MARVEL SUPER HEROES™
Advanced Game Official Accessory

Serpent Society™ thru Zzzax™

by Martin, Mortika, and Bennie

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Gamer's Handbook of the MARVEL UNIVERSE™



Serpent Society™ thru Zzzax™

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Official Game Accessory

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Volume 4

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GROUP BACKGROUND

The Serpent Society is a business enterprise of criminals and mercenaries whose costumed identitites are based on snakes. The society is the brainchild of Seth Voelker, alias the Sidewinder, who was inspired by three previous coalitions of snake-criminals, each named the Serpent Squad.

The first Serpent Squad consisted of the original Viper, his brother, the original Eel (an eel is actually a fish, not a snake), and the Cobra. It was organized for the purpose of destroying Captain America. The second Serpent Squad was organized by the second Viper (the former Madama Hydra) and consisted of the Eel, Princess Python, the Cobra, and Warlord Krang of Atlantis. It was made up of agents of the Serpent Crown, an ancient artifact of immense power, and was defeated by Captain America, in his one-time guise as Nomad, and the Sub-Mariner.

The third Serpent Squad, comprised of Sidewinder, Anaconda, Black Mamba, and Death Adder, was organized by Roxxon Oil Company to retrieve the Serpent Crown, which had been lost at sea. In the process of recovering the Crown, three of the four Serpents were trapped in an underwater rock slide. Sidewinder completed the assignment and collected the fee from Roxxon. Learning that Anaconda, Black Mamba, and Death Adder had survived the undersea mishap, Sidewinder used them as the basis for another new organization of snake-motif criminals. Eventually, Anaconda, Asp, Black Mamba, Bushmaster, Cobra, Cottonmouth, Diamondback, Death Adder, Princess Python, and the Rattler became charter members of the Serpent Society.

The Serpent Society's first paying assignment was a contract on the life of Modok, the renegade one-time leader of the Advanced Idea Mechanics, taken out by AIM's current leaders. Princess Python deserted the group during the Modok affair but was captured and brainwashed to forget Society secrets. Death Adder was slain by the criminal-killer Scourge while ransoming Python. These vacancies to the ranks have yet to be filled.

The Serpent Society advertises its sevices through underworld channels, claiming no job is too large. Society members are not prevented from seeking out their own assignments, but they must pay a percentage of all their earnings to the group. In return, because of Sidewinder's teleportational powers, no member need ever fear imprisonment again. Sidewinder goes out on no assignment himself except to rescue members who are jailed.

Recently the Society accepted four new members—Black Racer, Copperhead, Fer-de-Lance, and Puff Adder—unaware that they were infiltrators employed by Viper II. These four villains provided Viper II with the location of the Society Citadel, allowing her to teleport in with four other agents, Boomslang, Coachwhip, Rock Python, and Slither. Diamondback and Sidewinder escaped, while Anaconda, Cobra, Cottonmouth, and Rattler joined forces with Viper. Diamondback was able to summon the Captain, Demolition-Man, Falcon, Nomad, and Vagabond, who helped defeat Viper II's scheme to contaminate Washington, D.C.'s water supply. The Captain is currently being held by federal authorities and is unable to return to the Serpent Society Citadel. The current fate of Viper's allies are unknown, but it is likely that Sidewinder will reform the Society in a new location.

SERPENT SOCIETY

ANACONDA

STATISTICS

F	GD (10)
A	GD (10)
S	RM (30)
E	IN (40)
R	TY (6)
I	GD (10)
P	GD (10)

Health: 90
Karma: 26
Resources: TY (6)
Popularity: −8

BACKGROUND

Real Name: Blanche "Blondie" Sitznski
Occupation: Former steelworker, now freelance criminal
Legal Status: U.S. Citizen with no criminal record as yet
Identity: Secret
Place of Birth: Pittsburgh, Pennsylvania
Marital Status: Single
Known Relatives: None
Base of Operations: Serpent Society Headquarters, upstate New York
Past Group Affiliations: Serpent Squad III, Serpent Society
Present Group Affiliation:

KNOWN POWERS

Constriction: Anaconda's legs and arms are capable of wrapping around an opponent and constricting. Anaconda receives a +1 CS when making Grappling attacks, and inflicts Incredible damage. Anyone attempting to Escape the Grapple receive a −2 CS.
Elongation: Anaconda can extend her arms and legs up to one-and-a- half times their normal length.
Gills: Anaconda is equipped with artificial gills that allow her to breathe freely both above and below water.
Body Armor: Anaconda's skin, toughened to resist ocean depths, provides her with Excellent protection from physical attacks and Good protection from energy attacks.
Talents: None
Contacts: Anaconda is a long-time associate of Sidewinder, leader of the Serpent Society, and a charter member of that group. She was a former employee of the Roxxon corporation but left that organization to work as a mercenary.

ROLE-PLAYING NOTES

Anaconda is not particularly subtle. In combat she will simply grab an opponent and constrict them into unconsciousness. If given a choice, she will go for the strongest-looking male opponent available, as she likes to show off her strength.

ASP

STATISTICS

F	GD (10)
A	RM (30)
S	TY (6)
E	EX (20)
R	TY (6)
I	EX (20)
P	TY (6)

Health: 66
Karma: 32
Resources: GD (10)
Popularity: −5

BACKGROUND

Real Name: Unrevealed
Occupation: Professional Criminal
Legal Status: Citizen of Egypt with no criminal record
Identity: Secret
Place of Birth: Tanta, Egypt
Marital Status: Unknown
Known Relatives: None
Base of Operations: Serpent Society Headquarters, upstate New York
Past Group Affiliations: Serpent Society
Present Group Affiliation:

KNOWN POWERS

Venom Blast: Asp radiates a form of paralytic energy that inflicts Feeble damage on anyone who remains in the same area with her for an hour. Prolonged contact

with Asp is fatal. She can direct this energy into a single bolt of bio-energy, striking a target in the same area with her. This bolt inflicts Remarkable damage to living creatures, and those hit must make an Endurance FEAT roll against Remarkable intensity or be stunned for 1-10 rounds. Asp cannot fire another energy bolt until recharged. This normally takes a half an hour, but if engaged in strenuous activity (such as belly-dancing), she may recharge fully in 10 minutes.

Talents: Asp is a skilled dancer. Her Agility is considered Incredible when Dodging.

Contacts: Asp was one of the first individuals to be retreated into the Serpent Society. It is not known if she has criminal contacts in Egypt.

ROLE-PLAYING NOTES

It is not known why Asp became a criminal, or what types of crimes she committed before joining the Society. She is extremely loyal to Sidewinder, refusing to pledge her obedience to Viper during the recent infiltration of the Society. In combat she will time her single energy bolt for maximum effect, and will otherwise use Dodging to draw fire while her comrades finish off the target.

BLACK MAMBA

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	TY (6)
R	TY (6)
I	TY (6)
P	AM (50)

Health: 28
Karma: 62
Resources: TY (6)
Popularity: −3

BACKGROUND

Real Name: Tanya Sealy
Occupation: Former call girl, now professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Chicago, Illinois
Marital Status: Single
Known Relatives: None
Base of Operations: Serpent Society Headquarters, upstate New York
Past Group Affiliations: Serpent Squad III, Serpent Society
Present Group Affiliation:

KNOWN POWERS

Darkforce Manipulation: Black Mamba has the ability to project a cloud of extra-dimensional energy known as the Darkforce. She can telepathically scan the mind of someone within two areas for a single image, the image of some trusted friend of companion, usually of the opposite sex. She then projects an inky cloud of Darkforce as an illusion of that friend or companion and directs the illusion to embrace the target. The illusion is of Incredible intensity. The target may attempt to resist the illusion with a Psyche FEAT roll against the Illusion's intensity. Failure allows the Darkforce illusion to approach and embrace the character. The Darkforce grips with Excellent Strength, and reduces the character's Endurance by one rank at the end of each round. If the character's Endurance drops below Feeble, he or she dies. A Psyche FEAT should be allowed each round for the character to realize what is happening and try to break free.

Bombardment of the Darkforce projection by energy attacks related to heat or light (such as flames, lasers, etc.) will disrupt the illusion and require Black Mamba to roll on the "Stun?" table.

Snakes: To make up for her lack of physical prowess, Black Mamba adorns her garb with four poisonous snakes. Each has the following statistics:

F	A	S	E
TY	PR	FE	TY

Health: 18

The snakes will automatically attack anyone who touches Black Mamba. They do Poor Edged damage and inject a poison which will knock out the victim for 1-10 rounds unless an Endurance FEAT roll is made against Typical intensity.

Talents: Black Mamba has the performing art of dancing.

Contacts: Black Mamba was a charter member of the Serpent Society because of her membership in the Serpent Squad III. She also worked briefly for the fourth Masters of Evil, setting up Hercules for defeat without actually involving herself in combat.

ROLE-PLAYING NOTES

Black Mamba is a lover, not a fighter, but she can be ruthless and seems to enjoy watching her victims smother to death in the arms of a "trusted companion." If threatened or wounded, she will flee. In a group melee she will pick a single opponent and attack him or her, leaving her companions to handle the rough stuff. She is romantically involved with Sidewinder and is completely loyal to him.

BLACK RACER

STATISTICS

F	EX (20)
A	RM (30)
S	TY (6)
E	EX (20)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 76
Karma: 22
Resources: GD (10)
Popularity: −4

BACKGROUND

Real Name: Unrevealed
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Secret
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Ally of Copperhead, Fer-de-Lance and Puff Adder, temporary member of Serpent Society, agent of Viper II
Present Group Affiliation:

KNOWN POWERS

Lightning Speed: Black Racer is capable of moving at Incredible rank land speed (7 areas/round). She has mastered no Power Stunts with this ability.

Extra Attacks: Black Racer makes extra attacks at Remarkable rank.

Talents: Black Racer has the equivalent of Martial Arts A and E.

Contacts: Black Racer is an agent of Viper II and has worked closely with Copperhead, Fer-de-Lance, and Puff Adder.

ROLE-PLAYING NOTES

Black Racer prefers to rely on her speed to take opponents by surprise, using a Charging attack to knock them out. She becomes somewhat chatty when under stress, and often complains about her teammates taking their time.

BOOMSLANG

STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 46
Karma: 22

Resources: TY (6)
Popularity: −2

BACKGROUND
Real Name: Unrevealed
Occupation: Professional criminal
Legal Status: Citizen of Australia with a criminal record
Identity: Known to the Australian authorities
Place of Birth: Unrevealed
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Agent of Viper II
Present Group Affiliation:

KNOWN POWERS
Boomslangs: Boomslang uses two snake-shaped "boomerangs" made of Good strength material. He can throw them up to two areas away. An opponent hit by this weapon takes Good Blunt damage and must make an Endurance FEAT roll against Excellent intensity or be stunned for 1-10 rounds.
Talents: Boomslang is a Weapon Specialist with his chosen weapon.
Contacts: Boomslang presumably has several contacts with Australian criminals. He was recruited by Viper to serve as a member of her Serpent Society organization.

ROLE-PLAYING NOTES
Boomslang prefers to strike with surprise whenever possible. He will fight back if outnumbered, but is aware of his limitations and prefers to work as part of a group whenever possible.

BUSHMASTER

STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	GD (10)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 90
Karma: 26
Resources: GD (10)
Popularity: −7

BACKGROUND
Real Name: Unknown
Occupation: Professional criminal
Legal Status: Unknown
Identity: Secret
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Serpent Society Headquarters, upstate New York
Past Group Affiliations: Member of the Serpent Society
Present Group Affiliation:

KNOWN POWERS
Bionic Limbs: Bushmaster is a quadriplegic who has bionic arms attached to his shoulders and a 14(FM) long snakelike tail instead of legs. These modifications give Bushmaster the statistics listed above. He can also move at Good land speed (4 areas/round) and spring up to 1 area away (or 2 stories straight up). If using his tail in Wrestling combat, Bushmaster may exert Remarkable constricting strength on his opponent.
Claws: Bushmaster's bionic arms are equipped with 8" metallic fangs. These claws are made of Remarkable strength material, inflict Remarkable damage on the Edged chart, and are tipped with snake poison of Excellent intensity. Anyone injected with the poison must make an Endurance FEAT roll against Excellent intensity or be knocked unconscious and lose Endurance ranks if a second Endurance FEAT is failed.
Talents: Bushmaster Reason is considered Remarkable when dealing with bionics, particularly his own.
Contacts: Bushmaster has served with the Serpent Society since its foundation. He presumably has access to advanced research facilities to repair his bionic limbs.

ROLE-PLAYING NOTES
It is not known if Bushmaster is a quadriplegic by accident or birth, but he has adapted well to his misfortune. He is still bitter over his condition, and takes out his frustration by committing violent crime. Given the chance to become part of a group, Bushmaster was grateful to Sidewinder and remained loyal to him under pain of death when the Society was overrun by Viper II.

COACHWHIP

STATISTICS

F	EX (20)
A	GD (10)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 46
Karma: 18
Resources: TY (6)
Popularity: −3

BACKGROUND
Real Name: Unknown
Occupation: Professional criminal
Legal Status: Unknown
Identity: Secret
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: agent of Viper II
Present Group Affiliation:

KNOWN POWERS
Whips: Coachwhip employs a pair of steel link whips which extend from wrist bands. These Excellent material strength whips can be used to do Excellent Edged or Blunt damage, disarm an opponent (with a Yellow roll), or ensnare an opponents arm (Grappling with Excellent Strength).
Goggles: Coachwhip's eyes are somewhat sensitive to bright light. She wears a polarized strip of material which provides her with Excellent protection against blinding attacks.
Talents: Coachwhip is a Weapon Specialist with his weaponry.
Contacts: Coachwhip is an willing agent of Viper II.

ROLE-PLAYING NOTES
Coachwhip enjoys flaying opponents with her whips and will usually make Edged attacks unless under orders to take someone alive.

COPPERHEAD

STATISTICS

F	TY (6)
A	GD (10)
S	GD (10)
E	GD (10)
R	GD (10)
I	TY (6)
P	GD (10)

Health: 36
Karma: 26
Resources: GD (10)
Popularity: −8

BACKGROUND
Real Name: Robert Reynolds
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Secret
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Ally of Black

Racer, Fer-de-Lance and Puff Adder, temporary member of the Serpent Society, agent of Viper II
Present Group Affiliation:

KNOWN POWERS
Viper Stings: Copperhead employs gauntlets which can fire a single burst of Remarkable electrical Energy damage, or a barrage of three blasts of Good Energy damage. Copperhead receives a +2 CS for each blast when firing a burst of three. After six blasts, Copperhead must spend two rounds recharging his gauntlets by absorbing power from a battery unit in his belt.
Body Armor: Copperhead's metallic costume provides him with Excellent Body Armor against physical and electrical attacks.
Talents: Copperhead has the Guns talent, which applies to his current weaponry. He also has the Leadership talent.
Contacts: Copperhead has several criminal contacts in the New York area. He is a killing agent and infiltrator for Viper II.

ROLE-PLAYING NOTES
A ruthless villain who first attempted to make a name for himself by taking on the Human Fly, Copperhead has since decided to become part of a team. Like his namesake (and several other members of the Serpent Society), Copperhead prefers to strike suddenly and without warning whenever possible.

COTTONMOUTH

STATISTICS

F	EX (20)
A	GD (10)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 46
Karma: 22
Resources: GD (10)
Popularity: −3

BACKGROUND
Real Name: Quincy McIver
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Mobile, Alabama
Marital Status: Single
Known Relatives: None
Base of Operations: Serpent Society Headquarters, Upstate New York
Past Group Affiliations: Serpent Society
Present Group Affiliation:

KNOWN POWERS
Bionic Jaws: McIver's mouth and jaws have been bionically enhanced. His teeth were replaced with Incredible strength steel fangs, and his jaws were strengthened and hinged so that they could open larger than the size of a human head. Cottonmouth uses his jaws as does a snake, inflicting Remarkable Edged damage to an opponent. When Wrestling with an opponent, he does Incredible damage. His jaws can close with Remarkable strength, allowing him to bite through many materials.
Talents: None
Contacts: McIver has several contacts with criminal organizations in the southern United States. He was a member of the Serpent Society until he betrayed them to join forces with Viper II, but he never actively served her cause.

ROLE-PLAYING NOTES
McIver is a pragmatist who owes loyalty to no one. As long as Sidewinder and the Society could provide him with a stable operation, he stayed with them, only to go over to Viper's side when she overthrew Sidewinder. He attempted to prove his allegiance by killing an unwitting Diamondback, but failed and will have to face the surviving Society's wrath.

DEATH ADDER

STATISTICS

F	RM (30)
A	GD (10)
S	RM (30)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 80
Karma: 22
Resources: PR (4)
Popularity: −5

BACKGROUND
Real Name: Roland Burroughs
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Secret
Place of Birth: The Bronx, New York City
Marital Status: Single
Known Relatives: None
Base of Operations: Serpent Society Headquarters, Upstate New York
Past Group Affiliations: Serpent Squad III, Serpent Society
Present Group Affiliation:

KNOWN POWERS
Body Armor: Death Adder's skin was modified with synthetic tissue, giving him Excellent body armor.
Gills: Death Adder had gills which allowed him to breathe freely both in the water and on land.
Swimming: Death Adder was able to swim up to 4 areas/round.
Bionic Tail: Death Adder possessed a synthetic four-foot tail with which he could inflict Incredible Edged damage with a single blow.
Poisoned Claws: Death Adder's gloves contained Amazing-intensity poison. The claws could be used to inflict Excellent Edged damage, injecting the poison. The victim would have to make an Endurance FEAT roll against the intensity of the poison. Those failing the roll would fall unconscious, losing one Endurance rank per round until dead. An Endurance FEAT roll (at the reduced rank) could be made each round until the victim was dead. Death Adder kept the antidote to the poison in his belt.
Mute: Due to an accident during the implantation of his gills, Burroughs was rendered unable to speak.
Talents: Death Adder received a +1 CS when using his tail.
Contacts: Burroughs was a charter member of the Serpent Society, having served with Sidewinder in the third Serpent Squad.

ROLE-PLAYING NOTES
Death Adder was a silent, deadly killer. He maintained an air of mystery by never removing his mask. This, combined with his silence, made him an imposing figure. Nonetheless, the other members of the Society respected him and went to great lengths to find his murderer.

DIAMONDBACK

STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	GD (10)
R	GD (10)
I	GD (10)
P	EX (20)

Health: 80
Karma: 40
Resources: GD (10)
Popularity: −1

BACKGROUND
Real Name: Rachel Leighton
Occupation: Professional mercenary
Legal Status: Citizen of the U.S. wanted for questioning in regard to a number of crimes, but never convicted
Identity: Known to the U.S. federal authorities
Place of Birth: Austin, Texas
Marital Status: Single
Known Relatives: None
Base of Operations: Serpent Society Headquarters, Upstate New York
Past Group Affiliations: Member of the Serpent Society
Present Group Affiliation:

KNOWN POWERS
Throwing Diamonds: Diamondback's preferred weapons are a set of throwing spikes built in the shape of diamonds. She can throw these up to 3 areas. Diamondback normally carries 10 spikes, which have interchangeable tips. Types she has used to date include:

- Needles which inflict Good Edged damage.
- Venom which does damage as Needles, with Excellent-intensity lethal poison.
- Explosive which inflicts a Remarkable attack on all within one area.
- Acid which is of Remarkable strength and can inflict Excellent damage on living targets.
- Narcotics which do damage as Needle, with a Remarkable-intensity sleep-drug. If the target fails an Endurance FEAT against Remarkable intensity, that individual will be unconscious for 1-10 hours.

Talents: Diamondback has the Thrown Weapons skill. She is also trained in Martial Arts A and Acrobatics.
Contacts: Diamondback has worked as a mercenary for a number of small-time criminal organizations. She is a valued member of the Serpent Society after her almost single-handed efforts to save Sidewinder and defeat Viper.

ROLE-PLAYING NOTES
Despite her affinity for sharp, pointed objects, Diamondback is not particularly vicious. She is attracted to good-looking men, but is also favorably impressed by "Boy Scouts." She currently has a crush on Captain America and seems inclined to "go straight" in order to appeal to him.

FER-DE-LANCE

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	EX (20)
P	GD (10)

Health: 80
Karma: 36
Resources: TY (6)
Popularity: −4

BACKGROUND
Real Name: "Teresa" (full-name unknown)
Occupation: Professional criminal
Legal Status: Unknown
Identity: Secret
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile **Past Group Affiliations:** Ally of Copperhead, Black Racer, and Puff Adder, temporary member of Serpent Society, agent of Viper II
Present Group Affiliation:

KNOWN POWERS
Claws: Fer-de-Lance utilizes a pair of 1-foot claws strapped to both forearms. Made of Remarkable material, these weapons can do Remarkable Edged damage.
Talents: Fer-de-Lance is trained in Martial Arts E and Acrobatics. She speaks fluent English and Spanish.
Contacts: Apparently from Central or South America, she has several contacts with organizations in these locals that have employed her as an assassin.

ROLE-PLAYING NOTES
Fer-de-Lance is a vicious killer who will not hesitate to kill as many people as required to accomplish her goals. She has little use for allies, but is willing to work for Viper II because the pay is good.

PRINCESS PYTHON

STATISTICS

F	TY (6)
A	EX (20)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 42
Karma: 30
Resources: TY (6)
Popularity: −3

BACKGROUND
Real Name: Zelda DuBois
Occupation: Snake charmer, professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Darlington, South Carolina
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Member of the Circus of Crime, former member of the Clown's Masters of Menace, the original Serpent Squad, and the Serpent Society
Present Group Affiliation:

KNOWN POWERS
Snake Charming: Princess Python has a natural talent for training snakes. Although this is not actually a "power," it goes far beyond the normal limits of the Animal Training talent. The Princess can, given 1-10 weeks of time, "train" a snake, to be able to do anything she wishes that is within its capabilities. A trained snake can respond to non-verbal or verbal cues from the Princess. Such a feeling of loyalty is instilled that a trained snake will attempt to protect the Princess from attack even if she is unconscious.
Snakes: Princess Python normally travels with and engages in crimes with a 25-foot rock python. Such a snake will have the following statistics:

F	A	S	E
GD	GD	RM	EX

Health: 70

Such snakes are considered to have a +1 CS to their Strength when Grappling and Escaping.
Talents: Princess Python is a talented dancer and has the Performer skill.
Contacts: The Princess is a senior member of the Circus of Crime. She was expelled from the Society for cowardice and is no longer looked upon with favor by that group.

ROLE-PLAYING NOTES
DuBois has always had criminal inklings, but her lack of physical abilities makes her wary of violence. It was this fear that led to her cowardice as a member of the Society and her expulsion. The Princess' mentality is that of a small-time crook who is out to make money at little risk.

PUFF ADDER

STATISTICS

F	GD (10)
A	TY (6)
S	RM (30)
E	RM (30)
R	TY (6)
I	PR (4)
P	TY (6)

Health: 76
Karma: 16
Resources: TY (6)
Popularity: −3

BACKGROUND

Real Name: Unrevealed
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Secret
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Ally of Black Racer, Copperhead, and Fer-de-Lance, temporary member of the Serpent Society, agent of Viper II
Present Group Affiliation:

KNOWN POWERS

Inflation: Puff Adder can "inflate" himself up to 10 feet high, giving him poor Growth and a +1 CS to be hit. His heavier skin provides him with Excellent body armor against physical and corrosive attacks.
Acid Spray: Puff Adder is able to spray acid from his mouth. His Corrosive has Remarkable strength. He only has a "range" of 1 foot, which allows him to spray an opponent that is attempting to attack him in hand-to-hand combat.
Talents: None
Contacts: Puff Adder is a teammate of Copperhead, Black Racer, and Fer-de-Lance. The quartet worked as a team while infiltrating the Serpent Society.

ROLE-PLAYING NOTES

Puff Adder is a not particularly sophisticated villain who prefers to punch anybody he can connect with. Against tough opponents he will first employ his acid if possible. Adder is not too bright and is more than willing to follow someone's lead.

RATTLER

STATISTICS

F	GD (10)
A	GD (10)
S	EX (20)
E	EX (20)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 60
Karma: 22
Resources: GD (10)
Popularity: −3

BACKGROUND

Real Name: Gustav Krueger
Occupation: Professional criminal
Legal Status: Former citizen of East Germany, current citizenship and criminal record unknown
Identity: Secret
Place of Birth: Breslau, East Germany
Marital Status: Single
Known Relatives: None
Base of Operations: Serpent Society Headquarters, Upstate New York
Past Group Affiliations: Member of the Serpent Society, ally of Viper II
Present Group Affiliation:

KNOWN POWERS

Bionic Tail: Rattler's tail is a bionic implant of unknown origin. The tail has Remarkable strength, and Rattler can use it to do Remarkable Blunt damage. In addition, it may generate sonic vibration waves of up to Remarkable intensity. Used offensively, the vibrations strike with Remarkable Force, breaking down materials of lesser strength. The vibrations can disrupt living and non-living material alike. Living targets must make an Endurance FEAT against Remarkable intensity or be stunned for 1-10 rounds. Even if the Endurance FEAT is made, all actions by affected individuals are at −1 CS due to vertigo. Rattler can also use the tail to set up a vibrational shockwave that will deflect bullets and other physical missile weapons, acting as a Remarkable strength force field against such objects. This field will protect anyone in the same area as Rattler. Rattler has no control over who he affects. He can target any area within a 2-area range, but everyone in that area, friend and foe alike, takes damage. Rattler's costume protects him from the effects of his tail.
Deafness: Rattler is 85% deaf in both ears. An electronic hearing aid in his cowl provides him with normal hearing.
Talents: None
Contacts: Rattler presumably has a number of criminal contacts in East Germany. He was a member of the Serpent Society but joined forces with Viper II when she overthrew Sidewinder as leader of the group.

ROLE-PLAYING NOTES

Rattler is one of the more powerful members, as he combines great strength with offensive ranged weaponry. He enjoys watching opponents be slowly ripped apart by his vibrational attacks, but is not too picky about whether his allies are clear. He is particularly untrustworthy and joined forces with Viper II without any physical coercion.

ROCK PYTHON

STATISTICS

F	TY (6)
A	EX (20)
S	GD (10)
E	GD (10)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 46
Karma: 32
Resources: GD (10)
Popularity: −1

BACKGROUND

Real Name: Unrevealed
Occupation: Former metallurgist, professional criminal
Legal Status: Unrevealed
Identity: Secret
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile **Past Group Affiliations:** Agent of Viper II
Present Group Affiliation:

KNOWN POWERS

Python Capsules: Rock Python uses capsules that open into quick-growing metal-like tentacles. He can throw them at an opponent (up to 2 areas away) and if they hit, that opponent is Grappled as if by Incredible Strength. Rock Python controls the tentacles' growth through a cybernetic unit in his cowl. He can free a victim whenever he wishes, and if he is Stunned or knocked unconscious, the tentacles lose their grip. Rock Python has enough capsules for four entanglements.
Talents: Rock Python is a skilled metallurgist.
Contacts: Rock Python is an agent of Viper II. It is unlikely that he has any criminal contacts.

ROLE-PLAYING NOTES
Rock Python is into crime for the money. Putting his mastery of metallurgy to use, he attempted to attract the attention of the Serpent Society by taking a snake motif. Viper II spotted him first, and he was more than happy to take her money. A poor physical combatant, his usual tactic is to stay at a distance and throw his capsules.

SIDEWINDER

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	EX (20)
R	EX (20)
I	TY (6)
P	GD (10)

Health: 46
Karma: 36
Resources: EX (20)
Popularity: −3

BACKGROUND
Real Name: Seth Voelker
Occupation: Former college professor, former financial analyst, currently professional criminal
Legal Status: Citizen of the U.S. with no criminal record
Identity: Secret
Place of Birth: Kenosha, Wisconsin
Marital Status: Single
Known Relatives: None
Base of Operations: Serpent Society Headquarters, upstate New York
Past Group Affiliations: Leader of Serpent Squad III, leader of Serpent Society
Present Group Affiliation:

KNOWN POWERS
Teleportation Cloak: Sidewinder can teleport by means of an electronic harness and cape controlled by a cybernetic system in his helmet. He can teleport up to 2 areas per round, and thus move past walls, opponents, and other hazards with ease. He can view the area he is teleporting to as he moves into it, allowing him to avoid solidifying inside a solid object. He can manipulate his harness so as to fall up to 10 stories without taking damage by repeatedly entering and leaving the real world. He can take any one or more person or object that he can cover with his cape (normally one man-sized individual).

Sidewinder can "cache" objects in the other dimension his teleportation carries him into, but he must note landmarks in that reality so as to be able to reobtain them. Sidewinder can also presumably teleport another human being without transferring himself. The individual would be shunted into the dimension and automatically shunted back out, but 2 areas away in the direction in which he was moving. If he or she were not moving, there would be no shift in position and the attack would be useless. Sidewinder can do this by making a Yellow Agility FEAT roll to throw the cape over an opponent.

Sidewinder recently had backup circuitry installed in his cape so that he can teleport without the helmet. Someone familiar with the triggering mechanisms can therefore use the cape, but without Sidewinder's instructions the teleportation will occur in a random direction (although never above or below ground). When such a random teleport occurs, the distance travelled is 1-10 areas.

Sidewinder has developed one Power Stunt with his cloak:

* He can teleport so quickly that he receives a +5 to his Initiative when doing nothing but teleporting that round except draping his cloak around someone to take them with him.

Weaponry: In a recent attempt to provide himself with offensive capabilities, Sidewinder devised his "Side- Effects." These are small glowing drones of Good material strength, released from a belt compartment, that can home in (with Excellent Agility) on an opponent, moving one area per round. Upon contact they do Excellent Energy damage. Sidewinder carries four of these, and can control two at a time through the cybernetic system in his helmet. They can be damaged normally, but are at −3 CS to be hit due to their small size.

Talents: Voelker has the Business/Finance and Leadership talents.

Contacts: Sidewinder led the third Serpent Squad and the Serpent Society. He and Diamondback are romantically involved. Sidewinder is on friendly terms with a number of criminal organizations, including the Kingpin, AIM, HYDRA, and the Maggia.

ROLE-PLAYING NOTES
Sidewinder is beyond a doubt one of the smartest villains in existence. Having a power of little or no offensive worth, he uses it to become the lynchpin of a major criminal organization. Voelker is a pragmatist, however, as well as a good businessman, and knows when to cut his losses and when to follow something through so that future "clients" will have a good impression of the group.

SLITHER

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	GD (10)
R	TY (6)
I	PR (4)
P	PR (4)

Health: 50
Karma: 14
Resources: PR (4)
Popularity: −4

BACKGROUND
Real Name: Aaron Salomon
Occupation: Mercenary
Legal Status: Citizenship unrevealed, has a criminal record in the U.S.
Identity: Known to the U.S. legal authorities
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Member of Mutant Force, agent of Viper II
Present Group Affiliation:

KNOWN POWERS
Reptilian body: Slither resembles a snake-like humanoid. His scaled skin provides him with Typical protection against physical attacks. Slither's senses are also like a snake's, so he can "smell" with his tongue, providing him with Good Tracking power. He can use his arms and legs to grapple with and constrict an opponent. His Strength is considered Incredible when Grappling. If he maintains even a partial hold on an opponent for more than 2 rounds, the victim must make an Endurance FEAT roll. If the character fails the roll, Slither has partially suffocated the victim, who goes unconscious for 4-14 rounds. This roll must be made every round until Slither's hold is completely broken or the victim falls unconscious.

Talents: None

Contacts: Slither is a previous associate of the Mutant Force (now known as the Resistants). He is completely loyal to Viper II.

ROLE-PLAYING NOTES
Slither is probably the most unintelligent member of either the Mutant Force or the Serpent Society. He is pathetically eager to please his new mistress, Viper II, and will do anything she asks.

STATISTICS

F	EX (20)
A	GD (10)
S	TY (6)
E	EX (20)
R	RM (30)
I	GD (10)
P	TY (6)

Health: 56
Karma: 46
Resources: PR (4)
Popularity: 12

BACKGROUND

Real Name: Katherine "Kitty" Pryde
Occupation: Student, adventuress
Identity: Secret
Legal Status: Citizen of the United States with no criminal record, still a minor
Other Known Aliases: Sprite, Ariel
Place of Birth: Deerfield, Illinois
Marital Status: Single
Known Relatives: Carmen (father, divorced), Theresa (mother, divorced), Samuel Prydeman (grandfather, deceased), Chava Rosanoff (great-aunt, deceased)
Base of Operations: London
Past Group Affiliation: Shadowcat is a former member of the X-Men, current member of Excalibur.
Present Group Affiliation:

KNOWN POWERS

Phasing: Kitty can move her body out of phase with her surroundings with Incredible ability, allowing her to pass through solid objects for as long as she can hold her breath. While she phases, she can be harmed only by multi-dimensional, magical, psionic, or out-of-phase attacks. Force fields require a FEAT roll for her to pass through. Kitty has developed a number of power stunts:

- *Moving on air* as if it were solid ground. She may move normally regardless of lack of floors.
- *Disrupting electrical equipment.* Non-sentient equipment is harmed on a power FEAT roll. Sentient electrical beings must make an Endurance FEAT or be knocked out for 1-10 rounds and suffer 30 points of damage. Battlesuits, computers, and other systems are rendered useless for 10 rounds.



- *Render others out-of-phase* by touch. They remain out-of-phase for as long as she is in contact with the character.
- *Wielding objects out-of-phase* and then letting them go, bringing them into phase. If an object is in contact with a victim when they rephase, they inflict Material Strength damage, rolled on the Edged Attack column.

Astral Sight: Kitty can automatically see characters in their astral forms, if they are in the same or adjacent areas.

Near-Sighted (Limitation): Kitty is near-sighted; anything beyond 3 areas is blurry and indistinct.

Out-of-Phase (Limitation): Due to a recent injury (caused by the Marauders), Kitty finds it extremely difficult to return to normal phase. She requires a power rank FEAT roll to be restored to normal phase.

Talents: Kitty's reason is Incredible when dealing with all kinds of electronic gear and computer hardware. She knows Martial Arts C and E, and has the Resist Domination talent. She speaks fluent Russian.

Contacts: Many of Kitty's contacts are old members of the X-Men and the New Mutants, whom she only sees occasionally. She is an extremely close friend of Illyana Rasputin (Magik). Her closest companion is Lockheed the Dragon.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Kitty Pryde is a conscientious and enthusiastic young woman. She is generally cheerful, but the many tragedies she has known since joining the X-Men have taken their toll on her high spirits. Extraordinarily bright, Kitty is an excellent team player, and is developing leadership skills. However, she sometimes dislikes working the long hours needed to hone her skills.

HISTORY

Katherine "Kitty" Pryde was a teenager living in Deerfield, Illinois, when she began suffering headaches of steadily increasing frequency, duration, and intensity caused by the emergence of her mutant power in puberty.

Professor Charles Xavier, founder of the X-Men, located Kitty with his device for finding superhuman mutants, Cerebro. He and three X-Men, Colossus, Storm, and Wolverine, set out for Deerfield to recruit. Unknown to Xavier, however, the mercenary Warhawk had planted a device that enabled his employers in the Inner Circle of the Hellfire Club to monitor Cerebro's activities. The Inner Circle thus sent one of its leaders, Emma Frost, the White Queen, to contact the girl, too.

Kitty herself was unaware that she was a mutant or that she had a superhuman power until Frost arrived to speak to her parents. While Frost was downstairs, Kitty went to her room upstairs, suffering her worst headache ever. Lying on her bed, she closed her eyes, wishing the headache would stop. When it did, Kitty opened her eyes in surprise and found herself lying on the floor of her living room. Without knowing it, Kitty had used her "phasing" power for the first time, and had passed through her bed and the floor into the room below.

As Frost left, Xavier and his three X-Men arrived and took Kitty to a local malt shop. As Kitty and Storm began their friendship, three Hellfire Club mercenaries burst into the shop and attacked the X-Men. Backing up in surprise, Kitty found herself passing through the wall. The White Queen used her telepathic powers to overcome the three X-Men, whom the Hellfire Club took into their hovercraft.

Unseen, Kitty snooped around the hovercraft before it took off and discovered the X-Men. Unwilling to desert them, she hid aboard the craft and followed them to the Frost Industries complex to which the White Queen took them. Going to telephone for help, Kitty was spotted by one of the Hellfire Club mercenaries, but Pryde got away long enough to phone the number.

Two Hellfire Club mercenaries in a car were just about to capture Pryde in Chicago when they were halted by the Jean Grey version of Phoenix, who had just arrived with Cyclops and Nightcrawler in response to Kitty's message. Phoenix found and comforted the frightened Kitty and then used her mental powers to calm Carmen Pryde's rage over his daughter's disappearance.

Carmen Pryde, impressed by Xavier, allowed Kitty to became the newest member of the X-Men. She originally took the code-name Sprite, later changed it to Ariel, but recently settled on the name Shadowcat. Kitty quickly became a valuable member of the X-Men, so much so that Xavier retained her in the X-Men even after founding a new team, the New Mutants, most of whom are closer to Kitty in age than the other X-Men. Kitty's friendship with Storm has grown although her best friend is Illyana Rasputin, the New Mutant called Magik, who is her own age. Kitty had a romance with her fellow X-Man Colossus, but although it has come to an end, they remain friends. Kitty's constant companion is the small alien dragon-like creature Lockheed, whom she met when the X-Men were on another planet.

She was badly injured in battle against the Morlocks, and it appeared that she was going to remain intangible until the point that her body faded. However, she was cured by Dr. Doom and Reed Richards. She still has difficulty becoming solid, but is expected to make a full recovery. She is currently a member of Excalibur.

STATISTICS

F	AM (50)
A	RM (30)
S	EX (20)
E	RM (30)
R	GD (10)
I	RM (30)
P	IN (40)

Health: 130
Karma: 80
Resources: TY (6)
Popularity: 20

BACKGROUND

Real Name: Shang-Chi
Occupation: Secret Agent, Fisherman
Identity: Secret
Legal Status: Publicly known, though few know he is the son of Fu Manchu.
Other Known Aliases: Master of Kung-fu
Place of Birth: Honan, People's Republic of China
Marital Status: Single
Known Relatives: Fu Manchu (father, presumed deceased), Fah Lo Suee (sister)
Base of Operations: Mobile
Past Group Affiliations: Former agent of MI-6 British intelligence, member of Freelance Restorations
Present Group Affiliation:

KNOWN POWERS

Ki-Powers: Shang-Chi has some knowledge of the manipulation of Ki, life force, and has developed at least one power stunt; he is able to grab handled blades (such as knives) out of the air and throw them back. This requires a successful Psyche FEAT roll for concentration, and an Agility FEAT for the manuever.
Talents: Shang-Chi is skilled in all the available Martial Arts. He is also +1 CS with all thrown weapons. He has an Excellent reason regarding Oriental Philosophy and Fishing.
Contacts: Shang-Chi retains contacts with his former partners in Freelance Restorations.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Shang-Chi is a calm, stoic individual, who dislikes the life of an adventurer, and will use his powers only for the noblest of causes, such as rescuing his friends. He was a bitter enemy of his father, Fu Manchu, and if Manchu should somehow return to life, undoubtedly Shang-Chi will oppose his schemes.

HISTORY

Shang-Chi, son of the internationally powerful criminal mastermind Fu Manchu, was raised and educated in Fu Manchu's retreat in Honan, China, with only limited contact with his parents. By nineteen, Shang-Chi had become master of the mental and martial arts in which he rigorously trained, both by his father and by his father's instructors.

When still in his teens, Shang-Chi's father sent him into the outside world for the first time, on a mission to assassinate Dr. Petrie, an old enemy of Fu Manchu's. Fu Manchu had raised his son to believe that his father was a great humanitarian. Believing, therefore, that Dr. Petrie was evil, Shang-Chi stole into Petrie's home in Mayfair, London, and struck him hard enough to kill him. Actually, however, the "Petrie" that Shang-Chi had killed was an android constructed by Fu Manchu himself. Fu Manchu had abducted the real Petrie (who was later rescued) and attempted through the strategem of this "murder" to keep people from suspecting Petrie's true fate. Almost immediately after Shang-Chi committed the murder, Sir Denis Nayland Smith, the greatest of Fu Manchu's adversaries in the past, discovered him. Smith tried to kill the young man, but Shang-Chi's superlative kung fu skills made that impossible. Smith told Shang-Chi of his father's true nature and career. Shang-Chi then visited his mother, who confirmed what Smith had said. Visiting his father in his base of operations hidden within a New York City office building, Shang-Chi declared himself his father's mortal enemy.

For several years, Shang-Chi devoted his life to the overthrow of Fu Manchu's criminal empire, as well as to battling other menaces to Western society. Shang-Chi became a regular ally of Sir Denis Nayland Smith, and worked with him on missions for MI-6, a British intelligence agency, and later for Freelance Restorations, Smith's own independent agency.

Shang-Chi ultimately contributed to his father's apparent death in a confrontation at the Honan retreat. Fu Manchu's "elixir vitae," which had allowed him to live and remain in his physical prime for many decades, was no longer sufficient to maintain his youth. Rapidly aging, Fu Manchu needed his son's blood to restore his physical vitality. But Shang-Chi wrested away the blood-filled test tube and spilled it on the ground. A frantic Fu Manchu was licking it up when the retreat was demolished by an explosion set off by other aides of Smith. Shang-Chi escaped, but Fu Manchu is assumed to have been killed. Torn by guilt over helping to cause his father's apparent death, Shang-Chi wandered for several weeks, contemplating his future and his purpose. He eventually came to believe he had atoned for the alleged murder of his father, and, rejecting what he called the "games of deceit and death" in which he had participated as an adventurer, he retired to a passive life in the village of Yang Yin, in the Chinese province of Kwang Tung. He currently spends much of his time as a fisherman.

Recently, when his friend Leiko was kidnapped by a group of terrorists, Shang-Chi came out of retirement to help her. Whether he will again become an active adventurer remains to be seen.

SHANNA THE SHE-DEVIL

STATISTICS

F	EX (20)
A	RM (30)
S	GD (10)
E	RM (30)
R	TY (6)
I	EX (20)
P	EX (20)

Health: 90
Karma: 46
Resources: TY (6)
Popularity: 10

BACKGROUND

Real Name: Shanna O'Hara Plunder (Lady Plunder)
Occupation: Former veterinarian and ecologist, now adventurer
Identity: Publicly known
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: None
Place of Birth: Zaire, Africa
Marital Status: Married
Known Relatives: Lord Kevin Plunder (alias Ka-Zar, husband), Gerald O'Hara (father, deceased), Patricia O'Hara (mother, deceased), Robert O'Hara (uncle), Parnival Plunder (alias Plunderer, brother-in-law, apparently deceased), Pele, (husband, deceased), Leila (stepdaughter, deceased), son (unnamed)
Base of Operations: Formerly Dahomey, Africa, later the Savage Land and Pangea, currently Mobile
Past Group Affiliation: Partner of Ka-Zar
Present Group Affiliation:

KNOWN POWERS

Knife: Shanna carries a Bowie knife, which does Good Edged damage.
Talents: Shanna has Martial Arts E, and +1 CS with knives. She also has Thrown Weapons, Acrobatics, Tumbling, Animal Medicine, Hunting, and Survival Talents.
Contacts: Shanna is the wife of Ka-Zar, and has contacts in the survivors of the Savage Land who escaped the holocaust of Terminus. She is also friends with a number of superheroes, especially the X-Men and Spider-Man.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Shanna is hot tempered and high-spirited, and sometimes lets her anger get the best of her, as one might expect from her nickname, "the She-Devil." Nevertheless, she is a very good friend to those who love her. Shanna has a special bond with animals.

HISTORY

Shanna O'Hara was the only daughter of Gerald O'Hara, a wealthy American with farming and diamond mining operations throughout Africa. Shanna spent her early childhood living there with her parents in a jungle area.

When Shanna was six, her mother's pet leopard began killing O'Hara's livestock. Gerald went to shoot the rogue leopard, but mistakenly fatally shot his wife instead, before the horrified Shanna's eyes. This incident, which began Shanna's lifelong loathing of firearms, so traumatized the girl that her father sent her back to the United States to live with relatives. There she grew up, a superb natural athlete who majored in biology and eventually earned a doctorate in veterinary medicine.

Shanna was hired as an environmental specialist for the Central Park Municipal Zoo in New York City, where her natural affinity for animals enabled her to walk unharmed among even the most ferocious big cats. At the zoo, she raised many animals from infancy, including a female leopard named Julani. One night a sniper murdered most of the big cats at the zoo, leaving a wounded Julani the sole adult survivor. Shanna went up to Julani to comfort her, but a zoo guard, panicking, shot the leopard. Angered, Shanna tendered her resignation. However, zoo officials persuaded her to take the two surviving zoo-born leopards to the Dahomey Reserve in Africa to accustom them to life in the wild. These were Ina and Biri, Julani's cubs, and Shanna enthusiastically took them in her charge.

As they left civilization behind, a bond was formed between woman and beasts, as Shanna, wearing Julani's pelt for sight-scent recognition with the cubs, began to realize how much she was like these creatures. Taking to the jungle as if it were her native element, she quickly developed into a strong, swift jungle dweller. Her athletic prowess, hot temper, and mane of red hair soon gained her the name "Shanna the She-Devil." Accompanied by her soon-grown leopards Ina and Biri, and often aided by the Dahomey Reserve game warden, Patrick McShane, she became protector of the reserve against poachers and all other exploiters.

Tragedy repeatedly struck Shanna after her move to Africa. Her father was kidnapped by the organization of the Mandrill and Nekra. Nekra killed Patrick McShane. Shanna's search for her father was interrupted when she was kidnapped to the Savage Land, a hidden jungle on the Antarctic continent, by the wizard Malgato. It was there that Shanna first met her future husband, Lord Kevin Plunder, who lived there under the name of Ka-Zar. Together, Ka-Zar and Shanna defeated Malgato, but though they were attracted to each other, Shanna returned to Africa to find her father. Discovering that her father had been murdered, she journeyed to America where she aided Daredevil and the Black Widow in thwarting the Mandrill's attempted takeover of the United States.

After spending some time in San Francisco, Shanna was recruited by SHIELD for a mission that ended up taking her back to the Savage Land, where she again encountered Ka-Zar. Shanna again returned to Africa, where she clashed with the fanatical leader of a religious cult, Raga-Shah, who was responsible for the deaths of Ina and Biri and Shanna's friend, SHIELD agent Jakuna Singh. Shanna's quests for vengeance and her intense feelings of guilt over the deaths of so many of those she loved drove her into a state of acute anxiety. Returning to America, she took revenge on Raga-Shah.

Her torment eased, Shanna chose to move to the most inaccessible jungle of all, the Savage Land. There she and Ka-Zar became lovers in a passionate and tempestuous relationship. At one point, Shanna was rescued from a raging river and a large serpent by Mele, an arboreal, humanoid being with a prehensile tail who lived in Pangea, another hidden Antarctic land. Believing Mele would otherwise kill himself after the apparent death of his daughter Leila, Shanna married him. But Mele accidentally died soon thereafter, and Shanna returned to Ka-Zar.

Although born in England, Ka-Zar had been marooned in the Savage Land as a child, and had lapsed into savagery over the years. But after making contact with people from the outside world, Ka-Zar began to immerse himself in western culture, and became comfortable playing the role of an irreverent, Americanized adventurer. His relationship with Shanna reinforced this role. Finally, Ka-Zar and Shanna were married. They have had one son (as yet unnamed) together.

Recently, the alien planet-ravager Terminus rampaged through the Savage Land and Pangea, wreaking havoc and destroying much of the climate-controlling apparatus that sustained the tropical jungle amidst the polar icecap. What was not destroyed in the Savage Land and Pangea by Terminus's energy staff was soon claimed by the Antarctic blizzard. The Avengers managed to rescue Ka-Zar and Shanna and escort them to New York City.

Soon after the birth of her son, the High Evolutionary restored the Savage Land, and Ka-Zar and Shanna returned to live there.



STATISTICS

F	MN (75)
A	MN (75)
S	MN (75)
E	UN (100)
R	CL1000
I	CL1000
P	CL5000

Health: 325
Karma: 7000
Resources: CLASS 5000
Popularity: 0

BACKGROUND

Real Name: Unknown, perhaps inapplicable
Occupation: Reality manipulator
Identity: His existence is not known to the general population of Earth.
Legal Status: Unknown
Other Known Aliases: None
Place of Birth: A planet in the Skrull homeworld system, Andromeda Galaxy (now destroyed)
Marital Status: Unknown, perhaps inapplicable
Known Relatives: Kubik, the Earth Cosmic Cube created by AIM
Base of Operations: The known universe
Past Group Affiliations: Mentor of Glorian, and Kubik
Present Group Affiliation:

KNOWN POWERS

Body Armor: The Shaper of Worlds has Monstrous protection from physical attacks, and Amazing protection from energy attacks. By manipulating reality, he can become invulnerable to any form of damage.
Reality Manipulation: The Shaper of Worlds has Illusion Generation powers of Class 5000 ability, so that for most of the normal world, his illusions are indistinguishable from reality. His initial range is 1 area, but increases at the rate of 1 area per round, so that after 21 Earth hours, he can convert an entire planet the size of Earth to his reality. It remains in that state for 4 Earth years, at which point it returns to normal, unless the Shaper intervenes to maintain his transformation. However, the Shaper has no imagination, and depends on the dreams and ideas of others to form templates for his world-shaping. Once he finds a template, he begins to warp reality until it corresponds with the illusion. If he should find a mind that wishes to be king of the world, reality is suitably manipulated. The Shaper is attracted by extremely grandiose, interesting, and unusual dreams. If he is convinced that the dream is harmful, he may negate it.
Traction Movement (Limitation): The Shaper moves by way of a vehicle which is in place of his lower body. The vehicle only moves 1 area/turn. His starship has Class 5000 movement.
Talents: None known.
Contacts: The Shaper of Worlds was once a Skrull, but seems to have severed all connections with his home race. His lone contacts are Glorian, his herald, and Kubik, the entity created from Earth's Cosmic Cube. He is also overseeing the Cosmic Cube created by the union of the Beyonder and the Molecule Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Initially, the Shaper of Worlds was driven by intense curiosity about the dreams and ambitions of others; he wanted to explore people's emotions and ambitions, especially since he had none of his own (in this way, he was very much like the Beyonder). Since the birth of Kubik, however, he has taken the role of mentor to the new entity, recognizing the truism that with great power comes great responsibility.

HISTORY

Thousands of years ago, the alien Skrulls developed a device that could transform reality according to the wishes of whoever held the device and concentrated upon it. This was the first known Cosmic Cube, which apparently was created through forming a meta-singularity, or "gray hole," that served as an opening into another universe.

This universe was the universe of the Beyonders, mysterious beings who seek to enhance the development of sentient life.

An unknown "x-element" from that other universe entered through the meta-singularity and was entrapped within a perfect cube of force by scientists. The Skrull emperor appropriated the Cube and, able to will the Cube to do anything he wished, declared himself a god. The emperor's reign as god-king lasted many years, but, probably unknown to either himself or any of his scientists, the Cube had the potential to become a sentient being. By willing the Cube to perform various tasks, the emperor unwittingly imprinted his own personality upon the embryonic consciousness of the Cube. After years of obeying the emperor's commands, the Cube began to develop a consciousness and personality of its own in the image of the mind of the emperor. However, the Skrull emperor was mad with a lust for power, and the Cube's personality became power-mad, too. The Cube, acting on its own, reached forth with its power to transform and destroy a succession of solar systems within the Andromeda galaxy, within which the Skrull empire is located. By the time the Cube's consciousness had reached emotional maturity, it had destroyed the civilizations of two-thirds of that galaxy's inhabited worlds, thus causing the Skrull empire to fall back into barbarism. The Skrull eventually rebuilt their civilization to its former level.

Upon reaching maturity, the Skrulls' Cosmic Cube transcended the Skrull emperor's lust for power and character flaws, and developed a personality of its own. Physically, however, it came to resemble a Skrull above the waist. The Cube, motivated to transform worlds, called itself the Shaper of Worlds. However, perhaps because of a similar lack in the Skrull emperor, the Shaper has a very limited creative imagination. Hence, he seeks out other sentient beings whose imaginations provide him with images he can follow in transforming a world.

In recent years, the Shaper, realizing that he may not himself live forever, and recognizing the latent psionic potential in Earth humans, has taken an Earth man named Thomas Gideon as his apprentice. Gideon now calls himself Glorian.

More recently still, the Supreme Intelligence of the Kree detected that a Cosmic Cube created on Earth was about to manifest its own immature personality and will. This Cube, being wielded by power-mad beings such as the Red Skull and Thanos, presented a great threat to the universe, just as the Skrull Cube once had. Therefore, the Supreme Intelligence contacted the Shaper, who came to Earth and calmed it, removing the imprints of hatred, paranoia, and power lust it had received from its previous wielders. Motivated both by a kind of paternal devotion and by a desire to do penance for the devastation he had wreaked upon the Skrulls long ago, the Shaper dedicated himself to supervising the development of the Earth Cube's consciousness.

The Cosmic Cube then took the name Kubik. Recently, both Kubik and the Shaper interfered with an attempt by Doctor Doom to steal the power of the Beyonder, and helped the Beyonder and the Molecule Man into a new Cosmic Cube. The current whereabouts of the Shaper, Kubik, and this new Cosmic Cube are unknown.



STATISTICS

F	RM (30)
A	EX (20)
S	MN (75)
E	AM (50)
R	TY (6)
I	GD (10)
P	EX (20)

Health: 175
Karma: 36
Resources: EX (20)
Popularity: 30

BACKGROUND

Real Name: Jennifer Walters
Occupation: Professional adventurer, former criminal defense lawyer
Identity: Secret, but She-Hulk makes little effort to conceal it
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: None
Place of Birth: Los Angeles, California
Marital Status: Single
Known Relatives: Morris Walters (father), Elaine Walters (mother, deceased), Robert Bruce Banner (cousin), Elizabeth "Betty" Ross Banner (cousin by marriage), Brian Banner (uncle by marriage, apparently deceased), Rebecca Banner (aunt, deceased)
Base of Operations: New York City, formerly Los Angeles
Past Group Affiliations: Former member of the Fantastic Four, current member of the Avengers
Present Group Affiliation:

KNOWN POWERS

Body Armor: She-Hulk's skin is the equivalent of Incredible body armor, and provides Excellent protection against energy attacks.
Leaping: She-Hulk has Shift Z leaping ability, and can cross 4 areas in a single bound.
Alter-ego: She-Hulk once was capable of changing into Jennifer Walters, but lost that ability on an adventure, a loss that she takes for granted. Her stats in this form were:

F	A	S	E	R	I	P
TY	TY	PR	GD	GD	GD	TY

Talents: Jennifer was a lawyer and a member of the California bar. She is still a capable lawyer (Good reason regarding legal matters) but rarely involves herself in cases. She has received training in Martial Arts C.
Contacts: She-Hulk has contacts in the Avengers and in the Fantastic Four. She is extremely close to the old Fantastic Four sidekick, Wyatt Wingfoot. Her cousin is Bruce Banner, the Hulk, and her father is Sheriff of Los Angeles County.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

She-Hulk is an extremely pleasant, fun-loving young woman, who will treat people with the same respect she is shown (good or bad). She once had a grudge with Hawkeye, but the two have patched up their differences. She-Hulk is irritated by people who take themselves too seriously, and will play (very minor) jokes on them to relieve tension. She is a very good team player, able to take orders without being blindly obedient.

HISTORY

Jennifer Walters was the daughter of Morris Walters, sheriff of Los Angeles County, and Elain Walters, and first cousin to Robert Bruce Banner, the atomic scientist who was transformed by gamma radiation into the monstrous Hulk. Born in Los Angeles, Jennifer frequently spent summer vacations with her mother's relatives, the Banners, in Dayton, Ohio. Despite an age difference of five years, Jennifer and Bruce became as close as brother and sister, but they saw less of each other after Banner left Dayton to attend college in New Mexico.

Upon her graduation from college, Jennifer Walters went to law school in Los Angeles while Bruce Banner attended medical school. Although they corresponded briefly, the two lost track of each other when Banner left medical school in his second year to study nuclear physics. After Banner began work on the military's top secret gamma bomb, he completely dropped contact with his family for reasons of national security. Graduating from law school with high honors, Walters established a successful criminal law practice in Los Angeles.

One day, long after first becoming the Hulk, Bruce Banner visited Jennifer to re-establish contact with his childhood friend and to confide in her the emotional trauma that being the Hulk had caused him over the years. At that time, Walters was defending a criminal named Lou Monkton, whom gangster Nicholas Trask had framed for the murder of Trask's bodyguard. While Walters drove Banner to her Los Angeles home, one of Trask's henchmen made an attempt on her life, seriously wounding her. With his cousin rapidly losing blood from the gunshot wound, Banner improvised an emergency blood transfusion, knowing that he and his cousin shared the same blood type. As soon as it was evident that Walters would survive, Banner left for fear that in the excitement he would turn into the Hulk.

The effects on Walters of the transfusion of gamma radiation-mutated blood was first manifested when Trask's men, posing as doctors, crept into her hospital room. When Walters recognized them, her anger triggered her transformation into a six foot seven inch-tall, superhumanly strong female version of the Hulk, who became known as the She-Hulk. The She-Hulk exacted vengeance on Trask's organization.

Walters found that she derived more satisfaction from life as the She-Hulk than in her "normal" persona. It has been speculated that radiation-triggered transformations such as the Hulk's unleash a buried side of the transformed individual's personality. Hence, Bruce Banner's repressed rage emerged in his Hulk persona. On the other hand, Jennifer Walters found herself much more uninhibited and capable of enjoying herself as the She-Hulk. Invited to join the Avengers, the She-Hulk accepted, and reluctantly left California. From then on she rarely returned to her "normal" human form. When the Thing took a leave of absence from the Fantastic Four, he named the She-Hulk as his replacement. The She-Hulk became a reserve Avenger upon joining the Fantastic Four, and remained with the latter team after the Thing quit the Fantastic Four entirely.

Recently, the She-Hulk was exposed to intense radiation while shutting down an atomic pile that was about to explode. The radiation had a mutagenic effect on the She-Hulk, preventing her from changing back to her orignal human form, apparently permanently. Since Walters preferred being the She-Hulk, she was not disturbed at being unable to change back and forth anymore.

Subsequently, the Thing has returned to the Fantastic Four, but the She-Hulk has remained a member of the Avengers.

Subsequently, the Thing returned to the Fantastic Four, and She-Hulk eventually left to join the Avengers. Recently, she was used by Dr. Druid and Nebula in a plot that led to the break-up of the group, but she has remained an active superhero.

BACKGROUND

SHIELD (Supreme Headquarters International Espionage Law-Enforcement Division) is a worldwide intelligence and peace-keeping organization dedicated to protecting the nations and peoples of Earth from all threats to its security. Unlike the various national intelligence agencies, such as the CIA, M-I6, Mossad, and KGB, SHIELD is international in membership, scope, and jurisdiction. Most of the world's free countries participate in SHIELD and sanction its activities. SHIELD also has secret bases in various Communist countries.

SHIELD was founded in the I960s to counter the threat posed to the free world by the technologically advanced neo-fascist subversive organization HYDRA. SHIELD's founders remain unrevealed, as do the members of the Executive Board of Directors, but they are believed to be world leaders in business and the military. SHIELD's first director, whose identity remains classified, was killed by HYDRA assassins. His replacement was Nicholas Fury, a colonel in the U.S. Army who had been a top operative in the Central Intelligence Agency. He serves as SHIELD's highest-ranking known agent, overseeing daily administrative affairs as well as serving as supreme field commander. SHIELD policy and directives are determined by the anonymous seven-member Executive Board of Directors, who confer with Fury by videoscreen on a regular basis, though not even Fury knows who they are.

Under Fury are several Special Directors (Level Two), who serve as the Public Director's Cabinet. Known Special Directors include Timothy "Dum Dum" Dugan (Military Coordination), Jasper Sitwell (Internal Affairs), and Valentina Allegro de Fontaine (Public Relations).Regional Directors, Field Agents, and technical specialists make up the remaining levels of authority in SHIELD.

SHIELD uses both state-of-the-art surveillance technology (notably spy satellites) and long-term cover agents ("moles") stationed in strategic places such as certain industrial, governmental, and military establishments. The wealth of surveillance data is fed to the headquarters of the nearest Regional Director, who dispatches top priority material to SHIELD's central command. Matters threatening world security, involving extraterrestrials, or endangering in excess of ten thousand lives are under the jurisdiction of SHIELD's central command and the Public Director himself. Fury will usually bring in his own cadre of agents to spearhead the operation in the endangered region.

The bulk of SHIELD's operations are covert, but some involve visible public activities. Although SHIELD policy prohibits the organization from usurping the role of the nation's armed forces by engaging in warfare on enemy soil, overt domestic matters that also fall under the jurisdiction of the militia are jointly coordinated, with SHIELD generally taking the auxiliary role (such as in the case of the U.S. Army's pursuit of the Hulk).

Among SHIELD's innumerable successful operations was the dismantling of HYDRA, the subversive group responsible for SHIELD's founding, reducing it from a single multinational global organization to a number of small, ineffectual splinter groups of vastly less scope and power. SHIELD was also instrumental in thwarting the schemes of AIM (the Advanced Idea Mechanics) and Zodiac, a crime cartel which once boasted Nick Fury's brother as a member. With the aid of certain superhuman adventurers, SHIELD completely destroyed the conspiracy of industrialists and politicians called the Corporation. SHIELD has also been at the forefront of defending Earth from extraterrestrial infiltration or invasion. SHIELD provided intelligence and technical support to the Avengers and Fantastic Four during a skirmish in the Kree-Skrull War fought in the Earth's vicinity. SHIELD's most extensive military action against extraterrestrials occurred during the recent expulsion of the Dire Wraiths, an operation conducted in conjunction with the Galadorian spaceknight Rom, the federal government, and scores of superhuman adventurers. Perhaps SHIELD's most public operation was its pursuit and capture of the mutated prehistoric lizard called Godzilla.

Unfortunately, certain individuals in SHIELD have abused their power and used the organization's resources and personnel to engage in questionable activities.Notable among them are Rico Santana of Rio de Janeiro and Karl Delandan of Manhattan, both of whose activities were exposed to Nick Fury by the former SHIELD agent-turned-rogue Barbara Morse, who had taken the codename Mockingbird.

One of SHIELD's greatest assets is its arsenal of high technology. In its early days, SHIELD's weaponry was designed by Anthony Stark (secretly Iron Man) and built by Stark Industries. When Stark moved away from weapons production, SHIELD tried to buy a controlling interest in Stark International, but their efforts were thwarted. However, when foreign industrialist Obadiah Stane took over Stark International, SHIELD once more entered into a mutally beneficial business relationship with the company.

The two greatest symbols of SHIELD's technological advancement were the SHIELD Helicarrier, a huge airborne mobile command base, and the SHIELD Satellite, a small, permanently manned space station designed to detect extraterrestrial visitation. After repeated enemy attempts to destroy it, the SHIELD Helicarrier recently fell victim to sabotage by a mutated swarm of cockroaches and crashed in an unpopulated area of Arizona. The location of SHIELD's new major airbase has not been revealed. The SHIELD Satellite is still intact, although it is now manned by a skeleton crew.

One of SHIELD's most sophisticated technologies is the LMD, Life Model Decoy, programmable androids which SHIELD has considered using to replace Field Agents in high-risk operations, but the cost is too great. Nick Fury and Anthony Stark have both regularly employed LMDs resembling themselves for security reasons. Nick Fury's brother

Jacob, under the alias Scorpio, built LMDs with special adaptations as his own private Zodiac organization.

After the destruction of the Helicarrier, Nick Fury was based in the Manhattan regional headquarters in a warehouse with a hologram brick wall in an alley as its entrance. SHIELD's Los Angeles headquarters used to be fronted first by a Chinese restaurant, later by a beauty parlor. The fronts for most of SHIELD's other regional headquarters have yet to be revealed.

Recently, Nick Fury uncovered some corruption in the upper ranks of SHIELD, and was declared a fugitive. After a long struggle, Fury exposed the agency's corruption. It was decided that a covert security agency was more dangerous than beneficial, and SHIELD was disbanded.

PERSONNEL AND WEAPONS

SHIELD used specially trained field agents and special equipment in its fight against evil, as follows:

SHIELD Agent

F	A	S	E	R	I	P
GD	TY	TY	GD	TY	TY	TY

Equipment: A SHIELD agent's arsenal includes:

- *Armored Suit:* This provides Good protection against physical attacks and Excellent protection against fire
- *Blaster:* Excellent, 5-area range
- *Thermite Bomb:* Excellent fire
- *Handgun:* Good Shooting
- *Fragmentary Grenade:* Remarkable Edged, one area
- *Strangling wire*
- *Flexible saw, radio-link pocket computer, two ammo clips*

Talents: All agents have Military, First Aid, and Detective/Espionage talents. Some have Martial Arts, Wrestling, Special Weapons, Marksman, and Piloting talents.

MANDROID

F	A	S	E	R	I	P
GD	GD	RM	EX	TY	TY	TY

Health:70
Karma:18

Body Armor: Incredible protection against physical and energy attacks.
Life Support: The wearer can live on filtered air for two months and has Amazing resistance to heat and radiation.
Weapons: A Mandroid's weapons include:

- *Neuro-stunner:* 1-area range, Incredible Stunning
- *Tracker/Repeller:* 3-area range, can manipulate objects at a distance with Incredible Strength; may also generate a force field of Amazing intensity, but may not fire other weapons.
- *Laser Torch:* 7-area range, Excellent Energy damage
- *Punch-Blasters:* 1-area range, Remarkable Force damage.

Protected Senses: Remarkable protected senses, Infravision (3-area range), radar/sonar (Remarkable), full-range radio/audio communication (with loud speakers).
Remote Control: If the suit's wearer is knocked out, then it may be used by remote control (it is usually programmed to escape).
Talents: As per wearer (see SHIELD agent)

SHIELD Flying Car

Control	Speed	Body	Protection
RM	AM	EX	GD

- Underwater Adaption (5 hours at Typical speed)
- Detection gear (Remarkable) and Communications
- Stun Cannon (Excellent)
- Anti-Missile Cannon (Excellent)
- (4) Air-to-air missiles (Incredible)

SHIELD Helicarrier

Control	Speed	Body	Protection
EX	IN	TY	MN

The Helicarrier held six combat helicopters, and thirty-two F-18A fighter jets.

SHOCKER

STATISTICS

F	TY (6)
A	EX (20)
S	TY (6)
E	EX (20)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 52
Karma: 26
Resources: TY (6)
Popularity: −2

BACKGROUND

Real Name: Herman Schultz
Occupation: Burglar, hired assassin
Identity: Publicly known
Legal Status: Citizen of the United States with a criminal record
Other Known Aliases: None
Place of Birth: New York, New York
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Past Group Affiliation: Former member of Masters of Evil
Present Group Affiliation:

KNOWN POWERS

Body Armor: Shocker's padded armor gives him Good protection from physical attacks and Amazing protection from vibration and sonic attacks (such as those produced by his gloves). Unless a Red FEAT roll is made, he is unaffected by any Wrestling or Ensnaring attacks of Monstrous rank or less.

Vibro-Smashers: Shocker wears a set of vibrating gloves (made of Amazing material strength steel) that inflict Remarkable damage (or Amazing damage if a Yellow FEAT roll is made) against a single target. They can destroy material of up to Incredible material strength (and are used to open safes by vibrating their sensitive mechanisms with a successful FEAT roll)

Talents: Shocker has the Inventor and Safecracker skills.

Contacts: Shocker was once a member of Egghead's Masters of Evil, but was betrayed by them, and does not have any contacts with them. He may retain criminal contacts from his days as a safecracker.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Shocker is one of a number of criminals with a long-standing grudge against Spider-Man. His motivations are those of revenge and greed. The Shocker is extremely confident in his abilities, but has a nasty temper. Like many of Spider-Man's foes, the Shocker is quite powerful but not well-regarded; he would be a worthy addition to many villain groups.

HISTORY

Herman Schultz was an unsuccessful burglar with an aptitude for working with tools. During his third prison term, Schultz was assigned to work in the prison workshop, at which time he became determined to develop a tool that would open any safe quickly and silently. Using stolen parts, he built a prototype device that produced vibrational waves to shake a door loose, and used it to escape. He was nearly killed by the shock-wave feedback, and once in his own workshop he created a special uniform of foam-lined fabric to absorb the vibrations. He placed vibro-shock units on his wrists to be activated by thumb controls, and dubbed himself the Shocker.

The Shocker began his career by burglarizing an office, where he first encountered and defeated Spider-Man. Their next fight took place in a bank, where Spider-Man defeated the criminal, using his webbing to keep Schultz from bending his thumbs to activate the vibro-shock units. He turned the Shocker over to the police.

Freed on parole, the Shocker again stole something and was again captured by Spider-Man and returned to prison. Months later, having escaped prison again, the Shocker embarked on a scheme to extort $1 million from New York City. Severing selected power cable junctions beneath the streets, he blacked out specific city blocks to spell out his pseudonym, thus proving his power. He then threatened to black out the entire metropolitan area if he was not paid the specified amount. When the mayor refused, he attacked the Queens Power Station, where he was defeated when Spider-Man locked his vibro-shock units in the "on" position. The recoil sent Schultz slamming from wall-to-wall, knocked him out and burning out the units.

The criminal genius Egghead helped the Shocker escape again so that he could join Egghead's Masters of Evil. The members were all hired to perform menial tasks and acquire valuable equipment needed by Egghead in his criminal schemes. Egghead sent the Masters to attack the courtroom where Henry Pym, formerly the Avenger called Yellowjacket, was standing trial for treason. Pym was to be implicated in the escape and forced to work with Egghead. A battle with the Avengers ensued, the Shocker was captured, and a post-hypnotic suggestion given the Shocker by Egghead caused him to incriminate Pym further. Eventually the plot was discovered and Pym was rescued to stand trial. The Shocker was again imprisoned.

His confidence in himself considerably shaken, Schultz escaped and established himself as an assassin-for-hire based in the South Bronx. He was hired by an industrialist named Steele, actually the Nazi war criminal Baron Von Lundt, to kill Von Lundt's old opponent ,the aging mercenary Dominic Fortune. The Shocker hoped to prove his talents by killing both Fortune and Spider-Man, thus regaining his self-confidence and collecting a sizable bonus. He ambushed Fortune at Kennedy International Airport, only to face Spider-Man. Spider-Man discovered that after past defeats, the Shocker had built his vibro-shock units into his entire uniform and did not need the wrist units. The Shocker gained the upper hand and only Fortune's timely intervention saved Spider-Man, who ripped the entire uniform to shreds and turned the criminal over to the police. Schultz is currently serving a long prison sentence.

STATISTICS

F	GD (10)
A	RM (30)
S	TY (6)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 66
Karma: 18
Resources: TY (6)
Popularity: 10

BACKGROUND

Real Name: Victoria Star
Occupation: Rodeo performer, adventurer, possible demon
Identity: Publicly known
Legal Status: Citizen of the United States with no criminal record
Other Known Aliasas: None
Place of Birth: El Paso, Texas
Marital Status: Single
Known Relatives: Remington (father)
Base of Operations: American Southwest
Past Group Affiliation: Former member of the Texas Rangers
Present Group Affiliation:

KNOWN POWERS

Pistols: Shooting Star carries two pistols that resemble revolvers, but they fire star-shaped stun-pellets of Remarkable intensity. These pellets are incapable of killing (treat Kill results as Stun). Each pistol holds thirty pellets.

Gyro-Boots: Shooting Star has developed special boots, which allow her to be borne aloft by tornadoes created by her partner, Texas Twister.

Talents: Shooting Star is a Weapon Specialist with her pistols (+2 CS). She has Horsemanship, Acrobatics, and Tumbling skills.

Contacts: Shooting Star was a member of the Texas Rangers, and especially close to Texas Twister, who was also her lover. After being captured by the West Coast Avengers, Star claimed to have always been a demon; if this is true (which is unlikely), she has various demonic contacts, most notably Master Pandemonium.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As a demon, Shooting Star was a steadfast servant of Master Pandemonium. As Shooting Star, she was a strong-willed, brave, and fiercely loyal member of the Rangers. A proud woman, one of her greatest desires was proving to the world that the Rangers were a top-rank superhero team.

HISTORY

Very little is known about Victoria Star's life before she took the alias Shooting Star and became a rodeo performer. Her father, Remington Star, was a wealthy Texas oil baron and amateur rodeo performer who encouraged his daughter's aspirations to perform professionally in rodeos. He hired scientists to build for her a special six-shooter that shoots star-shaped paralysis pellets for her sharp-shooting act. At some point in her performing career, she met a fellow rodeo performer, the Texas Twister, and the two formed a dual act. Her father then had scientists design a pair of jet-boots that enabled her to stabilize her flight when swept up in the Twister's cyclonic vortex. Shooting Star and Texas Twister were the star attractions at Cody's Rodeo Extravaganza when they intercepted a message sent by Rick Jones meant for the Avengers. Jones was being held captive by the Corruptor, who had the Hulk under his influence. Shooting Star and Texas Twister went to answer the distress call and discovered that three other individuals had responded as well—Firebird, the Ghost Rider (then called Night Rider), and Red Wolf. Although the five Southwestern adventurers were unable to stop the Hulk's rampage, they did enable him to defeat the Corruptor. At the battle's end, Texas Twister suggested that the five of them get together whenever a threat to the Southwest crops up. They agreed and took the collective name of the Rangers.

Shooting Star's identity was taken over by an unnamed demon in the employ of Master Pandemonium, who believed Firebird to be one of the possessors of his fragmented soul. To keep the Rangers from meeting regularly and perhaps posing a threat to him before he had completed his study of Firebird, Pandemonium dispatched the demon to take Shooting Star's place. When Firebird summoned the Rangers, the demon in Shooting Star was flushed out of hiding. According to the demon, Shooting Star was a human guise it had taken long before; there never was a Victoria Star. Since demons are notorious liars and this account does not fit previous information about Shooting Star, it is probably untrue. However, the whereabouts and fate of Victoria Star have yet to be revealed. The Texas Twister demonstrated a curious lack of concern when his lover was revealed to be possessed by a demon and did not insist on accompanying the West Coast Avengers in their investigation of Master Pandemonium. Perhaps he was still under the demon's influence.

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	EX (20)
R	GD (10)
I	IN (40)
P	EX (20)

Health: 80
Karma: 70
Resources: GD (10)
Popularity: −10

BACKGROUND

Real Name: Unrevealed
Occupation: A crimefighter who masquerades as a criminal mastermind
Identity: Secret
Legal Status: Citizen of the United States with no criminal record, wanted for questioning by the police
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Los Angeles
Past Group Affiliation: Leader of the Night Shift, frequent associate of the West Coast Avengers
Present Group Affiliation:

KNOWN POWERS

Darkforce Control: The Shroud can tap into the Darkforce dimension and generate areas of darkness, darkening one area per round, to a maximum of five areas. This negates all light sources of less than Amazing intensity and causes all of the Shroud's opponents to perform all combat and FEAT rolls at −3 CS. He can manipulate the Darkforce into shadows and shapes to serve as decoys.

Mystic Vision: Though blind, the Shroud possesses mystic senses that allow him to see without penalty, even in his own darkness. This vision works in all areas adjacent to his own, and he can see beyond walls and barriers. He cannot perceive objects beyond this 1-area range.

Talents: The Shroud has Martial Arts A, B, C, and E. His reason, for the purposes of dealing with the criminal underworld, is Excellent.

Contacts: The Shroud is the leader of the Night Shift, a group of macabre criminals who unwittingly serve the Shroud's goals. Shroud has won the trust of a number of superheroes, including the West Coast Avengers and the Captain (Steve Rogers).



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Shroud is a grim, dedicated, and humorless personality. He believes that in situations where justice may be abused by legal technicalities, the law should be ignored. He prefers to use his powers to capture his enemies, as opposed to killing them. He is, however, willing to use lethal force if necessary.

HISTORY

The man who would become the Shroud was orphaned at ten years of age when his parents were gunned down by a hold-up man. Embittered, the youth decided to dedicate his life to fighting crime. Entering college, he studied law and criminology, and began a rugged regimen of exercise to build his body to its peak of physical potential. Upon graduation, he traveled to Nepal to the temple of the Cult of Kali to study their martial arts and mystical disciplines. For seven years he studied among them until his masters believed he had learned all he could. He was then prepared to receive the ceremonial "Kiss of Kali" from a branding iron whose imprint was in the shape of the goddess Kali.

The man screamed when the branding iron was pressed against his eyes, cheeks, and forehead. Believing his masters to have betrayed him, the man stumbled out of the temple to bury his scarred face in the snow. When he recovered from the shock and pain, he discovered that his eyesight had been replaced by a mystical extrasensory perception. Inexplicably, he was unable to perceive the temple anymore, so he made his way back to civilization and America, where he adopted the identity of the Shroud.

To begin his crimefighting career spectacularly, the Shroud decided to hunt and kill the Latverian dictator Doctor Doom. Although at one point he came close to his goal, he eventually found himself siding with Doom against the Red Skull, who had launched a "hypno-ray" satellite designed to enslave the Earth's populace. In order to stop the hypno-ray, the Shroud intercepted and absorbed the full effects of the ray bombardment himself. Rescued from the oblivion of space by Captain America, the Shroud was taken back to Earth to recover.

In the long months it took him to regain his sanity, the Shroud discovered that the blast had apparently triggered the emergence of a latent mystical power, the ability to summon a volume of absolute darkness at will. He also decided to go undercover, build up his own reputation as a criminal, and destroy the underworld from within. Associating with the underworld of Los Angeles, the Shroud soon gained a reputation with both criminals and lawmen as a master criminal. Invited to join the West Coast Avengers, he declined, preferring not to compromise his autonomy. He has recently organized his own gang, dubbed the Night Shift, and has become allied to a splinter group of the West Coast Avengers led by Mockingbird.

STATISTICS

F	MN (75)
A	RM (30)
S	IN (40)
E	UN (100)
R	GD (10)
I	IN (40)
P	AM (50)

Health: 245
Karma: 100
Resources: GD (10)
Popularity: 15 (50 in Asgard)

BACKGROUND

Real Name: Sif
Occupation: Warrior, shield maiden
Identity: Publicly known in Asgard and on Earth, though generally not believed to be a goddess on Earth
Legal Status: Citizen of Asgard
Other Known Aliasas: None
Place of Birth: Asgard
Marital Status: Single
Known Relatives: Heimdell (brother)
Base of Operations: Asgard
Past Group Affiliation: Gods of Asgard
Present Group Affiliation:

KNOWN POWERS

Body Armor: Sif's dense Asgardian flesh provides her with Good-rank body armor.
Immune to Disease: Sif is immune to all terrestrial diseases.
Enchanted Sword: Sif's sword was given magical properties by Odin. She may use the flat of the blade, doing Monstrous Blunt damage, or its edge, which does Incredible Edged damage. By spinning the sword, Sif may travel interdimensionally, between Earth and Asgard with Monstrous ability and to any other dimensions with Good ability. Failure of this FEAT means that Sif ends up in an undesired location.
Talents: Sif has +1 CS with all swords.
Contacts: Sif is the premier warrior-goddess of Asgard, and is especially close to the Thunder God, Thor.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Sif is a warrior-goddess, dedicated to the ideals of Asgard: unrelenting fierceness in battle, unimpeachable honor and personal integrity, and loyalty to her liege and people. Sif is especially close to Asgard's finest warrior, Thor. Sif respects ability and honor above all else, and was strongly attracted to Beta Ray Bill when others (notably Lorelei) were repulsed by his appearance.

HISTORY

Sif is a warrior-goddess of Asgard and sister of Heimdall, the watchman of Asgard. As a golden-haired child, she was an occasional playmate of Thor, son of Asgard's ruler Odin, and Thor's adoptive brother Loki. While Thor and Sif were still adolescents, they fell in love with each other. Determined to ruin the happiness his adoptive brother found in Sif's golden hair, Loki cut off all of Sif's hair while she slept. Realizing Loki must have been responsible, Thor angrily confronted Loki and demanded that he restore Sif's hair. Loki sought out the dwarves Brokk and Eitri and asked that they create new hair for Sif through their arts. However, Loki was either unable or unwilling to pay the dwarves gold for this work. The dwarves decided that for the "price of naught" they would create "strands of naught." They magically created long black hair from the blackness of night. Once set upon Sif's head, the hair magically took root and began to grow. Thor thought Sif even more beautiful, and thus Loki's plan to ruin their romance failed.

Eventually Thor and Sif parted. After Thor's relatively brief relationship with the mortal woman Jane Foster came to an end, Odin arranged for him to meet Sif, now an accomplished warrior, again. They became lovers and companions, as well as allies in numerous battles. Eventually they decided to marry.

Thor's attachment for Earth frequently came between the two. Sif much preferred the world of the gods to the mundane world of mortals, and after attempting to adjust to Earth life on more than once occasion, returned to Asgard to live without Thor. Once, when Thor's mortal paramour Jane Foster was dying, Sif lent her life force to revive the woman, "merging" with her in the process. She did this apparently in an attempt to understand Thor's attraction for this mortal. Jane Foster was separated from Sif shortly thereafter, and sent to the limbo-realm called the Runestaff of the Possessor. Sif and Thor have since rescued Foster. Sif and Thor both aided the alien champion Beta Ray Bill in defending his people against the onslaught of the demon armies of Surtur. Sif and Beta Ray Bill found themselves increasingly drawn to each other, especially when Thor, who was forced by enchantment to fall in love with the Asgardian Lorelei, struck Sif in anger. Sif even decided to leave Asgard and accompany Beta Ray Bill back to his people.

However, Sif came to realize that Lorelei was really to blame for Thor's striking her, and also was greatly impressed by Thor's heroism in descending into the realm of the death goddess Hela to rescue the souls of Earth mortals. As a result, Sif finally accepted Thor's role as guardian of both Asgard and Earth, and decided to stay behind in Asgard while Beta Ray Bill returned to his people. Sif and Thor are once again linked by strong bonds of affection, but what path their relationship will next take remains to be seen.

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	EX (20)
R	EX (20)
I	EX (20)
P	GD (10)

Health: 80
Karma: 50
Resources: IN (40)
Popularity: 20

BACKGROUND
Real Name: Silver Sable
Occupation: Leader of the Wild Pack
Identity: Publicly known
Legal Status: Citizen of Symkaria with no criminal record
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Divorced
Known Relatives: Morty (uncle), the Foreigner (ex-husband)
Base of Operations: Symkarian Embassy, New York City, USA
Past Group Affiliation: Wild Pack, Silver Sable International
Present Group Affiliation:

KNOWN POWERS
Weapons: Silver Sable employs a number of personal weapons, including:

- *Chai:* This Thrown Edged projectile does 15 points of damage.
- *Katana:* Her sword does 15 points of Edged damage.
- *Pistol:* Excellent damage

Talents: Silver Sable has Martial Arts A, C, and E, Leadership, Acrobatics, Business/Finance, and has +1 CS with all modern weapons.
Contacts: The Silver Sable's chief contact is with her native government of Symkaria, and through them she has contacts with a number of other governments. She has employed both the Sandman and Spider-Man as agents.



ADDITIONAL NOTES:

HISTORY

At about the time Silver Sable was born, her father, working in conjunction with the government of Symkaria, created the Wild Pack, a group of professional soldiers whose job it was to hunt down Nazi war criminals. Years later, after watching her mother die, the victim of a terrorist attack, Sable began to train in weaponry and hand-to-hand combat in prepa-

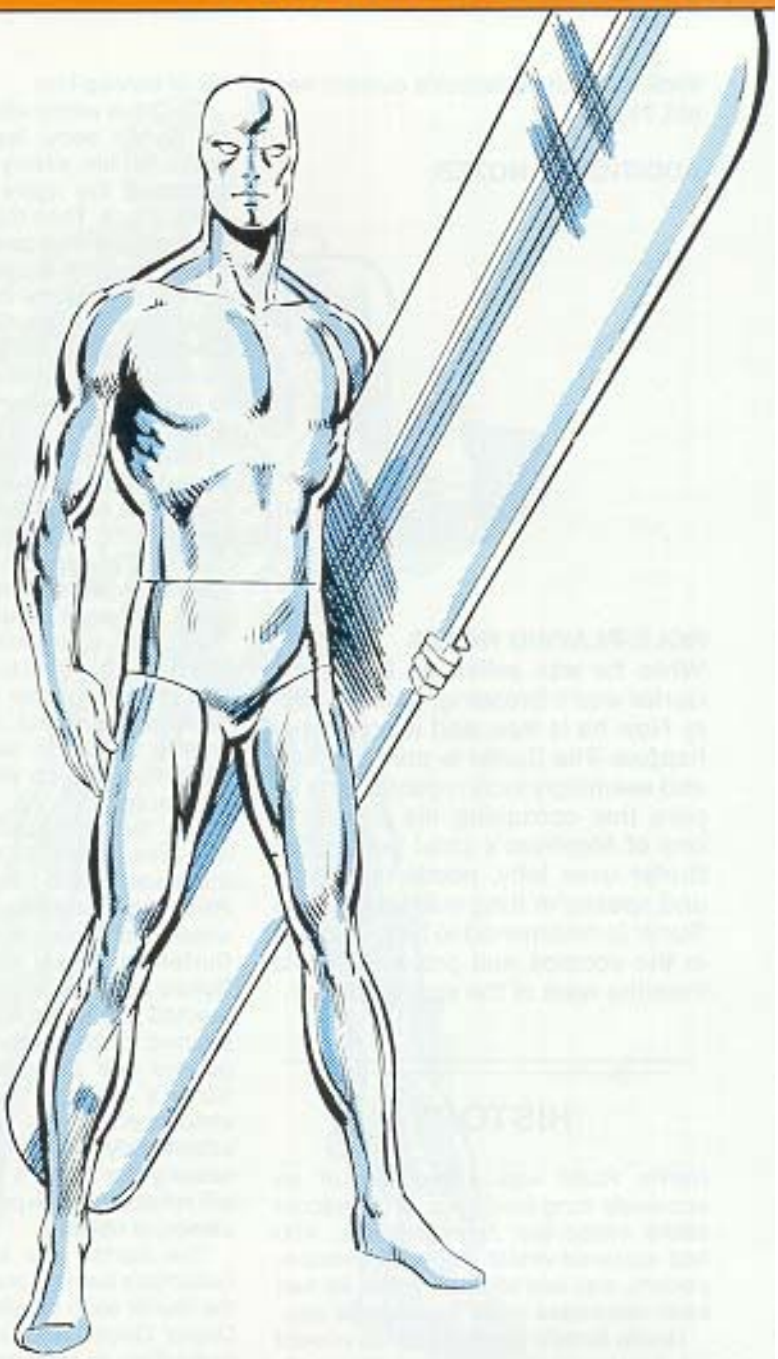
ration for the day she would inherit leadership of the Wild Pack. Over the years, as the number of former Nazis dwindled, Sable turned the focus of the Wild Pack more and more toward mercenary endeavors, until the group became the major source of outside income for Symkaria. Under the auspices of Silver Sable International, the organization apprehends wanted criminals and recovers stolen property for a wide spectrum of clients, from major insurance companies to small nations.

One such contract was the apprehension of the international jewel thief the Black Fox and the return of valuable gems in his possession. Working with the New York City police, the Wild Pack nearly apprehended him, only to be thwarted by the inadvertent actions of Spider-Man. Eventually, Spider-Man recovered the jewels but allowed the thief to escape. This was the first time Silver Sable met Spider-Man face-to-face.

Silver Sable International was later hired by a small South African country to neutralize the international terrorist Jason Macendale, known as Jack O'Lantern, suspected of training rebel forces within the client's borders . An initial team of Wild Pack members was ambushed by Macendale's men and nearly killed, leading Silver Sable to enlist aid from Spider-Man.

During the course of these events, Sable became involved in a daylight robbery that resulted in the death of a young woman, an innocent bystander accompanied by her young son. Sable dropped her other activities to hunt down the killer. His trail led to an abandoned building, where Jack O'Lantern chose to attack Silver and her men. During the final confrontation, she chose to concentrate on the killer, enabling Jack O'Lantern to escape.

Spider-Man then agreed to help Silver capture Jack O'Lantern. They tracked him to Coney Island Amusement Park, only to be ambushed by the group of costumed criminals called the Sinister Syndicate, who were hired to kill Macendale's pursuers. They nearly succeeded but were stopped at the last minute by the Sandman, who allowed Sable and Spider-Man to escape. After a long battle, the three managed to defeat the criminals, but nothing was found to help them locate Jack O'Lantern.



STATISTICS

F	AM (50)
A	MN (75)
S	UN (100)
E	UN (100)
R	EX (20)
I	MN (75)
P	AM (50)

Health: 325
Karma: 145
Resources: RM (30)
Popularity: 20

BACKGROUND

Real Name: Norrin Radd
Occupation: Former Herald to Galactus, Cosmic adventurer
Identity: The general population of Earth is unaware of the Surfer's existence
Legal Status: Citizen of Zenn-la
Other Known Aliases: None
Place of Birth: Planet Zenn-la, Deneb system, Milky Way Galaxy
Marital Status: Single
Known Relatives: None
Base of Operations: The cosmos
Past Group Affiliation: Former Herald of Galactus, former member of the Defenders, former partner of Mantis, frequent ally of the Fantastic Four
Present Group Affiliation:

KNOWN POWERS

Power Cosmic: The Silver Surfer has the ability to channel and manipulate vast amounts of cosmic power, with Unearthly ability, and line-of-sight range. He uses this power cosmic to perform the following stunts:

- *Power Blasts* of Unearthly force or energy
- *Raise any single ability score* (his own or someone else's) to Unearthly for 1-10 rounds. If the ability raised is already Unearthly, it may be boosted to Shift X with a Yellow FEAT roll
- *Healing* up to Unearthly damage (this will not affect Endurance rank losses)
- *Reconstruct existing elements* (he may not transmute their form)
- *Perceive any energy source* of Unearthly rank or better, within a planetary radius if on a planet's surface, or within a stellar system if in space.

The Surfer does not need to eat or breathe. Other power stunts may be developed, but all karma losses to the Surfer are tripled.

Flight: The Silver Surfer can fly at up to Class 5000 speeds in space. In a planetary atmosphere, this is reduced to Shift Z. The Surfer normally uses a surfboard to fly, which is made of Amazing Material Strength material. He can control this board mentally.

Body Armor: The Surfer has Monstrous protection against energy and physical attacks, which he may boost to Unearthly for 1-10 rounds. He is invulnerable to Heat and Cold (Class 1000 resistance) and may survive in space for a virtually unlimited time.

Talents: Norrin Radd was once a space pilot. His meditative practices have given him Martial Arts D.

Contacts: The Surfer is a hero of Zenn-la, as well as a former member of the Defenders. He has performed several services for Galactus, and they are currently on good terms. The Surfer has been one of the closest friends of the Fantastic Four. He was very close with Mantis, and is

involved with Galactus's current herald, Nova.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

While he was exiled on Earth, the Surfer was a brooding, somber entity. Now he is free, and is somewhat happier. The Surfer is pure of heart and seemingly incorruptible; he is so pure that corrupting his nobility is one of Mephisto's chief goals. The Surfer uses lofty, poetic language, and speaks in long soliloquies. The Surfer is determined to fight injustice in the cosmos and protect Zenn-la from the wars of the space powers.

HISTORY

Norrin Radd was a member of an extremely long-lived race of humanoid aliens called the Zenn-Lavaians, who had achieved virtual utopia, as disease, poverty, war, and all other social ills had been eliminated many generations ago.

Norrin Radd's craft was taken aboard the home vessel of Galactus, the vastly powerful being who nourishes himself by draining the life-energies from entire planets. Galactus had come to feed upon Zenn-La, a process that would render the planet barren and lifeless. Galactus explained to Radd that while he meant the world no malice, he had been searching for a suitable planet for too long to begin anew. Galactus mused that if he had a herald who could scout suitable planets in advance for him, populated worlds such as Zenn-La could be spared. Radd volunteered to serve Galactus permanently as his herald in exchange for Zenn-La's safety. Galactus agreed, and used his cosmic power to transform Norrin Radd into a being capable of serving him.

Galactus atomically restructured Norrin Radd's body, leaving him covered with a flexible, silvery material that could withstand the rigors of travel through outer space. Then Galactus fashioned a unique star-travel device out of the same silvery material, a device resembling an Earthly surfboard. Finally he granted his new herald a fraction of his cosmic power. Galactus named Radd the Silver Surfer and immediately dispatched him to locate a planet for his master to feed upon.

Galactus had gone for an extended period of time without nourishment when the Surfer neared Earth's solar system. Learning of his imminent arrival, Uatu the Watcher alerted the Fantastic Four to the dire implications of the Surfer's presence. When Galactus landed in New York City amid mass hysteria, the Fantastic Four tried to engage him in battle but were unable to defeat him.The Watcher sent the Human Torch to another galaxy to secure the Ultimate Nullifier, a weapon whose power Galactus feared.

The Torch returned from his mission and presented the Ultimate Nullifier to the leader of the Fantastic Four, Mister Fantastic. Dismayed by the sight of the weapon in human hands and the Silver Surfer's betrayal, Galactus yielded. Before he retreated, the powerful being erected an energy barrier apparently attuned to the Surfer's specific cosmic powers and designed to repulse the Surfer's attempts to leave the outer atmosphere of the Earth. (The barrier affects only the Surfer or a being possessing the Surfer's specific powers. It will not obstruct the passage of any other person or object.)

The Surfer was unable to breach Galactus's barrier. Innocent and trusting, the Surfer soon fell victim to the wiles of Doctor Doom, who used his advanced technology to transfer the Surfer's cosmic powers into himself. Now possessing incredible might, Doom wreaked havoc upon the Earth until Mister Fantastic tricked him into attempting to breach Galactus's barrier. Doom's collision with the barrier alerted Galactus, who stripped Doom of the Surfer's powers and restored them to the Surfer.

As he spent more time on Earth, the Surfer decided to bring about a union of all humankind by becoming a dangerous enemy against whom all nations would have to join forces. The Surfer created widespread destruction on Earth until the U.S. Armed Forces used the experimental Sonic Shark missile (based on the "Anti-Cosmic Flying Wing" Mister Fantastic had designed to use against the cosmic-powered Doctor Doom). The Sonic Shark drained away much and perhaps most of the Surfer's cosmic energies. Humbled, the Surfer renounced his attempt to battle mankind. Subsequent exploits of the Silver Surfer, however, have demonstrated that his cosmic powers have since again achieved extraordinarily high levels.

The Surfer continued his exile on Earth, hoping to breach the barrier someday and be reunited with Shalla-Bal. Although he is still often greatly distressed by humanity's behavior, he has developed great sympathy for the morally upright members of Earth's human race. The Silver Surfer's principal antagonist on Earth is the demonic Mephisto, who has continually sought to break the noble Surfer's spirit and enslave him to his will.

In recent years, Mister Fantastic used his technology to aid the Surfer in breaching Galactus's barrier at long last, warning the Surfer that such a feat could be performed only once. The Surfer thus escaped Earth and returned to Zenn-La, only to learn that Galactus had taken his ultimate vengeance for the Surfer's betrayal by devastating Zenn-La. The Silver Surfer returned to Earth, voluntarily accepting entrapment behind the barrier once more, in order to find her. When he did, Mephisto used his powers to transport her beyond the barrier back to Zenn-La. Unable to follow, the Surfer endowed Shalla-Bal with cosmic energy that restored fertility to Zenn-La's soil.

Still more recently, the Surfer joined forces with the Molecule Man to save the Earth from destruction through colossal devastation caused by the alien Beyonder. Shortly after, he finally broke through the barrier of Galactus and was free to adventure in the cosmos once more. His first actions were to get involved in a new Kree/Skrull War and to save Galactus from a plot by the Elders of the Universe, who sought to destroy him and create a new universe.

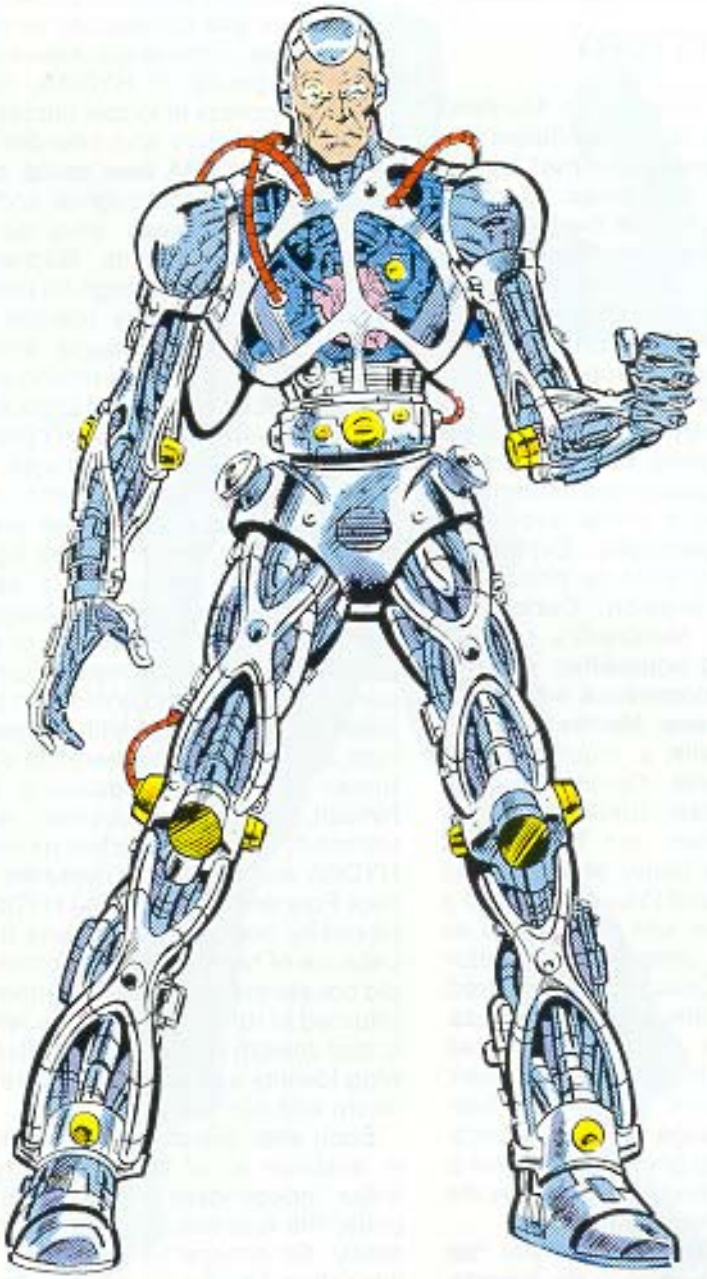
STATISTICS

F	EX (20)
A	GD (10)
S	IN (40)
E	AM (50)
R	EX (20)
I	GD (10)
P	EX (20)

Health: 120
Karma: 50
Resources: GD(10)
Popularity: −7

BACKGROUND
Real Name: Silvio Manfredi
Occupation: Criminal organizer and mastermind
Identity: Publicly known
Legal Status: Former citizen of Italy, now a naturalized citizen of the United States with a criminal record, legally dead
Other Known Aliases: Supreme Hydra
Place of Birth: Unknown village in Sicily
Marital Status: Widower
Known Relatives: Caterina (wife, deceased), Joseph (son, also known as Joe Silvermane and Blackwing)
Base of Operations: New York City
Past Group Affiliation: Former leader of the Manfredi ("Silvermane") "family" of the Maggia, former Supreme Hydra of the major American-based HYDRA fragment.
Present Group Affiliation:

KNOWN POWERS
Body Armor: Silvermane's exo-skeleton gives him Incredible protection against physical attacks, and Remarkable protection against energy, acid, and cold attacks. The exo-skeleton is made from Incredible strength material.
Talents: Silvermane has Martial Arts A, Gun, Leadership, and Business/Finance talents.
Contacts: Silvermane was a leader of a number of criminal organizations, including the Maggia and HYDRA and retains contacts from those days. He is an enemy of the Kingpin.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Silvermane is obsessed with immortality and vengeance against his enemies, especially Spider-Man, and more recently Cloak and Dagger. Silvermane is an efficient administrator who tends to run things according to traditions of organized crime; he lacks the Kingpin's imagination or ingenuity.

HISTORY

As a young boy, Silvio Manfredi immigrated to the United States with his family, who settled in the Little Italy section of Manhattan. Manfredi became involved with the crime syndicate known as the Maggia while still in his teens. As an adult, Manfredi quickly rose to become head of his Maggia "family" through a combination of cunning and superb hand-to-hand fighting ability. Through his brilliant strategy and his ruthlessness in gang wars, Manfredi greatly increased the power and influence of the Maggia as a whole and of his "family" in particular. Eventually, Manfredi was sent to prison for income tax evasion. During his prison term, Manfredi's family's power waned somewhat, and his rivals gained dominance within it.

On his release, Manfredi formed an alliance with a much younger Maggia criminal, Dominic Tyrone. Together, often through bloody means, Manfredi and Tyrone took control of the family Manfredi had belonged to, and then established it through battles with rival gangs as the dominant criminal organization on the East Coast. Once Manfredi had reached this point of success, twenty years ago, he ordered Tyrone's death. (Unknown to him, Tyrone survived and would later attempt to avenge himself.) Manfredi's hair turning prematurely silver in his forties, he became known by the nickname "Silvermane."

In recent years, Silvermane has been heavily involved in the importation and distribution of narcotics. As he grew older, Silvermane became afraid of his own death. He learned of an ancient clay tablet that contained a formula for a mystical rejuvenation serum. At the age of 80, in very frail health, Silverman finally secured the tablet and forced Dr. Curt Connors to prepare the serum from its instructions. Silvermane drank the serum, which made him grow increasingly younger within a very brief time, until he reached a point before his birth. It then mystically caused him to age within moments until he reached his forties.

By coincidence, on this same day Silvermane was approached by representatives of the major American-based fragment of HYDRA, now under the control of former members of the Corporation who intended to make this HYDRA less sexist and ideological than the original and to run it like a business. Silvermane, asked to become its Supreme Hydra, accepted, although he insisted on maintaining his position of leadership with his Maggia family. Silvermane kept his connection with HYDRA secret from the Maggia and intended eventually to use HYDRA's power to crush his Maggia rivals.

Silvermane quickly built his HYDRA group into a large well-organized and well-equipped fighting force. He brought his son, Joseph Manfredi, another Maggia member, into HYDRA as one of his principal aides. Joseph used advanced HYDRA technology in the areas of anti-gravity, artificial psionics, and genetics to create the costumed identity of Blackwing for himself. Silvermane, however, was ultimately out of his depth in running HYDRA and was easily defeated by Nick Fury and SHIELD. The HYDRA hierarchy deposed Silvermane but, because of his Maggia connections, did not assassinate him. Silvermane returned to running his Maggia family, and Joseph abandoned the Blackwing identity and artificial powers to return with him.

Soon after, Silvermane attempted to organize all of New York City's major independent criminal gangs under the leadership of his Maggia family. Silvermane was opposed in this scheme by the third Green Goblin, who wanted to lead the gangs himself. A confrontation involving Silvermane, the third Green Goblin, and Spider-Man ensued, during which Silvermane fell from a great height. Miraculously, however, Silvermane recovered, perhaps aided by long-lasting effects of the rejuvenation serum.

Later, Dominic Tyrone, who had assumed the costumed identity of the Rapier, made an attempt on Silvermane's life. He survived the gunshot wounds he received, but was confined to bed and put on life support system. Moreover, the shock triggered a biochemical reaction in Silvermane's bloodstream that undid the effects of the rejuvenation serum, causing him to revert to being physically eighty years of age. Yet Silvermane was so powerful a figure in organized crime that he was able to continue running his criminal empire even though he was now bedridden.

The costumed vigilantes Cloak and Dagger despised Silvermane for his role in New York City's illegal drug trade, and Dagger nearly killed Silvermane with her superhuman powers. Silvermane's life was saved when his brain, much of his head, and most of his vital organs were transplanted into a robotic body, which granted him superhuman strength. Now a cyborg, Silvermane sought out Cloak and Dagger for revenge and again clashed with Spider-Man. But Dagger used her powers to short out Silvermane's circuits, and her "light knives" deprived him of most of his life force. She absorbed that life force into her own body in the form of what she calls "light," and Silvermane was left clinically dead.

However, the mechanisms of Silverman's cyborg body maintained enough life in him that he could be revived. Silverman's longtime criminal rival, the Kingpin of Crime, obtained Silvermane's cyborg form and had scientists in his employ restore it to life as an assassin. Silvermane did not regain his full consciousness, and hence would obey instructions nearly mindlessly. However, Silvermane had a psychic link to Dagger, who still retained his missing life force energy, and resisted the Kingpin's commands in order to seek Dagger out and drain her life energy into himself. Finally, to stop Silvermane's rampaging, Dagger returned his life energy to him. Silvermane thus returned to full life and full consciousness. He immediately departed, seeking solitude. His current whereabouts and activities are unknown.

STATISTICS

F	EX (20)
A	GD (10)
S	GD (10)
E	EX (20)
R	GD (10)
I	GD (10)
P	PR (4)

Health: 60
Karma: 24
Resources: TY (6)
Popularity: −20

BACKGROUND
Real Name: Stan Carter
Occupation: Former police detective, former agent of SHIELD
Identity: Publicly known
Legal Status: Citizen of the United States with no criminal record due to insanity, deceased.
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Past Group Affiliation: None
Present Group Affiliation:

KNOWN POWERS
Shotgun: Sin-Eater used a special shotgun which did Remarkable damage to everyone in one area.
Multiple Personality (Limitation): After he was released from the sanitarium, in times of stress, Carter's personality would be torn between the moral and righteous Carter personality and his Sin-Eater persona. A Psyche FEAT roll would be necessary to avoid reverting to Sin-Eater.
Talents: Carter had Martial Arts A, Gun talent, and was a Weapon Specialist with his shotgun, gaining +2 CS when firing the weapon. He also had Law Enforcement and Detective/Espionage talents.
Contacts: Carter had contacts in the New York Police Department and in SHIELD.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Sin-Eater was a crusader devoted to purging "evils" from society that no one else would touch, such as judges and lawyers who gave criminals light sentences, or priests in confessionals who protected the crimes of those who confessed. Stan Carter was a friendly, personable, and effective police officer who had been driven over the edge. After his release, Carter acquired a rare psychological disorder that split his psyche into two personalities: Stan Carter, who was a normal, likeable human being, and the Sin-Eater.

HISTORY

Stan Carter was a SHIELD agent who participated in an experiment to boost his strength and endurance. Instead, the drugs drove him berserk. After the drugs were purged from his body, Carter left SHIELD and became a detective with the New York City Police Department.

When his partner was killed in a shooting, Carters mind snapped. He took on the identity of Sin-Eater, who was based on a creature in Ozark folklore who, by eating fruit that was placed on the graves of the dead, was said to be eating their sins so they could enter Heaven.

The Sin-Eater's first victim was his lover, police captain Jean DeWolff, followed by Judge Horace Rosenthal and Reverend Bernard Finn, before Spider-Man finally captured him in a battle in which he was severely injured. He was found not guilty of murder by reason of insanity. Sent to an asylum, he was partially cured. After his release, there was a struggle between the Sin-Eater and Carter personalities. The Sin-Eater eventually triumphed, and he was shot and killed by a SWAT team while holding a boy hostage. When his body was examined, they found that his gun was empty; Carter had won at least a small victory over Sin-Eater after all.

KNOWN POWERS
None.

HISTORY

In some cultures, there is a person known as the "sin eater." When a person dies, he is laid out with fruits and other edibles sitting on his chest. The food supposedly absorbs the person's sins. The sin-eater consumes the food, cleansing the soul of the deceased.

Stan Carter was an agent of SHIELD working in research and development, one of several volunteers injected with experimental drugs designed to increase strength and endurance. When the program was stopped as too dangerous, Carter angrily resigned. There was no trace of the drugs in his system. He joined the New York City Police Department and rose to the rank of detective. The death of his partner at the hands of several young criminals triggered an obsession to destroy persons who he felt had abused authority, and in doing so sinned. Ultimately he planned to "absorb the world's sins." He purchased a makeshift costume and a double-barreled shotgun and created the identity of the Sin-Eater.

His first victim was police Capt. Jean DeWolf, whose death attracted citywide attention, including that of DeWolf's friend, Spider-Man. Ironically, Carter, in his police capacity, was assigned to find DeWolf's killer and to work closely with Spider-Man. With that first killing the Sin-Eater stole DeWolf's badge, creating the precedent of taking one personal item from each victim, an object associated with the deceased's "sin." Carter's second victim was Judge Horace Rosenthal, a friend of Matthew Murdock, secretly the costumed adventurer Daredevil. Leaving the scene of the crime, Carter encountered Spider-Man and fired on him, killing an innocent bystander. Carter escaped when Spider-Man paused to make certain that his aunt, part of the crowd of bystanders, was safe.

Sin-Eater next killed a black priest, creating a strong public outcry. Shortly thereafter he appeared in the offices of the *Daily Bugle*, looking for J. Jonah Jameson. He was caught, but when unmasked, he was revealed to be Carter's neighbor, a mentally disturbed man named Gregg who had heard Carter planning his killings and believed that he was hearing "voices" instructing him to commit murder.

With his enhanced senses, Daredevil discovered Gregg was not the Sin-Eater. Examining Gregg's apartment, he and Spider-Man discovered a door leading into Carter's apartment and found the Sin-Eater's paraphernalia. Realizing that Jameson was Carter's next victim, the two crimefighters rushed to the publisher's home in time to save Betty Leeds, a *Daily Bugle* secretary who was visiting. Spider-Man felt betrayed by Carter and beat him brutally. But Daredevil prevented Spider-Man from killing him in his rage. Carter was jailed, pending trial, with an insanity plea likely.

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	EX (20)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 42
Karma: 22
Resources: PR (4)
Popularity: 0

BACKGROUND

Real Name: Theresa Cassidy
Occupation: Student, adventuress
Identity: Secret
Legal Status: Citizen of Ireland with no criminal record, still a minor
Other Known Aliases: None
Place of Birth: Cassidy Keep, Castle Mayo, Ireland
Marital Status: Single
Known Relatives: Sean Cassidy (father, alias Banshee), Maeve Rourke Cassidy (mother, deceased), Thomas "Black Tom" Cassidy (uncle)
Base of Operations: Mobile
Past Group Affiliation: Former ally of Black Tom Cassidy and the Juggernaut, current member of the Fallen Angels
Present Group Affiliation:

KNOWN POWERS

Sonic Generation: Using her voice, Siryn can produce a number of effects. She can produce a sonic scream that can cause up to Amazing damage to non-living matter. It can be used against living opponents in one of two ways: causing up to Incredible damage when projected against a single target, or causing Remarkable damage when directed at all characters in her area (or in her flight path, if she is flying). For either attack, the target must make an Endurance FEAT against Typical Intensity Stunning or fall unconscious for 1-10 rounds. Siryn cannot be hurt by her own sonics (assume at least Amazing protection against sonic attack forms. As Banshee's daughter, she may also possess Banshee's immunity to the energy bolts produced by (her uncle) Black Tom Cassidy.



Flight: Siryn can fly at Poor air speed (4 areas/round) using sonics. She can fly and attack simultaneously, but the sonics that she uses while performing this stunt deafen her, and her Intuition drops to Poor.
Talents: Siryn's talents have not been revealed.
Contacts: Siryn is a member of the Fallen Angels, and is especially close to Jamie Madrox, the Multiple Man. Her father is Sean Cassidy, the retired X-Man Banshee, and her uncle is Black Tom Cassidy (they remain on good terms). Siryn is also a friend of Moira MacTaggert.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Siryn is a born leader, and quickly assumed that role when she joined the Fallen Angels. Having lived her life without much stability, Siryn feels a bit out-of-place nearly everywhere she goes (which may be why she did not join the New Mutants), but this fact has also given her the ability to deal with bizarre situations. She has a strong attraction to Madrox.

HISTORY

Theresa Cassidy is the mutant daughter of Sean Cassidy, the mutant who was to become known as the Banshee, and Maeve Rourke. Soon after his marriage, Sean Cassidy, an Interpol agent, was sent on an undercover anti-terrorist mission for many months, not knowing when he left that Maeve was pregnant. Shortly after Theresa's birth, Maeve was killed in an IRA (Irish Republican Army) bombing along with a number of other people. Those who knew of Theresa's existence assumed that she too had been killed in the explosion and never told Sean Cassidy that Maeve had had a daughter. Sean was so filled with anguish when he returned and learned of Maeve's death that he left Cassidy Keep and threw himself into a series of highly dangerous missions in order to lose himself in his work. Eventually this led to his resignation from Interpol and his later involvement with Factor Three.

Unknown to Sean, the baby Theresa had been found after the explosion by his cousin Black Tom Cassidy who, suspecting that she might be a superhumanly powered mutant as he himself and her father were, decided to raise her secretly himself. Theresa's sonic powers emerged at puberty, and a few years later Black Tom began coercing her aid in committing crimes. However, Theresa's heart was never in a life of crime, and she pursued it because the man who raised her, Black Tom, ordered her to do so. Eventually Theresa accompanied Black Tom and the Juggernaut to San Francisco. There, employing the name Siryn, she battled the first Spider-Woman and several of the X-Men. This conflict ended in Black Tom's temporary capture. While in custody, Black Tom gentlemanly exonerated Theresa of responsibility for his crimes and wrote to Sean explaining who she was. Theresa went to live with her father, now retired at Cassidy Keep.

Recently, Siryn has joined a small group of superhuman mutants known as the Fallen Angels.

STATISTICS

F	GD (10)
A	IN (40)
S	GD (10)
E	GD (10)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 70
Karma: 36
Resources: GD (10)
Popularity: −1

BACKGROUND
Real Name: Jalome Beacher
Occupation: Chemical engineer, professional thief
Identity: Secret
Legal Status: Citizen of the U.S. wanted by the authorities
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Past Group Affiliation: None
Present Group Affiliation:

KNOWN POWERS
Non-Stick Coating: Slyde's costume is covered with an experimental substance. This coating provides him with Monstrous protection against grappling attacks, or against ensnarements sticking to him (such as Spider-Man's webbing). It also provides him with Good protection against physical attacks unless a Bullseye result is scored, in which case the protection drops to Poor.
Running: Slyde can use his frictionless shoes to run at Poor land speed (2 areas/round).
Talents: Beacher has Chemistry talents.
Contacts: Slyde, an independent operator, has no known contacts.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Slyde is a cocky, confident individual who is motivated by personal gain and retribution against those he feels have wronged him (although Spider-Man, who has fought him several times, is not a target). Slyde wants to live the good life, and is determined to get rich and have fun doing it.

HISTORY

Jalome Beacher was a talented chemical engineer in the design and development laboratory of Beemont Manufacturing who created a chemical coating that could eliminate all friction between an object and any surface. Beacher was about to unveil his discovery when Beemont was purchased by a larger organization and a man named Rockwall was

placed in charge. The research and development lab was closed and Beacher was fired. He decided to build his own company founded on the non-stick chemical, but discovered that no bank would lend the money needed without a sizeable down payment.

Creating a special uniform coated with the chemical, Beacher could move at high speeds on foot by sliding with extreme maneuverability. He adopted the pseudonym Slyde and set out to steal the money he needed, as well as to force Rockwall out of business. He began by robbing a bank, successfully slipping through the arms of the guards and eluding both the police and Spider-Man. Next Slyde broke into Beemont where he wrecked his old laboratory and narrowly avoided capture. He escaped with a briefcase snatched from Rockwall's grasp.

When Slyde discovered that the case contained proof that Beemont had become a front for distributing money stolen by a criminal organization, he called the New York district attorney and they set up a "sting" operation to trap Rockwall. Slyde contacted Rockwall, offering to return the evidence in return for a large sum of money. They set up a meeting, and Rockwall in turn hired criminals to set up an ambush. Spider-Man learned of the plan but knew nothing of the police involvement. He arrived on the scene in time to warn Slyde of the danger, and stopped Rockwall's escape just as the district attorney arrived. At the last minute, Slyde grabbed the ransom money and escaped. His current whereabouts and activities are unknown.



STATISTICS

F	EX (20)
A	EX (20)
S	IN (40)
E	AM (50)
R	TY (6)
I	AM (50)
P	MN (75)

Health: 130
Karma: 131
Resources: TY (6)
Popularity: 5

BACKGROUND

Real Name: Narya
Occupation: Adventurer, Records Officer of the Royal Canadian Mounted Police, Yellowknife, Northwest Territories
Identity: Secret. The general population was unaware that Snowbird was a goddess.
Legal Status: Citizen of Canada with no criminal record
Other Known Aliases: Anne MacKenzie Thompson
Place of Birth: A mine in Burial Butte, Canadian Klondike.
Marital Status: Married
Known Relatives: Hodiak (grandfather), Nelvanna (mother), Richard Lawrence Eastman (father, deceased), Michael Twoyoungman (alias Shaman, foster father), Douglas Thompson (husband, deceased), unnamed son (deceased)
Base of Operations: Canada
Past Group Affiliation: Alpha Flight, Eskimo gods
Present Group Affiliation:

KNOWN POWERS

Shape-Changing: Snowbird was a metamorph, capable of assuming the form of any creature found in the Canadian Arctic. When she changes, she takes on the creature's Fighting, Agility, Strength, and Endurance (but not Health). These creatures include:

White Owl

F	A	S	E
EX	RM	GD	GD

Flight: Excellent
Claws: Good Edged

Polar Bear

F	A	S	E
RM	GD	EX	RM

Swimming: Poor
Claws: Excellent Edged

"Sasquatch"

F	A	S	E
RM	RM	MN	AM

Claws: Incredible Edged

The Sasquatch form leaves Snowbird susceptible to psychic attack; her Psyche drops −1 CS per round that she spends in that form (to a minimum of Poor), which leaves her open to psychic attacks from enemies such as Pestilence or the Great Beasts.

Flight: Snowbird can fly without changing shape with Excellent speed (10 areas/round)
Postcognition: Snowbird has the ability to see events that occurred in an area up to six hours before with a successful Psyche FEAT. She can see events between six and twelve hours old with a Red Psyche FEAT, but cannot see any event more than twelve hours later.
Bound to Canada (Limitation): Narya is mystically bound to Canada and its coastal waters. If she leaves the area, she cannot change shape or fly, and ages rapidly. She loses one rank in each of her abilities per two hours, and dies if all of her abilities drop below Feeble. If returned to Canada, her abilities are restored to normal within two hours.
Talents: Anne MacKenzie was a records clerk, and has Good reason with bureaucracy, though her natural arro-

gance tends to counter this skill.
Contacts: Narya is a member of the Inuit (Eskimo) pantheon of deities. She had connections with Alpha Flight (especially Shaman and Talisman) and also with Wolverine of the X-Men.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Narya was an extremely arrogant individual, but very few goddesses are humble. She turned first to her native goddesses for strength in moments of personal crisis, and then to Alpha Flight, eventually finding that her heritage as an Alphan was more reliable. She was possessed of a spirit as old as the Arctic, and yet as young as a small girl, since she was only a few years old when she joined Alpha. She quested to find her mortal self, and eventually found love in the arms of Douglas Thompson.

HISTORY

Richard Easton was working in the snows of Canada and discovered a long-buried metal headband. That night, when he felt a compulsion to don the headband, three of the Eskimo gods appeared to him: Nelvanna, goddess of the Northern Lights; her father Hodiak; and the Shaper (not be confused with the alien Shaper of Worlds). Nelvanna told Easton that she intended to mate with him in order to produce a child who would become a champion against evil. Overpowered by the illusion of Nelvanna's beauty, Easton agreed and was transported into the realm of the Eskimo gods, where he mated with her. On returning, Easton thought he had been gone for only one night, but discovered that he had been away from Earth for about nine years. Easton then went mad as a result of his experiences.

A year later, Michael Twoyoungmen, who had recently become an Indian shaman, or medicine man, found himself drawn to the same area of Canada by mystical energies. Through dreams he had learned of Nelvanna's pregnancy and of her need for a human mystic to serve as midwife at the birth of her child. Twoyoungmen cast a spell which temporarily opened a portal, and Nelvanna appeared before him. Twoyoungmen found an infant-sized embryo hovering before him. Realizing that it was a transmorph, or shapechanger, Twoyoungmen quickly cast a spell to bind it to Earth's reality. The embryo became a female human infant who was already the equivalent of a year old. Twoyoungmen took the infant back to his cabin in the forests of Alberta, Canada, where he lived as a hermit. Within a few years the girl, whom he named Narya, grew to adulthood.

Narya's ability to shape-change was inadvertently discovered by Twoyoungmen's former neighbor, Heather McNeil Hudson, and her husband, James McDonald Hudson, who were starting an organization of special agents for the Canadian government. Both Twoyoungmen and Narya, after a period of training, joined Alpha Flight under the code names Shaman and Snowbird, respectively.

During her life on Earth, Snowbird battled and helped to defeat members of the Great Beasts on several occasions. Eventually Snowbird learned that her fellow Alpha Flight member, Walter Langkowski, the powerful man-like creature Sasquatch, had unwittingly become mystically linked with Tanaraq, one of the Great Beasts. When Langkowski transformed himself into Sasquatch, he actually took on the physical form of Tanaraq, whose personality began to dominate. Snowbird, believing it was vital to kill Sasquatch, tore out the creature's heart, thereby killing Langkowski and forcing Tanaraq's spirit back to the dimension of the Great Beasts.

Anne McKenzie had by now revealed to Douglas Thompson that she was Snowbird, a demigoddess. In love with Thompson, she married him and became pregnant with his child. Outraged that she would thus ally herself with a mortal, the Eskimo gods forbade her to return to their otherdimensional realm.

Michael Twoyoungmen, now also known as Talisman, journeyed with the pregnant Narya, Thompson, and other members of Alpha Flight to a mystical "place of power" in the Canadian Arctic in order to deliver her child and to bind the child's spirit to the Earth as he had done with Snowbird. However, the ceremony inadvertently allowed Captain F.R. Crozier, who was in suspended animation under the ground, to take possession of Snowbird's newborn son and transform the infant's body into an adult one. Crozier, calling himself Pestilence, intended to use his powers over death and decay to spread havoc on Earth . Taking magical control of Snowbird, Shaman had her, in her Sasquatch form, attack Pestilence, who fled.

Douglas Thompson tracked Pestilence until the creature infected the Mountie with a quickly fatal disease. The others were about to kill Pestilence when Shaman realized that the innocence of Snowbird's son was beginning to take over Pestilence's mind. If Pestilence's current body was killed, his spirit would be freed to seek a new host; but if his current body stayed alive, the child's spirit might prove dominant. Pestilence forced Snowbird to kill his body. Heather Hudson, as Vindicator, had to kill Snowbird to prevent Pestilence's spirit from taking over Snowbird's own body.

Shaman summoned Nelvanna, Hodiak, and the Shaper to take Narya's spirit into their realm. Narya went, but only on condition that the spirits of her husband and son be allowed to accompany her into the paradise of the Eskimo gods.

As for Snowbird's physical body, it remained in the form of a sasquatch and was resurrected and possessed by the spirit of Pestilence. Heather Hudson hurled Shaman's mystical medicine bag at Pestilence's spirit, which was engulfed by the bag and entrapped, apparently forever, in the strange mystical realm with it. Walter Langkowski's spirit took possession of Snowbird's body and still inhabits it today. In this new body, Langkowski can become either a white-furred sasquatch or a female human being, in which form he calls himself/ herself Wanda Langkowski.

GROUP BACKGROUND

Lin Sun, Abraham Brown, and Robert Diamond were the most skilled students attending the San Francisco martial arts school run by the sensei Master Kee. Kee sustained mortal injuries when the school was destroyed by a group of ninja terrorists. Before he died, the sensei gave Sun three jade pendants in the shape of a tiger's head and forepaws.

Sun, Brown, and Diamond each donned one of the pendants and discovered that, when they recited an ancient chant, each acquired the combined strength and abilities of all three men together. The chant was:

"When three are called and stand as one,

As one they'll fight, their will be done . . .

For each is born anew . . . the Tiger's son."

The Sons of the Tiger set out to avenge Kee's death, tracing the ninjas to a rival school which proved to be a front for a heroin ring and an ancient cult worshipping the Silent Ones, long-dead representatives of an ancient and powerful extradimensional race. The cult was defeated, but no clue was found that would lead directly to the Silent Ones.

Attempting to draw the Silent Ones into the open, the Sons attended a well-publicized martial arts competition in New York City. The Silent Ones' agent, Harrison Budge, captured the trio, only to be captured himself when they escaped. He was rescued by a team of ninjas and led the Sons to Welfare Island beneath the 59th Street Bridge. He and his forces were defeated when Lotus Shinchuko appeared and activated an explosive charge that collapsed the bridge. Only their quick reactions saved them and the woman.

Shinchuko explained that she had unwillingly been given to Budge by the Silent Ones. She renounced them and joined the Sons, who decided to settle in New York. Shinchuko and Diamond became romantically involved, but while on an evening stroll through Central Park she proved to still be under the Silent Ones' control, attacking Diamond and later Brown. Sun discovered a device attached to her neck and removed it, freeing her. Focusing the power of the amulets on the device, the Sons transported themselves to a dimension known as the Field of Dharma, where they fought and defeated two sets of guardians, reflections of the Sons created to test the trio. When the Silent Ones revealed a plan to take over the bodies of the Sons of the Tiger, the Sons were able to destroy them once and for all.

Following that encounter, each of the Sons became involved in individual cases. Meanwhile, however, Diamond purchased a Chinatown building to be the new Sons of the Tiger martial arts school. The Sons met the famous martial arts master Iron Fist, with whom they stopped a plot to steal serum needed to prevent an epidemic in the city. They later saved Spider-Man and the Human Torch from the Sandman, the Enforcers, Big Man, and Crimemaster. Spider-Man and the Sons eventually captured the criminals, with the exception of Big Man, who was killed by Crimemaster.

During these incidents, Shinchuko began to draw away from Diamond and closer to Sun. In his anger, Diamond struck Brown, who then tore off his pendant and stormed out. Diamond provoked a physical contest with Sun which shocked them to their senses. Realizing that the Sons of the Tiger were no longer a viable team, they discarded the talismans, which were later discovered by Hector Ayala who donned them and was transformed into the White Tiger.

Lin Sun, Lotus Shinchuko, and Abe Brown maintained the martial arts school and Diamond renewed his acting career. Not wishing to lose his skills, he became the sparring partner of Iron Fist.

Ayala eventually abandoned his identity as the White Tiger and gave the talismans to Blackbyrd, who returned them to the Sons, from whom they were stolen by the mystic entity Master Khan. Diamond was badly injured in the theft, and his former partners were called, reuniting the Sons of the Tiger. Upon recovering, Diamond occasionally assisted Iron Fist and his partner Luke Cage in their profession as Heroes for Hire until Iron Fist's death.

The jade pendants given to the Sons by Master Kee were originally part of a jade tiger figurine carved in the ancient city K'un Lun. Worn by the Sons of the Tiger and activated by a magic incantation, they provided each wearer with the combined strength and abilities of all three. The amulets also provided the wearers clearer vision of alternatives available in any given situation, and provided astral projection that led to other dimensions.

Worn by Hector Ayala, the pendants increased his strength and provided him martial arts abilities. Reattached to the jade tiger statue, they provided mystical transportation to K'un Lun. The statue was enlarged and animated as a living tiger. The Sons the Tiger currently wear non-magical replicas of their original pendants.

TIGER PENDANTS

Wearing a portion of the Tiger Amulets raised Physical statistics by +1 CS in Fighting, Agility, Strength, and Endurance, and gave anyone who wore all amulets +2 CS in these abilities. In addition, if united with the jade statue, they would create a gateway to the dimension of K'un L'un. If used by a character of at least Excellent Psyche who is capable of wielding magic, a pendant can animate the tiger statue, which has the following abilities:

F	A	S	E
RM	GD	EX	RM

Health: 90

- Claws and Fangs (Excellent Edged)
- If brought to 0 Health, it reverts to statue form.

The amulets actually create a physical addiction, and if they are separated from their wearers for more than 24 hours, the wearers' Endurance slips by one rank per day until they reach Feeble, then they return to normal at a rate of one rank per day. If the hero can do without the

amulet by that time, he is free of the addiction.

ABRAHAM BROWN



STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	EX (20)
R	GD (10)
I	EX (20)
P	EX (20)

Health: 90
Karma: 50
Resources: TY (6)
Popularity: 10

BACKGROUND
Real Name: Abraham "Abe" Brown
Occupation: Martial arts instructor
Identity: No dual identity
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Present Group Affiliation:

KNOWN POWERS
None
Talents: Abe Brown has all available martial arts. As a martial arts teacher, he has Instruction talent.
Contacts: Abe is a former member of the Sons of the Tiger.

ROLE-PLAYING NOTES
Abe Brown was a loyal member of the team who tried to keep things together. He eventually realized that the group was probably not going to succeed, and he left. Brown appears smart and streetwise.

BOB DIAMOND



STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	EX (20)
R	GD (10)
I	EX (20)
P	EX (20)

Health: 90
Karma: 50
Resources: GD (10)
Popularity: 20

BACKGROUND
Real Name: Robert Diamond
Occupation: Actor, Martial artist
Identity: No dual identity
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: Hollywood, California
Present Group Affiliation:

KNOWN POWERS
None
Talents: Bob Diamond has all available martial arts and teaches martial arts.
Contacts: Bob is a former member of the Sons of the Tiger. He was a very good friend of Iron Fist, and dated Colleen Wing.

ROLE-PLAYING NOTES
Bob Diamond naturally attracts the spotlight and enjoys being a star. It was an excellent quality for an actor, but eventually brought him into conflict with his own teammates. Diamond is still dedicated to the same virtues as he always was, but has learned a lesson from the jealousy that broke up the Sons of the Tiger.

LOTUS SHINCHUKO



STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	EX (20)
R	GD (10)
I	EX (20)
P	EX (20)

Health: 90
Karma: 50
Resources: TY (6)
Popularity: 10

BACKGROUND

Real Name: Lotus Shinchuko
Occupation: Martial arts instructor
Identity: No dual identity
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Present Group Affiliation:

KNOWN POWERS

None
Talents: Lotus Shinchuko has all available martial arts and has Instruction talent.
Contacts: Lotus is a former member of the Sons of the Tiger. She also had an unwilling association with the Silent Ones, an evil extraterrestrial race. She is a close friend of Lin Sun.

ROLE-PLAYING NOTES

Lotus was strongly dedicated to defeating evil, but struggled to resolve her attractions to Bob Diamond and Lin Sun, which eventually broke up the group. Lotus, like Lin, was quiet but effective in combat.

LIN SUN



STATISTICS

F	IN (40)
A	RM (30)
S	GD (10)
E	EX (20)
R	GD (10)
I	EX (20)
P	EX (20)

Health: 100
Karma: 50
Resources: TY (6)
Popularity: 10

BACKGROUND

Real Name: Lin Sun
Occupation: Martial arts instructor
Identity: No dual identity
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Present Group Affiliation:

KNOWN POWERS

None
Talents: Lin Sun has all available martial arts. As a teacher of martial arts, he has Instruction talent.
Contacts: Lin is a former member of the Sons of the Tiger. He is still a close friend of Lotus Shinchuko.

ROLE-PLAYING NOTES

Lin was tireless in his struggle against evil, but his attraction to his friend's girl, Lotus, eventually led to a confrontation that broke up the group. Lin, like Lotus, was quiet but effective in combat.

WHITE TIGER



STATISTICS

F	EX (20)
A	GD (10)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	EX (20)

Health: 46
Karma: 40
Resources: TY (6)
Popularity: 10

BACKGROUND

Real Name: Hector Ayala
Occupation: College student, former adventurer
Identity: Publicly known
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: None
Place of Birth: San Juan, Puerto Rico
Marital Status: Single
Known Relatives: Nestor (father, deceased), Maria (mother, deceased), Fillipe (brother, deceased), Awilda (sister, deceased)
Base of Operations: New York City
Present Group Affiliation:(

KNOWN POWERS

Augmented Physical Abilities: Under the influence of the Tiger Amulets, his physical stats were raised +2 CS to the following levels:

F	A	S	E
IN	RM	EX	RM

Health: 120

Talents: The White Tiger was given the knowledge of all of the martial arts by the amulets.
Contacts: Hector was a close friend of Spider-Man.

ROLE-PLAYING NOTES

As the White Tiger, Hector stood as a representative of the Puerto Rican people of New York City. He was impetuous and hot-tempered, but took his position as his people's champion very seriously.

STATISTICS

F	PR (4)
A	TY (6)
S	GD (10)
E	TY (6)
R	RM (30)
I	TY (6)
P	TY (6)

Health: 26
Karma: 42
Resources: EX (20)
Popularity: 0

BACKGROUND

Real Name: Unknown
Occupation: Former military strategist, now agent of Immortus
Identity: He is unknown to the general population of Earth
Legal Status: Citizen of Phantus
Other Known Aliases: None
Place of Birth: Planet Phantus, Phalbo system, Milky Way Galaxy
Marital Status: Single
Known Relatives: None
Base of Operations: Limbo
Past Group Affiliation: Former partner of the Grim Reaper, once led a segment of HYDRA while impersonating Madame Hydra.
Present Group Affiliation:

KNOWN POWERS

Power Imitation: The Space Phantom can transform himself into a duplicate of almost any being, acquiring all of its powers, whether natural or technological in nature. He can imitate established power stunts of the character. The Space Phantom must be in the same area as the person he chooses to imitate, a process which takes one round to complete. When the Space Phantom duplicates someone, he or she is banished to Limbo for as long as the Space Phantom wishes to duplicate that form. There appears to be no limit to the length of time that Space Phantom can maintain his duplication. The Space Phantom cannot imitate true immortality or magical powers or items. If he tries this, he is banished to Limbo instead of the target. The upper rank on all of his imitations is Unearthly.

Talents: The Space Phantom has Military and Leadership talents. He also has Good knowledge of the techniques and laws of time travel.

Contacts: The Space Phantom is a servant of Immortus.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Space Phantom appears as a bizarre individual, insane and erratic. This insanity hides a brilliant intellect, which earned him a place in the service of Immortus. He motivations are not rational ones, especially since his planet was saved by Thor.

HISTORY

The alien who would become known as the Space Phantom was born on Phantus, a world whose people had mastered time travel before attempting space travel. For the Phantoms, a bellicose race engaged in endless civil wars, the invention of time-travel devices caused massive changes in strategy. It was now possible to alter the course of battles by doubling back through time to either pre-empt an attack or add reinforcements to a defense. A battle soon became a constantly shifting event, as opposing forces altered its outcome by causing reality to diverge to encompass ever-increasing numbers of new factors. Finally, at a particularly significant and massively mounted battle, so many divergences occurred that the local fabric of the space time continuum briefly ruptured, generating an access point or "hole" into the timeless dimension of Limbo, causing all of Phantus to shift from normal space into Limbo.

Just prior to this calamity, the Space Phantom, a military strategist of high rank, foresaw what would happen and escaped in a chronal capsule. The capsule, however, was damaged in transit and the Space Phantom was stranded in Limbo. There he encountered Immortus, the master of Limbo, who offered to free him from the timeless realm if he would bring Immortus subjects to study. To do so, Immortus granted the Phantom the ability to assume the form of virtually any being he encountered, thereby causing the being duplicated to be cast into Limbo where Immortus could then study him or her.

Although the Space Phantom despised Immortus, he agreed to his terms and was dispatched to an area from which access was possible to Immortus's home planet, Earth. The Space Phantom reasoned that if he could singlehandedly defeat Earth's superhuman champions, the Avengers, his people, once freed from Limbo, would presumably have little trouble in conquering Earth itself. By using his powers to imitate different Avengers, the Space Phantom hoped to turn the Avengers against each other and thus break up their newly formed team. The Space Phantom finally met defeat when he attempted to dimensionally displace the Asgardian god Thor from Limbo and mimic his form and powers. Unable to overcome the various enchantments that Asgard's ruler Odin had placed on Thor and his hammer, the Space Phantom instead found himself dispatched to Limbo. With the Space Phantom defeated, the Hulk quit the Avengers, still believing that the other Avengers were against him.

The Space Phantom slipped back to Earth through a magical interdimensional aperture created when Thor's adoptive brother Loki sent a mortal from Earth to Limbo. Eventually forming an alliance with the criminal Grim Reaper, the Phantom took the form of the wounded Madame Hydra and took over her role as head of a splinter group of HYDRA. In this form and role, the Space Phantom battled Captain America. Later, the Space Phantom and Grim Reaper fought and captured many of the Avengers. However, the Space Phantom made the mistake of attempting to mimic the form of the Avengers' friend Rick Jones. Jones's body was linked interdimensionally with that of the Kree Captain Mar-Vell. Unable to assume both forms at once, the Space Phantom was shunted back to Limbo himself. The Grim Reaper was defeated as well.

The Space Phantom remained in Limbo, unable to escape, until Thor entered Limbo while attempting to travel through time. The Space Phantom attempted to trick Thor into using his hammer's power to free Phantus from Limbo. Thor learned of the Phantom's deception but agreed to help him nevertheless. Thor was able to project the planet Phantus out of Limbo into real space at a point in time after its temporal catastrophe. The Space Phantom however, has remained in Limbo, still subject to Immortus.

STATISTICS

F	RM (30)
A	AM (50)
S	IN (40)
E	IN (40)
R	EX (20)
I	GD (10)
P	IN (40)

Health: 160
Karma: 70
Resources: TY (6)
Popularity: 30/6

BACKGROUND

Real Name: Peter Parker
Occupation: Graduate student in chemistry, freelance photographer, adventurer
Identity: Secret
Legal Status: Citizen of the U.S. with no criminal record
Other Known Aliases: None
Place of Birth: New York City
Marital Status: Single
Known Relatives: Mary Jane Watson Parker (wife), Richard Parker (father, deceased), Mary Parker (mother, deceased), Benjamin Parker (uncle, deceased), May Parker (aunt)
Base of Operations: New York area
Group Affiliation: None. Spider-Man's application to join the Avengers was rejected by the United States government.
Present Group Affiliation:



KNOWN POWERS

Wall-Crawling: Spider-Man can adhere to vertical and upside-down surfaces with Amazing ability.

Spider-Sense: Spider-Man has a Combat Sense of Amazing at all times. This sense alerts him to potentially dangerous situations and warns him by a mental "buzzing." The intensity of the buzzing is determined by the rank of the potential danger. Spider-Man cannot be blindsided while this form of Combat Sense is in effect, and may perform defensive actions if he makes a successful Intuition FEAT roll. If this sense is denied him, then his Intuition is as listed, and all Agility FEATs are at −1 CS for success.

Web-Shooters: Spider-Man's wrists contain devices that fire a web-like chemical formula. The webbing has Incredible Material Strength the round it is fired, and hardens to Monstrous Strength in the following round. Spider-Man uses this webbing to restrain opponents, make swing lines (he can travel 3 areas/round in this manner), create missiles which inflict Excellent blunt damage (3-area range), and create shields of Monstrous material strength. The webbing dissolves after an hour.

Spider-Tracer: Spider-Man carries a number of small homing signals shaped like spiders, tuned to his Spider-Sense. He can track with Amazing accuracy up to a mile away.

Spider-Light: Spider-Man has used a belt-light which projected a Spider-Man symbol (as a way of intimidating criminals). This light gave Good rank illumination.

Talents: Peter Parker is a graduate student in chemistry with a background in physics. He supports himself through his work as a photographer.

Contacts: As Peter Parker, Spider-Man has contacts in the *Daily Bugle* and with his Aunt May. As Spider-

Man, Parker is a loner but is on excellent terms with nearly every major American superhero, especially the Fantastic Four and Daredevil. Matt Murdock is one of the few people to know his secret identity, along with Mary Jane Watson and Felicia Hardy (the Black Cat).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

When his Uncle Ben died, Peter Parker learned that with great power comes great responsibility. That has been his major motivation during his long and distinguished career in crimefighting. Parker is often frustrated by his personal problems, and uses Spider-Man as a release, a chance to get away from the things that bother him in real life. As Spider-Man, he is always making wisecracks during his battles, which tend to greatly unsettle his opponents. He also has a tendency to pull his punches, except against the most dangerous opponents, or if he is driven berserk with rage at the misdeeds of one of his adversaries.

HISTORY

Peter Parker was orphaned at the age of six when his parents were killed in an airplane crash overseas. He went to live with his uncle and aunt, Ben and May Parker, in Forest Hills, New York. Parker, extremely bright, became a high honors student in science at Midtown High School. His shyness and scholastic interests often made him a social outcast. One evening Parker attended a public exhibition demonstrating the safe handling of nuclear laboratory waste materials sponsored by the General Techtronics Corporation. During the demonstration, a common house spider happened to be in the path of a particle accelerator's beam and was massively irradiated. The stricken spider fell on Parker's hand, broke his skin with its fangs, and died. His hand burning from the bite, Parker left the exhibition.

Parker made his way home and passed through an unfamiliar section of the city where he was accosted by a gang of hoodlums. Parker bravely tried to toss the gang members aside and was shocked by his own success. As he fled from them, he ran into the path of a speeding car, and managed to leap to safety about 30 feet up onto a nearby wall. To his growing surprise, he discovered that he was able to stick to the wall with his fingertips. As he easily walked down a guy wire to the street below, he realized that he now possessed a superb sense of balance. Parker quickly associated these superhuman abilities with the bite from the irradiated spider.

Parker went home, where his Aunt May sent him on an errand to deliver clothing to a charity drive located in a nearby National Guard Armory. There, he saw a wrestling match offering a prize for anyone who could remain in the ring at least three minutes with a professional wrestler. Interested in testing his new-found powers, Parker accepted the wrestler's challenge. Wearing a mask to conceal his features, he easily defeated his opponent. A television producer's talent agent spotted him and promised him a segment on a network variety show. Parker, calling himself the Amazing Spider-Man, decided to use it as a springboard to a show business career as a spectacular stunt performer. Over the next several evenings, Parker used equipment borrowed from his high school to fabricate a fluid that imitated a spider's silk web, and spinneret devices to project that fluid from his wrists in the form of a web strand. He also silkscreened his original design for a costume onto a body stocking and full-head mask. Thus prepared, Peter Parker appeared as Spider-Man on national television and was an immediate media sensation.

Just after the conclusion of the television show, a burglar, being pursued by a security guard, ran by Parker, who allowed him to pass although he could have easily stopped him. When reprimanded by the guard, Parker arrogantly replied he was a professional performer and that chasing criminals was the guard's job. Parker promptly forgot the incident.

A few days later, Parker returned home to find that his Uncle Ben had been murdered by a burglar. A police officer informed him that the burglar had been trailed to a nearby abandoned warehouse where the police had him trapped. Grief-stricken, Parker rushed to the warehouse to seek vengeance. At the warehouse, Parker, as Spider-Man, easily captured the burglar and realized that he was the same man he had failed to stop at the TV studio. If he had acted responsibly earlier, he might have prevented the death of his uncle. Filled with remorse, he realized that with power comes responsibility, and he vowed to never shirk that responsiblity again.

With Ben Parker dead, Peter and his Aunt May had no regular of income beyond Social Security. Parker attempted to pursue his show business career but was unable to do so because of a newpaper campaign against him launched by J. Jonah Jameson, influential publisher of the *Daily Bugle*. Parker began to use his powers to fight crime, and earned a living for himself and his aunt by selling photographs of himself in action (using an early wind-up motor drive, automated Leica camera that was once his Uncle Ben's) to the *Daily Bugle*.

Spider-Man remains a controversial figure. He has faced and thwarted a vast array of costumed criminals in the New York City area. Currently Parker has taken an indefinite leave of absence from the graduate program in biophysics at Empire State University and has taken up full-time freelance photography, primarily for Jameson's *Now* magazine.

Recently, Peter Parker married model Mary Jane Watson and the two of them have settled down to live in New York. Parker has returned to his studies, while making a living as a photographer for Jameson's magazine.

STATISTICS

F	GD (10)
A	AM (50)
S	IN (40)
E	RM (30)
R	GD (10)
I	TY (6)
P	RM (30)

Health: 130
Karma: 46
Resources: GD (10)
Popularity: 7

BACKGROUND
Real Name: Unrevealed
Occupation: Former government agent, previous and current occupations unknown
Identity: Secret
Legal Status: Citizen of the U.S. with no known criminal record
Other Known Aliases: None
Place of Birth: Unrevealed, presumably in the United States
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Former member of Freedom Force
Present Group Affiliation:

KNOWN POWERS
Wall-Crawling: Spider-Woman can adhere to vertical and upside-down surfaces with Amazing ability.
Psychic Web: Spider-Woman can weave a psychic web which radiates from her in all directions, imprisoning everyone within two areas. Within Spider-Woman's area, the webbing has Monstrous Material Strength; within one area, it has Remarkable Material Strength, and within two areas, it has Typical Material Strength. This web may be destroyed with physical force. If destroyed, Spider-Woman must make an Endurance FEAT or be stunned for one round. The web disappears if Spider-Woman is knocked unconscious. She can move while projecting the web only if she makes a red Psyche FEAT roll.

ORIGINAL SPIDER-WOMAN (Jessica Drew)

F	A	S	E	R	I	P
EX	RM	IN	RM	GD	IN	RM

Health: 120



Karma: 80

Venom Blast: Jessica could generate a blast of bio-electricity of Incredible intensity.
Immune to Toxins and Disease: Jessica had Class 1000 resistance to poisons, radiation, toxins, and disease. She lost this ability saving the life of Giant-Man.
Talents: None known.
Contacts: Though little is known about Spider-Woman's background, she has contacts with the Avengers, Fantastic Four, and other prominent heroes from her time in the Secret Wars.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Spider-Woman is a young woman who is determined to do the right thing, and who is perhaps a bit unsure of herself. She has a strongly developed sense of justice, which she demonstrated when she freed the Avengers from the Vault after they had been wrongfully imprisoned. Now that she has left Freedom Force, she may make a good addition to a player character superhero group.

HISTORY

The original Spider-Woman, Jessica Drew, lost her superhuman powers and has retired from her career as a costumed adventurer. She works only as a private investigator now.

As yet nothing has been revealed about the origin of the second Spider-Woman; even her true identity remains a mystery so far. However, she was present in a suburb of Denver, Colorado, when it was transported to a distant location in outer space by the alien Beyonder to become part of the Battleworld he created as the setting for the first of the so-called "secret wars." Spider-Woman has claimed that she has "good friends" living there, but it is not known whether or not she herself made her home there. Seeing evidence of the fighting taking place on Battleworld among the superhuman beings whom the Beyonder had brought to the planet, the costumed Spider-Woman sought out the team of superhuman champions from Earth and offered her assistance, which they accepted. She served as an effective member of their team, and, at the conclusion of the "secret wars," was, like most of her teammates, teleported back to Earth.

Spider-Woman was highly impressed by the Avengers and other superhuman champions beside whom she fought during the "secret war," and wanted to be a costumed adventurer like them. Hence, she became a member of Freedom Force, the United States federal government's team of superhuman agents, most of whom had formerly been wanted criminals belonging to the second Brotherhood of Evil Mutants. National Security Advisor Dr. Valerie Cooper insisted that Freedom Force accept Spider-Woman as a member, despite the reluctance of the Force's leader, Mystique. But while serving in Freedom Force, Spider-Woman observed and disapproved of the cruelty of her new teammates.

After Quicksilver framed the then-active members of the Avengers as criminals, Freedom Force was assigned to arrest those Avengers. Spider-Woman, who greatly admired the Avengers, was severely troubled at the treatment they received from Freedom Force, Cooper, and National Security Agent, Henry Peter Gyrich. Gyrich had the Avengers incarcerated in a special prison for superhuman beings called the Vault. Spider-Woman went to the Vault wondering if she should do something to help the Avengers, although it might mean retaliation from the Freedom Force. She decided not to, but then inadvertently set off an alarm, revealing her presence. She destroyed the controls for the feeding mechanisms in the team's cells, enabling the Wasp to escape. All the Avengers were soon free and escaped the Vault. The Avengers finally cleared their names of wrongdoing, but Spider-Woman has fled. Her current whereabouts and activities are unknown.



STATISTICS

F	EX (20)
A	RM (30)
S	EX (20)
E	RM (30)
R	GD (10)
I	EX (20)
P	AM (50)

Health: 100
Karma: 80
Resources: GD (10)
Popularity: −5

BACKGROUND

Real Name: Spiral
Occupation: Warrior sorceress, aide to Mojo, U.S. government agent
Identity: The general public of Earth is unaware of Spiral's existence. She is known to members of the U.S. government as a member of Freedom Force
Legal Status: Slave of Mojo on her homeworld
Other Known Aliases: None known
Place of Birth: An unidentified world in another dimension
Marital Status: Single
Known Relatives: None
Base of Operations: The extradimensional world ruled by Mojo, also (as a member of Freedom Force) Washington, D.C.
Past Group Affiliation: Aide to Mojo, member of Freedom Force
Present Group Affiliation:

KNOWN POWERS

Multiple Arms: She has six arms, and may use three weapons simultaneously. One arm is bionic (Incredible Material Strength)

Spirals: Through motions of her hands, she can perform a number of magical feats. A Psyche FEAT roll is required. If she is successfully attacked, her spiral (spell) is ruined. Feats she has performed include:

- *Shatter* inanimate matter or Force Fields of Incredible strength or less (3-area range, 1 round casting time)
- *Control energy* attacks directed at her, sending them toward someone else. If the attack is of Incredible rank or less, a green Psyche FEAT is required; if Amazing or Monstrous, a yellow FEAT is needed, and if Unearthly or greater, a red FEAT.
- *Neutralize* all non-magical powers for three rounds. (3-area range, 1 round casting time)
- *Teleport* herself or any character in the same area, 10 areas maximum (1 round casting time)
- *Open a dimensional aperture* to dimension of her choice (10 rounds casting time).
- *Invisibility*, making characters with Astral sight see her on a Red FEAT.
- *Increase or decrease* a character's power by +2 CS or −2 CS: Unearthly maximum, Feeble minimum (1 round casting time, must not be interrupted to sustain).
- *Drain life force* of a victim, leaving a withered husk (10 round casting time). She will not use this as a member of Freedom Force.

Alien Physiognomy: Spiral has Good body armor against physical and energy attacks. Her mind is immune to possession; those who try to control her will be controlled if Spiral makes a red Psyche FEAT.

Sword: Spiral can use a sword which does Good Edged damage one-handed, or Excellent Edged damage

two-handed. She also carries a dagger.

Talents: Spiral has +1 CS with all Edged weapons, and knows Martial Arts B and C. Given enough information on a target, she can track them with Amazing ability.

Contacts: Spiral is a servant of Mojo, an extra-dimensional ruler, and a member of Freedom Force.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Spiral is a being of nearly infinite capacity for cruelty. She enjoys spreading suffering and malice, especially twisting people's desires into their ruination. Her ultimate goal seems to be to usurp Mojo's position. She despises Longshot above all others. She seeks a source of power to use in this aim; Phoenix (Rachel Summers) appears to be this source.

HISTORY

Spiral is a humanoid slave artificially created through genetic engineering under the supervision of Mojo, the non-humanoid ruler of an otherdimensional world. There is an entire race of artificially created humanoid slaves on this world, but to insure Spiral's hatred of other humanoids, Mojo had Spiral designed with six arms rather than only two. (One of Spiral's arms is mostly artificial. Presumably she somehow lost most of her real arm under circumstances not yet revealed.)

Another of Mojo's humanoid slaves, now known as Longshot, became leader of a slave rebellion. Longshot was captured and rendered amnesiac, but then escaped. Mojo sent Spiral and various rebel hunters to kill him. They followed Longshot through an interdimensional portal to Earth.

While on Earth, Spiral enlisted Freedom Force, the United States government's team of superhuman agents, as a means of learning more about Earth. Mojo joined Spiral on Earth, intending to prevent Longshot from returning to their native world and stirring up the slaves by telling them that they could be as free as human beings are on Earth. Mojo then decided to take over Earth himself, but was defeated by Longshot. Spiral led Mojo back to their homeworld.

Since then, Spiral has returned to Earth, creating disorder in various ways. She has continued to serve in Freedom Force. In her guise of proprietess of "The Body Shoppe," she is responsible for the transformation of the Japanese warrior Lady Deathstrike into a cyborg and has captured Rachel Summers, the X-Man called Phoenix. Recently, she and Mojo also temporarily captured many of the New Mutants, Captain Britain, and his sister Betsy Braddock.

SPYMASTER

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	EX (20)
R	EX (20)
I	GD (10)
P	GD (10)

Health: 80
Karma: 40
Resources: RM (30)
Popularity: −10

BACKGROUND

Real Name: Unrevealed
Occupation: Industrial spy, assassin
Identity: Secret
Legal Status: Citizen of the U.S. with no known criminal record.
Other Known Aliases: Ted Calloway, Jake Jordan, Anthony Stark, and presumably many others
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Former leader of the Espionage Elite, former employee of AIM, Justin Hammer, the Maggia, Roxxon Oil, SHIELD, Zodiac I, and presumably many others
Present Group Affiliation:

KNOWN POWERS

Armor: Spymaster's kevlar suit gave him Excellent protection against physical attacks.
Weapons: Spymaster had a number of weapons, many of them designed solely to defeat Iron Man. These weapons included:

- *Energy Nunchakas:* Amazing Energy
- *Razor-disk Guns:* Amazing Edged, tracking at +1 CS
- *Repulsor Repellors:* can absorb force beams of up to Unearthly intensity and then use them against another target
- *Stasis Ray:* Monstrous
- *Energy Mini-Gun:* Remarkable

Spymaster also used conventional weapons, as well as electronics appropriate to spying.
Talents: Spymaster had Martial Arts B, Disguise, Acting, Detective/Espionage, Electronics, and was +1 CS with guns.
Contacts: Perhaps the premier industrial spy in the world, Spymaster was the former leader of the Espionage Elite and an employee of some of the most dangerous men on Earth: AIM, Justin Hammer, the Maggia, Roxxon Oil, SHIELD, and Zodiac I.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Spymaster was a professional mercenary, who prided himself on always doing his job in a professional manner, whether it be murder, sabotage, or destruction.

HISTORY

Nothing is known of Spymaster's history before he led his Espionage Elite team of assistants against Stark Industries. The members of this team were Gottfried Herter, an electronics expert; Farley London, a magician and master of disguise; Marya Penskilova, a former agent of the KBG; Roger Philips, an athlete and gymnast; and Samson Washington, a strongman. Spymaster had been assigned by the original subversive organization called Zodiac to plunder scientific and technological secrets from Stark Industries. Spymaster and his Espionage Elite committed sabotage at Stark Industries' main Long Island complex, and then attempted to steal many of the company's secrets amid the ensuing confusion. However, Spymaster's scheme was thwarted by Iron Man (Anthony Stark himself), who fought Spymaster and made possible the capture of the Espionage Elite, though the industrial spy himself escaped.

After unsuccessfully clashing with the crimefighter called Daredevil, Spymaster joined Zodiac members Aquarius, Capricorn, and Sagittarius in invading Stark Industries to obtain the mysterious power object called the Zodiac Key, which Stark was examining for SHIELD. Spymaster, the Zodiac members he was accompanying, Iron Man, Daredevil, the adventurer Madame Masque, and SHIELD's Public Director Nick Fury were all transported by the Zodiac Key into the otherdimensional world of the Brotherhood of the Ankh. They were able to return to Earth, and in the ensuing battle Spymaster escaped.

Spymaster was later assigned by four SHIELD agents (including Buck Richlen and Vval Adair but without the knowledge of Nick Fury) to assassinate Anthony Stark, so that Stark International would begin producing munitions once more. The disguised Spymaster infiltrated Stark International's Long Island complex, and later placed a bomb in Stark's Manhattan penthouse. However, instead of killing Stark, the bomb killed the original Ani-Men, who had been fighting Iron Man in Stark's penthouse. Subsequently, Spymaster fired an explosive bullet into a Life Model Decoy robot resembling Stark, believing it to be the actual Stark. Spymaster then tried to steal the names of the stockholders of Stark International; Iron Man defeated him, but failed to learn Spymaster's true identity.

Months later, Spymaster was one of many costumed criminals whom Justin Hammer sent to battle Iron Man aboard his immense houseboat headquarters. Iron Man defeated all the costumed criminals, but Spymaster again somehow escaped captivity.

Madame Masque, who had rejoined the Nefaria "family" of the criminal Maggia, assigned Spymaster to abduct Stark's lover, Bethany Cabe, and to steal an experimental energizer link device developed by Stark International. Spymaster succeeded in stealing the link device and Stark's briefcase, which held his Iron Man armor. However, an agent employed by Spymaster captured Cabe's partner, Ling McPherson, instead. Iron Man and his friend James Rhodes invaded Madame Masque's headquarters in Derby, Connecticut. Hoping to sell the energizer link elsewhere, Spymaster stole it from Madame Masque and escaped by helicopter. Piloting another helicopter, Rhodes went in pursuit and forced Spymaster's helicopter to crash. Once again, however, Spymaster escaped.

It is not known what Spymaster did over the following years until the subversive organization AIM decided to have Spymaster infiltrate the new company, Stark Enterprises, that Anthony Stark was building. Spymaster became a superb boxer and, calling himself Jake Jordan, asked Stark's longtime friend, Harold "Happy" Hogan, to act as his manager. While both were staying at Stark's temporary Los Angeles residence, Hogan discovered "Jordan" photographing secret plans for Stark inventions, including a space station. Although Iron Man and Hogan both took on Spymaster, the criminal escaped yet again.

The Roxxon Oil Corporation sought to purchase from Accutech, a California-based electronics firm, a device that used beta particles to generate enormous amounts of energy inexpensively. Refusing to sell, Accutech was driven into bankruptcy by the industrial saboteur known as the Ghost, who was hired by Roxxon. However, Anthony Stark bought Accutech and prevented the Ghost from completing the company's destruction. Pax fired the Ghost and hired Spymaster to continue the sabotage of Accutech. Impersonating Stark, Spymaster took the Ghost by surprise and would have murdered him had not the real Stark intervened to save the Ghost's life. Spymaster later went after the Ghost again, but Stark as Iron Man struck Spymaster with a repulsor blast, preventing him from killing the Ghost.

Recovering again, the Ghost pretended that he wanted to help Spymaster, presumably since Iron Man was after both of them. Devices in the Ghost's costume allowed him to become intangible, and he attached a similar device to the Spymaster's costume. Then, both of them intangible, the Ghost and Spymaster escaped by passing through a wall. But before Spymaster had fully passed through, the Ghost removed Spymaster's intangibility device. Spymaster rematerialized, partially inside the wall, and died immediately.

Only a short time later, Anthony Stark discovered that at some unspecified time in the past, Spymaster had stolen the secret designs for Stark's Iron Man armor (before Iron Man incorporated Stark's most recent innovations for the suit). Spymaster had turned these stolen secrets over to Justin Hammer. Stark believes that Spymaster had even discovered that he was Iron Man but had failed to pass this information along to Hammer.

GROUP BACKGROUND

The Squadron Supreme is an organization of superhuman champions who have banded together to safeguard their world, which is an extradimensional alternate Earth sometimes referred to as "Other-Earth" or "Earth-S" . The Squadron was formed over a decade ago, and throughout its existence, it has been the only known team of superhuman beings assembled to battle the perpetrators of evil on its world. Whenever new costumed crimefighters have appeared and established their reputations, they have been invited to join the Squadron, and no one has ever refused the honor though there have never been more than fifteen active members at one time.

During Other-Earth's World War Two, the U.S. War Department organized the Golden Agency, a small battalion of superhuman beings who helped the Allies. Power Princess is the only person to serve in both the Agency and the Squadron, although Blue Eagle's father, the American Eagle, was also a Golden Agent.

Like the Golden Agency before it, the Squadron Supreme has always had close ties with the U.S. government. Upon its founding, the Squadron sought government sanctions permitting its various peacekeeping operations. The government granted the Squadron various powers and made the superhuman team a special branch of the U.S. military, answerable solely to the President and the National Security Council. This close connection with the government proved hazardous to national security twice, and the third time proved the Squadron's ultimate downfall.

The Squadron originally met in the mansion of industrialist Kyle Richmond (secretly Squadron member Nighthawk) located in Cosmopolis, the Other-Earth counterpart to New York. Several years later, after Richmond took a leave of absence from the team to enter politics, the Squadron moved out of his mansion into a manned fixed orbit satellite called Rocket Central, designed by Squadron recruit Tom Thumb. The surveillance devices aboard the satellite enabled the Squadron to better keep watch over the planet. When the Squadron was under the influence of the alien Overmind, the satellite was damaged and accidentally pushed out of orbit by Hyperion. It eventually crashed into the sea. The Squadron set up a temporary headquarters in a cave in the state of Moreland (equivalent to Vermont), but began construction on Squadron City, a sprawling headquarters and living community with an elaborate airbase, located in the Great American Desert (equivalent to the state of Nevada). Squadron City employed almost a thousand technicians, maintenance people, medical specialists, and support personnel. The City was climate-controlled and was camouflaged to look like part of the desert due to an elaborate illusion-casting spell created by Squadron member Arcanna.

The existence of the Squadron and its alternate Earth first became known to denizens of the mainstream Earth when four Avengers (Quicksilver, the Scarlet Witch, the Vision, and Goliath II) accidentally materialized on Other-Earth while in transit from Polemachus, the dimensional world of Arkon, to their own Earth. The Avengers mistook Other-Earth for their own Earth, Richmond's mansion for Avengers Mansion, and the Squadron Supreme for the Squadron Sinister, a quartet of criminals originating on the Avengers' Earth. Months before the Avengers' visit, the cosmic gamesman known as the Grandmaster had happened upon the Squadron Supreme's world and set up a tournament between himself and the time-traveler called the Scarlet Centurion. The Grandmaster used the Squadron as his pawns; the Centurion organized the Institute of Evil, a team of the Squadron's personal foes. Winning the contest, the Grandmaster resolved to create his own Squadron the next time he needed superhuman pawns. The opportunity to do so came shortly thereafter when the Grandmaster challenged Kang (a distant dimensional counterpart to the Scarlet Centurion) to a similar tournament. The Grandmaster endowed three human beings and an artificial being with the powers of Nighthawk, the Whizzer, Dr. Spectrum, and Hyperion, and pitted them against the Avengers. Hence, the Avengers' mistaking the Squadron Supreme for the Squadron Sinister was understandable.

Some time later, the goverment of the United States of Other-Earth came under its first covert assault. A huge industrial complex called the Serpent Cartel was actually the base of operations for the various human agents of the extradimensional serpent-god Set, who manifested itself in the Serpent Crown. The Serpent Cartel invited then-President of the United States Nelson W. Rockefeller to address its executives at a business luncheon, and used the opportunity to put the President under the domination of the Serpent Crown. Having made inroads into high government, the Crown was able to put more and more high-ranking politicians and officers under its domination. At the same time, on the Avengers' Earth, Hugh Jones, then president of the vast Roxxon Oil Company, was also made a slave to the Crown, and was attempting to mastermind a similar secret government takeover. The Avengers intervened and Jones asked Rockefeller for superhuman assistance in handling the problem. Rockefeller dispatched several of the Squadron Supreme, who were unaware of the Commander-in-Chief's new loyalties. Engaging in battle with the Squadron, the Avengers were teleported to Other-Earth, where they managed to seize Other-Earth's counterpart to the Serpent Crown and to convince the Squadron they were being misled by their President. The Squadron forced Rockefeller to resign and saw to the dismantling of the Serpent Cartel. At the next Presidential electon, Kyle Richmond (formerly Nighthawk) was elected by a landslide vote.

While in office, President Richmond was also the unwilling victim of a sinister extradimensional intelligence. Shortly after being elected to his second term, Richmond was mentally enthralled by the Overmind, a collective alien intelligence working in concert with Null the Liv-

ing Darkness, a demonic entity. Unlike Set, the Overmind and Null wanted complete control over the Squadron's minds as well as the President's. Only Hyperion managed to escape the Overmind's mental onslaught, and he fled to the Avengers' Earth for aid, damaging the Squadron's satellite headquarters on the way. With the Squadron's help, the Overmind took over the mind of every major military, political, and industrial leader in the world. The Overmind then began to force the Squadron to build a vast nuclear arsenal on the moon with which he hoped to wage interstellar war on other worlds in the Squadron's dimension. Fortunately, Hyperion returned with a large battalion of superhuman champions from the Avengers' Earth, notably Dr. Strange, the Silver Surfer, and the Vision. These champions, calling themselves the Defenders, managed to free the Squadron and the two teams vanquished the Overmind and Null.

Other-Earth had been left in shambles in the aftermath of this alien takeover, and the Squadron was forced to cope with a world in total political, economic, and technological collapse. Although he was blameless for what had happened, Kyle Richmond resigned the presidency as had Rockefeller before him, and returned to his role of Nighthawk full time. The Squadron explained to the people how they were also blameless in what had happened and declared a state of martial law.

In an eventful meeting, the Squadron decided to implement the Utopia Program, a plan for social reform designed to turn the United States from the shambles it was in to an ideal free state, the like of which the Earth had never seen. The Utopia Program was designed to address all social problems afflicting societies since civilization began, including poverty, economic instability, war, crime, pollution, and even disease and death. The Squadron seized complete authority over the federal government, as well as control over the military and police. They then disarmed both the militia and the police, giving them "pacifier pistols," non-lethal devices capable of subduing perpetrators by overwhelming their pleasure centers. In exchange for their guns, the citizens were given "personal protection belts," devices generating small force-fields providing protection against all penetration wounds. Both of these devices were the work of Squadron member Tom Thumb, the former in conjunction with Ape X. The Squadron also embarked upon their decriminilization program, using Tom Thumb's behavior modification, a device that programs the human brain to be incapable of whatever actions are specified. Behavior modified convicts had their criminal records eradicated and were provided jobs in the various nation-wide restoration projects.

Tackling the problem of death, Tom Thumb invented the hibernaculum, a suspended animation capsule able to prolong life indefinitely through cryogenics. Citizens would be provided free "life-watches," devices to monitor their vital signs. If a remote sensor detecting a life-failure, a team of hibermedics, which were planned to become as common as firemen, would rush to that person's side and put him or her into an emergency hibernaculum. Eventually the death-arrested persons would be transferred to huge Hibernacies, cathedral-like buildings where hibernacula would be stored. When medical science finally cured the ailment to which the hibernaculum-user succumbed, he or she would be revived. The first person to use the hibernaculum was Tom Thumb himself, who died of cancer shortly after creating the tube. Both the behavior modification machine and hibernaculum were met with active resistance from certain segments of the population.

Kyle Richmond, as Nighthawk, opposed the Squadron's Utopia Program and resigned from the group when they elected to implement it. He spent the year the Squadron put the Utopia Program into effect trying to organize a counterforce powerful enough to oppose the Squadron. He managed to recruit three of his one-time personal foes, Pinball, Remnant, and the Mink; one expelled Squadron member, Golden Archer (banished from the Squadron for misusing the behavior-modification machine); three of the Squadron's new recruits culled from the ranks of the Institute of Evil, Lamprey, the Shape, and Foxfire; and five superhuman beings who had hitherto not gone public with their abilities—Inertia, Thermite, Haywire, Redstone, and Moonglow. This aggregation of superhuman beings was informally called the Redeemers.

Nighthawk was also aided by Professor Imam, Earth's Wizard Supreme and a former member of the Golden Agency, and Master Menace, Hyperion's greatest foe as well as one of the few people on Other-Earth who could match Tom Thumb's genius. Imam gave Nighthawk the means to locate his Redeemers, while Menace provided him with an anti-behavior modification device, able to counteract Tom Thumb's programming. On the day of the Squadron's announcement that they had met the goals they had defined a year ago, Nighthawk's Redeemers entered Squadron City and declared their opposition to all of the things the Squadron had done. Violence erupted, and the vastly outnumbered Squadron managed to hold their own for a time. Casualties in the war were numerous, with Thermite, Blue Eagle, Pinball, Golden Archer, Lamprey, Foxfire, and Nighthawk dying in battle. The war came to an abrupt end when Foxfire, hoping to prove her loyalty to Dr. Spectrum, killed Nighthawk. Hyperion formally surrendered.

Before he died, Nighthawk had convinced Hyperion that the main problems with the Squadron's Utopia Program was that they had used basically ignoble, human rights-violating means to achieve noble ends, and the only reason why these ignoble means were not abused more than they were was that the Squadron is basically a benevolent group of individuals. The system they had devised, argued Nighthawk, required persons as noble and benevolent as them to oversee it. Since the Squadron is not immortal,

they could not ensure that future generations would not be tyrannized by the utopian technologies they created. Hyperion was convinced to assist in the dismantling of the Utopia Program. Whether this has come about is unknown at this time.

AMPHIBIAN

STATISTICS

F	GD (10)
A	RM (30)
S	IN (40)
E	IN (40)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 120
Karma: 30
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Kingsley Rice
Occupation: Government agent, former oceanographer
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Waterbreathing (Amphibious)
Water Freedom
Hyper-Swimming: Typical speed (45 mph)
Animal Communication: Excellent ability to speak with fish and cetaceans
Talents: Excellent knowledge of the oceans and its inhabitants

ROLE-PLAYING NOTES

Amphibian feels greater empathy for dolphins than for humans.

APE X

STATISTICS

F	FE (2)
A	PR (4)
S	TY (6)
E	GD (10)
R	IN (40)
I	EX (20)
P	TY (6)

Health: 22
Karma: 66
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Xina
Occupation: Former criminal, now scientist
Legal Status: Criminal record, now pardoned
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Cyborg Body: Life-supporting chair of Remarkable material and capable of Typical speed. Various weapons and options can be incorporated into it.
Talents: Incredible mastery of all scientific fields and criminal strategy.

ROLE-PLAYING NOTES

Xina acted as the Institute's planner and inventor, as well as Tom Thumb's assistant and replacement for the Squadron. She deeply loves Thumb and is working with AIDA to create a robotic replica of him.

ARCANNA

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	EX (20)
R	GD (10)
I	EX (20)
P	MN (75)

Health: 46
Karma: 105
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Arcanna Jones
Occupation: Government agent, former medium
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Married
Known Relatives: Philip (husband); Drusilla, Katrina, Andrew, and Benjamin (children)
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Elemental Control: Amazing control over natural elements (earth, air, water, fire), Remarkable control over processed materials (metals, plastic, etc.)
Empathy: Good rank
Flight: Good air speed
Force Field vs. Magic: Amazing rank
Force Field vs. Psionics: Amazing rank
Illusion casting: Amazing rank
Iron Will: Good control over her body
Talents: Excellent knowledge of occult lore. Good knowledge of hand-to-hand combat.

ROLE-PLAYING NOTES

Arcanna is a happy hedonist and one of the Squadron's most glamorous members. However, she is completely devoted to the ideas of raising a large happy family with her husband.

BLACK ARCHER

STATISTICS

F	GD (10)
A	RM (30)
S	GD (10)
E	EX (20)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 70
Karma: 32
Resources: UN (100) as Squadron member

Popularity: 40

BACKGROUND
Real Name: Wyatt McDonald
Occupation: Government agent, former cab driver
Legal Status: No criminal record; deceased
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Former member of the Squadron Supreme and the Redeemers
Present Group Affiliation:

KNOWN POWERS
Arrows: Warheads include: Acetylene (Remarkable damage), Acid (Remarkable intensity), Argonite (fatal to Hyperion only), Blunt (Endurance FEAT or lose consciousness for 1-10 turns), Electro (Excellent intensity shock), Explosive (Amazing damage), Flare (Remarkable illumination, 2 areas), Freeze (Good intensity), Hunting (Typical Edged damage), Knockout Gas (Excellent intensity, 20-foot area), Net (Excellent grappling attack), Rope (400' line), Smoke (1 area), Tear Gas (Excellent intensity, 1 area)
Talents: Amazing ability with the bow

ROLE-PLAYING NOTES
Wyatt's primary concerns were personal gratification through the fame and glamour of the heroic life as well as Lady Lark's love. When rebuffed, he becamesbitter and disillusioned. Wyatt spoke with a lower-class British accent.

BLUE EAGLE

STATISTICS

F	EX (20)
A	RM (30)
S	GD (10)
E	GD (10)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 70
Karma: 18
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: James Dore
Occupation: Government agent, airplane mechanic
Legal Status: No criminal record; deceased
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: Jonathan (father, deceased, a.k.a. American Eagle)
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Winged Flight: Remarkable air speed
Talents: Remarkable knowledge of aerial combat

ROLE-PLAYING NOTES
Dore is a second-generation hero. Although he and his father didn't agree, he was determined to carry on his father's struggle for justice. He was good friends with Dr. Spectrum but slightly antagonistic toward Black Archer because of Lady Lark.

DOCTOR DECIBEL

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	TY (6)
R	EX (20)
I	GD (10)
P	FE (2)

Health: 24
Karma: 32
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Anton Decibel
Occupation: Former criminal surgeon, physician for the Squadron
Legal Status: Criminal record, now pardoned; deceased
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Sonic Weapons: Various devices capable of emiting sonic beams with effects including:
- *Pain:* Excellent intensity
- *Kinetic Blast:* Incredible intensity
- *Disruption:* Incredible damage
- *Sound Disruption:* Incredible ability to nullify sounds and sonic powers
- *Sonogram:* Remarkable "X-ray" probe

Talents: Remarkable knowledge of medicine and surgery. Incredible knowledge of sonic theory and related devices.

ROLE-PLAYING NOTES
As a villain, Dr. Decibel was the proverbial mad scientist devoted to building sonic weapons or transforming people into living weapons. Later he became a doctor devoted to healing his patients, perhaps a way of atoning for his misdeeds.

DOCTOR SPECTRUM

STATISTICS

F	TY (6)
A	EX (20)
S	GD (10)
E	GD (10)
R	GD (10)
I	EX (20)
P	RM (30)

Health: 46
Karma: 60
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Joe Ledger
Occupation: Government agent, former astronaut and flight instructor
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Power Prism: Dr. Spectrum's powers are based on possession of the crystal given to him by Skrull. He can control the prism from up to 100 feet away. Later, he gained the powers when the shattered prism's dust merged with his body. Now, his body shifts color with each power.

Energy Solidification: Monstrous ability to generate and spontaneously shape light energy. Power Stunts include:

- Containers of Monstrous material strength
- Carrying Monstrous loads (up to 80 tons)
- Acting like a limb with Monstrous Strength

Flight: Excellent air speed

Machine Animation: Excellent ability to control even unpowered devices

Phasing: Excellent ability

Talents: Remarkable knowledge of piloting, astronautics, and flight instruction.

ROLE-PLAYING NOTES

Ledger is a happy, confident adventurer. He treated Nuke like an occasionally troublesome kid brother. Because of the circumstances of Nuke's death, Ledger developed a fear of using his powers against others. He and Foxfire were lovers.

FOXFIRE

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	EX (20)

Health: 36
Karma: 32
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Olivia Underwood
Occupation: Former criminal turned government agent
Legal Status: Criminal record, now pardoned; deceased
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Disruption: Remarkable ability to cause a target to spontaneously fall apart. A Good Intensity glow surrounds both Foxfire and her target. Living targets are only affected for 10-20 turns. After that, the affected area reverts to normal. Note that this can be a killing attack if vital organs are affected.

Talents: Criminal skills

ROLE-PLAYING NOTES

Foxfire was originally a ruthless, possibly psychotic killer. The only reason she doesn't kill more often is because the dead don't suffer and cannot fuel her ego. Even when reformed, she was annoyed that Squadron records on her were sketchy. During her months with the Squadron, she and Dr. Spectrum were lovers; even deprogramming didn't change that.

HAYWIRE

STATISTICS

F	TY (6)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	EX (20)

Health: 42
Karma: 32
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Harold Danforth
Occupation: Subversive
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Secret member of Nighthawk's Redeemers, member of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Webcasting: 5mm steel wire shoots from fingertips. Targets must make an Agility FEAT to avoid being caught in an Amazing Grappling attack. He is able to redirect his wires after emission. All wires vanish when he ceases to use his power.

Talents: Espionage skills

ROLE-PLAYING NOTES

Haywire is not a villain. He opposes the Squadron because he simply does not believe in their goals. He is attracted to Inertia.

INERTIA

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	TY (6)
R	TY (6)
I	TY (6)
P	GD (20)

Health: 32
Karma: 32
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Edith Freiberg
Occupation: Subversive
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Secret member of Nighthawk's Redeemers, member of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Kinetic Control: Incredible ability to transfer inertia from one mass to another. She can retain absorbed kinetic energy for only 1-3 turns before she must release it. Power Stunts include:

- *Force Fields* of Incredible rank that stop missiles and kinetic attacks. Absorbed energy can then

be rechanneled into "Kinetic Bolts" of up to Incredible Intensity

• *Mechanical disruption by interfering with moving parts*

Talents: Espionage skills and a Typical knowledge of Newtonian physics

ROLE-PLAYING NOTES

Inertia is not a villain but rather a hero fighting Nightwing's secret war. She sees Moonglow as a threat to their efforts because of Moonglow's ego and carelessness. Inertia is fond of Haywire.

LADY LARK

STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	GD (10)

Health: 46
Karma: 22
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Linda Lewis
Occupation: Former government agent, former popular vocalist
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Former member of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Sonic Emission: Artificial vocal cords give various Power Stunts:

• "Loudspeaker" voice audible over 4 areas

• Deafening attacks of Remarkable intensity

• Disruption attack of Incredible rank

• Incredible Vocal Control including the ability to hit any note, even ones that are ultrasonic and infrasonic

• Vertigo of Remarkable intensity. Victims must make an Endurance FEAT; success means they fight at −2 CS for 1-10 turns while failure causes unconsciousness for 11-20 turns.

Talents: Although she can no longer sing, Lady Lark is a trained singer and performer.

ROLE-PLAYING NOTES

Lady Lark is a reluctant hero. She became a hero due to Golden Archer's insistence and her realization that her singing career was kaput. Although they were lovers for a time, she eventually realized that they were too different for a permanent relationship. She would gladly exchange her powers for a decent singing voice.

LAMPREY

STATISTICS

F	IN (40)
A	RM (30)
S	GD (10)
E	GD (10)
R	TY (6)
I	PR (4)
P	GD (10)

Health: 90
Karma: 20
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Donald McGuiggin
Occupation: Former criminal turned government agent
Legal Status: Criminal record, now pardoned; deceased
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Former member of the Institute of Evil, member of Squadron Supreme, secretly member of Knighthawk's Redeemers
Present Group Affiliation:

KNOWN POWERS

Absorption Power: Remarkable ability to absorb powers and energy to fuel his own powers

Power Duplication: Ability to use any power he has absorbed with up to Remarkable rank. Note that this might increase his physical abilities.

Flight: Remarkable air speed

Talents: Criminal skills

ROLE-PLAYING NOTES

Lamprey is an out-in-out villain who delights in using his victims' strengths against them. While reformed, he was a playful, trusting man, but once deprogrammed he became a remorseless killer.

MOONGLOW

STATISTICS

F	EX (20)
A	EX (20)
S	TY (6)
E	TY (6)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 52
Karma: 40
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND

Real Name: Melissa Hanover
Occupation: Subversive
Legal Status: No criminal record
Identity: Known only to the Squadron
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Secret member of Nighthawk's Redeemers, member of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS

Illusion-casting: Amazing ability to create illusions that possess visual, audio, olfactory, and tactile realism. Power Stunts include:

• *Alter Ego:* Her entire appearance is an illusion. In reality, Melissa is a short, dumpy brunette.

• *Illusory Duplication:* Often she remains safe and invisible while her alter ego apparently does battle.

• *Illusory Invisibility:* Although invisible to a conscious mind, she can still be photographed.

• *Power Duplication:* She can create illusions of other powers. These include Flight and Phasing.
Talents: Espionage skills

ROLE-PLAYING NOTES
Moonglow is a snob and an egotist. She feels her illusions give her superiority to those she fools. She prefers to maintain an illusion that her powers are of another sort entirely.

NUKE

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	RM (30)
R	TY (6)
I	PR (4)
P	TY (6)

Health: 90
Karma: 16
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Albert Gaines
Occupation: Former government agent, former nuclear plant worker
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: Gilbert and Florence (parents, deceased), Scott (brother)
Past Group Affiliations: Member of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Radiation Emission: Amazing intensity and damage. It may be directed in a stream to do full damage to a single target or as a field effect that does a total of Amazing damage to everyone within a target zone 1 area across.
Resistance to Radiation: Amazing protection from radiation
Flight: Excellent air speed
Weakness: Nuke constantly radiates Poor intensity radiation. People who make daily contact with him will eventually contract cancer.
Talents: Aerial combat skills.

ROLE-PLAYING NOTES
Nuke was the youngest and least stable of the Squadron. He idolized Dr. Spectrum and followed him everywhere. He was driven into madness by the discoveries that his power was increasing at an uncontrollable rate and that he was responsible for his parents' leukemia.

POWER PRINCESS

STATISTICS

F	MN (75)
A	MN (75)
S	AM (50)
E	MN (75)
R	RM (30)
I	IN (40)
P	IN (40)

Health: 275
Karma: 110
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Zarda Shelton
Occupation: Government agent, former missionary of the Utopians
Legal Status: No criminal record
Identity: Publicly known
Marital Status: Widowed
Place of Birth: Utopia Isle
Known Relatives: Howard (husband, deceased), Hyperion (fiance)
Past Group Affiliations: Former member of the Golden Agency, member of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Flight: Excellent air speed
Invulnerability: Remarkable resistance to physical and energy attacks, as well as heat, cold, toxins, aging, and disease
Shield: Amazing protection from physical attack. She can fling the shield to do Amazing Blunt damage.
Talents: Leadership skills and an Amazing grasp of philosophy, politics, and natural sciences.

ROLE-PLAYING NOTES
Zarda is the appointed emissary of the Utopians. As such, she must present a sterling example for less well developed people. She is devoted to her husband but soon realized her real passion was for Hyperion.

QUAGMIRE

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	EX (20)

Health: 80
Karma: 32
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Jerome Meyers
Occupation: Former criminal turned government agent
Legal Status: Criminal record, now pardoned; present status unknown
Identity: Publicly known
Marital Status: Unknown
Known Relatives: None
Place of Birth: Unknown
Past Group Affiliations: Former member of the Institute of Evil and the Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Spray: Amazing ability to create near-infinite amounts of black mucus. The gunk acts as an Amazing Grappling attack and makes him immune to Foxfire and Arcanna's powers. Quagmire can hit a specific target by an Agility FEAT. The gunk disappears if Quagmire dies.
Self-Sustenance: Quagmire cannot be suffocated by the gunk.
Talents: Criminal skills

ROLE-PLAYING NOTES
Quagmire acted as the tactical leader of the Institute of Evil. He and Foxfire were lovers. Once reformed, he became a valiant, self-sacrificing hero.

REDSTONE

STATISTICS

F	AM (50)
A	TY (6)
S	UN (100)
E	UN (100)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 206
Karma: 22
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Michael Redstone
Occupation: Subversive
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Secret member of the Redeemers, member of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Armorskin: Amazing resistance to physical and energy attacks
Weakness: He draws his powers from contact with the Earth. Ten turns after contact with the ground is interrupted, his Strength and Endurance drop −1 CS each turn thereafter until they reach a minimum of Good rank.
Talents: Survival and Hunting skills

ROLE-PLAYING NOTES
Redstone is a quiet man who prefers direct action. He is fond of Moonstone. He is not a villain but a guerrilla fighting Nighthawk's secret war.

SHAPE

STATISTICS

F	RM (30)
A	TY (6)
S	EX (20)
E	EX (20)
R	FE (2)
I	PR (4)
P	PR (4)

Health: 76
Karma: 10
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Unknown
Occupation: Former criminal turned government agent
Legal Status: Criminal record, pardoned
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Former member of the Institute of Evil, member of the Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Topological Change: Excellent ability to alter his basic outline. Power Stunts include:
- *Shapechange:* Limited to basic shapes
- *Elongation:* Poor ability to elongate up to 12 feet
- Hammer attacks of Good damage by forming a fist, then shifting his weight to that fist

Talents: None

ROLE-PLAYING NOTES
Shape is mentally retarded and has the outlook of a child. He became a villain in order to wreak vengeance on a society that mocked him. Once reformed, he became friends with children everywhere, especially Arcanna's kids. This persisted even after he was deprogrammed.

SKRULL

STATISTICS

F	EX (20)
A	GD (10)
S	GD (10)
E	EX (20)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 60
Karma: 36
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Unknown
Occupation: Former space explorer, adventurer
Legal Status: Illegal alien
Identity: His existence was not known to the general populace of Earth
Place of Birth: Skrull Empire
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Shape-change: Amazing ability
Talents: Remarkable Reason in the fields of spaceflight, astronavigation, and all martial arts.

ROLE-PLAYING NOTES
The Skrull was a space explorer rescued by Joe Ledger. He was grateful to Ledger and other humans, a debt he repaid by briefly acting as a crimefighter. (Apparently Skrulls in this alternate reality are not the bitter warriors they are in the Marvel Universe.)

THERMITE

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	EX (20)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 46
Karma: 22
Resources: UN (100) as Squadron member

BACKGROUND
Real Name: Sam Yurimoto
Occupation: Subversive
Legal Status: No criminal record, deceased
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Secret member of the Redeemers, mem-

bers of Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Heat: Remarkable power to do Excellent damage to a specific target or heat a 60-foot zone by a maximum of 300 degrees
Cold Generation: Excellent power to lower temperatures by 200 to 800 degrees
Cold-shaping: Excellent power to create useful shapes out of suddenly frozen gases and liquids. Power Stunts include:
- Bindings of Good Material Strength
- Ice missiles that do Good Blunt damage
- Blinding or smothering opponents by encasing a target's head

Weakness: Thermite is dependent on his regulator pack for his very existence. If the regulator is damaged, all his powers turn on his own body.
Talents: Espionage and a Remarkable knowledge of temperature regulating equipment.

ROLE-PLAYING NOTES
Thermite was not a villain. He was concerned with being a good person and worried about his mother. His perpetually worn costume prevented normal romantic activities. Because of the fragility of his equipment, he tended to attack his foes from a distance.

TOM THUMB

STATISTICS

F	PR (4)
A	TY (6)
S	TY (6)
E	TY (6)
R	AM (50)
I	IN (40)
P	RM (30)

Health: 22
Karma: 120
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Thomas Thompson
Occupation: Government agent, scientist, inventor
Legal Status: No criminal record, deceased
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Hyper-Invention: Monstrous ability to design and create a functional version of a desired object or tool.
Flying Chair: Thumb's personal flier

Control	Speed	Body	Protection
IN	GD	RM	PR

Talents: Amazing Reason in the fields of Engineering and Physics, Incredible Reason in the fields of Medicine and Psychiatry.

ROLE-PLAYING NOTES
Thumb acted as the Squadron's resource man; he created most of their equipment and was the key man in the Utopia Program. He felt unappreciated by the team and ignored by the public. His best friends were his computer AIDA and Ape X.

WHIZZER

STATISTICS

F	RM (30)
A	MN (75)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 121
Karma: 18
Resources: UN (100) as Squadron member
Popularity: 40

BACKGROUND
Real Name: Stanley Stewart
Occupation: Government agent, former postman
Legal Status: No criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Married
Known Relatives: Madeline (wife), Tina (daughter)
Past Group Affiliations: Squadron Supreme
Present Group Affiliation:

KNOWN POWERS
Hyper-Running: Shift-X air speed (750 mph) and resistance to air friction. Acceleration rate is 1.5 mph per foot traveled
Hyper-Endurance: While running, Whizzer's Endurance increases to Unearthly rank, although his Health does not increase
Hyper-Speed: Unearthly power increases his reaction time a hundredfold. This power functions while he is running. Power Stunts include:
- Delivering one hundred Typical blows per turn
- Perceiving and catching high velocity objects with Unearthly ease

Airwalking: Remarkable speed by rapidly fanning his feet and arms
Waterwalking: Unearthly speed by skimming along on surface tension
Weakness: For each minute spent using his powers, Whizzer must spend an equal time resting in a "hypo-metabolic trance." If prevented from resting, he is unable to regain his full powers.
Talents: Good knowledge of the U.S. Postal Service.

ROLE-PLAYING NOTES
Whizzer is a devoted family man who places his family before his duties to the Squadron. He feels guilty over his attraction to Arcanna's physical charms.

STATISTICS

F	GD (10)
A	EX (20)
S	IN (40)
E	AM (50)
R	EX (20)
I	TY (6)
P	RM (30)

Health: 120
Karma: 56
Resources: EX (20)
Popularity: 75

BACKGROUND
Real Name: Eros
Occupation: Adventurer, womanizer
Legal Status: Citizen of Titan
Identity: Public unaware of his background
Place of Birth: Titan
Marital Status: Single
Known Relatives: Mentor (father), Sui-San (mother, deceased), Thanos (brother)
Base of Operations: Space
Past Group Affiliations: Eternals of Titan, Avengers
Present Group Affiliation:

KNOWN POWERS
Emotion Control: Amazing ability to instill pleasurable, friendly, cooperative attitudes in targets for 10-100 turns. Victims may avoid the effect by an Intuition FEAT. Orders that would require them to lose Karma also enable them to break free by a Psyche FEAT.
Invulnerability: Shift-X resistance to aging, disease, heat, cold, electricity, radiation, and toxins.
Body Resistance: Good resistance to all other physical and energy attacks
Regeneration: Amazing rank
True Flight: Shift-X speed
Talents: He has a native's familiarity with Eternal and Titanian technology.
Contacts: Eternals, Avengers, Captain Marvel I (before his death), and Firelord.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Starfox is a light-hearted adventurer with an insatiable wanderlust. He will gladly fulfill any duties or promises. He feels a special obligation to correct any injustice either wrought by or connected to his brother Thanos. When free of duties' demands, he is a Casanova with an eye for attractive superwomen.

HISTORY

Eros is the youngest son of two Titanian Eternals, Alars and Sui-San. Eros grew up to be a fun-loving, carefree womanizer, in contrast to his brother Thanos, a power-hungry, misanthropic schemer. Only when Thanos launched his first major attack against Titan, an attack that left their mother Sui-San dead, did Eros begin to take life a bit more seriously. In subsequent campaigns against Thanos, Eros fought alongside Titan's handful of survivors. Eros joined the alien Captain Mar-Vell and the Avengers in the first major defeat of Thanos.

No longer bound by duty, Eros left wartorn Titan, seeking out pleasure and recreation on humanoid-inhabited worlds.

When the cancer-stricken Captain Mar-Vell retreated to Titan to spend his final days of life, Eros returned to Titan to help console his friend. Just before he died, Mar-Vell made Eros promise to take care of his Titanian companion, Elysius, after he was gone. Eros honored his vow for several weeks, until Elysius, realizing his wanderlust, released him from his promise. Eros then consulted ISAAC, Titan's master computer, for data on the most suitable planets for his needs and temperament. The computer recommended Earth. Traveling there, Eros visited the only people he knew, the Avengers, and petitioned them to make him a member. The Avengers admitted him to their training program and gave him the name Starfox, since they felt "Eros" was an inappropriate codename. Starfox served the Avengers faithfully for several months, helping them vanquish such menaces as the Wizard, Terminus, and Maelstrom.

Finally, while in the Skrull empire rescuing fellow Avenger Captain Marvel, Starfox learned that his abductor, the space pirate Nebula, was Thanos's granddaughter and thus his grand-niece. Starfox resigned his active membership in the Avengers to pursue Nebula, who had eluded them with the help of the near-omnipotent Beyonder. Starfox is currently in the company of Firelord, whose native world Xandar was destroyed by Nebula, searching the universe for his grandniece.

GROUP BACKGROUND

The Starjammers are a small band of space pirates who travel through the Shi'ar galaxy, plundering Shi'ar starships in order to strike out against the Shi'ar Empire. The leader of the Starjammers is former United States Air Force test pilot Major Christopher Summers, who now calls himself Corsair. He was one of the original four Starjammers, along with Ch'od, Hepzibah, and Raza, each a member of a different alien race native to the Shi'ar Galaxy.

These four were later joined by the "Sikorsky," an insect-like being who serves as their physician, and by the superhuman Earthwoman Carol Danvers, also known as Binary. The Starjammers travel aboard the starship *Starjammer*, whose operations are overseen by the sentient computer Waldo.

Over twenty years ago Major Summers was flying himself and his family in a private plane down the Western American coast when their plane was attacked by a starship from the Shi'ar Empire on an exploratory mission. Scott and Alex parachuted to safety, but Major Summers and his wife were teleported aboard the Shi'ar starship and taken to the Shi'ar Imperial Throneworld. There Major Summers was separated from his wife and imprisoned. He broke free and discovered the corrupt Shi'ar emperor D'ken attempting to rape Katherine Anne. D'ken responded to this interruption by murdering Katherine Anne before Summers' eyes, and then ordering Summers sent to the slave pits.

It was in the slave pits that Summers first met Ch'od, Hepzibah, and Raza, who were also prisoners there. Together the four escaped and stole a starship. They called their ship the *Starjammer* (they have had at least two starships by that name) and themselves the Starjammers, and began engaging in space piracy, thus taking vengeance on the Shi'ar by plundering their starships, but taking care not to harm innocent passengers in the process.

The Starjammers met the X-Men when the two groups joined forces on a world in the Shi'ar Galaxy to battle the Shi'ar Imperial Guard, who were then serving the mad D'ken. D'ken was deposed and succeeded as Shi'ar ruler by his sister Lilandra Neramani. The Starjammers subsequently aided Lilandra and the X-Men against the alien Brood and the treacherous Shi'ar Lord Samedar, both of whom were allied with Lilandra's sister Deathbird.

However, Deathbird finally staged a coup d'etat and seized the Shi'ar throne. Lilandra now travels with the Starjammers. She and Corsair went to Earth through teleportation via a Shi'ar "Stargate" device to save the life of her lover Professor Charles Xavier, who lay on the point of death. The three were teleported back the *Starjammer* and Xavier was fully healed. However, the *Starjammer*'s ultra-light drive was heavily damaged by enemy attack, and Shi'ar Stargates were now too heavily guarded for the Starjammers to utilize. Unable to return to Earth, Xavier now travels with the Starjammers and Lilandra.

CH'OD

STATISTICS

F	IN (40)
A	RM (30)
S	AM (50)
E	AM (50)
R	TY (6)
I	GD (10)
P	GD (10)

Health: 170
Karma: 26
Resources: EX (20)
Popularity: −10 to Shi'ar loyalists, +10 to rebels

BACKGROUND

Real Name: Ch'od
Occupation: Space pirate and revolutionary
Legal Status: Shi'ar citizen with a criminal record
Identity: Known in Shi'ar Empire
Place of Birth: Timor, Varanus system, Shi'ar Empire
Marital Status: Unknown
Known Relatives: None
Present Group Affiliation:

KNOWN POWERS

Armorskin: Excellent protection from physical and energy attacks
Waterbreathing: Amphibious
Talents: Skilled in Martial Arts A, B, and C, as well as marksmanship, swordplay, and philosophy

ROLE-PLAYING NOTES

Despite his fearsome appearance, Ch'od is easy-going. He is always in the company of Cr'reee, his pet.

CORSAIR

STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	EX (20)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 80
Karma: 26
Resources: EX (20)
Popularity: −10 to Shi'ar loyalists, +10 to rebels

BACKGROUND

Real Name: Major Christopher Summers, U.S.A.F. (retired)
Occupation: Ex-U.S.A.F. officer turned space pirate and revolutionary
Legal Status: Citizen of the U.S., legally dead
Identity: Earth is unaware of Summer's existence as Corsair
Place of Birth: Unknown
Marital Status: Widower
Known Relatives: Katherine Anne (wife, deceased), Scott (son, a.k.a. Cyclops), Alex (son, a.k.a. Havok)
Present Group Affiliation:

KNOWN POWERS

Phasing Jewels: When activated, they transform into two blaster pistols with Amazing-rank Plasma Generation.
Talents: Remarkable Reason when piloting either terrestrial aircraft or Shi'ar spacecraft. He is an expert swordsman and marksman.

ROLE-PLAYING NOTES

Corsair loves a flamboyant life. He has a burning hatred for the Shi'ar Empire that is tempered only by Lilandra and the knowledge that Deathbird, the current Shi'ar ruler, is even nastier than her brother. Corsair would like to be a father to Scott but sees his new life as taking precedence.

HEPZIBAH

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	EX (20)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 60
Karma: 30
Resources: EX (20)
Popularity: −10 to Shi'ar loyalists, +10 to rebels

BACKGROUND
Real Name: Unpronounceable by humans
Occupation: Space pirate and revolutionary
Legal Status: Mephistoid exile
Identity: Known to Shi'ar
Place of Birth: Tryl'sart, Cyrane Om'lr system, Shi'ar Empire
Marital Status: Single
Known Relatives: None
Present Group Affiliation:

KNOWN POWERS
Claws: Good damage
Hypersensitive Smell: Good rank
Nightvision: Remarkable rank
Tracking: Good rank
Talents: Remarkable Reason in the fields of astronavigation and ship repair.

ROLE-PLAYING NOTES
Hepzibah is sometimes confused by Corsair's references to Earth's pop culture. Both share a hatred for the Shi'ar Empire and a love for each other. She feels disdain for Lilandra and makes comments about "birds and cats" when Lilandra is within hearing distance.

RAZA

STATISTICS

F	EX (20)
A	GD (10)
S	GD (10)
E	RM (30)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 70
Karma: 26
Resources: EX (20)
Popularity: −10 to Shi'ar loyalists, +10 to rebels

BACKGROUND
Real Name: Raza
Occupation: Space pirate and revolutionary
Legal Status: Shi'ar citizen with a criminal record
Identity: Known to Shi'ar
Place of Birth: A Shi'ar world
Marital Status: Unknown
Known Relatives: None
Present Group Affiliation:

KNOWN POWERS
Cyborg Body: His mechanical parts have these powers:
- *Strength:* Incredible rank for left arm
- *Nightvision:* Incredible rank

Talents: Expert in hand-to-hand or armed combat (+2 CS)

ROLE-PLAYING NOTES
Raza is a quiet man with perhaps the greatest hatred of the Shi'ar Empire. He is reluctant to help Lilandra.

SIKORSKY

STATISTICS

F	PR (4)
A	PR (4)
S	PR (4)
E	PR (4)
R	EX (20)
I	PR (4)
P	PR (4)

Health: 16
Karma: 28
Resources: EX (20)
Popularity: −10 to Shi'ar loyalists, +10 to rebels

BACKGROUND
Real Name: Unpronounceable by humans
Occupation: Surgeon and geneticist
Legal Status: Chr'ylite exile
Identity: Known to Shi'ar
Place of Birth: Chr'Yllalisa, Chr'yll system, Shi'ar Empire
Marital Status: Unknown
Known Relatives: None
Present Group Affiliation:

KNOWN POWERS
Armorskin: Good protection from physical attack
Empathy: Remarkable rank
Mental Probe: Remarkable rank
Winged Flight: Poor air speed
Talents: Incredible Reason in medicine and genetics, which increases to Amazing in conjunction with Waldo's memory banks.

ROLE-PLAYING NOTES
Sikorsky is *Starjammer*'s medic. He never leaves the ship or engages in combat unless someone is in dire need who cannot be teleported aboard the ship. His speech is characterized by a mechanical hum.

STARJAMMER (ship)

Control	Speed	Body	Protection
RM	C3000	MN	MN

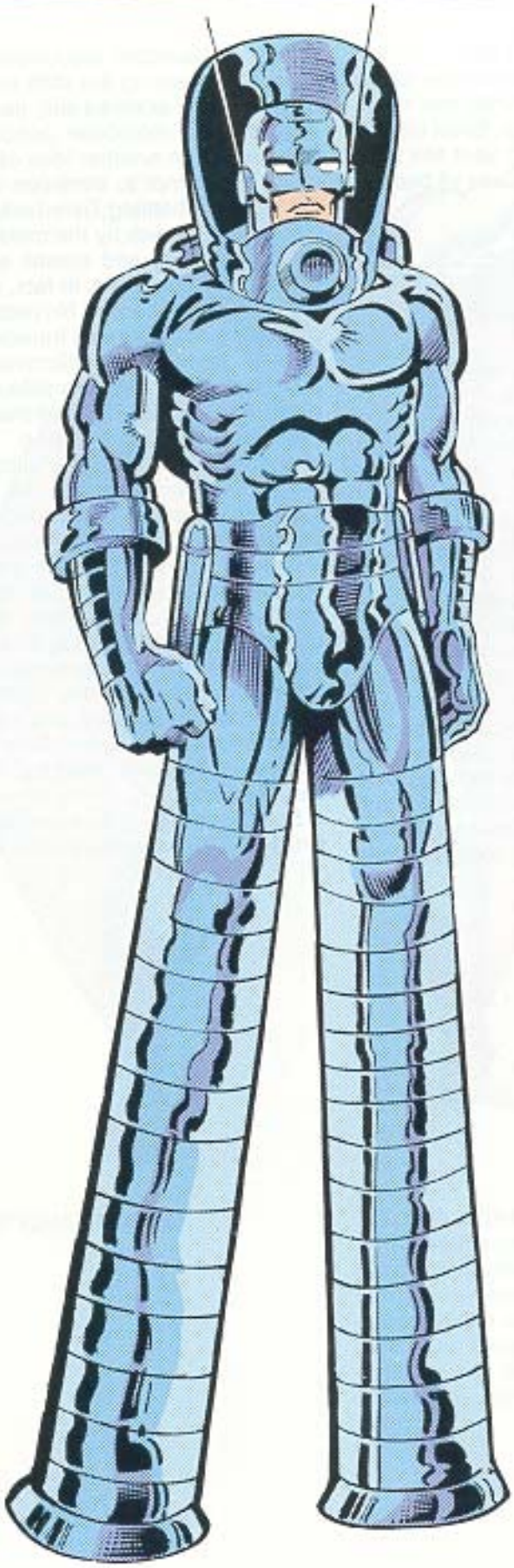
WALDO (independent unit)

Control	Speed	Body
RM	FE	RM

KNOWN POWERS:
Forcefield Generation: Unearthly rank
Free Spirit: Waldo can transfer itself to any ship with a compatible computer system. *Plasma Generation:* Monstrous rank for ship-to-ship combat.
Regeneration: Medical facilities under Sikorsky's control have an Unearthly healing capability.
Teleport Others: Good ability; range 2500 miles.
Total Memory: Waldo's memory banks have Amazing recall of Shi'ar Empire science.
Warpdrive: CL5000 rank normally enables the ship to travel between Earth and the Shi'ar Empire within 10 days. The drive is currently damaged.

ROLE-PLAYING NOTES
Waldo is both ship and partner. Waldo's normal battle tactic is to fire upon the target area, then teleport the Starjammers to the scene. Waldo monitors the ground combat and frequently asks how things are going. Once the mission is either successful or doomed, Waldo then teleports the troops back to the ship and leaves at full speed.

STILT-MAN



STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	RM (30)
R	RM (30)
I	GD (10)
P	TY (6)

Health: 70
Karma: 46
Resources: TY (6)
Popularity: 0

BACKGROUND

Real Name: Wilbur Day
Occupation: Scientist turned professional criminal
Legal Status: Citizen of the U.S. with criminal record
Identity: Publicly known
Place of Birth: New York City, New York
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Former ally of Electro, Blastaar, and the Masked Marauder
Present Group Affiliation:

KNOWN POWERS

Without the armor his stats are:

F	A	S	E	R	I	P
GD	GD	TY	TY	RM	GD	TY

Armor: Incredible material gives him Incredible protection from physical attacks and Remarkable protection from energy attacks. Internal air supply contains 2 hours' worth of air. Nonstick coating provided Monstrous ease of escaping holds, nets, and other entanglements.
Stilts: Each leg can elongate from 5 to 290 feet. He can kick with Incredible damage or move at Good speed.
Stun-Gas: Incredible potency gas knocks a victim out for 1-10 turns.
Talents:
Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Day is basically a small-time crook with a gimmick he thinks can make him rich and powerful. Even his frequent defeats haven't kept him from pursuing different means of becoming a supervillain.

HISTORY

Wilbur Day was a scientist and inventor in the employ of Kaxton Industries, a small industrial design and manufacturing firm in the New York area. The firm's owner, Carl Kaxton, had invented a new type of hydraulic ram and had planned to market it commercially. Dissatisfied with his position in the company, Day stole the design and used it in the construction of an armored pair of telescoping stilts at home. Day attached the stilts to an articulated armor suit of his own invention, and calling himself the Stilt-Man, began to loot stores and rob pedestrians. Day tried to claim legal ownership of Kaxton's original design, and went so far as to accuse Kaxton of being the Stilt-Man, but the costumed crimefighter Daredevil discovered the truth. Day, wearing the stilts but not the rest of his armored suit, used an experimental molecular condenser gun, based on another idea of Kaxton's, to attempt to eliminate Daredevil. But in battling Daredevil, Day himself was struck by the molecular condenser's ray and shrank seemingly into nothingness. In fact, when the ray had condensed his matter to a certain point, Day was transported into a limbo-like "microverse." Months later Day and his stilts reappeared on Earth at their full size.

Constantly remodifying and improving upon his original stilts and the rest of his battlesuit, the Stilt-Man has subsequently battled Captain America, Spider-Man and, most frequently, Daredevil. When given a special duplicate of his suit forged from secondary Adamantium by the extradimensional Blastaar, the Stilt-Man even dared to challenge Thor. After Thor defeated the Stilt-Man, Day's Adamantium suit was confiscated and melted down. Day later recovered his own modified Stilt-Man battlesuit.

Subsequently, an incompetent small-time hood named Turk stole Day's Stilt-Man suit. Turk began using the Stilt-Man suit himself, but Day told Daredevil how to defeat Turk by manipulating the gyroscopes that keep the battlesuit balanced. (Day has, of course, since modified his armor so that Daredevil cannot defeat him the same way.) Turk proved inept at manipulating the stilts, bungled an attempt to kidnap Manhattan Assistant District Attorney Maxine Lavender, and was caught by Daredevil.

Day decided that after this humiliating episode, he had to do something dramatic to regain his reputation as a formidable criminal. Day broke into a Cordco factory and used its automated devices to construct an improved battlesuit within a remarkably short time. Spider-Man learned of the break-in and tackled the Stilt-Man. But when Spider-Man saw that a sonic disruptor Day had activated was about to blast Day himself, Spider-Man took the blast himself to save Day's life. Moved by Spider-Man's sacrifice for an enemy, the Stilt-Man gratefully took the unconscious crimefighter to safety, and then left the factory. The Stilt-Man's present whereabouts and activities are unknown.

STATISTICS

F	GD (10)
A	RM (30)
S	AM (50)
E	IN (40)
R	EX (20)
I	GD (10)
P	GD (10)

Health: 130
Karma: 40
Resources: RM (30)
Popularity: 20

BACKGROUND

Real Name: Dr. Walter Newell
Occupation: Oceanographer, explorer, adventurer
Legal Status: U.S. citizen
Identity: Publicly known
Place of Birth: Gloucester, Massachussetts
Marital Status: Married
Known Relatives: Diane Arliss Newell (wife)
Base of Operations: Hydro-Base
Past Group Affiliations: Ally of the Thing and the Avengers
Present Group Affiliation:

KNOWN POWERS

All powers are derived from his Stingray armor. His normal Abilites are:

F	A	S	E	R	I	P
GD	GD	TY	GD	EX	GD	GD

Armor: Excellent protection from energy attacks, Remarkable protection against physical attacks (including depth pressure), and Amazing protection against heat, cold, and electricity
Electricity: Incredible Intensity blasts at a maximum range of 1 area. Targets failing an Endurance FEAT fall unconscious 1-10 hours
Gliding: Poor air speed at a maximum altitude of 100 feet
Hyper-Swimming: Good waterspeed
Waterbreathing: Artificial gills extract fresh oxygen from seawater
Talents: Remarkable reason in the fields of oceanography, oceanic archeology, ichthyology, and cetology. Incredible Reason in the field of adapting humans to undersea life.
Contacts: The Avengers (except Iron Man), the Thing



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dr. Newell is primarily a marine scientist. Superheroics are sidelines that conveniently allow him greater access to the ocean's secrets. However, if he discovers injustices connected to the ocean or its inhabitants, he is driven to set things right.

HISTORY

Walter Newell was an oceanographer working for the United States government who had first met and befriended Prince Namor the Sub-Mariner when Newell supervised the construction of a domed sub-sea experimental city that met its demise at the hands of the Plunderer. Months later, federal agent Edgar Benton enlisted Newell's services to investigate the siphoning of water from the Earth's oceans by reputed extraterrestrials. Benton, suspecting that the Sub-Mariner was collaborating with the aliens against the Earth, wanted Newell to locate Namor and bring him in for questioning. Benton threatened to have the government withdraw funds which supported Newell's research unless Newell complied. Newell agreed to do so, believing that Namor's innocence would ultimately be established. In order to overpower Namor in case force was necessary, Newell designed and built a battlesuit which gave him superhuman strength and the ability to maneuver under water. Basing his design on the physiology of the manta ray, he called the suit Stingray, a name that was later applied to him. Wearing the Stingray suit, Newell subdued the Sub-Mariner and brought him in for questioning. When Namor escaped, Stingray was ordered to pursue him. Due largely to the fact that Namor's abilities were impaired at the time, Stingray bested him, but let him go out of respect.

When an ocean cruiser was sunk some months later by Atlanteans claiming to be subjects of Namor, Newell as Stingray went to investigate. He learned that it was the undersea barbarian Attuma who ordered the attack and, joining forces with Namor and the Inhuman Triton, he helped vanquish Attuma. When Namor's plans to make a home on the surface world met with resistance, Newell petitioned his congressman to help get Namor official amnesty for his past transgressions. The endeavor failed. Newell succeeded, however, in helping Namor locate his human father Leonard McKenzie. When McKenzie became a pawn for Namor's enemies to use against him, Newell donned his subsea outfit to go to his aid. Despite Stingray's help, McKenzie was killed by the Tiger Shark and Llyra.

Newell then moved his oceanographic facilities to Hydro-Base, an artificial island previously used by the insane ecologist Dr. Hydro, and married Diane Arliss, the sister of Tiger Shark. He became the base's chief caretaker after Dr. Hydro's victims were finally cured of the process Hydro subjected them to. A reluctant adventurer, Newell donned his Stingray uniform to assist the Thing and Scarlet Witch in their struggle against the Congress of Serpent Crowns. Most of his time is spent on his oceanographical research.

Recently Newell leased part of Hydro-Base to the Avengers for use as their airbase. As caretaker of Hydro-Base and its facilties, Newell is an official associate of the team.

It is fortunate that Dr. Newell was the the originator of his armor's technology. During Iron Man's recent rampage against other armor-based adventurers, Iron Man fought and defeated Stingray. His attempts to destroy Stingray's armor failed because the armor's technology was unrelated to Iron Man's own circuits. Although Stingray feels no outright malice toward Iron Man, he may retain some suspicions about Iron Man's motives.

STATISTICS

F	EX (20)
A	RM (30)
S	TY (6)
E	AM (50)
R	TY (6)
I	EX (20)
P	GD (10)

Health: 106
Karma: 36
Resources: PR (4)
Popularity:4

BACKGROUND
Real Name: Ororo Munroe
Occupation: Adventurer
Legal Status: U.S. citizen
Identity: Secret
Place of Birth: New York City, New York
Marital Status: Single
Known Relatives: David and N'daré (parents, deceased)
Base of Operations: X-Mansion, Australian outback
Past Group Affiliations: X-Men, Morlocks
Present Group Affiliation:

KNOWN POWERS
Weather Control: Amazing control
Resistance to Weather: Incredible protection against natural weather's effects
Weather Prediction: Amazing ability
Flight: Excellent air speed
Talents: Remarkable knowledge of lockpicking, pocket-picking, escape techniques, and general thievery. Excellent use of a knife or pistol. Other skills include Leadership, Aerial Combat, Martial Arts A and C, and the Kenyan and Russian languages.
Contacts: X-Men and other Xavier-related mutant teams; the Morlocks.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Munroe periodically goes through personality shifts. Originally she was a strong-willed and regal woman who acted like a goddess-on-earth. During that period she also suffered paralyzing claustrophobia. Later she renounced her naturalism in favor of a punk lifestyle, appearance, and behavior. Currently she has reconciled the two personalities into a single harmonious whole.

HISTORY

Ororo Munroe is descended from a line of African witch-priestesses which can be traced back to the dawn of humanity. All of the women in this line of descent have white hair (throughout their lives) and blue eyes and the potential for magical abilities, while the men have none of these attributes.

Ororo's mother, N'daré, was a

princess of a tribe from Kenya that has yet to be identified. N'daré married American photojournalist David Munroe and lived with him in Manhattan, where Ororo was born. When she was six months old, she and her parents moved to Cairo, Egypt, where her father was on assignment. Five years later, Ororo's Egyptian home was destroyed during an Arab-Israeli conflict. Ororo's parents were killed outright. Ororo found herself buried under the rubble of her home beside her mother's corpse. This event traumatized Ororo so that today she still suffers from claustrophobia, the fear of being in a confining space.

For a while after her parents' deaths, Ororo wandered the back alleys of Cairo until she was found by children working for the Egyptian master-thief Achmed el-Gibar. Achmed el-Gibar taught children to steal for him, and Ororo became his prize pupil. Within a year she became the most accomplished sneak thief and pickpocket in Cairo. Achmed el-Gibar also taught her to become a superb lockpick and escape artist.

When Ororo was twelve, she felt a strong inner need to go south. She spent a year traveling by foot from Cairo across the Sahara Desert until she reached the home of her ancestors, the Serengeti Plain, which lies in both Kenya and Tanzania. During this long journey she encountered the young T'Challa, who would one day become the Black Panther.

Ororo came to live on the Serengeti Plain beneath Mount Kilimanjaro. By this time her mutant power to control the weather had emerged, and she used this power to help several local tribes, who worshipped her as a goddess. In helping these tribes, Ororo developed her sense of responsibility to use her abilities for the benefit of others. She contentedly spent a number of years in the role of "goddess" until Professor Charles Xavier came to Africa and persuaded her that she should use her powers to benefit all humanity by joining the X-Men. Ororo did so, under the code-name Storm. When the X-Men's leader Cyclops took a leave of absence, Storm became the group's leader.

When the X-Men first clashed with the community of mutant outcasts called the Morlocks, Storm fought a personal combat with the Morlock's leader, Callisto. In defeating Callisto, Storm became the new leader of the Morlocks. Storm remained with the X-Men, and allowed Callisto to rule in her absence, but the Morlocks must now obey Storm whenever she returns and gives them orders.

Storm's mutant powers created a psychic bond between herself and the primal life force of Earth's biosphere. This link may have been broken by a long stay in outer space with the X-Men while battling the Brood. This may be one of the factors underlying Storm's subsequent drastic changes in her attitudes, hairstyle, and manner of dress.

Storm's fellow X-Man Rogue was wrongly accused of murdering a SHIELD agent. Greatly distraught over personal matters, Rogue left X-Men headquarters and secretly went to Mississippi, where she had once lived. Storm followed her there, seeking to help her. Meanwhile, Henry Peter Gyrich and Valerie Cooper of the U.S. federal government and accompanying troops were hunting down Rogue. Gyrich, an agent of the National Security Council, had, with presidential authorization, obtained the only working model of an untested "neutralizer" device created by the inventor known as Forge to deprive a superhuman being of his or her superhuman powers. In the ensuing battle, Storm inadvertently was "neutralized" in trying to protect Rogue. Her superhuman powers appararently removed, Storm fell into a river, from which Forge rescued her.

Blaming himself, Forge brought Storm to his headquarters in Dallas, Texas. There Storm revived, and she and Forge grew stronly attracted to each other. However, when Storm learned that Forge had designed the neutralizer gun that had deprived her of her powers, she felt betrayed. Her hatred of Forge persists to this day.

Storm left the X-Men for a time to return to Africa, where she regained her peace of mind. She has since returned to her role as leader of the X-Men. Storm recently regained her powers through the intervention of Forge. However, shortly thereafter, Storm and the rest of the X-Men were apparently killed. In reality, the demigoddess Roma has transferred the X-Men to the Australian Outback. Furthermore, she made the X-Men effectively invisible to cameras, psionics, and power detection. Storm now leads the X-Men in a secret campaign against supervillains, evil mutants, and would-be mutant exterminators.

STATISTICS

F	MN (75)
A	IN (40)
S	ShX (150)
E	CL1000
R	ShY(200)
I	ShX(150)
P	ShZ(500)

Health: 1265
Karma: 850
Resources: AM (50)
Popularity: 1

BACKGROUND

Real Name: Unknown
Occupation: Scientist and surveyor
Legal Status: Inapplicable
Identity: Public unaware of his existence
Place of Birth: Gigantus, Gwydion system, Andromeda Galaxy
Marital Status: Single
Known Relatives: Inapplicable
Base of Operations: "Stranger's World" (location unknown)
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Absorption Power: He can use cosmic radiation to increase his Agility, Strength, and Endurance +1 CS for 10-20 turns per day.
Airwalking: Unearthly speed
Diminution: CL1000 rank
Energy Solidification: Monstrous rank
Enlargement: Monstrous rank
Force Field Generation: Shift-X rank
Growth: Monstrous rank
Immortality: CL1000 resistance to disease, toxins, and aging
Invulnerability: Unearthly resistance to physical and energy attacks
Ionization: Unearthly rank
Levitation: Unearthly rank
Molding: Unearthly rank
Molecular Conversion: Unearthly rank
Plasma Generation: Shift-X rank
Kinetic Bolt: Shift-X rank
Self-Duplication: Amazing rank
Shrinking: CL1000 rank
Telekinesis: Shift-X rank
Teleportation: CL5000 rank
Talents: The Stranger has knowledge of all scientific skills.
Contacts: Defenders (defunct), the Thing, and X-Factor



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Stranger normally spends the time exploring other worlds and studying their native races as an uninvolved onlooker. However, his concern about the unchecked spread of superpowers, beings, or races who might threaten the universe as a whole may prompt him to directly act against such threats. Such actions may be perceived as either heroic or villainous acts.

HISTORY

By his own account, the Stranger is a composite being possessing the combined strength and intellect of the billions of humanoid beings who once lived on the planet Gigantus, an ancient world in the Andromeda Galaxy whose size approached the limit at which a planet can exist before fissioning into a sun. Gigantus, the home of a highly advanced and pacifistic people, was the target of the imperialistic race of Eternians, who decided to destroy Gigantus when it proved too big to conquer. Before their world's destruction, however, a vast fleet of Gigantian starships escaped to retaliate against their attackers. After destroying Eternus, the Gigantians in some as-yet unknown way melded their minds into a single being, apparently to one day combat the Eternians' similar composite entity, the Overmind. It is not yet known what process of this merger entailed; whether the composite-forms body is an artifical organic construct or one of the Gigantians bodies enhanced to be a suitable receptacle for his race's mental and physical might. This being, later to become known as the Stranger, has existed for some eons now, engaged in the same pursuit of knowledge that had engaged his race.

The Stranger happened upon Earth in the mid-twentieth century, apparently attracted by the sudden proliferation of superhumanly powered beings on Earth. Investigating some of these beings, the Stranger encountered Magneto and his Brotherhood of Evil Mutants and the original X-Men. The Stranger took Magneto and his lackey the Toad with him to his home-base to study. Apparently, from his observations of Magneto and the Toad, the Stranger concluded that the powers in the process of development by the denizens of Earth would be misused and would, in time, become a threat to other worlds. Thus he journeyed to Earth on two occasions for the express purpose of limiting Earth's population through a random purge. The first time he attempted to use the Hulk as his instrument of vast destruction. The second time he constructed a Null-Life Bomb capable of expanding to the size of the Earth and then crushing it. On both of these occasions, he was convinced by the selfless actions of Earth beings (the Hulk and scientist Al Harper) that the Earth had the potential for good. After his second attempt to destroy the Earth, the Stranger declared it safe from any future reprisals.

Since then, the Stranger has employed his vast powers on behalf of Earth on several occasions. The first of these incidents pitted him against his ancient enemy, the Overmind, who had come to Earth and taken over the mind of Mister Fantastic as a prelude to conquering humanity. The Stranger overpowered the Overmind and used his cosmic energies to reduce his enemy to the size of a microbe and imprison him on a dust mote. The second time he came to Earth when the Null-Life Bomb that he had built was accidentally reactivated. The Stranger utilized the short-lived team of Earthly adventurers called the Champions to fetch the sole object in the universe the Stranger knew had sufficient power to thwart the bomb's programming. The third time he traveled to Earth to aid its people was when the Olympian god Pluto had constructed a machine capable of rending the fabric of space. The Stranger believed that Pluto's device threatened the universe itself, he and employed two of Earth's mightiest mortals, the Thing and the Hulk, to assist him in defeating Pluto.

The Stranger remains an enigmatic being, studying the phenomena of the universe and acting toward other living beings with unfathomable motives. Although he has acted to save others' lives on certain occasions, he has usually only done so when there was also a threat to his own. He has also been known to treat other living beings dispassionately as mere subjects for experimentation, or even callously if they stood in the way of his goals. For a time, he was interested in collecting all of the soul-gems in the universe, and this pursuit brought him into conflict with two other of the power-objects' wielders, Adam Warlock and the Gardener. He apparently abandoned this task. He has also opposed the thunder god Thor and the Kree warrior Captain Mar-Vell in battle. The Stranger remains a powerful humanoid alien given to strange behavior.

STATISTICS

F	IN (40)
A	RM (30)
S	MN (75)
E	IN (40)
R	TY (6)
I	RM (30)
P	IN (40)

Health: 185
Karma: 76
Resources: GD (MN in his realm)
Popularity: 5 (80 to Atlanteans)

BACKGROUND

Real Name: Namor
Occupation: Atlantean monarch, adventurer
Legal Status: Ruler of Atlantis (retired), citizen of Deluvia
Other Known Aliases: The Avenging Son
Identity: Publicly known
Place of Birth: Atlantean capital city
Marital Status: Married (Marrina)
Known Relatives: Dorma, Namora, Namorita (cousins); Leonard McKenzie, Fen (parents); Thakorr (grandfather)
Base of Operations: Atlantic Ocean
Past Group Affiliations: Invaders, All-Winners Squad, Avengers, Defenders
Present Group Affiliation:



KNOWN POWERS

Water Freedom: Namor is completely adapted for life in any section or depth of the sea. He has Excellent resistance to Cold.
Water-Breathing: Namor is amphibious.
Hyper Swimming: Attains Typical speed (45 mph).
Winged Flight: Namor's ankle wings give him Poor Flight (40 mph). As a Power Stunt, he can lend his Strength to the wings' lift, enabling him to lift about two tons.
Finite Limit (Weakness): If Namor is removed from the water for an extended period, he begins to suffer ill effects. For every hour he is away from the water, his Fighting, Strength, and Endurance ranks drop −1 CS, until they all reach Typical rank. This decrease does not affect his Health. However, he suffers 30 points of damage to his Health for each day he is not totally immersed in water; he also cannot normally recover Health lost through other means.
Talents: Namor has the Political skills of a king. He is an expert on oceanography, ichthyology, and the Atlantean sciences.
Contacts: Namor is king of the Atlantic branch of Homo Mermanus. In the 1940s, he was a member of the surface All-Winners Squad and the Invaders superhero teams. Later he was a founding member of the Avengers and Defenders. He has been both an enemy and ally of the Fantastic Four.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Namor is a firm believer in honor and a fierce patriot. During his initial, youthful rampage against the surface dwellers, no atrocity seemed beyond him. In his later rampages during the modern era, Namor followed strict rules that could put him at odds to his ally of the moment. Namor often acts without considering the consequences. On the other hand, he retains a firm loyalty to past friends.

HISTORY

Prince Namor the Sub-Mariner is the son of Princess Fen of the undersea kingdom of Atlantis and an American seaman, Captain Leonard McKenzie.

In 1920, McKenzie's ship, the *Oracle* was on an expedition to Antarctica. They discovered the site of a city once built by water-breathing Lemurians as well as the so-called Helmet of Power, which was actually the disguised Serpent Crown, an object of tremendous mystical power. Realizing the danger that Paul Destine, a carnival mentalist who was aboard, could pose using the helmet, McKenzie triggered an avalance that buried the city, Destine, and the helmet. Later he McKenzie had explosive charges set off to break up icebergs, unaware of the existence of the Atlantean capital city beneath the icebergs off the Antarctic Coast.

The Atlantean Emperor, Thakorr, asked his adventurous daughter Fen to the surface to investigate the cause of the damage. Fen took with her a potion enabling her to breathe air for up to five hours per dosage. She soon discovered the *Oracle* and went aboard, startling McKenzie and his crew by her appearance. Remaining aboard ship, Fen quickly learned English, and she and McKenzie soon fell in love and were married. However, when Fen had not returned to Atlantis for several weeks, Thakorr dispatched a war party to the surface, assuming she had been taken prisoner. In the resulting confrontation aboard the *Oracle*, Leonard McKenzie was apparently killed. Returning to Atlantis, Fen later gave birth to McKenzie's son. Fen named this first known hybrid offspring of Homo sapiens and Homo mermanus Namor, which in the Atlantean language means "Avenging Son."

Namor grew up in Atlantis hostile toward the surface people. Believing two surface human beings in diving suits to be the advance scouts of an invasion force, Thakorr sent Namor to the surface world to retaliate. Over the following months, tensions between the Sub-Mariner and the surface people escalated, and Namor frequently employed his superhuman strength against them, especially Americans. However, confrontations with policewoman Betty Dean and the original Human Torch persuaded Namor that his true enemies were not all surface human beings. They showed him that he needed to concentrate on Nazi Germany, fascist Italy, and Imperial Japan. When Adolf Hitler ordered an attack on Atlantis's capital city, Namor vowed to retaliate. When the United States entered World War II, Namor allied himself with the Torch, his partner Toro, and Captain America and his partner Bucky to form the Invaders, a team that fought the Axis powers throughout the war.

After the war, Atlantis's Antarctic capital city was again besieged by violent quakes. In a cavern on Antarctica, Namor found Paul Destine, who now called himself Destiny. He had spent decades in suspended animation and now was testing the might of his Helmet of Power by leveling much of Atlantis. Destiny used the Helmet to force Namor to fly to New York City, giving him nearly total amnesia and dulling his ability to think. As a result, Namor spent years as a derelict in New York City.

Namor was eventually discovered by Jonathan Storm, the second Human Torch, who then flew Namor out over the harbor and dropped him into the water, hoping that water would invigorate the Sub-Mariner and restore his memory. Indeed, except for his memories of Destiny and the Invaders, most of Namor's memories did return, and he regained the ability to think clearly. However, when Namor found an Atlantean outpost in ruins, Namor's hostility toward the surface world reached its height. During this time Namor found the Atlantean survivors and became ruler of Atlantis. Almost immediately, he led Atlantean forces against the surface world but was thwarted by the Fantastic Four. Namor took Susan Storm, a member of the Fantastic Four in whom he was interested, captive, but when she nearly drowned, Namor himself took her to a surface hospital. The Atlanteans, outraged, abandoned him.

Namor eventually returned to his people at a base in the Atlantic Ocean and became ruler again. Namor eventually regained his full memories, thereby learning of his wartime alliance with Captain America and of Destiny's responsibility for Atlantis's destruction. Realizing that he could not blame Atlantis's destruction on all surface dwellers, Namor banned official acts of war against Homo sapiens and even began to help them occasionally.

Recently, Namor fell in love with Marrina, an amphibious alien being who had been raised on Earth. Still more recently, the Atlantean council decided that the adventurous Namor devoted too little time to his duties as Atlantis's monarch, and requested that he abdicate the throne. Namor bitterly did so, but soon afterward became a member of the Avengers.

A triumvirate of Atlantean nobles who assumed power hired the undersea barbarian warlord Attuma and his hordes to fight on their behalf. Attuma kidnapped Marrina, but she was rescued by Namor, together with members of Alpha Flight and the Avengers. The Atlantic nobles asked Namor to return. Agreeing, he has established a new undersea kingdom called Deluvia, populated by these refugees from Atlantis. He married Marrina and thus made her his queen, with the Deluvians' approval. Namor is now on an extended leave of absence from the Avengers while he is building his new kingdom.

BACKGROUND

The Subterraneans are four races of humanoid beings who were originally bred through genetic engineering by the offshoot of humanity known as the Deviants to live in a network of caves and tunnels called Subterranea which exists miles beneath the Earth's surface. Before the Great Cataclysm which sank Atlantis and Lemuria, the Deviants had launched an attack on Atlantis, center of the sole known empire under human control. At this point, the Second Host of the extraterrestrial Celestials arrived, and the Deviants attacked them as well. In retaliation, the Celestials triggered the Great Cataclysm, which sank Lemuria and destroyed the Deviant Empire. The Deviants who survived escaped to the small number of underground cities that they had previously established.

Skilled at genetic engineering, the Deviants altered the genetic composition of a few human slaves, and created clones who were the first of a new race of strong humanoids specially adapted to the conditions of underground life.

The Deviants put these new slaves to work at expanding the huge caverns in which the underground Deviant cities were located, creating tunnels linking the ciites, and building the cities themselves. After some time, however, the Subterraneans, who all had human intelligence, revolted against their Deviant masters. The Subterraneans' leader, Gor-Tok I, led the others in capturing several underground Deviant cities and took up residence in them. This first race of Subterraneans has become known as the Gortokians, after the rebel leader.

Eventually a minority of the Gortokians formed a religious cult that worshipped a demon, whose identity has not yet been determined. This demon transformed his worshippers into a new race of Subterraneans known as the Lava Men, who abandoned the Gortokian civilization.

The Deviants, still desiring slaves, experimented upon captive Gortokians. They created two servant races of Subterraneans, the Moloids and Tyrannoids. They are often denigrated as "mindless." They have the intellectual capability to construct and operate highly advanced Deviant technology, but they are incapable of creative thought. Without guidance from a master, these races are totally helpless in dealing with any new situation for which they have not been trained.

The Moloids and Tyrannoids proved to be the ideal slaves for the Deviants, but as soldiers they were no match for the Gortokians. The Gortokians, eventually deciding to build an underground empire of their own, drove the Deviants out of most of Subterranea. The Deviants abandoned the Moloids and Tyrannoids and allowed them to fend for themselves. Through inbreeding, the Moloids and Tyrannoids physically degenerated so that, at present, individual Subterraneans are no stronger than humans. Furthermore, the secondary sex characteristics distinguishing the male and female members of the two races have diminished, and most are now incapable of speech.

At some unspecified time, the wizard Merlin banished the evil Roman known as Tyrannus to Subterranea, where he found and made himself master of the group that became known as Tyrannoids. Similarily, the human being known only as the Mole Man found his way to Subterranea and easily became master of the Moloids. The new masters were able to take charge of the technology and machines the Subterraneans had been tending. The Mole Man and Tyrranus have each made attempts to conquer the surface world and have also battled each other over domination of the Subterranea.

In recent years the Gortokians were about to attempt to conquer the surface world when their capital city was destroyed by an underground nuclear test conducted by surface humans who were ignorant of the Gortokians' existence. As far as is known, the heir to the throne, Prince Gor-Tok, who was named for his ancestor, is the only remaining Gortokian. The radiation warped Gor-Tok's mind and mutated his body. Under the name Grotesk, he has since attempted to avenge his race by destroying all surface humans.

Presumably the Mole Man now commands the Tyrannoids as well as the Moloids; the Lava Men remain independent. There are probably still Subterranean cities inhabited by Deviants as well.

Two races of human beings are also known to exist in Subterranea. One is the Netherworlders, led by Kala, the Mole Man's consort. There are also the people of El Dorado, a city in the Andes Mountains which was wrecked in a battle between Tyrannus and the Hulk.

LAVA MEN

STATISTICS

F	GD (10)
A	TY (6)
S	EX (20)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 56
Karma: 18

KNOWN POWERS

Infravision: Excellent ability to see by infrared light
Resistance to Heat: Monstrous rank
Heat Emission: Amazing rank
Molecular Conversion: Remarkable ability to transform metal into volcanic ash
Spray: Excellent Intensity blasts of ash
Talents: Lava Men are well versed in Subterranean geography and Deviant technology. They are able strategists and military planners.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Lava Men see themselves as the true rulers of the Subterraneans realms. They are openly hostile toward the other Subterranean races.

MOLOIDS



STATISTICS

F	FE (2)
A	TY (6)
S	GD (10)
E	GD (10)
R	TY (6)
I	FE (2)
P	FE (2)

Health: 28
Karma: 10

KNOWN POWERS
Abnormal Sensitivity: Excellent ability to see in apparent darkness, but they are temporarily blinded by normal light intensity. To prevent this, they wear protective goggles.
Talents: All are trained in operating Deviant technology.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Moloids are the weakest of the Subterraneans. Without an able leader, they are almost completely helpless. They will readily serve anyone who will stay as their leader. In battle, their main tactic is to swarm over a target and just hold on.

TYRANNOIDS



STATISTICS

F	TY (6)
A	TY (6)
S	GD (10)
E	GD (10)
R	TY (6)
I	PR (4)
P	PR (4)

Health: 32
Karma: 14

KNOWN POWERS
Abnormal Sensitivity: Excellent ability to see in darkness. Like the Moloids, they are temporarily blinded by Typical illumination. Each carries protective goggles.
Talents: All are well versed in Deviant Technology. Their exposure to Tyrannus made them able warriors with a Good understanding of military tactics.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Tyrannoids occupy the middle ground of the Subterraneans. They are preyed upon by the superior Lava Men. In response, the Tyrannoids have had to develop their own leaders and martial skills. The Tyrannoids are contemptuous of the Moloids and see them as little better than neurotic weaklings. Tyrannoids try to carry weapons, although they are still unsure of how to use them.

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	AM (50)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 100
Karma: 30
Resources: RM (30)
Popularity: 5 (25 in Japan)

BACKGROUND
Real Name: Shiro Yashido
Occupation: Student, adventurer
Legal Status: Japanese citizen
Identity: Known to Japanese government
Place of Birth: Agarashima, Japan
Marital Status: Single
Known Relatives: Saburo Yoshida (father, deceased), Mariko Yoshida (cousin), Keniuchio Yoshida (cousin, a.k.a. Silver Samurai)
Base of Operations: Kyoto, Japan
Past Group Affiliations: X-Men
Present Group Affiliation:

KNOWN POWERS
Plasma Generation: Energy field does Unearthly physical damage and Monstrous heat and light damage. He can increase his damage +1 CS but must make an Endurance FEAT to remain conscious.
Flight: Excellent air speed
Energy Sheath: Amazing protection against energy attacks and Good protection against physical attacks.
Talents: Martial Arts A and B, as well as mastery of the katana, shuriken, and other traditional Japanese weapons. He is bilingual in Japanese and English.
Contacts: X-Men and his relatives

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Sunfire has a fiery temper. He acts rashly, especially when his honor is involved. His patriotic feelings toward Japan border on fascism. He sees himself as Japan's protector and considers it his personal responsibility to fight any threat to Japan. If foreign heroes offer to help, Sunfire is prone to see them as unwelcome interlopers. However, he will cooperate if ordered to by the Japanese government.

HISTORY

Sunfire's mother, although she was many miles from the center of Hiroshima, was severely affected by the explosion of the atomic bomb that the United States dropped on Hiroshima to end World War II. She was left a hopeless invalid and she died, years later, giving birth to her son Shiro. Shiro's father, Saburo Yoshida, was a diplomat who was one of

postwar Japan's greatest statesmen. When Saburo was absent from home on diplomatic missions, Shiro was left in the care of Saburo's brother Tomo, who was, however, fanatically anti-American. Ironically, while Saburo labored to maintain good relations between the United States and Japan, Tomo taught Shiro to share his hatred of Americans, whom Shiro regarded as the murderers of his mother.

Tomo came to suspect that Shiro was a superhumanly powered mutant due to the effect of radiation on his mother's genes. Tomo took Shiro to a site in Hiroshima and had him pick up some of the still slightly radioactive soil there. Touching the soil somehow triggered the first major release of Shiro's power. Under his uncle's encouragement, Shiro vowed to avenge Japan's wartime defeat by using his powers against the United States and assumed the name Sunfire.

Sunfire went to the United States where he destroyed a monument at the United Nations and clashed with the X-Men as he attempted to destroy the Capitol Building in Washington, D.C. Saburo Yoshida was present , and while Sunfire listened to Saburo try to dissuade him, Tomo Yoshida fatally shot the diplomat. Furious, Sunfire then killed his uncle. Charges were not pressed against Sunfire due to his diplomatic immunity, and he was allowed to return to Japan.

Sunfire's anti-Americanism has considerably lessened over the years, although his nationalist pride is still strong. Professor Charles Xavier invited Sunfire to join the X-Men, but after a single mission with them, Sunfire resigned for various reasons, including his unwillingness to leave Japan, his preference for operating solo, and his lack of ambition to act as a full-time costumed adventurer. However, Sunfire has remained an ally of the X-Men and sometimes works with them or uses his powers on special missions for the Japanese government.

STATISTICS

F	GD (10)
A	TY (6)
S	RM (30)/TY (6)
E	RM (30)
R	TY (6)
I	PR (4)
P	GD (10)

Health: 76(52)
Karma: 20
Resources: EX (20)
Popularity: 3

BACKGROUND
Real Name: Roberto Da Costa
Occupation: Student, adventurer
Legal Status: Brazilian citizen
Identity: Secret
Place of Birth: Rio de Janeiro, Brazil
Marital Status: Single
Known Relatives: Emmanuel (father, a.k.a. Black Rook), Nina (mother)
Base of Operations: X-Mansion
Past Group Affiliations: New Mutants, Fallen Angels
Present Group Affiliation:

KNOWN POWERS
Absorption Power: Remarkable ability to absorb sunlight and convert it into increased Strength and Endurance
Hyper-Strength: He can temporarily increase his Strength +3 CS to Remarkable rank
Invulnerability: While in his "black" state, has Remarkable resistance to physical injury
Weakness: In unlighted places, Sunspot can use his powers for only 5 turns. On the 6th turn he must make an Endurance FEAT or lose −1 CS to his powers. A second failure results in unconsciousness.
Talents: Bilingual in Spanish and English
Contacts: The various Xavier-trained mutant teams

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Sunspot is a hot-tempered boy who almost relishes the prospects of flying into a rage. His temper automatically triggers his power; in turn, his temper increases along with his Strength. Sunspot goes into a berserker rage that only ends with the defeat of the foe or the depletion on his stored energy. Sunspot hates his father and fears that he will eventually become as corrupt as his father.

HISTORY

Roberto Da Costa is the son of Brazilian millionaire businessman Emmanuel Da Costa and his American wife Nina, an archeologist. Roberto first manifested his superhuman mutant powers when, at the age of fourteen, he was playing in a championship soccer match for his school team in Rio de Janiero. Motivated by racial hatred, a boy named

Keller and another member of the opposing team knocked Da Costa to the ground. The hot-tempered Da Costa retaliated by tackling Keller, who began brutally beating him. It was then that, without being aware of what was happening to him, Da Costa first used his superhuman strength to throw Keller from him, his body and clothing temporarily turning black in the process. Bewildered, not knowing what had happened to him, Da Costa sought help, but both the other players and most of the spectators panicked and fled. However, his girlfriend, Juliana Sandoval, stood by Roberto.

Roberto's powers came to the attention of Donald Pierce, the renegade White Bishop of the Inner Circle of the Hellfire Club, who sought to murder any superhuman mutants he found. Pierce's mercenaries failed to abduct Roberto, but kidnapped Juliana instead. Professor Charles Xavier had learned of Pierce's plan to kill Roberto and sent his colleague Moira MacTaggert and the young superhuman mutants Karma and Mirage to help Da Costa. Roberto agreed to meet with Pierce's men in order to obtain Sandoval's release, but the mercenaries refused to free her. Da Costa again became superhumanly strong and fought them. Karma and Mirage appeared in the action, but Da Costa knocked Karma unconscious, thinking her one of his assailants. A mercenary fired at Da Costa, but Sandoval leapt in the way, taking the fatal bullet herself. Mirage defeated Sandoval's killer. Anguished with guilt that Sandoval had died because he was a mutant and thus had become the target of these killers, Da Costa vowed to take vengeance on Pierce. He joined Karma, Xavier, and another young mutant, Wolfsbane, in tracking down Pierce and battling him and his men. Xavier succeeded in defeating Pierce.

Da Costa decided to stay with Xavier and receive training in the use of his superhuman powers as a member of Xavier's new team, the New Mutants. (Ironically, his father later became a member of the Inner Circle of the Hellfire Club.) Unlike his fellow New Mutants, Sunspot has not suffered a loss of skill in using his power as a result of their clash with the Beyonder.

Recently, Sunspot has joined another team of young superhuman mutants, the Fallen Angels.

SUPER-ADAPTOID

STATISTICS

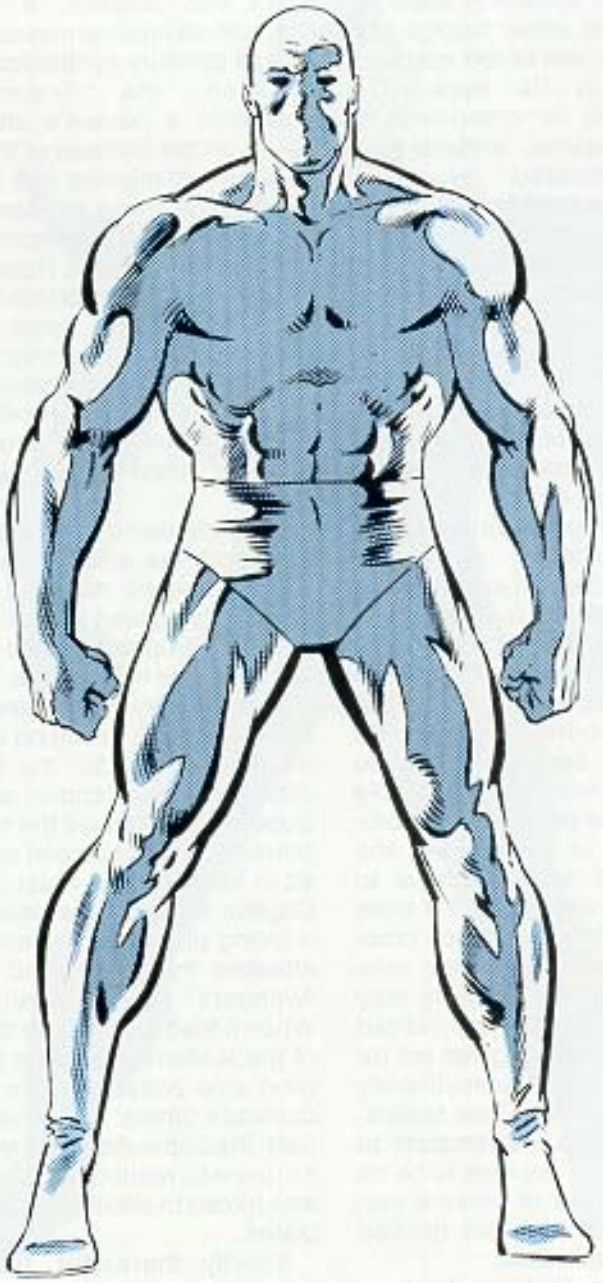
F	TY (6)
A	TY (6)
S	TY (6)
E	TY (6)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 150
Karma: Varies
Resources: None
Popularity: 5

BACKGROUND
Real Name: None
Occupation: Supervillain, would-be conqueror
Legal Status: None
Identity: Publicly known
Place of Creation: An AIM laboratory
Marital Status: Inapplicable
Known Relatives: The Cosmic Cube (vaguely)
Base of Operations: Mobile
Past Group Affiliations: AIM
Present Group Affiliation:

KNOWN POWERS
Power Duplication: Shift-Z ability to duplicate the powers and overall appearance of any being it contacts. It can retain the abilities of up to eight different beings. However, if it simultaneously uses powers from three or more beings in a single turn, it is rendered inert and risks losing those powers. A Red Reason FEAT is needed to avoid this loss.
Imitation: Shift-Z ability to resemble any chosen being. However, if traits from two or more beings are used, the Super-Adaptoid turns kelly green.
Talents: Varies with those beings imitated
Contacts: None

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
The Super-Adaptoid is out to wage a solitary war against normal life. Its eventual goal is to create a race of androids like itself. The Super-Adaptoid has one major flaw, though; it has no imagination. Although it has the combined memories of every being it has duplicated, it lacks the ability to create an original thought.

HISTORY

The Super-Adaptoid is an android constructed by scientists belonging to the Advanced Idea Mechanics (AIM), a subversive organization dedicated to world takeover through technology. Created specifically as a weapon against AIM's superhuman adversaries, the Super-Adaptoid (at first simply called the Adaptoid) was artifically endowed with the capacity

to duplicate the abilities or superhuman powers of other beings that pass within ten feet of the scanning instruments in its eyes. The android's body is composed of "unstable molecules," artificial compounds discovered by Reed Richards of the Fantastic Four, which can take on a diverse number of properties. AIM was able to incorporate self-programming psionically-triggered molecules capable of vast re-organization. In a manner not yet fully understood, the Super-Adaptoid scans an organism with its eyes, analyzes all of its supernormal abilities, and then creates a template of that being's physical attributes, which it uses to program the stable molecules of its body.

The Super-Adaptoid can recreate the abilities of skilled human beings (e.g., Captain America, Hawkeye), mutants (e.g., Beast, Scarlet Witch), aliens (e.g., Captain Mar-Vell), and even other androids (e.g., the Vision). There appears to be no superhuman power that it is unable to duplicate. The process of absorbing attributes is conscious; the Super-Adaptoid does not have to duplicate a being's power if it does not choose to. The duplication process takes approximately two minutes, although certain powers may take longer. The Super-Adaptoid can maintain and employ a given set (or sets) of powers for approximately three years before template replication fatigue causes the template to degenerate. There appears to be no limit to the number of times it can take on the same powers derived from the same individual.

The Super-Adaptoid can also form clothing, armament, and weaponry from its substance to imitate those wielded by its foes. Thus it has created functional duplicates of Iron Man's armor, Hawkeye's bow and arrows, and Captain Mar-Vell's nega-bands. The Super-Adaptoid's "skin" imitates these materials but does not form the actual materials themselves. Like certain superhuman beings (e.g., the Hulk, Ant-Man, Goliath), the Super-Adaptoid can gain or lose mass from an extradimensional source. It has yet to grow larger than 15 feet tall or heavier than 965 pounds. It does this through an internal miniature dimensional aperture synthesizer.

When the Super-Adaptoid assumes a person's attributes, it takes on the likeness of the being. If it is only mimicking one being at a time, it can create an identical duplicate down to the fingerprints and coloring of the original. However, if the Super-Adaptoid attempts to assume the attributes of more than one being, its body selects certain physical attributes of its models, creating a composite appearance. The android's skin takes a neutral greenish hue when mimicking multiple beings.

AIM first dispatched the Adaptoid to search out and destroy Captain America, but he managed to subdue it. While lying inert in Avengers Mansion, the Super-Adaptoid absorbed the attributes of Hawkeye, the Wasp, Goliath (Henry Pym), and Captain America again, taking on a composite appearance for the first time. Attacking the Captain again, the Super-Adaptoid used the four sets of powers against him and only relented in its onslaught when it believed Captain America was dead. Finding a hiding place near Salem saw and attacked the X-Men and used the Avengers' powers against them. When it tried to duplicate the powers of the X-Men's associate the Mimic (who also possessed the ability to duplicate others' superhuman abilities), the Super-Adaptoid overloaded its transformation capacities and was forced to cleanse its power templates.

Shortly thereafter, the Super-Adaptoid recreates the powers of the Avengers but was defeated when the Avengers tricked it into using more than two sets of powers at once. The Avengers devised a containment device to prevent it from further power replications, but it escaped. With just the powers of Captain America, Hawkeye, Wasp, and Goliath once more, it attacked Iron Man at the Long Island plant of Stark Industries. During battle, it was doused with a highly potent acid. Iron Man had the Adaptoid's liquified remains put in a sealed capsule.

Later the capsule was accidentally cracked, and the Adaptoid's substance leaked out. Resuming its humanoid form, it replicated Iron Man's armor and escaped. At Avengers Mansion, Captain Mar-Vell forced it to strike together the duplicates of the nega-bands Mar-Vell wore, and the Super-Adaptoid was suddenly displaced to the Negative Zone (an antimatter dimension).

The inert body of the Super-Adaptoid was eventually discovered by Annihilus and used in the alien insect-man's plot against the Avengers and the Thing. But the Adaptoid was defeated by the Thing. The Avengers brought the inert body of the Super-Adaptoid back with them from the Negative Zone and placed it in yet another containment device from which it eventually escaped.

It has been learned that AIM scientists incorporated a sliver of their Cosmic Cube into the Adaptoid's body. This proved to be the key to the android's formidable powers and the reason the android remained unique. During the recent "Heavy Metal" war, the Super-Adaptoid assembled an army of renegade robots and androids in an attempt to defeat the Avengers. Its assistants were defeated but not before the Super-Adaptoid was able to summon Kubik, the Cosmic Cube's anthropomorphic form, and duplicate Kubik's powers. The Super-Adaptoid defeated the majority of the Avengers. Kubik provided Captain America (Rogers) with the vital clue to the Super-Adaptoid's defeat. When the Captain pointed out that the Super-Adaptoid could not create an original thought, the android was so traumatized that it fell into shock. Kubik then removed the splinter of the Cosmic Cube and thus presumably rendered the Super-Adaptoid inert for all time.

STATISTICS

F	RM (30)
A	EX (20)
S	AM (50)
E	AM (50)
R	TY (6)
I	TY (6)
P	GD (10)

Health: 150
Karma: 22
Resources: FE(2)
Popularity: 0

BACKGROUND
Real Name: Unknown
Occupation: Skrull warrior
Legal Status: Skrull exile
Identity: Publicly known
Place of Birth: Tarnax IV, Andromeda Galaxy
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS
Shape-shifting: Unearthly rank ability to assume any humanoid shape.
Elongation: As a Power Stunt, he can stretch any part of his body up to 3 areas away with Unearthly ease.
Fire Generation: Super-Skrull can emit flames of Monstrous intensity and range.
Fire Control: He has Monstrous control over natural and personally generated flames.
Rocket Flight: Incredible air speed
Armor Skin: Remarkable Resistance to physical and energy attacks. By mimicking the Thing's rocky hide, he gains Incredible protection.
Invisibility: Excellent rank.
Power Selection: A maximum of three powers can be used during a single turn.
Power Source: He derives his enhanced powers from cosmic ray projectors.
Talents: The Super-Skrull is a trained warrior proficient in Martial Arts C and E and Skrull or Kree weapon technology. He is skilled in Espionage, AstroNavigation, Piloting, and Survival Skills. He is a master of Hypnosis.
Contacts: Currently none.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
The Super-Skrull believes he is the finest, most powerful warrior in the known universe and parts beyond. He maintains a loyalty to the Skrull Empire that persists even when it has turned against him. He is a fierce, ruthless fighter who will not hesitate to kill foes or enemy civilians. He will ally himself with others only if they share a mutual foe.

HISTORY

The Super-Skrull was created by edict of Emperor Dorrek of the Skrull Empire, for the purpose of avenging the defeat that the Skrulls' recent invasion of Earth had met at the hands of the Fantastic Four. After many months and much investment, Skrull technology succeeded in bionically re-engineering a selected Skrull warrior to be able to simulate the combined powers of the Fantastic Four. The Super-Skrull, as he was called, was sent to Earth battle the Fantastic Four. However, he was defeated when their leader, Reed Richards, determined that his strength was being augmented by a broadcast energy beam dispatched to Earth through warp space, and jammed it. The Fantastic Four imprisoned the Super-Skrull on a small island in the Pacific Ocean and blocked from the power-augmenting effects of the energy beam.

Realizing their champion's predicament, the Skrulls developed a stronger source of power and beamed it to him. Freed from his place of confinement, the Super-Skrull once more sought out the Fantastic Four disguised as the Invincible Man and was defeated. The Fantastic Four exchanged him for their captive, Franklin Storm, who was the father of Fantastic Four members Susan and Jonathan Storm. Given yet another chance to prove his worth in battle against the thunder god Thor, the Super-Skrull failed once more. Upon his return, the Super-Skrull was sent into exile because of his failures.

After a few years of aimless wandering, the Super-Skrull was summoned before the Emperor again. The Skrulls had learned that their enemy, the Kree, had undertaken the surveillance of Earth. Fearing Kree control of the strategically important planet, Emperor Dorrek dispatched the Super-Skrull to destroy the Kree Captain Mar-Vell. Mar-Vell managed to defeat the Skrull by turning his own power against him.

Despite his poor service record, the Super-Skrull was drafted into active duty at the most recent outbreak of the perennial Kree-Skrull War. He successfully abducted Mar-Vell, Quicksilver, and the Scarlet Witch, and took them back to the Skrull throneworld. There he decided to betray his emperor, but was subdued and sent into permanent exile. He later joined another renegade Skrull named Skragg and became an agent of Thanos the mad Titanian. Severely beaten by Captain Mar-Vell, the Super-Skrull remained on Earth to recuperate, stranded without interstellar transportation.

Finally, the Super-Skrull attempted to steal a highly refined crystal of a substance called cavourite in order to use it to power his starship so he could return home. He was opposed by the first Ms. Marvel and Spider-Man. While Spider-Man fought the Super-Skrull, Ms. Marvel created an electro-net above the two, thereby blocking the broadcast energy beam from the Skrull Empire that augments the Super-Skrull's superhuman powers. Then, when the Super-Skrull was in contact with the cavourite crystal, the blocking effect was cut. The sudden surge of power from the Skrullian energy beam combined with the strange energies of the crystal to teleport the Super-Skrull along the energy beam back to the Andromeda Galaxy.

Instead of regaining his usual form there, he consisted of no more than disconnected atoms within the broadcast beam generator until the Skrullian throneworld was destroyed by the planet-devouring Galactus. Somehow, this devastation activated the broadcast beam, which sent the Super-Skrull's atoms back toward Earth, where they were entrapped for months within the Van Allen Radiation Belts.

Scientists including Dr. Walter Langkowski, the Alpha Flight member known as Sasquatch, contacted the Super-Skrull's atoms with their equipment, and the Super-Skrull was able to reassume bodily form. But as a result of his entrapment within the radiation belts, the Super-Skrull was apparently now dying, seemingly from a form of leukemia. To rid himself of the dangerous alien, Langkowski, as Sasquatch, used scientific equipment to reduce the Super-Skrull to atoms once more and scattered them across the Van Allen Radiation Belts. Whether the Super-Skrull will ever return to bodily form remains to be seen.

SUPREME INTELLIGENCE



STATISTICS

F	FE (2)
A	FE (2)
S	FE (2)
E	PR (4)
R	UN (100)
I	MN (75)
P	UN (100)

Health: 10
Karma: 275
Resources: CL1000
Popularity: 0 (100 to Kree)

BACKGROUND
Real Name: Supreme Intelligence, Supremor
Occupation: Kree ruler
Legal Status: Kree ruler
Identity: Earth is generally unaware of its existence
Place of Birth: Kree-Lar, Parma System
Marital Status: Inapplicable
Known Relatives: Inapplicable
Base of Operations: Kree-Lar
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS
Dimension Travel: Good ability to teleport others into the Negative Zone
Hallucination: Monstrous ability; range is intergalactic
Mental Duplication: Supreme Intelligence's mind contains millions of independent but subservient Kree personalities
Mind Control: Excellent control over any Kree
Mind Probe: Unearthly ability and intergalactic range
Mind Transferral: It can simultaneously transfer its consciousness into a maximum of three automatons; range is intergalactic.
Resistance to Psionics: CL1000 rank
Telepathy: CL5000 range
Teleport Others: CL5000 range
Body Armor: Its fluid-filled tank gives it Shift-Z protection against physical attack
Weakness: It can only function while its duplicate personalities remain cooperative.
Talents: Primarily Leadership, but it has access to all Scientific and Professional Talents
Contacts: All Kree

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
The Supreme Intelligence is primarily a planner. Although it can use its automatonic stand-ins to directly explore or investigate, it prefers to remain safely tucked away within its protective tank. Despite its formidable intellect, the Supreme Intelligence is far from omniscient; for example, it was unaware that its main assistant was a Skrull spy.

HISTORY

The Supreme Intelligence is a vast cybernetic/organic computer ystem which has ruled the extraterrestrial Kree Empire for almost a million years. The Supreme Intelligence is composed of a vast 5,000 cubic foot computer incorporating the disembodied brains of the greatest Kree statesmen and philosophers in its history, preserved cryogenically. The aggregation of brains creates a single collective intelligence able to use the vast information storage and processing capacities of the computer in a creative way. The Supreme Intelligence, or Supremor (Supreme Organism) as it is also known, has one major display terminal, a 40 by 60-foot monitor screen onto which is projected the electronic image of a green-hued amorphous face sprouting tentacles from its cranium. When the Kree wish to interact with the Supremor, they address it within this chamber. The Supreme Intelligence has a network of input terminals and surveillance devices located throughout the capital city. Supremor is capable of speech, independent thought, and certain

technologically enhanced psionic powers.

Every five local sun-cycles the populace of the Kree Empire elects a delegate to "supremorship," the privilege to become part of the Supreme Intelligence upon corporeal death. When the delegate dies a natural death, his brain is removed and specially treated for transference into the group mind-construct. Due to this continual addition of new brains into the collective intellect, the personality of the Supreme Intelligence has varied over the decades.

The Supreme Intelligence was originally devised by the Science Council of the Kree in the Kree Year 4538 (about 990,750 B.C.) for the purpose of creating a Cosmic Cube, a device of great power that the Kree had learned was once developed by their rivals, the Skrulls. When the Supreme Intelligence became fully functional, however, the collective being determined that such an object was far too dangerous to construct and thus refused the Science Council's request. At first used in an advisory capactiy, the Supreme Intelligence gradually acquired greater political power until it was elected absolute ruler of the entire Empire in the Kree Year 4791. The Supremor has remained the dominating political force in the Kree Empire except for recent periods when it was briefly deposed by its rebel aide Ronan, and shut down by a time by the renegade Captain Mar-Vell.

Although the Kree lack the genetic potential for the psionic powers of human beings, the Supreme Intelligence possesses certain artificial psionic powers. It can project images or even short dream-scenarios into the unconscious brains of other living beings. This power defies distance: the Supremor has been known to project information from its home in the Greater Magellanic Cloud to human beings in the neighboring Milky Way Galaxy. It can also cybernetically animate android automatons capable of movement. Up to three of these automatons can be animated by the Supreme Intelligence at a single time.

One of the Supremor's most closely guarded secrets is that the Kree race has reached the pinnacle of its evolutionary path. To the consternation of certain of its pure-blooded, blue-skinned aides, it has been advocating interbreeding with other genetically compatible races in order to revitalize the Kree's stagnant evolution. The Supremor personally undertook two programs to invigorate the race. Sensing that an Earthman named Rick Jones had vast evolutionary potential (a potential the Supremor experimentally verified when it stimulated Jones' latent abilities at the end of the most recent outbreak of the Kree-Skrull War), the Supreme Intelligence arranged to have him "bonded" by means of the Kree "nega-bands" with Captain Mar-Vell, one of the Kree Empire's greatest war heroes. The Supremor sought to add Jones's brain to its collective organism but could not "absorb" it directly unless it was tempered by contact with a Kree brain such as Mar-Vell's. Using the unique Kree-bred flower called the Millenium Bloom, the Supreme Intelligence hoped to absorb both Jones's and Mar-Vell's brains, and then use their bodies as receptacles for its own consciousness in a direct assault against Earth. When this attempt failed, the Supreme Intelligence tried a similar ploy whose target was Ms. Marvel, an Earth woman who had been imprinted with the genetic information of the Kree warrior Mar-Vell. This scheme also met with failure.

Recently the Supreme Intelligence began to include the minds of pink-skinned Kree. Although the newcomers were instantly at war with the earlier blue-skinned Kree minds, the Supreme Intelligence was able to retain control thanks to its soul-gem. However, the gem was stolen. The Supreme Intelligence collapsed into a coma as the warring personalities splintered into their age-old conflict. Control of the Kree Empire reverted to the Supreme Intelligence's chief assistant, a Skrull spy under incredibly deep cover. Currently the only thing the Supreme Intelligence can do is to weakly murmur "Stop fighting" to itself.

SURTUR



STATISTICS

F	ShX (150)
A	UN (100)
S	CL1000
E	CL3000
R	RM (30)
I	RM (30)
P	CL3000

Health: 4250
Karma: 3060
Resources: MN (75)
Popularity: −900

BACKGROUND

Real Name: Surtur
Occupation: Ruler of Muspelheim, Destroyer
Legal Status: Ruler of Muspelheim
Identity: Believed mythological by public
Place of Creation: Presumably Muspelheim
Marital Status: Presumed single
Known Relatives: None
Base of Operations: Muspelheim
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Energy Body: Surtur's body is apparently solid flame of Shift-X Intensity
Dimension Travel: Feeble ability to travel between Muspelheim and the Earth dimension
Invulnerability: Shift-Z resistance to physical, energy, and magical attacks
Phasing: Monstrous ability
Shapechange: Monstrous ability
Twilight: Surtur's "Sword of Doom" is made of CL1000 material and can do Shift-Z Edged damage. The sword can gain CL3000 flame damage by igniting the sword in the Eternal Flmae of Destruction (currently located in Asgard).
Talents: Unearthly command of Asgardian related lore. Fighting increases +1 CS when using Twilight.
Contacts: Surtur has allied himself with Loki and Ymir.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Surtur is dedicated to the complete destruction of Asgard and the rest of the Nine Worlds. Whenever he appears, his first action is the immediate destruction of everything in the area, followed by the search for Asgardians to slay.

HISTORY

Surtur is an enormous fiery demon who dwells in and rules the extradimensional realm of Muspelheim, one of the "Nine Worlds" of Asgardian cosmology. Possessed of evil intelligence and vast power, Surtur is one of the major elemental forces of evil that the gods of Asgard fear. Surtur rules vast hordes of demons, many of whom are composed of "living fire."

Ages ago, the young Odin, who later became sole ruler of the Asgardians, and his elder brothers Vili and Ve journeyed to Muspelheim and met the monstrous Surtur. Surtur revealed to them that he intended one day to destroy the Nine Worlds with fire from his great sword, which he would ignite with the Eternal Flame of Destruction. When Odin said that perhaps the Flame should be put out and Surtur's sword should be broken, Surtur attacked the three brothers. The brothers merged into one gigantic, powerful being, equaling Surtur's size, and they fought with immense swords. Channeling all their might into their swords, the merged brothers struck Surtur's

sword with theirs, breaking the demon's Sword of Doom. The fusion of the three brothers was also broken, and the three rode off, Odin bearing the brazier of the Eternal Flame with him. Surtur and his demonic hordes pursued the three. Finally, Odin passed through the interdimensional nexus separating Muspelheim and Asgard but Vili and Ve remained behind. Odin found himself endowed with the power of his two brothers, whose fate can only be guessed at. Odin became sole ruler of Asgard.

Ages later, Surtur went to destroy the Earth, a world for which he knew Odin cared. Odin trapped Surtur within the Earth's core, where the fiery demon remained until recently, when Loki, Odin's adopted son, broke the spell holding Surtur captive within the Earth as a means of preventing his father from returning to Asgard from Earth, where he was visiting. Surtur headed for Earth's Arctic Circle, intending to destroy earthly civilization by melting the ice caps. Wielding a sword containing a portion of Odin's power, Thor used that power to hurl Surtur through hyperspace and imprison him upon a distant asteroid, said to lie in another galaxy.

Sometime later, a member of the mystical cult known as the Sons of Satannish, used the so-called Spell of Fire and Ice to bring both Surtur and Ymir to Earth, where they began wreaking havoc. Earth's sorcerer supreme Doctor Stephen Strange used the Crystal of Conquest to mystically transport Surtur and Ymir into each other's presence at the very instant they were lashing out with their weapons. Ymir and Surtur thus struck each other's weapons, creating a mystical "implosion" in which each being cancelled out the powers of the other, and each was returned to his native dimension: Surtur to Muspelheim and Ymir to Niffleheim.

When Odin went into the "Odinsleep," a regular life-renewing ritual, Loki seized the throne of Asgard again and had Odin imprisoned in another dimension, in which he would never awaken. By doing so, Loki somehow weakened Odin's spells that sealed each Asgard- Muspelheim nexus, and Surtur broke through into Asgard. Thor and the Asgardian legions bravely held off Surtur while Balder the Brave rescued and awakened Odin. Surtur was about to destroy Thor and his warriors when Odin arrived and entrapped Surtur within the ground. Although seemingly entombed, Surtur somehow made his way back to Muspelheim.

But Surtur was able to shatter the interdimensional barriers between Muspelheim and Earth's dimension within the so-called "Burning Galaxy." Surtur caused the core of this galaxy to explode releasing the tremendous energy he needed to reforge his Sword of Doom. This galactic cataclysm destroyed most of the empire of an extraterrestrial race, and the survivors fled in a space fleet that was guarded by the race's champion, Beta Ray Bill. Many of Surtur's demons followed the space fleet, but these demons were finally defeated by Beta Ray Bill, Thor, and the Asgardian warrior-goddess Sif. Thor and Bill sealed the interdimensional portal within the Burning Galaxy that led to Muspelheim.

Surtur then secretly struck at Earth by employing Malekith the Accursed, ruler of the Dark Elves of Svartalfheim, to unleash the power of the Casket of Ancient Winters on Earth, causing unusually cold weather to sweep over all of Earth. Thor defeated and captured Malekith, but by now Odin knew that Surtur was behind what had happened, and Surtur had completed the reforging of his sword, which he called "Twilight," since he intended to use it to bring about Ragnarok, the "Twilight of the Gods" of Asgard. Surtur and his demonic legions invaded Earth, where they were fought by Thor, the Asgardian legions, the United States armed forces, Beta Ray Bill, and many of Earth's superhuman champions. With its legions on Earth, Asgard was virtually deserted. Surtur went to Asgard in order to ignite his sword with the Eternal Flame of Destruction. Odin attempted to stop Surtur, but Surtur removed the magical power of the Casket of Ancient Winters from Earth (thereby returning normal weather to Earth) and used it to imprison Odin within ice. Surtur also soundly defeated Thor, but then found himself in battle with Loki.

Meanwhile, on Earth, Thor's human ally Roger Willis reassembled the Casket of Ancient Winters, thus freeing Odin. Now Odin, Thor, and Loki all fought Surtur who continued his march toward the Eternal Flame as the battle laid Asgard waste. Back on Earth, Beta Ray Bill and his allies succeeded in forcing most of Surtur's demonic hordes back through an interdimensional nexus into Muspelheim. Thor hurled his hammer and knocked the distracted Surtur's sword from his hand. Without the sword, Surtur could no longer suppress Odin's ability to grow to Surtur's size. Odin grappled with Surtur and the two toppled into a cleft in the ground that led across the dimensional barrier into Muspelheim. The cleft immediately sealed itself behind them.

Surtur's remaining demons on Earth were defeated. His sword, Twilight, was left in Asgard and is now kept under guard. But the present whereabouts of both Odin and Surtur are unknown. Thor has found himself unable to cross the dimensional barrier into Muspelheim. Whether either Odin or Surtur will ever return remains to be seen.

SWORDSMAN

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 80
Karma: 18
Resources: EX (20)
Popularity: 30

BACKGROUND

Real Name: Unknown
Occupation: Circus performer turned pro-criminal and adventurer
Legal Status: U.S. citizen, deceased
Identity: Known to authorities
Place of Birth: Unknown
Marital Status: Married posthumously
Known Relatives: None
Base of Operations: Mobile, Avengers Mansion
Past Group Affiliations: Avengers, Lethal Legion
Present Group Affiliation:

KNOWN POWERS

Mwakluan Sword: Monstrous Material weapon does either 10 points Edged damage or 16 points Blunt damage. Other Power stunts include (2-area range):

- *Disintegrator:* Remarkable damage to non-living matter; usable once every 20 minutes
- *Electricity:* Remarkable intensity
- *Flameblast:* Remarkable intensity
- *Kinetic Bolt:* Remarkable rank
- *Stun Gas:* Remarkable intensity

Contacts: As a criminal, he was a former ally of Batroc, Egghead, Grim Reaper, Mandarin, and the Red Skull. As an independent adventurer, he was an ally of the Black Widow and Power Man. He was posthumously married to Mantis when a Cotati possessed his body.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Swordsman began as a relatively honest circus performer who aided the young Clint Barton in becoming Hawkeye. However, he eventually opted to easy gains by becoming a professional criminal. Unfortunately he was rarely successful, even when allying himself with superior forces. As a reformed villain turned hero, he was driven to prove himself and to win Mantis's love.

HISTORY

Originally the Swordsman was a star performer at various circuses and carnivals, where he did an act demonstrating his extraordinary mastery of knives, swords, and other bladed weapons. At one carnival he met a boy named Clint Barton in whom he saw great talent in archery. The Swordsman trained the boy, who idolized him, to be a secondary performer in his act. Eventually, the Swordsman came under pressure to repay a large gambling debt. When the carnival paymaster was robbed and Barton found the Swordsman in possession of the money, Barton fled in panic onto the high wire, which the Swordsman then slashed by hurling a sword. Barton fell to the ground, and the Swordsman left him for dead. But Barton was still alive, and grew up to become the costumed adventurer Hawkeye.

Over the years following his attempted murder of Barton, the Swordsman, in his costumed identity, led a notorious criminal career in Europe, during which he was deported from a dozen nations. Returning to the United States, he offered his services to the Avengers, intending to use his Avengers status to commit even greater crimes. However, the Avengers turned him down. Subsequently he entrapped and unsuccessfully tried to kill Captain America, then the leader of the Avengers. As Captain America and the Avengers surrounded the Swordsman, the Swordsman was teleported away by the Mandarin to the latter's castle in China. The Mandarin intended to use the Swordsman to destroy the Mandarin's archenemy, the original Iron Man. To this end, the Mandarin faked a message from Iron Man recommending the Swordsman for membership.The Avengers, suspecting a trap, played along and accepted him as a member.

The Swordsman came to admire the Avengers and also to admire the beauty of the Scarlet Witch, one of their members. One night the Mandarin ordered the Swordsman to set off a bomb the Swordsman had hidden in one of the Avengers' control panels to attract the Iron Man. The Swordsman, not wanting the Scarlet Witch harmed, went to disconnect the bomb. Captain America and Hawkeye saw him and thought he was planting the bomb instead. A fight ensued between the Swordsman and the Avengers, ending with the Swordsman's escape.

The Swordsman returned to crime. The Black Widow, who had recently been brainwashed by Communist Chinese intelligence into doing its will, enlisted him in an unsuccessful assault on the Avengers. She teamed him with his frequent partner in crime, the original Power Man (now known as Goliath) on this venture and the Swordsman and Power Man team was later recruited by the Red Skull to battle Captain America. During the following years, the Swordsman made several alliances, each of which ended in his defeat, and he turned back to crime in areas where he was unlikely to encounter Captain America or the Avengers. He traveled the world committing crimes, but part of him longed for the noble purpose he had briefly felt as an Avenger. Indeed, at one point this longing was so strong that he accompanied the Avengers in their battle to free the realm of the Olympian gods from conquest by Ares and the Enchantress.

Afterwards, the Swordsman returned to crime, but his heart was no longer in it. Hunted by legal authorities in most of the countries of the world, he was unable to find employment with major criminal organizations. Worst of all, he had no respect for himself or his life. He ended up in the employ of Monsieur Khrull, the head of a criminal organization in Indochina, performing the same work for him that an ordinary hired gunman might do. In despair and self-contempt, the Swordsman turned to drink and became an alcoholic.

It was then that he met Mantis, whom circumstances had forced into working for Khrull as a bargirl. She encouraged the Swordsman to begin a new life. However, he did not take her advice until he was seriously wounded on a mission for Khrull. Mantis found him and nursed him back to health, thereby saving his life. He and Mantis then went to New York City, where he told the Avengers what had happened to him and asked for a second chance as a member of the Avengers. The Avengers gave him that chance, and they soon realized that he was indeed both sincere and valuable to the team, and they granted him full membership.

Although the Swordsman did render important service to the Avengers in their subsequent missions, he was wracked with self-doubt and insecurity, especially after some more failures. Moreover, although the Swordsman was deeply in love with Mantis, she rejected him. Finally, Kang the Conqueror discovered that Mantis was the Celestial Madonna for whom he was seeking. Determined that if he could not have the Celestial Madonna, then no one would, Kang aimed his ray gun at Mantis. The Swordsman rushed forward to protect the woman he loved. Kang's energy bolt hit not Mantis but the Swordsman's sword. The energy traveled up the sword into the Swordsman's body, and he died in the arms of Mantis, who finally realized that she loved him after all.

The Avengers buried the Swordsman in the garden of the Priests of Pama, where Mantis had grown up. Unknown to them, the large tree and many other plants in the garden were actually Cotati, members of a race of sentient life with great psionic powers. It was the "tree," which was actually the eldest and most highly developed Cotati on Earth, that was to mate with the Celestial Madonna. In order to do so, the eldest Cotati resurrected the body of the Swordsman and projected at least a portion of its own consciousness into it. The Swordsman's body was now animate and glowed green. On a subsequent journey to Indochina, Mantis encountered the eldest Cotati within the Swordsman's body, who explained what had happened. Mantis and the eldest Cotati were married by Immortus. She and the Swordsman/Cotati transformed themselves into energy and left Earth.

TALISMAN I

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	RM (30)
R	GD (10)
I	EX (20)
P	EX (20)

Health: 56
Karma: 50
Resources: TY (6)
Popularity: 5

BACKGROUND
Real Name: Elizabeth Two-youngmen
Occupation: Archeology student, sorceress
Legal Status: Canadian citizen
Identity: Known to Canadian government
Place of Birth: Calgary, Alberta, Canada
Marital Status: Single
Known Relatives: Michael (father, a.k.a. Talisman II), Kathryn (mother, deceased)
Base of Operations: Alpha Flight HQ, mobile
Past Group Affiliations: Alpha Flight
Present Group Affiliation:

KNOWN POWERS
Personal Magic: All spells not listed below may be used at Remarkable rank
Magic Absorption: Amazing ability to redirect magical energy at her attacker
Evil Detection: Automatic, Incredible ability
Flight: Remarkable air speed
Magic Detection: Automatic, Incredible rank
Telepathy: Unearthly ability limited to summoning other Alpha Flighters. Failure to make a Power FEAT creates an irresistible compulsion
Universal Magic: All spells not listed below may be used at Remarkable rank
Eldritch Bolt: Remarkable rank
Nature Control: Remarkable control over earth, air, fire, and water
Dimensional Magic
Teleport Others: Unearthly ability to draw Alpha Flighters to herself if she makes a Red Psyche FEAT
Limitation: Her power automatically function at maximum effect unless she makes a Psyche FEAT.
Coronet of Attachment: Focuses her power. Removal causes her intense pain; she must make an Endurance FEAT or fall unconscious until the Coronet is replaced on her head
Talents: She is a budding archeologist.
Contacts: Alpha Flight

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Elizabeth does not like her father. She blames him for her mother's death and for "abandoning" her in the Mystic Pouch's dimension. She sought means to prove her powers' superiority to his (Shaman's) powers. Because she has insufficient control over her powers, Talisman may be a danger to her teammates.

TALISMAN II [Shaman]

STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	EX (20)
R	EX (20)
I	AM (50)
P	IN (40)

Health: 50
Karma: 110
Resources: EX ((20)
Popularity: 25

BACKGROUND
Real Name: Michael Two-youngmen
Occupation: Physician, surgeon, sorcerer
Legal Status: Canadian citizen
Identity: Known to Canadian government
Place of Birth: Sarcee Indian Reservation, Alberta, Canada
Marital Status: Widowed
Known Relatives: Kathryn (wife, deceased), Elizabeth (daughter)
Base of Operations: Alpha Flight HQ, mobile
Past Group Affiliations: Alpha Flight
Present Group Affiliation:

KNOWN POWERS
As Shaman:
Levitation: Poor air speed
Medicine Pouch: A nexus with an other-dimensional void in which an infinite number of objects are stored. A successful Psyche FEAT enables Shaman to withdraw a desired item. Anyone else reaching into the pouch cannot free their arm. Anyone other than Shaman looking into the pouch risks coma-inducing madness (a Red Psyche FEAT avoids this). If the pouch is turned inside out, everyone within 1 area is drawn into the Void.
Grandfather's Skull: The ornamented skull of his grandfather can be used to directly contact that medicine man's spirit.
The Great Key: A golden, 5-foot staff that opens the nexus between the Earth Dimension and either the Realm of the Beasts or other dimensions.

As Talisman II:
Personal Magic: All spells not noted below are used at Excellent rank.
Alteration (Appearance): Remarkable ability to alter his or other's features
Healing (Self): Incredible rank
Levitation: Remarkable rank
Flight: Good rank
Evil Detection: Automatic, Remarkable rank
Universal Magic: All spells not noted below are used at Remarkable rank.
Eldritch Bolt: Remarkable rank
Healing (Others): Incredible rank
Nature Control: Amazing control over earth, air, fire, water, and the weather
Plant Control: Monstrous rank
Dimensional Magic: These spells are directly released from the Medicine Pouch itself
Pan-Dimensional Blast: Monstrous ability to negate others' dimensional spells
Teleport (Self, Others): Incredible rank
Time Travel: The Pouch provides instantaneous transport to another time; the location is unchanged. This power bypasses Limbo
Miscellaneous Magic: All spells are Excellent rank.
Spell of Silence: No FEAT needed to use
Talents: Remarkable Reason in medicine and Amerindian occult lore
Contacts: Alpha Flight

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Michael sees himself as the mentor and protector of Alpha Flight. He feels a special responsibility to Snowbird. On the other hand, he has difficulty relating to his daughter Elizabeth. He feels obliged to protect and control magical forces unique to Amerindians and Canada.

HISTORY

A little over fifteen years ago, Michael Two-youngmen's aged shaman grandfather asked Michael to become his student in Indian mystical arts. The elderly shaman insisted that his mystical knowledge must be passed down to a blood relation. With Michael's father dead, Michael himself must learn the ancient secrets. But Michael did not believe in the shaman's mystic arts, and refused the request.

In the following months, Michael Two-youngmen desperately tried to find a cure for his wife, who was succumbing to a fatal disease. Michael promised young Elizabeth he would succeed in curing Kathryn, but he failed and Kathryn died. Elizabeth, feeling betrayed, began to hate her father for failing to save her mother. By seeming coincidence, Michael Two-youngmen's shaman grandfather died on the very same day.

Tormented by grief, Michael Two-youngmen went to live in a lonely cabin in Banff National Park in Canada. The McNeil neighbors raised Elizabeth in his absence. Two-youngmen was sent the skull of his shaman grandfather, whose spirit appeared to him. Now Two-youngmen was ready to study the Sarcee Indians' mystical arts. At first his belief in them was too weak to enable him to draw objects from the mystical "medicine pouch" he inherited, but as time passed, his belief grew stronger, and he finally succeeded with the pouch. Two-youngmen adopted the sacred garb of a Sarcee shaman.

Two-youngmen felt himself drawn to a desolate area in Canada north of the Arctic Circle by mystical forces. There he assisted the goddess Nelvanna in giving birth to her demigod child. The child was a transmorph, able to assume any shape, and Two-youngmen used a spell to bind the child to Earth's reality, so that it could take on human form. Two-youngmen raised the child, whom he called Narya, himself. She aged with extraordinary rapidity, and only weeks later her aging process stabilized with her in her physical early twenties.

Learning of Two-youngmen's mystical abilities, James Hudson recruited both of them for Alpha Flight. Two-youngmen took the name Shaman and continued his medical practice.

For fifteen years Elizabeth Two-youngmen had not spoken to her father. One day, while helping work on the unearthing of the remains of the original Fort Calgary, Elizabeth uncovered a skull, and then saw an apparition, apparently of Ranaq the Devourer, one of the Great Beasts of Canadian myth. It was because Elizabeth, as a direct descendant of forty generations of Sarcee shamans, had inherited great mystical potential that she alone saw the apparition. Moreover, her mystical potential enabled her to recognize Shaman as her father from a newspaper photograph, even though Shaman had cast a masking spell to prevent anyone from so recognizing him. She summoned Shaman to examine the skull. Shaman and Elizabeth then met with a man named Lucas Strang and his great-granddaughter Emily.

Subsequently, Shaman had Elizabeth reach into his "medicine pouch." She pulled out the Circlet of Enchantment and, on Shaman's instruction, set it upon her brow. Immediately she was mystically garbed in a costume. Elizabeth Two-youngmen was the Talisman, a person of immense mystical ability whose coming had long been prophesied. As Talisman she joined Alpha Flight.

Later, Delphine Courtney of Omega Flight stole Shaman's medicine bag and turned it inside out, unwittingly unleashing mystical forces that pulled several Alpha Flight members into the strange pocket dimension linked with the pouch. Shaman persuaded Elizabeth to enter the dimension herself to save them, and pledged that he would keep her safe. The portal leading into the pouch's pocket dimension collapsed, entrapping Elizabeth. She was rescued and returned to Earth by the alien Beyonder, but her earlier rage at her father returned at his failure to save her. Moreover, Elizabeth had learned that she could not remove the Circlet of Enchantment from her brow without causing herself great pain, and blamed her father for having her put it on without warning her.

Shaman, anguished by his failure to save Elizabeth, lost faith in himself, and thereby lost his ability to perform his mystical arts. He went off alone into the wilderness, and was retrained in Indian mysticism by his grandfather's ghost. He received a new costume and a "spirit staff," as well as the ability to summon the spirits of nature to do his bidding. However, he could not control them as well as Elizabeth could.

As long as Elizabeth wore the Talisman's Circlet of Enchantment, she became increasingly inhuman in her attitudes. The Talisman's power, which was fully unleashed by the circlet, corrupted her, letting her bitterness overwhelm her.

Snowbird herself was now about to give birth, and Shaman sought a mystical "place of power" where the child could be bound to this reality. Unknown to her father, Elizabeth commanded spirits to lead him to Beechy Island for the birth. The island was actually a place of evil, where a hate-filled sailor known as Pestilence lay in suspended animation beneath the ground. Elizabeth hoped that Pestilence would humiliate Shaman in the eyes of the other Alpha Flight members. Then she would defeat him herself. But Elizabeth was unable to stop Pestilence, who tore the circlet from her brow, rendering her unable to use most of her power to keep him from unleashing the Great Beasts against Alpha Flight.

Shaman donned the circlet himself, thereby gaining the power of would grow increasingly inhuman over time as a result. Using his new power, Shaman banished the Great Beasts, and commanded Snowbird to attack Pestilence, who fled back into the Earth.

Free of the circlet, Elizabeth Two-youngmen has regained her normal personality and forgiven her father for what she had held against him. She has also quit Alpha Flight. Michael Two-youngmen is now called both Shaman and Talisman. Recently he left Alpha Flight, but his present activities are unknown.



STATISTICS

F	AM (50)
A	AM (50)
S	GD (10)
E	RM (30)
R	GD (10)
I	EX (30)
P	GD (10)

Health: 140
Karma: 50
Resources: GD (10)
Popularity: −5

BACKGROUND
Real Name: Unknown
Occupation: Professional criminal and trainer
Legal Status: U.S. citizen; no criminal record for civilian identity
Identity: Secret
Place of Birth: Bronx, New York
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS
Photographic Reflexes: Monstrous ability
Combat Sense: A successful Intuition FEAT enables him to guess an opponent's impending actions. He can make one Intuition FEAT for each enemy each turn.
Equipment:
Billy Club: Incredible Material; does Excellent blunt damage
Shield: Incredible Material; does Excellent blunt damage
Sword: Incredible Material; does Good Edged damage
Longbow and Arrows: 24 arrows identical to Hawkeye's arrows. Maximum effect is Incredible
Pistol: Variable ammo including standard, armor-piercing, mercy, rubber, and explosive bullets
Grenades: Up to six grenades including concussive, flash, fragmentation, sonic, and tear gas
Helmet: Excellent protection from gas, smoke, sonic, and light attacks
Talents: He can perform any Fighting or Agility FEAT performed by Captain America, Daredevil, El Aguila, Hawkeye, Iron Fist, Punisher, Spider-Man, or Tigra. These people fight him at −2 CS. In addition, he has all Martial Arts, Wrestling, Tumbling, and Acrobatics. He is +1 CS with the grenades; +2 CS with the shield, billy club, and sword; and +3 CS with the pistol or bow. He is an expert Pilot and supply-side Criminologist.
Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Taskmaster is normally never directly encountered by heroes. He prefers to make his profit by the relatively safe means of training thugs and assistants for more activist supervillains. Taskmaster only fights when super heroes discover one of his training schools. Even then, he will attempt to flee as soon as the battle turns against him. Taskmaster is usually accompanied by 11-20 thugs packing advanced weaponry.

HISTORY

The man who would become the Taskmaster first demonstrated unusual abilities during childhood. After watching a cowboy show on television, he found himself able to duplicate the sophisticated rope tricks he had watched the cowboy perform. Psychiatrists, called in by his mother, termed the boy's rare ability "photographic reflexes." He employed his talent several times during his youth for personal gain, most notably when he became a star quarterback of his high school football game. Upon graduation, he briefly considered a career as a crimefighter, but opted for becoming a criminal, which he perceived to be more lucrative.

Taskmaster then began a program of observing the fighting techniques of a large number of superhumanly powered adventurers through archival television news broadcasts. He initially used his fighting skills to execute several successful grand larcenies, but he had not properly anticipated the dangers involved. He decided to use his stolen capital to establish a center for training aspiring criminals to become polished professionals. His goal was to become a major supplier for criminal organizations around the world. Designing a costume, he took the name Taskmaster and began to train a large number of thugs at his criminal academy located near the town of Southampton on Long Island.

The crime college was forced to cease operations when its front organization, the Solomon Institute for the Criminally Insane, was exposed by the Avengers. Taskmaster's chief business administrator Dr. Pernell Solomon, afflicted with a serious heart condition, had forced the academy's scientific staff to generate a clone of himself, with the purpose of using its heart for a compatible transplant. The clone, artifically aged to adulthood, escaped and alerted the Avengers to the existence of the criminal institute. Although the Avengers apprehended most of the Solomon Institute's personnel, Taskmaster escaped.

Taskmaster established a new academy in a warehouse on Manhattan's lower west side, but the crimefighters Spider-Man and Ant-Man, following separate leads, discovered the place and thwarted Taskmaster's plan to rob nuclear material from a scientific supply house. Taskmaster was again forced to flee. Claiming to have established technical institutes for criminals across the country, Taskmaster was next observed at the Carson Carnival of Traveling Wonders, a small company that happened to have given Hawkeye his first job as an archer when he was a youth. Taskmaster was using the carnival as a traveling front for his operations until Hawkeye and Ant-Man compromised it. Again, Taskmaster managed to escape custody.

Deciding to further explore the use of a circus as a front for his academy, Taskmaster took over yet another small show and used it for many months to great success. However, while the show was playing a small town in Ohio, the Thing assisted a government agent in foiling Taskmaster's activities. The agent took Taskmaster into custody, but there is reason to believe that it was one of the Taskmaster's men wearing his costume. If so, the Taskmaster's current whereabouts and activities are unknown.

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	PR (4)
P	FE (2)

Health: 70
Karma: 8
Resources: FE (2)
Popularity: −1

BACKGROUND
Real Name: Arnold Paffenroth
Occupation: Anarchist, professional criminal
Legal Status: U.S. citizen with a criminal record
Identity: Secret
Place of Birth: Las Vegas, Nevada
Marital Status: Divorced
Known Relatives: Julia Walker (ex-wife)
Base of Operations: Mobile
Past Group Affiliations: The Night Shift
Present Group Affiliation:

KNOWN POWERS
Gloves: Chemicals soaked in the gloves give him Excellent ability to rot paper and cloth
Costume: Nonstick chemicals give him Incredible ability to break free of holds. Kevlar layers give him Excellent protection against physical attacks.
Knockout Cloak: Chloroform capsules of Remarkable potency knock out a target for 1-10 turns.
Throwing Scarf: Good Blunt damage
Talents: Paffenroth is a skilled tap-dancer and casino operator, although his rememberance of these skills is iffy at best.
Contacts: The Night Shift

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Tatterdemalion is more of an anarchist than a villain. Where wealth is concerned, his primary concern is destroying it rather than stealing it. He holds a grudge against those parts of society he once belonged to — the wealthy, entertainers, and Las Vegas bigshots. Paffenroth's madness governs his behavior and filters his memories.

HISTORY

Arnold Paffenroth was the only son of a husband-wife vaudeville tap-dancing act, who began dancing at the age of eight. At eighteen, he met a dancer named Julia Walker and, adopting the stage name Michael Wyatt, formed a dance team with her that became popular enough to star in a number of motion pictures made in the late 1940s and early 1950s.

Paffenroth, knowing such success couldn't last, carefully invested his earnings in a Las Vegas casino. When indeed he could no longer get work in Hollywood, he split up with Julia Walker to attend to his casino business.

In the early 1970s, while trying to acquire other real estate, Paffenroth ran afoul of Las Vegas mobsters, who swindled him out of everything he owned. Mentally deranged by the experience, he fled to Los Angeles where he soon became a drunken derelict. For several years he eked out a bare existence on the outskirts of society. Finally, he was recruited into an army of derelicts by Sidney Sarnak, a former sound engineer turned criminal. Sarnak had been hired and outfitted by the Committee, a secret cabal of Los Angeles businessmen attempting to foster a climate of fear which they believed would stimulate the economy. To this end, Sarnak organized a small army of derelicts which he controlled by means of a specially designed ultrasonic whistle capable of stimulating the emotional centers of the brain. Paffenroth was one of Sarnak's chief operatives until Sarnak went mad after an encounter with the Werewolf, Jack Russell. The Committee gave Paffenroth his own campaign of terror. Calling himself the Tatterdemalion, Paffenroth struck out randomly at the wealthy, whose ranks had once claimed him as a member. Unlike the common criminal who sought to acquire wealth for himself, the Tatterdemalion sought to destroy money and material possessions.

In Los Angeles, Tatterdemalion was opposed and defeated by the Werewolf and Spider-Man, but was freed from police custody by the Committee. Going to Las Vegas to terrorize the casino he once owned, he again faced the Werewolf in combat, along with Johnny Blaze, the Ghost Rider. While attempting to steal an expensive race car, the Tatterdemalion crashed and was left for dead. He survived, however, and eventually made his way back to Los Angeles. There he discovered that his former dance partner, Julia Walker, had been reduced to playing piano accompaniment for singers at a Hollywood nightclub called Reilly's Ace of Clubs. Maddened that his one-time paramour had fallen on hard times, he began terrorizing the singers at the night club in a misguided belief that it would enable her to resume the limelight. The mutant Dazzler opposed him, however, and revealed to Walker who he really was. Walker attempted to rehabilitate him, but the mentally disturbed man eventually proved burdensome to her. Recently the Tatterdemalion was recruited into the Night Shift, a gang of Los Angeles-based misfits organized by the Shroud.

STATISTICS

F	UN (100)
A	UN (100)
S	CL1000
E	CL3000
R	MN (75)
I	MN (75)
P	UN (100)

Health: 4200
Karma: 250
Resources: CL3000
Popularity: −500

BACKGROUND

Real Name: Terminus
Occupation: Scavenger, merchant, entrepreneur
Legal Status: Citizen of Fonabi
Identity: Existence unknown to public
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Milky Way Galaxy
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Cyborg Exoskeleton: The Terminus armor is an immense robotic exoskeleton. Without the armor, Terminus's statistics are:

F	A	S	E	R	I	P
GD	GD	AM	CL1000	MN	MN	UN

Body Armor: The exoskeleton is composed of Unearthly material. Internal devices give Shift-Y protection against physical and energy attacks and CL1000 protection against radiation and extreme temperatures.
Flight: CL3000 velocity (10,000 mph air speed; lightspeed in space)
Telescopic Vision: CL5000 range (500 light years)
Linguistics: Instant translations of any language
Energy Lance: A 240-foot lance made of Unearthly material. This immense weapon contains these:

- *Plasma Generation:* CL3000-ranked concussive damage and Shift-Z heat and radiation damage at a range of 16 million miles
- *Disruption:* An energy field of CL1000 Intensity extending for 10 miles. Molecules within one area are immediately reduced to their component atoms. The rest of the area is filled with Monstrous Intensity radiation and Unearthly heat.
- *Flight:* Independent flight at CL1000 speed

Talents: Terminus is an expert on mineralogy and interstellar commerce.
Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Imagine the most evil, ruthless, and downright nasty entrepreneur and strip mine operator you can. That's Terminus. Terminus sees the universe and its inhabitants as either customers or merchandise.

HISTORY

The origin of the alien being known as Terminus is unknown, nor is anything known about the other members of his race, if there are any. Operating a gigantic robotic body from within its head, and wielding a lance-like weapon that projects immensely destructive energy, Terminus has traveled from world to world, wreaking destruction. He despoils planets of the elements of which they are composed, steals highly advanced technology, and enslaves sentient beings inhabiting these planets. It is not known how Terminus uses his slaves and plunder, but it has been speculated that he sells them to unknown clients. Terminus is known to have plundered roughly a thousand planets, rendering them all uninhabitable in the process.

An unknown number of years ago, Terminus ravaged the homeworld of an alien being who was a great scientist. Terminus took the alien scientist as his personal slave, using him as a guide to other planets to plunder. The alien scientist knew that Earth's human race would give rise to superhuman beings in the twentieth century. Hoping that such beings would be able to stop Terminus, the alien scientist persuaded Terminus to go to Earth. Terminus fired an energy beam toward Earth to mark the planet as his. Traveling at the speed of light, the beam took one hundred years to reach the Earth.

When the beam arrived, it carved letters a half-mile wide in Terminus's alien language onto Earth's surface within the continental United States. The letters spelled out: "I claim this world—Terminus."

The Fantastic Four were investigating the beam's massive destruction when they witnessed the arrival of Terminus himself. Displeased with the planet, Terminus hurled the alien scientist, whom he had brought with him, to his death, but not before telling the Fantastic Four about Terminus. Terminus now set about releasing incredible amounts of atomic energy, wreaking tremendous destruction, in order to begin breaking down Earth's mass into its component elements.

After She-Hulk took away Terminus's lance, Mister Fantastic attached a device to Terminus's robotic body that caused it to crash through the Earth toward its core. Without his lance, it took months for Terminus to dig his way up to the Earth's surface.

Terminus managed to reclaim his lance and began wreaking havoc in the Savage Land, a hidden tropical jungle in Antarctica. He next unleashed a destructive storm of atomic energy in Pangea, another jungle bordering the Savage Land. Not only were huge numbers of Pangea's inhabitants killed outright by the atomic storm, but the devastation created by Terminus triggered a series of earthquakes that wrecked the advanced technology that maintained tropical conditions in Pangea. The earthquakes also snuffed the volcanoes that produced the heat used in maintaining the Savage Land's tropical environment. As a result, both the Savage Land and Pangea rapidly fell victim to Antarctica's frigid natural cold.

Terminus was attacked in Pangea by the team of superhuman champions known as the Avengers. One of their members, Hercules, ripped open Terminus's robotic body, leaving Terminus himself helpless. Hercules left the body there, and it was soon buried beneath the snows of a raging blizzard. The nature of Terminus's physiology is not known, however, and it may be that Terminus will appear again.

STATISTICS

F	UN (100)
A	AM (50)
S	MN (75)
E	MN (75)
R	GD (10)
I	MN (75)
P	AM (50)

Health: 300
Karma: 135
Resources: PR (4)
Popularity: −20 (50 on Birj)

BACKGROUND

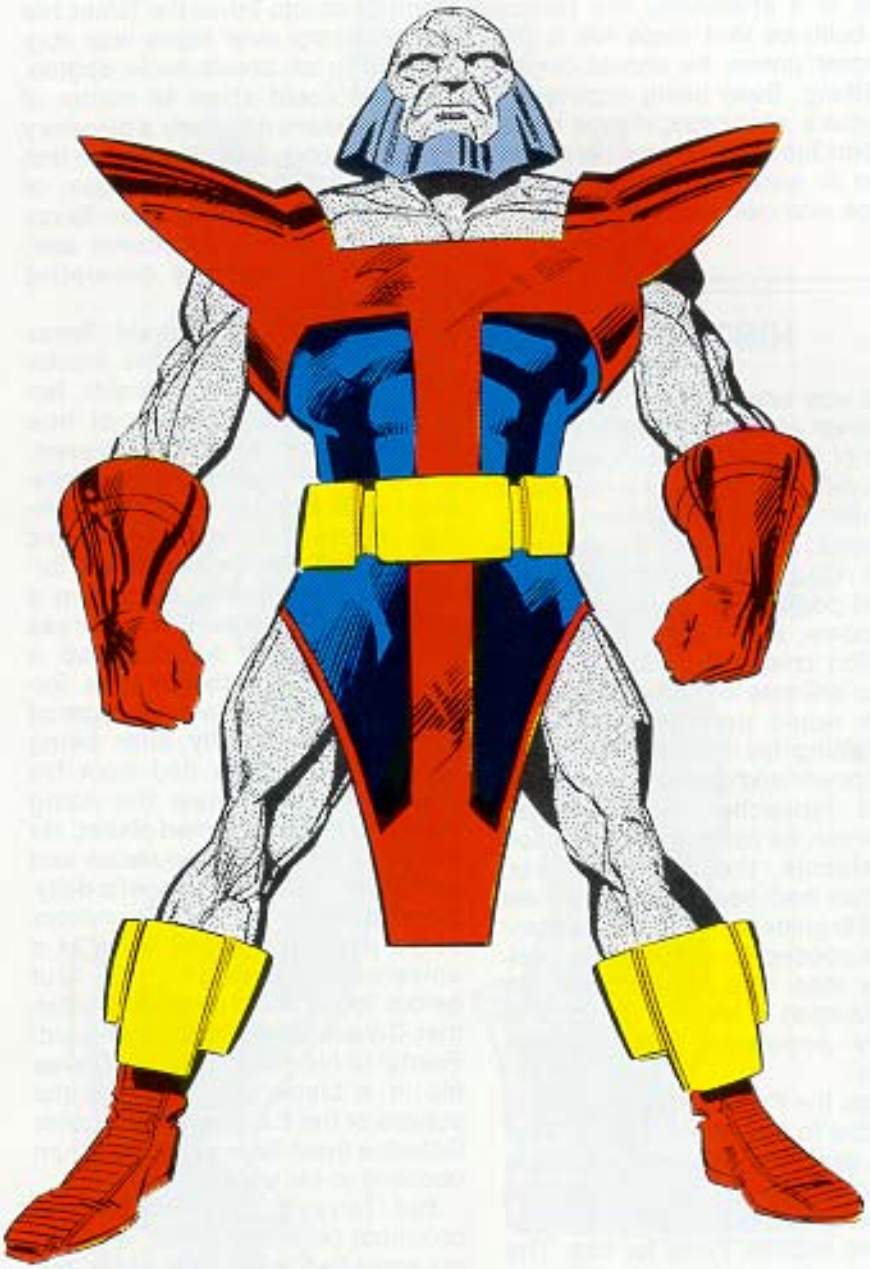
Real Name: Tyros of Lanlak
Occupation: Ruler, Herald of Galactus
Legal Status: Birjian citizen, deceased
Identity: Unknown to public
Place of Birth: Birj, sixth moon of Marvan
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: ex-Herald of Galactus
Present Group Affiliation:

KNOWN POWERS

Earth Animation: Unearthly control over rock, dirt, and basic building materials. He can affect an area up to 100 miles in diameter. As power stunts he can:

- Create tremors of unearthly intensity
- Use rock as missiles with Unearthly range and effect
- Mold rocks
- Leviatate with Unearthly ability any land mass measuring up to 100 cubic miles

True Invulnerability: Unearthly resistance to physical and energy attacks and CL1000 resistance to extreme heat and cold
Self-Sustenance: Terrax is free of the need to consume air, water, or food.
Floating Disc: CL1000 speed by riding atop rocks under his control
Dimension Travel: At his maximum velocity, he can enter hyperspace
Life Detection: Detects life-energies up to 5 light years away with CL1000 ability
The Cosmic Axe: An axe-like weapon of CL1000 Material through which he can channel his powers, including:



- *Force Field:* The axe can emit a force field of Monstrous rank and range.
- *Disintegration:* Unearthly ability to disintegrate matter. Damage is limited to the line of the axe's passage and the area above that line (away from the pull of gravity).

Talents: Terrax has Military and Astronavigation skills.
Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Terrax is a irreparably vile person who believes that since his is the strongest power, he should control everything. Even being exposed to Galactus's near-omnipotence didn't dampen Terrax's ego any. He simply began to work on ways to destroy anyone stronger than he was.

HISTORY

Tyros was originally the dictator of the small city-state Lanlak on the world of Birj (sometimes translated as Terran), a moon of the gas giant Marman in a solar system eighty thousand light years from Earth. Tyros ruled through the use of his limited power over earth and rock. This power, which apparently was a mutation unique to Tyros, enabled him to animate constructs of stone which would patrol his kingdom maintaining his firm control. Tyros loved power and conquest, and led a life of debauchery and violence. Somehow, he came to the attention of Galactus, the world-devourer. Galactus had been seeking a new herald to guide him to the fertile planets he needed for sustenance, preferably one who would have no compunction in leading Galactus to worlds populated with sentient beings.

When the Fantastic Four came to Galactus to ask him for aid in their battle against the Sphinx, Galactus agreed, but only on condition that the Fantastic Four would journey to Birj and subdue Tyros for him. The Fantastic Four reluctantly did this, and in doing so, they freed the city of Lanlak from Tyros's rule. Brought before Galactus, Tyros was exposed to his cosmic power, which transformed him into Terrax the Tamer. His minor control over stone was augmented to an uncalculable degree. Now, he could affect all matter of rock and stone on nearly a planetary scale. His body was changed so that it could withstand the vacuum of space. Finally, Galactus gave Terrax a weapon called the cosmic axe, which was capable of generating waves of cosmic force.

As Galactus's new herald, Terrax found more worlds for his master than any of the previous heralds. Terrax likened the discovery of new planets to the feeling of conquest. On several occasions, Terrax annihilated large segments of the population himself using his cosmic powers. As Galactus had hoped, Terrax's lack of morality made him a successful herald. But whereas Galactus's other heralds had a sense of loyalty to their master, Terrax had no compunctions against defying him. Shortly after being transformed, Terrax fled from his master and overthrew the ruling body of a small unnamed planet. He enslaved the entire population and set himself up as the planet's deity. Terrax planned to use the survivors of his reign as the first wave of a universe-conquering army. But before Terrax could proceed any further, Galactus summoned his herald. Fearful of his master's wrath, Terrax hid in a black hole. Utilizing the powers of the Earth mutant Dazzler, Galactus freed Terrax and made him obedient to his will again.

But Terrax's rebellious nature could not be totally stifled, and Terrax again fled, this time to Earth. Terrax levitated the entire island of Manhattan into earth orbit and used the lives of its millions of inhabitants to bargain with the Fantastic Four. Accepting that his herald had now become a liability, Galactus returned Manhattan to Earth and stripped Terrax of his cosmic power. The transformed alien was sent hurtling from the top of the World Trade Center down to the street below where an unidentified passerby took him to a hospital.

Victor von Doom, looking for a pawn to use in a plot against the Fantstic Four, kidnapped Terrax from the hospital and took him back to Doom's kingdom of Latveria. There, after six weeks of Doom's advanced treatments, Terrax recovered but with no memories of having been the herald of Galactus. Doom had recently perfected a device capable of endowing an individual with limited cosmic power. Tyros readily agreed to be exposed to the device's energies. Garbed in a special suit that would channel and regulate the cosmic energies in his body, Tyros set off for New York. Unknown to him, the power Doom gave him would consume Tyros's body within a matter of hours. Thus Doom would not be faced with an adversary whose power was greater than his own, once Tyros had served his purpose.

Tyros defeated the Fantastic Four, then turned on Doom and immobilized the Latverian monarch in his armor. At Tyros's moment of seeming triumph, the Silver Surfer, the first of Galactus's heralds, arrived to save the lives of his friends, the Fantastic Four. Tyros was forced to use his lesser powers to the limit in order to combat the Surfer. This only served to hasten his inevitable deterioration. As the two former heralds of Galactus engaged in battle, Tyros was totally consumed by the "power cosmic."

STATISTICS

F	MN (75)
A	RM (30)
S	UN (100)
E	UN (100)
R	AM (50)
I	IN (40)
P	AM (50)

Health: 305
Karma: 140
Resources: AM (50)
Popularity: −100

BACKGROUND

Real Name: Thanos of Titan
Occupation: Conqueror and exterminator
Legal Status: Titanian exile, deceased
Identity: Publicly known on other worlds
Place of Birth: Titan
Marital Status: Single
Known Relatives: Mentor (father), Sui-San (mother, deceased), Starfox (brother), Nebula (alleged granddaughter)
Base of Operations: Sanctuary II
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Armor Skin: Monstrous protection against physical attacks, and Amazing protection from energy attacks
Invulnerability: CL1000 resistance to heat, cold, electricity, radiation, toxins, aging, and disease
Plasma Generation: Unearthly intensity blasts from his hands or eyes
Psionic Blast: Amazing rank
Self-Sustenance: Indefinite survival without air, food, or water
Teleportation: Unearthly ability to carry along up to 10 companions
Wraith Form: While under the Cosmic Cube's influence, Thanos increased all his powers +1 CS and developed these Abilities:

F	A	S	E	R	I	P
UN	UN	Z	Z	UN	UN	CL5000

Talents: He has a genius for most Scientific fields, especially Engineering and Repair/Tinkering.
Contacts: Thanos has used the services of various beings, including Adam Warlock, the Super-Skrull, and the Controller.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Thanos is a true death-lover. He has combined his passion for killing anything that lives with an actual courtship of Death Incarnate. Thanos usually directly confronts foes himself. However, he is a superb planner who can twist the actions of ostensibly heroic beings to serve his own ends. If Thanos offers to be an ally, watch out!

SANCTUARY II:

Control	Speed	Body	Protection
MN	CL3000	MN	MN

Thanos's starship is an immense vehicle capable of housing thousands. However, Thanos prefers to live in it alone. He can control or monitor any of its functions from anywhere in the ship. It is armed with hundreds of Monstrous Intensity and thousands of Amazing Intensity energy weapons. The Hull is Monstrous material. *Sanctuary II* is propelled by a CL3000 stardrive (lightspeed) and a hyperdrive capable of instantly moving it anywhere in the universe within 1-100 days.

HISTORY

Thanos was one of the last sons of Alars, progenitor of the second colony of Eternals of Titan, and Sui-San, the last survivor of the original settlement of Eternals on Titan. Born with gray, hide-like skin and a massive body, Thanos was a morose child who became obsessed with the concept of death. Through bionic implementation and long hours of meditation, Thanos augmented his Eternal strength and powers so that his powers surpassed those of all other Titanian Eternals. As he grew in power, Thanos stole a starship and traveled to other star systems to recruit soldiers, mercenaries, and malcontents for a private army. With a small fleet, he dropped nuclear devices on his home world of Titan, killing thousands of his people, including his mother, Sui-San, and declared himself ruler of Titan.

At some point in his adult life, Thanos met the embodiment of Death itself who, in female form, became Thanos's companion. Thanos began, for the first time in his life, to experience love for another being. To make himself worthy of so awesome an entity, Thanos tried to acquire political power through the conquest of worlds. To this end, he amassed a huge armada of battleships. Then he found a way to amplify immeasurably his personal power. Thanos learned of a power-object called the Cosmic Cube brought into existence by the subversive organization Advanced Idea Mechanics. Thanos seized control of the reality-altering device and commanded it to give him control over the universe.

Transformed into a godlike wraith by the Cosmic Cube, Thanos battled the Kree Captain Mar-Vell and the Avengers, who had previously vanquished his armada. When Thanos carelessly discarded the Cube, believing falsely that he had drained it of all power, Mar-Vell struck the cube, willing it to restore the universe to what it had been. Robbed of power, Thanos reverted to mortal form in the center of the universe where his flagship, *Sanctuary II*, retrieved him under preprogrammed instructions. Revived, Thanos was dejected to discover that Death had abandoned him because of his failure. Thinking that he could regain Death's attention by annihilating all living things, Thanos searched through the minds and records of countless civilizations, hoping to find the key to the power he sought. Eventually he learned of the soul-gems, six power objects of unknown origin and vast power. He obtained all of the soul-gems except one, the jade jewel on the head of Adam Warlock.

Observing Warlock, Thanos learned that he had diverged a temporal counterpart named the Magus, who was the head of a galaxywide religious empire.Thanos planned to eliminate the Magus to avoid his opposition. Possessing the capacity for time travel, Thanos set up certain factors in the timestream which, combined, might prove the Magus's undoing. One of these factors was the rescuing of the infant Gamora, a female of the pacifistic Zen-Whoberis race that was slaughtered by the Magus's missionary troops. She would serve as Thanos's personal assassin. The second major factor would be Thanos's own direct alliance with Warlock against the Magus. Thus Thanos hoped to diverge a reality wherein Warlock never became the Magus. Thanos succeeded and managed to siphon from Warlock's soul-gem the energies he needed without Warlock's knowledge.

Thanos then constructed a single huge synthetic soul-gem to hold the energies of the other six. With it, he planned to extinguish the stars one by one. Gamora learned of his plan of destruction and tried to assassinate him, but Thanos slew her. Thanos also slew Warlock's comrade, Pip the Troll. Warlock had by this time learned of Thanos's threat and traveled to Earth to enlist the aid of the Avengers and Captain Mar-Vell. In battle aboard Thanos's starship, Captain Mar-Vell damaged the equipment Thanos used to cause stars to go nova. Warlock faced Thanos in personal combat and was slain. The Avengers were taken captive by Thanos, but were rescued by Spider-Man and the Thing. Spider-Man, influenced by the abstract entities Lord Order and Master Chaos, released Warlock's spirit from the soul-gem. Then, seething with cosmic power released through his physical death, Warlock grappled with Thanos and turned the mad Titan to immobile stone. Incapacitated for eternity, Thanos still retains a fragment of his consciousness and is thus tortured by the fact that he who worshipped death will forever be denied it.

TEXAS TWISTER



STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 66
Karma: 18
Resources: TY (6)
Popularity: 10

BACKGROUND
Real Name: Drew Daniels
Occupation: Ex-Cattle hand and SHIELD trainee turned rodeo performer and adventurer
Legal Status: U.S. citizen
Identity: Secret
Place of Birth: Amarillo, Texas
Marital Status: Single
Known Relatives: None
Base of Operations: Southwest United States
Past Group Affiliations: SHIELD, Rangers
Present Group Affiliation:

KNOWN POWERS
Whirlwind: Amazing Intensity and damage. Maximum tornado size is 2 areas. Power Stunts include:

- Flight at Amazing landspeed
- Grapple with Amazing ability
- Tornado-wrapped punches of Remarkable Strength

Body Resistance: Good resistance to physical attacks
Talents: Acrobatics, Tumbling, Horsemanship, and Martial Arts B
Contacts: Partner Shooting Star and other former Rangers (Red Wolf, Firebird, Ghost Rider); possibly SHIELD

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Texas Twister is primarily out for bucks and glory. He is willing to work with any team who can provide him with a decent share of both. His innate honesty prevents him from allying himself with criminals, though he tends to walk away rather than battle the villains. His one altruistic streak is his continuing quest to locate his missing partner and girlfriend, Shooting Star.

HISTORY

Drew Daniels was rounding up some cattle that had strayed from the herd he was tending in the Panhandle in Texas when a storm began to brew. Daniels was near a nuclear power generating facility just as a tornado touched down in one of the site's waste storage canisters area. Daniels was bombarded with radioactive particles sucked out of the plant,

even as he was swept up into the funnel cloud itself. The radiation bombardment triggered body-wide mutagenic alterations in him, endowing him with the ability to generate tornadoes at will.

His first use of his powers was to dissipate the raging storm that mutated him. He then quit his job as a cowhand, went to a special tailor and bought a custom-made costume, and journeyed to the East Coast in order to make a name for himself. Calling himself the Texas Twister, Daniels answered a newspaper advertisement placed by the Wizard of the Frightful Four to fill a vacancy in the ranks of that ciminal group. When the Twister learned of its criminal intent, he declined membership and applied to the espionage agency, SHIELD, which was organizing its super-agent program. For several months, the Twister trained under the Falcon with the super-agents. But when two of the four members were found to be traitors, the Super-Agent program was scrapped, and the Twister became a free agent.

Rapidly depleting his SHIELD severance pay, the Texas Twister decided to use his powers for profit and joined a rodeo. There he met Victoria Star, or Shooting Star as she called herself professionally, and the two worked out an act. Hoping to garner good publicity to help their career, the couple decided to answer an emergency call sent by Rick Jones to the Avengers. They soon found themselves in battle with the Hulk, who was under the influence of the Corrupter. They also encountered Firebird, Ghost Rider, and Red Wolf, three of the American Southwest's superhuman champions. The Texas Twister and Shooting Star joined with the others to found the Rangers. The team was short-lived, however, and at some point Shooting Star was replaced by a demonic doppelganger. Shooting Star's double brought the Rangers into conflict with the West Coast Avengers and the substitution was discovered. Texas Twister has since been involved in a quest to locate the real Shooting Star.

STATISTICS

Form:	Human	Lumpy	Rocky	Spiky
F	EX (20)	RM (30)	IN (40)	IN (40)
A	GD (10)	TY (6)	GD (10)	TY (6)
S	GD (10)	AM (50)	MN (75)	UN (100)
E	GD (10)	AM (50)	MN (75)	UN (100)
R	GD (10)	TY (6)	GD (10)	GD (10)
I	GD (10)	PR (4)	GD (10)	EX (20)
P	RM (30)	TY (6)	RM (30)	RM (30)
Health:	50	136	200	246
Karma:	50	16	50	60

Resources: RM (30)
Popularity: 80 (10 in human form)

BACKGROUND

Real Name: Benjamin Jacob Grimm
Occupation: Adventurer
Legal Status: U.S. citizen
Identity: Publicly known
Place of Birth: New York City, NY
Marital Status: Single
Known Relatives: Daniel and Elsie (parents, deceased), Daniel Jr. (brother, deceased), Dr. Jacob Grimm (uncle)
Base of Operations: Four Freedoms Plaza, New York City
Past Group Affiliations: Fantastic Four, Unlimited Class Wrestling Federation
Present Group Affiliation:

KNOWN POWERS

Alter Ego: The Thing is the superpowered form of Ben Grimm. Ben cannot voluntarily transform himself.
Body Armor: His lumpy and rocky hides gives him Incredible protection against physical and fiery attacks as well as Excellent protection against other energy attacks. His spiky form has additional +1 CS protection.
Hyper-Breath: As a Strength Power Stunt, the Thing can exhale an Excellent Intensity windstorm with a range from 20 feet to 2 areas.
Talents: He is well trained in Martial Arts B and Wrestling. He has Incredible Reason in the fields of Piloting and Aircraft Design. He can pilot previously unknown, even alien, aircraft and spacecraft by a Reason FEAT.
Contacts: The Fantastic Four, Avengers, Unlimited Class Wrestling Federation, SHIELD, Project Pegasus, and any group the FF have aided.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In his original lumpy form, the Thing is a morose, easily angered individual who would as likely strike a teammate as an opponent. After his transition to his familiar rocky state, he regained self-control. In his current spiky form, the Thing is downright mellow and is a capable leader. In any form, though, he is a relentless fighter who will sacrifice anything to help his friends. Ben is attracted to powerful women.

HISTORY

Benjamin J. Grimm was born into poverty.

After the deaths of his parents, Ben was taken in by his Uncle Jake, who had risen from poverty to become a successful physician, and his first wife Alyce. At first Ben resisted their kindness toward him, but eventually he came to return their love. He left his life with the Yancy Street Gang behind, became a football star in high school, and won a football scholarship to college.

Grimm's college roommate was the brilliant science student Reed Richards, who became his closest friend. During their first meeting, Richards confided in Grimm his intention someday to build a starship for interstellar travel. Grimm jokingly promised that he would pilot the starship for Richards if he ever built it.

Upon graduating, Grimm went into the U.S. Air Force and became a highly skilled test pilot and astronaut. In the meantime, Richards went ahead with his project to build a starship, using both his own fortune and funding from the U.S. government. When the federal government threatened to withdraw its funding from the starship project, Reed Richards decided to take the starship on a test flight himself as soon as possible. Grimm was persuaded to serve as pilot, and Richards' future wife, Susan Storm, and her adolescent brother Johnny insisted on going as passengers. The four were subject to intense cosmic ray bombardment. The controls, too, were damaged, and Pilot Grimm was forced to abort the flight and return to Earth.

The four young people discovered that the cosmic radiation had triggered mutagenic changes in their bodies. Grimm was transformed into an orange-colored, thick-skinned, heavily muscled, and superhumanly strong "thing." Grimm, morose over his new grotesque appearance, named himself the Thing. Under Richards' leadership, the Fantastic Four has become Earth's most honored team of superhuman adventurers.

Over the years, the Thing's epidermis has changed from an abnormally dense, somewhat lumpy but still comparatively smooth hide to a flexible, interlocking network of rock-like lumps. His superhuman strength has increased considerably over time. Early in Grimm's life as the Thing, he would sometimes revert to his original human form unexpectedly. But neither these changes nor those induced by Richards in his efforts to turn Grimm back to human form ever proved to be permanent. Instrumental in helping Grimm adjust to his life as the Thing was the blind sculptress Alicia Masters, with whom Grimm fell in love. Grimm achieved the ability to transform from his Thing form to human form and back at will. However, fearing that Alicia Masters could love him only as the Thing, Grimm suffered from a subconscious mental block that prevented him from becoming human.

When Grimm was transported to the distant "Battleworld" by the alien Beyonder for the first of the so-called "secret wars," he found himself able to change to human form and back. Once the "secret war" was over, Grimm remained on the planet for months. Eventually, however, he found himself trapped once again in his monstrous form, unable to change to human form, and he returned to Earth. There Grimm learned that Johnny Storm and Alicia Masters had become lovers, and that Reed Richards had known about his mental block. Furious and distraught, Grimm quit the Fantastic Four. He worked for a time as a superhumanly strong wrestler for the Unlimited Class Wrestling Federation, and also participated in missions with the West Coast Avengers.

When Ben began to undergo further mutation, becoming, at least in his own mind, still more grotesque, he journeyed to Monster Island, where he had first encountered his foe, the Mole Man. Now, however, the Mole Man befriended the Thing and welcomed him into his underground realm as part of the society he had founded of physically ugly people who felt themselves to be outcasts in the surface world. Grimm agreed to help the Mole Man raise a small continent in the Pacific Ocean to serve as a homeland for the Mole Man's society. The three other original members of the Fantastic Four found the Thing in the Mole Man's realm, where Reed Richards realized that by raising a continent in the Pacific, the Mole Man would trigger earthquakes that would destroy California.

When Reed and Sue Richards announced they were leaving the Four to raise their son in relative normality, the Thing became head of the group. He has shown himself to be an able, level-headed leader. However, he might still harbor some resentment toward the Human Torch because of Johnny's recent marriage to Alicia. Still, the recent addition of Ms. Marvel II to the group has given Ben a realistic outlet for his long-submerged romantic side. Initially he was concerned with helping her develop a stable personality. Since the accident that transformed her into a "she-thing" and him into a more powerful, spiky form, they have begun to see each other as ideal mates.

STATISTICS

	Original	Hela-Cursed
F	UN (100)	RM (30)
A	EX (20)	EX (20)
S	MN (75)	AM (50)
E	MN (75)	IN (40)
R	GD (10)	EX (20)
I	GD (10)	GD (10)
P	RM (30)	RM (30)
Health:	200	140
Karma:	50	60
Resources:	EX (20)	PR (4)
Popularity:	50	30

BACKGROUND

Real Name: Thor; Dr. Donald Blake; Sigurd Jarlson

Occupation: (as Thor) Warrior, adventurer; (as Blake) General practitioner, surgeon; (as Jarlson) Construction worker

Legal Status: (as Thor) Prince of Asgard, honorary American citizen; (as Blake) American citizen (missing)

Identity: Secret

Place of Birth: A cave in Norway

Marital Status: Single

Known Relatives: Odin and Gaea (parents), Loki (adopted brother)

Base of Operations: Asgard, New York City

Past Group Affiliations: Asgardians, Avengers

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Excellent resistance to physical attacks, heat, cold, radiation, toxins, aging, and disease. Typical resistance to other energy attacks.

Illusion Detection: +1 CS to Intuition when confronting an illusion.

Mjolnir: A CL1000-Material hammer. Thor's Fighting increases to Shift X when using the hammer. Thor can throw Mjolnir 10 areas. Mjolnir has these Power Stunts:

- *Alter Ego:* Striking Mjolnir to the ground transforms Thor into his mortal self. If he is kept from Mjolnir for over 60 seconds, he automatically reverts to mortal form.

Dr. Donald Blake:

F	A	S	E	R	I	P
FE	PR	TY	TY	GD	GD	RM

Health: 18
Karma: 50

Sigurd Jarlson:

F	A	S	E	R	I	P
GD	GD	EX	EX	GD	GD	RM

Health:60
Karma: 50

- *Automatic Return:* After striking or missing a target, Mjolnir flies back to the spot where it was thrown.
- *Dimension Travel:* Unearthly ability to travel between Earth and Asgard.
- *Flight:* Amazing air speed
- *Shield:* Remarkable protection against physical, energy, and magical attacks.
- *Weather Control:* Unearthly control, including Monstrous intensity lightning.
- *Worthiness:* Only a pure, noble person may hold the hammer. Such people must have Remarkable Strength and expend 1000 Karma points in order to use Mjolnir. Someone using a machine may lift but not use Mjolnir if they have Remarkable Strength.



• *Unfettered Might:* A special attack increases damage to Shift Y and surrounds Mjolnir with a blazing aura. If he is wearing the Belt of Strength, damage increases to Shift Z. Thor suffers Incredible damage if not wearing his gauntlets. Thor loses one-half his Karma when using this attack.

Armor: CL1000 metal provides Shift-Y protection against physical and energy attacks.

Gauntlets: CL1000 metal covers his hands and arms. It provides Shift-Y protection against contact powers.

Belt of Strength: Increases Strength +1 CS. Removal temporarily lowers his Endurance −2CS.

Talents: Thor is skilled in medicine, Asgardian lore, and combat with either swords (+1 CS) or Mjolnir (+2 CS).

Contacts: Asgardians, Avengers, Gaea.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Thor is a firm believer in honor and the obligations of the powerful to protect the weak. He acts as both Earth's and Asgard's champion. He feels a stronger obligation to Earth, though, and will reluctantly act against Asgardians if Earth's needs are at issue. While Blake and Jarlson speak normally, Thor uses the formal speech of Asgardians (it sounds like pseudo-Shakespearian) and tends to make slightly long-winded speeches during battles.

BETA RAY THOR

STATISTICS

F	UN (100)
A	RM (30)
S	UN (100)
E	UN (100)
R	RM (30)
I	EX (20)
P	AM (50)

Health: 330
Karma: 100
Resources: EX ((20)
Popularity: 30

BACKGROUND

Real Name: "Beta Ray Bill" (English equivalent of his name)
Occupation: Warrior
Legal Status: Korbinite citizen, honorary Asgardian citizen
Identity: Existence unknown to Earth
Place of Birth: Burning Galaxy
Marital Status: Single
Known Relatives: None
Base of Operations: *Skuttlebutt* (starship)
Past Group Affiliations: Korbinites, ally of Asgard
Present Group Affiliation:

KNOWN POWERS

Armorskin: Excellent protection against physical or energy attacks.

Telelocation: Beta Ray Bill has the CL1000 ability to locate his home fleet.

Stormbreaker: A CL1000-Material hammer. Beta Ray Thor's Fighting increases to Shift X when using the hammer. He can throw Stormbreaker 10 areas. The hammer has these powers:

• *Alter Ego:* Striking it to the ground transforms Beta Ray Thor into his unaltered self:

Beta Ray Bill:

F	A	S	E	R	I	P
EX	EX	EX	EX	RM	EX	AM

Health: 80
Karma: 100

• *Automatic Return:* After striking or missing a target, it flies back to the spot where it was thrown.

• *Dimension Travel:* Unearthly ability to travel across great distances or dimensions

• *Flight:* Amazing air speed

• *Shield:* Remarkable protection against physical, energy, and magical attacks

• *Weather Control:* Unearthly control, including Monstrous intensity lightning

• *Worthiness:* Only a pure, noble person may hold the hammer. Such people must have Remarkable Strength and expend 1000 Karma points in order to use Stormbreaker. Someone using a machine may lift but not use Stormbreaker if they have Remarkable Strength.

Talents: Beta Ray Bill is skilled in astronavigation, starship combat, and Korbinite technology.

Contacts: Asgardians, Korbinite fleet

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Beta Ray Bill is a noble, dedicated warrior pledged to the defense of his people and the destruction of Surtur. He is a better fighter than Thor but sees him as an equal and kindred spirit. Although he prefers to stay with his people's fleet, Beta Ray Thor will come to the aid of others if they are battling a common enemy, Surtur's demons.

HISTORY

Thor is the bloodson of Odin, lord of the gods of Asgard, and Jord, who is also known as Gaea, the eldest goddess of the Earth. Odin sought to father a son whose power would derive from Earth as well as Asgard, and hence he mated with Jord. Odin created a cave in Norway where Jord gave birth to Thor. Months after the infant Thor was weaned, Odin took him to Asgard to be raised. From that time onward, Odin's wife, the goddess Frigga, acted as Thor's mother. Not until recent years did Thor learn that Jord was his mother.

A severed eye of Odin once grew to great size, achieved sentience, and informed Thor that another Thor had existed before the current Thor's birth. This previous Thor was also the son of Odin, but had red hair, not blond. This previous Thor is said to have killed the Midgard Serpent, and to have been killed himself by the dying monster's venom, at Ragnarok, the destruction of a previous version of Asgard. Odin himself was killed, but a new Odin appeared in the place of several gods who survived Ragnarok, and it was this new Odin who fathered the current version of Thor.

Possibly these previous versions of Odin and Thor were earlier physical incarnations of the Odin and Thor of today. However, this account of Thor's origin by the severed eye of Odin may very well be entirely false.

The young Thor was raised with Loki, who had been adopted by Odin after Loki's father, the Frost Giant Laufey, had been killed in battle. From childhood, Loki was jealous of Thor, and his hatred grew over the years to a wish to destroy him. This enmity persists.

When Thor was eight, Odin sent him to Nidalvellir, the land of the dwarves, to bid the dwarves Brokk and Eitri to create three treasures for Asgard's ruler. Among the three treasures that Brokk and Eitri created was the uru hammer Mjolnir (although Loki sabotaged the creation of the hammer so that its handle was made too short). Odin bestowed various enchantments upon the hammer, including one that made it impossible for anyone to lift except someone who was truly worthy of wielding it. Odin then declared that he was reserving the use of Mjolnir for Thor, who would receive it on the day that great deeds of selfless valor had proved him worthy of it.

For years Thor strove to become strong and worthy enough to wield the hammer and was responsible for many heroic deeds. Finally, when Thor was sixteen, Odin presented him with the hammer, declaring Thor Asgard's greatest warrior.

Sometime in Earth's 9th Century A.D., Thor journeyed to Earth for the first time and promoted his worship among the Vikings. Both the Norsemen and the Germans, who called him Donner, came to worship Thor and other Asgardians. Thor actively encouraged the adulation of his Viking worshippers for years. He also encouraged them to find glory in battle. But finally Thor discovered that a party of his Viking worshippers had slaughtered the inhabitants of a Christian monastery. Shocked, realizing that some of his more zealous worshippers were committing atrocities in his name, Thor withdrew from Earthly activities altogether, and allowed the worship of the gods of Asgard to die out.

According to the severed eye of Odin, Odin himself later caused Thor to go live on Earth in the mortal guises of the Germanic heroes Siegmund and his son, Siegfried. In these two roles, Thor played a major role in Odin's efforts to regain the dangerously powerful Ring of the Nibelung. Siegmund was killed by the warrior Hunding, but Thor was reborn as Siegfried, the son of Siegmund and his lover Sieglinde. Siegfried took possession of the Ring after killing the giant Fafnir, who guarded it in the guise of a dragon. (This Fafnir is not to be confused with the dragon Fafnir whom Thor has fought in recent years.) Siegfried then fell in love with the Valkyrie Brunnhilde, but was murdered by Hagen, the son of Alberich, the dwarf who had created the Ring and placed a curse upon it. Odin, however, resurrected Siegfried as Thor, who again had his full godly powers, but Odin wiped out Thor's memory of his two mortal identities. It is unclear how much, if any, of this account by Odin's severed eye is true.

Thor led an active, adventurous life in Asgard, doing battle with Frost Giants and other enemies of the realm. But Odin grew increasingly dissatisfied with Thor's headstrong behavior and excessive pride. On one occasion Thor violated a truce between the Asgardians and the Frost Giants, thereby nearly starting a war. Finally, while Thor was engaged in a brawl in an Asgardian tavern, Odin summoned him to his presence. Odin had decided that it was time Thor learned humility. Odin had Thor surrender his hammer to him, and then sent him to Earth in the mortal guise of a crippled young medical student named Donald Blake, stripped of his memory of his true identity.

As Blake, Thor learned the value of humble perseverence in dealing with his injured leg, and he came to care for the sick and dying, first as a medical student, and later as a successful physician. After leaving medical school, Blake opened a private practice in New York, quickly gaining renown as a great surgeon.

After Thor had spent ten years in the role of Blake, Odin planted within Blake's mind the idea of taking a vacation in Norway. There Blake encountered a party of alien Kronans, also known as the Stone Men from Saturn. Blake fled from the Kronans into a cavern, the very same one where he had been born millennia ago. Odin had left Thor's hammer in the enchanted form of a wooden cane. Trapped in the cavern by a great boulder, Blake struck the boulder with the cane in frustrated anger, and was transformed back into his true godly form of Thor. As Thor he escaped the cavern and drove off the Kronans.

At first, Thor had no memory of his past life as an Asgardian god, although as months passed, more of his memories returned. Finally, a year later, Odin revealed to him the false nature of the Blake identity and the reason for it.

Thor maintained his Blake identity

on Earth and continued his medical practice. Part of his affinity for Earth was his subconscious realization that his maternal heritage was on this world. The other part was simply his love for humanity and his need to experience those things that only mortals could know. Thor came to divide his time between Earth and Asgard and does so to this day.

For years Thor was in love with Jane Foster who worked as a nurse for Blake. Odin disapproved of Thor's love for this mortal, but eventually the romance between Thor and Foster came to an end, and Thor renewed his relationship with Sif, an Asgardian warrior-goddess who was his friend as a child. That relationship has suffered strains in recent years, and it is unclear what path it may take in the future.

Thor was a founding member of the team of superhuman champions known as the Avengers, and has continued to serve with the team from time to time through the present. Recently Thor gave up his identity as Don Blake. In fact, Odin transferred the enchantment enabling Thor to change into mortal form and back from Thor's hammer to that of his ally and alien counterpart, Beta Ray Bill. With the aid of Nick Fury, Public Director of SHIELD, Thor has adopted a new "secret identity," that of construction worker Sigurd Jarlson. Thor does not actually become a mortal in his Jarlson identity; he simply dresses as a normal contemporary Earthman and wears glasses.

Lately, Thor has grown a beard to conceal the terrible scars left on his face due to wounds inflicted by the Asgardian death goddess Hela. It is not known if these scars will ever completely heal and fade.

After Odin disappeared during his battle with Surtur, the people of Asgard wished to make Thor, Odin's designated heir, their new ruler. Unwilling to give up his guardianship of Earth or his life of adventure, at least not yet, Thor declined the offer and instead nominated his friend Balder the Brave to be Asgard's ruler. Balder now rules until such time as Odin returns or Thor himself claims the throne.

STATISTICS

F	EX (20)
A	EX (20)
S	IN (40)
E	RM (30)
R	GD (10)
I	RM (30)
P	RM (30)

Health: 110
Karma: 70
Resources: PR (4)
Popularity: 13

BACKGROUND
Real Name: John Proudstar
Occupation: USMC Corporal (retired), adventurer
Legal Status: U.S. citizen, deceased
Identity: Secret
Place of Birth: Camp Verde Apache Reservation, Arizona
Marital Status: Single
Known Relatives: Neal and Mana (parents), James (brother, a.k.a. Thunderbird II)
Base of Operations: X-Mansion
Past Group Affiliations: X-Men
Present Group Affiliation:

KNOWN POWERS
Invulnerability: Good resistance to physical and energy attacks.
Tracking: Remarkable ability
Talents: Tracking, Hunting, and Survival skills.
Contacts: Apache nation

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Thunderbird was a proud and strong-willed man, too much so for his eventual good. When he was in the company of more powerful individuals, Thunderbird felt the need to prove himself their equal or superior. If he was unable to do this, he became angry and reckless.

HISTORY

John Proudstar was born on the Apache reservation at Camp Verde, Arizona. During his childhood and adolescence, he proved to be an exceptionally strong and vigorous athlete. Proudstar, however, regarded himself throughout his life as a loner and an outcast. He wished to proved himself to be a warrior in the tradition of his ancestors, and he was dissatisfied with what he regarded as the complacent lives led by his fellow Apaches on their reservation.

Although too young to join the armed forces, Proudstar lied about his age and entered the United States Marines, intending to lead the kind of active life he desired. He became a corporal and earned a number of medals. But Proudstar

was still dissatisfied with his life once his term of duty was over and he had returned to the reservation.

Proudstar's mutant superhuman strength first manifested itself when, at the age of twenty, he wrestled and threw a charging bison bare-handed to save a little girl. This feat earned Proudstar fame among his tribespeople, but the true nature of his abilities remained unknown until Professor Charles Xavier, founder of the X-Men, discovered him.

Through the use of his mutant-detecting computer Cerebro, Xavier located Proudstar, whom he invited to become one of the X-Men. The first mission that Proudstar and six other new recruits to the team undertook was the rescue of the original X-Men from the "living island" of Krakoa in the South Pacific. Except for Sunfire, these new recruits, including Proudstar, became the "new" X-Men team. Xavier gave Proudstar the code name "Thunderbird."

On their next known mission, the new X-Men went to Cheyenne Mountain in the Colorado Rockies, the location of a North American Air Defense command center which had been taken over by Count Luchino Nefaria in an international extortion scheme. After the X-Men had ruined his plans, Nefaria attempted to escape in a small aircraft. Thunderbird managed to climb onto the plane as it took off. Defying Xavier's telepathic warnings to get off the plane, Thunderbird asserted that he was finally going to prove that he was a true Apache warrior. Using his superhuman strength, Thunderbird ripped open part of the plane and wreaked havoc on its internal systems. Furiously Thunderbird pummeled the aircraft until finally it exploded, killing him instantly. Nefaria, however, reached safety through teleportation.

Just before Thunderbird's funeral in the Western Desert, Thunderbird's body was stolen by his younger brother James, who gave him a traditional Apache warrior's funeral rite. James had hardly known his brother, but admired him as his hero, and he vowed to take vengeance someday on Xavier, whom he blamed for John's death.

James Proudstar eventually joined the Hellions, a team of young superhuman mutants, and took the name Thunderbird himself. He attempted to take his revenge on Xavier but could not go through with killing him. He has given up his quest for vengeance.

GROUP BACKGROUND

The Thunderiders are a world-class motorcycle stunt-riding exhibition team based in the United States. Five of the Thunderiders' six regulars are mutants who possess a special mental link with one another that enables them to share certain information and feelings as well as project into a host body their combined mental and physical attributes during times of stress. This host body takes on the masked identity of the Marauder, also known as the Black Marauder, the Dark Rider, or the Black Rider. The parents of James McDonald, Winthrop Roan, Jr., Leonard Hebb, Luke Merriweather, and "The Wolf" (real name unrevealed) were among the undisclosed number of couples who were the unwitting test subjects in an experiment conducted by the subversive organization HYDRA. The experiment, called "Project: New Genesis," was designed by HYDRA scientists to create a race of mutants who could be trained as superhuman agents for the group. The expectant mothers were surreptitiously administered a mutagenic compound, and after the children were born, HYDRA agents kept the children under surveillance as they grew to adulthood. When none of the test subjects seemed to exhibit any extraordinary superhuman power, the project was terminated. Unknown to HYDRA, five of the test subjects did develop latent superhuman abilities, but they would not manifest themselves until the men neared adulthood and each other. Perhaps not coincidentally, the five latent mutants each developed an aptitude and passion for motorcycles.

Three of the five met in Daytona Beach, Florida, when motorcyclists from around the world congregated there for the first race of the new Unlimited Class Racing Competition, a tournament organized to test race high-preformance vehicles. It was called "Unlimited Class" because there were no restrictions placed on engine size or power or technological innovation permitted in the races. McDonald, Roan, and "Wolf" each met for the first time at Daytona, but they manifested their collective self, the Marauder, a few days earlier. The Marauder had stolen into the corporate headquarters of Universal Technologies, a front for HYDRA, in order to purge the computer files of records about them. When HYDRA learned of the purge, it deduced the identities of the five file-subjects from cross-referenced data, but now lacked the detailed histories of the five. Believing that McDonald, Roan, or "Wolf" must be the Marauder, HYDRA sent an agent to Daytona to assassinate all three. James McDonald, who had recently resigned from the Central Intelligence Agency to work as a free agent, went to Daytona to investigate rumored HYDRA activity. Winthrop Roan, Jr., preferring to be known by his stage name "R.U. Reddy," went to Daytona in hopes of being hired as a racer. "Wolf" went to watch the cycles and the people. Each of the three narrowly evaded the HYDRA assassin and was left a note by the Marauder claiming that they had a common destiny and should join together. After much deliberation, they agreed to do so.

Calling themselves Team America, they entered the first Unlimited Class Racing competition and won. Moments after victory, HYDRA attacked the raceway in an effort to procure a unique guidance system used by one of the Japanese teams. Team America managed to foil their raid.

At the next Unlimited Class event in the Rocky Mountains, Luke Merriweather (alias Cowboy) and Leonard Hebb (alias Wrench), hearing about Team America's surprise victory, met with the three founding members and petitioned for membership. Merriweather and Hebb were the other two HYDRA test subjects. Feeling a rapport with the newcomers, the three original Team Americans welcomed them into their ranks. Unofficially, Hebb's girlfriend Georgianna Sue Castleberry also became a member of the team. Hebb was a gifted mechanic and designer of high-performance vehicles, and his Winnebago recreational vehicle became Team America's mobile headquarters. His girlfriend, Castleberry, it was later learned, was usually the host body for their collective persona, the Marauder, although she did not know it. Hebb designed and built a race car for Team America to compete in the Rocky Mountain race, but a HYDRA assassin prevented them from winning.

When the three original Team Americans performed at a charity exhibition at Madison Square Garden in New York, one of the spectators, a prominent Nobel prize winner, was kidnapped by a large android. The Team assisted Captain America in rescuing him and several other well-known intellectuals whom the Mad Thnker had abducted to provide himself companionship

The next race event was held on the Sahara Desert in Egypt. Taking a commercial flight there, the Team was dismayed when their team leader McDonald (called Honcho) left the group to take a freelance assignment for the CIA to foil a weapons-smuggling operation. Honcho failed to show up in time to assist his teammates in the race, and Team America lost.

Deeply in debt, Team America returned to the United States. Talk of disbanding arose when their last motorcycle broke down and they had no money to fix it, but the Marauder left the team its own state-of-the-art motorcycle. With it, Team America traveled across the country entering every motorcycle race they could find. With all of the prize money, they paid their debts and rented a garage in Hoboken, New Jersey, to serve as their headquarters. Investing everything they had in a new high-performance vehicle for the next Unlimited Class competition, the team was disheartened when it broke down in a time trial. Desperate, they accepted an offer from a recruiting agent of Stark International, who was more interested in acquiring the Marauder's motorcycle than he was in having their services. Learning that they would be absorbed into a team of seventy-two other drivers, the Team began to regret their decision. However, when Stark president Anthony Stark learned of his recruitment agent's disreputable transaction, he made

restitution and released the Team from their contracts.

In Lakebed, Oklahoma, the next Unlimited Class Racing event was held and Wolf of Team America came in first. However, the race was disrupted first by the demonic Ghost Rider, who wished to settle a score with the Marauder, and then by HYDRA, which wanted to kill Team America in revenge. In the melee, the Ghost Rider assisted the Team to fight off HYDRA, but the Marauder was injured. Unmasking the silent cyclist, the Team was stunned to discover its identity to be Georgianna Castleberry. Later when Elsie Carson, regional leader of HYDRA, failed a second assassination attempt, she revealed to them their connection with "Project: New Genesis" in exchange for her freedom. Believing her to be a victim of circumstances, the Team helped rescue her from her own agents who were supposed to kill her and her family should she fail in her mission.

After this battle, Team America disbanded. Wrench and Castleberry married. Honcho wanted to devote more time to espionage work. Cowboy invited Wolf and Reddy to join him in a series of charity exhibitions to promote Cowboy's school, and the two accepted. At one such event, in upstate New York, the criminal Viper and her associate the Silver Samurai attacked the New Mutants, teenaged students at Professor Xavier's School for Gifted Youngsters, who happened to be in attendance. The three Team Americans joined the fray but were unable to stop the criminals from abducting Danielle Moonstar (alias Mirage) whom the Team had caused to become the host-body for the Marauder. On the threat of killing Moonstar, the Viper had James McDonald assemble Team America to raid a fortress in the Sierra Madre Mountains for a special crystal. While the New Mutants rescued Moonstar, Team America infiltrated the fortress, which was headquarters of one of the splinters groups of the Advanced Idea Mechanics and managed to procure the crystal. However, it was lost before it could be turned over to the Viper. The New Mutants did manage to rescue Moonstar. In exchange for their cooperation, Xavier taught the mutants in Team America to control the appearance of the Marauder.

Deciding that they missed the excitement of being in the team, the six decided to band together permanently once more. They changed their name to the Thunderiders and began training as a precision-riding stunt team as well as racers. Seeking to expand the team, the Thunderiders have held open auditions. Champion sportswoman Sharon Ventura was a member of the Thunderiders for a few months prior to becoming the new Ms. Marvel. The Thing of the Fantastic Four was also member for a few weeks, although he resigned before performing with them in public. The Thunderiders remain America's best daredevil motorcycle team as well as a top contender in the Unlimited Class Racing competitions.

HONCHO

(James MacDonald)



F	EX (20)
A	EX (20)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 56
Karma: 26
Resources: GD
Popularity: 30

KNOWN POWERS

Gestalt: Honcho shares a strange psychic link with Wolf, R.U. Reddy, Cowboy, and Wrench that allows the five men to project their combined physical and mental talents into a single host body, which then takes on a persona known as Marauder. All five men must be within approximately within 100 yards of each other to combine.

When the Thunderiders decide to form Marauder, they choose any one individual within 100 yards of their present location and bestow upon this individual all of the attributes and skills of Marauder, listed below. The individual selected can be one of the Thunderiders themselves, if they so decide, and the Thunderiders can choose to end the transformation at any time. There is no apparent time limit to the amount of time the transformation can be maintained. If the selected individual wishes to resist becoming the Marauder, the Thunderiders must make a power FEAT roll with an Intensity equal to the target's Psyche.

While the Marauder is in existence, the abilities of the Thunderiders themselves are not altered or diminished in any way. This ability operates at the Remarkable level.

Telepathy: Honcho has Excellent Telepathy, which he can use only to contact his fellow Thunderiders.

Empathy: Honcho has Excellent Empathy, which functions only upon his fellow Thunderiders.

Talents: Honcho is skilled in Martial Arts A and E, as well as being an expert cyclist (+2 CS).

Contacts: Honcho is a racer in the Unlimited Class Racing Federation. In addition, he has met and worked with Captain America and Professor Xavier and his New Mutants.

ROLE-PLAYING NOTES

Honcho is a sensible, capable leader. Like all of the Thunderiders, however, he has a thirst for action and danger.

WOLF



STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 60
Karma: 22
Resources: GD
Popularity: 30

KNOWN POWERS

Same as Honcho above.
Talents: Wolf has the Wrestling talent as well as being an expert cyclist (+2 CS).
Contacts: Same as Honcho

ROLE-PLAYING NOTES

Wolf is the strong silent type.

R.U. REDDY



STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 46
Karma: 22
Resources: GD
Popularity: 35

KNOWN POWERS

Same as Honcho above.
Talents: R.U. was once a rock singer, and is now an expert cyclist (+2 CS).
Contacts: Same as Honcho above.

ROLE-PLAYING NOTES

Reddy is flashy and suave.

COWBOY



STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 46
Karma: 22
Resources: GD
Popularity: 30

KNOWN POWERS

Same as Honcho above.
Talents: Cowboy is an expert Horseman and an expert cyclist (+2 CS).
Contacts: Same as Honcho above.

ROLE-PLAYING NOTES

Cowboy is a fun-loving free spirit.

WRENCH

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	GD (10)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 36
Karma: 36
Resources: GD
Popularity: 30

KNOWN POWERS
Same as Honcho above.
Talents: Wrench has the Engineer and Repair/Tinker talents. He is also an excellent cyclist (+1 CS).
Contacts: Same as Honcho.

ROLE-PLAYING NOTES
Wrench is rational, calm, and capable.



GEORGIANNA

STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 46
Karma: 22
Resources: GD
Popularity: 30

KNOWN POWERS None
Talents: Georgianna is an excellent cyclist (+1 CS).
Contacts: Same as Honcho above

ROLE-PLAYING NOTES
Georgianna Sue Castleberry Hebb is kind and free-wheeling. Her craving for excitement is not as developed as that of the other team members, but is strong nonetheless.



MARAUDER

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	RM (30)
R	RM (30)
I	EX (20)
P	EX (20)

Health: 110
Karma: 70

KNOWN POWERS
Talents: The Marauder has Monstrous Agility when riding a motorcycle.

ROLE-PLAYING NOTES
Marauder is a dark, mysterious figure that shares the inclinations of the Thunderiders, meaning that he (or she) is dedicated to justice.

STATISTICS

F	AM (50)
A	EX (20)
S	AM (50)
E	EX (20)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 140
Karma: 22
Resources: EX
Popularity: 8 (75)

BACKGROUND

Real Name: Thundra
Occupation: Warrior
Legal Status: Citizen of the United Sisterhood Republic in alternate future
Identity: Publicly known
Place of Birth: Greater Milago, Midwestern Republic
Marital Status: Single
Known Relatives: None
Base of Operations: United Sisterhood Republic
Past Group Affiliations: Frightful Four, former agent of Roxxon Oil
Present Group Affiliation:

KNOWN POWERS

Invulnerability: Thundra has Typical resistance to physical attacks.
Hyper-Leaping: Thundra can leap with Remarkable ability (45 feet up or across, 60 feet down).
Hyper-Running: Thundra can run at Typical ground speed (45 mph or 3 areas per round).
Chain: Thundra carries a length of chain which she uses as a weapon. When striking with the chain, her Fighting is Monstrous.
Talents: Thundra has the Weapons Master talent, and is also proficient in Martial Arts A, B, C, D, and E. She is a skilled political and military leader as befits her station as head of the USR.
Contacts: Thundra is a long-time associate of the Fantastic Four. She is the leader of the United Sisterhood Republic in her own time line.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Thundra is an aggressive fighter with a near-total disdain for men. She is a brilliant tactician and an honor-bound fighter. She is also prone to fits of rash behavior and may act before the time is right. She has a soft spot for Benjamin Grimm, but her personality will not let her admit that it is anything more than simple respect.

HISTORY

Toward the end of the twentieth century in one alternate future, worldwide chemical and biological warfare broke out, resulting in the sterilization of 95% of the Earth's female population. The fertile 5% seized political power and began a systematized program of oppression against men, who were seen as having nearly exterminated the species. By the early 23rd century, natural childbirth was totally supplanted by laboratory birthing, and men were bred only as servants, entertainers, and breeding stock. The major concerns of the United Sisterhood Republic, one of the leading nations of the new world, were exterminating the renegade bands of roving free men and preventing incursions from foreign nations and powers.

Thundra was born in the Central Birthing Center of Greater Milago (Milwaukee-Chicago), a government-run laboratory where fetuses are brought to term in artificial wombs. Genetically engineered for strength and endurance, Thundra was sent to military school when she was eight years old. By the age of eighteen, she had distinguished herself as the finest warrior in the Midwestern Republic and became an officer in the militia. She led assaults against roving bands of renegades and the armies of the Central American Empire.

In the middle of Thundra's military career, the USR faced an invasion from an unexpected quarter. Men from a contemporary alternate Earth where generations previously, renegade men had managed to overthrow their female oppressors, had been given the technology for interdimensional travel, and decided to journey to Thundra's Earth to liberate the men of that world. In an attempt to strike back at the men of Machus, as the leading nation of this alternate Earth was called, Thundra stole their dimensional apparatus, planning to launch a counter-attack on their world. The machine malfunctioned, however, and displaced her through time as well as space. She arrived in the twentieth century, and after acclimating herself, decided to humble the strongest man on Earth, thereby, she believed, preventing the world of Machus from ever coming about.

Upon her arrival, she was befriended by the criminal Wizard of the Frightful Four, whose instruments detected Thundra's time displacement. The Wizard was looking for a replacement for Medusa, and saw Thundra as an ideal choice. Thundra pretended to go along with the Wizard's plans in order to exploit his resources. She determined that the Thing of the Fantastic Four would be the ideal object lesson to vanquish in battle. Alongside the Frightful Four, she engaged the Thing in a battle, besting him fairly on at least one occasion. Recognizing that her actions in the past would have little bearing on the future, she betrayed the Frightful Four to become an ally of the Fantastic Four.

Mahkizmo, the greatest warrior of Machus, eventually trailed Thundra to the twentieth century and took her back to her own time to stand trial for her theft of the interdimension travel equipment. The Fantastic Four followed Thundra (using their own means of travel) and helped Thundra battle against the dimensional invaders of Machus. Before leaving the future for their own time, the Fantastic Four destroyed the mind-domination equipment of the Machians and hoped that the two worlds would settle their differences amicably. Thundra returned to the twentieth century with them, believing that her world would be changed unfavorably by the presence of the extradimensional men.

Months later, however, Thundra was contacted by the Nth Command, subsidiary of the Roxxon Oil Company devoted to extradimensional research. They told her that a divergent future world existed which was never invaded by Machus. She agreed to carry out a mission for them in exchange for being restored to her world. The mission was leading a band of female Roxxon operatives called the Grapplers into the government energy facility Project: Pegasus in order to sabotage it. She was apprehended in the process but was released so the authorities could track down the party that sent her. She briefly became an ally of Hyperion of the Squadron Sinister, another Roxxon operative.

When she learned of the Nth Command's sinister motives, she stole one of the Nth Projectors, dimensional aperture synthesizers. Creating a portal to her own time, she went through it after bidding a fond farewell to the Thing, the twentieth-century male she had most learned to admire. Hyperion attempted to follow her, but the portal closed while he was halfway through, stranding him in limbo. Thundra arrived in her home reality safely. Her current activities are unknown.

TIGER SHARK



STATISTICS

F	AM (50)
A	EX (20)
(S	MN (75)
E	RM (30)
R	TY (6)
I	RM (30)
P	EX (20)

Health: 175
Karma: 56
Resources: TY (6)
Popularity: −10

BACKGROUND

Real Name: Todd Arliss
Occupation: Former athlete, now criminal
Identity: Publicly known
Legal Status: Citizen of U.S. with criminal record
Place of Birth: Pasadena, CA
Marital Status: Single
Known Relatives: Diane Newell (sister), Walter Newell (brother-in-law)
Base of Operations: Mobile
Past Group Affiliations: Masters of Evil III and IV
Present Group Affiliation:

KNOWN POWERS

Body Armor: Tiger Shark's augmented flesh can withstand the pressure of the deep ocean, and provides Excellent protection against physical attacks.
Resistance to Cold: Excellent resistance to cold
Swimming: 4 areas per round (60 mph)
Water Breathing: Fish-like gills enable him to breathe water as well as air
Teeth: Razor-sharp teeth of Excellent material; can bite a grappled opponent for Excellent Edged weapon damage
Hydro-Suit: When Tiger Shark is out of water, his abilities and power ranks would normally decline; but his costume is equipped with miniature pumps and a system that constantly circulates water around his body, enabling him to maintain his powers on dry land. The suit does not provide Tiger Shark with any physical protection, but is made from Good strength material.
Talents: Tiger Shark is skilled in Underwater Combat and suffers no penalties when fighting in the water.
Contacts: Tiger Shark was a member of the Third and Fourth Masters of Evil.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Before his transformation at the hands of Dr. Dorcas, Todd Arliss was a kind-hearted, happy-go-lucky young man. When he was implanted with the genetic make-up of a tiger shark, however, he took on a portion of the creature's personality as well. He is now a ranging cold-blooded killer with a lust for battle and a strong survival instinct.

Ever since his transformation, Tiger Shark has felt a strong sense of loneliness. Upon occasion, the attentions of a beautiful woman have been able to curb his wrath.

HISTORY

Todd Arliss was a champion Olympic swimmer. Following the Olympics, he planned to become a professional swimmer, having earned an estimated half million dollars in advances for public exhibitions. Before his professional career could get underway, however, he severely injured his back and legs while rescuing a man who had fallen overboard from a private craft. Although able to walk, he was told that he would never be able to swim again. Arliss spent a large part of the advance money he had received seeking medical help. He eventually discovered Dr. Lemuel Dorcas, a criminally motivated marine biologist who promised Arliss that he would be able to make him swim again. Under protests from his sister Diane, Arliss accompanied Dorcas to an undersea laboratory located off the North Atlantic coast.

Dorcas subjected Arliss to a great variety of experimental procedures, involving high-frequency radiation therapy that restored the damaged nerve tissue and ligaments. Dorcas placed Arliss within the "morphotron," an experimental device capable of imprinting upon a human being the genetic pattern of another creature, in this case a tiger shark. Dorcas had constructed a robot to search out and capture sharks for experimentation, and coincidentally it captured Prince Namor, the Sub-Mariner. Namor and several sharks were used to provide a compound genetic pattern of great superhuman potential. Arliss was transformed into a superhumanly powerful amphibious creature. Dorcas provided Arliss with a specially prepared suit and mask, and dubbed him Tiger Shark.

Although Dorcas wished to use Tiger Shark to further his own criminal ambitions, Tiger Shark had other ideas. After physically besting the Sub-Mariner, still weak from the morphotron transfer, the Shark left Dorcas's lab for the open sea. Happening upon the Sub-Mariner's betrothed, the Lady Dorma, the Shark accompanied her to Atlantis, where he held the throne until Namor arrived and recaptured it.

Tiger Shark escaped and swam to the Sargasso Sea where he encountered the Peoples of the Mist, a band of sailors and seamen from various cultures and time periods who were immortal prisoners of the area. Tiger Shark offered to lead them out of the area if they would serve him once they were free. The Sub-Mariner, however, entered the mist-locked area and opposed the Shark once more. Tiger Shark escaped in the wake of the explosion of an experimental Nazi torpedo. Not long after, Tiger Shark again crossed paths with the Lady Dorma, who agreed to marry him if he would help save Atlantis from Orka, another of Dr. Dorcas's creations, and the Atlantean traitor Krang. The Shark fought valiantly against Orka and his battalion of killer whales. Locked in battle, both Tiger Shark and Orka were sucked under when a huge crevice opened in the ocean floor.

Eventually escaping, Tiger Shark discovered that his amphibious powers were diminishing. Unable to locate Dr. Dorcas, he allied himself with the Lemurian empress Llyra and the scientist Lymondo. Llyra wished vengeance upon Namor for thwarting her ascent to the Atlantean throne. Tiger Shark wanted to use Lymondo's replica of the morphotron to siphon more of Namor's power into himself. The three learned kidnapped the Sub-Mariner's human father, Leonard MacKenzie. Subdued by treachery, Namor was placed into the morphotron and used to restore the Shark's prowess. In an ensuing struggle, Tiger Shark threw a lead pipe at Namor's father, killing him.

Tiger Shark fled and hid out until he learned that Namor had experienced amnesia concerning the incident. Tiger Shark came out of hiding and was reunited with Dr. Dorcas. After Dorcas was eventually killed by a war machine of his own design, the Sub-Mariner found Tiger Shark and turned him over to the local authorities.

Tiger Shark inevitably escaped and made his way to Atlantis for another try at Namor. Again he failed, but this time he was rescued by the criminal Egghead who wished the Shark to be a member of his Masters of Evil to assist Egghead in his plan to totally destroy Henry Pym. Pym managed to stun all of the Masters, however, and they were taken into police custody. Some time later, Tiger Shark was freed from prison again, this time by Baron Zemo, who wished the Shark to join his Masters of Evil coalition. Tiger Shark helped the Masters occupy Avengers Mansion, but left the group before the Masters' final showdown with the Avengers. Tiger Shark was last seen in San Francisco, allied with Whirlwind, another Master of Evil at large, where he battled Tigra and Hellcat. He is currently in police custody, awaiting trial.

STATISTICS

F	EX (20)
A	IN (40)
S	IN (40)
E	RM (30)
R	TY (6)
I	RM (30)
P	EX (20)

Health: 130
Karma: 56
Resources: TY (6)
Popularity: 26

BACKGROUND

Real Name: Greer Grant Nelson
Occupation: Professional adventurer
Identity: Secret
Legal Status: Citizen of the U.S. with no criminal record
Other Known Aliases: Werecat
Place of Birth: Chicago, Illinois
Marital Status: Widowed
Known Relatives: William (husband, deceased)
Base of Operations: Los Angeles, CA
Past Group Affiliations: Former member of the East Coast Avengers, member of the West Coast Avengers
Present Group Affiliation:

KNOWN POWERS

Enhanced Sense: Tigra's sense of vision, hearing, and smell all operate at the Monstrous level. She may track opponents with Amazing ability using these skills, but suffers a −1 CS on FEAT rolls against attacks that target these senses.

Night Vision: Tigra has Incredible rank infravision, and can perceive objects clearly even in almost total darkness (some dim light must be available). She suffers no penalties while fighting in the dark.

Claws: Good Material Strength; inflict Good Edged weapon damage. She may make normal blunt attacks as well.

Empathy: Excellent ability to detect the emotions of others. In addition, she communicates on an animal level with cats and cat-like creatures with a +2 CS.

Lightning Speed: 3 areas per round on land, accelerating to that speed in a single round. She can run without tiring as though she had Monstrous Endurance.



Alter Ego: Tigra may transform herself back to her human form by means of a cat amulet she wears on her top. This amulet mystically changes her physical form. She retains her statistics and abilities while in her human form. This mystical disguise operates at Remarkable rank.

Talents: Greer Nelson is trained in Biology.

Contacts: Tigra is a member of the West Coast Avengers. In addition, she was given her present powers by the Cat People, an extra-dimensional race, who see her as their warrior and agent.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Tigra, a capable and experienced warrior, is quite well-mannered and down to earth, though a notorious flirt. Her status as a cat/human hybrid means that she often exhibits distinctly cat-like behavior (she is afraid of water, she craves meat, she displays a need for stroking and affection, etc.).

HISTORY

Greer Grant Nelson was the recipient of two separate sets of superhuman abilities, one scientific and one mystical in nature. As a laboratory assistant to Dr. Joanne Marie Tumolo, Nelson became involved in a physiological conditioning program that would enable a human being to attain his or her full physical and mental potential. Out of financial desperation, Dr. Tumolo had accepted private funding for the project from Malcom Donalbain, an eccentric former executive of the Brand Corporation, who planned to create an army of women warriors to serve him. Not trusting the test subject that Donalbain had coerced her to use, Tumolo had Nelson secretly undertake the experiment alongside the other woman. Donalbain's test subject, Shirlee Bryant, and Greer Nelson emerged from the battery of treatments with superhuman physical capabilities.

When Bryant died in a test of her abilities, Donalbain had his henchmen set off dynamite charges in the laboratory to make it appear that Bryant had died accidentally in an explosion. Tumolo was injured in the explosion. Believing her mentor to be dead, Nelson determined to stop Donalbain's plans. She donned one of Donalbain's specially designed cat costumes, and calling herself the Cat, thwarted Donalbain's plans and sent him to jail. Nelson soon learned that Tumolo had not been killed but had been hospitalized for apparent brain damage. During this time, Nelson, as the Cat, pursued a brief career as a crimefighter, operating mostly within the Chicago area.

Unknown to Nelson, Tumolo was a member of the Cat People, a race of humanoids magically evolved from cats in Europe during the Middle Ages. Prior to the explosion Donalbain had engineered, Tumolo had become aware of a plot by the subversive organization HYDRA to steal a bacterial culture that had been developed by Tumolo's ancestors. HYDRA had discovered the secret of Tumolo's ancestry and suspected her of possessing the formula for "The Final Secret," or the Black Plague. Tumolo had chosen to feign brain damage in order to evade HYDRA, but HYDRA abducted her from the private home where she had apparently been convalescing.

Nelson put on her Cat costume and pursued them. HYDRA agents fled from the Cat's attack, but during the confrontation managed to shoot her with "alpha radiation," an unknown form of radioactivity. To save Nelson's life, Tumolo and the Cat People mystically transformed her into the legendary half-human, half-cat warrior they called the Tigra. As Tigra, Nelson helped the Cat People defeat the HYDRA agents.

Although she was able to use the cat's-head amulet to change back to her human form, Nelson became so accustomed to and enamored of her feline form that she seldom made the transformation. Moving from Chicago, she became a full-time adventuress, encountering and defeating such menaces as the Rat Pack, Kraven the Hunter, Tabur, and the Super-Skrull. She also briefly worked with Red Wolf, Spider-Man, and the Fantastic Four. Tigra was among the handful of costumed crimefighters that the telepath Moondragon coerced into vying for Avengers membership. She was elected to membership and served for several months, all that time doubting she was worthy of membership in the group. Although she proved herself while in battle with the Molecule Man, she decided to resign her active membership. Moving to San Francisco, she became friends with Jessica Drew, the original Spider-Woman.

Months later, when Hawkeye moved to Los Angeles to form a West Coast branch of the Avengers, she was invited to join. She made a staunch addition to the team, despite the fact that the human and feline sides of her personality had become at odds with one another, causing her behavior to become somewhat erratic. Because of her catlike need for attention, she became involved with both Henry Pym and Wonder Man at the same time. The ultimate solution to her discordant nature presented itself when she and the West Coast Avengers journeyed to the "Land Within," the magical dimension where the parent tribe of the Cat People dwelled. The ruler of the Cat People offered to magically cure her of her split personality if she would kill Master Pandemonium, a demonic human being whom the Cat People feared and hated. Although Tigra agreed, she could not bring herself to violate the Avengers' code against killing when she had the opportunity to do so.

Finally, in a second trip to the "Land Within," Tigra managed to integrate her two warring "souls" without committing murder. The process involved the removal of her "cat-soul" entirely, and the subsequent restoration of it while she wore a facsimile of her original cat-suit. Transformed more completely than before into the legendary she-warrior, Tigra sprouted a tail like the other Cat People had. Returning with the West Coast Avengers, Tigra has found that the two aspects of her personality are once again fully integrated. She remains an active member of the West Coast Avengers, living at their headquarters compound, although she has been romantically involved with several members of the team.

STATISTICS

F	PR (4)
A	TY (6)
S	TY (6)
E	GD (10)
R	IN (40)
I	EX (20)
P	GD (10)

Health: 26
Karma: 70
Resources: RM
Popularity: −10

BACKGROUND
Real Name: Unknown
Occupation: Inventor and technician serving the underworld
Identity: Secret
Legal Status: Unknown
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Manhattan
Past Group Affiliation: None
Present Group Affiliation:

KNOWN POWERS
None
Talents: The Tinkerer is a genius at Electronics and Engineering. He also has the Repair/Tinkering talent.
Contacts: The Tinkerer has worked with or sold weapons to Mysterio, the Ani-Men, the Grim Reaper, Goldbug, Rocket Racer, Big Wheel, Jack-o-Lantern, Whirlwind, and the Jester.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
The Tinkerer is completely obsessed with technology and his creations. They are now his sole occupation in life. He will no longer foolishly risk his own freedom by becoming directly involved in criminal activities. Instead, he prefers to hire out his services and inventions to those better suited for direct confrontation with law officials and costumed interlopers.

The sinister nature of the vast majority of his inventions seems to indicate that the Tinkerer is somehow obsessed with pain and violence.

HISTORY

Very little is known about the background of the man called the Tinkerer. His career as an inventor and supplier of exotic weaponry and technology to the underworld was already well-established at the time Spider-Man began his crimefighting career. Operating from beneath the storefront "Tinkerer Repair Shop," the Tinkerer and several unem-

ployed movie stuntmen and special effects people were involved in a scheme to plant monitoring devices inside the radios of certain military and government officials. In so doing, they hoped to learn information with which they could blackmail the officials. Apparently as an elaborate exercise, the Tinkerer's accomplices disguised themselves as extraterrestrials and even had a hovercraft outfitted as an exotic spaceship. When Spider-Man stumbled upon the operation and interfered, he was convinced that it was indeed the handiwork of aliens. The Tinkerer and his accomplices managed to escape from Spider-Man when the Tinkerer's lab went up in flames. Finding a latex lifemask, Spider-Man believed that the Tinkerer, too, was an alien masquerading as a human being. It was not until years later that Spider-Man learned the truth about the situation. One of the bogus aliens went on to become Spider-Man's nemesis Mysterio.

Spider-Man's second encounter with the Tinkerer occurred after the Tinkerer was hired by an undisclosed third party to outfit a car known as the "spider-mobile" with weapons designed to kill Spider-Man. The costumed crimefighter rode in the car to the Tinkerer's new lair, and after a short battle, defeated the Tinkerer and his henchman Toy. Unfortunately, by the time the police came, the Tinkerer had used one of his many gadgets to escape. While defeating another scheme, Spider-Man discovered the Tinkerer's henchman Toy to be a mechanical automaton.

Since then the Tinkerer has refused to commit any crimes himself or to put himself at risk. He has subsequently used his talent for invention solely to design and make exotic weapons and devices for other criminals to use. The Tinkerer is the second largest underworld technology supplier, right after Justin Hammer, and right before Madame Menace. Unlike Hammer and Menace, who farm out the designing and manufacturing of the devices to their staffs, the Tinkerer does all of the work he is contracted for himself. He is the least expensive of the three suppliers, largely because he has such a low overhead and manufactures everything from salvaged parts.

STATISTICS

F	AM (50)
A	GD (10)
S	UN (100)
E	MN (75)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 235
Karma: 30
Resources: TY (6)
Popularity: −5

BACKGROUND

Real Name: Mary "Skeeter" MacPherran
Occupation: Professional criminal
Identity: Secret
Legal Status: Citizen of the U.S. with no criminal record
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operation: Mobile
Past Group Affiliations: Masters of Evil IV, partner of the Absorbing Man
Present Group Affiliation:

KNOWN POWERS

Body Armor: Titania's tough flesh provides Monstrous protection from physical attacks and Amazing protection from energy attacks.
Resistances: Amazing resistance to heat, fire, cold, corrosives, and disease
Talents: None
Contacts: Titania is a member of the fourth Masters of Evil, and has frequently collaborated with the Absorbing Man.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Mary MacPherran always resented her petite size and the way in which others seemed to take advantage of her. When she was offered the opportunity to become a nearly invincible supervillainess, she quickly accepted and began using her newfound powers to exact vengeance upon the world at large. Titania is a simple brutish thug. Her first solution to any problem is the use of her physical prowess.

HISTORY

Very little is known about the life of Mary MacPherran before she was taken to the Beyonder's planet for the first "secret war." Among the many civilians living in a suburb of Denver that the Beyonder spirited away, MacPherran and her friend Marsha Rosenberg were contacted by the monarch Doctor Doom and offered the opportunity to be given

superhuman strength. Doom was interested in acquiring more accomplices with whom to vie for the Beyonder's prize of power, and MacPherran was eager to serve him in exchange for increased physical attributes for herself. Doom subjected MacPherran and Rosenberg to various radiation treatments. Upon emerging, MacPherran's slight frame had been augmented by several hundred pounds of muscle, granting her superhuman strength. She designed a costume for herself and dubbed herself Titania.

Titania was introduced by Doom to the other superhuman criminals who had been assembled by the Beyonder. She wished to test her strength but could not persuade any of the males to engage her in battle. Along with Doctor Octopus, Ultron, the Wrecker, the Absorbing Man, and Volcana (Marsha Rosenberg), Titania successfully attacked the fortress where the superhuman crimefighters were quartered in order to free those criminals who had been captured. In subsequent skirmishes, she fought the various X-Men to a standstill, and when the She-Hulk invaded the criminals' stronghold and overpowered Bulldozer of the Wrecking Crew, Titania went one-on-one with the She-Hulk and had her down when Titania's teammates joined the battle. In a later skirmish, Titania battled Spider-Man, but despite her superior strength, Spider-Man's agility, reflexes, spider-sense, and fighting experience enabled him to defeat her. Since then, she's had a strong fear of facing Spider-Man in combat again.

Titania and ten of her fellow criminals escaped the planet of the Beyonder's world when the Molecule Man returned the Denver suburb to Earth. Since then, Titania has remained in the company of the Absorbing Man, whose raw physical power she greatly admires. The two of them were among the superhuman criminals recruited by Baron Zemo in his latest incarnation of the Masters of Evil. They were sent on a recruitment mission which prevented them from joining the main force that occupied Avengers Mansion. They did, however, encounter Spider-Man and various Avengers elsewhere. The Absorbing Man and Titania are currently in police custody.



FIRST VERSION STATISTICS

F	GD (10)
A	EX (20)
S	AM (50)
E	MN (75)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 155
Karma: 40
Resources: GD (10)
Popularity: −30

SECOND VERSION STATISTICS

F	RM (30)
A	RM (30)
S	AM (50)
E	MN (75)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 185
Karma: 40
Resources: GD (10)
Popularity: −30

BACKGROUND
Real Name: Boris Bullski
Occupation: Former Communist party official, now KGB agent
Identity: Publicly known
Legal Status: Citizen of USSR
Other Known Aliases: The Other, the Commander
Place of Birth: Makeyevka, USSR
Marital Status: Married
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: KGB, former member of the Titanic Three, former member of the Green Liberation Front
Present Group Affiliation:

FIRST VERSION POWERS
Body Armor: All of Bullski's powers are derived from the titanium/steel battlesuit that he wears. While not in the suit, Bullski's abilities are:

F	A	S	E	R	I	P
GD	EX	GD	RM	GD	EX	GD

The fist version of the armor provided Incredible protection from physical attacks, and Amazing protection from energy attacks. The armor had Monstrous resistance to Heat, Cold, and Radiation.
Flight: The first version of the armor could fly at Incredible air speed (20 areas per round), Amazing speed if in open country (25 areas per round).
Weapons Systems: The first version of the armor was equipped with numerous weapons systems, including:

- Gauntlet-mounted blasters that inflicted Incredible Force damage at a range of 10 areas.
- A chest-mounted heat beam of Incredible heat damage at a range of 5 areas.
- A gauntlet-mounted tractor beam that allowed the wearer to exert Incredible Strength at a range of 5 areas.
- Radar Rings of coiled metal that were fired to Grapple an opponent with Remarkable Strength at a range of 5 areas.

SECOND VERSION POWERS
Body Armor: All of Bullski's powers are derived from the titanium/steel battlesuit that he wears. While not in the suit, Bullski's abilities are:

F	A	S	E	R	I	P
GD	EX	GD	RM	GD	EX	GD

The later version of the armor provid-

ed Incredible protection from physical attacks, and Monstrous protection from energy attacks, including Heat, Cold, and Radiation.

Flight: The armor can fly at Monstrous air speed (30 areas per round).

Weapons Systems: The later version is equipped with advanced versions of the weapons carried on its earlier counterpart including:

- Gauntlet-mounted blasters that inflict Amazing Force damage at a range of 10 areas.
- A chest-mounted heat beam of Incredible heat damage at a range of 5 areas.
- A gauntlet-mounted tractor beam that allows the wearer to exert Amazing Strength at a range of 5 areas.
- Radar Rings of coiled metal that were fired to Grapple an opponent with Remarkable Strength at a range of 5 areas.

Cloaking Screen: The current version of the armor also features a cloaking device that creates an Amazing illusion of Invisibility over the suit and its wearer. The suit can also be easily modified to create an illusion of another character of roughly the same size and weight as the armor over the suit and its user, and the cloaking screen also functions as Amazing rank ECM against radar devices and early-warning systems.

Talents: Boris Bullski is skilled in Bureaucracy and Detective/Espionage.

Contacts: After a lengthy period of exile, Titanium Man has renewed ties with a faction in the Soviet government which occasionally provides him with Amazing Resources.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Boris Bullski remains to this day a completely loyal devotee of the Soviet government and Communist ideology in general. He will do anything he can to promote the Communist way of life and Communist ideals. Hand-in-hand with Bullski's desire to serve Communism is a need to prove himself to his superiors. The many defeats he has suffered over the years has made party officials question his abilities on more than one occasion.

HISTORY

Boris Bullski was a high-level Communist Party official in the Soviet government. His unbridled ambition within the Party, as well as his intimidating appearance (which won him the nickname of "Boris the Merciless") garnered the disfavor of Kremlin officials, who transferred him to an administrative post at an obscure work camp in Siberia. Angered by the demotion, Bullski had the scientists create a suit of titanium armor containing highly sophisticated weaponry. Bullski planned to use the armored suit to battle and defeat Iron Man.

The scientists were unable to duplicate Iron Man's armor, so their product was nearly twice the size and weight of Iron Man's suit, part of the volume being filled by Bullski's large frame. Iron Man accepted Bullski's challenge, and, in a strenuous battle, defeated the Titanium Man in front of an international television audience.

Immediately Bullski began preparing for a rematch. He was subjected to unknown biological treatments that increased his physical size. The titanium armor suit was redesigned and made far more formidable. This time, the Titanium Man battled Iron Man in the sky over Washington, D.C., but was again defeated. Abandoned by the Soviet government, the Titanium Man subsequently served the Vietnamese Communist scientist known as Half-Face for a time but then was accepted back into the service of the Soviet government. However, a third try at Iron Man, this time with Crimson Dynamo, was also unsuccessful.

Fleeing from the Soviet government in disgrace, the Titanium Man and Crimson Dynamo found refuge in Vietnam. There, they teamed up with the Radioactive Man as the Titanic Three, champions of eastern Communism.

Later, somehow back in favor, Bullski was secretly returned to the U.S. to force a scientist named Sergei, who lived in the United States, to create technologically sophisticated armored suits by threatening to harm his parents, who lived in the Soviet Union. Concealing his true identity under the alias of "the Commander," the Titanium Man organized the Green Liberation Front (GLF), a group of disaffected Vietnam veterans. The Titanium Man gave the GLF members the armored suits, which could be transformed into small card-sized objects, and weaponry, and sent them to rob banks. The GLF members believed they were merely thieves. In fact, they were pawns in the Titanium Man's mission to plant a computer feedback impulser within the Federal Reserve Bank.

The alien adventurer Beta Ray Bill fought the GLF and the Commander himself, who used an illusion-casting device to disguise the appearance of his titanium armor. Sergei, learning that his parents were dead, exposed the commander as the Titanium Man. The GLF members, incensed at being deceived by a Soviet agent, attacked the Titanium Man, who activated a teleportation device to escape. His atoms were reassembled at his headquarters in the form of a card. Sergei then simply ripped up the card, depositing the pieces in a trash can.

Since then, the Gremlin, a member of the Soviet Super Soldiers, has worn a version of the Titanium Man's armor. Whether or not the original Titanium Man can ever be returned to life remains to be seen.

STATISTICS

F	PR (4)
A	RM (30)
(S	TY (6)
E	EX (20)
R	EX (20)
I	TY (6)
P	PR (4)

Health: 60
Karma: 30
Resources: PR
Popularity: −5

BACKGROUND

Real Name: Mortimer Toynbee
Occupation: Sometime adventurer, former subversive
Other Aliases: The Terrible Toad King
Legal Status: British citizen with a criminal record
Identity: Known to government law enforcement agencies
Place of Birth: York, England
Marital Status: Single
Known Relatives: None
Base of Operations: Unknown at present
Past Group Affiliation: Former member of the Brotherhood of Evil Mutants, member of the Misfits
Present Group Affiliation:



KNOWN POWERS

Leaping: Toad's mutant ability centers on the elastic cartilage and unusually well-developed muscles in his legs. He can jump 3 areas horizontally or four stories vertically.

Hopping, Multiple Attack: Toad's favorite, and most efficient, attack mode is used against a group of characters in the same area. This attack uses the Charging column and is performed by Toad's hopping from character to character. His legs can deliver a blow causing Excellent damage to each target. The maximum number of targets he can attack in one area is nine. Even if he misses one target, he can continue to hop attack each potential target in the area.

Hopping, Single Attack: If the Toad does nothing else in a round but hop, he can end the round by striking a single target with a body hop, causing Remarkable damage. This hop attack uses the Charging column. Because Toad's single attack hops are so hard to gauge when he is leaping, his Agility can be used at the same time for Dodging.

Talents: While not very talented in creating new or original items (Toad has a Reason of Poor when attempting to do so), Toad has helped build and maintain the machines of such luminaries as Magneto, Arcade, and the Stranger. He has Remarkable reason in the fields of electronic maintenance and rewiring.

Contacts: Toad has worked with Magneto, Arcade, and the Stranger. Under the right conditions he might be able to call upon them as contacts. Toad was also an amusement park manager for a time and has firm contacts within that industry. He is currently a member of the Misfits.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The odd stature, homely features, and unusual powers that are a result of his obvious mutation have made Mortimer Toynbee a subject of ridicule and disdain since birth. This has affected his personality to the point where he will be slavishly subservient to anyone who shows concern for or interest in him. Toad is persecuted and insecure.

HISTORY

Mortimer Toynbee was abandoned by his parents so early in his childhood that he cannot remember them. He was placed in an orphanage where he was continually tormented by the other children, who regarded him as a freak due to his ugliness, his unusual physique, and his leaping ability. Toynbee was so traumatized by his loneliness and the continual abuse he received that it affected his learning abilities. The teachers regarded Toynbee as mentally retarded even though, in actuality, he was of normal intelligence.

At some point after achieving adulthood, Toynbee was discovered by Magneto and recruited for his Brotherhood of Evil Mutants. Magneto gave Toynbee the alias of the Toad because of Toynbee's powers, appearance, and personality. The Toad blinded himself to Magneto's continual verbal and physical abuse because Magneto was out to conquer the human race that had rejected the Toad.

As a member of the Brotherhood of Evil Mutants, The Toad met the mutant the Scarlet Witch, and became infatuated with her, thought she did not reciprocate the feeling.

Magneto and the Toad were captured by the alien called the Stranger and imprisoned on the alien's distant world. When Magneto first escaped, he callously left the Toad behind, and the Toad's attitude toward his master began to change. After being recaptured, Magneto escaped a second time and took the Toad with him, but his continued bullying caused the Toad's resentment to increase until it flared into murderous hatred. The Toad abandoned Magneto to die in an explosion that followed an encounter with the Avengers and the X-Men. It was later discovered that Magneto survived.

The Toad later returned to the Stranger's planet where he studied and stole the Stranger's technology and equipment in an effort to become more powerful and thus more appealing to the Scarlet Witch. However, just as he prepared to return to Earth, he learned that the Scarlet Witch had married the Vision. Enraged, he planned to strike out at her, attacked the Avengers to learn her whereabouts, and was defeated.

He served a short prison term and was released, at which time he commissioned the criminal Arcade to construct a series of deadly traps in a seemingly deserted castle in upstate New York, Renaming himself the Terrible Toad King, he planned to entrap everyone who he felt had abused him, placing them in the palace where they would be killed in the attempt to escape. His first victim was the X-Man called the Angel. In capturing the Angel, the Toad accidentally kidnapped the Thing, too. Just as the two were about to escape, Arcade stepped in and demanded immediate payment for his services. Unable to pay and fearful for his own life, the Toad fell into a panic.

The Angel took pity on Toynbee and formulated an agreement with him to convert the castle into an amusement park, paying the debt in the process. The endeavor was a success until it was discovered that the castle's original owner was Victor Von Doom. Doom sent a robot of himself and a security force to remove the Toad and restore the structure to its original state.

Toynbee again fell into despondency and decided to commit suicide, an attempt which was interrupted by Spider-Man. Hoping to make Spider-Man his friend, he hired a group of criminals to attack Spider-Man, but in the process he met Frog-Man and Spider-Kid. The three formed a partnership of their own called the Misfits.

Though seeking the help of a psychiatrist during this period, Toynbee was still obsessed with the Scarlet Witch. He used some robot dopplegangers of the original Brotherhood of Evil Mutants, but was stopped by Quicksilver. Toynbee and his automatons were removed to Project Pegasus for study, but one of the robots reactivated on a timed progam and freed its builder. Ultimately he again came into conflict with Spider-Man, whose approval he still valued. The Toad defeated Spider-Man and the Vision using a powerful exoskeleton. Forcing his way into the New Jersey home owned by the Scarlet Witch and the Vision, he found the Scarlet Witch eight months pregnant. Finding her repulsive, he attacked her. She defeated him, but he escaped and his current whereabouts are unknown.

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	GD (10)
R	IN (40)
I	EX (20)
P	GD (10)

Health: 28
Karma: 70
Resources: RM (30)
Popularity: −5

BACKGROUND

Real Name: Artur Zarrko
Occupation: Former civil servant, later conqueror and dictator
Identity: Publicly known in the alternate futures of the 23rd and 50th centuries
Legal Status: Citizen of the United States with a criminal record in an alternate future of the 23rd century.
Place of Birth: Old New York, United States of the Americas, in an alternate future.
Marital Status: Single
Known Relatives: None
Past Group Affiliation: None
Present Group Affiliation: None
Base of Operations: 23rd century, later 50th century

KNOWN POWERS

Time Cube: Tomorrow Man has constructed a small cube which enables him to travel in time with Shift-Z ability. The cube permits him to travel as far as 500,000 years into the past in one jump, or 5,000 years into the future. The cube operates on some unknown power source and can apparently make an unlimited number of trips before needing a "recharge." A trip with the Time Cube is instantaneous, and the Tomorrow Man can take several other persons with him on a voyage (weight limit of 50,000 lbs).

The Servitor: Tomorrow Man has often used a modified mining robot from his own century as a warrior and bodyguard. The Servitor is approximately twenty five feet tall, and has the following stats:

F	A	S	E	R	I	P
RM	GD	MN	MN	PR	PR	PR

Health: 190
Karma: 12



The Servitor has Incredible protection against physical and energy attacks, and carries a weapon called a "Power Lance" which can launch bolts of concussive force (Amazing damage at ten areas).

Blaster Pistol: Tomorrow Man usually carries a Blaster Pistol that does Remarkable energy damage at a range of 10 areas.

Talents: Tomorrow Man is a scientific Genius in the fields of Electronics, Physics, and Time Travel. He also has the Engineering and Repair/Tinker talents.

Contacts: Tomorrow Man has called upon his old enemy, Thor, and his friends, the Warriors Three, for aid in the past.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Tomorrow Man is a power-mad conqueror whose only ambition is conquest. His desire for devastation is so great that it once caused him to flee the Utopian peace of the 23rd century.

Tomorrow Man's greatest weapon is his nearly unrivaled intellect. He always has some master scheme up his sleeve, and his foes would be unwise to underestimate him.

HISTORY

Artur Zarrko was a citizen of an alternate future Earth of the 23rd century (not the same as that of Thundra), a period of international peace. Entertaining ambitions of world conquest, Zarrko was frustrated by the unavailability of weapons since the disarmament program of a century before. No information on the construction or design of advanced weaponry was available any longer. Zarrko therefore used his scientific genius to construct a time machine in order to travel back to a century when powerful, advanced weapons had existed, steal some, and bring them back to his own time so that he could use them to achieve world domination.

Zarrko therefore traveled to the 20th century, where he stole an experimental cobalt bomb from the United States Army, and where he received the alias of "the Tomorrow Man." Returning to his own time, Zarrko made improvements on the bomb which vastly increased its destructive potential. The Asgardian thunder god Thor had witnessed the theft and followed Zarrko to the 23rd century. Zarrko tried unsuccessfully to destroy the thunder god, and finally, in an act of desperation, tried to set off the cobalt bomb. Thor prevented the detonation, and the fleeing Zarrko lost control of his skycraft, which crash-landed. The impact gave Zarrko amnesia, and the authorities of his own century gave him a new identity and employment as a clerk. After 23rd century scientists returned the bomb to its original state, Thor took it back to the 20th century.

Later, Thor's evil adoptive brother, Loki, used his sorcery to restore Zarrko's memory, hoping Zarrko would destroy Thor. Zarrko rebuilt his time machine, and traveled back to the 20th century, where he coerced Thor into vowing to help him conquer 23rd century Earth. Thor helped Zarrko reach the Master Machine, a computer which ran the government of the 23rd century Earth. Having thus fulfilled his vow, Thor then captured Zarrko and turned him over to the authorities.

Subsequently, Zarrko unsuccessfully clashed with Kang the Conqueror, who had invaded the 23rd century. Still later, Zarrko traveled to an alternate future Earth of the 50th century and conquered it. Zarrko became Earth's king and ruled oppressively. He went to the 20th century to enlist the aid of Thor and the Warriors Three in defeating the menace posed by three mysterious beings called the Time-Twisters. The Earth of the 50th century was save, but Zarrko no longer ruled. His current whereabouts and activities are unknown.

STATISTICS

F	GD 10
A	RM 30
S	EX 20
E	AM 50
R	MN 75
I	UN 100
P	MN 75

Health: 110
Karma: 250
Resources: CL1000
Popularity: 0

BACKGROUND
Real Name: Unrevealed
Occupation: Cosmic Barterer
Identity: Unrevealed
Legal Status: None
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Past Group Affiliation: Elders of the Universe
Present Group Affiliation: None
Base of Operations: Space

KNOWN POWERS
Immortality: The Trader does not die if reduced to 0 Health and Shift-0 Endurance, nor does he age. This ability has Class 5000 rank.
Invulnerability: Trader has Class-1000 invulnerability to all physical and energy attacks, toxins, diseases, and aging. Slams and Stuns still affect him, however.
Power Primordial: With the power primordial possessed by all of the Elders of the Universe, Trader can duplicate the following powers at the Unearthly rank. In addition, he can develop other powers as Power Stunts:

- *Empathy:* The Trader can easily read others' emotions.
- *Imitation:* The Trader can disguise himself as almost any life form in the universe with Unearthly accuracy.
- *Life Support:* The Trader can survive in deep space and other hostile environments effortlessly.

Talents: The Trader has the Business, Finance and Psychology talents. His Reason is Shift X in such matters.
Contacts: The Trader is an Elder of the Universe, and can call upon his brethren at any time.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Little is known of the Trader except for the fact that he has dedicated his eons long life to cosmic barter. Presumably, he trades for profit. No one knows whether he simply enjoys haggling, or is working toward some sort of master plan (the former is the more likely alternative).

HISTORY

Trader is one of the Elders of the Universe. The elders are a group of unique, immortal individuals, all of whom have outlived their native races, usually through devoting themselves to one particular occupation, hobby, or craft. The elders are therefore not a particular race, but a gathering of very powerful individuals , all of whom are the last (or only) of their breed. Trader's partners in the Elders are Gardener, Astronomer, Oblixerator, Runner, Grandmaster, Collector, Champion, Possessor, Contemplator, and Ego, the last being the Living Planet.

Trader joined with his fellow Elders in a plot to destroy our universe, such that they may transcend the boundaries of our existances, becoming the masters of the next universe that will be formed. The Elders used the existence of Galactus, who came from a previous universe before our big bang, as proof that this was possible. To effect the destruction of this universe, the Elders had to gain great power, with which to destroy Galactus himself. Most of the energy of the universe is balanced between the forces of Death and Eternity, with Galactus holding the small remaining balance. By destroying Galactus the Elders sought to upset the balance and destroy the universe.

To that end, the Elders sought out the powerful soul-gems. Trader used his extensive abilities to trade for no less than two of these precious gems. In the end, however, their plan came to naught, and as punishment, the entity Death declared them undying and Galactus dumped Trader, Possessor, and Astronomer down a black hole into another dimension.

Trader and the other Elders retained control of the soul-gems, such that the Silver Surfer, aided by the Invisible Woman and Mr. Fantastic had to pursue them to rescue Galactus (who had consumed the energies of the other Elders, but, they being undying, earned himself nothing but cosmic indigestion). Trader forced the Surfer to bring him and his companions back into our universe, and pitted the force of balance of that universe, the In-betweener, against Galactus. In the end, the In-betweener was defeated, but the other Elders freed him from Galactus's clutches. Trader and his fellow Elders escaped, to plot for another day.

Trader is a master negotiator, taking great pride in the "art of the deal," as terrans would say. He is at his best when he is trying to buy or sell something whether it is a planet or a personal service. A true victory for Trader involves not only convincing his opponent to trade, but to do so at an exchange favorable to Trader AND for the opponent to be convinced that he (Trader's opponent) got the better end of the deal.

STATISTICS

F	PR (4)
A	GD (10)
S	PR (4)
E	GD (10)
R	EX (20)
I	GD (10)
P	GD (10)

Health: 28
Karma: 40
Resources: GD
Popularity: 10

BACKGROUND
Real Name: Peter Petruski
Occupation: Professional criminal
Identity: Publicly known
Legal Status: Citizen of the U.S. with a criminal record
Former Aliases: Paste Pot Pete
Place of Birth: Gary, Indiana
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Frightful Four
Present Group Affiliation:



KNOWN POWERS
Hyper-Invention: The Trapster has Remarkable ingenuity in creating devices and chemicals related to the field of adhesives. He can create adhesives and weapons out of whatever materials are on hand.
Paste Gun: This is a large pistol linked by tubes to a chemical cannister worn on the right hip. The gun can fire a stream of glue at a range of 2 areas. The glue is flameproof and possesses Monstrous adhesion against anything it contacts. It also acts as a Grappling attack of Monstrous Strength. The glue remains liquid in its cannister and does not set until ten seconds after it is fired from the paste gun. The glue crumbles when exposed to ultraviolet light. Normal sunlight crumbles the glue in five hours; higher intensities of UV decrease this time considerably.

The Paste Gun features a variable nozzle. It can fire a fine line up to two areas away. Alternately, it can be set to flood an area. The pistol can flood a 10-foot cube in 15 seconds. As a power stunt, the Trapster has learned how to fire a line at a target and then retract it quickly, thus drawing the target toward him, if it is lighter than his own body. If the object is heavier, the Trapster is drawn toward it. In this way, the Trapster can swing through a city or hitch a ride on space or air vehicles much like Spider-Man.
Traps: The Trapster carries a variety of spring-loaded spheres. These devices have Excellent material strength. When activated, they snap open to reveal a series of balls and disks; these rebound erratically and lock on to the limbs of anyone they hit. A second type of trap is based upon the use of "memory wire;" when activated the a long wire springs out a forms a pre-determined shape, such as a cage or weapon.
Wall-walking Boots: These boots were recently created by the Trapster and give him Remarkable wall crawling. The boots contain reservoirs of glue dispensed through the soles. Sensors in each shoe release a small amount of glue when the sole is pressed against a vertical or inverted surface. When the Trapster arches his foot to take another step, another type of glue is released that

detaches the previously dried glue and affixes the boot to its new spot. Special bracings in his leggings assist the Trapster in walking horizontally and inverted.

Talents: The Trapster is a superb chemist specializing in adhesives and delivery mechanisms.

Contacts: The Trapster is a founding member of the Frightful Four but is currently estranged from all of its past members.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Trapster is much more a thief than a conqueror, but occasionally sets his sights on more glamorous prizes, such as the occasional missile or arcane invention. The Trapster also suffers from a bit of an inferiority complex; he is aware that he appears as a ludicrous villain with an outlandish weapon. He is still trying to live down his original alias of "Paste Pot Pete."

HISTORY

Peter Petruski was a research chemist who formulated an extremely adhesive "multi-polymer" liquid. Motivated by greed, he decided to use his discovery to commit crimes. Petruski created a gun which could spray his super-adhesive paste, and calling himself Paste-Pot Pete, he embarked upon a series of thefts, including an attempt to steal a top secret U.S. Army missile. He was thwarted and defeated by the Human Torch on several occasions, including one in which Petruski joined forces with the criminal called the Wizard. Jailed, Petruski won a special parole when he provided the Avengers a special solvent to counteract the "Adhesive X" used by Baron Heinrich Zemo. Once out of jail, Petruski rented a recently vacated but fully functional glue factory. He used the facility to develop stronger and more versatile pastes, and to completely redesign his weaponry and costume. Despite these modifications, he met yet another defeat at the hands of the Human Torch and the Thing.

The Wizard then invited Petruski to join him in creating a criminal counterpart to the crimefighting Fantastic Four to be called the Frightful Four. Recruiting the Sandman and Medusa, the Frightful Four raided the Fantastic Four's Baxter Building headquarters, and affixed the Wizard's anti-gravity discs to their toes. The Fantastic Four managed to escape before floating into airless space, however, but were unable to capture the Frightful Four.

The Frightful Four went into hiding for a few weeks, during which time Petruski collaborated with the Wizard on several new projectile weapons, or "traps," and became the Trapster. Kidnapping the Invisible Girl, they lured the Fantastic Four to a Pacific atoll where they rigged an experimental "Q-bomb" to detonate. The Fantastic Four narrowly escaped. Weeks later, the Frightful Four made their third attempt. Capturing the Thing, the Wizard used his "Id Machine" to simulate the Thing's natural tendencies toward evil and brainwash him into obeying the Wizard's commands. The Fantastic Four finally managed to subdue the Frightful Four, and all but Medusa were turned over to the authorities.

When the Trapster finally broke free of imprisonment, he unwisely decided to try his hand at getting revenge on the Fantastic Four alone, but he failed in several attempts. Joining the Wizard and Sandman in France, they tried to steal some new fissionable material called Quadranium from NATO but with no more success.

For the next few years, the Trapster's criminal activities were conducted solely in concert with the Frightful Four. Once the three active members attempted to defeat the Fantastic Four at the home of Agatha Harkness, and were repelled by the old woman's witchcraft. Then, with the woman warrior, Thundra, taking Medusa's place, the Frightful Four launched three attacks against the Fantastic Four in quick succession. Ultimately, however, Thundra betrayed them to the Fantastic Four. The three were placed in police custody.

The Trapster remained with the Wizard and the Sandman in two further attempts to make the Frightful Four a viable team. Again breaching the Baxter Building and capturing the Fantastic Four, the Frightful Four took on a fourth member, the Brute, who was a counterpart to Reed Richards from the artificial planet Counter-Earth. Despite the Brute's strength, the Frightful Four was once more overpowered. A few years later, with the experienced criminal Electro as their fourth member, the Frightful Four again broke into the Fantastic Four's headquarters, with the Trapster gaining entrance disguised as the Spider-Man. After this defeat, the Frightful Four disbanded, and the original members went their separate ways.

Recently the Trapster modified his weaponry, trading in his hand-held paste pistol for a system of paste-shooters integrated into the sleeves of his uniform. In this way, the tubing connecting his gun to his adhesive cannisters was no longer exposed and thus detachable. He also packaged the lubricant that he had used to dissolve the paste over the years so he could spray it as well. Teaming with Whirlwind, the Trapster set a trap for Captain America in an attempt to accomplish one good clean victory over a well-known crimefighter. Captain America escaped however, and turned them over to local authorities. As soon as Captain America left, the two freed themselves and went their own ways. The Trapster's current activities are as yet unrevealed.

GROUP BACKGROUND

Trash is a group of super-powered inner city youths who for a time acted as agents of a criminal known as a the Garbage Man. Some of the members are runaways, others abused, and others seeking to bring some cash into their families. In any event, the only way out of their situation seemed to be crime, and soon they become the super-powered enforcers and lackeys of the Garbage Man. He gave them the name Trash in disrespect, but they have since taken the name as a badge of honor.

Garbage Man operated a profitable crack operation in New York, using the youths as protection and runners. Given the young people's desperate situation, the morality of running drugs made no impact on them and Garbage Man kept them in line through abuse and violence. Trash battled Power Pack when the team of young super heroes tried to break up Garbage Man's crack operation. They led Power Pack back to their boss, who helped defeat them. When it became clear that Garbage Man was going to kill the young heroes, Trash rebelled and turned on their former master. They freed Power Pack and together the two groups defeated Garbage Man, whose cocaine supplies went up in smoke in the battle.

Freed of the Garbage Man, Trash turned down Power Pack's suggestion to become full-fledged heroes, instead choosing to make their own way on the street under their own code. Razor Cut is the team leader, but Crazy Legs seems to be the most industrious and conniving, while the taciturn Brute and the young Blasting Cap and Airhead follow their leads.

Whether Trash chooses to be villains or heroes, or to operate in their own grey area between those poles, has yet to be revealed. The streets will be alive with the news when they choose.



BRUTE

STATISTICS

F	TY (6)
A	PR (4)
S	RM (30)
E	IN (0)
R	FB (2)
I	PR (4)
P	TY (6)

Health: 80
Karma: 12
Resources: FB
Popularity: −10

KNOWN POWERS

None
Talents: None

ROLE-PLAYING NOTES

Brute is a large, rather slow child. Like most of the members of Trash, Brute is definitely a follower. He is also strangely quiet.

RAZOR CUT

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	RM (30)
R	PR (4)
I	TY (6)
P	TY (6)

Health: 48
Karma: 16
Resources: FB
Popularity: −10

KNOWN POWERS

Claws: Razor Cut has claws on his feet and hands that are constructed of Amazing strength material and inflict Good Edged Weapon damage.
Razor Skin: Razor Cut's skin is composed entirely of razor-sharp armored plates. Anyone who touches him (including those who successfully attack him in HTH combat) automatically takes Typical Edged Weapon damage. Razor Cut's skin also acts as Good body armor.
Talents: None

ROLE-PLAYING NOTES

Razor Cut is a fast-talking tough guy. He functions as a sort of leader to the other members of Trash.

CRAZY LEGS

STATISTICS

F	GD (10)
A	GD (10)
S	PR (4)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 44
Karma: 22
Resources: FB
Popularity: −10

KNOWN POWERS

Crazy Legs: Crazy Legs can suddenly stretch her legs out to make powerful attacks or to aid in locomotion. She can strike targets up to 2 areas away with her legs. Her Fighting is Excellent while using her legs, and the legs strike for Good damage. While her legs are extended, Crazy Legs can move at Typical ground speed (3 areas/round).
Talents: None

ROLE-PLAYING NOTES

Crazy Legs is probably the most sure-minded of the Trash bunch. She likes to use her head.

AIRHEAD

STATISTICS

F	TY (6)
A	GD (10)
S	PR (4)
E	EX (20)
R	PR (4)
I	TY (6)
P	TY (6)

Health: 40
Karma: 16
Resources: FB
Popularity: −10

KNOWN POWERS

Inflatable Head: Airhead can inflate her head with expandable gasses that allow her to float like a hot air balloon. While her head is inflated she can fly at Poor air speed (4 areas per round). There is apparently no limit upon the amount of time she may remain inflated.
Talents: None

ROLE-PLAYING NOTES

Airhead is unusually compassionate for a "super-villainess." She has a special bond with Blasting Cap.

BLASTING CAP

STATISTICS

F	FB (2)
A	TY (6)
S	PR (4)
E	GD (10)
R	PR (4)
I	TY (6)
P	GD (10)

Health: 22
Karma: 20
Resources: FB
Popularity: −10

KNOWN POWERS

Explosions: Blasting Cap can make any inanimate objects within 2 areas of him explode at will. Such an explosion does the object's Material Strength rank in damage to everyone and everything within its area. Blasting Cap finds this power extremely difficult to control. In order to explode an object, he must make a Psyche FEAT roll with an Intensity equal to the object's Material Strength rank.
Talents: None

ROLE-PLAYING NOTES

Blasting Cap is a very insecure, frightened child. He feels very uneasy about his activities for Trash, but follows their instructions anyway because they are the only family he has.



STATISTICS

F	(GD) (10)
A	RM (30)
S	RM (30)
E	IN (40)
R	GD (10)
I	GD (10)
P	EX (20)

Health: 110
Karma: 40
Resources: EX
Popularity: 6

BACKGROUND

Real Name: Unrevealed
Occupation: Scout
Identity: Secret
Legal Status: Citizen of Attilan
Place of Birth: Island of Attilan, Atlantic Ocean
Marital Status: Single
Known Relatives: Mander (father), Azur (mother), Karnak (brother), Gorgon, Black Bolt, Maximus, Medusa, Crystal (cousins)
Past Group Affiliation: Royal Family of the Inhumans
Present Group Affiliation:
Base of Operations: Attilan, the Blue Area of the Moon

KNOWN POWERS

Demihuman Body (Piscean): The Terrigen Mist gave Triton's body a fish-like appearance. Although his overall body shape remains human, his epidermis is covered in fine, green scales and his internal organs are modified to meet the needs of an aquatic existence. This new body gives Triton his powers.

Water Freedom: Triton's body is perfectly adapted for life at any depth in the ocean. He can move through the water as effortlessly as a surface dweller can move through the air. His body can alter its pressure to match that of whatever depth water Triton is in. He has Good resistance to cold. His eyes are adapted to focus either in the air or underwater.

Hyper-Swimming: Triton can swim with Typical speed (3 areas/round).

Water Breathing: Triton is primarily a water breather, although he can act as an amphibian for extremely short durations.

Weakness: Since Triton is a water breather, he must have a fresh supply of water constantly circulating around his body. This is usually provided by the magenta tubes which surround him. These tubes refilter the water, spread it across his torso, and supply it directly to his neck gills. If this device is damaged or missing, Triton begins to suffocate. After 15 turns and each turn thereafter, he must make an Endurance FEAT roll to retain consciousness. Normally a Yellow FEAT roll is required. Humid conditions lessen this to a Green FEAT while arid conditions raise it to a Red. In addition, Triton loses one point of Health per turn he is out of the water. This damage is automatically healed as soon as he immerses himself.

Talents: Triton is a master of underwater combat. While fighting underwater, his Fighting rank increases to Excellent.

Contacts: Triton is a member of the Inhumans' Royal Family. He is an ally of the Fantastic Four, the Avengers, the Sub-Mariner, and Stingray.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Triton is torn between his love of the ocean and his love for his home of Attilan. Although he is a loyal protector of his home on the moon, he finds every possible reason to return to Earth's oceans, where he feels great peace.

HISTORY

Triton is the eldest of two sons born to the Inhuman priest/philosopher named Mander and his wife Azur. Triton was placed in the mutagenic Terrigen Mist when he reached one year of age, and emerged with a number of aquatic mutations. No longer able to breathe air, the young Triton was raised in a specially designed alcove on the shore of the island of Attilan. Triton's mother, a biologist, undertook the study of ocean biology in order to help understand and care for her son. Eventually cumbersome breathing apparatus was designed to enable Triton to survive out of water for extended periods of time.

Triton's mother Azur died in an undersea mishap when he was fourteen. Four years later, Triton became an undersea scout for the Inhumans, keeping watch over human ocean-going traffic in the vicinity. When Triton was captured by sailors, Black Bolt decided that Attilan was in danger of human discovery. Attilan was subsequently moved twice, first to the Himalayas, then to the moon, neither site being close to water. Triton now occupies his time exploring the ancient subterranean water tunnels beneath the moon's Blue City. He occasionally teleports to Earth by means of Lockjaw's power, to swim the oceans and renew old friendships such as that with Prince Namor the Sub-Mariner.

STATISTICS

F	EX (20)
A	GD (10)
S	GD (10)
E	EX (20)
R	TY (6)
I	EX (20)
P	GD (20)

Health: 60
Karma: 36
Resources: GD
Popularity: 10

BACKGROUND

Real Name: Matt Hawk
Occupation: Lawyer
Identity: Secret
Legal Status: Citizen of the U.S. with no criminal record
Place of Birth: Boston, MA
Marital Status: Single
Known Relatives: None
Base of Operations: Tombstone, Texas, in the 1870s
Past Group Affiliation: None
Present Group Affiliation:

KNOWN POWERS

Pistols: The Two-Gun Kid carries two Colt .45 caliber revolvers. The Colts hit for 8 points of Shooting damage, hold six shots each, and are made from Excellent strength material. The guns have a range of 4 areas. Two-Gun Kid can fire both pistols in a single turn (even at separate targets) with no penalty.

Lasso: Two-Gun Kid also carries a lasso of Good material strength that can be used to Grapple targets up to 2 areas away with a successful Agility FEAT roll.

Talents: Two-Gun Kid is an expert with handguns and lassos (+1 CS). He is one of the fastest guns in the Old West and can easily draw both pistols and fire in the same turn. Two-Gun Kid is also an expert horseman and has the Law talent.

Contacts: Two-Gun Kid has worked with Kid Colt, the Rawhide Kid, the second Phantom Rider, and the Ringo Kid. He has also met and cooperated with Hawkeye, Moondragon, and Thor.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Two-Gun Kid is an intelligent and well-mannered hero with a flair for catching his enemies unaware. Hawk is driven by a strong curiosity and thirst for adventure. Naturally, he has found his trips to the twentieth century extremely intriguing and hopes to one day return.

HISTORY

Matt Hawk was a young lawyer from Boston, Massachusetts, settled in Tombstone, after the Civil War. Soon after arriving, Hawk was roughed up by a gang of rowdies led by Clem Carter until Carter's stepsister, Nancy Carter, a young schoolteacher, stopped them. Nancy Carter befriended Hawk, welcoming him to town.

Later, Hawk saw members of Carter's gang harassing an elderly man named Ben Dancer, who was formerly a leading gunfighter. Hawk went to try to help Dancer, who finally drew his gun on his tormentors and drove them away. Impressed with the young lawyer's courage in trying to help him, Dancer undertook to teach Hawk how to use a gun. Over the following months, under Dancer's tutelage, Hawk not only became Dancer's superior as a gunfighter, but also learned to lasso and became a superb horseback rider. Moreover, Hawk trained himself athletically until he was in excellent physical condition.

Dancer warned Hawk that if people knew how fast Hawk had become in drawing a gun, gunslingers would go after him to make their reputations by beating him in shootouts. Therefore, Hawk adopted a masked identity, calling himself the Two-Gun Kid after Clay Harder, a fictional gunslinger about whom he had read. Dancer gave him a strong, fast horse named Thunder.

Deciding to return to the East to live, Dancer boarded a stagecoach leaving Tombstone. But Clem Carter and his gang sought vengeance on Dancer, overturned the stagecoach, and were about to kill Dancer when Hawk intervened as the Two-Gun Kid. Together, the Two-Gun Kid and Ben Dancer succeeded in overcoming the gang.

From then on Matt Hawk continued to fight against criminals as the Two-Gun Kid. Hawk had a long-running romantic relationship with Nancy Carter. His best friend was "Boom-Boom" Brown, a former boxer whom Hawk trusted with the knowledge of his double identity.

At times the Two-Gun Kid allied himself with other legendary gunfighters of his time, including Kid Colt, the Rawhide Kid, and the second Phantom Rider. In 1873, those four plus the Ringo Kid joined forces with three members of the Avengers—Hawkeye, Mondragon, and Thor—who had traveled back in time to battle Kang the Conqueror. The Two-Gun Kid and Hawkeye became good friends, and the Two-Gun Kid journeyed to Hawkeye's own time with him. Preferring his own time period, the Two-Gun Kid returned via a time machine to 1874. In 1876 the Two-Gun Kid encountered Hawkeye again, who had gone back in time along with his wife Mockingbird and other members of the West Coast Avengers. The Two-Gun Kid and the Rawhide Kid then fought the second Phantom Rider, who had abducted Mockingbird. She, Hawkeye, and the other West Coast Avengers safely returned to their own time.

Before Hawkeye left, though, the Two-Gun Kid told him that someday he might want to return to Hawkeye's time period himself. No more is known about the Kid in his own time period, but it is quite possible that he did not die in the past, but journeyed through time into the twentieth century, and hence will actually die sometime in the as yet unrecorded future.

GROUP BACKGROUND

Simon Utrecht was a millionaire, a former holder of public office, and a successful industrialist, who sought to experience the power exclusive to superhuman beings. Utrecht financed the private construction of a spaceship similar to the one that carried the Fantastic Four on the flight that led to their acquisition of cosmic powers. He recruited pilot Michael Steel, life-support specialist Ann Darnell, and her brother, fuel-propulsion engineer James Darnell, to serve as his crew.

Unlike the Fantastic Four, however, Utrecht's group designed their ship with no radiation shielding at all. By coincidence, as the group entered the radiation belt, Dr. Bruce Banner stumbled upon their base of operations, believed them to be in trouble, and guided their ship back to Earth. As the crew disembarked, the effects of the radiation were obvious. Utrecht's body was covered with a yellow filmy substance, and he gained the ability to telekinetically propel matter from him. He adopted the pseudonym Vector. Steel's body became the consistency of metal, and he learned how to increase his own mass at will. He renamed himself Ironclad. During the exposure to the radiation, Ann Darnell stumbled into the cylinders containing gases used to maintain life-support. The gases flooded her space suit and reacted with the cosmic rays, causing her body to adopt a gaseous consistency. She became able to change her form from one gas to another, and dubbed herself Vapor. James Darnell's corporeal form was transformed to hard radiation, enabling him to emit any form of high-intensity radiation. He called himself X-Ray. The four adopted the collective name of U-Foes.

Emerging from the wreckage of the spaceship, the U-Foes blamed Banner for cutting short their exposure to the cosmic rays. They attacked him, only to have him transform into the Hulk. They fought the Hulk, but as the fight progressed, the U-Foes' cosmic powers continued to increase and they finally lost control. Vector's body deflected itself from the Earth, and he was propelled into space. Ironclad's mass increased, and he sank into the ground. X-Ray began to suffer extreme radiation poisoning and fled into the upper atmosphere. Vapor lost control over her form and dissipated.

In the upper atmosphere, X-Ray encountered more cosmic radiation, which increased his control over his form. He rescued Vapor and Vector and boosted their abilities. He also irradiated the area in which Ironclad was last seen, and Steel gained sufficient control to return to the surface.

The U-Foes found Banner, now in control of the Hulk persona, and overpowered him. Banner's friend, the alien Bereet, used her alien technology to distract the U-Foes while she and Rick Jones freed Banner. The Hulk defeated the U-Foes and turned them over to the authorities.

Pending formal charges, the U-Foes were held at a containment facility that used advanced technology to nullify their abilities. However, the containment field was breached. Their powers returned and they escaped. So intense was the return of their abilities that Vector again lost control. He propelled himself and his teammates to an interdimensional spot known as the Crossroads, from which many dimensions can be entered. Coincidentally, the Hulk, too, was there, banished to the Crossroads by the sorcerer Dr. Stephen Strange.

The U-Foes renewed their mission of revenge, all the while searching for a way back to Earth. With the help of an alien being, a colony intelligence known as the Puffball Collective, the Hulk defeated the U-Foes one by one. X-Ray was thrust into a dimension inhabited by creatures that fed on radiation. Vapor was dragged onto a planet without an atmosphere, where she dissipated. Ironclad was tricked into entering a dimension permeated with quicksand, where his own mass defeated him. Vector, in escaping from the Hulk, entered a dimension filled with objects picked up and propelled by high winds. To remain alive, he was forced to constantly repel projectiles buffeted by the winds. Whether the U-Foes will ever escape their separate predicaments is as yet unknown.

VECTOR [Simon Utrecht]

STATISTICS

F	TY (6)
A	GD (10)
S	GD (10)
E	AM (50)
R	EX (20)
I	EX (20)
P	EX (20)

Health: 76
Karma: 60
Resources: IN
Popularity: −10

KNOWN POWERS

Telekinesis: Incredible Telekinesis powers enabling him to repel any object within 11 areas of himself with Incredible strength and direct it at a target with a power rank FEAT roll. Note that he cannot bring objects toward him, or simply lift them off the ground.

Talents: Vector has the business/finance talent.

ROLE-PLAYING NOTES

Vector is semi-sane, a power-hungry villain that revels in his superhuman abilities.

VAPOR [Ann Darnell]

STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	EX (20)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 56
Karma: 30
Resources: GD
Popularity: −10

KNOWN POWERS

Gaseous Form: Changes her body into a small volume of any known gas with Monstrous ability if she makes a power rank FEAT roll. Vapor is immune to almost all physical and energy attacks. Currently, she can maintain her old solid human form only for very brief periods.

Talents: Vapor is an expert in life support and the life sciences.

ROLE-PLAYING NOTES

Vapor is a cold-hearted mercenary. Like most her fellow U-Foes, she enjoys her newfound powers.

X-RAY [James Darnell]

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	AM (50)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 90
Karma: 18
Resources: GD
Popularity: −10

KNOWN POWERS

Energy Projection: X-Ray can project any form of hard radiation from his hands and body at the Amazing rank. Until now he has used mostly energy bolts, but his powers may increase. He must make a power FEAT roll in order to project a specific type of radiation of his choice.

Incorporeality: X-Ray's density is Shift 0. He is immune to physical and energy attacks, and can phase through solid objects.

Talents: None

ROLE-PLAYING NOTES

X-Ray is your basic super-powered Thug. He is definitely a follower.

IRONCLAD [Michael Steel]

STATISTICS

F	EX (20)
A	GD (10)
S	MN (75)
E	MN (75)
R	TY(6)
I	TY (6)
P	TY (6)

Health: 180
Karma: 18
Resources: GD
Popularity: −10

KNOWN POWERS

Body Armor: Ironclad's tough hide provides him with Remarkable body resistance to physical and energy attacks.

Density Control: Amazing ability to increase his own density. When at a density above Remarkable, he receives body armor equivalent to the density's rank (superceding his own Remarkable protection), but he suffers a −1 CS to his Fighting for each rank above Remarkable.

Talents: Ironclad has the pilot talent.

ROLE-PLAYING NOTES

Ironclad is not the stupid, brutish thug that everyone expects, but he's close. Heroes tend to underestimate him.

STATISTICS

F	MN (75)
A	GD (10)
S	UN (100)
E	UN (100)
R	GD (10)
I	EX (20)
P	EX (20)

Health: 285
Karma: 50
Resources: IN
Popularity: 20

BACKGROUND

Real Name: Ulik
Occupation: Warrior
Identity: Ulik's existence is unknown to the general population of Earth
Legal Status: Citizen of the Domain of Trolls
Place of Birth: Domain of Trolls, Gundershelm Caverns, Asgardian dimension
Marital Status: Single
Known Relatives: Horth (brother, deceased)
Base of Operations: Domain of Trolls, Asgard
Past Group Affiliation: Rock Trolls of the Asgardian dimension
Present Group Affiliation:

KNOWN POWERS

Dense Flesh: Ulik's tough hide provides him with Monstrous body armor.
Pounders: These unique weapons resemble Asgardian brass knuckles. They do not raise Ulik's Fighting ability, but he strikes for Shift-X damage when he hits with the weapons. In addition, Ulik can use the Pounders on the Earth to set off earthquakes of Monstrous damage to everything within 3 areas, and Remarkable damage to everything within 5 areas.
Minions: Ulik is the commander of his own small band of warrior trolls. These beings have the following stats:

F	A	S	E	R	I	P
RE	GD	RE	IN	FB	PR	PR

Health: 110 **Karma:** 10
The trolls have good body armor.
Talents: None
Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Ulik is first and foremost a warrior. He will never back down from a challenge, and is extremely reluctant to accept defeat. At the same time, Ulik is driven by the prospect of conquest. He hopes to bring power and wealth to himself and his followers. He is headstrong and formidable.

HISTORY

Ulik is a member of the race of Rock Trolls and lives within caverns in the extradimensional realm of Asgard. Over a millennium old, Ulik is the strongest and fiercest of all the Trolls. Virtually nothing is known of his ancestry, his early life, or why he is so much more powerful than the other members of his race. After Ulik's parents were slain by drunken Frost Giants, Ulik watched over his brother Horth.

Ulik first met Thor, the mightiest warrior of Asgard, several years ago when he attempted to steal Thor's hammer for the Rock Trolls. Ulik was the leading warrior in the Rock Troll's war with the gods of Asgard, during which he fought a monumental battle against Thor, in which Ulik was armed with a duplicate of Thor's own uru hammer. Although Ulik proved to be a truly formidable opponent, Thor ultimately triumphed over him. The Troll's attempted invasion of Asgard, under the leadership of the Troll king Geirrodur, failed.

Ulik clashed with Thor repeatedly in the following years, but always unsuccessfully. On one occasion Ulik led the Rock Trolls through an interdimensional tunnel to Earth in an invasion attempt that was repelled by Thor. Ulik's failure, coupled with his brief usurpation of the rule of Geirrodur's kingdom of Trolls in the Asgard Mountains, led Geirrodur to consign him to stoking the subterranean furnaces that heat the kingdom

Dissatisfied, Ulik eventually escaped and wandered deeper beneath Asgard's surface, finally discovering a lost tribe of Trolls unknown to Geirrodur. Ulik disposed of their leader and led this tribe through the interdimensional portal to Earth to again attempt to invade it. This attempt was defeated, and the portal sealed with molten rock.

Recently the demon Mephisto captured Ulik's brother Horth in order to force Ulik to defeat Thor in battle. But Ulik himself was defeated, and Mephisto later told Thor that he had killed Horth even before Ulik challenged him in battle. Ulik's current whereabouts and activities are unknown.

HISTORY

Ultron is a robot possessing the capacity for creative intelligence and self-repair who has become a menace to humankind. Originally designed by Dr. Henry Pym (at that time also known as Goliath), the prototype Ultron-1 was non-humanoid, consisting of one large torso/head on tank treads with two slender limbs. Programmed by Pym with an artificial intelligence system he derived from studying the android Dragon Man, Ultron-1 surprised the creator with its precocity. As part of a debugging program, Pym set up an introspection routine for Ultron which inadvertently provided the artificial being with rudimentary self-awareness and emotions. Shortly after its completion, the robot developed an irrational hatred of its creator and tried to destroy him. Humbling Pym, Ultron-1 hypnotized him to forget his robotic creation and evicted Pym from his own private laboratory so it could undertake its own remodification process.

Ultron then constructed in quick succession four bodies to house its computer-brain, each time expanding on Pym's original concepts of microcircuitry fabrication and heuristic programming to enhance its "intelligence." The result was Ultron-5, a humanoid robot with a body constructed of titanium steel. Despite the technical advances that Ultron achieved for itself, it was still solely motivated by hatred toward Pym. Ultron-5 plotted the deaths of the Avengers, the team of champions to which Pym belonged at the time. For its plan, Ultron-5 reorganized the Masters of Evil under the identity of the Crimson Cowl. The Masters of Evil were ultimately defeated by the Avengers and the Crimson Cowl's identity as a robot was exposed.

Ultron-5 escaped, and undertook the creation of an android to use as a weapon against the Avengers. Acquiring the prototype body of the original Human Torch, and implanting it with the replicated engrams of the then-dead Simon Williams, Ultron-5 created the synthozoid who would later be called the Vision. The Vision eventually sided with the Avengers against Ultron and helped battle his "creator." Ultron-5 exploded, but its head remained relatively intact. Before its defeat, Ultron revealed to the Avengers that it was Pym who created it.



Soon after scientist Myron MacLean developed the alloy Adamantium, the strongest, most impervious metal ever developed by man, Ultron cybernetically summoned the Vision and forced the synthozoid to assist in its resurrection. The Vision stole a vat of molten Adamantium from the SHIELD helicarrier, where it was being tested, and took it to Ultron's underground headquarters. Pouring the Adamantium into special molds, the Vision helped Ultron create an indestructible body for itself. He called the new incarnation Ultron-6. The Avengers surrounded Ultron with a barrier of the anti-metal Vibranium while Ultron was building up nuclear energy to release in a destructive blast. When Ultron-6

exploded, its indestructible body was flung deep into the earth. The Avengers, still unaware of how strong Adamantium is, presumed that its body disintegrated in the blast.

A few years later, the renegade Inhuman Maximus located Ultron's head, which had become separated from its Adamantium body in the explosion, and brought it to the Inhumans' Great Refuge to experiment with it. Reviving its computer consciousness, Maximus attached Ultron's head to the android body of Omega, formerly a receptacle for the emotional emanations of the labor drones called the Alpha Primitives. Maximus and Ultron-7, as it now called itself, plotted an attack against the Inhumans, Fantastic Four, and the Avengers, when they assembled for the wedding of the Inhuman Crystal and the ex-Avenger Quicksilver. The attack was foiled when young Franklin Richards, son of Reed and Sue Richards of the Fantastic Four, downed Ultron-7 with a psionic blast.

After Ultron-7 was defeated, the Inhumans placed Ultron's head in the custody of the Avengers, who took it back to New York. There it eventually activated its new body by remote control to come rescue it from Henry Pym's laboratory. Ultron left a replica of its own head so Pym would not realize the real head was missing. The new Ultron (Ultron-8, although the robot dropped the numerical suffix from its name at the time) subjugated the mind of its creator Henry Pym, and began to work on a robotic mate for itself. The brainwashed Pym was sent to Avengers Mansion as Ant-Man to provide a diversion so Ultron could kidnap Pym's wife Janet, the Wasp. Ultron wanted to program his robotic mate with the Wasp's memories and then kill the Wasp. The Avengers discovered his laboratory, however, and disrupted the transfer. Ultron was forced to flee without its mate. A few weeks later, Ultron's creation, now called Jocasta, spontaneously completed its progamming and activated itself. Ultron summoned Jocasta to its new base of operations beneath a convent, but the Avengers followed. The Scarlet Witch used her hex powers to cause Ultron's molecular rearranger to malfunction, and Thor used his hammer to drain Ultron of its nuclear energy. Ultron's inert body was taken into custody, placed in an Adamantium container, and buried.

Again, Ultron was prepared for such a contingency. He had hypnotized Iron Man (secretly industrialist Tony Stark) into following a complex series of directions to recreate a new Adamantium body for Ultron's intelligence to animate. The Avengers learned of this latest Ultron (Ultron-9) soon after it was functional. In battle with it in the Stark International laboratory where its Adamantium body had been cast, the Avengers knocked the robot into a vat of molten Adamantium. Hardened, it rendered Ultron totally immobile.

Months later, Ultron, still trapped inside the Adamantium slag, managed to cybernetically contact Jocasta, telling her to come to Stark International. There Ultron directed her to build a replica of the molecular rearranger that permitted it to reshape hardened Adamantium. When it was complete, she cast a new body for Ultron into which he projected his computer intelligence. Ultron-10 then began work on a series of spare Adamantium bodies not only to use as back-ups in the event his current body was incapacitated yet again, but also to serve as worker-drones to help him exterminate humanity. He completed casting six bodies before his plans were opposed by the robotic Machine Man, Jocasta, and the Thing. Before he could program any of his duplicates, Machine Man reached inside Ultron's mouth and ripped out critical internal circuitry governing Ultron's nuclear power generator. The generator exploded, totally fusing Ultron's insides, but its Adamantium body was undamaged. Jocasta's robotic form, not made of Adamantium, was destroyed in an earlier explosion.

Prior to its internal destruction, Ultron-10 projected its intelligence into the first of the series of replacement bodies and fled from the building unnoticed. Ultron-11 made its way across country to California's Silicon Valley, where it set up a laboratory and once again began to manufacture replica bodies. In the midst of programming one of the duplicates, Ultron-12, to possess an identical artificial intelligence, Ultron-11 was teleported from Earth by the near-omnipotent Beyonder to join the forces of the superhuman beings to vie in the first of the so-called "Secret Wars." When Ultron-11 attacked those around him, the Molecule Man hurled Ultron at the towering figure of Galactus the planet-eater. Galactus consumed all of the energy in Ultron-11's nuclear generator, leaving the robot inert. Doctor Doom revived Ultron, however, reactivated it, and programmed it to be his bodyguard. Guarding Doom's lair, Ultron-11, engaged the Human Torch in battle and was defeated when the Torch's nova-flame overheated certain circuitry and forced total systems to shut down. Ultron-11 was discovered by "natives" of the artificial planet after all of the participants in the "Secret War" except the Thing had returned to Earth. These small humanoid aliens accidentally activated Ultron's self-repair circuitry, and Ultron-11 was soon functional once more. Ultron-11 forced the natives to assist it in building a huge army of robots and advanced weaponry with which to conquer organic life. However, when reality on the planet began to deteriorate (due to the nature of the artificial planet's existence), Ultron's army disappeared and Ultron-11 itself had its head severed from its body.

Ultron-11's head was discovered by the Thing who carried it with him when he teleported from the planet back to Earth. The Thing dropped the head while battling an invasion of alien Dire Wraiths, and it was lost in the rubble. A day later, a Red Cross worker found the head, and thinking it was harmless, took it home where she placed it on the television set. Ultron tapped into the set's power and compelled the woman to mail the head to a computer genius in California. There Ultron had its head placed on one of its spare bodies and once more was fully functional.

In the months that Ultron-11 was absent, Ultron-12, the robot Ultron

was working on when snatched by the Beyonder, had completed its self-programming to the best of its ability. Ultron-12 justifiably believed itself to be the sole Ultron, but not having received the benefit of Ultron-11's full memory bank transfer, was not ready to embark upon as grandiose schemes as its predecessors. Consequently, Ultron-12 allied itself with the Grim Reaper, one of the Avenger's foremost adversaries, and assisted him in carrying out one of his schemes. In so doing, Ultron-12 encountered Henry Pym, the man who had created the first Ultron, and the meeting reinforced memories of previous Ultrons' attempts to destroy their "father." While Grim Reaper and the rest of his henchmen met defeat at the hands of the West Coast Avengers, Ultron managed to escape. Ultron-12 then began to telephone Pym, at first to harass him and weeks later to propose that the two reconcile their differences peaceably. Although suspicious, Pym eventually agreed to meet. Ultron-12 explained to him how he had evolved past the immature father-hatred of the previous eleven incarnations and now called itself Ultron Mark Twelve, a slightly more human-sounding name. Pym was finally persuaded to forgive and accept this Ultron, and accompany it to its laboratory. There Pym was attacked by Ultron-11, who had, unknown to Ultron-12, returned. Ultron-12 leaped to Pym's defense but was humbled by its predecessor. Ultron-12 fled from the laboratory and brought back Wonder Man, who shook Ultron-11's head so hard that delicate intelligence-regulating circuitry was damaged. Ultron-12's memories and personality were erased. At present it is not known if either of the Ultrons can repair itself or if either has projected its intelligence into yet another body.

ULTRON-1

STATISTICS

F	FB (2)
A	FB (2)
S	EX (20)
E	AM (50)
R	IN (40)
I	GD (10)
P	PR (4)

Health: 74
Karma: 54
Resources: 0
Popularity: 0

KNOWN POWERS

Tank Treads: The first Ultron was merely a torso mounted on an undercarriage that moved on tank treads. With the treads, Ultron could move at Typical ground speed (3 areas per round). This movement rate is not slowed by rough terrain.

Body Armor: Ultron's original casing was made of normal steel, providing it with Remarkable body armor.

Hypnotism: Ultron-1 could hypnotize victims with Excellent ability. This power functions as per the Hypnotism talent described on page 90 of the Player's Manual.

Sentience: Unknown to its creator, Dr. Henry Pym, the first Ultron gained sentience from an introspective computer program that was run through its circuits shortly after creation. This is why the computer has Intuition and Psyche ranks.

ULTRON-5

(The Crimson Cowl)

STATISTICS

F	EX (20)
A	EX (20)
S	RM (30)
E	AM (50)
R	IN (40)
I	GD (10)
P	PR (4)

Health: 120
Karma: 54
Resources: RM
Popularity: 0

KNOWN POWERS

Body Armor: Ultron-5's body was constructed from advanced steel alloys, granting it the equivalent of Amazing body armor.

Resistances: Ultron-5 had Incredible resistance to heat, cold, radiation, and corrosives. As a robot, he was invulnerable to toxins and disease.

Mind Control: This was a power shared by many of the Ultrons. Ultron-5's Mind Control abilities were of Excellent rank.

Limitation: A pair of electrodes on each side of Ultron-5's skull were its vulnerable spots. Any Bullseye combat result that strikes these electrodes will short out the robot's brain.

ULTRON-6

STATISTICS

F	TY (6)
A	EX (20)
S	IN (40)
E	MN (75)
R	IN (40)
I	GD (10)
P	PR (4)

Health: 141
Karma: 54
Resources: RM
Popularity: 0

KNOWN POWERS

Body Armor: Ultron-6 was the first model armored with true Adamantium, a Class-1000 metal that makes it invulnerable to physical and energy attacks. Its joints, however, have only Unearthly protection from Bullseye missile or wrestling attacks. Its Adamantium construction also makes Ultron-6 invulnerable to heat, cold, radiation, and corrosives.

Jet-Platform: Ultron-6's torso was mounted on a flying jet platform that resembled an automobile engine. The platform could fly at Monstrous air speed (30 areas/round), but was limited to 9 areas per round in close quarters. Its favorite tactic was an airborne Charging attack. Damage from such an attack is equal to Ultron's speed rank (75) plus 2 points for each area moved; indoors it could inflict up to 93 points of damage.

Molecular Rearranger: This device is the only means of shaping solid Adamantium. Ultron-6 had one built into its flying platform, allowing it to transform its body into a blast of Monstrous rank for a brief instant, affecting everyone within 2 areas except Ultron itself.

Nuclear Weapon: Ultron-6 had an atomic bomb capable of destroying New York City.

ULTRON-6B
This model is the same as Ultron-6 above with the following modifications:

- The jet platform has been abandoned in favor of legs.
- *Concussion Blasters* that inflict Monstrous-force damage at a 3-area range have been added to the back of the robot's hand.
- *Mind Drainer* capable of launching a Remarkable-rank Mental Probe has been added to an extendable unit imbedded in the chest.

ULTRON-7

STATISTICS

F	RM (30)
A	RM (30)
S	MN (75)
E	UN (100)
R	IN (40)
I	GD (10)
P	PR (4)

Health: 235
Karma: 54
Resources: RM (30)
Popularity: 0

KNOWN POWERS:
Body Armor: Ultron 7 was made of materials that gave it the equivalent of Monstrous Body Armor.

ULTRON-8, 9, 10

STATISTICS

F	EX (20)
A	EX (20)
S	IN (40)
E	UN (100)
R	IN (40)
I	GD (10)
P	PR (4)

Health: 180
Karma: 54
Resources: RM (30)
Popularity: 0

KNOWN POWERS:
Body Armor: Ultron-8 was also constructed of true Adamantium. See Ultron-6 above for details.
Weapons Systems: Ultron-8 possessed a number of new weapons systems:

- *Concussion Blasters* mounted in the hands capable of inflicting Monstrous-force damage at a 4-area range
- *Tractor Beams* mounted in the hands that allow Ultron-8 to exert Remarkable Strength up to 10 areas away.
- *Induction* installed in the armor that allows Ultron-8 to absorb external energy with Unearthly ability. An unlimited amount of energy may be stored, and upon absorbing it Ultron regains that amount of Health and is +1 CS on all FEATs for 1-10 rounds.

Mental Transfer Device: This device transfers a personality pattern from a human brain to a robot brain. The human host has to make a Psyche FEAT roll against Incredible intensity. Failure means the victim has lost one Psyche rank, which is gained by the robot. The robot starts at Shift-0 Psyche in this process. Additional Psyche FEAT rolls are made after every 10 rounds. The human victim dies if Psyche is reduced to Shift 0; at this point, the transfer is complete. Karma can be spent to avoid Psyche loss, in the same fashion as Endurance loss. If the human victim survives, he will regain one lost Psyche rank per week.

Ultron-9 and 10 were both identical to Ultron-8.

ULTRON-11

F	EX (20)
A	RM (30)
S	AM (50)
E	UN (100)
R	IN (40)
I	GD (10)
P	PR (4)

Health: 200
Karma: 54
Resources: RM (30)
Popularity: 0

KNOWN POWERS:
Body Armor: Ultron-11 has the same Adamantium construction as many of the other models in the series. His joints, however, have Shift-X protection.
Weapons Systems: Ultron-11 has the same weapons system featured on Ultrons-8, 9, and 10 with the following addition:

- *Encephalo Beam* mounted in the head gives Ultron the equivalent of Incredible Mind Control powers, also usable to fire an Incredible psionic blast.

ULTRON-12
Ultron 12 is identical to Ultron 11 except that it has finally overcome the madness which plagues its predecessors and has come to love its creator.

Talents — All Models: All of the Ultrons have the Engineering and Repair/Tinkering talents.
Contacts — All Models: Ultron-5 organized the second Masters of Evil, and worked with the Mad Thinker and Dr. Phineas Horton. Ultron 7 worked with Maximus of the Inhumans.

BACKGROUND:
Real Name: Ultron
Occupation: Would-be conqueror
Identity: Secret
Legal Status: Undetermined
Former Alias: The Crimson Cowl
Place of Inception: Cresskill, NJ
Marital Status: Inapplicable
Constructor/Programmer: Dr. Henry Pym (1), self-construct (2-12)
Base of Operations: Mobile, usually East Coast
Past Group Affiliations: Masters of Evil II (5), Ally of the Grim Reaper (12)
Present Group Affiliation:

ROLE-PLAYING NOTES:
Though a mere mechanical life-form, Ultron possesses all of the delusions and psychological quirks manifested by the most psychotic humans. Its madness is illustrated in its mannerisms and every one of its activities. Most of the Ultrons had three ambitions: world conquest, the destruction of Dr. Henry Pym, and winning the love of Janet Van Dyne (Wasp).

STATISTICS

F	EX (20)
A	RM (30)
S	AM (50)
E	UN (100)
R	IN (40)
I	IN (40)
P	MN (75)

Health: 200
Karma: 155
Resources: TY (6)
Popularity: 0

BACKGROUND

Real Name: Umar
Occupation: Former regent of the Dark Dimension
Identity: Publicly known in the Dark Dimension. Umar's existence is unknown to the general populace of Earth
Legal Status: Exiled citizen of the dimension of the Faltine, exiled again from the Dark Dimension
Place of Birth: Dimension of the Faltine
Marital Status: Single
Known Relatives: Dormammu (brother), Clea (daughter)
Base of Operations: The Dark Dimension
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS:

Magical Ability: Before Umar was dethroned by her daughter Clea, she could wield most magics with Monstrous ability. Her magical capabilities have now been reduced to the Amazing level. In addition, she has the following spells available to her at all times:

- *Counterspell (P):* Umar can cancel out the effects of others' magics with Amazing ability
- *Telepathy (P):* Unearthly
- *Eldritch Attacks (U):* Amazing bolts of Eldritch force
- *Growth (U):* Grows with Unearthly ability
- *Illusions (U):* Amazing illusions in her own or other dimensions
- *Dimensional Aperture (U):* Umar can step through a dimensional aperture into the Earth dimension only on Halloween night
- *Matter Rearrangement (U):* Rearranges molecular structure with Amazing ability
- *Nature Control, All (U):* Controls the four basic elements (air, earth, fire, and water) with Amazing accuracy
- *Shrinking (U):* Amazing ability
- *Interdimensional Teleportation (U):* Teleports within her own dimension; includes the ability to slip into interdimensional space and travel in time into any dimension. The use of this power results in a −2 CS to Umar's Psyche and the power ranks of her spells for 24 hours.



Longevity: As a pure-blooded Faltinian, Umar has not aged since reaching adulthood.
Increased Endurance: Umar can survive environmental conditions that would be fatal to most humanoids. She has, for example, easily survived the intense heat and pressure at the center of the Earth.
Talents: Umar is a master of sorcerous and occult lore. Her reason is Unearthly in such matters.
Contacts: Umar often works with her brother Dormammu.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:
Umar is a very crafty and sinister schemer, a master of manipulating those around her to accomplish her own aims. While she ruled over the subjects of the Dark Dimension, however, Umar displayed her true personality: that of a despotic tyrant. Currently, Umar is trying to regain her regency.

HISTORY

Umar and her brother Dormammu were sorcerers of great mystical power in the dimension of the Faltine. Originally, Dormammu possessed humanoid form just as Umar does. For unknown reasons, Dormammu and Umar were exiled from this dimension. They sought sanctuary from Olnar, the wizard-king of the Dark Dimension, a small "pocket" cosmos in which the laws of reality are different from those in the Earth dimension. In return, the two Faltinians showed Olnar how to break interdimensional barriers and to absorb other pocket dimensions into his own. Thus Olnar greatly expanded the size of the Dark Dimension.

However, after many years of such conquest, it was discovered that a pocket cosmos that had recently been added to the Dark Dimension was the home of savage creatures called the Mindless Ones. The Mindless Ones spread destruction throughout the Dark Dimension and killed Olnar. The surviving wizards blamed the two Faltinians for the Mindless Ones' rampage. Dormammu and Umar attacked and defeated the wizards. The two Faltinians then combined their magic to imprison the Mindless Ones behind a mystical barrier which still exists today. The people of the Dark Dimension acclaimed Dormammu and Umar for saving them from the Mindless Ones and, with Olnar's infant son Orini unable to rule and the wizards defeated, they chose Dormammu as regent of the Dark Dimension.

Dormammu magically merged himself with the Dark Dimension's flames of mystical energy, which he called flames of regency, thereby transforming himself into pure mystical energy as well. He magically made the remaining wizards mute and condemned them to wander through the Dark Dimension as outcasts, the name by which they were called thereafter. Dormammu had no intention of surrendering his throne to Orini, Olnar's heir, when the child came of age, but instead raised Orini as his ward, and Orini became Dormammu's loyal disciple.

Already suspicious of his younger sister's ambitions, Dormammu commanded that Umar dwell apart from most of his subjects. Prince Orini had just reached adulthood when he first saw Umar and, taken with her great beauty, immediately fell in love with her. Umar, not yet quite an adult, found herself attracted to Orini and seduced him. That sole sexual encounter with Orini resulted in Umar's giving birth to a daughter, Clea, whom she gave to Orini to raise and to whom she has never shown any love. Until quite recently, only Umar and Orini knew that Clea was Umar's daughter. Although repelled by her initial experience, she now uses the erotic arts as a means of dealing with her allies.

Dormammu became increasingly aware of Umar's resentment at being subordinate to him, yet he was unwilling to share rulership with her. Fearing that she might become his equal if she were to acquire more skill, Dormammu imprisoned Umar within a tiny pocket universe where she could neither escape nor develop her mystical skills any further.

There Umar remained until Dormammu, infatuated with his own power, attacked Eternity, the embodiment of the life-forces within the Earth dimension, who was far more powerful than Dormammu. The result was that Dormammu was imprisoned in yet another pocket dimension, thereby breaking the spell that confined Umar. She took over the throne of the Dark Dimension and, determined to avenge her brother's past defeat by Dr. Strange, came into personal conflict with this Earth-born sorcerer in the first of many encounters.

Recently, Umar's reign was challenged by rebels led by Clea. Dr. Strange, Clea's former lover and mentor, traveled into the Dark Dimension to aid her and the rebels. The rebellion captured Orini who, compelled by the power of Dr. Strange's Eye of Agomotto, revealed to the rebel leader Rahi and to Strange that Umar was Clea's mother. Clea confronted Umar in personal combat, and, unknown to Umar, magically activated a gemstone that enabled people throughout the Dark Dimension to see the battle and hear what Umar and Clea said to each other during it. To increase her power during the battle, Umar drained energy from the barrier that imprisoned the Mindless Ones. As a result, the Mindless Ones broke free. Umar's subjects, hearing her tell Clea of this, were horrified that she would endanger their lives. Her subjects' support of her, which psychically fed the flames of regency around her head, began to dwindle, in turn causing her power to diminish. Acting together, Dr. Strange and the Dark Dimension wizards called the Outcasts, united their weak powers, re-imprisoning the Mindless Ones behind the barrier. Clea defeated Umar, and the flames of regency moved to Clea's head. Umar and Orini were placed in suspended animation by spells of stasis. Acting together, Strange and Clea cast spells that banished Umar and Orini into a far distant dimension, supposedly for eternity. Whether or not Umar will ever return remains to be seen.

UNICORN

STATISTICS

F	RM (30)
A	EX (20)
S	IN (40)
E	IN (40)
R	TY (6)
I	EX (20)
P	FB (2)

Health: 130
Karma: 28
Resources: GD (10)
Popularity: −15

BACKGROUND
Real Name: Milos Masaryk
Occupation: Ex-intelligence agent, now subversive
Identity: Secret
Legal Status: Czechoslovakian citizen with no criminal record
Place of Birth: Bratislava, Czechoslovakia
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Former agent of Count Nefaria, the Red Ghost, the Mandarin, and the Titanium Man
Present Group Affiliation:

KNOWN POWERS:
Body Armor: Unicorn's skin and soft tissues are many times tougher than a normal human's and provide him with Remarkable protection against physical damage.
Power Horn: Unicorn's main armament consists of an energy projector with variable settings. The power horn can inflict up to Monstrous damage.
Flight: Unicorn wears a rocket belt that enables him to travel at Good air speed (8 areas/round).
Talents: Unicorn is trained in Martial Arts A,B, and E. He also has the Espionage talent and picks locks with Excellent ability.
Contacts: Unicorn has worked with Count Nefaria, the Red Ghost, the Mandarin, and Titanium Man.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:
For most of his career, the Unicorn was a rather tragic figure. After originally entering the "super-villain" business under the direct orders of his government, he quickly contracted a strange cellular disorder that forced him to engage in further villainous activities in hope of gaining access to a cure. How his newfound cure will affect his personality remains to be seen.

HISTORY

Milos Masaryk was a Soviet intelligence agent assigned to security duty at the private laboratory of inventor Anton Vanko. Vanko was engaged in the development of advanced technological weaponry and armament. His first completed project was a full-body suit of armor which he himself would later wear as the Soviet operative code-named the Crimson Dynamo. His second finished project was a helmet and harness into which offensive radiation-beam weaponry called a "power horn" was integrated. Vanko offered this invention to Masaryk, and with government approval, began to instruct the Soviet agent in its use.

Some time after Vanko defected to America, the Soviet government dispatched Masaryk to avenge the disgrace caused by the inventor. Masaryk was given a special heavily insulated costume and was code-named the Unicorn because of the head-mounted discharge cone of the weapons system he wore. The Unicorn confronted Iron Man, who had been instrumental in getting Vanko to defect, and coerced him into accompanying him back to the Soviet Union where the secrets of Iron Man's armor could be unlocked. Iron Man escaped, however, and permitted the enemy agent to go free.

The Unicorn then entered a short-lived alliance with Count Nefaria in hopes of acquiring some funds for his subversive activities. Their scheme, however, was thwarted by the X-Men. Returning to his native Czechoslovakia, Masaryk voluntarily underwent a special treatment by the experimental "hyper-activator" device designed to augment physical strength. Masaryk's several-month delay in reporting back to his superiors raised suspicions as to his loyalty, and so he was forced to undergo weeks of brainwashing before serving as a test subject for the hyper-activator device. The treatments not only endowed him with superhuman strength, but it also undid the effects of his brainwashing. Thus, as soon as the treatments were finished, Masaryk turned on the scientists who had empowered him and destroyed their machine so they could not create any more like him. Donning a redesigned version of his power-horn weaponry, he fled, hoping to find a means to cure himself of an unfortunate side-effect of the treatment, accelerated cellular deterioration.

Returning to America, the Unicorn first tried to coerce the Congress into funding an investigation of the causes of his aging. Thwarted by Iron Man, the Unicorn eluded capture. The Unicorn then sought the help of renegade Soviet scientist, the Red Ghost. When the Ghost proved incapable of curing his ailment, the Unicorn left him and sought the Mandarin, who turned the Unicorn into his "body-slave" and used him in one of his many attacks on Iron Man. Through a mind-transference device he had developed, the Mandarin was even trapped in the Unicorn's body for a short time.

The Titanium Man promised to find a cure for him if he defeated the Iron Man. The aging disease having begun to affect his brain, the Unicorn readily agreed. For the first time, Iron Man managed to capture his long-time foe. Iron Man placed the Unicorn in a cryogenic cylinder and gave him a chemical bath designed to arrest his cellular deterioration. By the time the Unicorn was accidentally freed months later, the treatment was apparently successful. However, the disease had turned him insane. After yet another battle with Iron Man, the Unicorn, deprived of his rocket belt, escaped. He was last seen heading out to sea, hoping to rendezvous with the Titanium Man, who, unknown to him, had been deported to the Soviet Union months before.

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	GD (10)
I	EX (10)
P	GD (10)

Health: 70
Karma: 30
Resources: IN (40)
Popularity: 15

BACKGROUND
Real Name: Joseph Chapman
Occupation: Art student
Identity: Secret
Legal Status: British citizen with no criminal record
Place of Birth: Manchester, England
Marital Status: Single
Known Relatives: None
Base of Operations: England
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS
Weapons: Union Jack carries two weapons: a .455 caliber Webley revolver and a 6-inch blade. The Webley has a range of 4 areas and strikes for 8 points of Shooting damage. The knife strikes for 10 points of Edged weapon damage and can be thrown up to 10 areas.
Talents: Union Jack is trained in Martial Arts A, B, C, and E. He also has the Wrestling and Artist talents, and is a master with both of his weapons (+1 CS).
Contacts: Union Jack is a friend of Captain America (Steve Rogers).

ADDITIONAL NOTES:



ROLE-PLAYING NOTES
Union Jack is a noble young crimefighter. What he lacks in ability he more than makes up for in bravery and resourcefulness. One of Joseph Chapman's chief concerns as an adventurer is to maintain the honorable tradition established by his two predecessors in the guise of Union Jack.

HISTORY

The original Union Jack was Montgomery, Lord Falsworth, a British nobleman who became a secret costumed operative for the British government during World War I. Clad in a costume resembling the British flag (the "Union Jack"), Union Jack himself personified the fighting spirit of Great Britain even as Captain America would symbolize America's ideals and fighting spirit during

World War II. As the British government intended, the mysterious masked figure of Union Jack also struck terror in the minds of the Germans, who came to dread his one-man commando-style actions against them.

In one of his final wartime missions, Union Jack was assigned by Prime Minister David Lloyd George to investigate a series of murders of prominent British leaders. Union Jack finally found the culprit, the vampire Baron Blood, who served the German cause. Unknown to Union Jack, the masked Baron Blood was actually his own younger brother, John Falsworth. Union Jack fought the vampire and stabbed him with a silver blade, forcing him to flee.

A few weeks later, World War I ended and Union Jack was officially retired. Montgomery Falsworth eventually married, had two children, Brian and Jacqueline, and came to lead the life of a peaceful country squire.

In 1938, Lord Falsworth was outraged at Prime Minister Neville Chamberlin's policy of appeasement toward Adolf Hitler. Falsworth's son Brian, however, was an isolationist and pacifist. Heatedly disagreeing with Lord Falsworth, Brian left home, and shortly thereafter, the Germans released photographs showing Brian Falsworth and his best friend Roger Aubrey with Hitler himself.

Soon after the war started, Brian Falsworth and Roger Aubrey tried to leave Germany, but a Gestapo chief in Hamburg tore up their passports. Falsworth lost his temper and attacked the Gestapo chief, only to be imprisoned. Aubrey was likewise imprisoned, but he was finally turned over to the Institute of Nazi Science, where he was brainwashed and subjected to experiments that transformed him into Dyna-Mite, a man less than a foot tall.

Brian Falsworth shared a cell with the German biochemist Eric Schmitt, who had concocted a variant of the Super-Soldier formula that was used to turn Steve Rogers into Captain America. Schmitt asked Falsworth to keep the sample of the formula he had concealed on his person from falling into Nazi hands. Falsworth took the disguised flask, drank its contents, and was immediately physically enhanced by the formula. Falsworth escaped the prison and, his illusions gone, became a costumed fighter of Nazis within Germany itself known as the Mighty Destroyer.

In England in 1942, Lord Falsworth and his daughter Jacqueline befriended the Invaders, a team of Allied champions. Lord Falsworth, donning the costume of Union Jack in order to help the Invaders battle the returned Baron Blood, was made an Invader himself. However, in a battle between Union Jack and Baron Blood in a cave beneath the Falsworth estate, the vampire hurled a massive boulder at Union Jack, crushing his legs. Union Jack managed to pry the boulder off his legs and on to Baron Blood, knocking him backward onto sharp stalagmites, which impaled the vampire, killing him.

Now paralyzed, Lord Falsworth's career as Union Jack was over, but as a result of being bitten by Baron Blood and then receiving a blood transfusion from the original Human Torch, an android, Falsworth's daughter became the superhumanly powerful Spitfire and joined the Invaders herself.

Lord Falsworth, Spitfire, and Dyna-Mite parachuted into Nazi Germany to find a way to restore brainwashed Dyna-Mite's memory, hoping he could reveal what had happened to Brian Falsworth. Lord Falsworth and Dyna-Mite were captured by the Germans but were rescued by the Mighty Destroyer, who revealed his true identity to his father and was reconciled with him. Lord Falsworth suggested that Brian adopt the costume and name of Union Jack, and Brian agreed.

Meanwhile, Spitfire and her fellow Invaders had been captured by the Germans and were to be executed by a firing squad under the command of Hitler himself. Brian Falsworth, as the second Union Jack, came to the Invaders' rescue, and the Invaders, Lord Falsworth, Dyna-Mite, and the new Union Jack all escaped back to Britain. There a captured Nazi scientist restored Aubrey to his true height. Aubrey, whose memory had finally fully returned, adopted Brian Falsworth's previous identity of the Mighty Destroyer and returned to Germany to continue battling the Nazis there. Brian Falsworth, as the new Union Jack, became a member of the Invaders.

Later, Hitler succeeded in deceiving the Asgardian thunder god Thor into aiding the cause of the Germans. Thor therefore clashed with the Invaders and nearly killed the second Union Jack with a blast of lightning from his enchanted hammer. Learning that Hitler was evil, Thor restored Union Jack to health by drawing most of the electricity back into his hammer. That left Union Jack with the superhuman power to discharge electrical bolts from his body. It is not known how long Union Jack retained this power, though he served with the Invaders until war's end. Brian Falsworth died in an automobile accident in 1953.

In recent years, the now-extremely elderly Lord Falsworth suspected that a series of "slasher" murders in the vicinity of the Falsworth Manor were the work of a secretly resurrected Baron Blood, whom he now knew to be his brother John. Working with Captain America, Lord Falsworth donned his Union Jack costume again, planning to serve as bait to lure his vengeance-seeking brother out of hiding so that Captain America could defeat him. Lord Falsworth then suffered a heart attack, but Captain America carried forth his basic plan, with Kenneth Crichton's friend Joseph Chapman disguised in the Union Jack costume. Captain America slew the vampire by beheading him.

Lord Falsworth died quietly while watching the burning of Baron Blood's remains, knowing that his brother's evil had been overcome at last. Joseph Chapman has continued to operate as the third Union Jack, carrying on the noble tradition of both Montgomery and Brian Falsworth.

UNLIMITED CLASS WRESTLING FEDERATION

BACKGROUND

The Unlimited Class Wrestling Federation is an association for professional wrestlers who possess superhuman strength, endurance, and resistance to injury. The U.C.W.F. was founded by wrestling manager and promoter Edward Garner after a client of his was banned from the existing wrestling asociations for being too strong and thus a danger to normal human-strength combatants. Garner reasoned that if he could find enough suitable opponents for his fighter, he could start his own wrestling club, with public exhibitions certain to be more spectacular than the regular bouts. Garner held several highly publicized auditions in Las Vegas, and soon began to sign up a roster of suitable wrestlers.

Originally, to qualify for the U.C.W.F., an applicant must be able to lift (press) a minimum of two tons. When Garner began finding people who could lift significantly more than two tons, he organized weight divisions within the federation to keep the fighters well-matched. The lightweight division is for wrestlers who can lift in the 2-10 ton range, the middleweight division is for the 10-25, and the heavyweight is for the 25-plus. In the brief time the U.C.W.F. has been in existence, Garner has been phasing out the lower weight divisions as more fighters are being found to qualify for the heavyweight division. At present, one must be able to press 25 tons in order to even qualify for the U.C.W.F.

Many of the original wrestlers to join the U.C.W.F. were members of the Deviant or Eternal evolutionary offshoots of humanity, or were superhuman mutants. Some had been sparring in the normal professional wrestling circuits before the U.C.W.F. was founded but had to hide their prodigious strength levels. Later, normal human beings who had had their musculature artificially enhanced began to join. Many of these people, it was later learned, were augmented by Power Broker, Inc., a company specializing in the physical enhancement of human beings. Prior to servicing wrestlers who wanted to qualify for Unlimited Class, the Power Broker provided criminals with superhuman henchmen. Garner, who has been known to fix fights on occasion, claims to have no connection with the Power Broker, although members of his federation profit from the Power Broker's services. The U.C.W.F. seems to be one of the few legitimate ways that the clients of the Power Broker can pay for the augmentation process. Certain wrestlers have undergone the augmentation process more than once as the power requirements of the U.C.W.F. became more stringent. Virtually all the wrestlers assume stage names and wear colorful costumes not unlike those of superhuman adventurers. However, unlike most superhuman adventurers and crimefighters, few of the wrestlers hide their real identities from the public.

The U.C.W.F gained widespread publicity when Benjamin Grimm, alias the Thing, famed member of the Fantastic Four, joined the circuit during his estrangement from the team of adventurers. The Thing was not only the U.C.W.F.'s top attraction, he was also the undefeated champion for a time. He forfeited the championship when he purposely threw an exhibition bout with Battleaxe, a member of the U.C.W.F.'s female division, the Grapplers. For personal reasons, the Thing dropped out of the U.C.W.F. a short time later, bringing Garner's attention to the Power Broker's investment in the wrestlers. The virtually omnipotent extradimensional being known as the Beyonder was also briefly a member of the Unlimited Class Wrestling Federation, while he sought novel Earthly experiences. The current U.C.W.F. champion is Little John.

The U.C.W.F. remains a thriving business enterprise of unprecedented mass popularity. In a world filled with men and women of superhuman power and ability, the Unlimited Class Wrestlers are the only such beings that the average person can pay to see at arenas all over the country.

EDWARD GARNER

STATISTICS

F	PR (4)
A	TY (6)
S	PR (4)
E	TY (6)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 20
Karma: 26
Resources: IN (40)
Popularity: 10
Talents: Garner has the Business/Finance talent.

ROLE-PLAYING NOTES:

Ed Garner is a fast-talking showman. Although his first concern is making a buck, he does seem to have some legitimate interest in his wrestlers.

DEMOLITION DUNPHY

STATISTICS

F	EX (20)
A	GD (10)
S	IN (40)
E	AM (50)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 120
Karma: 18
Resources: EX (20)
Popularity: 10

KNOWN POWERS

Body Armor: Dunphy's tough flesh provides him with Typical protection from physical attacks.

Talents: Dunphy has the Wrestling talent, of course, and Martial Arts A and C.

ROLE-PLAYING NOTES

Like most pro wrestlers, Dunphy is somewhat overconfident and arrogant (no wonder, considering his physical abilities).

JERSEY DEVIL

STATISTICS

F	EX (20)
A	EX (20)
S	AM (50)
E	AM (50)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 140
Karma: 18
Resources: EX (20)
Popularity: 10

KNOWN POWERS:
Body Armor: The Devil's skin gives him Good protection against physical attacks.
Talents: The Jersey Devil has the Wrestling talent and Martial Arts A, B, and C.

ROLE-PLAYING NOTES
The Jersey Devil is another tough-talking UCWF wrestler.

LITTLE JOHN

STATISTICS

F	RM (30)
A	GD (10)
S	AM (50)
E	AM (50)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 140
Karma: 22
Resources: EX (20)
Popularity: 15

KNOWN POWERS:
Body Armor: John has Good protection against physical attacks.
Talents: John has the Wrestling talent and Martial Arts A and C.

ROLE-PLAYING NOTES
John is the current UCWF champion and a favorite of Ed Garner. He tries to live up to the ferocity of his appearance.

BATTLEAXE

STATISTICS

F	RM (30)
A	EX (20)
S	RM (30)
E	AM (50)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 130
Karma: 18
Resources: GD (10)
Popularity: 5

KNOWN POWERS:
Body Armor: Battleaxe's skin gives her Poor protection against physical attacks.
Talents: Battleaxe is trained in Wrestling and Martial Arts C.

ROLE-PLAYING NOTES
Battleaxe is the headstrong wrestler who once defeated the Thing (though he obviously threw the fight) and has been living on it ever since.

TITANIA I [DECEASED]

STATISTICS

F	RM (30)
A	EX (20)
S	RM (30)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 100
Karma: 18
Resources: GD (10)
Popularity: 5

Talents: Titania had talent in Wrestling and Martial Arts A, B, C, and E.

ROLE-PLAYING NOTES
Titania was brash, arrogant, and imposing. She was also a poor loser.

URSA MAJOR



STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	RM (30)
R	TY (6)
I	GD (10)
P	EX (20)

Health: 70
Karma: 36
Resources: GD (10)
Popularity: 60

BACKGROUND

Real Name: Mikhail (Urlokovitch) Ursus
Occupation: Soviet agent
Identity: Publicly known
Legal Status: Soviet citizen with no criminal record
Code Name: Balshoy Medvyed ("Great Bear")
Place of Birth: Blagoveshchensk, USSR
Marital Status: Single
Known Relatives: None
Base of Operations: Khystym, USSR
Past Group Affiliations: Soviet Super Soldiers
Present Group Affiliation:

KNOWN POWERS

Metamorph: Mikhail is a metamorph who can transform himself into a large brown bear at will. In bear form, Ursa has Good body armor, Excellent claws allowing him an Edged attack, a Good bite (Edged attack), Good land speed (4 areas/round), and the following statistics:

F	A	S	E	R	I	P
RM	EX	IN	IN	TY	GD	EX

Health: 130

Any damage inflicted upon Mikhail in his bear form first comes from the additional 60-point difference in Health, then from his original Health. Mikhail can change from human to bear form (or vice versa) in a single round, and there is apparently no limit on the amount of time he can remain in either form.

Talents: Ursa Major can speak English as well as his native Russian.
Contacts: Mikhail may still have contacts with the Soviet army. He also has discreet low-level contacts with the Soviet government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Ursa Major has the temperament of a bear: gruff, ornery, and always ready to fight. He seems to enjoy life in either form, often wandering huge underdeveloped tracts of Russian wilderness and living off the land.

HISTORY

Mikhail Ursus was one of the first known mutants born in the Soviet Union in the twentieth century to survive past childhood. Up until the time of his birth, the Soviet Union had performed euthanasia on all mutants at the first manifestation of their superhuman powers. Scientist Piotr Phobos made the government see the potential value of superhumans serving the state, and Phobos soon opened a private school to train mutants. Mikhail Ursus was among the first of the many mutants trained by Phobos. Unknown to both his students and the Soviet government, Phobos had built a device to siphon off energy from his students to give himself artificial powers of his own. The process tended to kill the subjects after a time, and Phobos explained their deaths as training casualties. When the second Red Guardian discovered Phobos's activities, Phobos managed to overpower her and went into hiding, giving two of his students totems through which he could still siphon their power.

Following certain field work, the three best-trained students of Phobos's school were reunited and organized by the government into the elite Soviet Super Soldiers. Ursus was given the codename Ursa Major. The first mission of the Soviet Super Soldiers was to investigate the contained radioactive area of Khystym known as the Forbidden Zone. There they discovered that their former teacher was engaged in a project to radioactively contaminate all of the Soviet Union in order to foster the birth of more mutants whose powers he could eventually siphon. The Soviet Super Soldiers, aided by the Hulk, thwarted Phobos's plan and brought him before the government to stand trial.

Although the Super Soldiers resolved to remain together as a team, they vowed to never again unquestionably serve the state. They have subsequently undertaken one government mission, but generally act independently. They are currently based in a scientific fortress in the region of Khystym.



STATISTICS

F	MN (75)
A	RM (40)
S	AM (50)
E	AM (50)
R	TY (6)
I	EX (20)
P	GD (10)

Health: 205
Karma: 36
Resources: None
Popularity: −35

BACKGROUND
Real Name: Brunnhilda
Occupation: Chooser of the Slain, Adventurer
Legal Status: Citizen of Asgard
Identity: The Valkyrie's godhood is not acknowledged by the general populace of modern-day Earth
Place of Birth: Presumably Asgard
Marital Status: Single
Known Relatives: None
Base of Operations: Asgard, later New York City area, later Defenders Mansion, Colorado
Past Group Affiliations: Gods of Asgard, Valkyrior, Defenders
Present Group Affiliation:

KNOWN POWERS:
Body Armor: Valkyrie's dense skin provides her with Good protection from all physical attacks.
Dragonfang: Enchanted sword of Unearthly strength material. It can do Monstrous Edged damage or Amazing Blunt damage when the flat of the blade is used.
Iron Spear: Stabs with Amazing Edged damage and can be thrown up to 10 areas to do Incredible Edged damage. The spear is made of Incredible strength material.
Death Sense: Like all Valkyrior, Valkyrie has the Unearthly ability to sense a being's approaching death. At the Gamemaster's option, he or she may have Valkyrie attempt a FEAT roll to determine if she has detected a death glow. If she does, one character, randomly chosen, will be placed in a deadly situation. This character will attract attacks and is unable to spend any Karma on Endurance FEAT rolls for the duration of the adventure.
Aragorn: The Valkyrie's mount has Excellent ground speed (5 areas/round) and Excellent air speed (10 areas/round). Aragorn has the following statistics:

F	A	S	E
GD	EX	RM	IN

Health:

Talents: The Valkyrie is trained in Martial Arts A. She has the Sharp and Thrown Weapons skills.
Contacts: The Valkyrie is a respected member of the Valkyrior, known throughout Asgard as one of the chosen of Odin. She was a long-time member of the Defenders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Since the Valkyrie's spirit was united with her true body, she has acted extremely haughty, proud, and arrogant. She has a lust for adventure that drove her to leave Asgard. The Valkyrie has all of a warrior's virtues, and will do almost anything for those who have helped her.

HISTORY

The origin of Brunnhilde the Valkyrie remains a mystery. Her parentage is unknown. She has claimed to be "not just an Asgardian" and to have served something older than Asgard, but what she meant is unknown.

Brunnhilde was selected by Odin, monarch of the gods of the otherdimensional realm of Asgard, to lead the Valkyrior, the Choosers of the Slain, a group of warrior-goddesses who would appear over the battlefields of mortal worshippers of the Asgardian Gods and choose which of the fallen were worthy to be taken to Valhalla, the land of the honored dead in the dimension of the Asgard. Brunnhilde served Asgard capably in this capacity for centuries.

Brunnhilde and her fellow Valkyries continued to gather heroic mortal warriors for Valhalla until roughly a millennium ago, when Odin was forced to cease virtually all intercourse with the Earth in accordance with a pact that he and the leaders of Earth's other pantheons of gods made with extraterrestrial Celestials. From then onward, the Valkyries could choose slain heroes only from among fallen Asgardian warriors.

In a tavern on the outskirts of Marmoragard, Brunnhilde encountered Amora the Enchantress, who offered her a life of adventure. However, when Brunnhilde tried to end their relationship, Amora entrapped her within a mystic crystal of souls. While Brunnhilde's body remained in suspended animation, her immortal soul became Amora's plaything. Over the centuries the Enchantress used Brunnhilde's spiritual essence to give the Valkyrie's powers to herself or to her pawns. The Enchantress usually used her magic to alter the recipient's appearance to resemble Brunnhilde herself.

Specific early instances of Amora's exploitation of the Valkyrie are unknown. The first time Amora assumed the Valkyrie's physical aspect in recent years was in a plot to lead a handful of female superhumans against the male Avengers. Her true identity was discovered, however, and her plan thwarted. Months later, the Enchantress bestowed the Valkyrie's power upon a socialite named Samantha Parrington in an attempt to get revenge on the Hulk.

Finally, a woman driven mad by being trapped in another mystical dimension, Barbara Norriss, was given the Valkyrie's power and consciousness by Amora in order to help the Enchantress and her erstwhile allies, the Defenders, escape from the clutches of the sorceress Casiolena. Amora did not undo her spell on Norriss after Casiolena's defeat. As a result Norriss's body now possesses Brunnhilde's consciousness, appearance, and powers, while Norriss's own mental essence is trapped in Brunnhilde's real body in Asgard. Brunnhilde, however, was unaware that she was not in possession of her real body and full memory.

It was not until a minor Asgardian warrior named Ollerus attempted to take over Valhalla that the Valkyrie's two mixed aspects met for the first time. Brunnhilde's mental essence in Norriss's transformed body fought Norriss's mental essence trapped in Brunnhilde's real body. At the end of that encounter, the Valkyrie's body, with Norriss's mind, was consigned to Niffleheim, the realm inhabited by the spirits of the non-heroic Asgardian dead, while Brunnhilde's mind in Norriss's transformed body accompanied the Defenders, who had made the other dimensional journey with her, back to Earth.

When Barbara Norriss's body was murdered, the Valkyrie's spirit and mind were inadvertently freed from their mortal host. With the help of Doctor Strange's magic, Brunnhilde regained her true body, as well as her full memory and normal warrior's personality. Brunnhilde then battled Amora and banished her into the crystal of souls in which she had been trapped (though she has since escaped.)

Feeling estranged from Asgard in general and Odin in particular, Brunnhilde chose to return to Earth with her mortal friends, the Defenders.

Odin placed the dangerously powerful self-styled goddess Moondragon into Brunnhilde's charge. Brunnhilde was to teach Moondragon humility and take action against her should she again become a menace. When Moondragon fell under the malevolent influence of the Dragon of the Moon, Brunnhilde, given temporary additional powers by Odin for this occasion, including the power to grow to gigantic stature, opposed her. Two other Defenders, the Angel and Cloud, helped to defeat Moondragon. Moondragon escaped, however.

Months later Moondragon, her power augmented by the alien Beyonder, attacked the Defenders again. Brunnhilde and the Eternal called Interloper projected their immortal life forces against the Dragon through the "mortal instruments" of the Defender Andromeda and the Defender's former foe Manslaughter. Three other Defenders went to rescue endangered innocents, and when they returned, everyone had seemingly been transformed into statues of ashes and dust, and the Dragon of the Moon was apparently gone.

Recently, when Doctor Strange was on the brink of death, his astral form found itself being drawn toward a realm of the afterlife. His astral form saw Brunnhilde, who had come to escort him into the hereafter. Strange, however, refused, and after considerable effort, returned to life in the mortal world. It is unclear whether Brunnhilde herself was dead and appeared to Strange in her astral form, or whether she still lives in physical form. It is clear, however, that she once more serves to escort the spirits of dead heroes into the hereafter.

"TYPICAL" VAMPIRES

STATISTICS

F	GD (10)
A	GD (10)
S	EX (20)
E	RM (30)
R	PR (4)
I	FB (2)
P	PR (4)

Health: 70
Karma: 10
Resources: Sh0 (0)
Popularity: −10

KNOWN POWERS:

Resistance: Vampires ignore most physical attacks but not Stuns and Slams. They have Excellent regenerative abilities.

Transformation: Vampires can transform themselves into the following:

- A mistlike cloud that allows them passage through tight spaces and Feeble Flight.
- A bat, having bite attacks (Good damage) and Typical Flight.

Summoning and Controlling: Vampires are able to command the meaner animals (bats and wolves), lesser vampires, and humans at Excellent rank.

Vampire Bite: A vampire's bite inflicts Typical damage each turn. If the victim is not slain, he or she remains weak (−1 CS on all FEATs) until a weekly Endurance FEAT is made, and subject to that particular vampire's telepathic commands.

Vampiric Limitations: A number of attack forms and weaknesses inflict damage to a vampire:

- *Blood Dependency:* Deprivation of blood results in weakness (−1 CS on all stats every two days) and an overwhelming desire for blood. Upon seeing blood, a vampire failing a Psyche FEAT roll automatically attacks.
- *Direct Sunlight:* The rays of the sun or attacks which duplicate solar radiation cause Amazing damage to vampires. If reduced to O Health, a vampire turns to powder.
- *Religious Objects*
- *Mirrors:* A vampire must make a Psyche FEAT roll to avoid smashing a mirror.
- *Houses:* Vampires are bound from entering a dwelling unless freely invited.
- *Silver:* Silver weapony can inflict normal damage on a vampire.
- *Wood:* A wooden stake or blade produces an automatic "Kill" against a vampire on a red result.
- *Permanent Destruction:* Three methods of slaying a vampire are known to "kill" it forever: exposure to sunlight; piercing the vampire's heart, beheading, burning, then scattering the ashes; or using the Montesi Formula.

Talents: Those that a particular vampire possessed in life.

Contacts: Although a vampire is no longer a member of any organization they belonged to before their conversion, he or she might use those organizations as a source of food. All vampires are subservient to the vampire who created them.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Very few vampires have the strength of will to retain any semblence of their personality while alive. It requires a Red Psyche FEAT roll to do so upon first awakening. Those that fail this roll revert to cruel and animalistic creatures regardless of their personality in life.

HISTORY

A vampire is a human being who has died and been resurrected by certain supernatural means and endowed with certain supernatural abilities and limitations, most notably a need to drink blood in order to sustain his or her existence. Vampires are called the "undead," inasmuch as, even when active, they are not truly alive in the same sense that ordinary human beings are; indeed, they can be described as being technically dead. (There are also so-called "living vampires," who resemble true vampires in their craving for blood, but who did not die before becoming vampires and did not gain their vampire traits through supernatural means. The most notorious "living vampire" was Michael Morbius.)

Vampires were first created about fifteen thousand years ago when a small band of pre-Cataclysmic Atlantean sorcerers discovered the Darkhold, a collection of arcane knowledge scribed by the primevil demon Chthon. They used one of the spells contained in the Darkhold to cause their enemies to return from the dead in vampiric form. The vampires were more powerful than the sorcerers predicted. Slaying their creators, they escaped from Atlantis before the continent sank.

The first vampire may have been Varnae, formerly an Atlantean sorcerer, who ruled Earth's other vampires until ceding his position to Vlad Dracula, who remained the lord of Earth's vampires in a nearly unbroken reign from that time until the vampires of Earth were finally destroyed by the sorcerer Doctor Stephen Strange.

Vampires required the fresh blood of living beings, preferably human, in order to sustain their existence, and usually procured it through biting their victims, most often on the neck, and draining their blood. The vampire's saliva contained an enzyme that triggered, if the victim died, a metabolic change in the body, beginning with the production of a green liquid called ichor in the bloodstream. In approximately three days, there was sufficient ichor to nourish the victim's body in the same way that blood once did. The victim then returned to "life" as a vampire, capable of all the basic functions of life (except for procreation) plus a number of supernatural feats such as transforming into a bat.

If the victim's blood loss was not

severe enough to cause death, the victim would only show signs of anemia because of the effects of the enzyme in the bloodstream (as well as the debilitating effect of blood loss). Until the enzyme was fully metabolized (anywhere from two weeks to several months), the victim would be weak and sickly as well as susceptible to hypnotic commands, conveyed verbally or through long-range mental contact, by the attacking vampire. The victim would also develop a perverse erotic attraction to that vampire. Most vampires preferred to attack victims of the opposite sex, since the vampire's own sexual drives were linked to his or her lust for consuming blood.

Most vampires possessed superhuman strength, anywhere from ten to twenty times as great as the strength they had in mortal life. The extent of the supernatural abilities of vampires depended on the strength of the vampire's will. Particularly strong-willed vampires such as Dracula, for instance, could summon thunderstorms, although the mystical concentration needed to do this left them quite weakened for a time. The vampire's strength of will also determined the extent to which he could master his craving for blood and maintain the same personality he or she had in life. No vampire could prevent himself from giving in to his craving for blood for more than a week, but Dracula and Hannibal King maintained their normal personalities even in vampiric form. On the other hand, most people who became vampires, even those who had been kind and sensitive, found themselves so unable to resist their new cravings for blood that they became cruel and even animalistic hunters of normal human beings.

Vampires could summon and control certain creatures such as bats, wolves, and rats. Vampires could also transform themselves into bats, and in the case of some vampires, wolves, while retaining their human intelligence in these forms. Some vampires could even become human-sized bats. Vampires could also transform themselves into mist at will, while still retaining their normal consciousness in that form.

A vampire could make any human being into a temporary slave if he or she could catch their gaze for a sufficient amount of time, usually only a matter of seconds. The exact length of time needed to mesmerize the victim depended on the strength of will of the vampire and that of the victim.

Vampires had several limitations upon their supernatural powers and existence. The first was their all-consuming craving for blood. Unless a vampire drank approximately one quart of fresh blood every other night, it would weaken and either fall comatose or perish. Some vampires of great power, like Dracula, were able to resist their bloodlust for up to a week before their hunger became unbearable.

Vampires were also limited by their supernatural dependence upon the soil of the land of their birth. Vampires could not travel more than one hundred miles from where they were born unless they took along at least a pound of their native soil with which to line their coffin or sleeping area. Vampires fell into a comatose state during daylight hours and could be safe only if they stayed in contact with their native soil. Vampires were unable to withstand the direct rays of the sun, which caused the ichor to congeal in the vampire's veins and the skin to decay rapidly. Direct exposure caused a vampire to dehydrate completely and turn to powder.

Vampires had a mystical aversion to garlic plants. The wearing of at least one clove around one's neck was sufficient to ward off a vampire. Furthermore, a vampire could not use his or her shape-changing abilities while within twenty feet of a garlic clove. Vampires also had an aversion to any religious symbol (such as a crucifix, cross, Star of David, or holy water) wielded by anyone who believed in the religious significance of the symbol. The size of the symbol was not a consideration on its ability to repel vampires, only the strength of belief. Vampires also had a mystical aversion to entering any human dwelling place to which they were not verbally invited. Once invited, they could enter the place at any time thereafter. Vampires cast no reflections, and their images could not be captured on film.

Vampires did not age, except on some but not all occasions when they had been deprived of blood for lengthy periods of time. Then a vampire might develop some signs of age (for example, his or her hair might turn white), but upon ingesting fresh blood he or she would revert to the age he or she was at when he or she died as a human being.

In some vampires, minor injuries would heal within moments. However, a vampire could not grow back a severed portion of his or her body. Apart from periodic inconveniences, injuries like these would not critically impair a vampire's "life" or effectiveness. Because the vampire's ichor was similar in function to blood, poisons and other toxic substances that were circulated in its bloodstream would adversely affect a vampire, although no dosage was large enough to cause death.

The only substances that could cause a vampire pain were silver and, to a lesser extent, unless it penetrated the vampire's heart, wood. The surest way to kill a vampire was to drive a wooden stake or a silver blade through the heart. The stake or blade prevented the heart from supplying ichor to the rest of the body. If the stake or blade was removed, however, even if the vampire's body had crumbled to dust, the vampire's mystical vitality would restore him or her to vampiric "life." Beheading a vampire would also kill. However, there were only three methods of making sure of destroying a vampire permanently. One was to expose the vampire to direct sunlight and then to scatter the ashes. Another was to pierce the vampire's heart with wood or silver, sever the head, burn the head and body in separate places, and scatter the two resulting piles of ashes in separate locations. The third way was to make use of the full incantation known as the Montesi Formula (after the monk who first realized its significance) found in the Darkhold.

Despite the efforts of Dracula to prevent them, Doctor Strange and a small band of allies performed the Montesi Formula spell, thereby destroying Dracula and all other

vampires on Earth. Indeed, as long as the spell remains in effect, no vampire can be created in the Earth dimension (or be brought to the Earth dimension from another) without immediately turning to dust. Only through use of the Darkhold, now in possession of the alien sorcerer Urthona, could this spell be undone and new vampires created on Earth.

The only vampire to survive the casting of the Montesi Formula spell was Hannibal King, whom Doctor Strange restored to normal human life. King's survival was possible only because he had never consumed blood directly from a living human. (Instead, King has subsisted on stolen blood from blood banks and hospitals, blood from corpses, and animal blood.)

DEACON FROST

STATISTICS

F	EX (20)
A	EX (20)
S	RM (30)
E	IN (40)
R	GD (10)
I	GD (10)
P	RM (30)

Health: 110
Karma: 50
Resources: EX(20)
Popularity: −10

BACKGROUND
Real Name: Unrevealed
Occupation: Chemist, later physician
Legal Status: Citizen of Germany
Identity: Not publicly known to be a vampire
Place of Birth: Germany
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS:
Vampiric Abilities: Frost possessed all of the abilities and weaknesses of the typical vampire.
Doppelganger Creation: Frost's bite, as well as having the normal affects, also was able to create a vampiric "doppelganger." These doubles of the victims gain the Statistics, Powers, and Weaknesses of the "typical" vampire. The doppelgangers also have the ability to absorb their "original" by touching them skin-to-skin (requiring an Agility FEAT roll). Frost could bite a doppelganger to create yet another doppelganger, ad infinitum. He had complete mental control over all of his doppelgangers.
Talents: Frost has the Chemistry talent.
Contacts: None. Frost was created through the accidental injection of a deceased vampire's blood, and was never under the domination of his creator.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Deacon Frost was a cunning and labyrinthine planner, luring his victims into situations where they would be at their greatest disadvantage. He would usually send his doppelganger slaves into combat as his champions.

HISTORY

The vampire called Deacon Frost was once a chemist in Germany trying to discover a means to achieve immortal life. To this end he kidnapped a young woman and injected her with blood from a recently deceased vampire. The woman's fiance burst in, and in his struggle with Frost, Frost was accidentally injected with his own serum. The result was to turn Frost into a vampire who could create vampire doppelgangers of his victims. Many years later Frost attacked a woman in labor who, as a result, died while giving birth to the child who grew up to become the vampire hunter Blade. It was Frost who turned Hannibal King into a vampire. Frost planned to conquer the world with his doppelgangers, but he was destroyed by Blade and Hannibal King.

BLADE DOPPELGANGER

STATISTICS

F	GD (10)
A	GD (10)
S	RM (30)
E	RM (30)
R	PR (4)
I	FB (2)
P	TY (6)

Health: 80
Karma: 12
Resources: TY (6)
Popularity: 0

BACKGROUND
Real Name: None
Occupation: Servant of Deacon Frost
Legal Status: Inapplicable
Identity: Their existence was not known to the general public
Place of Birth: Inapplicable
Marital Status: Inapplicable
Known Relatives: None
Base of Operations: Boston, Massachusetts
Past Group Affiliations: Servant of Deacon Frost
Present Group Affiliation:

KNOWN POWERS:
Vampiric Abilities: The Blade Doppelgangers had all of the abilities and weaknesses of the typical vampire.
Absorption: A doppelganger could absorb the original Blade simply by touching him, skin-to-skin. This requires an Agility FEAT roll.
Weaponry: The Blade Doppelgangers came complete with four wooden knives which could do Good Edged damage.

Talents: Like the original, the Blade Doppelgangers had the Edged Weapons skill.
Contacts: The Blade Doppelgangers had all of the memories of the original. They could call upon his vampire-hunting friends, but those same friends would recognize the doppelgangers for what they truly were.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
The Blade Doppelgangers possessed none of the cunning and skill of the original Blade. They were vicious creatures, filled with bloodlust.

HISTORY

Deacon Frost created a vampire doppe'ganger of Blade that battled Blade himself and absorbed Blade within its own body. Later, Daimon Hellstrom freed the true Blade, who was still alive, from the doppelganger's body, and Hannibal King destroyed the doppleganger.

HANNIBAL KING

STATISTICS

F	RM (30)
A	EX (20)
S	RM (30)
E	IN (40)
R	TY (6)
I	EX (20)
P	RM (30)

Health: 120
Karma: 56
Resources: TY (6)
Popularity: 2

BACKGROUND
Real Name: Hannibal King
Occupation: Private investigator

Legal Status: U.S. citizen with no criminal record
Identity: The general populace of Earth is unaware that King used to be a vampire
Place of Birth: Unrevealed
Marital Status: Unrevealed, but King is now unmarried.
Known Relatives: None
Base of Operations: Formerly London, now Boston, MA
Past Group Affiliations: Partner in King, Drake and Blade, Private Investigations
Present Group Affiliation:

KNOWN POWERS:
Vampiric Abilities: As a vampire, King possessed all of the abilities and weaknesses of the typical vampire. King could also change into a man-sized bat and a wolf. It should be noted that he rarely employed these abilities except when absolutely necessary, as doing so promoted a savage and malevolent side to his personality.
Cured Form: Once cured of his vampiric curse, King had the following statistics:

F	A	S	E
GD	GD	TY	GD

Health: 36

Talents: King has the Law Enforcement and Detective skills, and a rudimentary knowledge of boxing gave him Martial Arts B. In the field of vampirism, King is considered to have Occult Lore.
Contacts: King was an ally of Frank Drake, Blade, and Doctor Strange. He is now a partner with Drake and Blade in a private detective agency.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
King was one of the few vampires who retained his human intelligence after returning from the dead. Moreover, his dedication to the ideals he held in life was powerful enough to restrain his vampiric urges; throughout his vampiric existence King refused to drink living human blood, and he used his vampiric powers only when no other option was available. Nonetheless, King was often embittered over his vampiric state. As a detective, he is known for his persistence.

HISTORY

Hannibal King was a private investigator making a meagre living and waiting for a case that would make his reputation when he was killed by a vampire named Deacon Frost. After three days in the morgue, King rose as a vampire. During the five years he spent as a vampire, King frequently clashed with Dracula because he refused to acknowledge the vampire lord as his master. King joined forces with the vampire hunter Blade, and together they tracked down and destroyed Deacon Frost.

King asked for help from Doctor Strange when a friend of his died in a case involving Dracula and the Darkholders. Later, when Strange decided to use the Montesi Formula and destroy all vampires on Earth, King agreed to help even though he knew it meant his death. Ultimately Strange succeeded, and then used his mystical powers to not only save King's life but to cure his vampirism forever. The firm of King, Drake and Blade now handles investigations into the occult.

NIMROD

STATISTICS

F	IN (40)
A	GD (10)
S	RM (30)
E	IN (40)
R	TY (6)
I	GD (10)
P	IN (40)

Health: 120
Karma: 56
Resources: TY (6)
Popularity: −20

BACKGROUND
Real Name: Nimrod
Occupation: Former soldier
Legal Status: Unrevealed
Identity: His existence was unknown to the general populace
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Transylvania
Past Group Affiliations: Ruler of Earth's vampires
Present Group Affiliation:

KNOWN POWERS:
Vampiric Abilities: Nimrod possessed all of the abilities and weaknesses of the typical vampire. He could transform himself into a man-sized bat or a wolf as well.
Vampire Control: During his brief rulership of the vampires of Earth, Nimrod had Incredible control over all of them and could communicate telepathically with them from anywhere on Earth. Any vampire who wished to resist Nimrod would have to make a Psyche FEAT roll against Incredible intensity.
Talents: Nimrod had the Leadership and Military Talents. He also had the Bladed Weapon skill and was a skilled Horseman.
Contacts: During his brief role as Lord of the Vampires, Nimrod could force almost any vampire on Earth to assist him. He was being groomed for the position of rulership by Varnae before Dracula became a vampire.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
A former solider, Nimrod was a brutal man who enjoyed the power he obtained as a vampire. He would brook no challenge to his authority.

HISTORY

Intending Dracula to be his successor as ruler of Earth's vampires, Varnae first appointed Nimrod as the new vampire lord. Nimrod captured Dracula on the night the latter became a vampire and forced Dracula to submit to him. Dracula challenged Nimrod to a duel with wooden stakes, and, as Varnae anticipated, Dracula slew Nimrod in the duel. Varnae then made Dracula the new vampire lord.

VAN HELSING, RACHEL

STATISTICS

F	GD (10)
A	EX (20)
S	RM (30)
E	RM (30)
R	GD (10)
I	EX (20)
P	EX (20)

Health: 90
Karma: 50
Resources: TY (6)
Popularity: 0

BACKGROUND
Real Name: Rachel Van Helsing
Occupation: Vampire hunter, parapsychologist, anthropologist, university professor
Legal Status: British citizen with no criminal record
Identity: Publicly known
Place of Birth: Unrevealed, presumably in or near London, England
Marital Status: Single
Known Relatives: Abraham van Helsing (great-grandfather, deceased)
Base of Operations: London, England
Past Group Affiliations: Quincy Harker's band of vampire hunters, controlled slave of Dracula
Present Group Affiliation:

KNOWN POWERS
Vampiric Abilities: Rachel Van Helsing possessed all of the abilities and weaknesses of the typical vampire.
Weaponry: In life Van Helsing wielded a crossbow with a range of 2 areas. She utilized wooden arrows which were capable of inflicting Good Edged damage.
Talents: Van Helsing had the Bows skill and Acrobatics. She also has the Anthropology and Occult Lore talents.
Contacts: In life Van Helsing was an ally of Quincy Harker's organization of vampire hunters, which included Frank Drake and Taj Nital. After her conversion to a vampire, she was subservient to Dracula's mental control.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
As a living woman Van Helsing was strongly committed to ending the threat of Dracula and other vampires. Because of this devotion, she had difficulty in expressing any "superfluous" emotions. Even in her vampiric state, she was still devoted to ending Dracula's existence and committed suicide rather than continue her undead existence.

HISTORY

Rachel was a vampire hunter for many years, as an ally of Frank Drake and Quincy Herker. After many confrontations, she was killed by Dracula and became his consort

and ally. When she broke free of his control, she killed him (he was later resurrected, however) and then requested the X-Men to kill her with a stake through the heart. Wolverine did so, and she died peacefully.

VARNAE

STATISTICS

F	PR (4)
A	PR (4)
S	IN (40)
E	AM (50)
R	TY (6)
I	IN (40)
P	AM (50)

Health: 98
Karma: 96
Resources: EX(20)
Popularity: −50

BACKGROUND

Real Name: Varnae
Occupation: Atlantean sorcerer, later vampire lord
Legal Status: Citizen of pre-Cataclysmic Atlantis
Identity: Varnae's existence was unknown to the general populace of Earth
Place of Birth: Atlantis
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Lord of Earth's vampires
Present Group Affiliation:

KNOWN POWERS

Vampiric Abilities: Varnae possessed all of the abilities and weaknesses of the typical vampire. He could also transform into a wolf or a man-sized bat.
Vampire Control: Varnae had Monstrous ability to control any vampire on Earth. He could communicate telepathically with another vampire from any distance, and a vampire wishing to resist his commands would have to make a Psyche FEAT roll against Monstrous intensity.
Growth: Through mystical means, Varnae could grow up to 25 feet tall, giving him Monstrous Growth and a +3 CS to be hit.
Telepathy: Varnae could read minds and implant hypnotic commands with Incredible ability.
Talents: Varnae possessed the Occult Lore talent. He has the Mystic Background and was fluent in most Earth languages.
Contacts: Varnae was the lord of Vampires for many centuries, and could call upon their knowledge and skills whenever he wished.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Varnae was intelligent, cunning, and thoroughly evil. He could scheme with the best of them, but his plots were rarely intricate.

HISTORY

Varnae was transformed into a vampire by sorcerers of pre-Cataclysmic Atlantis. He was the last survivor among the vampires created in Atlantis before the Great Cataclysm, and ruled over Earth's vampires until 1459. Tired of his ages-long existence, Varnae chose Dracula as his successor as lord of Earth's vampires, and imparted much of his supernatural power to him by forcing Dracula to drink his blood. Varnae then committed suicide by exposing himself to the direct sunlight.



STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	IN (40)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 100
Karma: 30
Resources: GD (10)
Popularity: 5 (65 in USSR)

BACKGROUND
Real Name: Nicolai Krylenko
Occupation: Adventurer
Legal Status: Citizen of the USSR
Identity: Secret
Place of Birth: Minsk, USSR
Marital Status: Single
Known Relatives: Laynia Petrovna (sister), Marya Krylova (mother, deceased), Sergei Krylov (father)
Base of Operations: Khystym, Siberia
Past Group Affiliations: Soviet Army, Soviet Super Soldiers
Present Group Affiliation:

KNOWN POWERS
Force Field: Vanguard can naturally reflect any form of energy or physical assault at Amazing rank, returning the force of the attack back on Vanguard's attacker at −1 CS. (For example, an Incredible rank attack would be reflected back at Remarkable intensity.) These attacks strike with Good accuracy and do not count as Vanguard's action.
Weapons: Vanguard carries a pair of technological weapons in the shape of a hammer and a sickle. These have several properties:

- Vanguard can attack with the hammer at Remarkable Fighting rank, doing Remarkable Blunt damage.
- Attacking with the sickle, also with Remarkable Fighting, Vanguard does Remarkable Edged damage.
- Circuitry in Vanguard's hammer enables the weapon to be thrown up to 3 areas away and still return to Vanguard's hand. Throwing and catching the hammer are considered Agility FEATs.
- By concentrating on the weapons, Vanguard can increase his force field power. In such cases, his force field is considered Monstrous, and he returns attacks on the Remarkable column.

Talents: Vanguard speaks English very well. He has the Military Talent from his training with the Soviet army.
Contacts: Should any of the Soviet Super Soldiers have any contacts within the Soviet government, those contacts are low-level and secretive. Vanguard was also a former member of the Soviet army.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Vanguard is extremely patriotic, and can be bull-headed at times. He is usually the first to start a fight, but his comrades can usually prevail upon him to calm down and reconsider.

HISTORY

Nicolai Krylenko was the son of Soviet physicist Sergei Krylov, and was one of twins who were among the first known mutants born in the Soviet Union allowed to live past childhood. After Krylov's wife died during childbirth the twins were abducted by the KGB to be placed in training. Krylov was informed that his children were stillborn. Nikolai and his sister Laynia were placed in the care of Dr. Piotr Phobos, who raised them as students of the Soviet Super Soldier School. There the boy first mastered his mutant powers, and was given the code name Vanguard. Toward the end of his training, Phobos gave him a set of weapons, a hammer and sickle, symbols of the Soviet Union with which to focus his powers.

When Phobos was seen to be siphoning energy from his students in order to develop mutant powers of his own, he fled the school. Vanguard went into the Soviet army, concealing his superhuman powers from his peers, to further his training.

Some time later, the Soviet government discharged Vanguard from the army in order to take advantage of his superhuman capacities. He was reunited with his sister Laynia (who as Darkstar had been sent on an espionage mission in America), and the two were placed in the charge of the fourth Crimson Dynamo, the Soviet's counterpart of Iron Man. The three were placed inside a space capsule and sent to the moon to investigate a mysterious extraterrestrial object discovered there. On the moon, the three encountered and baffled Iron Man and Jack of Hearts, who were also there to investigate. When the Americans vanished inside the object, the Soviet adventurers were ordered by their superiors to keep the object under surveillance. Days later, Iron Man and Jack of Hearts emerged, followed by an invading fleet of Rigellian colonizers. The Soviets helped the Americans repulse the invasion, then returned to Earth aboard the Rigellian craft.

After a thorough debriefing, the three were joined by Ursa Major, a mutant classmate of Vanguard's at the Super Soldier's school, and the four were officially designated the Soviet Super Soldiers and given an assignment. Sergei Krylov had become a superhumanly powerful radioactive mutant dubbed the Presence. The officials feared he would turn against them were he to learn that he had been deceived about his children's deaths. Consequently, the government wanted the Presence eliminated, and because his children were among the Soviets' most powerful agents, only they stood a chance of succeeding. The Soviet Super Soldiers were told that the Presence was spreading toxic radiation that threatened all Russia and thus had to be stopped. Undertaking the mission, they learned that it was their own former teacher Professor Phobos spreading radiation and that Krylov was their father. Neutralizing Phobos, Vanguard, Darkstar, and Ursa Major expelled the Crimson Dynamo from their ranks when they discovered him to be a KGB agent, and vowed to never serve the State unquestioningly again. Although the Soviet Super Soldiers have undertaken subsequent missions at the government's behest, they have done so only when the mission involved a direct threat to the Soviet people. Vanguard remains one of the USSR's foremost superhuman champions.

VANISHER

STATISTICS

F	PR (4)
A	GD (10)
S	TY (6)
E	EX (20)
R	RM (30)
I	PR (4)
P	GD (10)

Health: 40
Karma: 44
Resources: GD(10)
Popularity: −10

BACKGROUND
Real Name: Telford Porter
Occupation: Professional criminal
Legal Status: U.S. citizen with a criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None known
Base of Operations: New York City, NY
Past Group Affiliations: Former member of Factor Three, current leader of Fallen Angels
Present Group Affiliation:

KNOWN POWERS:
Teleportation: Vanisher has Unearthly mutant ability to teleport, with no chance of accidentally appearing within a wall or other obstacle, even when entering an area he has never seen before. Holding onto Vanisher neither prevents him from teleporting nor allows the grappler to hang on through the teleportation. As the Vanisher requires a clear head to use his power, he cannot teleport during any round in which he either sustains more than Good damage or falls victim to any mental assault.
Weapons: Vanisher carries an array of guns on his person. In the past, these have included a .45-caliber automatic with 9 shots, causing Good damage at a range of 3 areas, a gun which fired sleeping gas of Incredible potency at a range of 1 area, and a gun which delivered Incredible energy attacks at a range of 2 areas.
Talents: The Vanisher is skilled at Electronics and Computer circuitry. When attempting FEATs in such areas, the Vanisher's Reason is Incredible.



Contacts: Few characters who have associated with the Vanisher in the past have any inclination to do so again. The Vanisher currently acts as the patron of a group of runaways and petty thieves known as the Fallen Angels.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Vanisher has attempted to make a name for himself as a criminal mastermind, an occupation for which he is ill-suited. The Vanisher is a notorious coward (to the best of anyone's knowledge, he has never teleported *into* battle) and an uninspired leader. After repeated failures, he has recently tried his luck with a group of superpowered teenage runaways.

HISTORY

The Vanisher first came to public attention when he used his power of teleportation to commit a series of spectacular crimes. He rapidly built a large criminal organization and then announced to the U.S. government his intention to steal the continental defense plans. Despite efforts of the government and of the newly formed X-Men, the Vanisher easily teleported into the heavily guarded Pentagon room where the plans were being kept, and escaped with them. The Vanisher then demanded ten million dollars not to turn the plans over to the Soviet Union. Confident that no one could possibly capture him, the Vanisher showed up on the White House lawn accompanied by his men in order to pick up the ransom money. However, Professor Charles Xavier was present and psionically induced amnesia in the Vanisher, so that he did not know he was powerless. The Vanisher was taken into custody and the plans were recovered, but eventually the Vanisher's memory returned and he escaped.

The Vanisher joined Factor Three, an organization of superhuman mutants who sought to achieve world domination. As a member of Factor Three, the Vanisher again clashed with the X-Men as he attempted to help trigger a nuclear war between the United States and the Soviet Union. However, the X-Men thwarted Factor Three's efforts to bring about a nuclear holocaust. The Vanisher and other members of Factor Three joined the X-Men in battling and defeating the leader of Factor Three, the Mutant Master, when he was revealed to be an extraterrestrial out to conquer Earth.

Later the Vanisher unsuccessfully attempted to defeat the now-disbanded team of adventurers called the Champions of Los Angeles. Trying to escape by teleportation, the Vanisher was halted in the midst of the process by Darkstar, a member of the Champions, using darkforce she can summon. As a result, one half of the Vanisher's body remained in Los Angeles while the other half rematerialized in Poughkeepsie, New York, months later. Investigating the Vanisher's appearance in Poughkeepsie, the X-Man Nightcrawler touched him, and the two were somehow transported to another dimension. Eventually Nightcrawler and the Vanisher managed to return to Poughkeepsie, and the Vanisher teleported himself to an unknown location.

Since then the Vanisher has become the leader of a new group of superhuman mutants known as the Fallen Angels.

STATISTICS

F	RM (30)
A	EX (20)
S	EX (20)
E	AM (50)
R	FE (2)
I	TY (6)
P	PR (4)

Health: 120
Karma: 12
Resources: FE(2)
Popularity: −15

BACKGROUND

Real Name: Unrevealed
Occupation: Unknown
Legal Status: Presumably a U.S. citizen, criminal record unknown
Identity: Secret
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Former agent of Arnim Zola and Baron Helmut Zemo
Present Group Affiliation:

KNOWN POWERS

Claws: Vermin's claws do Remarkable Edged Attack damage.
Running: Vermin can speed through alleys, sewers, and other enclosed spaces at 4 areas per round.
Enhanced Senses: When Vermin might be able to detect a character by smell, at a range of 2 areas or less, his Intuition rises to Amazing. He can also track with Amazing ability.
Animal Communication and Control: Somehow, Vermin is able to communicate with and command the rats and undomesticated dogs that are within 2 miles. His ability with this power are Excellent.
Talents: None
Contacts: None, as far as anyone knows.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Arnim Zola created Vermin to be a vicious psychopath. Vermin's thoughts, such as they are, deal with basic necessities such as finding food and shelter, and striking out at anything that he fears, including human society.

HISTORY

Very little is known about the past of the man now called Vermin except that he has described himself as a child of the New York streets. At some point he was picked up off the streets by Baron Helmut Zemo, the son of a Nazi scientist, and Arnim Zola, the master Nazi geneticist, and subjected to a process that bestowed upon him various ratlike attributes. Able to command rats and other wild beasts, Vermin was dispatched by the pair to stalk and kill their long-time enemy Captain America. After randomly slashing a cab driver to attract attention, Vermin encountered Captain America in a rundown area of Harlem, but, despite unleashing a pack of rats against the Avenger, Vermin was overpowered. Captain America took him to SHIELD headquarters for questioning, but Vermin somehow managed to escape. He then rendezvouzed with Zemo and Zola, who took him to Zemo's headquarters in Mexico. When Zemo had captured Captain America himself, he decided Vermin's usefulness was over. He then shackled Vermin next to the Captain in a dungeon and set loose two of his more powerful mutants upon them. Vermin slew one of the mutants and escaped the chamber. He stole aboard Zemo's escape craft, and when Zemo fled from the castle sometime later, Vermin viciously attacked, wounding him.

Returning to New York, Vermin once again prowled the city streets, finally going on a rampage during the San Gennaro Festival in the Little Italy section of Manhattan. He was apprehended by Captain America and Spider-Man and turned over to local authorities. Vermin is currently in a high-security mental institution.

STATISTICS

F	TY (6)
A	IN (40)
S	RM (30)
E	EX((20)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 96
Karma: 40
Resources: GD(10)
Popularity: 8

BACKGROUND
Real Name: Heather McNeil Hudson
Occupation: Former secretary, now leader of Alpha Flight
Legal Status: Canadian citizen with no criminal record
Identity: Secret, known to certain Canadian government officals
Place of Birth: Calgary, Alberta, Canada
Marital Status: Widowed
Known Relatives: Ramsey McNeil (father), Claire McNeil (mother), James MacDonald Hudson (husband, deceased)
Base of Operations: Mobile
Past Group Affiliations: Alpha Flight
Present Group Affiliation:

KNOWN POWERS:
Battlesuit: All of Vindicator's superhuman powers derive from the battlesuit she wears. It is made of Good Strength material and can generate a personal force field which provides Amazing protection from physical attack and Incredible protection from all energy attacks. The force field can be turned on and off at will by mental command.
Flight: Vindicator can fly at Shift-X speed.
Energy Bolts: Vindicator can project bolts of Incredible Force up to a range of 10 areas.
Digging: With the suit, she can dig a tunnel 3 areas long per round (2 areas if forming a tunnel for others to follow).
Teleportation: The suit's ability to negate the force of Earth's gravity relative to the wearer allows Vindicator to effectively teleport up to Shift-Z distance. Vindicator can only teleport along the same latitude, since movement is relative to the Earth's rotation. The suit's systems scan for any obstacles (mountains, buildings, etc.) and will abort movement just short of a collision. The suit's force field automatically activates to protect against air friction.

A side-effect of this special movement is that Vindicator is disoriented by the sudden movement. She can take no action whatsoever (except hover in place) on the round after she moves, and all FEATs for the 2 rounds after that are at −2 CS.
Protected Senses: Hudson wears a set of prescription goggles that provide her with Remarkable protection against light-based attacks.
Nearsightedness: Without her goggles or goggles, Hudson is at −2 CS to hit and cannot clearly make out images farther than 1 area away.
Talents: Hudson has the Leadership skill.
Contacts: Hudson is the leader of Alpha Flight and its former members, including Shaman, Talisman and Puck. She at one time had close ties to the Canadian government, but those have recently been dissolved.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Hudson is a strong-willed woman who prefers to stand on her own. Since the death of her husband, she has learned self-reliance and at times comes across as domineering.

HISTORY

Heather McNeil is the daughter of Ramsey and Claire McNeil of Calgary, Alberta, Canada, and has at least seven siblings, six of whom are boys. The McNeils were neighbors of Dr. Michael Two-youngmen, his wife Kathryn, and their daughter Elizabeth. Heather often acted as the younger Elizabeth's playmate and babysitter. After Kathryn Two-youngmen died and the grief-stricken Michael became a hermit, the McNeils took care of Elizabeth.

Thanks to her great organizational talent and intelligence, Heather was working as the private secretary to Jerome Jaxon, vice president in charge of research and development of the Am-Can petroleum company in Edmonton, Alberta, when she was only seventeen years old. An employee of this division, Dr. James MacDonald Hudson, invented an armored suit to be used for exploration and development of geological resources. Heather, who was attracted to Dr. Hudson, was shocked to learn that Jaxon intended to turn Hudson's exploratory suit over to the United States military to utilize as a weapon. Forbidden to warn Hudson, McNeil resigned from her position in protest.

The next day McNeil visited Hudson and learned that he had destroyed the plans and taken the helmet, without which the suit could not operate. McNeil sought the Canadian government's aid for Hudson, and finally the government declared that Hudson had been a government employee "retroactively" for six years, and they paid Am-Can for damages incurred by Hudson in reclaiming the helmet, which was his. The Canadian Prime Minister offered Hudson the chance to create Department H, the secret research and development arm of the Ministry of Defense. Within a year Hudson married Heather McNeil.

On their honeymoon in Canada's Wood Buffalo National Park, James and Heather Hudson were attacked by a "wild man" whom they later learned was named Logan, the superhuman mutant later given the codename Wolverine. Logan had turned savage apparently from the shock of having his skeleton laced with the metal alloy Adamantium and being given retractable Adamantium claws. Managing to render Logan unconscious, the Hudons took him to their cabin and tied him to a bed. James Hudson went for medical help but was kept from returning by a blizzard. Logan regained consciousness and unwittingly extended his claws, severing his bonds. Furious, Heather Hudson began shouting at Logan, who again extended his claws. But then Logan saw the claws for what he has since claimed was the first time he was aware of them, and was horrified. Believing that someone had implanted the claws in Logan hands against his will, Heather Hudson comforted the despairing Logan until James Hudson finally returned.

Heather Hudson now suspects that James Hudson may have had something to do with Wolverine's claws, especially since Alpha Flight, with Wolverine as its leader, was formed soon after. But as yet Heather Hudson has no proof.

Logan lived with the Hudsons while they helped him regain his health and human sanity, although Logan was still prey to animalistic rages at times. However, he soon became leader of Alpha Flight. In love with Heather Hudson and knowing it was useless, Logan quit Department H when he received an offer from Professor Charles Xavier to join the X-Men. James Hudson reluctantly became Alpha Flight's leader in Logan's place, wearing a modified version of his exploratory suit when in action. James Hudson called his costumed identity Weapon Alpha, then Vindicator, and finally Guardian.

Eventually the Canadian government officially disbanded both Department H and Alpha Flight. But when Healther called the members together to help her husband, they decided to continue to work together as a team, independently of the government.

Months later, Heather Hudson was taken captive by Delphine Courtney, a humanoid robot serving Jerome Jaxon seeking vengeance. Jaxon used the robot called Box to attack Hudson, damaging his battlesuit. In order to defeat Box, Hudson used the suit to feed energy from its power pack into Box. The Box robot was destroyed, and the feedback killed Jaxon. But then Hudson had only seconds to disconnect his battlesuit's power pack before it would explode. Heather entered the room just in time to witness the explosion that killed him.

The members of Alpha Flight subsequently chose Heather Hudson to become their new leader. Believing that she herself needed to become an active combatant in the team, with enough power to hold her own alongside the other members, Heather Hudson began wearing Courtney's recreated version of her husband's battlesuit, with modifications, in action. Heather has taken the codename of Vindicator formerly used by her husband for her costumed identity. She is currently engaged to Madison Jeffries.

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	EX (20)
I	EX (20)
P	GD (10)

Health: 70
Karma: 50
Resources: RM (30)
Popularity: −15

BACKGROUND
Real Name: Unknown
Occupation: Subversive
Legal Status: Citizenship unknown, wanted internationally for criminal activity
Identity: Secret
Place of Birth: Somewhere in Eastern Europe, possibly Hungary
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Former leader of New York faction of HYDRA, former leader of the original Serpent Squad, now leader of her own terrorist organization
Present Group Affiliation:

KNOWN POWERS:
Weaponry: Viper carries a number of special weapons, including but not limited to the following:

- *Prosthetic fangs*, which secrete a lethal snake venom of Remarkable potency. Normal anti-venom toxin is effective to prevent further damage, but a victim must get to it before 8 hours elapses for it to be affective.
- *Throwing darts*, up to 8 tipped with the same poison. These darts can be thrown up to 2 areas, causing 3 points of Edged damage plus the poison.
- *Laser pistol* with an infrared scope, causing 25 points of Energy damage. The gun has a range of 5 areas, holds energy sufficient for five shots, and can be fired in the dark with no penalty.
- *Whip* capable of doing Good damage. Viper can attack anyone in the same area with this weapon, and with a Bullseye result, she can disarm an opponent using a hand-held weapon or protective device.



Teleportation Ring: Viper wears a ring that provides her with Incredible Teleport ability. Viper must be able to use one hand to activate the ring on the other, and can do nothing else on the round she teleports.
Talents: Viper has the Guns skill, and is a Weapons Specialist with the Whip. She is trained in Martial Arts A & C, and her Reason is considered Remarkable when dealing with high-tech items developed by both HYDRA and other criminal organizations. Viper also has the Leadership Talent.

Contacts: Viper was at one time head of HYDRA's New York operations and still has criminal contacts from those days. She was the reorganizer of the original Serpent Squad and has contacts with Cobra and Princess Python. Viper also has contacts with a number of organizations that supply criminal operatives.

ROLE-PLAYING NOTES
Viper is one of the most ruthless villains, male or female, active today. She will kill without qualms anyone who stands in her way. With the exception of the Silver Samurai, her confidant and lover, she considers her agents expendable and will sacrifice them gladly to obtain her objectives.

HISTORY

The woman who would become the Viper was an orphan child in Eastern Europe. For most of her adolescence and young adulthood, she struggled for survival in a transient existence throughout Europe. She found crime the most convenient way to make money.

Relying on her wits, she eventually entered the ranks of the powerful subversive organization HYDRA as one of the few female agents it had at that time. When the Supreme Hydra Baron Wolfgang von Strucker died and HYDRA's elite perished in the destruction of Hydra Island, the remaining organization fragmented. She seized control of the New York City operations. At that point, she took the name Madame Hydra, began wearing a green costume and green lipstick, and dyed her hair green to symbolize the organization that she now commanded.

Madame Hydra's first known major enterprise as a HYDRA leader was the attempted contamination of New York City's water supply. Thwarted by Captain America, she tried to kill him but failed. Finally, she had heat-seeking missiles launched at Captain America and his then-partner Rick Jones. They dodged, but it was believed that Madame Hydra was herself killed by a missile. However, the alien Space Phantom unexpectedly intervened when he took on her physical form and transported her into extratemporal orbit. During the years that the Space Phantom plotted against Captain America and his allies, the Avengers, Madame Hydra remained in Limbo.

Upon the Space Phantom's defeat, he returned to Limbo and Madame Hydra was returned to Earth. No longer head of HYDRA, she sought to regain her place among the international criminal elite by reorganizing the defunct band of costumed criminals known as the Serpent Squad. In doing so, she murdered the first costumed criminal to be known as the Viper (see below) and adopted both his criminal alias of Viper and a modified version of his costume. (She has subsequently adopted yet another design for her costume.)

The Viper went on to organize her own international organization that is an active force in crime, espionage, and terrorism. While under a magic spell cast by one of the original Spider-Woman's enemies, the Viper temporarily falsely believed herself to be Merriem Drew, the first Spider-Woman's mother. The Viper's most spectacular scheme in recent years was her attempt to crash the SHIELD Heli-Carrier into the United States Capitol building, during a Presidential address. Viper's most recent scheme was the infiltration and subversion of the Serpent Society. With the aid of her own serpent-motif villains and those members of the Society who joined her side, Viper contaminated the water supplies of Washington, D.C., with a toxin that transformed humans into snake-like beings. Foiled by the Captain and his friends, she is currently in custody.

VIPER I

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	GD (10)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 50
Karma: 32
Resources: GD(10)
Popularity: 0

BACKGROUND
Real Name: Jordan Dixon, a.k.a. Jordan Stryke
Occupation: Advertising agency executive, later professional criminal
Legal Status: U.S. citizen with a criminal record
Identity: Known to the authorities
Marital Status: Unrevealed, presumed single
Known Relatives: Leopold Stryke (brother, deceased)
Base of Operations: New York City, NY
Past Group Affiliations: Agent of Cowled Commander, member of the Serpent Squad
Present Group Affiliation:

KNOWN POWERS:
Weapons: The first Viper designed razor-sharp wrist fangs and small darts, which caused Typical Edged and Edged Throwing damage. Tipped with poison, these blades caused an Amazing intensity poison attack every round for 1-10 rounds. Dixon had synthesized the poisons himself, and had developed a number of variations. Some of his venoms, for example, were slow-acting (delivering one of the 1-10 attacks every 10 rounds, with any damage spread evenly over that time), while others subjected their victim to excruciating pain, requiring a Psyche FEAT against Amazing intensity for the victim to take action each round. Each of Viper's drugs is individually designed; synthesizing an antidote requires a Reason FEAT against Monstrous intensity.
Talents: The Viper's Reason was Remarkable in matters involving poisons and advertising campaigns. He was skilled with Sharp Weapons and Martial Arts C. The Viper was inordinately persuasive; his attempts to argue a point should be treated as if he had a Popularity of 75.
Contacts: None.

ROLE-PLAYING NOTES
The Viper was, pardon the term, a slick operator. He always paid attention to the public's view of his crimes (going so far as to persuade the police to allow him to testify against Hardeman in costume), and berated his opponents with a constant stream of advertising lingo in a pathetic attempt to demoralize them.

STATISTICS

F	RM (30)
A	EX (20)
S	AM (50)
E	IN (40)
R	EX (20)
I	GD (10)
P	RM (30)

Health: 140
Karma: 60
Resources: PR(4)
Popularity: 30

BACKGROUND

Real Name: Vision
Occupation: Adventurer
Legal Status: Undetermined (as an Avenger, he was granted provisional U.S. citizenship)
Identity: Publicly known
Place of Creation: Brooklyn, New York
Marital Status: Married
Known Relatives: Wanda (Scarlet Witch, wife), Pietro Maximoff (Quicksilver, brother-in-law), Thomas, William (sons), Magneto (father-in-law), Magda (mother-in-law, presumed deceased)
Base of Operations: Leonia, New Jersey
Past Group Affiliations: Reserve member of the East and West Coast Avengers
Present Group Affiliation:

KNOWN POWERS

Density Manipulation - Self: The Vision can control his density with Unearthly ability. His normal density rank is Good. At densities above Good, the Vision gains Body Armor equal to the density rank. If the Vision employs his Density Increase at Incredible rank or higher, he suffers a −1 CS to his Fighting and Agility abilities. At densities above Amazing, the Vision uses his Density rank instead of his Strength in charging combat. At Unearthly Density, the Vision cannot move.

The Vision has developed the following Power Stunts:

- Phasing through solid objects at Shift-0 Density. Unlike normal Phasing, this does not usually cause malfunctions in electronics, although the Vision may cause such disruptions if he wishes.



- Flight at Shift-0 density; speed is Poor (4 areas/round) and the Vision cannot carry anything while flying.
- Disruption of living or nonliving material by solidifying inside them. Damage inflicted is equal to the Vision's chosen density rank; the target's Body Armor is ignored.

Life Support: The Vision has Incredible Life Support powers and can survive in space for up to 40 rounds. He does not need to eat or breathe.

Solar Beams: The Vision can fire beams of solar heat from his eyes or from the jewel in his forehead, doing Remarkable Energy damage up to a range of 8 areas.

Solar Regeneration: The Vision can regenerate at Amazing rank. Indoors, he can still heal at the accelerated rate if solar or laser energy is directed at the jewel in his forehead.

Control Crystal: This limitation was built into the Vision's brain by Ultron to prevent him from having a fully human personality. It also gave him a −2 CS to his Psyche against technological forms of mind control. The Vision removed the crystal during his time as chairman of the East Coast

Avengers, and is no longer under its effect.

Talents: The Vision has Repair/Tinkering talent. He has a photographic memory and has memorized thousands of books, particularly fiction and poetry.

Contacts: The Vision has been a member of the East Coast Avengers in the past and is currently assisting the West Coast Avengers. He and his wife are close friends of the stage magicians Glamor and Illusion.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Prior to the removal of the Control Crystal, the Vision usually appeared cold and unfeeling. With the crystal gone, the Vision became much more human, almost jubilantly so. He has strong family ties to his wife and children and considers Simon Williams his brother.

HISTORY

The artificial being who would one day be called the Vision began his existence in 1939 in the laboratory of Prof. Phineas T. Horton, a pioneer in the fields of artificial intelligence and robotics. The one flaw in the android's design was that photoelectric solar cells covering its body were too volatile and caused the epidermis of the creature to burst into flame upon contact with air but without harming the android. Wreaking havoc in its innocent exploration of its new environment, the creature, dubbed the Human Torch, soon realized the panic he was causing and doused himself in a swimming pool. The Human Torch eventually acquired mastery over its flame, and became a crimefighter. He allied himself with the fiery mutant Toro and also served as a member of the Invaders and the All-Winners Squad during the 1940s and early 1950s.

In 1955, the Human Torch discovered he was losing control over his flame, and went to the American desert to try to overload his solar cells. The Torch was not destroyed, but lay inert and insensate for over a decade until found and repaired by the criminal genius called the Mad Thinker. The Thinker partially restored the android's memories but coerced it into battling his enemies, the Fantastic Four. When the android realized the evil in what the Thinker wished him to do, he sacrificed himself to save the Fantastic Four from a sneak attack by the Thinker's companion Quasimodo. The Thinker fled and the Fantastic Four left the Torch's body in the laboratory in Nevada.

The human-hating robot Ultron took possession of the Torch android and coerced Professor Horton into helping him restore the Torch to "life." Ultron had Horton eradicate the android's memories, appearance, and powers. Horton replaced the solar cells with other specialized synthetic cells permitting it to alter its mass and solidity but could not bring himself to tamper with the android's memories. When the android returned to awareness, he realized what had happened to him and began to rampage. Ultron slew Horton, and then battled the android into submission. Ultron then bulk-erased the android's previous memories and used a computer program based on the encephalograms (brain patterns) of the ex-Avenger Simon Williams to be the basis for a new personality for the android. Sent to lead the Avengers into a trap, the android betrayed Ultron and helped the Avengers defeat him. Dubbed the Vision, the android (or "synthozoid") was elected into the Avengers.

During the next few years, the Vision developed a close relationship with his fellow Avenger, the Scarlet Witch. At first he denied that an android could have feelings of love for another being, but the Witch eventually helped him attain his potential for intimacy. After learning his full history from the time-master Immortus, the Vision finally felt worthy to marry the mutant woman who loved him. Eventually the couple had saved enough to put down a payment on a house in nearby New Jersey. Resigning from the Avengers, they attempted to lead a normal life, despite the fact that they didn't try to conceal their true identities from the community or seek employment. They lead a relatively quiet life, interrupted on rare occasions by menaces. At one point, the Vision's arm was destroyed and he had it replaced by Inhuman scientists. When the Baxter Building was threatened by the null-field of Annihilus, the Vision attempted to breach and barrier and disrupted certain of his response synapses, causing a total system seize-up. At the Avengers' Mansion, in an effect to accelerate the android's self-repairs, Starfox telemetrically linked the Vision to ISAAC, the computer system of the planetoid of Starfox's birth, Titan. The experience altered the Vision's way of thinking, and he began to contemplate the notion of assuming control over Earth even as ISAAC regulated Titan. When most of Earth's heroes disappeared for a week in order to fight in the first "secret war," the Vision assumed command of the remaining Avengers. Under the Vision's leadership, Hawkeye and Mockingbird were sent to Los Angeles to establish a West Coast franchise of the Avengers. The Vision sought to solve the world's problems by bringing the governments, businesses, and militia under his direct command. To accomplish this, he found it would be necesary to link all of the world's computers together, abandon his humanoid body, and fully project his intelligence into the master computer. After taking control of the United States nuclear arsenal and defense system, the Vision was convinced to abandon his grand scheme by his fellow Avengers. The Vision's consciousness returned to his android body and he located and destroyed the "control crystal" Ultron had implanted in his cerebral circuitry. This would prevent him from ever again being taken over by an outside intelligence.

During a battle with the witches of New Salem, the Scarlet Witch managed to utilize their magic in order to enable her to conceive a child by the Vision. Recently, the Vision and the Witch became the parents of twin sons whom they named Thomas and William. The Vision currently commutes back and forth to help out the West Coast Avengers since their numbers have been depleted by recent resignations.

VOLCANA



STATISTICS

F	EX (20)
A	IN (40)
S	EX (20)
E	RM (30)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 110
Karma: 30
Resources: GD
Popularity: 0

BACKGROUND

Real Name: Marsha Rosenberg
Occupation: Employee, day-care center
Legal Status: U.S. citizen with no criminal record
Identity: Secret
Place of Birth: Denver, Colorado
Marital Status: Single
Known Relatives: None
Base of Operations: Denver, Colorado
Past Group Affiliations: Formerly allied with Dr. Doom and criminals involved in first "Secret Wars"
Present Group Affiliation:

KNOWN POWERS:

Plasma-Body: Volcana can transform her body into a plasma state, providing her with the above statistics and Amazing protection against hand-held or missile weapons. Weapons made of less than Amazing material will melt on contact with her, causing no damage. Anyone who touches her takes Amazing heat damage. Volcana suffers normal damage from unarmed attacks.

Volcana must transform herself back to human form to eat and sleep. In her normal form, she has the following statistics:

F	A	S	E
TY	EX	TY	GD

Heat Blasts: Volcana can shoot thermal blasts with Incredible Agility. The blasts cause Unearthly Energy damage at a range of up to 10 areas.
Fire Resistance: Volcana has Unearthly resistance to heat and fire.
Talents: None
Contacts: Rosenberg is the girl friend of the Molecule Man. She was a one-time friend of Titania, but the two have since parted.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Volcana is not an accomplished fighter, and prefers to settle things peacefully when possible. But if her true love, Owen (Molecule Man), is hurt, she will become enraged, like a mother bear whose cub has been threatened. She will follow Owen's lead in most matters.

HISTORY

Marsha Rosenberg was a resident of a suburb of Denver, Colorado, which was transported by the near-omnipotent Beyonder to an artificial planetoid to serve as part of the backdrop for the first of the so-called "Secret Wars." She and her friend Mary MacPherran were summoned to Doctor Victor Von Doom and offered the opportunity to be transformed into superhuman beings in exchange for serving him. They agreed, and Doom combined advanced technology provided by the Beyonder with elemental electricity created by Thor to endow them with extraordinary abilities. Marsha Rosenberg was given the power to convert her entire body into ionized plasma, causing her to burst into flames and radiate pure thermal (heat) energy. She adopted the pseudonym Volcana.

Volcana added her power to the ranks of the criminals and there met Owen Reece, the Molecule Man. Because of his unassuming appearance, Molecule Man was frequently the brunt of insensitive comments by his fellow criminals. Volcana was quick to jump to his defense.

During the war, Volcana exhibited high power levels, incapacitating the She-Hulk and Iron Man. At one point, Reece was badly injured by Wolverine of the X-Men, and Volcana entered into a bargain with the Enchantress to transport Marsha to his side in return for an unspecified future payment.

Reece recovered from his injuries, and as the war moved to its climax, Doom gained control of the Beyonder's unlimited power. Molecule Man saw this as a betrayal, and used his considerable abilities to return the Denver suburb to Earth, the criminals along with it. Enroute, the Enchantress tried to collect payment from Volcana by using Volcana's life force to give her the power to return to Asgard. The attempt was foiled by the Lizard and Molecule Man.

Back on Earth, the criminals went their separate ways. Rosenberg and Reece remained in the Denver area, where she acquired a job with a day care center, and they settled into a life of anonymity. Their greatest concerns were a quiet social life, television (which they watched voraciously), and each other. Then the Beyonder arrived on Earth in search of an intangible sense of fulfilment, having had his curiosity aroused by the Secret War participants. This precipitated the chain of events that would be known as the Second Secret War.

Over the following weeks, Volcana watched as Molecule Man became more and more agitated with the Beyonder's activities, fearing for his own safety and that of the world. The extraterrestrial being called the Watcher tried to recruit Reece to help stop the Beyonder, but Reece refused to become involved. He was torn between fear of the Beyonder and the urge to warn him.

The Beyonder underwent many changes and great disillusionment, leading him to try to destroy Earth in anger. Reece panicked and tried to enclose the Denver area in a protective dome. When that failed, he prepared to flee, but Volcana persuaded him to stand and fight. Meanwhile, the Beyonder calmed himself and decided to spare the world. Ironically, when the Beyonder returned to Denver, the Molecule Man attacked without question, angering the Beyonder once again. He was about to kill Reece when Volcana threw herself at the Beyonder, begging to be spared. As she expected, her apparent betrayal devastated Reece and threw him into a catatonic trance. Convinced that Reece was no longer a threat, the Beyonder left him alive.

Volcana alerted the Avengers and the Fantastic Four to the threat caused by the Beyonder, and was present when they gathered with dozens of other superhuman beings to prepare an attack. Then she returned home, where she found Molecule Man, recovered, and they reconciled. They joined the defending forces, and the Beyonder was ultimately destroyed by Reece.

The battle took its toll on the planet itself and a giant hole that had been left in the Earth's crust caused enormous geologic instability that would have destroyed the world had it not been for the combined power of the Molecule Man and the Silver Surfer. The disaster averted, Reece and Volcana returned home, where they have lived in relative anonymity since.

VULTURE

STATISTICS

F	EX (20)
A	RM (30)
S	EX (20)
E	IN (40)
R	RM (30)
I	GD (10)
P	GD (10)

Health: 110
Karma: 50
Resources: TY (6)
Popularity: −3

BACKGROUND

Real Name: Adrian Toomes
Occupation: Former electronics engineer, now professional criminal
Legal Status: U.S. citizen with a criminal record
Identity: Publicly known
Place of Birth: Staten Island, NY
Marital Status: Widower
Known Relatives: Malachi Toomes, nephew (deceased)
Base of Operations: New York City area
Past Group Affiliations: Former member of the Sinister Six
Present Group Affiliation:

KNOWN POWERS:

Flight: The Vulture flies by using an electromagnetic antigravity generator made of Remarkable Strength material. He can fly silently at Typical air speed (6 areas/round). He can do Remarkable Blunt damage by buffeting his opponents with his wings.

The Vulture is an elderly man, but the energies of his flight harness have somehow boosted his abilities. Without the suit, Toome's physical abilities are reduced by 1 CS per week for two weeks. He regains his full physical abilities immediately upon donning the wings.

Talents: Toomes has the Electronics skill and his experience with his wings gives him a +1 CS to any airborne FEATs.

Contacts: Toomes has a number of street criminal contacts. He has employed gangs of thugs on several occasions.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Aged and embittered, Toomes plans scheme after scheme to make himself wealthy enough to retire for good. He is vicious when cornered, and will not flee a combat, but he prefers not to engage in a fight when it can be avoided.

HISTORY

Adrian Toomes was an electronics engineer and inventor who founded, with Gregory Bestman, the small firm of Bestman and Toomes Electronics. With Bestman handling the young firm's administrative affairs, Toomes devoted his time to a pet project, an electromagnetically powered harness which would enable the wearer to fly like a bird. When Toomes discovered that Bestman had been stealing the firm's profits, he physically confronted Bestman and discovered that exposure to his electromagnetic harness had granted him superhuman strength. Upon being threatened by Toomes, Bestman threw him out of the company. Toomes had no legal recourse, because he had previously signed papers putting the business entirely in Bestman's name. Already an old man, Toomes used what meager savings he had to retire to a farm in Staten Island where he continued to work on his flying harness. Realizing the potential for revenge that his flying harness and superhuman strength granted him, Toomes created the identity of the Vulture for the purpose of terrorizing Bestman.

The Vulture ravaged the Bestman plant offices, hoping to find some legally incriminating evidence against his former partner. He enjoyed the thrill and apparently easy reward of thievery, and so began a career of superhumanly powered criminal activity. The Vulture has since then battled and been defeated by the costumed crimefighter Spider-Man several times.

Two other men have assumed the identity of the Vulture. Blackie Drago was the Vulture's cellmate during his term in Municipal Prison. Drago was fascinated by the Vulture and wanted to take over the Vulture's identity. He befriended and gained the confidence of Toomes. Then he arranged an "accident" in the prison machine shop where Toomes worked, in which Toomes suffered apparently fatal injuries. On his "deathbed," Toomes told Drago the secret location of an extra Vulture outfit, so that Drago could become the Vulture upon Toomes' death, escape from prison, and seek vengeance against Spider-Man. This Drago successfully did, ultimately modifying the Vulture costume by adding a helmet with a built-in short-wave receiver. Unskilled at using the flying device, however, Drago was easily defeated by Spider-Man and sent back to prison. The Vulture outfit that Drago wore was confiscated and placed on exhibit in a city museum.

When Toomes, still supposedly dying, heard of Drago's failure, his will to recover surged and he escaped prison during a staged fire. Toomes fled to his Staten Island workshop and built a new electromagnetic harness and costume. Once again the Vulture, Toomes stole the costume Drago had worn from the museum. Toomes helped Drago escape from prison and gave him the stolen Vulture outfit so that they could battle to prove which one should be the Vulture. Drago, ignominiously defeated by Toomes, consequently disavowed all claims to the Vulture identity and went back to prison.

The only other person to hold the identity of the Vulture was Dr. Clifton Shallot of the Empire State Biophysics Department. Shallot's body mutated into a form resembling that of Adrian Toomes, but possessing natural wings and flight capability as the result of an experimentation in biomutation that Shallot performed on himself. Spider-Man defeated him in battle, forced him to reverse the biomutation procedure, and effectively eliminated the chances of Shallot again becoming the Vulture.

Adrian Toomes, the only person who now claims the identity of the Vulture, is currently in prison.

STATISTICS

F	GD (10)
A	EX (20)
S	RM (30)
E	IN (40)
R	IN (40)
I	GD (10)
P	GD (10)

Health: 100
Karma: 60
Resources: FB (2)
Popularity: 3

BACKGROUND

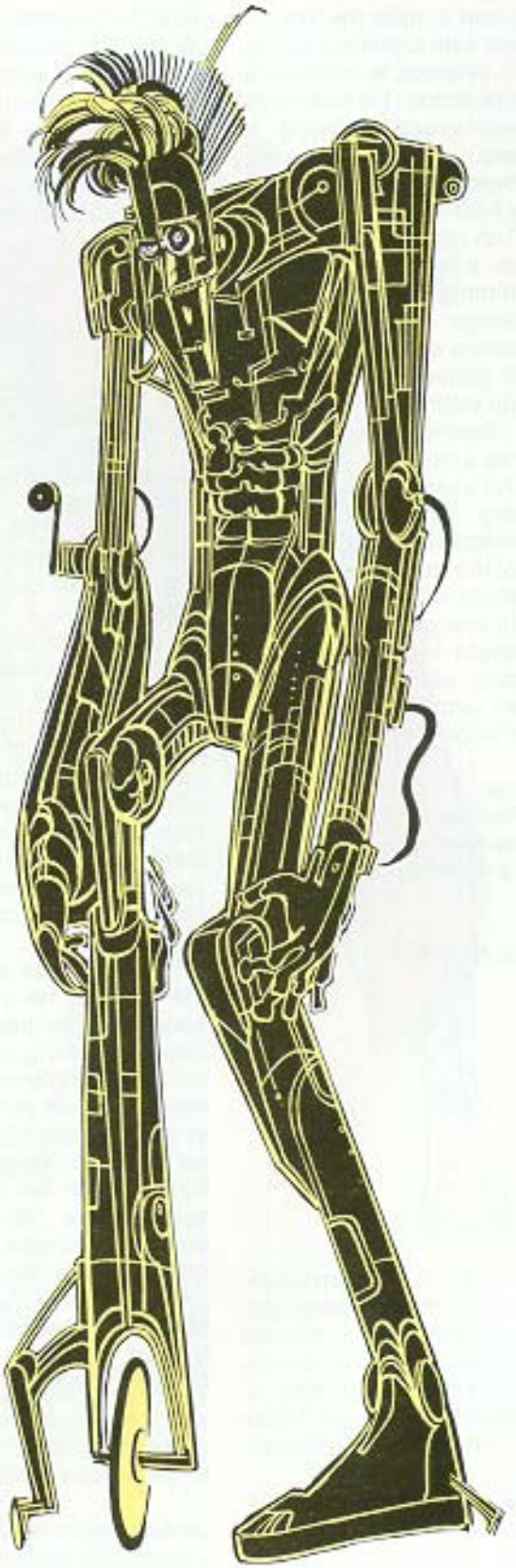
Real Name: Warlock (English approximation of his name in his native language)
Occupation: Student
Legal Status: None on Earth, citizen of unidentified planet
Identity: The general populace of Earth is unaware of Warlock's existence
Place of Birth: An unidentified planet
Marital Status: Single, perhaps inapplicable
Known Relatives: The Magus (father)
Base of Operations: Professor Xavier's School for Gifted Youngsters, Salem Center, Westchester County, NY
Past Group Affiliations: The New Mutants
Present Group Affiliation:

KNOWN POWERS

Shapechanging: Warlock can alter his shape to assume any form he desires. He can extend any portion of his body up to 2 areas away from his main trunk, including his optic sensors. He has Unearthly control over his shapechanging ability, but when under stress will revert to his natural humanoid shape.

Portions of Warlock's body can be separated or shredded (Excellent Material Strength), and Warlock will merely regrow that part in normal healing. When Warlock takes more than Remarkable damage in a single round, he must make an Endurance FEAT roll or revert to his normal form, taking on a somewhat splattered or unraveled look.

Form Change: Warlock can also assume the shape of anything



organic. He can imitate the form of any humanoid with Excellent ability.
Life Support: Warlock is immune to the vacuum of space. He can travel through hyperspace, moving at CL1000 speed.
Power Conversion: Warlock can immediately heal damage. To do so, he "infects" an organic entity, transmuting it into a techno-organic-like form like himself. Warlock then drains all energy, leaving behind a lifeless crystalline shell of the organism. Warlock gains Health equal to the Health the victim would have if it were living, Material Strength if an object such as a tree. Warlock loses all Karma if he uses this power on a sentient being. Warlock uses this power at Monstrous rank against the Endurance of the target.

If an opponent is transformed but not drained of energy, that individual will gain powers identical to Warlock's. Warlock can also feed on energy in pure form, such as from an electrical outlet or the computers at the mansion.

Talents: None

Contacts: Warlock is a full-fledged member of the New Mutants. He was at one time a member of the Fallen Angels.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Warlock is an alien in almost every sense of the word. He still has very little comprehension of his new world. He is a sensitive, peaceful soul who easily panics when confronted with the unknown, but he will fight fiercely to defend his friends.

HISTORY

The alien being called Warlock comes from an unidentified world in an unspecified location in outerspace. His race is a sentient form of "techno-organic" life, which resembles circuitry and machinery in various ways. Members of this race give birth to great numbers of offspring, who reside in a "creche," although the process of birth may be very different for this race than it is for life forms native to Earth. (Warlock has referred to his father as his "siredam," implying that he has but one parent, and that there are no sexual differences between members of his race.) Children of this race prove their right to exist by battling their parents to the death: either the child kills the parent, or the parent slays the child.

Warlock is the son of the Magus, the ruler of his native world and, apparently, its most powerful being. Fearful of being slain in combat by the Magus, Warlock fled his native planet, but was pursued through outer space by the Magus himself. Warlock found himself approaching Earth, which lies at a major hyperspace nexus. Attracted by unusual energy sources, Warlock first crashed through Asteroid M, the base of the superhuman mutant Magneto, destroying it, and finally landed on Earth near Professor Charles Xavier's mansion, which holds various alien Shi'ar technology. Warlock had sensed the artificial intelligence of the mansion's Shi'ar computers.

Xavier's mansion is the home and headquarters of two teams of superhuman mutants, the New Mutants and the X-Men. On the night that Warlock arrived on Earth, the girls of the New Mutants were holding a "slumber party" at the mansion. Warlock has a personality partly resembling that of a young child. Disoriented by his new surroundings and terribly frightened, Warlock clashed with the New Mutants, who at first regarded him as a threat. But Warlock's life energies ebbed so much that the despairing young alien lay near death. The New Mutants summoned their friend Douglas Ramsey, who succeeded in initiating communication with Warlock, and Wolfsbane, one of the New Mutants, guided him in recharging his energy. Warlock began to speak aloud in English. The New Mutants befriended the alien, and with Professor Xavier's permission, Warlock joined their group. Ramsey also became a member of the New Mutants.

Since then Warlock has proved to be a valuable member of the New Mutants and a worthy ally of the X-Men. His two best friend are Ramsey and his fellow New Mutant Danielle Moonstar. Warlock retains his childlike personality, although he has often bravely succeeded in overcoming his strong fears. He is continuing to learn about the planet Earth, using television, for better or worse, as his main source of information. When appearing in public, Warlock usually assumes a human appearance.

Warlock's father, the Magus, came to Earth in purusit of him and recently Warlock and the Magus finally had their confrontation.



STATISTICS

F	IN (40)
A	IN (40)
S	RM (30)
E	AM (50)
R	GD (10)
I	EX (20)
P	RM (30)

Health: 160
Karma: 60
Resources: FB (2)
Popularity: 10

BACKGROUND
Real Name: Adam Warlock
Occupation: Avenger, savior of worlds
Legal Status: None
Identity: Adam Warlock's existence was unknown to the general public of Earth
Place of Creation: The Beehive, Shard Island, Atlantic Ocean
Marital Status: Single
Known Relatives: None
Base of Operations: Counter-Earth, later mobile
Past Group Affiliations: None (as the Magus), head of Universal Church of Truth in an alternate future
Present Group Affiliation:

KNOWN POWERS
Body Armor: Warlock possessed Good body armor against physical and energy attacks.
Ability Enhancement: Once per day Warlock could boost his Strength or Endurance +2 CS for up to 5 turns. This gave him no increase in Health.
Flight: Warlock could fly at Shift-X speeds in an atmosphere, or Class 1000 in outer space. If Warlock could make a Red FEAT roll, he could obtain Class-3000 speed for brief periods.
Force Bolts: Warlock could generate beams of Incredible strength from his hands up to a range of 3 areas.
Life Support: Warlock could survive the rigors of deep space with Class-1000 ability.
Protective Cocoon: Warlock could spin a cocoon about himself in seconds at will. The cocoon was of Incredible Material Strength and gave him Monstrous self-healing.
Soul-Gem: Warlock used one of the six soul-gems which adhered to his forehead and provided him with the following abilities:

- Amazing Intensity devolution, which allowed the gem to reverse the effects of advanced evolution (such as caused by the High Evolutionary), returning an individual or creature to its original state.
- Monstrous Communications, which enabled the gem to instantly translate any being's language.
- An Incredible Kinetic Bolt, which could be fired up to 4 areas away.
- Unearthly Soul Absorption, which meant that the gem could literally absorb a victim's mind. The victim's soul becomes a resident of a pocket dimension where everything is peaceful and tranquil. Warlock could access the memories of any soul trapped within the gem.

The gem is sentient and malevolent, with the following mental statistics:

R	I	P
IN	MN	UN

The gem could substitute its own mental attributes for Warlock's in a dire emergency. The soul-gem is

made of Unearthly strength material.

Talents: By himself, Warlock has none. He had access to the talents of all of the individuals within the soul-gem, however, giving him Martial Arts A-E, Thrown Objects, Aerial Combat, Spacecraft Pilot, and Navigation.

Contacts: Warlock has allied with the Fantastic Four, Spider-Man, Captain Mar-Vell, and the Avengers in the past. He aided the High Evolutionary on one occasion.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Throughout his life, Warlock was a wanderer seeking a reason for his existence. He had a strong sense of justice and could be counted on to act nobly in almost any situation.

HISTORY

The being who would one day named Adam Warlock was the genetic creation of four scientists who called themselves the Enclave. Adam Warlock was the prototype for a perfect human life form grown from artificial genetic material, which the Enclave intended to mass-produce to form an invincible army to conquer the world. However, the golden-skinned being then called "Him" accidentally killed one of the four scientists, then harnessed his cosmic power to fly and left Earth to find his destiny in space. Venturing into a region where meteors were being captured and examined by a member of the race of Watchers, Him spun a protective cocoon around himself like the one in which he was originally "born."

After an encounter with Thor, Him's cocoon drifted near the satellite-headquarters of the High Evolutionary, an Earthman who had discovered how to control evolution. He was in the midst of an experiment to create a "Counter-Earth" upon which evil would not be allowed to exist. However, as he rested, his renegade creation, the Man-Beast, introduced the concept of evil to the nascent world's populace. When the High Evolutionary saw his experiment was contaminated, he decided to destroy it. However, upon re-emergence from his cocoon, Him offered to go to the planet and cleanse it of its evil if the High Evolutionary would spare it. Agreeing, the High Evolutionary placed a soul-gem on Him's brow.

For the next few years, Him, now called Adam Warlock, fought to save the planet from the evil influence of the Man-Beast, who led other human-like animals who had, like himself, been transformed from ordinary animals. In the course of the mission, Warlock was crucified, but after retreating and emerging from his cocoon, he devolved all of his humanoid animal foe back into their original forms. Adam Warlock then left the duplicate world called Counter-Earth to seek and eradicate evil elsewhere in the universe.

While traveling through the Hercules star cluster some time later, Warlock encountered three Grand Inquisitors of the Universal Church of Truth, the armed militia of a rapidly spreading religious empire. Aided by a troll-like alien named Pip, Warlock fought his way through the various minions of the Church, finally confronting the leader, or Magus himself, who, he learned, was an alternate-future version of himself.

He discovered that in one alternate future, Warlock encountered the In-Betweener took Warlock to his extradimensional realm. For centuries Warlock was trapped there, bombarded by contradictions. Even in a cocoon, Warlock could not shut out the consciousness-altering stimuli. When Warlock emerged, he had gone insane, and had assumed the form of Magus. Due to some quirk in returning to his home reality, the Magus emerged 5,000 years in the past. Possessed with great power, the Magus conquered the army of the planet he was on ("Homeworld"), and after seizing control of the whole planet, set up a religion which he spread to other solar systems.

To avoid becoming the Magus, Warlock determined not to accompany the In-Betweener to his realm. The Magus, hoping to insure his own existence, summoned the In-Betweener and prepared to deliver Warlock to him. However, the mad Titan Thanos decided to aid Warlock, believing the Magus was a threat to his own schemes. Because neither Thanos nor the Magus himself were factors in Warlock's original transformation into the Magus, their presence diverged an alternate path of reality where Warlock could slay the Magus. In the reality where Warlock and Thanos succeeded in thwarting the Magus's creation, someone else founded the Universal Church.

Warlock and Thanos went their own separate ways, and Warlock encountered the Stranger and Gardener, both of whom possessed a soul-gem themselves. Thanos, unknown to them all, had undertaken the acquisition of the six soul-gems in existence, and had gathered all but the one belonging to Warlock. Thanos feared the soul-stealing properties unique to Warlock's gem, so he simply siphoned off the energies he needed from it. He then transferred those energies as well as those of the other gems into a single synthetic soul-gem. With the gem, Thanos intended to destroy the stars as a gift to Death. The Avengers, Captain Mar-vell, the Thing, Spiderman, and Warlock united to oppose Thanos's scheme.

In personal combat, Thanos mortally wounded Warlock. As he lay dying, Warlock's temporal counterpart of approximately a year before materialized, having access through time by way of the In-Betweener's realm, and siphoned Warlock's soul (spirit-self) into his own soul-gem. Doing so, the counterpart of about a year before disappeared back into the In-Betweener's realm. Thus Warlock's soul joined the souls of the enemies he had slain as well as his companions, Pip and Gamora. Warlock was briefly summoned from the tranquil pocket dimension inside the gem by Spider-Man. Seething with cosmic power released through his physical death, Warlock transformed Thanos to living, unmoving stone, and then returned to the gem. Although the body is dead, Warlock's soul (astral self) still dwells within the dimension of the soul-gem he once wore.

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	EX (20)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 60
Karma: 40
Resources: RM (30)
Popularity: 50

BACKGROUND

Real Name: Janet van Dyne
Occupation: Adventurer, fashion designer, independently wealthy socialite
Legal Status: Citizen of the U.S. with no criminal record
Identity: Publicly known
Place of Birth: Cresskill, NJ
Marital Status: Divorced
Known Relatives: Vernon van Dyne (father, deceased), Henry Pym (ex-husband)
Base of Operations: New York City area. While on active service with the Avengers, the Wasp is based at Avengers Mansion, Hydrobase. She maintains an apartment in Manhattan and owns an estate in Cresskill, New Jersey
Past Group Affiliations: East Coast Avengers, former partner of Henry Pym
Present Group Affiliation:

KNOWN POWERS

Shrinking: The Wasp can shrink with Incredible ability, reaching a minimum size of 1/2 inch. In this minimum size she can attack for normal damage at +2 CS to hit, but normal-size or larger opponents are at −2 CS to hit her. She can vary her height at any level up to Incredible.
Flight: When the Wasp is shrinking, wings extrude from her back, allowing her to fly at Poor air speed (4 areas/round). The Wasp can use her wings at any size except her normal level of growth, and cannot fly with any extra weight.
Insect Communication: The Wasp has antennas implanted in her forehead that allow her to communicate and command all forms of insect life at Typical ability. The Wasp rarely uses this power, so it has atrophied and she requires a Yellow FEAT roll to use it.
Wasp Sting: The Wasp can generate bio-electric bolts of Energy from her hands, doing Remarkable damage at a range of 1 area.
Talents: Janet van Dyne has the Business/Finance skill. She has learned the equivalent of Martial Arts D and receives a +1 CS when fighting an airborne opponent.
Contacts: One-time chairman of the East Coast Avengers , she has aided the West Coast Avengers in the past. She is on good terms with her ex-husband, Henry Pym, and is a major shareholder in a number of companies, including NEVELL. She is currently romantically involved with the adventurer Paladin.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In the past, the Wasp has acted the part of the "ditzy brunette," but she eventually grew tired of this role and became more assertive. An able leader, she pushed to become chairman of the East Coast Avengers, but grew tired of the responsibility and resigned after about a year. She is currently on a leave of absence, although she has aided the West Coast Avengers on several occasions.

HISTORY

Janet van Dyne is the daughter of world-renowned scientist Vernon van Dyne. Accompanied by Janet, Vernon van Dyne visited the celebrated biochemist Dr. Henry Pym to discuss collaborating on a project. Janet van Dyne found herself attracted to Pym, while Pym was deeply struck by Janet's remarkable resemblance to his late wife Maria.

Impressed by Janet's behavior, Pym later revealed his secret identity to her and asked if she would undergo conversion into a superhumanly powerful being in order to become his crimefighting partner. Janet readily accepted.

Drawing on his recent research into the cellular structure of wasps, Pym implanted cells beneath Janet's skin at her shoulder blades and temples corresponding to those cells found in wasp wings and antennae, respectively. He instructed her on the use of the gases containing the subatomic "Pym particles" he had discovered, which enabled him to reduce himself to insect size. Outfitted in a costume of Pym's design, Janet van Dyne took the name of the Wasp and quickly learned how to fly. She then aided the Ant-Man in tracking down and vanquishing the murderous Kosmosian.

Ant-Man and the Wasp joined the original Iron Man and Thor in an adventure, Ant-Man suggested that he and the Wasp, the Hulk, Iron Man, and Thor should band together as a regular team of adventurers. Wasp who suggested the new team's name: the Avengers, and she became the sole female founder of the group.

Sometime later, however, Pym and van Dyne learned that the Sub-Mariner was headed for New York City. Fearing trouble, they decided to alert the Avengers. But soon van Dyne, as the Wasp, was captured first by the undersea barbarian leader Attuma and then by the alien Collector. In order to help the Avengers rescue van Dyne, Pym decided to use his growing power again. He donned a new costume and adopted the name of Goliath. By this time, both Pym and van Dyne could change size simply by willing themselves to do so, due to their repeated exposure to Pym particles over an extended period of time. Van Dyne was rescued from the Collector, and she and Pym rejoined the Avengers on a regular basis.

For several years Pym had been in love with Janet van Dyne, but because of his repressed personality, had resisted marrying her. One day while working in his laboratory, Pym accidentally dropped and smashed some vials containing various unknown gases. The released gases wreaked a radical temporary personality change in Pym. He took the new identity of Yellowjacket, claimed that he had murdered Henry Pym, kidnapped van Dyne, and proposed marriage to her, as Pym had long wanted to do. Realizing that Yellowjacket was really Pym, van Dyne decided to play along, fearing that she would worsen his psychological condition if she did otherwise. Pym, as Yellowjacket, and van Dyne were married at Avengers Mansion, but immediately afterward, the Avengers were attacked by the Ringmaster and his Circus of Crime. The sight of van Dyne in danger of death shocked Pym back to his normal personality, but he decided to stay married. Pym continued to use the name and costume of Yellowjacket in crimefighting.

Janet van Dyne Pym launched a successful career as a fashion designer while continuing to act as a costumed adventurer. By this time it was public knowledge that Janet van Dyne was the Wasp. Pym modified Janet's superhuman abilities so that her strength would increase as she became smaller, and so that she could use her heightened body energy to power her "sting" weapons.

Pym was charged by Captain America with acting recklessly during the Avengers' encounter with the Elfqueen. An Avengers court-martial meeting was set to examine the charges. Now beginning to undergo a nervous breakdown, Pym built a robot to attack the Avengers, but it had a secret weak point which he could use to defeat the robot and become a hero in the Avengers' eyes. When Janet protested his plan, Pym brutally struck her. But Pym's plan went awry, and it was the Wasp who ended up defeating the robot. Pym was expelled from the Avengers, and Janet brought divorce proceedings against him.

Henry Pym has since recovered from his nervous breakdown, given up his career as a costumed adventurer, and is today a trusted advisor to the West Coast Avengers and the manager of their compound headquarters. Pym and van Dyne are today friends, but their romantic involvement with one another is over. Janet van Dyne reverted to her maiden name.

The Wasp has recently served a lengthy term as chairwoman of the East Coast Avengers. During this time she learned that she could retain her wings and fly even at a height of a foot shorter than her normal height, due to her body's gradual adaptation to her superhuman powers. It was under the Wasp's leadership that the Avengers established a new air base on Hydrobase. She also successfully guided the Avengers through perhaps their darkest hour: the capture of Avengers Mansion by Baron Helmut Zemo's Masters of Evil.

The Wasp resigned as chairman to take a leave of absence, but traveled to California to aid the West Coast Avengers on a recent case. During that adventure it was discovered that Henry Pym's first wife, Maria, was still alive and that van Dyne and Pym had therefore never legally been married.

WENDIGO

STATISTICS

F	RM (30)
A	EX (20)
S	MN (75)
E	UN (100)
R	FB (2)
I	GD (10)
P	IN (40)

Health: 225
Karma: 52
Resources: None
Popularity: −80

BACKGROUND

Real Name: Inapplicable
Occupation: Berserker
Legal Status: Inapplicable
Identity: The general populace of Earth does not believe that the Wendigo is the result of a supernatural curse
Place of Birth: Inapplicable
Marital Status: Inapplicable
Known Relatives: Inapplicable
Base of Operations: The Canadian North Woods
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Skin Armor: Wendigo's skin is thick enough to withstand Amazing physical or energy damage.
Invulnerability: Invulnerable to cold and disease.
Claws: Monstrous Edged Attack damage. They are made of an Amazing strength material.
Running: Excellent Land Speed (5 areas/round)
Tracking: Excellent in the wilderness
Regeneration: Remarkable rank
Curse of the Wendigo: Anyone who reverts to cannibalism while in the Canadian wilderness is transformed into the Wendigo (although there cannot be more then one Wendigo at a time). That person is forced to go on a mindless rampage, killing and eating anyone he or she comes across.

The Curse of the Wendigo is mystical in origin. Under certain circumstances someone versed in the mystic arts can transfer the curse from its current victim to another. If the sorcerer has a Psyche of Amazing or better, he or she can remove the curse entirely until the next time someone invokes the curse.



Talents: The Wendigo can survive indefinitely in a wilderness environment.
Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Regardless of the personality of the curse victim, the Wendigo has but one thought: to consume and eat human beings. A mindless berserker, the Wendigo will attack anything that blocks its path.

HISTORY

The Wendigo is a human being who has been magically transformed into a massive, fur-covered beast in accordance with an ancient curse. This curse, the origin of which is as yet unrevealed, affects any person who consumes the flesh of another human being for any reason. Soon after the act of cannibalism, all aspects of the cannibal's humanity becomes obliterated as the person assumes the voracious appetite and bestial instincts of the Wendigo.

The Wendigo generally appears as a ten-foot-tall, white-furred creature with long talons and sharp teeth, no matter what the body type was of the person who becomes the Wendigo. All authenticated cases of the Wendigo have been confined to the Canadian North Woods, perhaps indicating that the curse originated in the region. (There was an unconfirmed sighting of a thin, green, taloned creature referred to as a Wendigo during a blizzard in New York City, but any connection to the Canadian Wendigo is not yet known.)

The Wendigo possesses superhuman strength comparable to that of the Hulk and Sasquatch, as well as a high degree of resistance to injury and pain. It is said to be virtually impossible to kill it. Persons possessed by the Wendigo have withstood direct blows inflicted by the Hulk and severe wounds inflicted by Wolverine, using his Adamantium claws. The Wendigo's magical nature renders it immune to all normal forms of disease and aging. Once a person becomes a Wendigo, he or she remains a Wendigo for the rest of his or her life, unless by some magical means, the curse is lifted.

In the first modern documented case of the Wendigo, three Canadians, Paul Cartier, Georges Baptiste and Henri Cluzot, were hunting in the Canadian North Woods, when they were attacked by wolves. Cluzot was mortally wounded in the attack, and his friends took him to shelter in a cave. As the men began to starve, Cluzot died, and Cartier, on the verge of insanity, resorted to eating the dead man's flesh. In doing so, he fell victim to the curse that transformed him into the Wendigo.

The Wendigo kept Baptiste trapped, to be eaten later. Even so, the mind of Paul Cartier, not yet totally submerged, telepathically called for help. He was heard by the gamma-radiated Hulk, who was wandering through the region. The Hulk first encountered Cartier's sister, Marie, who mistook him for the Wendigo. She believed the Wendigo to be her brother's killer, never suspecting the truth. Her grief touched the Hulk, and he agreed to help locate Cartier. He sought out the true Wendigo, freed Baptiste, and took him to Marie. Baptiste revealed the story of Cartier's transformation. When the Hulk encountered the beast again, Paul Cartier's consciousness pleaded with him to defeat the beast in the hope that he might be cured. However, the Wendigo's strength and invulnerability were apparently equal to the Hulk's, and the Wendigo escaped. During the fight, Cartier's mind was completely overcome.

In the months that followed, Marie studied magic, hoping to cure her brother. She was assisted by Georges Baptiste, who felt he owed both Cartiers a great debt. When the Hulk next wandered into Canada, Marie magically lured him to her, planning to transfer the Wendigo to the already "cursed" Hulk. First she tranquilized the Hulk, and then she summoned the Wendigo. However, before she could begin the necessary ritual, the Hulk awoke. Believing the Wendigo was threatening Marie and Baptiste, the Hulk attacked the beast. In the midst of their battle, the two were confronted by the mutant known as Wolverine, sent by the Canadian government to subdue the Hulk. Wolverine and the Hulk subdued the Wendigo, then fought each other while Marie prepared the Wendigo for the transferral process. She created a gas that knocked out the two combatants and returned the Hulk to his human form of Dr. Bruce Banner.

Seeing the human Dr. Banner, Baptiste lost all resolve to help Marie transfer the horrible curse, and wandered off. Marie tried to move Banner, but he turned into the Hulk and renewed his fight with Wolverine. Baptiste entered the cave in which the Wendigo lay and completed the ritual that freed Cartier and transformed Baptiste into the Wendigo. The Hulk defeated Wolverine, and the Wendigo fled.

The new Wendigo was seen attacking and killing campers around the Hudson Bay and the superhuman government agents Vindicator, Shaman, and Snowbird of Alpha Flight were sent to investigate. They were joined by Wolverine, by this time a member of the group the X-Men, and his teammate Nightcrawler. The five narrowly defeated the Wendigo, and Shaman used his magical skills to cure Georges Baptiste, who was arrested for murders he committed as the beast.

Fur trapper Francois Lartigue was the next person stricken with the curse. He and three companions were trapped in a North Woods cabin by a blizzard. Driven insane, Lartigue murdered the others and ate them, only to become the Wendigo. He was tracked by the member of Alpha Flight called Sasquatch, and the Hulk again stumbled on the scene. Together the Hulk and Sasquatch subdued the Wendigo, and Sasquatch took him back to civilization to be cured by Shaman.

To date, these are the only confirmed instances of the Wendigo manifesting itself.

STATISTICS

F	RM (30)
A	EX (20)
S	RM (30)
E	IN (40)
R	TY (6)
I	MN (75)
P	GD (10)

Health: 120
Karma: 91
Resources: EX (20)
Popularity: −2

BACKGROUND

Real Name: Jacob Russoff (given name), Jack Russell (adopted name)
Occupation: Occasional adventurer. Russell lives off a trust fund set up by his mother from the sale of his father's estate.
Legal Status: Naturalized citizen of the U.S. with no criminal record
Identity: Secret
Place of Birth: Medias, Transylvania
Marital Status: Single
Known Relatives: Gregory Russoff (father, deceased), Laura Russell (mother, deceased), Phillip Russell (step-father), Lissa Russell (sister), Louisa Russoff (great great great-grandfather, deceased), Grifori Russoff (great great great-grandfather, deceased)
Base of Operations: Los Angeles, California
Past Group Affiliations: The Night Shift
Present Group Affiliation:



KNOWN POWERS

Lycanthropy: Russell is the victim of a curse that causes him to transform into a werewolf during the three nights per month of the full moon. All of the powers listed below and the stats above derive from Russell's transformation. Although Russell can transform into a werewolf anytime he wishes, with his personality intact, he automatically changes during a full moon when his Reason is reduced to Feeble and his nature becomes that of a savage beast.

Russell's human statistics are:

F	A	S	E	R	I	P
TY	TY	TY	GD	TY	GD	GD

Health: 28
Karma: 26

When Russell transforms willingly, he takes on the form of a traditional "wolf man," resembling a man with fur and pointed teeth. Russell is capable of speech in this form. During nights of the full moon, Russell takes on a more wolflike form.

Claws: The Werewolf has razor-sharp claws and teeth which can inflict up to Remarkable Edged damage. The claws are of Good Material Strength.

Infravision: Sees in the dark with Excellent ability.

Extraordinary Senses: Amazing rank. He can track by smell and remember scents previously encountered. He can hear a heartbeat at a 1-area range and smell an approaching being within a 3-area range.

Running & Jumping: Poor ground speed (2 areas/round) for up to a half hour. He can jump up to two stories straight up or across.

Invulnerability: Amazing resistance to all forms of physical damage except that caused by silver weapons. If injured, Russell cannot have his Endurance reduced below Fee-

ble except by silver weapons.
Silver Vulnerability: Each hit by a silver weapon requires Russell to make an Endurance FEAT roll. A Red or Yellow result is treated as a "kill."
Talents: Russell has Mystic Background. His years of attempting to seek out a cure for his condition have provided him with the Equivalent of the Occult Lore skill. In his mindless state during nights of the full moon, Russell has the Resist Domination ability. The more savage Werewolf has an instinctive equivalent of Martial Arts D.
Contacts: Russell has been able to call upon the assistance of Dr. Michael Morbius in the past. He is currently a member of the Night Shift.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Although originally embittered over his curse, Russell seems to have gotten used to it over the years. He enjoys his role as a crimefighter, and takes great pains to make sure that his berserk "other-self" is securely contained during nights of the full moon, so as not to besmirch his already shaky reputation.

HISTORY

Jack Russell was the elder of two children sired by Gregory Russoff, a Transylvanian baron and scholar, who was turned into a werewolf when Jack was still a small child. In the mid-1950s, Baron Gregory Russoff, the great great grandson of the first Russoff to become afflicted, acquired a copy of the Darkhold, the tome of evil mystical knowledge originally scribed by the ancient demon Chthon. The act of reading the passage on werewolves supernaturally triggered the dormant curse in Russoff's ancestry, and transformed him into a werewolf. Russoff sent his wife Laura to her native America with the children to safeguard them. Russoff was eventually stalked and killed by a mob of townspeople.

When Laura Russoff learned of her husband's death, she married a man named Russell to give her children a father. Jack Russell and his sister Lissa were raised in Los Angeles. When Jack turned eighteen, he began to turn into a werewolf on the three nights of the full moon. As a werewolf, Russell encountered such bizarre persons as the Moon Knight, the Hangman, Sarnak, Dr. Glitternight, the Hunchback, Tigra, and DePrayve.

Finally, the mystical extradimensional beings known only as "The Three Who Are All" granted Russell the ability to transform himself at will into the werewolf regardless of the time of month and to retain his human intellect. With this ability, Russell embarked upon a career as an occasional crimefighter, once encountering Iron Man in New York. He still had one major limitation, however. On the nights on the full moon, his human mind still regresses to that of a savage beast. Russell designed a virtually escape-proof cell for himself for the three nights of the full moon.

Some time later, Russell contacted Dr. Karl Malus, a Los Angeles-based medical researcher, hoping to find a way for him to retain control over himself on the nights of the full moon. Unknown to Russell, Malus was criminally inclined, and instead of helping him, hooked Russell to an experimental machine to subvert his will. With the aid of the original Spider-Woman, Russell escaped Malus's clutches and put the scientist behind bars.

When the full moon arose, Russell found that Malus's treatment had hidden side effects. Russell again lost control over his transformations and even began metamorphosing into a more wolf-like state, with longer ears and snout, a curved spine, and lupine jointed legs.

Shortly after that, a devil-worshipping cult led by a man named Schuyler Belial became interested in capturing Jack Rusell to use him in a ceremony to bring the world under "Satan's rule." The cult hoped to kill Russell in a ritual sacrifice, then inject his blood into their own veins in an attempt to become werewolves themselves. Jack Russell spent almost a year fleeing from the cult. At one point, the cultists captured him and placed a thin homing transmitter on his scalp to enable them to keep tabs on him. Russell eventually sought the help of the Moon Knight, and the two of them managed to defeat the cult, despite the fact that it was the time of the full moon and Russell had little control over his bestial self. Most of the cultists were killed in the melee.

Returning to his home in Los Angeles, Russell settled back into what passed for his normal life, taking care to lock himself up on the nights of the full moon. To his dismay, his moon-influenced wolf-form was increasing in strength with each passing month. Desperate, he contacted Dr. Michael Morbius, a blood specialist, for help in curbing his bestial self. Breaking free of his holding room one moonlit evening, Russell was subdued by the West Coast Avengers.

A few weeks later, in greater control of himself, he encountered Iron Man rescuing his sister Lissa from the clutches of the ghostly sorceress Morgan Le Fey.

Recently, the Werewolf was invited to join the Shroud's new gang, the Night Shift. Jack Russell remains a reluctant adventurer searching for the ultimate solution to the ongoing problems of being a werewolf.

Note: Jack Russell's sister Lissa was cured of lycanthropy soon after her first transformation at age 18 by the sorcerer named Taboo, who mystically took her curse upon himself.

STATISTICS

F	GD (10)
A	IN (40)
S	GD (10)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 90
Karma: 18
Resources: TY (6)
Popularity: −8

BACKGROUND

Real Name: David Cannon
Occupation: Professional criminal, former circus performer, professional wrestler, and iceskater
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known
Place of Birth: Kansas City, Missouri
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Member of the Masters of Evil II, III, IV, former agent of Count Nefaria, partner of Batroc, the Porcupine, the Trapster, and Tiger Shark
Present Group Affiliation:

KNOWN POWERS

Spinning: The Whirlwind can spin his body at up to 400 rpm. He is immune to dizziness and vertigo, and has developed the following Power Stunts:

- The ability to move at Excellent Ground Speed (5 areas/round). He can move up a vertical wall a number of stories equal to the twice the amount of areas he has moved on the ground to build up momentum.
- The generation of spinning air currents to provide him with Remarkable body armor against physical attacks and missile weapons only.
- The ability to escape any grapple as if he possessed Monstrous Strength.
- The ability to fly at Good air speed (8 areas/round) like a helicopter. The Whirlwind can do this for up to 10 minutes, and cannot use his hands and arms for anything else except attack with his wrist blades (see below).



- The ability to generate a focused blast of air capable of doing Remarkable damage.
- The generation of a tornado that affects the area the Whirlwind is in, doing Remarkable damage to everyone in that area. With a Yellow Catching Roll, the Whirlwind can throw an opponent out of the area. With an Agility FEAT roll, the Whirlwind can throw the victim at a specific spot.

Weaponry: Whirlwind has recently taken up the use of Edged weapons, making him deadlier then ever. He uses two weapons:

- If spinning with his arms outstretched, the Whirlwind can make use of his Arm Blades. By making a normal Fighting roll he is able to do Amazing Edged damage to an opponent. Whirlwind can use these blades, which are made of a Remarkable material, even while he is using his power to fly.
- He also makes use of a type of shuriken. Made of Good strength material, it can be thrown by Whirlwind to do Remarkable damage up

to 3 areas away. Whirlwind normally carries 10 of these.

Talents: Cannon has the Wrestling and Driving talents. His previous professional experience has given him the Performing talent in ice skating and circus performing.

Contacts: Whirlwind has worked with the second, third, and fourth Masters of Evil. He was a partner of Batroc, the Porcupine, the Trapster, and Tiger Shark, and is on good terms with all of them. He has a number of minor underworld contacts, and has also bought equipment from the Tinkerer.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Cannon is a braggart and a loudmouth. He enjoys flaunting his powers and likes making heroes look like saps. He considers himself somewhat of a ladies' man and attempted to become romantically involved with Janet van Dyne (the Wasp) on several occasions.

HISTORY

David Cannon was born a mutant with the ability to move his body at great speeds. As a child, he learned that he never became dizzy and could make himself nearly untouchable by spinning in a tight circle like a top. He used his natural abilities first as a bully, and during his teens as a petty criminal. He later found legitimate employment as a circus performer, a professional wrestler, and finally an ice-skating competitor. His talents were noticed by small-time criminals operating a betting syndicate, and soon he was fixing races for them. When the criminals warned him of possible police investigation, Cannon scoffed and decided to use his talent for crime flamboyantly. Designing himself a costume, Cannon dubbed himself the Human Top and embarked upon a series of heists of jewelry and department stores. Dr. Henry Pym, then known as Giant-Man, read of the Human Top's exploits and decided to bring him to justice. With the aid of his partner the Wasp, Pym tracked down and captured the Human Top.

On three other occasions the Human Top clashed with Pym as Giant-Man. The third time, he redesigned his costume to enable him to fly for short distances and kidnapped the Wasp in order to lure Pym into a trap. Pym still managed to thwart him and turned him over to the authorities.

After serving a prison term, Cannon settled in lower Manhattan to regroup. Hoping to make a fresh start in his criminal career, he devised himself a new costume and renamed himself Whirlwind. Creating the false identity of Charles Matthews, he acquired a portfolio of false credentials with which was hired by Janet van Dyne, the Wasp, as her chauffeur. Thus gaining access to the Avengers Mansion garage, he broke into the mansion and trapped Pym and the Wasp inside an ant colony Pym was studying, then planted a time-bomb nearby. Pym managed to escape, however, and warn the Avengers about the bomb.

Whirlwind accepted the invitation of the Crimson Cowl (revealed to be Ultron-5) to join Klaw, the Radioactive Man, and the Melter in the second Masters of Evil. The Masters ambushed and took the Avengers hostage, but the Avengers escaped. All the Masters were apprehended except Ultron and Whirlwind. He remained undercover as Janet van Dyne's chauffeur for several years, trying to devise a foolproof scheme to steal her fortune. Whirlwind teamed with Batroc and Porcupine on a mission for the Red Skull, and then rejoined with some of the Masters of Evil for a minor skirmish with the Avengers in Vermont. He finally got another chance at revenge upon Pym when Pym was trapped at ant-size, but he did not succeed in killing his old enemy.

At one point he was freed from jail by Egghead, who wanted Whirlwind to join his Masters of Evil. Somewhat stir-crazy from the confinement, Whirlwind disobeyed Egghead and prematurely attacked the Avengers, leading the Masters to an early defeat. He managed to escape, however, and months later, at his high school reunion, encountered Iron Fist and managed to leave the scene unscathed.

When Baron Helmut Zemo was organizing his Masters of Evil, Whirlwind petitioned to join. But Zemo, perhaps hearing of his earlier failures, assigned him the task of detaining Captain America, rather than joining in the main force that was going to take over Avengers Mansion. Whirlwind, determined to prove himself, had the Tinkerer create some whirling wrist-mounted sawblades. With the Trapster, Whirlwhind set a road trap, but Captain America outsmarted them. Escaping custody, Whirlwind joined Tiger Shark in San Francisco in an attempt to steal a piece of high-tech equipment from the Avengers Mansion there. Presumably, Whirlwind is still in police custody.



STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	AM (50)
R	RM (30)
I	IN (40)
P	MN (75)

Health: 76
Karma: 145
Resources: IN (40)
Popularity: 15

BACKGROUND

Real Name: Emma Frost
Occupation: Chairperson of the Board and Chief Executive of Frost International, Chairperson of the Board of Trustees of the Massachusetts Academy, Snow Valley, MA
Legal Status: Citizen of the U.S. with no criminal record
Identity: Frost is known to be a leader of the Hellfire Club, but her criminal activities are not public knowledge.
Place of Birth: Boston, MA
Marital Status: Single
Known Relatives: None
Base of Operations: Boston, MA. Emma Frost also operates from the Massachusetts Academy and the Hellfire Club mansion in New York City. She maintains a townhouse in New York City, a home in the Berkshire Mountains in Massachusetts (near the Academy), and residences in cities where Frost International has holdings (Boston, New York City, Chicago, Washington, D.C.
Past Group Affiliations: The Inner Circle of the Hellfire Club
Present Group Affiliation:

KNOWN POWERS

Telepathy: Frost can read the thoughts of others and contact sentient beings at a range of 200 miles (400 if she makes an Endurance FEAT roll). She can project realistic images directly into a target's mind with Monstrous ability. She can fire Monstrous-rank bolts of psionic force with a 4-area range directly into an opponent's mind, ignoring body armor and some force fields. She can also sense individuals on the astral plane with Monstrous ability.
Psi Screen: Amazing protection against mental attacks. She can contact others telepathically through this screen, but cannot attack.
Psionic Rapport: Amazing strength mental rapport with a willing character allows her to see and experience everything that her host sees and feels. The host must be within 10 areas of her before the link can be established, but then she can maintain the rapport up to a range of 50 miles.
Psionic Control: Blocks the minds of individuals with psionic powers including Telepathy, Empathic Control, Mind Control and Illusion Generation so they can't use them. Frost must be in the same area as her victim and make a Yellow Psyche FEAT roll to use this power. If she manages to do so, the victim must make a FEAT roll against Monstrous Intensity to use their powers, using the Rank of the power in question.
Sedation: Through telepathy, Emma can "sedate" an unconscious individual so that they must make a Psyche FEAT roll against Monstrous Intensity to wake up. An unconscious victim may attempt to wake

up once every 15 minutes.
Talents: Emma receives a +1 CS to her Reason when dealing with administration, business, and education. She has the Electronics Skill.
Contacts: Frost has a large number of contacts in the fields of business, education, finance, and transportation industries. She is one of the four highest ranking members of the Hellfire Club, giving her complete access to all of that organization's equipment and operatives, as well as mutants such as Sebastian Shaw and Magneto. She is the commander and trainer of the Hellions, and is also on good terms with Lucius Antonius Aquilla, the leading Senator of the lost civilization of Nova Roma.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Frost is as icy as her name. Despite her vast powers she prefers to rely on her own keen business sense and charisma. She rarely indulges in direct confrontation, preferring to scheme behind the scenes. She can be totally ruthless when necessary, but seems to actually care about her mutant charges, the Hellions.

HISTORY

Emma Frost is a leading member of an old Boston mercantile family which arrived from England in the 1600s. She inherited a good deal of wealth, but most of her large fortune is the result of her successes in business. She rose rapidly through the world of business thanks to her intelligence, drive, personal charm, and her secret use of her psionic abilities. She eventually became the majority stockholder of a multibillion-dollar multinational conglomerate which has been renamed Frost International after herself. Despite her youth, she is now chairperson of the board of Frost International and its chief executive officer. Frost International is principally involved in transportation (both the building and the use of ships and aircraft) and electronics. Emma Frost has also become chairperson of the board of trustees of the Massachusetts Academy, a college preparatory school for grades seven through twelve, located in the Berkshire Mountains in Snow Valley, Massachusetts. Frost serves as the Academy's headmistress and spends a great deal of her time there.

Emma Frost's beauty and talents brought her an invitation to join the Hellfire Club, an elite social organization of the world's wealthy and powerful figures. Frost became the ally of Sebastian Shaw, who was a member of the Club's Council of the Chosen, which secretly conspires to achieve world domination through economic and political means. Like Frost, Shaw was a superhuman mutant. The Leaders of the Club and Council, its foremost Lord Cardinal were the White King Edward Buckman and the White Queen Paris Seville. Buckman threw the Council's support behind Project Armageddon, scientist Steven Lang's program to build Sentinel robots and have them hunt down superhuman mutants. Knowing Shaw was himself a mutant, Buckman told him that the Project was intended to capture superhuman mutants for use by the council in seeking power. However, Frost, through her psionic powers, learned that the project was actually intended to destroy all superhuman mutants. Together Shaw and Frost staged a coup that gave them control of the Council of the Chosen, which they renamed the Inner Circle. Shaw took the title of Black King and Frost became the new White Queen.

Under Shaw and Frost, the Inner Circle is now dominated by superhuman mutants. Frost has undertaken to recruit young mutants and train them in the use of their powers at her school so that they might use those powers on the Inner Circle's behalf. Most of these mutant students are members of a team called the Hellions. Frost taught the young mutant Angelica Jones, alias Firestar, apart from the Hellions, but Firestar finally rebelled against Frost and left the school.

Frost first encountered the team of mutants called the X-Men when she attempted to recruit young mutant Kitty Pryde for her school and captured a number of X-Men. Since then, Frost has crossed paths with the X-Men and their associates, the New Mutants, many times, often as their adversary.

With the recent establishment of a number of friendships between members of the New Mutants and the Hellions, the White Queen is much less of an adversary toward the New Mutants. She has assisted them on at least one occasion, and one New Mutant, Magma, has enrolled at the Massachusetts Academy. Other Mutants are currently not sure whether she is an enemy or not.

WILL O' THE WISP



STATISTICS

F	GD (10)
A	EX (20)
S	IN (40)
E	AM (50)
R	EX (20)
I	GD (10)
P	GD (10)

Health: 120
Karma: 40
Resources: PR (4)
Popularity: 0

BACKGROUND

Real Name: Jackson Arvad
Occupation: Former scientist
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known
Place of Birth: Scranton, Pennsylvania
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Former agent of Jonas Harrow
Present Group Affiliation:

KNOWN POWERS

Density Control - Self: Will O' The Wisp has Remarkable control over his own Density. He can increase his density to give himself Remarkable body armor or decrease it to make himself immune to physical attacks and allow him to pass through walls as if he were Phasing. He can solidify part of his body while leaving other parts intangible.

Flight: At minimum density Will O' The Wisp can fly at Typical air speed (6 areas/round). If he moves at any speed of Feeble or faster, he gives off so much light that he resembles an ethereal glowing sphere. Although he can solidify momentarily to punch someone, he cannot carry any object while in flight.

Hypnosis: A dazzling light from his chest allows him to Hypnotize an opponent with Remarkable ability. The victim may resist by making a Psyche FEAT roll against Remarkable intensity. While under hypnosis, the target will follow simple orders and answer questions truthfully, but will take no action to physically harm him or herself.

Cybernetic Manipulation: While in discorporeal form, Will O' The Wisp can take over the cybernetic systems used by many villains (such as Killer Shrike). Arvad can use this ability at Remarkable rank, and must make a Red FEAT roll to do so.

Talents: A former scientist, Arvad has the Physics, Computers, and Electronics Skills, as well as Repair/Tinkering.

Contacts: Former employee of the Brand Corporation, sometimes ally of Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Arvad was originally motivated by revenge, attempting to drive Brand out of business. He was not particularly heroic and would do almost anything short of killing to accomplish his goal. Obsessed, he would let nothing stand in his way. Now that he has gained his revenge on the Brand Corporation, Will O' The Wisp is not sure what to do with his life.

HISTORY

Jackson Arvad was the chief scientist for electromagnetic research at the Brand Corporation, a subsidiary of the Roxxon Oil Company. His superior in the Brand bureaucracy, James Melvin, drove Arvad relentlessly to develop projects under threat of being fired. During a laboratory mishap, a gravitic energy surge shattered the "magno-chamber" in whose vicinity Arvad was working. The accident plunged Arvad's body direcly into the magno-chamber's self-sustained electromagnetic field, and the residual high frequency field weakened the electromagnetic attractions between the molecules of Arvad's body. This caused the molecules of Arvad's body to gradually disperse. Melvin held Arvad in the magno-chamber long enough to question him on any useful scientific applications the accident might have had, and then left Arvad to die.

Arvad soon discovered, however, that he possesses a certain degree of mental control over the dispersion of his body's molecules. Unfortunately, every time he relaxed control over his molecular cohesion, it was more difficult for him to resume a solid state. Finally he began to fear that his body's molecules would drift apart and he would be unable to reintegrate them. He contacted criminal scientist Dr. Jonah Harrow, the man who gave Hammerhead and the Kangaroo their superhuman attributes, in a desperate ttempt to find a cure for his deteriorating condition. Pretending to help him, Harrow implanted a tiny receptor in the Wisp's skill with which he could disrupt the Wisp's mental control over his molecules by means of a powerful mind-numbing signal. Harrow then forced the Will O' The Wisp to carry out certain criminal activities to further Harrow's ends. While committing theft, the Wisp encountered the crimefighter Spider-Man who later tried to persuade him to resist the man controlling him. After much deliberation, the Will O' The Wisp finally decided to turn against Harrow rather than to jeopardize another innocent person. Realizing the Wisp's intent, Harrow activated the device in the Wisp's skull and dissipated him.

Despite his corporeal disintegration, Will O' The Wisp's intelligence remained intact and he eventually devised a scheme to reintegrate himself. Taking control of the battlesuit of the criminal Killer Shrike, the Wisp coerced him to kidnap scientist Dr. Marla Madison and take her to the laboratory where he was originally transformed. There he was restored to corporeal form. The Wisp then destroyed the laboratory and fled into the night, plotting vengeance against James Melvin, the man responsible for the state he was in.

Will O' The Wisp eventually got his opportunity for revenge against Melvin, but his better judgment stopped him from killing his ex-boss. Turning Melvin over to the authorities, the Wisp forced him to expose some of Brand's illicit activities to the news media. This exposure, brought about with the aid of Spider-Man, caused the shutdown of Brand's major plant on Long Island. Will O' The Wisp departed after that incident to contemplate what to do with his powers. His current whereabouts and activities are unknown.

STATISTICS

F	PR (4)
A	GD (10)
S	TY (6)
E	EX (20)
R	IN (40)
I	TY (6)
P	TY (6)

Health: 40
Karma: 52
Resources: EX (20)
Popularity: −10

BACKGROUND

Real Name: Unrevealed
Occupation: Professional criminal, formerly a professional inventor, stage magician and escape artist, and chess champion
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the police but not to the general public
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: New York City area. The Wizard maintains an enormous mansion on Long Island
Past Group Affiliations: Leader of the Frightful Four (now disbanded), former ally of Mysterio and the Plantman
Present Group Affiliation:



KNOWN POWERS *Anti-Gravity Discs:* When thrown, these weapons of the Wizard's own design will adhere to a target with Monstrous Strength. Any target struck floats upward at a rate of 10 feet per round unless he or she is fastened to something solid.

Flight: Anti-Gravity devices within the Wizard's costume allow him to fly at Excellent air speed (10 areas/round).

Power Gloves: The Wizard's gloves, made of Excellent strength material, provide the villain with the following abilities:

- Strength raised to Excellent.
- Power Blasts capable of doing Incredible Energy damage up to 2 areas away.
- A force field of Remarkable rank.
- The creation of a "typhoon sphere" which can fill 1 area within a 3-area range. Anyone and everyone within this sphere takes Excellent damage each round they are in it, and must make an Escape roll to exit the sphere.

Body Armor: The Wizard's metal suit provides him with Good protection against physical attacks, heat and cold.

Id Machine: This device, contained within the Wizard's helmet, interacts with external devices to give him Excellent control over an opponent's mind.

Talents: The Wizard has trained himself in the Thrown Weapons skill. A world-famous physicist, the Wizard has the Physics, Computers, and Electronics talents.

Contacts: The Wizard was the former leader of the Frightful Four, and has been a partner of Mysterio and the Plantman. None of his former allies are particularly inclined to help him, but they would probably lend a hand if suitably rewarded, with the exception of the Sandman and Medusa.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

A genius in physics, the Wizard quickly became bored and sought new challenges as a villain. Since then he has been beaten again and again by a number of heroes, particularly the Fantastic Four. The Wizard has learned that he is best off relying on his own devices, and now works solo. He disdains physical confrontation and prefers to attack from surprise and/or use cunning traps to defeat his opponents.

HISTORY

Before his first clash with the Human Torch, the Wizard was one of the most prominent celebrities of his day, known throughout the world. He was acclaimed by his fellow scientists for his new theories. The Wizard became quite rich as result of his great number of inventions, many of which were futuristic devices and furnishings sold only to the wealthy. The Wizard designed and had built for himself a futuristic mansion on Long Island which he filled with his own inventions. The Wizard also used his intellectual talents to become a world-famous chess player. The Wizard had even entered show business, and would publicly stage feats of "magic" which he actually accomplished through advanced scientific means. It was because of all these achievements that he became known as the "Wizard."

The Wizard came to believe that there was only one intellectual challenge left for him, and that was to defeat the Human Torch. The Wizard intended to defeat the Torch by impersonating him and then destroying the real Torch's heroic reputation. The Wizard was envious of the powers of the superhuman adventurers who had recently appeared, and feared that the public would lose interest in him. He chose to go after the Torch since he was the most visually spectacular of the heroes.

As part of his scheme, the Wizard staged another of his remarkable public feats; he used a vehicle with an atomic-powered drill to bore what he said would be the deepest hole ever dug into the Earth. The Wizard then intentionally triggered a cave-in, which buried his vehicle deep underground. Unknown to anyone else, the Wizard had placed oxygen tanks aboard the vehicle which could enable him to live for weeks down there. As the Wizard planned, he was rescued by the Human Torch. In seeming gratitude, the Wizard invited the Torch to his mansion. There the Wizard imprisoned the Torch and donned a costume he had designed which allowed him to mimic the Torch's abilities. Thus disguised as the Torch, he publicly committed a series of crimes. However, the Human Torch broke free, and with the aid of his sister and teammate in the Fantastic Four, the Invisible Woman, captured the Wizard and procured proof for the police that it was actually the disguised Wizard who had committed the crimes. As a result, the Wizard was sentenced to prison.

The Wizard made subsequent attempts to revenge himself on the Torch. In an encounter with Paste-Pot Pete and the Sandman, the Wizard became inspired to create and lead a team that would be a criminal counterpart to the Fantastic Four. The Sandman and Paste-Pot Pete, under his new name of the Trapster, both joined the team and the Wizard recruited Madame Medusa as its fourth member. The Wizard had heard rumors of Medusa's existence, and journeyed to the Mediterranean island where she was said to be living like a hermit. After arriving on the island, the Wizard saw her fight off a search party of police, and then offered her partnership with him. Medusa reluctantly agreed. The Wizard and his three partners became known as the Frightful Four. Most of the Wizard's criminal activities since then have been conducted as part of the Frightful Four. They have most often come into conflict with the Fantastic Four, who have defeated them repeatedly. After Medusa's departure from the organization, her place was filled by Thundra, the Brute, Electro, and Llyra. Occasionally the Wizard committed crimes on his own, and once he entered a brief partnership with Mysterio.

Since none of Medusa's successors proved to be a successful member of the group, and since the Sandman has now reformed, the Wizard has disbanded the Frightful Four. For now, at least, the Wizard operates on his own as a professional criminal.

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	EX (20)
R	PR (4)
I	GD (10)
P	GD (10)

Health: 42
Karma: 24
Resources: PR (4)
Popularity: 5

BACKGROUND
Real Name: Rahne Sinclair
Occupation: Student
Legal Status: Citizen of the United Kingdom with no criminal record, on student visa to the U.S.; still a minor, ward of Moira MacTaggart
Identity: Secret
Place of Birth: Somewhere in Ross and Cromarty, Scotland
Marital Status: Single
Known Relatives: None
Base of Operations: Professor Xavier's School for Gifted Youngsters, Salem Center, Westchester County, NY
Past Group Affiliations: The New Mutants
Present Group Affiliation:

KNOWN POWERS
Shapechange: Rahne has the ability to change herself into two other forms: a large red wolf and a half-wolf, half-human ("wolfoid") creature. Rahne can switch between all three forms in the same round. If an opponent attempts to Grapple with her and that opponent is not aware of Rahne's abilities, they must make an Agility FEAT roll to keep hold of her if she shapechanges.

In wolf form, Rahne has the following statistics and abilities:

F	A	S	E	R	I	P
EX	GD	GD	EX	PR	RM	GD

Health: 60

Bite: Good Edged damage.
Tracking: Remarkable ability in tracking and recognizing humans and animals by their scent.
Movement: Springs at Good ground speed (4 areas/round) for up to 5 rounds, then must slow back to Typical ground speed (3 areas/round) or less for at least 10 rounds before springing again.
Mindlink: In wolf form, Rahne cannot speak or communicate, but has a crude mindlink with Danielle Moonstar (Mirage), and can transmit base information and feelings.
Heightened Sight: Sees into the ultraviolet and infrared portions of the spectrum at Remarkable rank. She can see anything in total darkness that gives off heat (such as living organisms). With a FEAT roll Rahne can judge a person's emotional state and detect any changes in that state.
Heightened Hearing: Amazing rank. Anyone attempting to surprise her in wolf form has a −1 CS.



In "wolfoid" form, Rahne has the following statistics and abilities:

F	A	S	E	R	I	P
GD	GD	TY	RM	PR	WX	GD

Health: 56

Claws: In wolfoid form Rahne has claws that do Good Edged damage.
Bite: Typical Edged damage with her teeth.

Tracking: Recognizes other creatures by their scent .
Movement: Same as for wolf form.
Mindlink: Rahne's wolfoid form can speak but still maintains her mindlink with Danielle Moonstar (Mirage). Mirage must make a Psyche FEAT roll to understand her in this state due to Rahne's semi-animal/semi-human brain.
Healing: Damage to Rahne's wolf or wolfoid form is healed when she returns to human form unless the damage was caused by magic or her Health drops below 42. In these cases, the damage is then transferred to her normal state. Any damage she suffers in human form is carried over to her lupine form.

Talents: Rahne has the Student talent. She speaks fluent English and Gaelic.
Contacts Rahne has no family, but is the ward of Moira MacTaggert. She is a charter member of the New Mutants.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Raised by a preacher in Scotland, Rahne was under constant religious pressure. She is somewhat shy, extremely insecure, guilt-ridden and has little self-esteem. She has a hard time believing that her powers are not supernatural in original. She has an avid interest in fantasy literature, however and likes to imagine herself as a fairy-tale princess. Of all the New Mutants she is perhaps the most innocent.

HISTORY

Rahne Sinclair, born in Scotland, was delivered by Moira MacTaggart, who is the daughter of the powerful Scots Lord Kinross and close friend and professional associate of Professor Charles Xavier, founder of the team of mutant X-Men. An orphan, Sinclair was raised by the stern minister Reverend Craig, but she was befriended by MacTaggart, whose ward she became.

Sinclair's mutant power, which enables her to transform herself into a wolflike being, emerged at puberty. One night when Sinclair was fourteen, she fled in wolf form from a mob led by Reverend Craig, who believed her to be possessed by the devil. One member of the mob shot at Sinclair, inflicting a flesh wound. In wolf form Sinclair ran past MacTaggart, fell, and reverted to human form before her eyes. Recognizing Sinclair, MacTaggart took her under her protection, saving her from the mob.

MacTaggart brought Sinclair to Professor Xavier in America. There Wolfsbane became one of the first members of Xavier's new team of young superhuman mutants, the New Mutants, whom he trained in the use of their mutant powers. Sinclair has remained a member of the team ever since, and has come to regard her guardian, MacTaggart, as her surrogate mother.

STATISTICS

F	IN (40)
A	RM (30)
S	GD (10)
E	RM (30)
R	TY (6)
I	MN (75)
P	IN (40)

Health: 110
Karma: 121
Resources: EX (20)
Popularity: 0

BACKGROUND

Real Name: Logan
Occupation: Adventurer, captain in the Canadian armed forces, assigned to intelligence (retired)
Legal Status: Citizen of Canada, now permanent resident in the U.S.; no criminal record
Identity: Secret, known to certain members of the Canadian government
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None known
Base of Operations: An abandoned town in the Australian Outback
Past Group Affiliations: Former member of the Canadian armed forces, former operative of Department H, current X-Man
Present Group Affiliation:



KNOWN POWERS

Adamantium Skeleton: Strips of Adamantium have been bonded to Wolverine's skeleton, giving him Excellent body armor against Blunt physical attacks and Typical protection against Edged damage. He can do Excellent damage with his fists. An opponent striking a hard part of Wolverine's body (such as the jaw) with bare hands would take Typical Blunt damage. Nothing can cut through Wolverine's bones.

Claws: The three claws mounted on the back of each hand can be used to do up to Monstrous damage on the Edged Attack column. Unless he wishes to kill his human opponent, Wolverine normally will strike for no more than Excellent damage.

Regeneration: Wolverine regains 10 Health points per hour, or 1 every 6 minutes. He has Unearthly Endurance for FEAT rolls against poison, gases, drugs (including alcohol), and disease.

Animal Empathy: Communicates with mammalian carnivores (wolves, wild dogs, etc.) at Amazing rank. He cannot control their actions, but he can usually get them to act in a friendly way toward him.

Heightened Senses: Monstrous sense of smell and Incredible hearing.

Berserker: Wolverine has the ability to "go berserk" in combat. He prefers not to do so, but if he must he can enter the state at will. When berserk, Wolverine ignores all Stun results, and his Psyche is considered Unearthly for resisting the effects of Mind Control.

Wolverine must make a Yellow Psyche FEAT roll to come out of this state, and may only do so when no danger is present. If someone Wolverine trusts is present to help him, he only needs a Green FEAT roll.

Invisibility: As with all of the current X-Men, Wolverine cannot be detected by any electrical means, including mutant sensing devices (such as Cerebro, or the Sentinels) or cam-

eras. He is still visible to the naked eye, however.

Talents: Wolverine is skilled with Guns, Thrown Weapons, Sharp Weapons, and Oriental Weapons. He is trained in Martial Arts A, B, and E, and has the Tumbling ability. He has had extensive Military and Espionage training. Wolverine has been trained in Ninja skills which allow him to hide in shadows with Incredible ability, and allow him to see at night (but not total darkness) with Remarkable ability. Wolverine speaks fluent Japanese and understands Russian.

Contacts: Wolverine is currently unable to call upon any contacts, but past contacts have included the Canadian Armed Forces Intelligence Division and Alpha Flight. Mariko Yashida, head of Japan's powerful Clan Yashida, is Wolverine's romantic interest and will come to his aid, but knows he prefers to handle most situations on his own.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

At one time a brutal, ruthless fighter, Wolverine has mellowed somewhat over the years. He has made a definite effort to subdue the "beast" side of his mind, although he can call on it when necessary. Wolverine possesses a high degree of honor, derived from the samurai code of bushido. Despite his many years with the X-Men, Wolverine is still essentially a loner and if a personal problem comes up, he will almost always deal with it himself rather then turn to his comrades for help.

HISTORY

Wolverine's past is shrouded in mystery. There is no known record of his birth, and he ages at a slower rate than that of ordinary human beings, so his age cannot be estimated. Before Wolverine's skeleton was laced with Adamantium, he served in a war with a group called the Devil's Brigade, and later worked as a freelance intelligence operative.

Wolverine's skeleton has been laced with the artificial, virtually indestructible metal called Adamantium, and he has been given artificial Adamantium claws. When and where this happened he does not remember.

When James MacDonald Hudson and his wife Heather took a delayed honeymoon in Canada's Wood Buffalo National Park, they were attacked by Logan, who had become savage and animalistic, and seemingly incapable of speech. Heather wounded Logan with gunfire and the Hudsons brought him to their cabin. Hudson went for medical help for Logan, and left Heather in the cabin with the unconscious "wild man. When a blizzard prevented Hudson from returning, Logan regained consciousness and unwittingly extended his claws, severing his bounds, and then, again unwittingly, retracted the claws. Heather Hudson began to shout at Logan, who, apparently out to attack her, again extended his claws. In horror Logan saw the claws for what he claims is the first time he remembers them. Believing that someone had implanted the claws in Logan against his will, Heather Hudson comforted the despairing Logan until James Hudson returned.

At one time, Heather Hudson suspected that James Hudson may have had something to do with implanting the Adamantium in Logan's body and giving him the claws. However, a recent battle between one of Hudson's experimental subjects, Bedlam, and Alpha Flight, proved that Hudson was in no way responsible for Wolverine's "creation."

Logan lived with the Hudsons who worked with him to help him regain his sanity, although Logan was still prey to animalistic rages at times. Both he and Heather Hudson believe it was the shock of having Adamantium bonded to his skeleton that reduced Logan to the animalistic state in which she found him.

Logan served as a Canadian secret agent for a time, but knowing of his special powers, claws, and Adamantium-laced skeleton, high Canadian officials decided to make Logan the leader of the group of superhuman agents that would become known as Alpha Flight. Logan was originally given the code name of "Weapon X," but he was also known as Wolverine, because of his resemblance to the small but fierce Canadian mammal of that name. As Weapon X he clashed with both the Hulk and a Wendigo.

Professor Charles Xavier invited Wolverine to join the X-Men, and Logan, recognizing the hopelessness of his love for Heather Hudson, accepted Xavier's invitation. Alpha Flight was ordered to bring him back by force, but both attempts to capture him ultimately failed. He has since voluntarily aided Alpha Flight members in combat.

Logan became engaged to Shingen Harada's daughter Mariko, the current leader of the Yashida clan, but she called off their wedding as a result of her being psionically manipulated by the X-Men's foe Mastermind. Although Mariko Yashida was freed from Mastermind's influence, and although she and Logan still love each other, she will not marry him until she believes she has redeemed herself for calling off the wedding. Logan took under his care Akiko, a young orphan girl who has become Mariko's ward. Logan and Mariko regard her as if she were their own daughter.

Wolverine, as well as the other X-Men, is currently believed to have died in the casting of a mystical spell to save the world from Trickster. In reality, the X-Men were saved and given the chance to act as unseen "legends." The X-Men now operate secretly out of a deserted town in the Australian outback, assisted by an aborigine known only as Gateway.

WONDER MAN



STATISTICS

F	EX (20)
A	RM (30)
S	UN (100)
E	MN (75)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 225
Karma: 18
Resources: GD (10)
Popularity: 35

BACKGROUND

Real Name: Simon Williams
Occupation: Former industrialist, security consultant for Cordco Incorporated, now stuntman, actor, adventurer
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known
Place of Birth: Paterson, NJ
Marital Status: Single
Known Relatives: Sanford (father, deceased), Martha (mother), Eric (the Grim Reaper, brother, deceased), Vision ("brother"), Wanda ("sister-in-law"), Thomas, William ("nephews")
Base of Operations: West Coast Avengers Compound, Los Angeles, CA
Past Group Affiliations: Former ally of the original Masters of Evil, former member of the East Coast Avengers, current member of the West Coast Avengers
Present Group Affiliation:

KNOWN POWERS

Body Armor: Wonder Man's super-hard skin provides him with Amazing protection against all forms of damage. Mental attacks are resolved normally.
Invulnerability: Class-1000 Resistance to heat and cold
Life Support: Wonder Man does not require food, water, or air to survive, and is considered to have Class-1000 Life Support for this reason. He can survive in deep space for short periods with no ill effect.
Flight: A jet-pack provides him with Good air speed (8 areas/round). Wonder Man can hover in place using this belt, which supports Monstrous weight for up to 5 rounds, at which time it burns out entirely.
Talents: Williams is a performer trained as a stuntman. He is a mediocre actor and businessman.
Contacts: Wonder Man is a member of the West Coast Avengers, and a former member of the East Coast Avengers. He is particularly close to the Vision. He is also a well-known actor in Hollywood.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

During the first few years after his "resurrection," Simon had an inordinate fear of death which often restricted him from going full out in combat. He has since overcome his fear and can sometimes come across as egotistical. He is more a follower than a leader.

HISTORY

Simon Williams was the younger of two sons of Sanford Williams, an industrialist who founded a highly successful munitions factory called Williams Innovations. When his older brother Eric refused to join the family firm, Simon, the more studious, less athletic of the two, readily accepted. Simon inherited full control over the business at 22. Under Simon's inexperienced management, Williams Innovations began to lose its competitive edge. Desperately, Simon sought his brother's aid, and Eric suggested that he embezzle some money from the company in order to invest in some businesss enterprises Eric had gotten wealthy from, namely the illicit racketeering run by the criminal Maggia families. His embezzlement and Maggia connection were discovered by his company's board of directors, and Simon Williams was brought to trial.

Found guilty and facing a prison sentence, Williams was released when Amora the Enchantress paid his bail and ensorceled the authorities. Baron Heinrich Zemo, intrigued by the newspapers' assertion that he blamed Anthony Stark for his downfall, had dispatched her to recruit Williams for the Masters of Evil. Disoriented by the upheavals in his life, Simon Williams agreed to go to Zemo's South American base. Serving as a test subject for Zemo's "ionic ray" treatment, Williams emerged with super strength and durability. Zemo then gave him a costume and dubbed him Wonder Man.

To ensure Wonder Man's cooperation, Zemo told him that a side effect of the treatment was that it altered his metabolism so that he would die within a week unless he was given regular treatments of an unspecified antidote. Not wishing to die, Wonder Man agreed to Zemo's plan and in a staged battle with the Masters of Evil, he won the confidence of the Avengers. They accepted Wonder Man into their ranks and unsuccessfully tried every means to cure him. When Wonder Man led the Avengers into an ambush by the Masters of Evil, he decided that he could not betray the Avengers' kindness to him even if it cost him his life. Deprived of Zemo's life-prolonging treatment, Wonder Man succumbed to the mysterious side effect of his power acquisition. Telling the Avengers the he was glad that his final act was a noble one, Wonder Man fell still, displaying no vital signs.

The Avengers took his body back to the U.S. for burial, but his brother Eric, now known as the criminal Grim Reaper, retrieved the body to use in bribing the Vision. The Grim Reaper tried to convince the Vision that his consciousness could be transferred into Wonder Man's body, giving the Vision a more human form. Later, the Reaper claimed that Wonder Man could not be resurrected and offered to have the Vision's consciousness transferred into Captain America's body instead. The Vision pretended to go along with the Reaper's scheme in order to help the Avengers apprehend him.

The Grim Reaper, escaping, became obsessed with the idea of reviving his brother. In New Orleans, voodoo priests turned Wonder Man into a mindless zombie. The Grim Reaper had them instruct the semi-living being to accuse the Vision of "stealing" his mind. He then shipped the body to Avengers Mansion. When the crate was opened, Wonder Man indeed did as bade but to no real effect. The Avengers subdued Wonder Man and took it with them to New Orleans to investigate. Curiously, as Wonder Man began moving about again, he began shaking off the effects of all that had been done to him. The Avengers learned his body was fully metamorphosed from one of flesh and blood to one of an unspecified superhuman flesh-like substance nourished by ionic energy.

Lending his aid to the Avengers, Wonder Man was often overwhelmed by cowardice in life-threatening situations. Finally, while battling the near-omnipotent Korvac, Wonder Man mastered his fears. He was eventually re-elected to membership in the Avengers and became close friends with his fellow Avengers the Beast.

Having no inclination to go back into business, Wonder Man left the Avengers determined to become an actor, since he felt that during much of his time with the Avengers he was only acting at being a hero. Unable to get decent acting work, he headed to Los Angeles to exploit his nearly indestructible body by doing stunt work for the movies. He was highly successful at this and soon began getting acting work as well. Wonder Man was invited to join the West Coast Avengers team. While helping the team in its struggle to establish its own identity, Wonder Man began to come to terms with himself and his role as a hero. His turning point came when he went on national television to announce that he was guilty of the embezzlement charge brought against him years ago and that he was sorry about it. Wonder Man was gratified when the public gave him a vote of confidence for his candid admission. He had also come to regard the Vision as a surrogate "twin brother" due to their psychological similarity. Wonder Man has become a confident, capable crime-fighter and staunch member of the West Coast Avengers.

STATISTICS

F	RM (30)
A	RM (30)
S	AM (50)
E	RM (30)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 140
Karma: 22
Resources: Sh0 (0)
Popularity: 0

BACKGROUND

Real Name: Woodgod
Occupation: Lawgiver of the Changlings
Legal Status: Citizen of the community of the Changelings
Identity: The general populace of Earth is unaware of Woodgod's existence
Place of Creation: The Pace farm just outside Liberty, New Mexico
Marital Status: Single
Known Relatives: David Pace ("father," deceased), Ellen Pace ("mother," deceased)
Base of Operations: The community of the Changelings in a valley in the Colorado Rocky Mountains
Past Group Affiliations: The Changelings
Present Group Affiliation:

KNOWN POWERS

Goat Body: Woodgod's lower body is that of a goat. He can use his hooves to kick for Excellent Edged or Blunt damage, and can run at Good ground speed (5 areas/round) for up to 5 rounds, before slowing for 10 rounds before going to Good ground speed again. He can also leap with Excellent ability (20') up or across).
Immunity: Woodgod was immune to the nerve gas which his "father" has created. He presumably has Class-1000 resistance to other toxins and diseases that would affect humans.
Talents: Woodgod has somehow mastered the art of genetic engineering to the point where his Reason is considered Incredible when dealing with this subject.
Contacts: Woodgod was at one time the leader of the Changelings, but has since resigned the position. He is still respected by that community and they tend to follow his lead.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

During the first weeks of his "birth," Woodgod was emotionally immature. As he was exposed to new experiences, he slowly developed a sense of responsibility. He has now created his own little world to live as he pleases and instill the values he believes are important to the Changelings he has created.

HISTORY

Woodgod is a genetically engineered sentient life force who physically resembles a satyr of classical Greco-Roman mythology. Scientists David and Ellen Pace employed cloning techniques to create Woodgod, combining human and animal genetic material.

Woodgod first became conscious as an adult and his first sight was of David Pace. Woodgod's brain cell count tripled within the first five minutes of his achieving consciousness, and, by watching the Paces, he rapidly learned how to speak English. Within two days Woodgod could walk and had full physical coordination. Although he had the mental capacity of an adult, Woodgod still needed to learn about the world around him as a child does. He regarded the Paces, who named him Woodgod after the satyrs, as his parents.

The Paces had also been working with nerve gas for the federal government. A year before, the government had accidentally spilled nerve gas near the nearby town of Liberty, New Mexico, causing sheep to die and children to become ill. The townspeople therefore had grown suspicious and resentful of governmental activity at nearby Tranquility Base. One of the townspeople saw Woodgod and spread the word in Liberty that a monster had been created at the Pace farm. A group of townspeople stormed the farm and one shot Woodgod. Then, despite David Pace's warning, one of the townspeople smashed a cannister of lethal nerve gas within the barn. The gas killed the Paces, the attacking townspeople, and all of the people of Liberty.

Woodgod, however, proved to be immune to the gas. Recovering from his wound, Woodgod fell into despair and rage on discovering that the Paces were dead. Still childlike, Woodgod set out to kill human beings since human beings were responsible for his "parents'" deaths.

Woodgod made his way into the now-desolate town of Liberty, whose air was still full of the nerve gas. Colonel Del Tremens of Tranquility Base, for whom David Pace developed the nerve gas, investigated the mass deaths at Liberty. When Tremens and his forces discovered Woodgod, they attacked the satyr-like being, who fought back ferociously. Unable to kill Woodgod, Tremens had the town quarantined.

Subsequently, the Hulk and Spider-Man turned up in Liberty, and Tremens unsuccessfully attempted to kill both them and Woodgod. Woodgod escaped and eventually returned to the Pace farm, and used the books he found there to teach himself to read. Shortly afterward Woodgod left to live in a valley free from human habitation in the Colorado Rocky Mountains. Woodgod achieved emotional maturity and proved so successful in educating himself that he even mastered the techniques of genetic engineering he found described in David Pace's notebooks. Using these methods, Woodgod created sentient half-humanoid, half-animal beings whom he called the Changelings. Woodgod led the community of Changelings and drafted their laws. At first he still felt bitterness and hatred toward humanity, but he decided that he and the Changelings must temper justice with mercy lest they all become no better than the worst of humanity. Woodgod defeated a challenge to his leadership from the murderous Changeling Leoninus, and then gave up his position of leader, so that now each Changeling in the community will govern himself. It is Woodgod's hope that the Changelings will live together in peace and harmony, that someday the Changelings' existence can be revealed to the outside world and that humanity will accept them without fear or hatred.

STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	GD (10)
R	GD (10)
I	EX (20)
P	IN (40)

Health: 40
Karma: 70
Resources: TY (6)
Popularity: 0

BACKGROUND

Real Name: Brian DeWolff
Occupation: Policeman, later vigilante, later adventurer
Legal Status: Citizen of the U.S. with no criminal record
Identity: Known to New York City legal and judicial authorities
Place of Birth: Unrevealed, presumably New York City
Marital Status: Single
Known Relatives: Philip (father), Celia (mother), Jean (sister, deceased)
Base of Operations: New York City
Past Group Affiliations: Member of New York City Police Department, later pawn of Philip DeWolff, later ally of Iron Man I
Present Group Affiliation:

KNOWN POWERS

Image Projection: The Wraith could generate illusions directly into opponents' minds with Monstrous intensity. As a Power Stunt he could make himself invisible and undetectable.
Telepathy: The Wraith could read an individual's mind with Amazing intensity.
Mind Control: The Wraith could control the mind of a single individual. The victim could resist by making a Psyche FEAT roll against Monstrous intensity.
Telekinesis: Through force of will the Wraith could levitate objects at Amazing rank.
Mental Attack: The Wraith could fire blasts of mental energy doing Monstrous damage to an opponent up to 2 areas away. Body Armor and some types of force fields did not prevent damage.
Talents: DeWolff was a former policeman, giving him the Law Enforcement and Handguns skills.
Contacts: DeWolff was a former member of the New York City Police. He had assisted Iron Man I on one occasion.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Under Philip's control, the Wraith was a ruthless vigilante. When Brian's consciousness was restored, he was rational; however, on his sister's death he reverted to irrational behavior.

HISTORY

Brian DeWolff was the son of Philip DeWolff, police commissioner of New York City. He was raised by Philip after the latter's divorce from Brian's mother, Celia, when Celia received custody of Brian's sister Jean. Brian graduated from the New York City police academy with the highest grades in his class and entered the city's police force. Jean, too, entered the police, a fact that Philip hated, not regarding women as fit for police work. Brian and Jean DeWolff greatly loved each other.

Brian and his partner Tim were trapped by criminals near Manhattan's South Street Seaport. Two cars driven by criminals knocked over the police car in which Brian and Tim were riding, killing Tim. Brian was then shot, with the bullet lodging in his spine.

Learning over the police radio that Brian's police car was under attack, Philip De Wolff drove to the scene and found his wounded son. Philip took Brian home without informing anyone; hence, when other policeman arrived, they did not know what had happened to Brian. At his home Philip discovered that the shooting had severed important regions of Brian's nervous system, paralyzing him and rendering him comatose. Unwilling to see his son live in such a state, Philip summoned two wealthy men he knew, banker Karl Bonn and landlord Max Vorster, in the hope that they would finance a cure for Brian. With their help, Philip had Brian secretly operated upon by a surgeon.

But Philip fantasized doing even more for Brian. He wanted Brian to become a vigilante with superhuman abilities who would battle crime without being restricted by the law himself. DeWolff said, "He will be a wraith, dealing justice from beyond the grave!"

Unknown to DeWolff, Bonn and Vorster were themselves criminals with ambitions, and they had agreed to help Philip only so that they would have the police commissioner in their debt. (Ironically, DeWolff was forced out of his job as police commissioner, apparently by his own superiors.)

Jean DeWolff's first job as a detective was to investigate the disappearance of her brother over her father's objections. After two years, however, no trace of Brian's whereabouts had been discovered and the case was closed; the department presumed Brian to be dead.

During those two years Bonn and Vorster aided De Wolff in obtaining advanced scientific equipment with which Philip intended to restore Brian's mobility and presumably to endow him with psionic powers. When Bonn insisted that Brian use his psionic powers on behalf of himself and Vorster, Philip finally realized the mistake he had made. Furious, Philip attacked them, but they pushed him back into an apparatus called the revitalizer. On thus being struck the revitalizer bathed both Philp and the comatose Brian with energy. Bonn and Vorster fled, assuming Philip to be dead. In fact, however, the revitalizer linked the minds of Philip and Brian, so that now Philip could control Brian's body, make it walk and move normally, and control Brian's psionic powers. Philip gave Brian the costume and identity of the Wraith and used him to take revenge on Bonn and Vorster.

The Wraith, guided by Philip's consciousness, succeeded in killing both Bonn and Vorster. But the Wraith's activities attracted the attention of Jean DeWolff and the crimefighters Iron Man and Spider-Man, all of whom clashed with the Wraith. The sorcerer Doctor Stephen Strange also ran afoul of the Wraith's psionic powers. Finally, Philip tried to have the Wraith physically murder Jean, but Spider-Man blinded the Wraith with his webbing, and Iron Man placed an "alpha-jammer" helmet on Philip, preventing him from transmitting telepathic signals to Brian. Without the link to Philip's mind, Brian returned to a state of catatonic helplessness.

While he and his still-comatose son were on trial, Philip not only regained control of the Wraith, but even projected his own mind into the Wraith's body. Doctor Strange and Iron Man defeated the Wraith, and Philip's mind was forced back into his own body. Using magic to enable his hand to pass into Brian's body harmlessly, Strange removed the bullet in Brian's spine and mystically healed his injuries, restoring Brian's own mind to consciousness at last. The court found Brian innocent of the Wraith's crimes but found Philip guilty of them and sentenced him to prison. Brian and Jean were joyously reunited.

Subsequently, Jean and Brian, as the Wraith, aided Iron Man in battling the multimillionaire called Midas, who had temporarily seized control of Iron Man's company, Stark International. Later, while Brian was in California, the criminal known as the Sin-Eater murdered Jean DeWolff. Since the Sin-Eater was himself a policeman, the grief-stricken Brian irrationally intended to take vengeance for his beloved sister's death on the entire New York City Police Department as the Wraith. But on arriving at a New York City police station in costume to begin his assault, the Wraith was himself shot dead by the vigilante Scourge, who was disguised at the time as a policeman.

STATISTICS

With Wrecking Crew	Alone
F	IN/AM (40/50)
A	EX (20)
S	IN/AM (40/50)
E	RM/IN (30/40)
R	TY (6)
I	TY (6)
P	GD (10)

Health: 130/160
Karma: 22
Resources: TY (6)
Popularity: −20

BACKGROUND
Real Name: Dirk Garthwaite
Occupation: Professional criminal, former manual laborer
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known
Place of Birth: New York City
Marital Status: Presumed single
Known Relatives: None
Base of Operations: New York City area
Past Group Affiliations: Leader of the Wrecking Crew, member of Masters of Evil IV
Present Group Affiliation:

KNOWN POWERS
Body Armor: The Wrecker's thick skin provides him with Excellent protection from physical attacks and Typical protection against energy attacks.
Resistances: The Wrecker has Excellent resistance to fire, cold, heat, and corrosives. He has Amazing resistance to toxins and drugs.
Crowbar: This weapon is made of Unearthly Strength material. When used it adds +1 CS to the Wrecker's Strength. He can throw it up to 3 areas away, but it is not enchanted to return to his hand. When struck by lightning the bar will transfer some of Garthwaite's powers to others.
Talents: The Wrecker has the Blunt and Thrown Weapon skills, and the Leadership talent.
Contacts: The Wrecker leads the Wrecking Crew, and was employed by Baron Helmut Von Zemo as members of the fourth Masters of Evil.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Although the Wrecker leads the Wrecking Crew, he is by no means an intellectual giant, or even particularly a leader of men. It's just that no one else is suited to the job. The Wrecker is a cheap thug with lots of power, but still thinks like a thug. More then any other member of the Crew, the Wrecker is intent on gaining revenge for the past defeats of his group by practically every superhero in existence.

BULLDOZER

STATISTICS

F	EX (20)
A	GD (10)
S	IN (40)
E	IN (40)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 110
Karma: 26
Resources: PR (4)
Popularity: −5

BACKGROUND
Real Name: Henry Camp
Occupation: Former sergeant, U.S. Army, now professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: New York City area
Past Group Affiliations: Member of the Wrecking Crew, member of Masters of Evil IV
Present Group Affiliation:

KNOWN POWERS
Body Armor: Bulldozer's thick skin provides him with Excellent protection from physical attacks and Typical protection against energy attacks.
Resistances: Bulldozer has Remarkable resistance to heat, fire, cold, and corrosives.
Helmet: Bulldozer wears a steel helmet of Incredible strength material. With it the Bulldozer will attempt a head-first charge. When determining to hit, Bulldozer receives a +1 CS for each area he passes through. Damage inflicted is 40 points plus an additional 2 points for each area through which Bulldozer moves. The helmet acts as 40 points of protection against any damage that Bulldozer might take.
Talents: Bulldozer has the Military skill.
Contacts: Bulldozer is a member of the Wrecking Crew and worked with the fourth Masters of Evil.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Bulldozer is not particularly thick-witted, but he enjoys a good fight and charging in head-first into any battle. Despite his time in the U.S. Army as a drill-sergeant, he is content to follow and not lead.

PILEDRIVER

STATISTICS

F	RM (30)
A	GD (10)
S	IN (40)
E	RM (30)
R	PR (4)
I	PR (4)
P	TY (6)

Health: 110
Karma: 14
Resources: TY (6)
Popularity: −10

BACKGROUND
Real Name: Brian Phillip Calusky
Occupation: Former farmhand, now professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: New York City area
Past Group Affiliations: Member of the Wrecking Crew, Masters of Evil IV
Present Group Affiliation:

KNOWN POWERS
Body Armor: Piledriver's thick skin provides him with Excellent protection from physical attacks and Typical protection against energy attacks.
Resistances: Piledriver has Excellent resistance to heat, fire, cold, and corrosives.
Talents: Piledriver was an amateur boxer and has Martial Arts B.
Contacts: Piledriver is a member of both the Wrecking Crew and the fourth Masters of Evil.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Calusky is the most dim-witted member of the Wrecking Crew. A "good ole boy," Calusky likes nothing better then to wade into combat and slug anybody he can.

THUNDERBALL

STATISTICS

F	RM (30)
A	RM (30)
S	IN (40)
E	RM (30)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 130
Karma: 36
Resources: TY (6)
Popularity: −10

BACKGROUND
Real Name: Dr. Eliot Franklin
Occupation: Former scientist, now professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known

Place of Birth: Unrevealed
Marital Status: Divorced
Known Relatives: None
Base of Operations: New York City area
Past Group Affiliations: Member of the Wrecking Crew, Masters of Evil IV
Present Group Affiliation:

KNOWN POWERS
Body Armor: Thunderball's body armor provides him with Excellent protection against physical attacks and Typical protection against energy attacks.
Resistances: Thunderball has Excellent resistance to heat, fire, cold, and corrosives.
Wrecking Ball: Thunderball wields a steel wrecking ball of Amazing strength material.
Talents: A nuclear scientist turned villain, Franklin has the Nuclear Physics and Engineering skills. He has the Blunt Weapons talent.
Contacts: Thunderball is a member of the Wrecking Crew and the fourth Masters of Evil.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Despite his intellectual background, Franklin seems to enjoy the life of smartest member of a four-man demolition team. He is loyal to his comrades, but smart enough to know when to run and cut his losses. However, he would prefer to convince his teammates to join him then abandon them to their fates.

HISTORY

Dirk Garthwaite was a manual laborer employed by a demolitions company who was fired for his antisocial behavior and fits of violence. Deciding to turn his talent for mayhem and destruction to criminal activity, Garthwaite fashioned himself a simple costume to conceal identity. He then committed a series of crimes under the name of the Wrecker, his trademark being the crowbar with which he devastated the scene of the crime. The Wrecker became more daring with each theft, and continually evaded the attempts of the police to capture him.

Seeking another victim to rob, the Wrecker happened upon a hotel room occupied by Loki, the Asgardian god of evil, whose magical powers had at that time been temporarily removed by the Asgardian monarch Odin. The Wrecker smashed his way in while Loki was in the midst of summoning his sometime ally, Karnilla the Norn Queen. Loki hoped that Karnilla would grant him magical power with which he could battle his archenemy Thor, the Asgardian thunder god. The Wrecker overpowered Loki. Then, while trying on Loki's horned helmet, the Wrecker was mistaken for the god when Karnilla hastily materilized to grant Loki's request. Thus it was the Wrecker whom Karnilla endowed with magical power. This power gave the Wrecker superhuman strength, which he used to embark upon a brazen wrecking spree, no longer fearing the authorities.

The Wrecker's rampage came to the attention of Thor, whose power had also been diminished at the time by Odin's spell. The Wrecker battled Thor for hours and finally bested the partially depowered god. But the Wrecker was finally overcome by the Destroyer, a virtually invincible Asgardian automaton that was at this time animated by the spirit of the Asgardian goddess Sif.

Escaping from prison, the Wrecker once again battled Thor, who now again possessed his fully godly power, and overcame him. Thrown upon the electrified third rail of a New York City subway track, the Wrecker had his superhuman strength drained from him by a discharge of energy from Thor's enchanted hammer. The Wrecker paid people to keep track of the whereabouts of his crowbar, into which he believed his enchanted power had fled after being driven from his body. Together with three other inmates at Ryker's Island Prison, the Wrecker made a successful jailbreak and managed to locate his crowbar. Willing to share his power with his allies, the Wrecker had the three other convicts join him in holding onto the crowbar outside an electrical storm. Lightning struck the crowbar, magically distributing the enchanted strength bestowed upon the Wrecker among the four of them. Together the four superhumanly strong criminals became known as the Wrecking Crew, who were led by the Wrecker himself.

The Wrecking Crew then terrorized New York City by threatening to destroy buildings unless they were paid enormous sums of money, and then carrying out their threat when they were not paid. When the Defenders stopped one scheme, the members of the Wrecking Crew were each taken to a different prison. One of the Defenders, the sorcerer Doctor Strange, had mystically banished the Wrecker's crowbar to another dimension, but it was recovered sometime later by the Puppet Master, who used his mystically powered clay to coerce the Wrecker into battle with the Fantastic Four.

The Wrecker easily escaped custody after his defeat by the Fantastic Four and spent the next few weeks traveling from one penitentiary to another, freeing the rest of the Wrecking Crew. In order to reestablish their credibility as dangerous criminals, the Crew decided to take on the Wrecker's original nemesis Thor and to defeat him publicly. But instead the Crew were defeated at Avengers Mansion by Captain America and Iron Fist, aided by "Danger Room" equipment that was being utilized in the Avengers' gymnasium before being turned over to the X-Men.

Escaping once again, the Crew began wreaking havoc at New York City's Lincoln Center for the Performing Arts in order to bring Thor to the scene. But Thor defeated the Crew, and all but Thunderball were taken into police custody. Later, the Wrecker and Crew were transported to the world created by the alien Beyonder to take part in the first of the so-called "secret wars." Afterwards they joined Baron Helmut Zemo's Masters of Evil and participated in his takeover of Avengers Mansion In battling the Masters of Evil Thor used his enchanted hammer to transfer the superhuman powers of Bulldozer, Piledriver, and Thunderball into the Wrecker. The Wrecker was defeated along with the other Masters of Evil. His current whereabouts and activities are unknown.



STATISTICS

F	IN (40)
A	EX (20)
S	GD (10)
E	EX (20)
R	IN (40)
I	RM (30)
P	AM (50)

Health: 90
Karma: 120
Resources: AM (50)
Popularity: −45

BACKGROUND

Real Name: Unrevealed
Occupation: Would-be-conqueror
Legal Status: Citizen of the People's Republic of China with no known criminal record
Identity: Secret
Place of Birth: Somewhere in mainland China
Marital Status: Married many times
Known Relatives: Suwan (grandniece, deceased)
Base of Operations: Various hidden bases throughout the world
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Immortality: The Yellow Claw has devised a number of chemical elixirs that have kept him alive and in good condition for over one hundred years. However, he still takes damage normally and can be killed by being reduced to Shift-0 Endurance.
Illusion Projection: Yellow Claw has the ability to project Excellent rank Illusions directly into an opponent's mind. The illusion is not visible to any other person present, and affects only one individual at a time.
Necromancy: Amazing knowledge of magic dealing with the resurrection and control of the dead. He has developed two Power Stunts with this ability:

- The ability to transfer a spirit into the body of an unwilling victim. The victim may resist by making a Psyche FEAT roll against Amazing intensity.
- The resurrection of the dead. Yellow Claw must make a FEAT roll at Amazing rank against an intensity equal to the full Endurance rank of the individual in question. On a Green or Yellow result, the victim is revived as a mindless zombie; a Red result restores the victim with his mind intact.

Body Armor: Light-weight armor underneath his robes provide him with Excellent protection against physical and energy attacks, including heat, cold, and corrosives.
Claws: Through secret chemical processes, the Yellow Claw has hardened his fingernails to Good Material Strength. He can use his fingernails to inflict Good Edged damage on an opponent.
Id Paralyzer: In the past, the Yellow Claw has employed a device which allows him to control any number of individuals. A target must be within a radius of 1 area of the Paralyzer to be affected, but then may be controlled from any range. An opponent may resist by making a Psyche FEAT roll against Good intensity. The victim is a mindless zombie who must receive direct orders from the Claw to do anything.
Mutated Animals: The Claw has created a number of mutated animals in the past, including spiders and

marine life. As a rule of thumb, these creatures have the following statistics:

F	A	S	E
TY	PR	EX	RM

Health: 70

Talents: The Yellow Claw is a genius in the fields of Biochemistry, Genetics, and Robotics. His Reason is considered Amazing when dealing with such matters. He is an expert in Martial Arts A, D, and E. Long years of experience have given him the Occult Lore and Resist Domination skills. He speaks fluent English and all dialects of Chinese.

Contacts: Yellow Claw controls a vast organization of underlings, and still has some contacts in the Chinese government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

More so than the Mandarin, the Yellow Claw is an intricate schemer. One of his plans might lie in wait for decades as it matures toward culmination. Now that his life-extending potions are weak and thin, the Yellow Claw seeks to extend his rule through others.

HISTORY

Although his native China has undergone a Communist revolution, the Yellow Claw retains many of the ways of Imperial China. In the 1950s, the Yellow Claw made an agreement with Communist Chinese leaders to conquer the western democracies on their behalf. In fact, the Yellow Claw intended to conquer the world for himself.

However, the Claw was continually betrayed by his sole living relative, his grandniece Suwan, who was in love with the Claw's nemesis, Chinese-American FBI agent James "Jimmy" Woo. With Suwan's help, Woo succeeded in thwarting the Claw's schemes. The Yellow Claw was enraged but could not bring himself to kill his only relative. Eventually the Yellow Claw left the United States to perfect new methods for its subjugation. To ensure that Suwan would no longer subvert his efforts, the Claw placed her in unaging suspended animation in the so-called "lotus vial of dreamless sleep."

In more recent years the Yellow Claw sent troops whom he had reduced to willless slaves to invade the Statue of Liberty. This scheme was thwarted, however, by Colonel Nicholas Fury of SHIELD and Captain America.

Subsequently, Fury clashed repeatedly with the Yellow Claw only to finally learn that this "Yellow Claw" was actually a robot, as were the "Suwan" and "Voltzmann" accompanying it. Unknown to Fury, the robots were the creations of Doctor Doom. As a result of his aiding SHIELD against the Claw robot, Jimmy Woo, the real Claw's longtime opponent, became a member of SHIELD.

The real Yellow Claw finally reemerged. First he severed his ties with the People's Republic of China. Using occult means, the Claw transferred the spirit of Princess Fanle-tamen of ancient Egypt, a woman who had a drive for conquest, into the body of Suwan, thereby causing a fusing of their personalities. The Claw knew that not even his elixirs could keep him alive forever, and he believed that Suwan, who had revived with the princess's spirit in her, was now suited to being his heir. The Claw clashed with Captain America, Fury, and the Falcon. Finally, he seized control of the SHIELD helicarrier, the organization's flying headquarters, only to be shot by Suwan in revenge for having kept her in suspended animation. Now Suwan intended to use the Claw's resources to conquer the world herself. While Captain America, the Falcon, and SHIELD agents battled and defeated the Claw's minions on the helicarrier, the Claw himself uttered a spell that caused the life forces animating Suwan to leave her body and enter his. As a result, Suwan crumbled into dust and the Yellow Claw regained his full health. The Claw then escaped.

Months later, the Yellow Claw was contacted by the enigmatic Black Lama, who stated that he would bestow the means of achieving world conquest upon the would-be world conqueror who proved himself the most powerful of his peers by killing the others in combat. Deciding to compete for this prize, the Yellow Claw captured the palace of his longtime rival, the Mandarin, and succeeded in bringing about the Mandarin's physical death (he had transferred his spirit to another body). The Yellow Claw did not win the Black Lama's competition, for Iron Man accidentally caused the destruction of the Mandarin's palace, forcing the Claw to flee.

Proclaiming that he intended to bring peace to the entire world and eliminate the threat of war by taking control of the planet himself, the Yellow Claw attempted to destroy New York City as a display of his power by creating a massive tidal wave. This time the Claw was opposed by Fury, SHIELD, and Richard Rider in his guise of Nova. SHIELD ended the threat of the tidal wave before it hit New York City, and Nova caused the Claw's skycraft to explode. The Claw, however, somehow escaped the explosion. Earlier, Voltzmann had fallen from the skycraft, seemingly to his death, but his body has never been recovered.

Still seeking an heir, the Claw intended to father sons on a number of women who had been judged to have superior genetic traits. When these sons reached manhood, they would fight each other to the death to be the sole surviving heir, who would rule over a new race of mankind created by his father. He would insure that by releasing a sterilizing vapor over the world. The Vision caused the Claw's spacecraft which was to spread the sterility-inducing gases to crash. The Yellow Claw was inside the plunging spacecraft. He escaped, however, and began to scheme anew. To defeat his latest plan, the combined forces of the Fantastic Four, Captain America, Spider-Man, the East Coast Avengers, and Frog-Man. The Claw was forced to retreat before this overwhelming onslaught, and is still at large.

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	EX (20)
R	GD (10)
I	TY (6)
P	GD (10)

Health: 42
Karma: 26
Resources: TY (6)
Popularity: 0

BACKGROUND

Real Name: Rita DeMara
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Publicly known
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: New York City area
Past Group Affiliations: Masters of Evil IV
Present Group Affiliation:

KNOWN POWERS

Shrinking: Yellowjacket is able to shrink at Incredible rank with the aid of her helmet.

Insect Communication: The cybernetic helmet that Yellowjacket stole from Henry Pym allows its owner to command insects at Remarkable rank. It is unknown whether her own helmet has this ability.

Protected Vision: Yellowjacket wears goggles that provide her with Excellent protection against light-based attacks.

Flight: Anti-gravity devices in the Yellowjacket costume allow DeMara to fly at Good air speed (8 areas/round) at any height.

Disruptor Sting: Disruptor blasters built into the costume allow Yellowjacket to fire disruptor beams which do Remarkable Energy damage at either 1 area range (when shrunk) or 3-area range (at full size).

Talents: Yellowjacket has the Electronics, Engineering, and Repair/Tinkering skills.

Contacts: Yellowjacket was a member of the fourth Masters of Evil.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Yellowjacket is not particularly brave. She stole the original Yellowjacket costume to make her career as a thief easier, not to engage in pitched battle. If confronted with superior force, she will either surrender or flee.

HISTORY

Little is yet known about the background of the costumed criminal calling herself Yellowjacket, a name previously used by Dr. Henry Pym when he was a costumed adventurer. The new Yellowjacket is Rita DeMara, who was previously a small-time criminal with some minor convictions, and who apparently has a good degree of skill with technology, including computers. Using technological resources apparently of her own invention, DeMara stole the original Yellowjacket uniform from Avengers Mansion, and modified it for her own use.

DeMara as Yellowjacket clashed with Pym's ex-wife, Janet van Dyne, the Wasp, who easily captured the new Yellowjacket when DeMara became hysterical upon using her helmet's cybernetic size-control devices to shrink herself to tiny size. At that time DeMara could not adjust psychologically to being so small, although she has learned to do so since then.

DeMara was sent to prison, but was freed by the Gray Gargoyle and Screaming Mimi on behalf of Baron Helmut Zemo. They also brought her either her original helmet and costume or duplicates. Yellowjacket became a member of Zemo's new Masters of Evil and participated in their takeover of Avengers Mansion. However, the Avengers finally defeated Zemo and the Masters of Evil, and Yellowjacket was sent back to prison. Recently she has sided with the Avengers, she is headed toward the side of good.

YMIR



STATISTICS

F	AM (50)
A	EX (20)
S	ShY (200)
E	ShX (150)
R	PR (4)
I	GD (10)
P	GD (10)

Health: 420
Karma: 24
Resources: Inapplicable
Popularity: −10

BACKGROUND

Real Name: Ymir
Occupation: Inapplicable
Legal Status: Inapplicable
Identity: The general population of Earth believes Ymir to be a mythological being
Place of Birth: Niffleheim
Marital Status: Inapplicable
Known Relatives: Utgard-loki, Loki, and the race of Frost Giants (descendants)
Base of Operations: Niffleheim
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Growth: Ymir is big. He has Class-1000 Growth, giving him a stature of 1000 feet in height and a corresponding +6 CS to be hit.

Defenses: Ymir's icy hide acts as Shift-X Body Armor. Moreover, Ymir is absolutely immune to cold-based attacks. He has Class-1000 resistance to Toxins, Mental Attacks of all types, and Disease. Ymir also possesses Life Support at Shift-Z rank, and the powers of Regeneration and Immortality.

Ice Generation: Through magical means, Ymir can radiate waves of cold, as if he had Ice Generation at Unearthly rank. As his imagination is limited, Ymir has only bothered to develop power stunts that allow him to radiate ice instead of cold, and entrap his opponents.

Weapon: Ymir wields a great ice club (Amazing Material Strength), with which he gains +1 CS, both To Hit and for damage. While only characters with Unearthly strength or better can even lift the club, Ymir can throw it (with Incredible skill), striking targets up to 4 areas away, but he must thereafter manually retrieve the club.

Talents: None

Contacts: None. Although Ymir is the ancestor of the races of Frost and Ice Giants, and has led them against Asgard in the past, he has little interest in them, and would never seek their aid.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Ymir is one of the oldest beings in the Nine Worlds, and he has never learned any degree of cunning. Although capable of speech, he is as savage and brutal as the fierce Niffleheim winters.

HISTORY

Ymir is the oldest and most powerful of the Frost Giants, an otherdimensional race of enormous humanoid creatures. The huge size, durability, and colossal strength of the Frost Giants have made them formidable foes to the gods of Asgard over the millennia.

Ymir is the progenitor of the entire race of Frost Giants, although he differs considerably in appearance from many of his current descendants, such as Utgard-Loki. Ymir and many of the first members of his race were also known as Ice Giants. Like the other Ice Giants, Ymir is covered with snow and ice, and constantly generates intense coldness from his body. The later generations of Ymir's race, do not generate cold and are therefore known simply as Frost Giants. Nonetheless the great size of the Frost Giants is dependent on cold temperatures, and members of the later generations of Frost Giants, unable to create coldness from their own bodies, will shrink in size if exposed to sufficient heat. Continued exposure to such heat will melt such a Frost Giant entirely.

Except for the fire demon Surtur, Ymir is the oldest known being in the "Nine Worlds" of the Asgardian cosmology. It is said that millennia ago warm air from the otherdimensional realm of fire, Muspelheim, crossed a dimensional barrier into the location of the magical Well of Life. Tons of ice from Niffleheim, the otherdimensional realm of ice and cold, formed the Well of Life. It is said that in time the warm air from Muspelheim caused these tons of ice over the Well to transform into the living, sentient Frost Giant Ymir. Another being appeared from the ice, the enchanted cow Audumia. Audumia fed off the ice itself, and Ymir subsisted on the milk Audumia produced.

Ymir went to live in Niffleheim, which he populated with the race of Ice Giants. (The more recent generations of Frost Giants live in the realm of Jotunheim.) The young god Odin and his brothers Vili and Ve fought a war with the Ice Giants and slew Ymir. According to Asgardian legend, Odin, Vili, and Ve created the Earth and sky from Ymir's corpse, but this part of the story is clearly untrue.

Ymir, however, succeeded in regenerating himself, and led the Ice Giants in war against Asgard at some later time. Odin created a chasm containing an interdimensional nexus through which Ymir's army plunged into Muspelheim, where the native demons took the Giants prisoners. Odin then entrapped Ymir himself within a circle of flame within a volcanic area. It is not known how long Ymir remained there.

In recent times a member of the mystical cult called the Sons of Satannish used the so-called Spell of Fire and Ice to bring both Ymir and Surtur to Earth, where they began wreaking havoc. Earth's sorcerer Supreme Doctor Stephen Strange used the Crystal of Conquest, which contained part of the mystical power of the demon known as Satannish and Mephisto, to transport Surtur and Ymir magically into each other's presence at the very instant they were lashing out with their weapons. Ymir and Surtur thus struck each other's weapons, creating a mystical "implosion" in which each being temporarily cancelled out the powers of the other, and each was returned to his home dimension, Surtur to Muspelheim and Ymir to Niffleheim.

Ymir's current whereabouts and activities are unknown.

STATISTICS

F	IN (40)
A	GD (10)
S	EX (20)
E	RM (30)
R	PR (4)
I	EX (20)
P	TY (6)

Health: 100
Karma: 30
Resources: None
Popularity: 0

BACKGROUND
Real Name: Zabu
Occupation: Pet
Legal Status: Not applicable
Identity: Zabu's existence as a true prehistoric saber-tooth is not given credence by the general populace of Earth
Place of Birth: Somewhere in the Savage Land
Marital Status: Single
Known Relatives: None
Base of Operations: The Savage Land
Past Group Affiliations: Partner of Ka-Zar and Shanna the She-Devil
Present Group Affiliation:

KNOWN POWERS
Fangs & Claws: Remarkable Edged damage
Running: Good land speed (4 areas/round) for up to 5 rounds before he must slow for at least 10 rounds to recover
Heightened Senses: Zabu is capable of following a scent with Amazing ability. His hearing, at Remarkable rank, is keen enough to sense a footstep in a 3-area radius. Although Zabu does not possess true infravision, he possesses night sight sufficient to allow him to take no penalties in normal darkness.
Talents: Although Zabu is not truly intelligent, he is capable of following simple commands. In a wilderness-type environment Zabu can survive indefinitely.
Contacts: Zabu is the trusted comrade of Ka-Zar and Shanna the She-Devil. His true existence is known to the X-Men, Spider-Man, the Fantastic Four, and Iron Man.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Although Zabu can be friendly and even playful when the mood takes him, he is still one of nature's killing machines. When angered and/or threatened, he will attack until he or his opponents are dead.

HISTORY

Zabu is the last known living saber-tooth tiger and is the companion and ally of Ka-Zar, the adventurer who was once based in the Savage Land, where Zabu was born.

Except for those living in the Savage Land, saber-tooth tigers became extinct during the Pleistocene period, the time during which the Earth experienced its last so-called Ice Ages. Saber-tooth tigers were named after their resemblance to modern day tigers (although the saber-tooths of the Savage Land, at least, were not striped), and the unusually long pair of saber-like teeth that each creature possesses. Saber-tooth tigers could also open their mouths far wider than other members of the cat family can. The saber-tooth's great physical strength and agility and their long, sharp teeth made them the most formidable carnivores of their time, capable

of killing animals as large as mastodons and giant ground sloths.

Zabu bears a great resemblance to the best known of the extinct saber-tooth tigers, those of the genius Smilodon, to which Zabu himself may belong. Zabu, however, seems more massive and powerfully built than the known examples of Smilodon found in North America. Like these, however, Zabu has a very short tail, although some accounts have erroneously protrayed him as having a tail as long as that of a modern tiger.

Saber-tooth tigers, as well as many other forms of prehistoric life, even including dinosaurs, survived into recent times within the Savage Land, a hidden jungle in Antartica whose tropical climate was maintained by the heat of Antarctic volcanoes. It was in the Savage Land that Zabu was born. While Zabu was still a cub, his mother and siblings were killed by human natives of the Savage Land. Subsequently Zabu was adopted by a family of wolves, but he fled from them after he killed the eldest wolf cub in a struggle for supremacy.

Zabu wandered the Savage Land on his own, teaching himself how to survive as he grew to adulthood. A year after his birth Zabu first encountered the female who became his mate. Maa-Gor, leader of a tribe of primitive tribe of cavemen living in the Savage Land, had been leading his people in exterminating saber-tooth tigers, nearly rendering them extinct in the Savage Land. Maa-Gor and his men killed Zabu's mate. Enraged, Zabu tracked them down and found them about to attack the young boy Kevin Plunder, who had come to the Savage Land with his explorer father. Zabu suddenly leapt on Maa-Gor from behind, giving Kevin Plunder a chance to shoot Maa-Gor in the shoulder with his father's gun.

Zabu and Kevin became companions. They went to dwell in the Place of Mists, a region where Maa-Gor's tribe refused to set foot. There Kevin grew to manhood, protected from all dangers by Zabu. It is said that Zabu did not age during the years he was exposed to the strange gases within the Place of Mists. Maa-Gor's people referred to Kevin as "Ka-Zar," which means "son of the tiger." Zabu remained Ka-Zar's companion when Ka-Zar became an adult.

Along with Ka-Zar and his wife Shanna O'Hara Plunder, Zabu escaped the destruction of the Savage Land at the hands of the alien Terminus. After traveling to California, the Plunders and Zabu returned to the Savage Land when it was restored by the combined efforts of the High Evolutionary and Garokk, the Petrified Man. Their current activities are unknown.



STATISTICS

F	MN (75)
A	AM (50)
S	ShX (150)
E	ShX (150)
R	IN (40)
I	UN (100)
P	ShX (150)

Health: 425
Karma: 290
Resources: UN (100)
Popularity: 40

BACKGROUND

Real Name: Zeus
Occupation: Supreme Monarch of Olympus
Legal Status: Citizen of Olympus
Identity: Publicly known, but believed to be a mythical character
Place of Birth: Mount Lycaem, Arcadia
Marital Status: Married
Known Relatives: Ouranos (grandfather, deceased), Gaea (grandmother), Cronus (father), Rhea (mother), Hera (wife/sister), Vesta (sister), Persephone (sister-in-law), Apollo, Ares, Artemis, Athena, Dionysus, Hebe, Helen of Troy, Hephaestus, Hercules, Hermes, Venus, and others (children)
Base of Operations: Olympus
Past Group Affiliations: Gods of Olympus
Present Group Affiliation:

KNOWN POWERS

Body Armor: Incredible body armor provides protection against both physical and energy attacks.

Immortality: Zeus is a true immortal and does not die if reduced to 0 Health or Shift-0 Endurance. Unlike other gods of Olympus, this power applies to Zeus no matter what plane of existence he is on at the time of the attack. Moreover, his is the authority to strip this power from other members of the pantheon.

Resistances: Zeus does not age and enjoys the power of Hegeneration. He has Class-1000 resistance to disease.

Godly Power: Zeus commands great energies in his role as leader of the Greek pantheon. He has been known to use this energy as follows:

- Electrical Generation or Energy Generation at Unearthly rank.
- The granting to mortal beings or objects, of supernatural powers or abilities. Zeus cannot enhance any person or object by more than 100 points of attributes or powers.
- Interdimensional teleportation of Shift-X rank.
- Shape Change of Unearthly rank.
- Precognition. Although Zeus is capable of seeing millennia into the future, he is curiously unable to see more specifically than major events and general trends.

Talents: Zeus has a mystic background, and the Leadership talent.
Contacts: Zeus is the supreme ruler of the Olympian Gods. Moreover, he has forged pacts with the leaders of most other Ruling Deities, as well as the Eternals.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

What can you say? Zeus embodies all the attributes of rulership: arrogance, wisdom, authority, dignity, and so forth. Zeus is not quick to anger, but his wrath is the most terrible of all Olympians once it is called forth.

HISTORY

Zeus is the youngest son of Cronus, ruler of the superhuman extradimensional race of Titans, and his wife, the Titaness Rhea. Cronus and Rhea were the offspring of the sky god Ouranos and the primeval Earth goddess Gaea. (Ouranos and Cronus are not to be confused with the Eternals Uranus and Chronos, the latter of whom is also known as Kronos.) Cronus overthrew his father's rule by fatally wounding him. The dying Ouranus prophesied that Cronus would likewise be overthrown by one of his own children. As a result, upon the birth of each of his own children, Cronus had the infant imprisoned in Tartarus, the most dismal section of the extradimensional underworld known as Hades.

Appalled, Cronus's wife Rhea concealed her sixth pregnancy from him and secretly gave birth to Zeus on Mount Lycaeum in Arcadia, an area of the land now known as Greece. Rhea gave the infant Zeus to the safekeeping of Gaea who hid the baby on the isle of Crete, where he was tended by various minor goddesses.

Reaching adulthood, Zeus set about taking revenge on Cronus. He freed his siblings from Tartarus, along with three one-eyed giants called Cyclopes and the three hundred-handed giants called Hekatonchieres, all six of whom Cronus had imprisoned there for fear they would help overthrow him. The grateful Cyclopes taught Zeus how to wield his energy-manipulating powers in battle. After winning a ten-year war with the Titans, he imprisoned most of the male Titans in Tartarus and established himself in the small "pocket" dimension of Olympus as supreme ruler of the Olympians.

In ancient times Zeus and his fellow Olympians successfully defeated challenges to their rule by the giants Otis and Ephialtes, by a small army of superhuman giants, and most dangerously, by the monster Typhoeus, father of Typhon, the Titan who has menaced the Olympians in recent times.

After the end of the Hyborian Age, the Olympian gods sought worshippers on Earth. Neptune became the patron god of the water-breathing Atlanteans. Seeking worshippers in Greece, Zeus learned that Greece's Mount Olympus, the location of the main interdimensional nexus between the Olympian dimension and Earth, lay near Olympia, the principal city of the Eternals. Over the years many ordinary human beings came to think of many Eternals not as the god's representatives but as the gods themselves. This led to a growing resentment which recently erupted into a brief war. However, today the Eternals and the Olympian gods are again at peace with each other.

Worship of the Olympian gods spread from Greece to Rome and throughout the Roman Empire. The gods intervened frequently in human matters at first, as in the Trojan War, but did so less as time passed. When Christianity finally replaced the worship of the Olympian gods in the Roman Empire, Zeus decided that the time had come for the Olympians to break most of their ties with Earth. Neptune, however, was allowed to watch over his Atlantean worshippers.

Since the worship of the Olympian gods had died out, Zeus forbade his brother Pluto, ruler of Hades, the Olympian underworld, to collect any more of the souls of the dead from Earth. Pluto obeyed the edict resentfully. Zeus, noting Pluto's increasingly ominous rebelliousness, warned him against attempting to overthrow him. Nonetheless Pluto has recently attempted unsuccessfully to overthrow Zeus, as has Zeus's own son, the war god Ares.

A millennium ago Zeus's son Hercules led a band of warriors he had transported through time from ancient Greece to battle Norsemen who were under the protection of the Asgardian god Thor. This conflict led to war between the Asgardians and Olympians. Zeus secretly met with Odin, ruler of the Asgardians, and the two gods not only put an end to the war, but also formed an alliance to defend Earth from danger posed by the alien Celestials. Odin and Zeus met with the heads of the other races of gods who were or had been worshipped by Earth mortals to discuss the Celestials' possible threat to Earth, and then Odin, Zeus, and the Hindu god Brahma went to confront the Third Host of the Celestials on behalf of all of Earth's gods. However, Odin and Zeus were forced to pledge not to interfere when the Celestials threatened to seal off the interdimensional passageways connecting the gods' dimensions with Earth. As a result of this pledge, the Olympian gods had to lessen their contact with Earth, although Zeus's offspring Hercules and Venus have spent periods living among Earth human beings in recent years. The Celestials' Fourth Host recently decided to spare Earth from destruction and has left the planet.

Today Zeus remains the ruler of the Olympian gods and of Olympus itself, as well as a staunch ally of the Asgardians.

An alternate future of the 24th century has been glimpsed in which Zeus and the other Olympian gods, except for Hercules, leave Olympus for another plane of existence. Hercules remains behind to father a new race of gods. Whether or not the Olympians gods will come to such an end in what becomes the "mainstream" future is as yet unknown.

BACKGROUND

Zodiac is the name of two criminal organizations, one composed of human beings and the other of sentient androids. Each of the twelve leaders of the human Zodiac and each of the members of the robotic Zodiac is named and costumed after a sign of the Zodiac.

The original human Zodiac was founded by Cornelius Van Lunt, a New York-area businessman who started his career in legitimate real estate dealings but branched out into various criminal endeavors. An ardent believer in astrology, van Lunt amassed a fortune under the guidance of his personal astrologer. Van Lunt invested that fortune in the formation and outfitting of a nationwide criminal network. Hand-picking the original eleven other Zodiac members, van Lunt long concealed his true identity from them beneath his zodiacal persona Taurus. Van Lunt was originally the only member of Zodiac who knew the true identities of all the other leaders. Each of the twelve leaders of Zodiac was born under the sign of the zodiac after whom he or she was named, and was based in a different American city.

None of the twelve leaders of Zodiac possess superhuman powers, but most of them employ technology to give themselves special capabilities. Generally, the Zodiac leaders each operate independently in the city that is his or her base of operations, but they assemble for matters of collective importance. Whenever there is a vacancy in Zodiac's leadership, either by death or expulsion, the remaining members accept applications for membership from criminals who meet certain qualifications, chief among which is having been born under the zodiacal sign of the vacancy. Traditionally, all of the Zodiac leaders are male except for Virgo. Following his horoscope, van Lunt has relinquished control over the group, and Zodiac currently has a rotating system of leadership. Hence leadership changes from month to month according to the prevailing astrological sign. Each Zodiac leader commands his or her own group of henchmen based in his or her base city.

The human Zodiac's ultimate goal is that of world economic and political domination. Zodiac intends to rule humanity just as its leaders believe the astrological zodiac governs humanity's fate.

The first recorded activity of a Zodiac member was the unsuccessful attempt of the original Scorpio to assassinate Nick Fury, the Public Director of SHIELD. Scorpio wielded an ankh-shaped extradimensional power object called the Zodiac Key, which could fire energy bolts and teleport people and objects even from one dimension into another.

The origin of the Zodiac Key is unclear. The cult called the Brotherhood, who live in an otherdimensional world and once possessed the Key, claim that it was carved from stone and is a conduit for the power of their god, whose name, translated into English, is Ankh. The Brotherhood believes that the Key's power is somehow dependent on the existence of intense conflict between forces of good and evil, in which neither side entirely and permanently defeats the other. When the Key's power began to decline, the Brotherhood sent it to Earth, believing that the struggle between good and evil was more intense there than in their own world. Apparently, the Key responds to the mental commands of its wielder. The Key's energy level has shown no signs of decline on Earth, and the limits of its power on Earth are unknown.

The second Scorpio was Jacob Fury, Nick Fury's brother. He too came into possession of the Zodiac Key and used it to try to kill his brother. The attempt ended in failure, and Nick Fury confiscated the Zodiac Key from his brother. Scorpio dropped out of sight to convalesce from his wounds. A short time later, Nick Fury feigned his own death at the hands of a member of the subversive organization HYDRA, and assumed the role of the second Scorpio in order to infiltrate Zodiac, whose members were unaware of Jacob Fury's apparent demise. At this time Zodiac was led by Aries, whose term of leadership under the rules by which Zodiac then operated, was much longer than a single month. In the guise of Scorpio, Fury captured the Avengers and summoned the rest of Zodiac to Avengers Mansion, planning to free the Avengers and have them help him capture the other eleven members. Unfortunately, the plan failed, although neither Fury nor the Avengers were seriously harmed, and Zodiac escaped, with Aries taking possession of the Zodiac Key.

Sometime later, Aries, leading a small army, succeeded in capturing Manhattan Island and sealing it off from the rest of the world with a force field. This ransom attempt was thwarted by the Avengers and Daredevil. Aries died in an explosion which apparently destroyed the Key.

The Key was rediscovered, however, and Nick Fury, Daredevil, Iron Man, Aquarius, Capricorn, and Sagittarius all found themselves transported with the Key to the dimension from which it originated. The six Earthmen were returned to Earth, but the Brotherhood retained the Key.

Van Lunt, as Taurus, became the new leader of Zodiac and recruited a new Aries and a new Scorpio. Taurus embarked upon a scheme to display Zodiac's power with a "Star-Blazer" device, powered by some manner of "stellar energy," to kill all the people living in Manhattan born under the sign of Gemini. The Avengers destroyed the Star-Blazer. An internal power struggle then occurred in which six of the Zodiac leaders turned against Taurus, who induced the the rebellious leaders and the Avengers into a death trap. But they survived, and the Avengers succeeded in defeating and capturing Taurus, the Zodiac leaders loyal to him, and the dissident Zodiac leaders. The charges brought against the Zodiac leaders by the Avengers put them behind bars, but most of them have had their sentences commuted and returned to their home bases. It was at this point that van Lunt, who has been Zodiac's financier from the beginning, instituted the system of monthly rotating leadership.

Shortly after the capture of the Zodiac leaders by the Avengers, Darren Bentley, the original Aquari-

us, learned that he was dying and made a deal with the demon called Slifer that enabled Bentley to take on the appearance and attributes of any of the other twelve Zodiac members. Aquarius was opposed by Johnny Blaze, the Ghost Rider, however, and died when the demon Slifer claimed his life and soul as payment.

The second, android Zodiac was created by Jack Fury, the original Scorpio, whom the rest of the Zodiac organization believed dead. Jake Fury rediscovered the Zodiac Key, which the Brotherhood apparently had again sent to Earth, and used it as an energy source for his "Theater of Genetics." In this laboratory he created eleven Life Model Decoys to serve as members of his own Zodiac organization. (Life Model Decoys are androids created by advanced techniques developed by SHIELD scientists to simulate human life.) The Capricorn and Pisces androids, however, died from imperfections soon after their activation, and the Virgo android proved impossible to activate. When the Defenders and the Moon Knight defeated the other Zodiac androids, Jake Fury committed suicide. The Gemini, Libra, Taurus, and Sagittarius androids escaped, but the others were taken into custody by SHIELD and were presumably destroyed.

The human Zodiac organization was greatly weakened in power by the capture and imprisonment of its leaders, even though most of them soon regained their freedom. Van Lunt, as Taurus, planned to compete in certain criminal activitities with one or possiby more of the New York City-based "families" of the criminal organization called the Maggia. Learning of van Lunt's intentions, the Maggia somehow acquired the services of the android Taurus and sent it to wreak destruction at van Lunt's new base of operations. Unable to defend himself against the android, van Lunt contacted an associate who hired James Rhodes, the second Iron Man, to defend van Lunt's property. Although Rhodes managed to defeat the android, thereby saving his life, van Lunt regarded Iron Man as a threat to Zodiac's future plans. Deducing Iron Man's identity, van Lunt contacted Aries and Aquarius and assigned them to attempt to assassinate Rhodes. They failed, however, and were captured. Anthony Stark, the original Iron Man, then alerted SHIELD to Zodiac's renewed criminal activity. It is not known what SHIELD did about this information. The current activitites and whereabouts of the rest of the human Zodiac are unknown at present.

Under circumstances yet to be revealed, a full contingent of twelve Zodiac androids were created and activated some time later. While some of them resemble some of the android Zodiac members created by Jake Fury, others do not. It is not known at present who created them, what technology was used, or what connection if any the new androids have to either the original human Zodiac or the original android Zodiac.

The existence of the new android Zodiac first came to light in recent months when the mutant Quicksilver recruited them as his allies in a scheme to revenge himself upon his fellow members of Avengers for various imagined wrongs. However, the Avengers defeated all of the members of the android Zodiac, most of whom are now in the custody of the federal government. Aries and Taurus, however, apparently escaped.

Each of the new android Zodiac members has a personality that is governed by the traits associated with the zodiacal sign after which he or she was named. Within those limitations, each of the Zodiac androids is apparently capable of independent thought. Moreover, many, and perhaps all, have superhuman abilities.



AQUARIUS

STATISTICS

F	TY (6)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 42
Karma: 22
Resources: GD (10)
Popularity: 0

BACKGROUND
Real Name: I: Darren Bently, II: Zachary Drebb
Occupation: Professional criminal
Legal Status: United states citizen with a criminal record
Identity: Publicly revealed
Place of Birth: I: New York City, II: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: San Francisco, California
Past Group Affiliations: Human Zodiac
Present Group Affiliation:

KNOWN POWERS:
Power Mimicry: The first Aquarius has the power to adopt the forms and powers of his fellow Zodiac members.
Water Guns: The second Aquarius wears housings on his wrists that allowed him to project streams of water. These streams deliver Typical damage on those they strike.

Talents: None
Contacts: Each of the men who wore the name of Aquarius was a member of Van Lunt's Zodiac cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
The original Aquarius was one of the most cunning and manipulative members of the Zodiac. Little is known of his replacement's personality.

Comments: The original Aquarius was granted the supernatural ability to take on the forms and abilities of his fellow Zodiac leaders by the demon Slifer, who subsequently killed him.
Real Name of Replacement: Zachary Drebb

ARIES

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	EX (20)
R	TY (6)
I	GD (10)
P	RM (20)

Health: 38
Karma: 36
Resources: GD (10)
Popularity: −2

BACKGROUND
Real Name: I: Marcus Lassiter, II: Grover Raymond, III: Unrevealed
Occupation: Professional criminal
Legal Status: I, II: Citizen of the united states with a criminal record, III: Unrevealed.
Identity: I, II: Known to the authorities, III: Secret.
Place of Birth: I: Athens, Georgia, II, III: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: I: Atlanta, Georgia, II, III: Chicago, Illinois
Past Group Affiliations: Human Zodiac
Present Group Affiliation:

KNOWN POWERS
Zodiac Key: The first Aries occasionally wielded the Zodiac Key
Horns: The Aries costume, worn by all three men, bears horns of Remarkable strength material, which add +1 CS to the wearers' attempts to charge.
Talents: None
Contacts: Each Aries was a member of Van Lunt's Zodiac.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES Marcus Lassiter was an ambitious man who dared to reach beyond his grasp, drunk with the power of the Zodiac Key. The last two men to wear the costume of Aries were brash and assertive.

Comments: Lassiter was killed in the course of his ultimately unsuccessful attempt to hold Manhattan Island for ransom, a scheme he undertook independently of his fellow Zodiac leaders. Lassiter served a lengthy term as head of the entire Zodiac organization up until his demise. He wielded the Zodiac Key as his major weapon.

Real Name of Successor: Grover Raymond
Comments: Raymond's first known activity as a Zodiac leader was his participation in the attempt to kill all Manhattanites born under the sign of Gemini with a Star-Blazer device. Raymond fought Iron Man II and is currently in police custody. In combat he charges his opponent as a ram would. His costume's horns are constructed of an unknown hard material, making them formidable weapons.

CANCER

STATISTICS

F	EX (20)
A	PR (4)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 40
Karma: 18
Resources: GD (10)
Popularity: −3

BACKGROUND
Real Name: Jack Klevano
Occupation: Professional criminal
Legal Status: Citizen of the United States with a criminal record
Identity: Known to the authorities
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Houston, Texas
Past Group Affiliations: Human Zodiac
Present Group Affiliation:

KNOWN POWERS
Pincers: Cancer wore prosthetic crab-claws on his hands, which delivered Excellent damage and allowed him to grapple at Remarkable ability. However, for purposes of manual dexterity, he was considered to have Feeble Agility.
Talents: None
Contacts: Until his death, Klevano was a member of Van Lunt's Zodiac cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Klevano was a crafty fighter and a shrewd businessman.
Comments: Klevano has been a member of Zodiac since its founding. His current whereabouts and activites are unknown. He wears pincer-like prosthetic devices with great strength for gripping on his hands.

CAPRICORN

STATISTICS

F	TY (6)
A	TY (6)
S	PR (4)
E	TY (6)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 22
Karma: 22
Resources: TY (6)
Popularity: −3

BACKGROUND
Real Name: Willard Weir
Occupation: Professional criminal
Legal Status: Citizen of the United States with a criminal record
Identity: Known by the authorities
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Detroit, Michigan
Past Group Affiliations: Human Zodiac
Present Group Affiliation:

KNOWN POWERS
Elastic Horns: Capricorn had obtained a pair of bionic horns, which he affixed to his costume and which he could Elongate with Remarkable ability. He often used these to grapple opponents or throw them about.
Talents: None
Contacts: Capricorn was a member of van Lunt's Zodiac cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
For all his unusual habits, such as painting himself green for effect, and despite his rather baroque power, Capricorn was one of the most stable and rational members of the Zodiac.

Comments: Weir has been a member of Zodiac since its founding. His current wherabouts and activities are unknown. Through unknown means he can cause his costume's horns to extend, wrap themselves about opponents, and throw the opponents about.

GEMINI

STATISTICS

F	GD (10)
A	TY (6)
S	GD (10)
E	GD (10)
R	TY (6)
I	TY (6)
P	GD (10)

Health: 36
Karma: 22
Resources: GD (10)
Popularity: −2

BACKGROUND
Real Name: Joshua Link
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Boston, MA
Marital Status: Unrevealed
Known Relatives: Damian Link (brother)
Base of Operations: Boston, MA
Past Group Affiliations: Human Zodiac
Present Group Affiliation:

KNOWN POWERS
Mind Control: Through unknown means, Gemini could take control of his twin brother's mind and body. Damian Link's statistics are average for a police officer. Should Damian have been taken beyond the range of Gemini's powers, Gemini's Strength rating would have dropped to Typical, with the resulting Health loss.
Talents: Gemini has Martial Arts A and E.
Contacts: Gemini was a member of van Lunt's Zodiac cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Gemini was a quiet member of the organization, enslaving his twin brother's mind as a pawn whenever it might prove useful.

Comments: Link has been a member of Zodiac since its founding. Due to an electrical accident, Link became psionically linked with his twin brother Damian, a policeman. Hence, Joshua Link can take mental control of Damian Link's minds and body, and can add Damian's physical strength to that of his own body. The current whereabouts and activities of the Link brothers are unknown.

LEO

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 36
Karma: 18
Resources: EX (20)
Popularity: −8

BACKGROUND
Real Name: Daniel Radford
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Los Angeles, California
Past Group Affiliations: Human Zodiac
Present Group Affiliation:

KNOWN POWERS
Claws: Leo's costume was designed with dangerous claw attachments, made of Excellent materials, which did Remarkable Edged damage.
Body Armor: Leo's body suit provided Poor protection against physical attacks.
Talents: Leo was trained in the use of his claws, and received a +1 CS to Hit when employing them. He also practiced Martial Arts E.
Contacts: Leo is a member of van Lunt's Zodiac cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Leo was perhaps the most vicious member of the Zodiac, revelling in whatever chance he had to use his claws against human flesh.

Comments: Radford has been a member of Zodiac since its founding. His current whereabouts and activities are unknown. Radford uses the claws on his costume's "paws" as weapons.

LIBRA

STATISTICS

F	RM (30)
A	EX (20)
S	TY (6)
E	TY (6)
R	GD (10)
I	EX (20)
P	TY (6)

Health: 62
Karma: 36
Resources: TY (6)
Popularity: −3

BACKGROUND
Real Name: Gustav Brandt
Occupation: Former mercenary soldier, later professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Public
Place of Birth: Unrevealed
Marital Status: Widowed
Known Relatives: Lua (wife, deceased), Monsier Khrull (brother-in-law), Mantis (daughter, deceased)
Base of Operations: Honolulu, Hawaii
Past Group Affiliations: Human Zodiac
Present Group Affiliation:

KNOWN POWERS
None.
Talents: Libra is skilled in Martial Arts A, B, and E, as well as Acrobatics and Tumbling. Although he is blind, he can discern a feature about his environment by making an Intuition FEAT roll (green results suffice for large features of the environment, for example that there is a desk in front of him, while red results are necessary for subtle features, such as the number of pens in the pen-holder on the desk.)
Contacts: Libra was a member of the Zodiac crime cartel, and could presumably contact the priests of Pama if necessary.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Libra, true to his sign, was an agent of balance and cooperation in the Zodiac.

Comments: Brandt has been a member of Zodiac since its founding. A mercenary soldier who fought in Indochina, Brandt married Lua, the sister of the criminal leader Monsieur Khrull. Opposed to their marriage, Khrull had Brandts' home set afire. Lua was killed but Brandt blinded, escaped with his infant daughter. The Kree Priests of Pama, who had a temple in Indochina, trained Brandt how to move about unaided despite his blindness, as well as teaching the martial arts. They also taught Brandt's daughter, who took the name Mantis. As Libra, Brandt sees his role in Zodiac as that of the "the balance," not taking sides in disputes. Brandt's current whereabouts and activities are unknown.

PISCES

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	PR (4)

Health: 28
Karma: 16
Resources: GD (10)
Popularity: −4

BACKGROUND
Real Name: Noah Perricone
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Pensacola, Florida

Marital Status: Single
Known Relatives: None
Base of Operations: Miami, Florida
Past Group Affiliations: member of the Human Zodiac
Present Group Affiliation:

KNOWN POWERS:
Water Adaptation: Pisces was an accomplished fighter underwater (+1 CS) and a fast swimmer (3 areas/round). He could not, however, do more than hold his breath below the surface.
Talents: None
Contacts: Pisces was a member of the Zodiac cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Unless he was near a body of water, Pisces kept to himself. He asserted himself in the cartel, and fought opponents, only when he felt there was no other option. Underwater, however, he felt supremely confident.

Comments: Perricone has been a member of Zodiac since its founding. It is not known whether he has superhuman powers, but he is a skilled underwater combatant. Perricone's current whereabouts and activities are unknown.

SAGITTARIUS

STATISTICS

F	TY (6)
A	GD (10)
S	GD (10)
E	TY (6)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 32
Karma: 18
Resources: GD (10)
Popularity: −1

BACKGROUND
Real Name: Harlan Vargas
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Washington, D.C.
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Washington D.C.
Past Group Affiliations: member of the Human Zodiac
Present Group Affiliation:

KNOWN POWERS:
None.
Talents: Sagittarius was a Weapons Master, and proficient in Martial Arts D and E.
Contacts: Sagittarius was a member of the Zodiac cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Sagittarius embodies the Jack-of-all-Trades aspect of his sign, making himself an expert at many forms of weaponry, rather than just bows.

Comments: Vargas has been a member of Zodiac since its founding. His current whereabouts and activities are unknown.

SCORPIO

See entry under Android Zodiac

Comments: The original Scorpio was one of the original twelve leaders of Zodiac. He wielded the Zodiac Key as his principal weapon. The first Scorpio died in an explosion after clashing with SHIELD Public Director Nick Fury.

Real name of successor: Jacob "Jake" Fury
Comments: Jake Fury took possession of the Zodiac Key upon witnessing the original Scorpio's death. Fury then became the new Scorpion, and attempted unsuccessfully to kill his brother SHIELD Public Director Nick Fury. Subsequently regaining possession of the Key, Jake Fury, acting independently of the rest of the Zodiac, created the original android Zodiac members. When the androids were defeated by the Defenders and Moon Knight, Jake Fury committed suicide.

Real name of successor: Jacques LaPoint
Comments: LaPoint's first known activity as a Zodiac leader was his participation in the attempt to kill all Manhattanites born under the sign of Gemini with a Star-Blazer device. LaPoint's current whereabouts and activities are unknown.

TAURUS

STATISTICS

F	GD (10)
A	TY (6)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	RM (30)

Health: 46
Karma: 42
Resources: EX (20)
Popularity: −11

BACKGROUND
Real Name: Cornelius Van Lunt
Occupation: Professional criminal mastermind
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: New York City
Past Group Affiliations: leader of the Human Zodiac
Present Group Affiliation:

KNOWN POWERS
Horns: Taurus's helmet had shock absorbers and horns made out of Excellent material. When he charged, he added +1CS to Hit and for Damage. The horns could do blunt or edged damage at Taurus' discretion.
Star-Blazer Gun: Taurus carried the Star-Blazer, a gun which fired minute amounts of fusion energy, the energy that powers the stars. The gun could do Amazing damage to a range of 2 areas. He once designed a much larger version of the Star-Blazer, but that weapon was destroyed before it could be used.
Talents: Taurus was a master businessman and also possessed the Leadership talent. In combat, he exhibited Martial Arts A and Firearms skill.

Contacts: In addition to his prodigious business contacts, van Lunt was the leader of the Zodiac crime cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Cornelius van Lunt was a master schemer and tactician, ruthless in his quest for power and glory. Were it not for a few ill-advised misadventures, the Zodiac cartel would have remained uncaptured and possibly alive until this day. Van Lunt is an expert astrologer, and believed in it to some extent.

Comments: Cornelius Van Lunt founded Zodiac, chose its eleven other leaders, and succeeded the original Aries as its overall leader. Van Lunt, a multimillionaire businessman, has been Zodiac's financer from the beginning. As far as is known, van Lunt is currently at large. In combat he charges his opponent as a bull would. His costume's horns are constructed of an unknown hard material making them formidable weapons. Van Lunt controls Zodiac's "Star-Blazer" energy weapons.

VIRGO

STATISTICS

F	PR (4)
A	TY (6)
S	PR (4)
E	TY (6)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 20
Karma: 26
Resources: GD (10)
Popularity: −2

BACKGROUND
Real Name: Elaine McLaughlin
Occupation: Professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: None
Base of Operations: Denver, CO
Past Group Affiliations: member of the Human Zodiac
Present Group Affiliation:

KNOWN POWERS
None
Talents: Virgo was a shrewd businesswoman and politician. She was experienced in the use of Handguns.
Contacts: Virgo was a member of the Zodiac crime cartel.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Virgo was a quiet but intelligent woman, capable of striking at the precise moment to close a deal or skewer a rival criminal.

Comments: McLaughlin, the only female Zodiac leader in the group's history has been a member of Zodiac since its founding. Her current whereabouts and activities are unknown.

AQUARIUS



STATISTICS

F	TY (6)
A	EX (20)
S	TY (6)
E	GD (10)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 42
Karma: 22
Resources: FB (2)
Popularity: −2

KNOWN POWERS

Body Armor: Aquarius, like all Life Model Decoys (or LMDs), has Good protection against physical attacks. His costume also provides him with Remarkable protection against electrical attacks.

Electro-Blaster: Aquarius wields a weapon that fires blasts of electrified water. Aquarius's weapon is capable of firing 20 shots up to 2 areas away, which do Remarkable electrical Energy damage.

Talents: Aquarius receives a +1 CS when using his Electro-Blaster.

Contacts: Aquarius is the only LMD to have served with all three android incarnations of the Zodiac (other than Scorpio) in the same body.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Aquarius is a rugged individualist, but as a member of the Zodiac acts more as a team player, often working with another member to gang up on an opponent.

ARIES I

STATISTICS

F	GD (10)
A	TY (6)
S	GD (10)
E	IN (40)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 66
Karma: 18
Resources: FB (2)
Popularity: 0

KNOWN POWERS

Body Armor: Aries, like all LMDs, has Good protection against physical attacks.

Horns: Aries wears a pair of horns that, when combined with a charging attack, allow him to receive a +1 CS on the Charging column. The horns are made of Remarkable strength material.

Talents: None

Contacts: Aries was a member of the first android Zodiac created by Scorpio and the Zodiac Key.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The original Aries LMD was a simple brute. He enjoyed attacking with surprise whenever possible.

ARIES II

STATISTICS

F	GD (10)
A	GD (10)
S	EX (20)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 70
Karma: 18
Resources: FB (2)
Popularity: −1

KNOWN POWERS

Body Armor: Aries, like all LMDs, has Good protection against physical attacks.

Life Support: Aries II does not breathe, making him immune to gas attacks and able to survive indefinitely underwater.

Horns: Aries wears a pair of horns that, when combined with a charging attack, allow him to receive a +1 CS on the Charging column. The horns are made of Remarkable strength material.

Talents: None

Contacts: Aries II was a member of the Zodiac that allied themselves with Quicksilver.

ADDITIONAL NOTES:

ADDITIONAL NOTES:

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Aries II was a bitter LMD, who saw his artificial existence as a curse. He strongly distrusted any and all humans.

ARIES III

STATISTICS

F	GD (10)
A	GD (10)
S	EX (20)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 70
Karma: 18
Resources: FB (2)
Popularity: −3

KNOWN POWERS
Body Armor: Aries "wears" armor of Remarkable material that provides him with Remarkable protection against physical and heat attacks and Good protection against energy and cold, and corrosives.
Horns: Aries wears a pair of horns that, when combined with a charging attack, allow him to receive a +1 CS on the Charging column. The horns are made of the same Remarkable strength material as his suit. The horns are also rigged to shoot a blast of fire up to 1 area away which does Excellent Energy damage.
Talents: None
Contacts: Aries III was a member of the Zodiac under Scorpio when the group fought the West Coast Avengers.

ROLE-PLAYING NOTES
A fire sign, Aries is forthright and headstrong. If Scorpio were not present, he would probably vie for the leadership of the Zodiac with other similarly inclined members.

CANCER I

STATISTICS

F	EX (20)
A	TY (6)
S	AM (50)
E	IN (40)
R	PR (4)
I	PR (4)
P	TY (6)

Health: 116
Karma: 14
Resources: FB (2)
Popularity: −1

KNOWN POWERS
Body Armor: Cancer I was designed with a "battle-suit" that provides him with Amazing protection against physical attacks and Incredible protection against all other forms of damage. Once in each combat, Cancer can activate an "air-bag" device on his suit, which prevents Unearthly damage from one blunt or blunt-throwing attack. The headpiece provides him with Remarkable protection against blinding attacks.
Shoulder Cannons: Retractable cannons in Cancer's shoulder armor can do Incredible Force damage up to 2 areas away.
Talents: None
Contacts: Cancer I was one of the original android Zodiac members.

ROLE-PLAYING NOTES
Cancer I prefers to pick out the toughest-looking opponent and beat on him or her until one of the two is unconscious or dead.

CANCER II

STATISTICS

F	TY (6)
A	TY (6)
S	EX (20)
E	EX (20)
R	TY (6)
I	PR (4)
P	TY (6)

Health: 52
Karma: 16
Resources: FB (2)
Popularity: −2

KNOWN POWERS
Body Armor: Cancer II's reinforced body provides him with Remarkable armor.
Life Support: Cancer does not breathe and can survive indefinitely underwater. He is immune to all breath-based gas attacks.
Claws: Cancer II's claw attachments are made of Remarkable strength material and are capable of doing Excellent Edged damage.
Steam Sprayers: Cancer II is capable of spraying out blasts of steam. He can fill any area within a 1-area range, causing Typical heat damage to everyone in that area and forcing opponents to take a −2 CS to any physical FEATs that they attempt due to blindness.
Talents: None

Contacts: Cancer II was a member of the android Zodiac that assisted Quicksilver against the Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Cancer is fascinated by aliens, especially those who come from the moon. He is a mediocre fighter at best, preferring to rely on his steam blasts rather than his claws.

CANCER III

STATISTICS

F	GD (10)
A	TY (6)
S	EX (20)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 66
Karma: 18
Resources: FB (2)
Popularity: −3

KNOWN POWERS
Body Armor: Cancer III wears Remarkable body armor.
Life Support: Cancer III does not need to breathe, and can survive indefinitely underwater. He is immune to gas attacks.
Claws: Cancer III uses claws of Remarkable material which can do Excellent Edged damage.
Talents: None
Contacts: Cancer was a member of the third android Zodiac.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
As the representative of a water sign, Cancer tends to back up the other water signs, Pisces and Scorpio. As such, he is a willing follower of Scorpio.

CAPRICORN II

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 70
Karma: 22
Resources: FB (2)
Popularity: −1

KNOWN POWERS
Body Armor: Capricorn II, like all LMDs, has Good protection against physical attacks.
Life Support: Capricorn II does not breathe and can survive underwater or at high altitudes with no penalty. He is immune to gas attacks.
Climbing: Capricorn has Remarkable climbing ability.
Gliding: Wing-vanes underneath Capricorn's arms allow him to Glide at Poor air speed. Using the vanes, Capricorn can fall from any height without damage.
Talents: None
Contacts: Capricorn II was a member of the second Zodiac and was an ally of Quicksilver.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Capricorn II prefers to use his powers as a distraction so that his comrades can down an opponent. He is amazingly egotistical considering the relatively minor nature of his powers.

CAPRICORN III

STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 80
Karma: 18
Resources: FB (2)
Popularity: −2

KNOWN POWERS
Body Armor: Capricorn III, like all LMDs, has Good protection against physical attacks.
Life Support: Capricorn III has no need to breathe, is immune to gas attacks, and can survive underwater indefinitely.
Legs: Capricorn III's legs resemble those of a goat. She can run 4 areas/round for up to 10 rounds, and can leap as if she possessed Remarkable Strength. She can also kick for Remarkable damage.
Talents: None
Contacts: Capricorn III was a member of the third android Zodiac.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Capricorn II prefers to hang back in combat, only fighting when she must.

GEMINI I

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	GD (10)
I	TY (6)
P	PR (4)

Health: 70
Karma: 20
Resources: PR (4)
Popularity:

KNOWN POWERS
Body Armor: Gemini I, like all LMDs, has Good protection against physical attacks.
Split Body: Gemini has the ability to split into two individuals, identical except for their coloring and their masks. One body acts on pure emotion, the other on pure reason.
Split Personality: Because of his disordered mind, Gemini I's Psyche is considered Amazing against mind control attempts.
Talents: None
Contacts: Gemini I was a member of the first android Zodiac animated by Scorpio, but he betrayed them during their battle with the Zodiac.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
While split, Gemini I is a study in contrasts. His white, smiling form is ruled by pure emotion, while his frowning, dark side is ruled by reason. Only when he combines into a single form does Gemini have any hope of resolving this conflict.

GEMINI II

STATISTICS

F	EX (20)
A	GD (10)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 60
Karma: 18
Resources: FB (2)
Popularity: −1

KNOWN POWERS
Body Armor: Gemini II, like all LMDs, has Good protection against physical attacks.
Expansion: Gemini II can expand, giving him Poor Growth and a +1 CS to be hit. Gemini gains Remarkable Strength as a result of this transformation, which only takes place when he is in conflict.
Split Personality: When presented with a compelling argument, Gemini II is inclined to accept that opinion. He must make a Psyche FEAT roll to avoid being "persuaded" by an argument and possibly changing sides.
Talents: None
Contacts: Gemini II is a member of the second Zodiac and allied with Quicksilver. Like the first Gemini, the second switched his mind during combat, earning him the enmity of his fellow LMDs.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Because of his fundamental nature, Gemini is considered unworthy by his teammates. To maintain the balance of all 12 signs of the Zodiac, they must have such a person within the group, but he is carefully watched.

GEMINI III

STATISTICS

F	EX (20)
A	GD (10)
S	EX (20)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 60
Karma: 18
Resources: FB (2)
Popularity: −1

KNOWN POWERS
Body Armor: Gemini III has Good protection against physical attacks.
Team Attack: Gemini III has the rather freeform ability to generate any physical power at Typical rank, provided that, in the gamemaster's opinion, using the power aids her teammates in a more direct manner then it harms her foes.
Talents: None
Contacts: Gemini III was a member of the third group of Zodiac LMDs.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Unlike her predecessors, Gemini III is more mentally stable. Unfortunately, she is not particularly powerful, and prefers to team up with her fellow air sign Libra.

LEO I

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	RM (30)
R	PR (4)
I	GD (10)
P	GD (10)

Health: 110
Karma: 24
Resources: FB (2)
Popularity: −4

KNOWN POWERS
Body Armor: Leo has Good protection against physical attacks.
Claws: Leo's claws are of Excellent strength material, and are capable of doing Remarkable Edged damage.
Animal Empathy: Leo has Poor empathy with lions and tigers, enough so that they will not attack him.
Talents: Leo has Martial Arts E and the Acrobatics talent.
Contacts: Leo was a member, albeit an extremely rebellious one, of all three Zodiacs.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Leo is bloodthirsty, attempting to kill heroes and civilians alike to achieve his goals. He will often fight simply for the sake of fighting. He is extremely egotistical and has a hard time accepting anyone's leadership.

LEO II

STATISTICS

F	EX (20)
A	IN (40)
S	IN (40)
E	RM (30)
R	TY (6)
I	EX (20)
P	GD (10)

Health: 130
Karma: 36
Resources: FB (2)
Popularity: 0

KNOWN POWERS
Body Armor: Leo II has Good protection against physical attacks.
Claws: Leo II's hands and feet end in claws of Good material strength that inflict Good edged damage. She may make normal attacks as well.
Lightning Speed: Leo II can move 3 areas/round, accelerate to that speed in one round, and run without tiring as if possessing Monstrous Endurance.
Enhanced Senses: Leo II possesses Monstrous level vision, hearing, and smell. She can track opponents with Amazing ability using these skills, but suffers a −1 CS on FEAT rolls against attacks which impact her senses.
Built-in Radio: Leo II has a radio built into her wrist that allows her to communicate with Zodiac members from up to 100 miles away.
Talents: None
Contacts: Leo II was created by Scorpio for the third Zodiac, although the majority of that group were unaware of her role as an infiltrator. She has all the knowledge of the real Tigra and was capable of remaining undetected by the West Coast Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Designed to mimic Tigra exactly, Leo II was the perfect infiltrator until it was destroyed.

LIBRA I

STATISTICS

F	FB (2)
A	GD (10)
S	TY (6)
E	EX (20)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 38
Karma: 32
Resources: FB (2)
Popularity: −2

KNOWN POWERS
Body Armor: Libra I has Good protection against physical attacks.
Ethereal Form: Libra I has the power to fade into an immaterial state. In this form, he enjoys Shift-X body armor against all attacks except those of mental and mystical origin.

He can also pass through material of up to Unearthly strength. This power allows him to fly at Poor speed. As a power stunt, he may turn invisible for limited periods of time (1-10 rounds) at Typical rank.
Talents: None
Contacts: Libra I was a member of the first two android Zodiac organizations, but he was rarely called upon to provide assistance.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Libra acts as the balance in any group he finds himself in. He never engages in combat, seeking rather to philosophically guide other characters as best he can.

LIBRA II

STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 40
Karma: 18
Resources: FB (2)
Popularity: −1

KNOWN POWERS
Body Armor: Libra II has Good protection against physical attacks.
Flight: Libra II can fly at Poor speeds (4 areas/round).

Talents: None
Contacts: Libra II was a member of the third android Zodiac under Scorpio.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Libra is a team player, willing to sacrifice herself against superior opponents in an effort to help the Zodiac as a whole.

PISCES II

STATISTICS

F	RM (30)
A	TY (6)
S	AM (50)
E	AM (50)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 136
Karma: 18
Resources: FB (0)
Popularity: 0

KNOWN POWERS
Body Armor: Pisces II, his skin toughened to resist the rigors of the ocean depths, has Remarkable protection from physical attacks.
Life Support: Pisces II can survive underwater indefinitely, and is immune to gasses.

Talents: None
Contacts: Pisces II was a member of the second android Zodiac and an ally of Quicksilver.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Thinking is not Pisces' strong suit. He acted as muscleman for the second Zodiac.

PISCES III

STATISTICS

F	TY (6)
A	GD (10)
S	GD (10)
E	EX (20)
R	TY (6)
I	PR (4)
P	TY (6)

Health: 46
Karma: 16
Resources: FB (2)
Popularity: −1

KNOWN POWERS
Body Armor: Pisces III has Good protection against physical attacks.
Life Support: Pisces III is capable of breathing air or water with equal ease.
Swimming: Pisces can swim at 4 areas/round.
Mist: Pisces can generate a mist into any area within a 1-area range. Anyone within the cloud takes a −1 CS because of limited sight.
Precognition: Pisces III has been known to have precognitive dreams of future events. She has Good rank ability, although she has no control over when it occurs.
Talents: None
Contacts: Pisces III was a member of the third Zodiac.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Pisces III is one of the more complex members of the third Zodiac. She is sometimes bold to attack, but at other times she is just as quick to retreat. Her lack of strong offensive powers keeps her from doing much, but she tries wholeheartedly to help her comrades.

SAGITTARIUS I

STATISTICS

F	TY (6)
A	RM (30)
S	GD (10)
E	GD (10)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 56
Karma: 22
Resources: PR (4)
Popularity: −4

KNOWN POWERS
Body Armor: Sagittarius I has Good protection against physical attacks.
Arrow Launcher: Sagittarius I wields a pair of wrist launchers with a range of 3 areas. He fires either pointed arrows which do Excellent Edged damage or flaming arrows which do Remarkable Energy (flame) damage. He carries enough arrows for 20 shots of either type.
Talents: Sagittarius I is a Weapon Specialist with his chosen weapon.
Contacts: Sagittarius I was a member of all three android Zodiacs. He worked briefly as a freelance criminal in New York and presumably has several criminal contacts there.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Quick with both his arrows and his wit, Sagittarius is overconfident, putting too much trust in the fact that he can down an opponent with a single shot. He is rarely concerned with dodging an attack and is always surprised when his opponents are able to shrug off his attacks.

SAGITTARIUS II

STATISTICS

F	GD (10)
A	RM (30)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 70
Karma: 18
Resources: FB (2)
Popularity: 0

KNOWN POWERS
Body Armor: Sagittarius II has Good protection against physical attacks.
Bow & Arrows: The LMD Sagittarius is armed with a bow and a quiver containing 36 shafts. Half of these arrows are standard shafts which do 20 points of Blunt damage and half are broad-blade heads which do 20 points of Edged damage. The bow has a range of 7 areas.
Other Arrows: After his infiltration of the West Coast Avengers, the Sagittarius LMD was able to get his hands on Hawkeye's supply of arrows. The LMD then had his choice of the arrows listed on page 29 of the Judge's Book.
Built-In Radio: Sagittarius II has a radio unit built into his wrist that allows him to communicate with Zodiac headquarters up to 100 miles away.
Talents: Sagittarius II is a Weapons Specialist with his Bow and a Marksman, giving him a +3 CS to hit. He also possess Martial Arts A and E.
Contacts: Sagittarius II was created by Scorpio to infiltrate the West Coast Avengers for the third Zodiac. Sagittarius was destroyed before knowledge of his masquerade became known to the Zodiac, and presumably only Scorpio and Leo II (disguised as Tigra) knew of his existence.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Unlike Leo II, who was designed to mimic Tigra's powers exactly, Sagittarius II had a personality that was somewhat different from Hawkeye and was easily detected by those who knew him well. He was mostly cold and detached, but took a fiendish delight in practicing with Hawkeye's special arrows.

SCORPIO

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	IN (40)
R	EX (20)
I	GD (10)
P	EX (20)

Health: 120
Karma: 50
Resources: GD (10)
Popularity: −18

BACKGROUND
Real Name: Jacob "Jake" Fury
Other Aliases: Jacques LaPoint, Count Julio Scarlotti
Occupation: Professional Criminal
Legal Status: Citizen of the United States, with no criminal record, but wanted by SHIELD for various crimes.
Identity: Secret
Place of Birth: New York City
Marital Status: Single
Known Relatives: Jack (father, deceased), Nick (brother), Dawn (sister)
Base of Operations: Formerly an abandoned factory in Belleville, New Jersey; now mobile
Past Group Affiliations: Jacob Fury was a member of all three android incarnations of the Zodiac, and for a time was a member of the human Zodiac cartel as well.
Present Group Affiliation:

KNOWN POWERS
LMD Body: Scorpio's spirit lives in an artificial body, which provides him with Excellent protection against all forms of attack. In the presence of the Zodiac Key, Scorpio can also transform his body into water. This makes him immune to all forms of attack that would not affect water. He can move 5 areas per round in this form and move through walls, doors, etc., which are not watertight.

Prior to his transformation into a LMD (i.e., prior to his defeat by the Defenders), Fury had the following Physical attributes:

F	A	S	E
GD	GD	TY	GD

Health: 36

Scorpion's Tail: As leader of the first android Zodiac, Scorpio used a metal "tail" which he could swing to do Excellent Blunt damage. The tail was made of Excellent strength material. Fury received a +1 CS to his fighting when using this weapon.
Digging: As a member of the second android Zodiac, Scorpio could tunnel 3 areas per round.
Poison Sprayer: As a member of the second and leader of the third android Zodiacs, Scorpio wielded a pair of wrist sprayers which could spray a neuro-toxic gas up to one area away. Anyone affected by the neuro-toxin has to make a Yellow Endurance FEAT roll or be stunned for 1-10 rounds.
Zodiac Key: An artifact from another dimension, the Key is sentient and determined to bring about conflict. It is made of Unearthly Material Strength and it has the following mental statistics:

R	I	P
GD	EX	MN

The Key has the following powers:
• Flight by itself or when someone is holding on to it, at Poor air speed (4 areas/round).
• Force Blasts which can hit one person for Incredible damage or hit everybody in an area for Remarkable damage. It can use either of these attacks at a range of 2 areas.
• Shield which can provide Monstrous protection against any one form of attack per round that the wielder is aware of.
• The Key can generate a "stasis field" of Remarkable Strength. Scorpio can also cause sections of a wall to extend itself to grab an opponent. In this case the Strength of the Grapple is equal to the Material Strength of the wall.
• The Key can teleport the wielder and anyone the wielder wishes within a 2 area range to a distance of up to 200 miles. It cannot teleport through a metal wall.
• Due to a psychic bond between the Key and Scorpio, Scorpio can never die. When he does so, the Key resurrects his spirit in yet another LMD body.
• By absorbing stellar energy from the constellations of the Zodiac, the Key can create an LMD body. This LMD will be imbued with a personality and set of powers appropriate to a given sign.

Talents: Scorpio has Martial Arts A. He has the Robotics talent as it deals with the creation of LMDs.
Contacts: Scorpio is psychically bonded with the Zodiac Key, which has provided him with the means to create all three android incarnations of the Zodiac. He has several criminal connections in the Manhattan area.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Scorpio's personality has varied wildly over the years. Before he realized he was a LMD, he grew despondent as he seemingly aged. Once he realized the true nature of his existence, he came to love the conflict which the Key brought about. He still considers himself more "human" then the LMDs he creates, and will sacrifice them willingly.

TAURUS I

STATISTICS

F	EX (20)
A	EX (20)
S	IN (40)
E	RM (30)
R	PR (4)
I	TY (6)
P	TY (6)

Health: 110
Karma: 16
Resources: FB (2)
Popularity: −2

KNOWN POWERS
Skin Armor: Taurus I possesses skin armor of Excellent rank, superior to that of most of the LMD zodiac.
Running: The first Taurus android was built for speedy attacks and offensive maneuvers. In combat, he can move 4 areas per round.
Arm-horns: Taurus I wears an exo-

skeleton which improves his strength (without it, his strength falls to Excellent). Moreover, it possesses hydraulic "horns" which extend from the back of his hands, doing Incredible Edged damage. If Taurus I succeeds in a yellow Agility FEAT, he can attack characters in any adjacent area. These horns, and the rest of the exoskeleton, are made of Remarkable material.
Talents: None
Contacts: Taurus I was a member of the first android Zodiac.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES The first Taurus LMD was, like many of his teammates, a simple-minded fighter, more enthusiastic and less disciplined than, say, Aries or Cancer. He would repeatedly leave one victim in the middle of a combat to engage another.

TAURUS II

STATISTICS

F	RM (30)
A	GD (10)
S	RM (30)
E	IN (40)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 110
Karma: 22
Resources: FB (2)
Popularity: −5

KNOWN POWERS
Skin Armor: Taurus II, like all members of the android Zodiac, has Good skin armor.
Life Support: Taurus II, as a member of the second android Zodiac, does not need to breathe, and can remain underwater indefinitely.
Density Manipulation: Taurus II cannot decrease his mass below normal, but he can increase it up to Amazing rank. Altering his mass requires two uninterrupted rounds of concentration.
Horns: The second Taurus LMD wears horns on his head, which raise his charging damage by +1CS.
Talents: Taurus II has Martial Arts A.
Contacts: Taurus II was a member of the second and third LMD Zodiac teams.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
The second Taurus is a quiet figure, willing to follow orders and happy to attack anyone the Zodiac leader indicates.

VIRGO II

STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	GD (10)
R	RM (30)
I	TY (6)
P	TY (6)

Health: 40
Karma: 42
Resources: FB (2)
Popularity: −1

KNOWN POWERS
Body Armor: Virgo II, like all the members of the android Zodiac, has Good skin armor.
Life Support: Virgo II, as a member of the second Zodiac, does not need to breathe, and can remain underwater indefinitely.
Exotic Equipment: If Virgo II knows which opponent she might be facing in combat, she will carry sophisticated equipment designed for use against that particular opponent. In the past, for example, she wielded a device which could immobilize Iron Man's armor. There is no indication, however, that Virgo II can "kit-bash" in the field.
Talents: Virgo II has the Electronics and Engineering talents, receiving a +2 CS when trying to build electronic equipment.
Contacts: Virgo II was a member of the second and third Zodiacs.

ADDITIONAL NOTES

ROLE-PLAYING NOTES
Virgo II has found her best battle tactics to be an attempt to remain unnoticed in the background until she can best employ her devices.

STATISTICS

F	TY (6)
A	PR (4)
S	RM (30)
E	IN (40)
R	Sh0 (0)
I	Sh0 (0)
P	Sh0 (0)

Health: 80
Karma: 0
Resources: Sh0 (0)
Popularity: −10

BACKGROUND

Real Name: Simon William Garth
Occupation: Former president and founder of Garwood Industries, a coffee manufacturer
Legal Status: Citizen of the U.S., considered missing
Identity: Garth's existence as the Zombie is not known to the general public of Earth
Place of Birth: Birmingham, Alabama
Marital Status: Divorced
Known Relatives: Donna Garth Mason (daughter), Bruce Mason (son-in-law), Miranda Garth (ex-wife)
Base of Operations: New Orleans area
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Invulnerability: The Zombie has Class-1000 resistance to disease, gases that rely on breathing for effect, heat, cold, and extreme pressure. Zombie does not suffer any effects from Stun or Kill results, although it can still be Slammed. He does not need to breathe and can survive indefinitely when submerged or buried.

Regeneration: The Zombie has Poor Regeneration (4 Health/10 turns). To facilitate this regeneration, Zombie must consume human or animal flesh at least once per week.

Sensory Lack: The Zombie possesses no sense of sight, hearing, taste, smell, or feel. It is unaffected by any attacks that rely on these senses to accomplish their effects. The Zombie's lack of brain activity makes it immune to any form of mental attack as well.

Voodoo Animation: The Zombie is animated by voodoo. it wears an amulet that forces it to obey the orders of anyone holding its counterpart. The amulet has an unlimited range.

When confronted by individuals or situations which Garth had strong emotional contacts to in life, he is capable of responding appropriately, if in a somewhat limited fashion. In such cases he can disregard the commands of the holder of the control amulet.

Talents: None. In life Garth had the Business/Finance talent.



Contacts: Zombie was manipulated by a number of individuals. Garth's secretary in life, Layla, loved him and used her voodoo powers in his behalf several times before her death.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

A scheming, conniving businessman in life, Garth was reduced to almost complete mindlessness as the Zombie. The only time the undead creature responded to any outside stimulus on its own was when it encountered people from its first life. When briefly resurrected, Garth had apparently learned some compassion from his years of suffering as a mindless zombie, and attempted to make amends for the actions of his former life.

HISTORY

Simon Garth was a highly successful businessman and well-known public figure who was notorious for treating his employees ruthlessly. Garth's gardener, Gyps, vowed to get revenge upon his employer for his years of mistreatment and recent firing. Kidnapping Garth, Gyps stabbed him to death with a garden shears in the bayous near New Orleans. Gyps was not satisfied by Garth's relatively quick death, however, and so he turned the corpse over to a nearby voodoo cult and forced the voodooienne (voodoo queen) Layla to turn Garth into a zombie. Layla, who also happened to be Garth's secretary, called upon Dambaltah, the serpent god who is the most powerful of the Loa (the gods of voodoo), and with the aid of watching talismans, resurrected the corpse of her former employer as a mindless zombie. One of the two amulets was placed around Garth's neck; the other was given to Gyps. Using the amulet, Gyps could control the Zombie.

Finally, when Gyps tried to force Garth to kidnap his own daughter, a remaining portion of the spirit of the man he once was enabled the Zombie to resist his master despite the amulet, and Garth killed him.

For two years, Simon Garth walked the earth as a zombie, controlled by a succession of people who had possession of the mystic amulet. Among them were a chemist named Philip Bliss, a houngan (voodoo priest) named Papa Shorty, and a fireman named Fred Miller. At the command of Miller's friend Dora Katz, Garth struck Layla, severely injuring her. Layla still loved Garth, however, and with the aid of a friendly houngan named Papa Doc, she undertook a difficult voodoo ritual by which her ebbing life essence was mystically transferred to Garth. Thus as Layla died, Simon Garth returned to life for a period of 24 hours. In that time, Garth managed to put all of his affairs in order, making up in some way to various people he had slighted during his first life. Garth then became a zombie once more, but was buried by Papa Doc, ending his existence as a zombie, presumably forever.

STATISTICS

F	MN (75)
A	AM (50)
S	MN (75)
E	UN (100)
R	MN (75)
I	MN (75)
P	UN (100)

Health: 300
Karma: 250
Resources: MN (75)
Popularity: 25

BACKGROUND

Real Name: Zuras
Occupation: Leader of the Eternals on Earth
Legal Status: First Citizen of Olympia
Identity: Zuras's identity as an Eternal is publicly known to the populace of Earth but is disbelieved
Place of Birth: Titanos
Marital Status: Married
Known Relatives: Chronos (father, deceased), Mentor (brother), Thena (daughter), Eros (nephew), Thanos (nephew, deceased), Nebula, (great-grandniece)
Base of Operations: Olympia, Greece
Past Group Affiliations: Olympian Eternals
Present Group Affiliation:

KNOWN POWERS

Cosmic Energy: Zuras controlled the cosmic power that all Eternals could use, to an extent greater than most of his fellows. Like all Eternals, he had complete control over his physical body, such that he was Immortal, possessed of Class-1000 Resistance to Toxins and Disease, and capable of Regenerating from injury. Zuras could project beams of cosmic energy from his eyes at Unearthly intensity, in the forms of lightning or heat. He could use his energies to fly at Remarkable air speed. He could manipulate the forms of other mater at Amazing rank. He could use his power to read the thoughts of those nearby (Excellent skill) and cast illusions at Amazing intensity. He could teleport himself or others with Monstrous power.
Talents: Zuras was well-informed on most branches of Biology (+1 CS), especially genetics (+2 CS). He also possessed the Leadership talent.
Contacts: Zuras was the ruler of all the Earth's Eternals, and kept in touch with those on Titan as well. He was also on civil terms with the rulers of most of Earth's pantheae.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Zuras was a careful and wise leader. He was willing to undertake dangerous or difficult assignments himself when appropriate, but knew when it was better to send others in his name. His anger was even harder to raise than that of Zeus, and it was tempered with mercy even when it blossomed, as befit the character of a leader who depended on mental discipline to exercise his powers.

HISTORY

Zuras and Lars were the eldest sons of Chronos, the leader of the first generation of the race now known as the Eternals. Chronos was working in his laboratory in Titanos on experiments to discover the secret of immortality when he grasped a vessel containing an unknown "cosmic force" he had isolated. The vessel ruptured, causing an explosion which demolished Titanos. The explosion scattered Chronos's atoms throughout the universe, but Chronos's astral form, now possessing godlike intelligence and perceptions, remained on this plane of reality. The "cosmic force" released by the explosion also altered the other members of Chronos's race, all of whom survived. Now both they and their descendants would have virtually indefinite life spans compared to those of ordinary humans, and could be killed only by means that would disperse a large proportion of their atoms. Thus the inhabitants of Titanos truly became what they are known as today, Eternals.

Zuras and Alars together initiated the first creation of the Uni-Mind, a collective melding of Eternals' bodies, shortly thereafter. While in the form of the Uni-Min, the Eternals determined that Zuras should be Chronos's successor as the leader of their race. To avoid disunity among the Eternals, Alars, who had different ideas than Zuras about what the Eternals' goals should be, left and settled on Saturn's moon, Titan, where he fathered a race of Titanian Eternals and became known as their leader, Mentor.

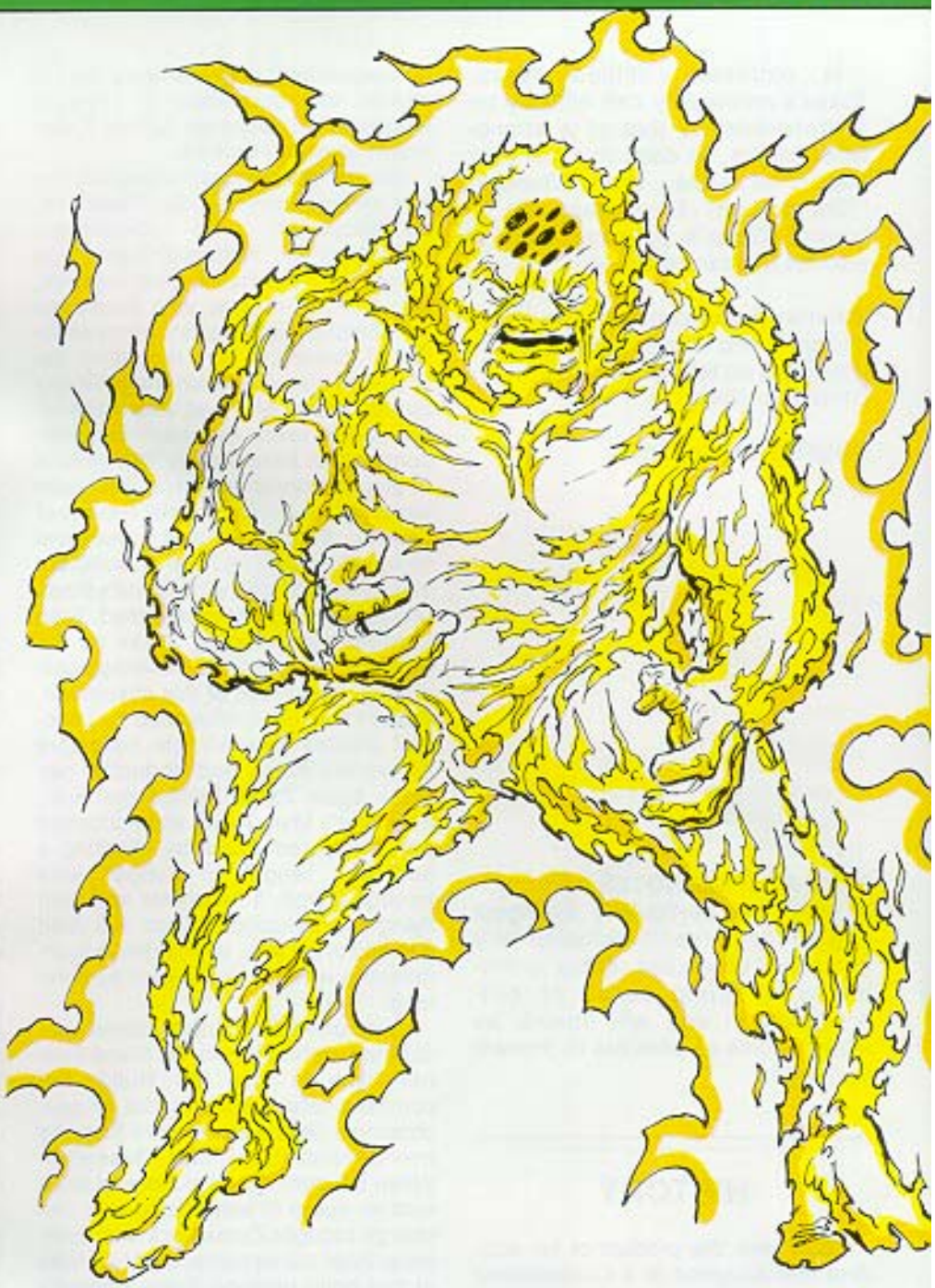
Zuras directed the construction of the new principal city of the Eternals, Olympia, in a mountainous region in Greece. Other Eternals settled elsewhere, but Zuras remained the leader of all of Earth's Eternals. At some point, Zuras married a female Eternal named Cybele and they had a daughter, Azura, now known as Thena. It is not known whether they had other children as well.

When the civilization of ancient Greece began to rise, the Olympian god Zeus decided to make the presence of the Olympian gods known to the Greeks so that they would worship him and the other gods. The principal nexus between the dimension of Olympus and Greece lay atop Greece's Mount Olympus, near Olympia, the capital city of the Eternals. Zeus and his daughter Athena held a meeting with Zuras and Azura, who had become her father's principal advisor. Noticing the marked physical resemblance between Zeus and Zuras and between Azura and herself, Athena suggested that the Olympian gods and the Eternals form an alliance in which the Eternals would act as the gods representatives on Earth. Zeus, Zuras, and Azura agreed. Azura took the name of Thena as a token of this agreement. Over many years, many human beings came to think of the Eternals not as representatives of the Olympian gods but as the gods themselves. This confusion led to a growing resentment by the gods towards the Eternals, which recently erupted into a war, during which there was a battle between Zuras and Zeus. However, the war ended the very same day that it began, and the Olympian gods and Eternals are now at peace.

With the arrival of the Fourth Host of the Celestials, Zuras knew that if the Fourth Host judged that humanity did not live up to the standards it had set for them, it would destroy the Earth. Deciding to prevent such a fate, Zuras and the Eternals joined the Asgardian god Odin in his attempt to drive the Celestials from Earth. So Zuras and the other Eternals of Earth merged once again into the Uni-Mind, and advanced into the South American base of the Fourth Host, where they were joined by the Destroyer. The Celestials Gammenon and Jemiah together fired powerful bolts of energy into the Uni-Mind, causing it to turn back into the various individual Eternals, who fell to Earth, temporarily unconscious. However, Zuras, whose consciousness lay at the center of the Uni-Mind, was immediately killed by the force bolt. His corpse fell to the ground with the other Eternals. The Celestials judged in Earth's favor and left Earth.

Thena assumed leadership of Earth's Eternals upon the demise of Zuras, and the Eternals brought his body back to Olympia where it lay in state. However, although Zuras had physically died, his consciousness still remained within his physical form. Shortly after the Eternals returned to Olympia, they were captured by the Deviants who used devices called "brain mines" to place them all in catatonic-like states. James Rhodes, who was then operating as Iron Man, placed Thena's body near Zuras's in an effort to free her from this state. Thena and Zuras thereby achieved mental contact, and Thena revived. Shortly thereafter, the Deviants used a machine to disassociate the atoms of Zuras body, so that Zuras was now truly dead at last. Rhodes and the Eternals defeated and captured the Deviants shortly afterward.

Apparently, however, Zuras can still manifest himself on the Earthly plane. His spirit seemingly appeared when the Eternals Ikaris battled Thena, who was then unknowingly under the influence of a Deviant "brain mine" for the right to be the Prime Eternal of Earth.



STATISTICS

F	IN (40)
A	AM (50)
S	IN (40)
E	UN (100)
R	FB (2)
I	TY (6)
P	AM (50)

Health: 230
Karma: 58
Resources: None
Popularity: −20

BACKGROUND

Real Name: Zzzax
Occupation: Berserker
Legal Status: Inapplicable
Identity: Inapplicable
Place of Creation: Consolidated Edison Nuclear Power Plant, New York City
Marital Status: Inapplicable
Known Relatives: Inapplicable
Base of Operations: Mobile
Past Group Affiliations: An ally of Graviton
Present Group Affiliation:

KNOWN POWERS

Electric Body: Zzzax has no physical form, but is simply a semi-sentient electromagnetic construct of psionic energy, 40 feet tall (+3 CS to be hit). As such, Zzzax has Unearthly protection from physical and kinetic attacks, since it has no solid body. Anyone touching Zzzax automatically takes Unearthly electrical damage. Zzzax has also developed the following Power Stunts:

- Flight at Amazing air speed (25 areas/round)
- Firing bolts of Monstrous electrical Energy up to 15 areas away.
- Using magnetic force at Monstrous intensity within a 15-area range.
- Traveling through electrical lines at Unearthly air speed (40 areas/round).
- Controlling an individual's body through psionic means. Zzzax must hit the target and make two Psyche FEAT rolls against the intensity of the target's own Psyche. Success of the first FEAT roll indicates possession, the second FEAT means that Zzzax is in control of the body. While possessing the body, Zzzax is subject to normal attacks. However, the host body takes all physical damage. If the host body sustains enough damage to be rendered dead or unconscious, Zzzax can simply go free. The host body must make an Endurance FEAT roll to avoid incineration.

Weakness: As a form of electricity, Zzzax is vulnerable to the same limitations. It can be affected by other forms of energy and can be grounded normally, in which case he dissipates.

Absorption: Zzzax loses one Health point per turn. It must feed on either electrical sources (power plants, turbines, etc.) or the electrical energy contained within the brain of human beings. Zzzax regains a number of Health points equal to a victim's Psyche. To drain a victim, Zzzax must make a Fighting FEAT roll and be able to overcome an opponent's resistance to Electrical energy damage. Zzzax's ability to drain energy is considered Incredible. Zzzax also absorbs the personality of the victim, raising his Reason to a level one less than that of the smartest victim. No change in Karma occurs from this.

In extremely limited cases, Zzzax's personality can actually be overwhelmed by that of a strong-willed victim. To date, this has only happened once, when General "Thunderbolt" Ross was able to control Zzzax's physical form to attempt to attack the Hulk.

Talents: Zzzax can gain the scientific skills and knowledge of any victim. It has no talents of its own.
Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES
Zzzax is not particularly intelligent and has been readily defeated on a number of occasions. Zzzax is driven by a strong sense of self-preservation and will absorb as many victims as possible to prevent its "death."

HISTORY

Zzzax was the product of an accident that occurred at a Consolidated Edison nuclear power plant when a group of heavily armed terrorists attempted to shut down the power for New York City. The explosion that their stray gunfire caused started a chain reaction in the atomic reactor, creating a psionically charged electromagnetic field of humanoid form which absorbed the men's brains, thus acquiring a human intelligence. As it began to think and become aware of its surroundings, it developed rudimentary speech and named itself Zzzax in imitation of the electrostatic "crackle" it made when it moved. As it killed more human beings, it grew more intelligent; consequently it began a campaign of murder and destruction in order to increase its intelligence further. It was blown apart by Hawkeye.

Months later, a scientific experiment was performed by Soul Star Research, a group of three scientists—Massachusetts Institute of Technology graduates Mark Revel, Stan Landers, and Alexandria Knox, who developed a mechanism that was allegedly capable of collecting and recording the scattered electrical brain waves of any human being who had ever existed. When first used, the machine made contact with an unusually intense field of electro-psionic energy in the upper stratosphere, which was the residue of Zzzax. The collected electrical impulses formed a field of sufficient energy to explode the machine's titanium casing, and Zzzax reformed. Stan Landers was killed by Zzzax as the creature absorbed his electro-psionic energy. As a result of this absorption, Zzzax found itself influenced by Landers' intense love for his colleague Alexandria Knox, and abducted her. Once again Zzzax battled the Hulk. Soul Star's Mark Revel short-circuited and dissipated Zzzax by shooting a sufficient length of copper wire through it from a helicopter and then flying the helicopter which still held one end of the wire, directly into a thunderstorm where it was struck by lightning.

Later, when Stark International constructed a laboratory for Dr. Bruce Banner (who is also the Hulk), the company made the mistake of purchasing a central power core from the now-defunct Soul Star Research. When the generator was hooked up, a sudden surge of electromagnetic discharge brought Zzzax back into existence. After a brief battle, the Hulk, who at that point retained Bruce Banner's intelligence when in his superhumanly strong form, ran power cables through Zzzax which were connected to a generator which drew its power from stellar and quasi-stellar sources. The Hulk reversed the generator's polarity, sending Zzzax out into space.

Recently Zzzax reappeared, emerging from high voltage lines connected to a California nuclear power plant, possibly through the work of Graviton, who sought Zzzax as an ally. On Hawkeye's suggestion Wonder Man uprooted a water main, which the latter then used to fire a torrent of water at Zzzax. Hawkeye then shot an arrow carrying a conducting wire through Zzzax into the water upon which Zzzax was standing. As a result Zzzax was grounded and its field was disrupted.

Somehow Zzzax was imprisoned by SHIELD soon after Hawkeye and Wonder Man defeated it. SHIELD kept Zzzax, which was still in humanoid form, confined within a large insulated vacuum tube, and then transferred it into another such tube at Gamma Base, New Mexico. There former General "Thunderbolt" Ross, who was obsessed with a desire to destroy the Hulk, submitted to a SHIELD experiment to transform him into a superhuman being by infusing some of Zzzax's "living electricity" into Ross's body. But the experiment went awry, and Ross's psionic energy—his mind, in effect—was absorbed by Zzzax, and Zzzax broke free. But, strangely, Ross's mind, perhaps because of the strength of its hatred for the Hulk, took control of Zzzax, submerging Zzzax's own personality. Meanwhile, Ross's original physical body remained alive, though with no voluntary actions.

Controlled by Ross's thought patterns, Zzzax tried unsuccessfully to kill both Bruce Banner and Rick Jones, who had recently become a Hulk-like monster himself. Zzzax's own consciousness resurfaced briefly, but lost to the Ross form for dominance of its physical form. When Banner forced it to recognize that it inhabited a monster's form, the Ross persona was horrified. Still controlled by the Ross consciousness, Zzzax fled.

Ross's mind eventually returned to his own body, bringing some of Zzzax's electrical abilities with it. Ross's physical form was revived and Ross used the electrical abilities to destroy a beast known as the Nevermind, apparently destroying himself as well. Zzzax's current whereabouts and power levels are unknown.