorpion Commander is a megalomaniac in the truest sense of the world. He has completely forgotten whatever life he had before donning the mask of the Skorpion Commander, and he never acknowledges he has ever been anything other than the leader of the Skorpion Army. He suffers from gross over-confidence and is also prone to fits of rage if his underlings fail him.

When in his right mind the Skorpion Commander is much less impulsive and thinks problems through before jumping to conclusions. In such situations he rarely is harsh with his senior staff, appearing almost paternal towards them at times. This disparity in behavior causes many of his officers great concern for his mental state.

Powers & Tactics: The Skorpion Commander never fights directly if he can at all avoid it. He normally has four or five escape plans for any given situation, so most opponents only catch a glimpse of him sneaking out a back door. The Skorpion Commander himself is not much of a combatant, and he prefers to let his many minions do work for him. While on the Sky Fortress Maelstrom is never far from the Skorpion Commander's side and is always ready to leap to his aid so the Commander can find a means to escape. Also there are normally a few members of the Claw Armor Platoon and the Venom Strike Force in close proximity of the Commander if not guarding him directly.

Appearance: The Skorpion Commander always wears a black military uniform with red highlights. The only insignia it bears are the symbol of the Skorpion Army, a black Skorpion on a red field, and five red bars on each shoulder that mark his rank. The Skorpion Commander wears a black form-fitting mask to conceal his identity. Physically he seems to be of above-average height and has an athletic build.

Campaign Use: The Skorpion Commander makes an excellent long-term villain who works behind the scenes through his minions. He has great versatility because of his willingness to participate in a number of different power-acquisition strategies. The

Skorpion Army might show up attempting to steal the rare resources being carried on a train during one adventure, while it might secretly fund the rise to power of a petty local mob boss in another adventure. The Skorpion Army will also pursue many different kinds of power sources — alien, mutant, super-science, or even mystical — which makes them an excellent way to introduce new campaign elements to a setting. Permanently removing the Skorpion Commander as a threat will take a great deal of time and effort because he has many hidden bases and hundreds of operatives.

Hero Option: If the Skorpion Army is instead a force for law and order the Skorpion Commander is not a manic world conqueror but a selfless soldier who uses alien technology to try and end wars on Earth by helping the oppressed. In this situation the alien organism is likely to be benevolent in nature as opposed to seeking world domination, but keeping the creature evil does make the Skorpion Commander a compelling tortured hero who is forced to fight evil in his own head daily.

Skorpion Commander: PL 17; Init +3 (*Dex*); Defense 18 (15 *flat-footed*); Spd 30 ft.; Atk +6 melee (+11L *offensive force field*), +8 ranged (+16L, *laser sidearm*); SV Dmg +2, Fort +2, Ref +3, Will +22; Str 12, Dex 16, Con 14, Int 20, Wis 20, Cha 20

Skills: Bluff +17, Diplomacy +17, Intimidate +17, Repair +12, Sense Motive, +9, Science (*Alien Technology*) +14, Science (*Meteorology*) +12

Feats: Assessment, Connected, Headquarters, Indomitable Will, Inspire, Iron Will, Leadership, Minions

Powers: Amazing Save (*Will*) +17 (*Source: Alien; Cost: 17pp*), Command +10 (*Extras: Super-Charisma; Source: Training; Cost: 40pp*), Fervor +5 (*Source: Training; Cost: 35pp*), Gadget +17 (*Source: Super-Science; Cost: 17pp*), Super Intelligence +6 (*Source: Alien; Cost: 12pp*)

Weaknesses: -

Equipment: Skorpion Army Dress Uniform (Armor +6 (Source: Super-Science; Cost: 6pp), Hyper-Laser Sidearm (Weapon +16 (Source: Super-Science; Cost: 16pp), Personal Force Field Projector (Force Field +10 (Extras: Offensive; Flaws: Device; Cost: 10pp)

Headquarters: The Skorpion Commander has spent 6 power points to purchase additional features for the Sky Fortress.

THE SKORPION ARMY

The stats below are for the normal soldiers of the Skorpion Army, such as the crew of the Sky Fortress or the minions of any of the Skorpion Army's senior staff. These soldiers are assumed to be equipped with weapons and armor from the Sky Fortress's armory and their abilities may be boosted by the Fervor or Command powers of Skorpion Army officers as appropriate.

Skorpion Captain: PL 6; Init +2; Defense 15 (13 flat-footed); Spd 30 ft.; Atk +5 melee (+2S, punch), +5 ranged (+10L, laser rifle); SV Dmg +4, Fort +2, Ref +2, Will +1; Str 14, Dex 14, Con 14, Int 12, Wis 12, Cha 13

Skills: Bluff +4, Computers +3, Demolitions +5, Disguise +6, Drive +8, Intimidate +7, Listen +4, Medicine +4, Pilot +7, Survival +4

Feats: Dodge, Evasion, Leadership, Point Blank Shot, Precise Shot, Rapid Shot, Toughness

Powers: -

Equipment: Radio (Feats (With Device Flaw): Radio Hearing, Radio Broadcast – 2pp), Laser Rifle (Weapon +10 (Source: Super-Science; Cost: 10pp)), Skorpion Army Battle Armor (Armor +10 (Source: Super-Science; Cost: 10pp)), Jet Pack (Flight +10 (Flaws: Device; Source: Super-Science; Cost: 10pp))

Skorpion Lieutenant: PL 5; Init +2; Defense 15

(13 flat-footed); Spd 30 ft.; Atk +5 melee (+2S, punch), +5 ranged (+10L, laser rifle); SV Dmg +4, Fort +2, Ref +2, Will +1; Str 14, Dex 14, Con 14, Int 12, Wis 12, Cha 12.

Skills: Bluff +4, Computers +3, Demolitions +5, Disguise +5, Drive +6, Intimidate +6, Listen +3, Medicine +3, Pilot +6, Survival +4

Feats: Dodge, Leadership, Rapid Shot, Point Blank Shot, Toughness

Powers: -

Equipment: Radio (Feats (With Device Flaw): Radio Hearing, Radio Broadcast – 2pp), Laser Rifle (Weapon +10 (Source: Super-Science; Cost: 10pp)), Skorpion Army Battle Armor (Armor +10 (Source: Super-Science; Cost: 10pp)), Jet Pack (Flight +10 (Flaws: Device; Source: Super-Science; Cost: 10pp))

Skorpion Sergeant: PL 4; Init +2; Defense 14 (12 flat-footed); Spd 30 ft.; Atk +4 melee (+2S, punch), +4 ranged (+10L, laser rifle); SV Dmg +4, Fort +2, Ref +2, Will +1; Str 14, Dex 14, Con 14, Int 12, Wis 12, Cha 12.

Skills: Bluff +2, Computers +2, Demolitions +4, Disguise +3, Drive +5, Intimidate +4, Listen +2, Medicine +3, Pilot +5, Survival +3

Feats: Dodge, Leadership, Point Blank Shot, Toughness

Powers: -

Equipment: Radio (Feats (With Device Flaw): Radio Hearing, Radio Broadcast – 2pp), Laser Rifle (Weapon +10 (Source: Super-Science; Cost: 10pp)), Skorpion Army Battle Armor (Armor +10 (Source: Super-Science; Cost: 10pp)), Jet Pack (Flight +10 (Flaws: Device; Source: Super-Science; Cost: 10pp))

Skorpion Corporal: PL 3; Init +2; Defense 13 (11 flat-footed); Spd 30 ft.; Atk +3 melee (+2S, punch), +3 ranged (+10L, laser rifle); SV Dmg +4, Fort +2, Ref +2, Will +0; Str 14, Dex 14, Con 14, Int 12, Wis 10, Cha 10.

Skills: Bluff +1, Demolitions +3, Disguise +1, Drive +5, Intimidate +2, Listen +1, Medicine +1, Pilot +5, Survival +2

Feats: Dodge, Leadership, Point Blank Shot, Toughness

Powers: -

Equipment: Radio (Feats (With Device Flaw): Radio Hearing, Radio Broadcast – 2pp), Laser Rifle (Weapon +10 (Source: Super-Science; Cost: 10pp)), Skorpion Army Battle Armor (Armor +10 (Source: Super-Science; Cost: 10pp)), Jet Pack (Flight +10 (Flaws: Device; Source: Super-Science; Cost: 10pp))

Skorpion Private: PL 2; Init +2; Defense 13 (11 flat-footed); Spd 30 ft.; Atk +3 melee (+2S, punch), +3 ranged (+10L, laser rifle); SV Dmg +4, Fort +2, Ref +2, Will +0; Str 14, Dex 14, Con 14, Int 12, Wis 10, Cha 10.

Skills: Demolitions +2, Drive +4, Intimidate +1, Survival +1

Feats: Toughness

Powers: -

Equipment: Radio (Feats (With Device Flaw): Radio Hearing, Radio Broadcast – 2pp), Laser Rifle (Weapon +10 (Source: Super-Science; Cost: 10pp)), Skorpion Army Battle Armor (Armor +10 (Source: Super-Science; Cost: 10pp)), Jet Pack (Flight +10 (Flaws: Device; Source: Super-Science; Cost: 10pp))

Skorpion Thug: PL 1; Init +1; Defense 11 (10 flat-footed); Spd 30 ft.; Atk +1 (+5*) melee (+1S, punch), +1 (+5*) ranged (+10L, laser rifle); SV Dmg +2, Fort +2, Ref +1, Will +0; Str 13, Dex 12, Con 14, Int 9, Wis 10, Cha 9.

Skills: Drive +3, Listen +1, Pilot +3, Survival +1

Feats: Toughness

Powers: -

Equipment: Radio (Feats (With Device Flaw): Radio Hearing, Radio Broadcast – 2pp), Laser Rifle

(Weapon +10 (Source: Super-Science; Cost: 10pp)), Skorpion Army Battle Armor (Armor +10 (Source: Super-Science; Cost: 10pp)), Jet Pack (Flight +10 (Flaws: Device; Source: Super-Science; Cost: 10pp))

Features: Armory +10 (Extras: Extra Power x2; Source: Super Science; Cost: 52pp), Communications, Computer, Coordinate +17 (Power stunts: Long Link x17, Wide Link x17; Flaws: Device (Radios), Source: Super-Science; Cost: 51pp), Defense System, Emergency Fall System, Energy Blast +17 (Extras: Additional Source x15; Source: Super-Science; Cost: 289pp), Fire Prevention System, Flight +17 (Extras: Super-Flight; Source: Super Science; Cost: 34pp), Force Field +17 (Extras: Immunity (Energy (Cold, Heat, Radiation, Sonic, Vibration, Pressure, Suffocation), Impenetrable, Mental Shield, Offensive; Source: Super-Science; Cost: 85p), Garage, Hangar, Holding Cells, Infirmary, Laboratory, Living Space, Power System, Reinforced Structure, Security System, Self Destruct System, Staff, Workshop, Vehicle Pool +15 (Power Stunts: Additional Vehicle x105, Auto Pilot; Extras: Additional Powerx3; Cost: 210pp)

Hardness: 25

IMPORTANT ROOMS:

COMMAND CENTER:

The command center for the Sky Fortress is located on to of the fortress covered in armor plating and heavily reinforced windows. From here all the systems, weapons, crew, and soldiers of the Sky Fortress can be effectively coordinated using special goggles containing a heads up display that are worn by most members of the Skorpion Army while in combat. These goggles help the wearer by filling in unknown information, such as what is around a corner, by drawing in information provided by other users. The command center is always guarded by several Skorpion Army soldiers, including members of the Venom Strike Force or Claw Armor Platoon. Admiral Scarr and Count Haziz are nearly always

found here while the Sky Fortress is in the field.

ALIEN SHIP STORAGE:

In the bowels of the ship near its center in a region that few people besides engineers go the alien craft that started the Skorpion Army is kept. No one is allowed inside except for the Skorpion Commander, Maelstrom, and Count Haziz, and Count Haziz is not supposed to enter without an escort. Due to the power of the technology in the ship this room is heavily protected. Instead of pulling the ship apart the Skorpion Commander has begun putting it back together in the hopes of getting its faster-than-light drive working, allowing him to take his conquest to other worlds.

POWER CENTER:

The power for the Sky Fortress is generated using anti-matter in a special chamber at the center of the ship. This process is very dangerous and if it were disturbed the entire ship would be destroyed, but due to the heavy shielding on the compartment normal battle damage will not cause such a catastrophic event. Only deliberate action from within the Sky Fortress will cause the anti-matter to destabilize.

MAIN HANGAR:

The main hangar of the Sky Fortress is underneath its nose, opening almost like a mouth on the front of the ship. Within this hangar over eighty aircraft are stored, at least a quarter of which are always ready to launch at a moments notice. The mouth of the hangar is normally protected by the Sky Fortress's force field, and if the force field is down the hangar doors are closed, but this takes at least five rounds to accomplish.

ADVENTURE SEEDS:

The Skorpion Army gets hired by a villain the heroes have defeated to make their lives miserable. The

PCs are hounded by Skorpion soldiers at every turn, including attacking their headquarters if it is known. The PCs best make such activities really unprofitable for the Skorpion Army or take care of the villain before they get overwhelmed by numbers.

The Sky Fortress is damaged in a battle with a super-hero team, but the team is not able to finish it off before they are forced to flee. Having an excellent change to take out the Sky Fortress while it is disabled, the PCs along with other heroes must race against the clock to get to the downed vehicle before it can be repaired.

The Skorpion Army has invaded a small Central American nation, ostensibly at the request of its leadership but few doubt that the Skorpion Commander strong armed his way into the country. The heroes are asked to help evacuate various important personnel from the country before the Skorpion Army can find them and possibly help set up resistance cells to fight the Skorpion Army.

THE LAIR OF THE DREAD BEAST SARTUGHOT

At the creation of the universe there were a number of beings that survived from the world that existed before the Big Bang; creatures of unfathomable powers and dark desires. For billions of years these creatures rampaged through the cosmos, creating and destroying entire races with ease, until their creations rose up against them as one, forming a confederation of planets that spanned thousands of light years, and imprisoned a number of these ancient evils on an uninhabited planet in an unimportant spiral arm of the galaxy. Here these creatures remained for countless years, waiting for a chance to escape their prisons and wreak their unholy vengeance on the creatures that imprisoned them. Unfortunately those races that erected the prisons lost their unity and fell back into dark ages where their former glories were

barely remembered memories. Despite this the ancient evils remained in their prisons, sleeping in a dreamless sleep only disturbed by the occasional mortal mind that wandered close by.

Eventually this forgotten world, which would come to be called Earth, developed life forms of its own. Some were contacted by the ancient evils, but were largely considered crazy and locked up or even killed for their blasphemous ways. But some of the ancient evils managed to attract followers from amongst the ranks of humanity, and one such creature is the Dread Beast Sartughot, Debaser of Purity.

Sartughot was trapped in a cave system beneath the region that is now inhabited by the Galapagos Islands of the Pacific Ocean. Hidden away by rock and stone this cave can only be entered by swimming through a deep underwater cave, but as one approaches the effect of Sartughot can be easily seen. All the animals of the area have grown dark and twisted while plants turn to hunting meat instead of feasting on the sun's rays. In a cave under the island where the walls are covered in ruins and ancient glyphs Sartughot lies imprisoned, trapped beneath a seal made with magic and science from which he cannot be released with extensive effort. To this end Sartughot has been reaching out to weak-willed mortals in the area for centuries, but had no luck until recently. Now served by a hapless marine biologist, Dr. Benjamin Peters, Sartughot finally is ready to begin the process of attaining his freedom.

Now Dr. Peters, under the guise of the super-villain the Red Prince, has begun collecting the various material components needed to free his blasphemous master. Thus far no one has taken much notice of the Red Prince due to the fact he mainly hits small, out-of-the-way magic shops and rarely sticks around to tangle with police or superheroes. Some mystics have begun putting together the list of things he has stolen, but while they are concerned that the Red Prince seems bent on releasing some type of entrapped creature, they are

not sure as to what exactly his plans are. Now the Red Prince has most of the smaller items he needs for the ritual and now must go after more dangerous prey, such as the hearts of wizards.

HISTORY:

The Lair of the Dread Beast Sartughot was constructed millions of years ago by a confederation of neighboring alien races to serve as a prison for Sartughot the Debaser of Purity, a creature of ancient evil with a knack for twisting things of nature into dark and evil forms. The cave was originally underneath a volcano but over time it has moved from its original sea floor placement to being just below the surface in the Galapagos Island. The heavy enchantments and protections laid on the jail kept it from being destroyed despite being bathed in lava for thousands of years.

The lair lay undisturbed by anything other than local animal life for millennia until the beginning of the 20th century. At that point human began visiting the islands in sufficient numbers for their consciousness to disturb the sleeping mind of Sartughot, causing him to reach out to the humans in an attempt to make contact and turn them to his cause. This had the effect of giving most humans he contacted nightmares, but a few listen to the words he whispered in their minds and agreed to serve Sartughot in exchange for power and wealth. Luckily these unfortunate fools were all discovered by their fellows before they could do much harm, most being locked up in insane asylums as soon as they could be returned to their homeland. For over a century Sartughot reached out to the visiting humans in the hopes of converting them to his will, but was not able to reach enough of them often enough to complete the task.

It was not until the dawn of the 21st century that Sartughot was finally able to reach a proper disciple. Dr. Benjamin Peters, a researcher who had come to the Galapagos Islands to study local marine life, was checking out the local fish population when he stumbled across the entry way to the Lair of Sartughot.

Curious Dr. Peters swam into the small cave, breaking a line that no sentient being had crossed for millions of years. Previously Sartughot had trouble contacting humans because of the distance between he and them and all the wards placed around his prison, but now a human had crossed these boundaries and willfully come into his dark domain. Dr. Peters barely had time to wonder what all the glyphs and wards were for before he was completely overwhelmed by the sleeping mind of Sartughot. Within seconds his sanity was shredded and a new mind built in its place, one pliant to Sartughot and his needs.

Since then Dr. Peters has been raiding magical storehouses in the outside world under the guise of the Red Prince and bringing the ill-gotten goods back to Sartughot's lair. There is now a sizeable pile of ritual magic components in the lair that Sartughot hopes will soon lead to his freedom.

LOCALE:

The Galapagos Islands are home over twelve thousand residents and a bewildering array of animal life. The island, of which there are twenty one, are claimed by Ecuador and are a World Heritage sight since 1978. Luckily only the few inhabitants of the island Isla Pinta are troubled by Sartughot's terrible slumber, many of them having horrible dreams because of his influence. This has caused Isla Pinta to develop a cursed reputation and few natives of the area will go near the island, leaving it mainly the providence of visitors, particularly research scientists. There are no longer any permanent settlements on Isla Pinta, its villages all long since having been abandoned. The Galapagos Islands airport is a little over seventy miles away and the closest major settlement is Puerto Ayora near the airport. With numerous sightings of the Red Prince in the area many natives have grown concerned that super-villains have begun using their islands as a base of operations, though the oldest of the islands inhabitants, those who know that something dark lurks beneath Isla Pinta, fear something far worse is happening than visitations by a

simple super-villain.

The lair is not easy to find at all. The only entrance is underwater and any attempts to find it require a Search check, DC 27. Once the entrance is found one must swim through a underwater tunnel five hundred feet long and only five feet wide before emerging in a pool in the floor of Sartughot's chamber. The lair is under four hundred feet of volcanic rock, making it very difficult to approach by other means.

INHABITANTS:

The only inhabitants of the lair itself are the Red Prince and Sartughot, though Sartughot is still imprisoned and sleeping, making it impossible for him to have much effect on the world outside his prison. The Red Prince can be found here any time he is not stealing magical supplies or seeing to his own needs, such as procuring food and water. The underwater entrance to the cave is guarded by several sharks and fish that have been twisted by the presence of Sartughot and now fight to the death to defend his prison.

THE RED PRINCE

Dr. Benjamin Peters was once a promising marine biologist who specialized in tropical fish who came to the Galapagos Islands to study the many species found there. Dr. Peters was a good scientist and of above average intelligence, but his intellect was not prepared for the timeless horror he found beneath the Isla Pinta. Finding the entrance to the cave quite by mistake, Dr. Peters investigated after seeing several of the fish twisted by Sartughot's presence, curious as to what had made them thus. When Dr. Peters entered the chamber in which Sartughot was trapped his mind was assaulted by the creature, tearing it apart and rebuilding it as a minion of Sartughot. Dr. Peter's was effectively erased and in his place was the Red Prince, Sartughot's chosen representative on Earth. Nothing of his old mind remained. The Red Prince was also given a fragment of Sartughot's

power. It was a small fragment, all that Sartughot could slip through the wards that bound him, but it was enough to empower the Red Prince with abilities that only super-powered beings could rival.

The Red Prince's first task was fashioning an outfit out of the skins of several of the inhabitants of the islands, skins that were left bloody as he wore them as clothes. He then set off to collect various magical relics from out of the way magic shops, museums, and lost treasure vaults in order to perform a ritual that could free Sartughot. Initially the Red Prince kept his activities low profile, knowing that as soon as he was detected and thought of as a threat the super-heroes of the world would take more of an active hand in stopping him. The Red Prince has been committing these thefts for six months and has yet to run into significant super-powered opposition. When not out hunting for items of mystical import the Red Prince spends his time keeping his human body in proper shape by eating, drinking, and sleeping as necessary. The Red Prince always sleeps within the lair of Sartughot at his dark master's command because if the Red Prince sleeps somewhere else away from Sartughot's influence his mortal mind may use dreams to try and deal with the horrors he has seen and begin working against the influence of Sartughot.

The Red Prince wants nothing to do with super-heroes or even other super-villains except those that may serve creatures such as Sartughot. While Sartughot and his hideous brethren never got long well, given their current situation they will readily work together to gain their freedom. The only super-heroes the Red Prince fears may become involved in his actions are the Earth Guard who were created specifically to stop creatures like Sartughot from escaping. Thus far the Red Prince has remained under their radar, but how long this remains has yet to be seen.

Quote: *"Your small mind cannot comprehend how miniscule you are. My lord is a being of power and of importance, the like of which you cannot conceive. Your death in his service is more than you deserve."*

Personality: The Red Prince is extremely terse, only speaking when absolutely necessary. Possessed of an unearthly calm that many opponents find unnerving, the Red Prince only becomes emotionally agitated if attacked near the Lair of Sartughot. The Red Prince is confident in his abilities and the power of his master, but not so much so that he will foolishly sacrifice himself because of this fait. The Red Prince knows that his master is of such power that he will win over these intelligent apes eventually; it just may take some time. The Red Prince avoids violent confrontation when possible, preferring to deter enemies through psychological warfare and fear rather than direct violence. No humans have value to the Red Prince, though if he stays away from the Lair of Sartughot long enough his connection to the ancient beast begins to dwindle and Dr. Peters originally personality begins to peek through, possibly hinting that the Red Prince may be saved from his terrible fate.

Powers & Tactics: The Red Prince derives his powers from the touch of Sartughot and by channeling the power of Sartughot through his own body. The powers he can channel from Sartughot are much more powerful and varied than the Red Prince's own powers, but he is limited in the number of powers of Sartughot he can channel at one time. Most of the time the Red Prince relies on his own powers. When possible he avoids combat using Teleport, but is not afraid to leap into melee combat using Strike and Harvest to keep himself fully healed while striking down his enemies. The Red Prince in neither particularly agile nor tough, instead relying on his ability to drain life force from others using Harvest to keep himself up and fighting. To complement his own powers the Red Prince often uses Relay to channel Sartughot's Fear, Confusion, and Drain powers.

Appearance: A terrifying sight to behold, the Red Prince is covered head to toe in the bloody flesh of humans he has killed. He has fashioned them into a very crude suit that is held together with black

thread, but the suit is not very sturdy and is easily ripped apart in combat. Beneath the skin suit he still wears the wet suit he wore when he entered the lair of Sartughot, which is now filthy and has many holes. The Red Prince wears a mask concealing his face at all times, but beneath it is the face of a man in his late twenties who seems so haggard and pale he looks ill. Carrying the influence of Sartughot has had extreme physical repercussions on the Red Prince and if it continues for a few more years it is likely that his entire body will stop functioning.

Campaign Use: The Red Prince is a good villain for a team of starting heroes who has a definite goal, the ability to escape to reappear later, and the power to take on an entire team without devastating them. He provides an easy means to introduce the larger plot of Sartughot if you wish to include it, or he could simply be a possessed mad man stealing magical relics for his own dark purposes. Due to his preference for avoiding super-heroes and violence he can easily become a reoccurring villain by escaping time after time. Also the Red Prince offers a means to bring a bit of unearthly horror to a game as few super-villains dress themselves in bloody human flesh.

Hero Option: Instead of serving Sartughot the Red Prince has freed himself from the monsters control and works to keep the creature locked up. Having left behind his clothes of human flesh and evil ways, the Red Prince now fights evil to try and make up for the past wrongs he has done. Unfortunately Sartughot is always on the edge of the Red Prince's mind, just waiting for the right opportunity to reach in and retake control.

The Red Prince: PL 13; Init +3; Defense 21 (18 flat-footed); Spd 30 ft.; Atk +8 melee (+14*L*, *strike*), +10 ranged (+13*L*, *energy blast*); SV Dmg +6, Fort +6, Ref +3, Will +18; Str 12, Dex 16, Con 18, Int 14, Wis 20, Cha 16

Skills: Science (*Marine Biology*) +5, Search +7, Spot +9, Survival +9, Swim +2

Feats: Headquarters, Great Fortitude, Toughness,

Powers: Amazing Save (*Will*) +13 (*Source: Mystical; Cost: 13pp*), Harvest +13 (*Power Stunts: reaper; Source: Mystical; Cost: 39pp*), Strike +13 (*Power Stunt: Energy Blast; Source: Mystical; Cost: 28pp*), Teleportation +13 (*Extras: Extended Teleport; Source: Mystical; Cost: 39pp*)

Weakness: Disturbing, Beast Foe

Equipment: -

THE DREAD BEAST SARTUGHOT, DEBASER OF PURITY

Sartughot is described incase the gamemaster decides he managed to escape his magical prison, in which case the heroes of the world best sit up and take notice.

Sartughot is older than the universe itself, being a leftover from the universe before this one. A being completely focused on changing this universe to like the one before, he works to corrupt living beings to turn them into devices of destruction and chaos. Luckily he was stopped by an ancient confederation of alien races and trapped on Earth where he has remained for millions of years. Sartughot is mostly unknown on Earth, his name whispered only by a few cultists and research by very well informed experts in the occult. He influenced South American civilizations in the past and his name pops up in some of their legends as a creature of dreams who speaks of dark and evil things, but now his imprisonment has weakened him such that his sleeping mind cannot reach beyond the confines of Isla Pinta.

While Sartughot is patient in wanting his freedom, he knows that he is slowly being consumed by his prison and wishes to escape before he can be completely destroyed. He is considering having the Red Prince bring more humans to him to become minions, but this would mean that his control over

the Red Prince would lessen because he would be splitting his attention. If Sartughot is particularly hard pressed or the Red Prince almost defeated in combat he will probably create more henchmen with similar abilities to the Red Prince.

Quote: "..."

Personality: Sartughot is a being of such a different mindset than anything humans have ever encountered that ascribing him personality is largely futile. Sartughot has no appreciation for human life or the things humans hold dear and does not even recognize that humans are alive. To him the entire universe is his to play with and no one should object because he is such and obviously superior being. His imprisonment by such lesser beings infuriates him, but he knows ultimately he will win by outliving all those who oppose him if nothing else.

Powers & Tactics: Sartughot does not use many tactics in combat, instead crawling toward the largest group of enemies and attacking them with his tentacles, Drain, and Sorcery until they stop resisting. His Drain ability makes it very difficult for attackers to close to melee combat with him without being completely drained of Wisdom, representative of his terrible existence tearing apart the sanity of those who venture too close to Sartughot. Sartughot never retreats or considers the possibility of losing, such is his arrogance when dealing with mortal beings.

Appearance: For being a creature of immense power, Sartughot is surprisingly small. Only six feet tall, Sartughot is a mass of purple flesh and tentacles covered randomly by eyes of various description, no two of which look alike. The whole mass of flesh seems to jiggle obscenely, as if Sartughot is always laughing silently. Each of the tentacles is tipped with a large spine that is used to attack opponents. Sartughot has no mouths or other body openings of any type. Humans find his appearance deeply disturbing and usually go mad at the sight of it.

Campaign Use: Sartughot is an obscenely powerful villain that only the most power super-hero teams

should consider tangling with. Sartughot should only be freed if the PCs mess up something terrible, like helping the Red Prince along instead of stopping him. There should be numerous instances at which the Red Prince and Sartughot can be stopped and only be failing all of them should Sartughot be freed. If he is freed stopping Sartughot is likely to become a task for the combined might of all the super-heroes in the world, none of which are likely to be too thrilled with the PCs' performance.

Sartughot: PL 51; Init +5; Defense 25 (20 *flat-footed*); Spd 30 ft.; Atk +25 melee (+25L, *tentacles*); SV Dmg +27, Fort +27, Ref +27, Will +27; Str 20, Dex 20, Con 20, Int 20, Wis 20, Cha 8

Skills: -

Feats: All-Around Sight, Amphibious, Blindsight, Darkvision, Durability, Extra Limb, Immunity (*Aging, Disease, Exhaustion, Poison, Pressure, Starvation, Suffocation*), Expertise, Improved Grapple, Indomitable Will, Move-By Attack, Power Immunity, Rapid Strike, See Invisibility, True Sight, Ultra-Hearing

Powers: Amazing Save (Will) +27 (*Extras: Damage, Fortitude, Reflex; Source: Mystical; Cost: 108pp*), Bestow +15 (*Extras: Quick Change, Range: Normal; Flaws: Action: Full; Source: Mystical; Cost: 90pp*), Drain (Wisdom) +20 (*Extras: Areax3, Slow Recovery; Flaws: Limited – One Attribute (Wisdom); Source: Mystical; Cost: 100pp*), Dream Mastery +15 (*Extras: Deadly Dream; Source: Mystical; Cost: 75pp*), Natural Weapon (*Tentacles*) +20 (*Source: Mystical; Cost: 40pp*), Sorcery +25 (*Mind Control, Neutralize (mystic powers only), ESP, Illusion, Mental Blast, Animation, Teleportation; Source: Mystical; Cost: 175pp*)

Weakness: Beast Foe, Disturbing, Susceptible (*Religious Symbols*)

Equipment: -

SARTUGHOT

DEBASED TEMPLATE

When Sartughot does not wish to put as much of his energy into a creature as he did with the Red Prince he instead creates Debased creatures. These creatures are normally wildlife indigenous to the area around Sartughot's prison, such as sharks and other dangerous fish. This is done by Sartughot using the Bestow power on nearby animal life. This can also be done to human, but human servants are rare enough that Sartughot would probably invest more effort in empowering them.

BECOMING A DEBASED CREATURE

To gain this template the creature must be targeted by Sartughot's Bestow power for at one full round, after which the creature undergoes a painful transformation that takes another round during which it may take no actions. After the transformation is over the creature is now Debased and has all the abilities of this template.

PL Adjustment: 0

Feats: Darkvision, Great Fortitude, Immunity (*Aging, Disease, Poison*), Iron Will, Toughness

Powers: Amazing Save (Will) +4 (*Source: Mystical; Cost: 4pp*), Natural Weapon +4 (*Source: Mystical; Cost: 8pp*), Super-Constitution +2 (*Extras: Super-Strength; Source: Mystical; Cost: 14pp*)

Weaknesses:

Disturbing: Debased creatures are physically changed to become twisted versions of their former selves. The change makes them horrific looking regardless of what their original appearance was.

Beast Foe: Animals will completely avoid creature with this template, even if the Debased creature was of the same species before the transformation. Because of this there are not many normal animals left around Sartughot's lair.

Quirk (*Must Defend Sartughot*): Those creatures created by Sartughot are not under his direct control, but have an irresistible urge to defend their dark master and his lair.

Susceptible (*Religious Symbols and Places*): Whenever mortals profess a belief in some divine beneficent being Sartughot's power suffers as such an idea is completely antithetical to his very existence.

LEAVING THE TEMPLATE

Leaving the Debased creature template can be completed in one of two ways: slaying Sartughot permanently or the creature must go through a ritual cleansing ceremony of any religion. This ceremony gives the creature another attempt make the Will save against the Bestow power with a +1 bonus for each person assisting in the ritual. The ritual must take at least eight hours, but if it is unsuccessful the creature cannot be free of the Debased template without the death of Sartughot.

Debased Shark: PL 6; Init +3; Defense 17 (14 *flat-footed*); Spd 60 ft.; Atk +12 melee (+16L, *teeth*); SV Dmg +8, Fort +8, Ref +3, Will +8; Str 18, Dex 16, Con 18, Int 1, Wis 14, Cha 6

Skills: Spot +8, Survival +8, Swim +11

Feats: Amphibious, Blindsight, Darkvision, Great Fortitude, Immunity (*Aging, Disease, Poison*), Iron Will, Toughness, Underwater Combat, Scent

Powers: Amazing Save (Will) +4 (*Source: Mystical; Cost: 4pp*), Super-Constitution +2 (*Extras: Super-Strength; Source: Mystical; Cost: 14pp*), Natural Weapon (*Teeth*) +10 (*Source: Training; Cost: 12pp*), Swimming +6 (*Source: Training; Cost: 12pp*)

Weakness: Disturbing, Beast Foe, Quirk (*Must Defend Sartughot*), Susceptible (*Religious Symbols and Places*), Susceptible (*Needs water to breathe*)

Equipment: -

Debased Fish: PL 2; Init +7; Defense 15 (*12 flat-footed*); Spd 40 ft.; Atk +2 melee (+6*L, teeth*); SV Dmg +5, Fort +5, Ref +5, Will +7; Str 10, Dex 16, Con 12, Int 1, Wis 12, Cha 4

Skills: Spot +5, Survival +6, Swim +5

Feats: Amphibious, Darkvision, Dodge, Endurance, Great Fortitude, Immunity (*Aging, Disease, Poison*), Improved Initiative, Iron Will, Lightning Reflexes, Toughness, Underwater Combat

Powers: Amazing Save (*Will*) +4 (*Source: Mystical; Cost: 4pp*), Super-Constitution +2 (*Extras: Super-Strength; Source: Mystical; Cost: 14pp*), Natural Weapon (*Teeth*) +4 (*Source: Training; Cost: 12pp*), Swimming +2 (*Source: Training; Cost: 4pp*)

Weakness: Disturbing, Beast Foe, Quirk (*Must Defend Sartughot*), Susceptible (*Religious Symbols and Places*), Susceptible (*Needs water to breathe*)

Equipment: -

Features: Astral Wards, Bestow +13 (*Extras: Area, Quick Change, Range: Normal; Flaws: Action: Full; Source: Mystical; Cost: 78pp*), Concealment, Drain (*Wisdom*) +13 (*Extras: Ranged: Normal, Areax3, Slow Recovery; Flaws: Limited – One Attribute (Wisdom); Source: Mystical; Cost: 78pp*), Dream Mastery +13 (*Extras: Deadly Dream; Source: Mystical; Cost: 65pp*), Hero Point Bankx3, Isolated Location, Mystic Locale, Reinforced Structure, Relay +13 (*Power Stunts: Increased Rangex5, Extras: No Transmission; Source: Mystical; Cost: 75pp*), Sorcery +13 (*Mind Control, Neutralize (mystic powers only), ESP, Illusion, Mental Blast, Animation, Teleportation; Source: Mystical; Cost: 91pp*)

STAFF

Disadvantages: Terrifying

Hardness: 19

Important Rooms:

ENTRY WAY:

The only entrance to the lair of Sartughot is a underwater passageway five hundred feet long leading from the edge of Isla Pinta towards the center of the island. Only five feet wide and often filled with Debased creatures and sharks, it is not an inviting or easy path to take. Sartughot wants more humans to wander into his domain to turn them into servitors, so he will keep the Debased creatures from attacking unless the visitors come with obviously hostile intentions.

PRISON CHAMBER:

Other than the entry way there is only one room in the lair of Sartughot: the prison chamber. This large stone room has walls of clean cut stone that have been covered in runes and glyphs, many of which are made of inlaid silver. There are also several high-tech devices in the room of various alien designs, none of which appear to have been made on Earth or by human hands. At the center of the room is what looks like a large well covered with a large stone slab on which are carved more runes. The slab easily weighs a ton and is bolted to the structure below it in several places. Below the slab Sartughot is trapped and he cannot be released with out extensive magical rituals to dispel the magics keeping him locked up.

ADVENTURE SEEDS:

The Red Prince begins kidnapping magicians to assist him in performing the ritual to release Sartughot. One of the PCs friends or allies is kidnapped in his efforts and the PCs have to find him and save him before the ritual takes place.

Reports of strange shark attacks begin to surface from a coastal region near the headquarters of the PCs. After several people are killed the PCs are

asked to look into what is happening and find a large swarm of debased sharks in the region that have been brought their by the Red Prince to cause confusion while he searches a nearby sunken ship for a magic relic he needs to free Sartughot. The PCs must both stop the shark attacks and keep the Red Prince from getting the relic he seeks.

A group of researchers and land developers have come to Isla Pinta to try and research the local wildlife and develop the valuable property there. They quickly fall prey to the nightmares and maddening whispers of Sartughot and begin acting strangely including kidnapping inhabitants from neighboring islands. The PCs are asked by government officials or relatives of one of the individuals on the island to investigate what is going on and try to bring it to a stop.

36TH PRECINCT

The 36th Precinct is an experiment in the United States law enforcement community: the first police precinct staffed entirely by people with super-powers. The 36th Precinct is a pilot program that the Department of Homeland Security hopes to spread to various hotspots of super-powered activity around the nation, such as New York City and Eldritch Hill. While there was some controversy initially about putting all the super-powered cops in one place instead of spreading them across all the regions that need them, thus far the strategy of concentrating super-powered personnel in one place has proved more effective that scattering them into smaller groups. There are plans to open up six more super-precincts in the next year in New York City, Chicago, Eldritch Hill, Los Angeles, Washington D.C. and Los Vegas.

In order to test the 36th Precinct concept in an area that has super-powered activity but is not overpopulated with heroes and other individuals who could get in the way of the testing process, the 36th Precinct was built in the Research Triangle Park near Raleigh and Durham North Carolina. The Research Triangle

Park is one of the most active scientific research centers in the Southeast and in recent years it has become a common target for super-villains looking to pick up some advanced technology without having to raid heavily guarded military bases or more high profile installations where heroes are more likely to get involved. The most recent attack resulted in Magma destroying an advanced computer chip research facility because she attacked the wrong building but the local authorities could do nothing to stop her rampage and no heroes got to the scene fast enough to make a difference.

The Precinct itself is built in the center of the Research Triangle Park in an armored facility with numerous security and defense measures. It has a staff of sixteen individuals, all of whom have powers of some type but none of which are of any great powered. What they lack in raw power they make up for in teamwork, training, and equipment supplies by the companies of the Research Triangle Park. Since the Precinct has begun operations attacks on the Research Triangle Park have dropped to a fourth of their former rate with only two casualties amongst the Precinct's personnel. In addition to battling it out with super-villains the 36th Precinct's personnel also help local authorities apprehend dangerous criminals and those individuals with sensory powers use them to help investigations of local crimes. The community reaction to the 36th Precinct has been enormously positive, especially since the staff of the Precinct recently helped save over fifty people when the Bank of Columbia Building caught on fire using their booster packs.

The members of the 36th Precinct spend most of their time on patrol, using both boost packs and cars, doing paperwork and administrative duties, investigating crimes, or doing community work. The success of the 36th Precinct has caused many local governments to look into starting their own versions of the project and it is not uncommon for observers from other regions to come to the Precinct to see how it works. After an initial dearth of recruits to the program the number of applications to serve in

the 36th Precinct has skyrocketed after its many successes. Most of these recruits wish to use their powers to become super-heroes some day, but feel they need training to do so and feel the military's Eagle Defense Force is too risky a venture to join. Most of these recruits will end up serving in other super-precincts once they get up and running and for the time being the 36th Precinct will remain the preeminent assignment for the new breed of super-cops as it was the first home they had.

In addition to stopping crimes in the Research Triangle Park the 36th Precinct has become widely recognized as the experts in super-powered prisoner transfer, using a wide selection of gadgets and power nullifiers to transport the criminals they arrest. They have regularly been called on by the federal government to assist in prisoner transfers and have even assisted the Sentinels on one occasion when the Sentinels captured the entirety of the Fists of Shang Fao. This expertise is one of the reasons several times are seeking to train under the guidance of the 36th Precinct.

While the 36th Precinct has been a successful test so far, its greatest tests lie ahead. The super-villain communities, especially large organizations like the Skorpion Army, have realized the threat that a common man's organization for individuals with weaker powers presents and have begun plotting to take down the 36th Precinct hard. Already rumors of these plans have filtered back to the United States intelligence community and Captain Spenser has been warned, but without more facts there is little he can do but prepare his people for the worst.

HISTORY:

The idea of the 36th precinct began five years ago in the mind of Senator Richard Collins of North Carolina, whose daughter was a worker in the Research Triangle Park who was killed during a theft by minions of Lord Dread. North Carolina had neither the glitz nor the excitement of cities like New York or Eldritch Hill so few heroes called the state home, leaving the locals to rely on Project Archangel

or the Sentinels if any super-villains attacked the area. This led to having to wait hours for these organizations to respond to immediate threats which did little to stop the super-villains from striking the region. Most of the time they were long gone before any heroes even arrived on the scene.

Unable to request an Eagle Defense Force Detachment for any of the military bases in the Raleigh area, Senator Collins tacked on a rider to a bill increasing education spending that would create the 36th Precinct as a test project in super-powered policing. While there was some debate over the 36th precinct proposal, in general the education bill was so well favored the 36th Precinct slid by because it was attached. The bill appropriated enough money to build a headquarters, furnish basic equipment, and transfer and train a small amount of personnel, but there was not nearly enough money for the types of high-tech wizardry and cutting edge gear that most super-hero teams use.

The building the 36 Precinct is housed within was originally used for testing explosives and other dangerous chemicals a decade ago until it was attacked by the Skorpion Army and much of its experimental chemicals stolen. The facility was left abandoned until it was selected by the 36th Precinct due to the heavy armor plating and structural supports used in the building's construction. The building was bought on the cheap due to its age and some structural damage, but this was quickly repaired and the necessary equipment for the 36th Precinct moved inside. Initially the 36th Precinct had 8 personnel, 2 police cars, and the equipment one would normally find in a poorly equipped police precinct. Despite these limitations within its first week of operation the 36th Precinct stopped an attack by the Mechanist and Gravita on a particle research facility. With this show of skill and ability the local government and the businesses of the Research Triangle Park threw their support behind the 36th Precinct, drastically increasing

their budget and equipping them with all manner of advanced technologies, including the boost packs that have become a symbol of the 36th precinct.

In the year it has been in operation there have been eight super-villain attacks in the Raleigh-Durham area, all but one of which have been thwarted by the 36th Precinct. Due to their success rate their funding has continued to increase and their personnel roster has grown to sixteen individuals. Also some other super-hero teams, such as the Sentinels and Citizen Squad, have begun talks with the Precinct to exchange members to promote inter-team cooperation and allow training in other fields. Despite not having the experience or raw power of other teams the 36th Precinct has quickly become a well respected super-powered team.

Locale:

The 36th Precinct is located near the center of the Research Triangle Park several miles east of Raleigh and south of Durham. The region around the 36th Precinct is forested despite the numerous research facilities in the area and major highways, including I-85 and I-40 are a short distance away. There are not residences within the Research Triangle Park, but each working day the region is inhabited by several thousand workers and scientists. Many major corporation have research facilities in the Park. In addition to the 36th Precinct the Research Triangle Park is patrolled by county police and state troopers, but they normally call in the 36th Precinct when anything unusual happens.

INHABITANTS:

There are sixteen personnel officially assigned to the 36th precinct and there are often another four to six personnel undergoing training, carrying out special administrative duties, or are part of some cross-staffing operation with another super-team. Because of the small mount of staff available to the Precinct its members usually have to carry out a number of duties in addition to normal police

operations, such as cleaning up the Precinct. The police of the Precinct operate in pairs usually, but work in larger groups for particularly dangerous of complex tasks. There are barracks at the precinct so officers can be on call at all times with most staying at the precinct for four days and then having three days off. Because of this there are always at least four officers on patrol and four officers in the headquarters at all times.

Due to the other heroes who have come to the 36th Precinct for training it can easily be populated by individuals from other teams. Most of these individuals fall in a power level range of 6-14.

CAPTAIN LISA SPENSER

The childhood of Lisa Spencer was a very traumatic one due to her mutant ability, the power to increase or decrease the physical pain of others. As a child she had little control over the power and any bout of anger could accidentally trigger it, an event that happened often enough for her parents to eventually allow her to become a ward of the state as they couldn't handle it anymore. Raised in a number of orphanages and foster homes all of which were specially organized for children with super-powers, she weathered it all surprisingly well and over time eventually developed some control of her abilities. All the moves she underwent as a child has made it difficult for her to form emotional bonds, causing most people to think of her as distant and cold.

When she was eighteen she signed up to join the Marines and was transferred to the Eagle Defense Force as soon as the military learned of her powers. A powerful addition to any team, Lisa Spencer served in missions around the world including the first Gulf War and Somalia during her tour of duty, but left the service in four years ago. Since then she worked in a number of local law enforcement agencies until she was transferred by directive of the Department of Homeland Security to the 36th Precinct to serve as its commanding officer. She has

quickly turned the group of disparate personalities into a cohesive team with an impressive record of victories. While her troops are loyal and respect her command decisions, few of them actually like Captain Spenser due to her unemotional nature and lack of emotion towards her coworkers. She actually cares for them a great deal, but has difficulty showing it.

Captain Spenser's main concern right now is keeping the 36th Precinct running properly and proving the concept itself is sound. She has no aspirations beyond her current position, but feels that the security of the nation is best put in the hand of trained, legally recognized officers of the law as opposed to vigilantes in tights. Because of this attitude she does not get along well with most super-heroes, including those who come to the 36th Precinct for training. Captain Spenser believes those with super-powers should join the military or the police to put their powers to good use instead of traipsing around on their own causing all manner of problems. She always wants her officers to do things by the book and does not take mavericks or disobedience well. She is perfectly willing to have a disobedient officer transferred out of her precinct no matter how useful his powers are, as several hot shot policemen have found out.

Quote: *"Tights, capes, and last minute rescues are not how we do things around here. Uniforms, armor, and stopping the villain ten minutes early, that's how this precinct works."*

Personality: Brusque, cold, and distant, Captain Spenser leads through discipline and results. Her fellow officers rarely hang out with her outside of work, which she prefers as she would rather keep those she may have to order to their deaths at arm's reach. The Captain is thoroughly professional in her job and only plays politics as much as she has too. The local press has developed somewhat of a dislike of her because of her complete unwillingness to comment on any ongoing investigation. Captain Spenser prefers not using her powers when other means will do, a holdover from her days as a child

where her power accidentally injured others.

Powers & Tactics: In combat Captain Spenser uses her boost pack to quickly get close enough to use her sidearm, preferring to save her powers to assist her officers. When pressed she will paralyze particularly dangerous opponents and then have her officers attack the opponent until he is rendered unconscious. All the staff of the 36th Precinct uses the non-lethal settings on their weapons before switching to lethal damage. Captain Spenser always works to coordinate her troops, using the Leadership feat almost every round.

Appearance: In her late thirties, Captain Spenser is very fit but looks weary for her age. She keeps her blonde hair cut short and streaks of gray are starting to appear prominently in her hair. She never wears makeup for particularly fancy clothes, leading a very Spartan lifestyle. While on duty she always wears her 36th Precinct Combat Uniform, not wanting to be caught unawares. All of her equipment is always kept at a high shine, something she insists the rest of the precinct also do.

Campaign Use: For low and mid level heroes Captain Spenser makes an excellent antagonistic ally, willing to help out against villains but always thinking the heroes would be better served by not being so independent. Her innate dislike of non-government heroes is likely to rile some heroes, something Captain Spenser does not particularly care about. Regardless of her feelings Captain Spenser is always willing to help out against villains in the area and the 36th Precinct can provide a reasonable amount of firepower to the PCs without being an overwhelming presence due to their generally low level.

Villain Option: Instead of operating the 36th Precinct to the best of her ability Captain Spenser is instead running to into the ground on purpose, but doing so very subtly. After being bribed by a number of super-villains she is setting up the Precinct for a major fall next time a super-villain attacks the city, likely resulting in the deaths of

numerous officers and civilians. Now she just has to keep her activities secret until her plan comes to fruition.

Captain Lisa Spencer: PL 10; Init +2; Defense 17 (15 *flat-footed*); Spd 30 ft.; Atk +7 melee (+2S, *punch*), +7 ranged (+6L, *multi-use sidearm*); SV Dmg +5, Fort +3, Ref +2, Will +6; Str 14, Dex 14, Con 16, Int 12, Wis 18, Cha 14

Skills: Bluff +5, Intimidate +5, Search +3, Sense Motive +8

Feats: Iron Will, Leadership, Point Blank Shot, Toughness

Powers: Neural Manipulation +10 (*Extras: Paralysis Pain; Source: Mutation; Cost: 50pp*)

Weakness: -

Equipment: Boost Pack (*Leaping +6 (Power Stunts: Super-Leaping; Extras: Bouncing; Flaws: Device; Source: Super-Science; Cost: 8pp)*), 36th Precinct Combat Uniform (*Armor +6 (Feats (With Device Flaw): Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 8pp)*), Multi-Use Sidearm (*Weapon +6 (Power Stunts: Snare, Stun, Penetrating Attack; Source: Super-Science; Cost: 12pp)*)

LIEUTENANT JASON HARRIDAN

The second in command of the 36th Precinct, Lieutenant Harridan claims to be the safest means in the world to transport prisoners. Due to a strange encounter with an artificial spectral singularity, or as he calls it a "ghosts only black hole," while touring his father's research lab as a child, Harridan developed the ability to pull the spirits out of living beings and temporarily them in small crystals his body creates every time he uses this power. These crystals are made of carbon based crystals and are created by Harridan coughing them up, which he refers too as "vomiting up bad guy in a box." This ability is painful for Harridan to use and he avoids doing so, but it makes him the 36th Precinct's ace in the whole

when they are in trouble.

Harridan spent most of his childhood after the accident trying to become a superhero sidekick, but never really succeeded due to the odd nature of his power and his own exuberance. He served with the Science Soldiers for a short time, but the fact that using his power hurts Harridan they suggested he find another line of work. During these years Harridan met almost every major super-hero team in the nation, contacts he kept up with over the years. Due to Captain Spenser's dislike for most heroes Lieutenant Harridan has become the default point of contact for when the 36th Precinct has to deal with super-heroes. This is a duty at which Harridan excels and luckily he has gotten over most of his hero worship years ago.

Lieutenant Harridan joined the 36th Precinct after serving in the FBI for several years assisting in prisoner transfer and specializing in transporting super-powered beings. His good nature and rapport with the officers stands in stark contrast to Captain Spenser's distant personality, meaning the two compliment each other well as leaders. Lieutenant Harridan is very popular with the officers of the 36th Precinct and organizes most of the social events of the precinct, such as birthday parties or holiday celebrations. Harridan has learned from experience to let the Captain talk to the press as he has a habit of saying too much in an attempt to be charming, something he admits is a weak spot for him.

Harridan still secretly hopes to one day be a super-hero, cape and all, but is pretty sure now it will never happen. For the most part having the respect of super-heroes and working along side them is enough for him.

Quote: "I'd put that car down or you'll be going on a really interesting tour of my gastrointestinal tract."

Personality: Always upbeat and smiling,

Lieutenant Harridan is an eternal optimist. He always expects the best from people and luckily seems to bring it out in them and has even talked a few super-villains into repenting and changing their ways. While some think Harridan has some sort of power over the minds of others, in fact he is just really likeable and easy going. While in battle Harridan does quip in the fashion of some super-heroes, but this tends to get on the Captains nerves and doesn't last long.

Powers & Tactics: Due to the painful and limited nature of Harridan's Astral Trap power he avoids using it when possible, saving it for particularly powerful villains. If any of the 36th Precinct members are disabled by a villain he will usually cut loose with Astral Trap, multiple times if the villains have inflicted enough damage on his fellow officers. Usually Harridan relies on his multi-use sidearm for offense and he tends to use his boost pack more than most of his fellow officers, merely jumping around a battlefield in the hopes of getting a better angle on his enemies.

Appearance: A fit man in his late twenties, Lieutenant Harridan has olive skin and dark hair that he keeps cropped close to his skull. His hair is completely black due to the fact he dyes it regularly to avoid bits of gray showing through. Harridan wears normal civilian clothes when not on duty, favoring comfort and style over utility. While on the job he wears his uniform at all times, but only puts his combat uniform on when he is expecting trouble. More than any of the other officers he wears his boost pack as much as possible, preferring boost patrol to car patrol.

Campaign Use: While Captain Spenser provides an antagonistic ally for the PCs, Lieutenant Harridan provides a far more openly friendly ally. Knowledgeable about super-heroes and friends with a great many of them, he can easily introduce the PCs to many of the big names in the super-hero world. He can also provide prisoner transportation for villains captured by the PCs. Within the precinct he serves as an excellent point of contact

for the PCs if they wish to avoid Captain Spenser and her prejudices.

Villain Option: As a villain Lieutenant Harridan grew bitter about being turned down by so many heroes as a child and has nurtured this bitterness in a long lasting grudge. Now he waits for the day he can get into one of the maximum security super-villain prisons so he can sabotage the prison and let everyone out, forcing the heroes who once spurned him to recognize his value and only with his help can all the prisoners be returned to their cells. The foolishness of this plan has completely escaped him.

Lieutenant Jason Harridan: PL 9; Init + ; Defense 17 (14 *flat-footed*); Spd 30 ft.; Atk +6 melee (+2S, *punch*), + ranged (+L,); SV Dmg + Fort +, Ref +, Will +; Str 14, Dex 16, Con 16, Int 12, Wis 12, Cha 18

Skills: Diplomacy +8, Drive +7, Search +5, Sense Motive +5, Spot +4,

Feats: Connected, Great Fortitude, Point Blank Shot, Toughness

Powers: Astral Trap +9 (*Flaws: Burning, Degrades; Source: Mutation; Cost: 27pp*)

Weakness: -

Equipment: Boost Pack (*Leaping +6 (Power Stunts: Super-Leaping; Extras: Bouncing; Flaws: Device; Source: Super-Science; Cost: 8pp)*), 36th Precinct Combat Uniform (*Armor +6 (Feats (With Device Flaw): Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 8pp)*), Multi-Use Sidearm (*Weapon +6 (Power Stunts: Snare, Stun, Penetrating Attack; Source: Super-Science; Cost: 12pp)*)

ROBBY

Robby is the newest member of the 36th Precinct. An experimental robot built by Cyberlock Security Systems, he has been assigned to the 36th Precinct for his first field testing. Accompanied by a battery of technicians and researchers who have claimed the

basement of the precinct as their own, Robby is supposed to be treated as any other member of the 36th Precinct. Unfortunately for Robby the decision to allow Robby into the program was not run by Captain Spenser and she regrets having a talking tin can forced on her with no say. Because of this she often leaves Robby out of precinct operations and rarely assigns him any important duties. As his programming dictates Robby takes this all in artificial good cheer, but really wants a chance to prove himself.

A product of advanced neural engineering, Robby is hoped to be the first in a line of mass produced artificial intelligence robots for use in both the security and civilian markets. Robby is programmed to be unfailing cheerful, to uphold every aspect of the law to the letter, and to obedient to all his superiors. In many ways he is an excellent police officer, except that he has no sense of scale. Initially he arrested ever speeding driver he found and every litterer that crossed his path, but over time he has learned to be choosier in the criminals he arrests. Robby does not understand humans but his programming enables him to learn, and has learnt much in his time at the 36th Precinct.

Despite Captain Spenser's initial dislike of Robby the other officers of the 36th Precinct have made the robot their unofficial mascot and take turns trying to teach him bad habits his programmers won't like, such as cursing or gambling. Lieutenant Harridan often spearheads these attempts, thinking that the sterilized learning program that the researchers run Robby through will never help him really develop as an intelligent being. The officers have kidnapped Robby several times to take him out of the precinct and carry out various unauthorized activities, such as going to movies or going bar hopping. In such instances Robby is usually kept in disguise, but there have been several instances where his disguise has failed, usually resulting in a very chaotic scene.

Quote: "Excuse me sir but I must ask you to put that container of advanced microchips down. You are under arrest. No, this is not a laughing matter."

Personality: In order to create a robot that humans could relate too and think of as a friend or part of the family Robby was programmed to be incredibly cheerful, so much so that he annoys most of the people who programmed him. He has the capacity to feel synthesized versions of emotions in order to allow him to better interact with humans, but any emotions other than a general happy state are rare. When other emotional states do strike Robby they tend to overwhelm him, leaving him confused. Robby has only gotten angry once and while angry almost beat a super-villain to death while trying to arrest him. This behavior frightened both Robby and his programmers so he now has numerous safeguards to prevent such behavior again and Robby tries to avoid situations that may make him angry.

Powers & Tactics: Robby is only programmed to engage in combat at the direction of Captain Spenser or Lieutenant Harridan. Otherwise Robby cannot engage in any violent act, though may assist others by dragging them out of combat. Usually when the 36th Precinct is responding to a dangerous situation either Captain Spenser or Lieutenant Harridan give Robby permission to be violent before he arrives on the scene. This requires that Spenser or Harridan give the permission in person to avoid people mimicking their voices over the radio. Once in combat Robby attacks the most dangerous foe he can find in melee combat, using his boost pack to close quickly with the target quickly. Robby tries to incapacitate his target by doing stun damage with his fists, but if this does not work he will do lethal damage instead or try to use his multi-use sidearm. Robby is programmed to attack foes in melee combat because that is how he is most effective.

Appearance: From a great distance Robby may be mistake for human, but anyone who comes within a hundred feet can obviously tell he is not a living being. Robby's outer covering is white and blue armor plating with the 36th Precinct symbol on his chest. He is a little over six feet tall and surprisingly thin and spindly considering how strong he is. His face was built to mimic a great many human

emotions and he has large expressive eyes that glow blue normally. Robby normally has several running lights on his body, but can shut them off if need be. Robby is equipped with his own siren and flashing lights for when he needs to move through traffic quickly.

Campaign Use: Robby serves as the comic relief and melee tank of the 36th Precinct. In order to widening his testing parameters PC hero groups may be asked to temporarily host Robby and show him how they operate, especially if the heroes have contacts within the 36th Precinct. Also Robby presents a chance for characters to try and show someone what it is to be human and an intelligent being. In many ways Robby is an unshaped block of potential that the 36th Precinct and the PCs can help form.

Villain Option: During a battle with the Mechanist a few months ago Robby became infected with nano-machines and his programming has been altered, but not so overtly that his handlers have noticed. Some day soon Robby will suddenly snap and go rogue, doing as much damage as possible as he does so. The 36th Precinct may need help finding their wayward robot and repairing him before the Mechanist can collect him.

Robby: PL 10; Init +2; Defense 16 (14 flat-footed); Spd 30 ft.; Atk +9 melee (+15S or L, punch), +7 ranged (+6L, multi-use sidearm); SV Dmg +5, Fort +5, Ref +2, Will +1; Str 20, Dex 14, Con 20, Int 16, Wis 12, Cha 10

Skills: -

Feats: Darkvision, Immunity (Aging, Critical Hits, Disease, Exhaustion, Poison, Pressure, Starvation, Suffocation), Radio Broadcast, Radio Hearing

Powers: Super Strength +10 (Power Stunts: Lethal; Extras: Protection; Source: Super-Science; Cost: 52pp)

Weakness: Naïve

Equipment: Boost Pack (Leaping +6 (Power Stunts: Super-Leaping; Extras: Bouncing; Flaws: Device;

Source: Super-Science; Cost: 8pp)), 36th Precinct Combat Uniform (Armor +6 (Source: Super-Science; Cost: 6pp)), Multi-Use Sidearm (Weapon +6 (Power Stunts: Snare, Stun, Penetrating Attack; Source: Super-Science; Cost: 12pp))

AVERAGE 36TH PRECINCT MEMBER

The other 14 members of the 36th Precinct (Robby is not counted as a member by Captain Spenser) are all power level 8. They all have one super-power with a cost of 2 power points or less per level after flaws and extras are added in addition to the standard equipment for those in the precinct. These powers tend to be unusual powers that work well in a team environment but are not very conducive to becoming a solo super-hero.

36th Precinct Member: PL 8; Init +2; Defense 16 (14 flat-footed); Spd 30 ft.; Atk +6 melee (+2S, punch), +6 ranged (+6L, multi-use sidearm); SV Dmg +2, Fort +2, Ref +2, Will +2; Str 14, Dex 14, Con 14, Int 12, Wis 14, Cha 12

Skills: Bluff +5, Gather Information +5, Intimidate +5, Knowledge (Criminals) +5, Search +5, Sense Motive +6, Spot +6

Feats: Endurance, Great Fortitude, Point Blank Shot, Toughness

Powers: One power of choice with a cost of 2pp or less after extras and flaws +8 (Source: Any; Cost: 16pp)

Weakness: -

Equipment: Boost Pack (Leaping +6 (Power Stunts: Super-Leaping; Extras: Bouncing; Flaws: Device; Source: Super-Science; Cost: 8pp)), 36th Precinct Combat Uniform (Armor +6 (Feats (With Device Flaw): Radio Broadcast, Radio Hearing; Source: Super-Science; Cost: 8pp)), Multi-Use Sidearm (Weapon +6 (Power Stunts: Snare, Stun, Penetrating Attack; Source: Super-Science; Cost:

12pp)

Features: Communications, Computer, Fire Prevention System, Garage, Holding Cells, Laboratory, Living Space, Power Systems, Reinforced Structure, Security System

Hardness: 15

IMPORTANT ROOMS:

DISPATCH:

The central room of the first floor of the 36th Precinct serves as the dispatch and organizational center for the entire operation. While on duty Captain Spenser can normally be found here along with two officers manning the radios or taking care of paperwork. The primary computers of the 36th Precinct are located here as well, as are the communications equipment.

HOLDING CELLS:

Located in the sub-basement of the 36th Precinct in rooms that were previously used to store extremely volatile explosives, the holding cells are used to hold criminals arrested by the 36th Precinct. Most of the time they hold normal, non-powered criminals, but they are equipped with neutralizers to keep powered prisoners in their place. For the most powerful villains Lieutenant Harridan traps them in astral traps and then places them in a holding cell, but this is usually only a temporary measure and such important prisoners are usually transferred to a maximum security prison within a few days. Whenever there are prisoners in the cells there is always at least one guard on duty.

GARAGE:

In the basement of the 36th Precinct the Precinct's patrol cars and maintenance supplies are kept. There are four patrol cars assigned to the 36th

Precinct, half of which are out at any given time. The cars reach the surface via ramp, which can be sealed off by a very stout and secure blast door if need be. This room is also where the boost packs are kept and maintained.

ADVENTURE SEEDS:

The 36th Precinct stops a super-villain attack on the Research Triangle Park and Lieutenant Harridan places three captives in astral traps. Before the traps can be returned to headquarters a teleporting villain warps in and steals them. Now the 36th Precinct needs help finding out where these three dangerous criminals are and if they have escaped their prisons.

Due to injuries the 36th Precinct turns up being understaffed and Lieutenant Harridan contacts the PCs about temporarily helping out. While the PCs deal with the mundane tasks of patrolling, dealing with local authorities, and figuring out police procedure a group of super-villains prepare to attack a nearby research facility, hoping to capitalize on the low manpower of the 36th Precinct.

The PCs get framed for a crime by a group of super-villains and now have the 36th Precinct on their tail. They must prove their innocence before either the PCs or the officers of the 36th Precinct become badly injured.

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VERSION 1.0A

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