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SPIDER-MAN AND HIS AMAZING FRIENDS™

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**SPIDER-MAN!
FIRE-STAR!
ICEMAN!
TOGETHER FOR
THE FIRST TIME!**



**Guest Starring
Mr. Frump!**



Spider-Man and his Amazing Friends!

In this issue, we explore the fun world of Earth-8107! Many remember waking up on Saturday morning to watch the cartoons – The Incredible Hulk, Spider-Woman, and Spider-Man and his Amazing Friends!

EARTH-8107

Not much is really known about the parallel world known as Earth-8107. In general it seems, in many ways, to mimic Earth-616, the mainstream universe and in other ways it is completely different.

While there are heroes and villains on this Earth, little is known about their individual histories. There is a Captain America, but there is no mention of him having fought in World War II. There is a Red Skull, who was the right hand man of Adolf Hitler and who fought the allies during WW2, but there is no mention of him ever having fought or encountered Captain America.

Furthermore there are the individual members of the Avengers, but there is only a brief mention of Captain America being the 'Star Spangled Avenger' with no further mention of the group at all. The X-Men are presented here in full force; however there seems to be no real 'mutant hysteria' to speak of. There appears to be no Fantastic Four or mention of them or the Baxter Building. But there is a Doctor Doom and Latveria.

Most of the villains are either Spider-Related foes or X-Men related foes with a few Fantastic Four villains thrown in for good measure. There is a SHIELD, but no mention whatsoever of Nick Fury or any of the regular SHIELD agents.

Oddly New York seems devoid of citizens and on occasion as we are treated to villains or monsters rampaging through the city on any given day, but the citizens, if they are seen, usually stand around mouth agape staring in slack jaw wonder at what is going on.

In truth Earth-8107 (and its sister parallel earth, Earth-1983) are based on the 1981 Spider-Man animated series, the Spider-Man and his Amazing Friends 1981-1983 series and the Incredible Hulk 1982 series.

This is a semi-complete list of inhabitants of Earth-8107:

Heroes:

Spider-Man (Peter Parker)
Firestar (Angelica Jones)
Iceman (Bobby Drake)
Lightwave (Aurora Dante)
S.H.I.E.L.D.
Hiawatha Smith
Captain America (Steve Rogers)
Iron Man (Tony Stark)
Thor (Donald Blake)
Hulk (Bruce Banner)
She-Hulk (Jennifer Walters)
Professor X (Charles Xavier)
Cyclops (Scott Summers)
Angel (Warren Worthington III)
Marvel Girl (Jean Grey)
Beast (Hank McCoy)
Wolverine (Logan)
Storm (Ororo Munroe)
Nightcrawler (Kurt Wagner)
Colossus (Piotr Rasputin)
Thunderbird (John Proudstar)
Sunfire (Shiro Yoshida)
Sprite (Kitty Pryde)
Videoman (Francis Byte)
Ka-Zar (Kevin Plunder)
Zabu
Shanna the She-Devil (Shanna O'Hara)
Namor the Sub-Mariner
Namorita
Medusa
Daredevil (Matt Murdock)
Doctor Strange (Stephen Strange)
Black Knight I (Sir Percy of Scandia)
Ghost Rider

Villains:

Green Goblin (Norman Osborn)
Doctor Doom (Victor von Doom)
Kraven the Hunter (Sergei Kravinoff)
Doctor Octopus (Otto Octavius)
Gamesman
Lizard (Curt Connors)
Mysterio (Quentin Beck)
Sandman (Flint Marko)
Beetle (Abner Jenkins)
Black Cat (Felicia Hardy)
Electro (Max Dillon)
Vulture (Adrian Toomes)
Scorpion (Mac Gargan)

Shocker (Herman Schultz)
Chameleon (Dmitri Smerdyakov)
Kingpin (Wilson Fisk)
Hunchback of Notre Dame (Quasimodo)
The Wizard (Bentley Whitman)
Blastaar
Silvermaine (Silvio Manfredi)
Hammerhead
Caesar Cicero
Man Mountain Marko
Klaw (Ulysses Klaw)
Loki
Dr. Faustus (Johann Fennhoff)
Human Fly (Richard Deacon)
Magneto (Erik Lehnsherr)
Toad (Mortimer Toynbee)
The Blob (Frederick Dukes)
Mastermind (Jason Wyngarde)
Juggernaut (Cain Marko)
Red Skull (Johann Schmidt)
Leader (Samuel Sterns)
Buzz Mason
Genju Yoshida
Dracula
Frankenstein's Monster
Wolfman
Arachnoid (Zoltan Amadeus)
Mephisto
Psyklop
Annihilus
Supreme Hydra (Steve Perry)
Hydra
A.I.M.
Adolf Hitler (Deceased)
Nazis
Fire Monster (Deceased)
Cyberiad (Nathan Price) (Deceased)
Videoman (Deceased)

Igor
Spymaster
Cosmos
Puppet Master
Dr. Proto and Proto's creature
The Ringmaster and the Circus of Crime.

NPCs:

Dr. Betty Ross
Rick Jones
US Army
General Thaddeus "Thunderbolt" Ross
Major Ned Talbot
Rita
Rio

Daily Bugle
J. Jonah Jameson
Betty Brant
Robbie Robertson
Aunt May Parker
Mona Osborn
Flash Thompson
Professor Wells

Boris (Doctor Dooms assistant)

Let us know if you like what we are doing here, or if you want to see something different. Requests are also welcome, but please bear in mind, that we cannot possibly accommodate all requests. Feel free to send requests, feedback, and submissions (especially submissions!) to themarvelphile@gmail.com!

Please enjoy and feel free to give us feedback!

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Layout by Steve Jolly
All illustrations by the Marvel bullpen.

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ARACHNOID

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: EX (20)
Popularity: 0 / -10 (first stage) / -20 second stage

BACKGROUND

Real Name: Zoltan Amadeus
Occupation: Chemist and supervillain
Legal Status: American citizen with a criminal background
Identity: Public
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Single
Known Relatives: Unrevealed
Base of Operations: Manhattan, NY
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

STAGE-1: After Zoltan took the Spider-Serum, he still resembled a normal human, and had the following abilities:

F A S E R I P
 RM AM RM RM GD PR PR

Health: 140
Karma: 18

Wall Crawling: Zoltan can climb walls, scaling surfaces with relative ease at Amazing ability.

Spider-Sense: Just like Spider-man's spider-sense, Zoltan operates once per encounter (warning him of the initial danger.) and won't go off again until his next encounter. This power functions at Incredible ability. Zoltan's spider-sense jams Spider-Man's and if they two are within 6 areas of one another, they must make a psyche feat or suffer from increasing headaches and after 3 rounds must make an Endurance Feat or blackout as a result.

STAGE-2: During the second stage, Zoltan mutates into a human/spider hybrid gaining a spider-like torso with multiple legs. He had the following abilities:

F A S E R I P
 RM AM IN RM TY PR PR



Health: 150
Karma: 24

Wall Crawling: Zoltan can climb walls, scaling surfaces with relative ease at Amazing ability.

Spider-Sense: Just like Spider-man's spider-sense, Zoltan operates once per encounter (warning him of the initial danger.) and won't go off again until his next encounter. This power functions at Incredible ability. Zoltan's spider-sense jams Spider-Man's and if they two are within 6 areas of one another, they must make a psyche feat or suffer from increasing headaches and after 3 rounds must make an Endurance Feat or blackout as a result.

Claws: Zoltan's spider legs are tipped with claws capable of cleaving through Remarkable materials and inflicting power rank damage.

Webcasting: Zoltan fires Incredible (40) material webbing out of his mouth, up to 3 area range.

EQUIPMENT

Initially Zoltan (in his initial stage) used self-designed webshooters that duplicated Spider-Man's.

Web-Shooters: Zoltan has a device on each wrist that fires a web-like chemical formula. The webbing is of Remarkable

(30) material strength in the round it is fired, and hardens into Amazing (50) strength in the next round. This webbing is used by Zoltan for travel (three areas/round), for restraining opponents, for temporarily blinding them, and for creating a variety of objects:

- Web Shield: Amazing (50) material strength.
- Web Parachute.
- Web Hang Glider: Typical (6) air speed.
- Web Missiles: Good (10) Blunt Attacks damage with a three-area range.

Talents: Chemistry, Genetics, and Crime.

Contacts: Monica, his lab assistant.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Zoltan started off just wanting to prove he had succeeded in making a workable formula. This evolved after he gained his powers. He used the powers to gather money to further his experiments and as this happened his megalomania became more pronounced and worsened to the point that he was consumed with the power that he had gained.

HISTORY

Zoltan is a chemist who creates a Spider-Serum that will give him Spider-Powers. He impersonates Spider-Man when committing crimes until he mutates into the Arachnoid: a mutant with the torso of a man and a spider's body from the waist down. Zoltan went on a crime spree with Spider-Man's powers and his costume, blaming Spider-Man for his crimes! The serum later began having a strange effect on both him and Spider-Man as their spider-senses started jamming one another's, and Zoltan later turned into a giant Spider! After battling with the Spider-Friends, Spider-Man managed to give Zoltan the antidote to his original formula, turning him into a human once again.



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

Health: 70

Karma: 50

Resources: RM (30)

Popularity: +2 as Nathan Price /
 -10 as Cyberiad

BACKGROUND

Real Name: Nathan Price

Occupation: Formerly a research physicist and student, now a cyborg supervillain bent on revenge!

Legal Status: Citizen of the United States with no criminal record prior to his attack on the X-Men.

Identity: Secret, until his arrest

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Unrevealed

Base of Operations: Mobile as Cyberiad, As Nathan Price he was based in an unspecified city on the west coast.

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Cybernetics: Half of Nathan's body was scored by anti-matter, as a result it was rendered virtually useless, causing him to have to rebuild the ruined half.

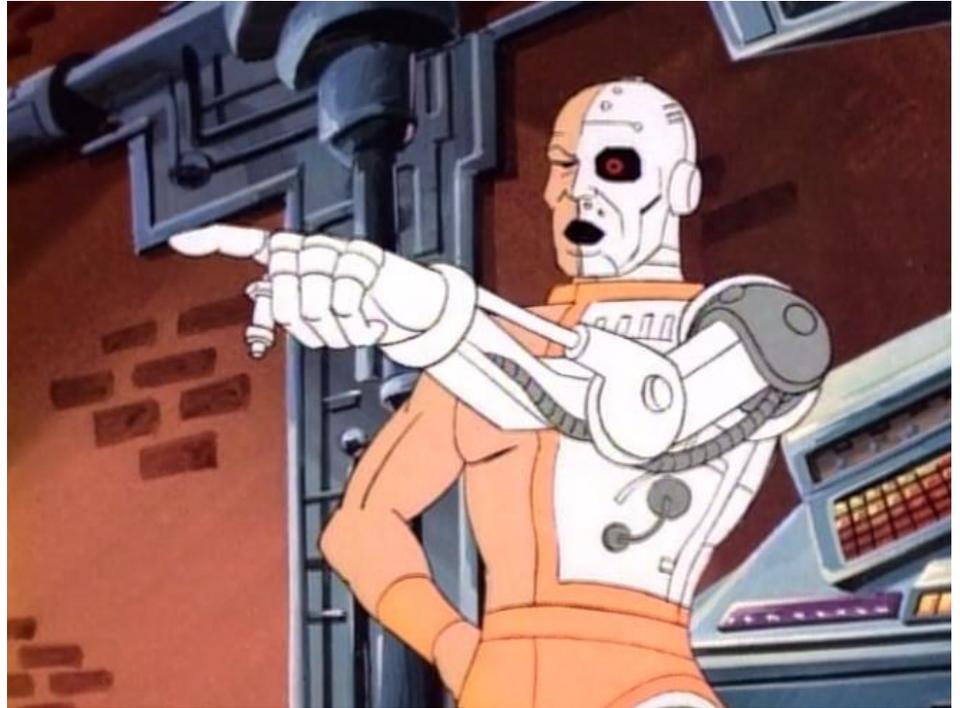
This cybernetic chassis allows Nathan to continue to survive the horrible damage inflicted to him and simulates the following abilities:

Computer Links: Cyberiad can, through cybernetic control, cause computers and electronic devices to obey his commands at IN (40) ability.

Life Support: presumably his cybernetics allow him to digest food/liquids in some way or eliminates the need for it entirely at AM (50) ability.

Energy Generation: Nathan can fire bolts of energy from his cybernetic hand; they inflict RM (30) damage up to 3 areas away.

Enhanced Strength/Skeleton: His left side is made from IN (40) cybernetic materials fused to his body. This provides RM (30) strength to his left arm, should he chose to engage in



fisticuffs.

This also provides Remarkable (30) protection vs. Physical attacks, if he can make a roll to shield himself.

Cyber-Senses: Cyberiad has the listed senses below due to his cybernetics:

- Enhanced sight (left eye): This allows Cyberiad Good (10) enhanced sight.
- Infravision (left eye): This allows Cyberiad Good (10) infravision, up to 5 areas away.
- Enhanced Hearing (left ear): This allows Cyberiad Good (10) enhanced hearing.

LIMITATIONS:

Disease and Toxins: Unlike most cyborgs that are far more machine than human being, Cyberiad is literally still half a man and as a result he doesn't gain the usual protection from Diseases and Toxins that most Cyborgs seem to have. If anything, such attacks would be +1 C/S to effectiveness due to the fact that there is less of him to resist them and since most drugs or toxins effectiveness is based on the weight/body mass of the subject taking them.

Heat Sink: Cyberiad's cybernetics can be targeted with a powerful enough heat blast to 'fuse them' causing system shut down. While in the long term, this would prove fatal, his backup systems allow

for the automatic biological/cybernetic systems (blood circulation, respiration, the heart) to continue functioning while mobility and higher brain functions drop offline. This process takes 2 rounds of shut down, usually just long enough for him to make a proclamation or two before losing consciousness.

EQUIPMENT

Flying craft: This basic craft allows Cyberiad to get around.

Control: Ex Speed: Pr
 Body: Gd Protection: Gd

Talents: Physics, Cybernetics and Piloting.

Contacts: At one time, Cyberiad had Firestar as a contact, which ended after the accident. Being that he has rebuilt himself it is possible that he was approached by AIM or Hydra in an effort to get his cybernetics.

ADDITIONAL NOTES

Nathan, she discovered half of his body scorched black with anti-matter from the explosion. The incident had also resulted in an imbalance in his mind which made him believe that Firestar caused the accident that ravaged his body. He asked her why she had betrayed him and hurt him; But despite her pleas of innocence and attempt to explain to him what had happened, the now disfigured and heartbroken Nathan Price pushed her away and called her a traitor. Escaping from her grasp, he quickly managed to escape the laboratory and she lost track of him. Firestar never saw him again and the accident as well as the loss of her love resulted in the incident being repressed by her mind. Nathan in the meantime managed to escape into hiding and plotted his revenge against Firestar. To accomplish this goal, he created a cybernetic body that replaced the scorched half of his damaged form by fusing it to his undamaged half with his knowledge of matter and anti-matter. Programming it himself and calling himself Cyberiad, he plotted to find a way to get his vengeance against Firestar for destroying his research and disfiguring him. Years later, Cyberiad made his move against Firestar and discovered that she was staying at Professor X's mansion with the X-Men.

Cyberiad's circuits. Collapsing, the dying Nathan Price finally took over the body and uttered the last words that he still loved Firestar before passing away.

ROLE-PLAYING NOTES

As Nathan Price he was a good person with an open mind and heart as he had no problem with Firestar being a mutant at all. As Cyberiad he has programmed his cybernetic self to hate and demand revenge for the damage done to him by Firestar and his perceived betrayal over his actions.

HISTORY

The entity that became known as Cyberiad was originally an ordinary male Human by the name of Nathan Price. He became a noted physicist that worked in the West Coast in America. Several years ago, he met a young mutant woman named Firestar when she was in college and the two fell in love. She quickly served as his assistant whilst he began work on a study in fusing matter with anti-matter. Unfortunately; Nathan Price's work attracted the attention of Advanced Idea Mechanics (A.I.M.) who sent agents to murder Price and steal his research for the organization. Whilst wearing a special suit to protect him during an experiment, his laboratory came under attack. The agents quickly attacked Firestar and the stunned Nathan, and also began to destroy Price's valuable equipment as they tried to kill Firestar. The damage resulted in an overload that brought about an explosion on the machine Price was working on just before the attack. Despite their surprise attack, Firestar was able to defeat them.

When Firestar came to help

Due to Cyberiad's tampering of Cerebro, an overload was brought about in the power core of the X-Mansion resulting an explosion within two hours. Using Cerebro, he determined each X-Man's fears and used them against them. Despite his plans, he was unable to capture anyone else beyond Colossus and the X-Men managed to reach closer to their destination. It was then Cyberiad abducted Professor X and forced the X-Men along with Firestar to travel through the Maze of Madness. Learning that Thunderbird had deduced the hologram of Nightcrawler was an imposter due to the lack of a smell of brimstone; Cyberiad then programmed the next hologram duplicate to emit the smell to trick them. However, Firestar escapes and sets after Cyberiad who is revealed to be back on his ship. Noting that the meltdown in the X-Mansion would destroy her friends, Cyberiad attempted to kill Firestar and hit her with an energy blast from his mechanical hand. She attempted to appeal to the human part of him but seeing nothing stopping his actions, she fired an intense blast of heat that fused

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

Health: 56

Karma: 22

Resources: Pr (4)

Popularity: +2 as Angelica /
+15 as Firestar

BACKGROUND

Real Name: Angelica Jones

Occupation: College Student

Legal Status: US citizen without a criminal background

Identity: Secret

Other Known Aliases: None

Place of Birth: Unknown, presumably somewhere in New York.

Marital Status: Single

Known Relatives: Bartholomew Jones (Father), Mother (Name unknown)

Base of Operations: Manhattan, New York. Formerly Westchester, New York.

Past Group Affiliations: The X-Men

Present Group Affiliation: The Spider-Friends

KNOWN POWERS

Heat Generation: She can generate Heat energy including fire, at Amazing rank power. Under Professor Xavier's training she developed these stunts:

- *Heat blast:* This attack can cause up to AM (50) damage to living organisms or IN (40) damage to non-living matter. Her range is 3 areas.
- *Heat Generation:* AM (50) ability, 1 area range. She can set the floor or street on fire.
- *Flight:* She has EX (20) Air Speed and maneuverability. She can generate enough lift to equal EX (20) Strength in carrying weight with her.
- Create a heat sphere around herself that melts any projectiles fired at her, offering her AM protection vs. physical and RM vs. Energy.
- *Instant Change:* Using a burst of heat and light, Angelica can transform into the costume that she wears or revert back to street clothes.

Resistance to Fire/Heat: SH-X resistance to fire and heat attacks or effects.



EQUIPMENT

Unstable Molecule Costume: Made from Remarkable material this costume is a duplicate of the costume she initially designed for herself. Professor Xavier gave her this version and it seems as though her having an individual costume was the start of the X-Men having their own individual costumes.

WEAKNESS

Cold: Firestar is vulnerable to cold and cold based attacks, taking an extra +1 C/S in damage from them. Furthermore if she fails an Endurance feat vs. the intensity of the attack she should be considered stunned and unable to act for the round. As a result if she is flying or moving she will fall to the ground for the round (possibly taking damage...) or until such time as the source of cold is

removed or eliminated.

Talents: Student, Aerial Combat and typically the students of Professor Xavier are taught Resist Domination.

Contacts: Firestar is a member of the Spider-Friends (having Spider-Man and Iceman as teammates), Angelica was once a member of the X-Men (Cyclops, Marvel Girl, Angel, Beast, Iceman, Wolverine, Colossus, Sprite, Thunderbird, Storm, Nightcrawler, Sunfire and Videoman) and has contacts with them as well as Professor Xavier. She has met and befriended Daredevil, Captain America, Dr. Strange, Shanna, Kazar, Zabu, Sub-Mariner, Namorita, Ironman, Thor, Black Knight, and Hiawatha Smith.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Firestar is upbeat and optimistic even when faced with adversity. Many times Firestar acts like a starry eyed teenager. She had a romantic connection to Sunfire as well as Nathan Price aka Cyberiad. As quickly as she falls for a new guy she just as easily bounces back and doesn't dwell on past romances.

HISTORY

It is uncertain whether her mother died or walked out on the family, but Angelica was raised by her father. Although they never had much money, the kind hearted Mr. Jones proved an attentive father and therefore her home life was a relatively happy one. Her "gifts" began to manifest at an early age and so it took her a little while to gain control over them. Inevitably, however, accidents did occur and after unwittingly melting both a snowman and a dolls house she was given the name "Miss Angelica Jinx" and taunted by the other children. One little rich girl, named Bonnie, persisted in harassing Angelica throughout her school days, but she never let it get the better of her. In fact

on one occasion Bonnie's bullying lead to the discovery of Angelica's favorite gift, the power of flight. Not long after this happy revelation her new found ability was put to good use. While visiting her father at his job on a construction site, she [in disguise] saved his life by flying him to safety when part of the high story building he was working on collapsed beneath him. From then on she realized that her powers could be used to really help people and save lives. During her senior year in high school, Firestar was born. Having been framed for stealing the school's golden trophy cup and wrongfully suspended, Angelica sewed together a costume and set out to prove her innocence by catching the guilty party [namely Bonnie and her boyfriend].

Her plan worked, the two culprits were expelled and Angelica's name was cleared. The uncertainty she felt over what she should do next soon dissolved when The X-Men tracked her down and asked her to join them. She accepted and was consequently trained. This is where she met fellow X-Man, and future Spider-Friend, Bobby Drake. The two eventually left the X-Men though remained in contact with them. It is also mentioned Angelica spent some time studying on the west coast, where she met Nathan Price/Cyberiad. Angelica first met Peter Parker at an inventor's convention that she was attending with Bobby. The conventions was attended by Tony Stark but was crashed by the Beetle. The trio managed to drive off the Beetle. However, when Spider-Man mentioned teaming up, he was turned down by Iceman who was jealous of the web head and the attention Angelica was giving him. After a fire at ESU, Peter discovered that Angelica was in fact Firestar, and surmised that Drake was Iceman. When Peter approached the duo again and proposed teaming up they were both more accepting, specifically after Peter revealed that he was Spider-Man. It was Angelica who came up with the name "The Spider-Friends." Angelica is currently a student at ESU and boards at May Parker's house with Peter, Bobby and her dog Ms.Lion. Angelica has dated several people (Flash Thompson, Sunfire) but seems to care a great deal for Peter. The two never date because they don't want to risk ruining their friendship and the team if something went wrong.



Ms. Lion (pet dog, a Lhasa Apso)

F A S E R I P
Ty Pr Pr Ty Fb Ty Fb

Health = 20

Ms. Lion inflicts Feeble Edged attack damage with her claws or Poor bite damage, moves at 2 areas/turn, and track with Good ability. Mostly she just acts cute and hangs out with Aunt May while the Spider-Friends fight crime.

History:

Ms. Lion was Angelica Jones's cowardly dog. Ms. Lion would constantly find herself in scary situations and was one of the few dogs trusted with the Spider-Friends' secret identities. She keeps Aunt May company whenever Angelica, Peter, and Bobby fight crime.

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

Health: 46
Karma: 40
Resources: EX (20)
Popularity: -10

BACKGROUND

Real Name: Unknown
Occupation: Costumed Supervillain and video game fanatic.
Legal Status: US citizen with a criminal record
Identity: Secret
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Presumably single, no woman would put up with him.
Known Relatives: None known
Base of Operations: Manhattan, New York
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

None

EQUIPMENT

Mind Control video game pulsator: This Remarkable (30) strength device has a broadcasting area of six miles and anyone viewing either a video game screen or electronic screen of any kind must make a psyche feat or fall under the mental control of the gamesman and willingly obey his commands. Any temperature change whatsoever breaks the mind control.

Helicopter with a portable pulsator:

Control: Ex (20) Speed: Ex (20)

Body: Pr (4) Protection: Pr (4)

Mind Control video game pulsator: This cut down version of the above device operates at Remarkable (30) strength, but only have a 6 area range.

Talents: Pilot, Computers, Trivia: Video Games, and Electronics.

Contacts: None



ADDITIONAL NOTES

ROLE-PLAYING NOTES

The Gamesman is a nutcase who wants to enslave humanity for little to no reason.

HISTORY

There is no known history for the Gamesman, he just showed up with mad dreams of conquest and got beat by the Spider-Friends and Videoman.

'HIAWATHA' SMITH

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

Health: 60

Karma: 50

Resources: GD (10)

Popularity: +5 as a staff member of ESU

BACKGROUND

Real Name: Professor 'Hiawatha' Smith

Occupation: Professor of Archeology at Empire State University

Legal Status: US citizen with a criminal record

Identity: Public

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Unnamed father (deceased)

Base of Operations: Empire State University, New York

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Animal Communication/Control: EX (20) ability to sooth and get animals to follow his commands, this has a 2 area range and can only be used on a single animal at time.

EQUIPMENT

Boomerang: EX (20) material strength, GD (10) damage, 3 area range. Can be caught on an agility feat as it returns. Is hollowed and be used to spread potions or gases over a 1 area range before returning.

Tomahawk: EX (20) material strength, GD (10) damage, 2 area range if thrown.

Bow and quiver of 12 arrows: This is a homemade Indian bow with EX (20) material strength; it fires arrows up to 5 areas and inflicts GD (10) damage.

Lasso: This rawhide leather rope is 4 areas in length and can be used to ensnare villains, as a swing line and to make grappling attacks at RM (30) strength. A grappling hook of Remarkable Strength can be attached to the lasso if needed.

Indian potion: This fish repellent of EX



(20) strength can be spread over 2 areas. Presumably other potions can be made with similar effectiveness.

Talents: Martial arts B, Occult Lore, Indian Lore, Multi-Lingual: Northern Iroquoian, French as well as English, Horsemanship, Archaeology, Bows, Thrown weapons, Edged weapons.

Contacts: The staff of ESU, Spider-man, Iceman and Firestar.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Hiawatha Smith is a serious minded person cut from the same cloth as a certain Spielbergian based archeologist from the 30s-40s.

HISTORY

Hiawatha Smith, a college professor at ESU, is the son of the heroic chief of the Native American nations that fought against the Axis armies during World War II. His father bestowed on Hiawatha the knowledge of all Indian law since the beginning of time. He was presented with a bow by his father and the Scorpio engraving which will lead to a vast Nazi treasure of wealth and advanced technology sought by the Red Skull. Hiawatha Smith's home is adorned with decorations from various cultures including Hindu and native African tribes. Smith knew that eventually the Nazi's would come for his map. When they did he was ready. However, the



Red skull arrived, gassed him then left him for dead hanging over a giant Python. Hiawatha used his powers to convince the python to help him escape.

After returning home, Hiawatha and the Spider-friends fought due to a misunderstanding. Hiawatha Smith showed his skills as he defended against all three of them. The four heroes joined forces against the Red Skull to prevent WWII. Together they travelled to South America, to the uncharted Marabunta jungle - the location of the Nazi treasure. The Red Skull put the heroes under surveillance once they arrived in the jungle; he on the other hand, traveled underground in a tunneling machine. Overcoming the Red Skulls traps, the heroes pushed forward and found the hidden tomb. Firestar marked the entrance for the others then entered alone and was quickly captured. Red Skull found the treasure, and then taunted the trio with a note. He then captured the other Spider-Friends and strapped them to three of the rockets he was aiming at another country in hopes of starting World War III. Just before ignition, Smith freed Firestar, who saved her friends and aimed the flying missiles back toward Skull Island, leaving the gang to wonder if the Red Skull survived.

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

Health: 56
Karma: 20
Resources: PR (4)
Popularity: +2 as Bobby /
 +15 as Iceman

BACKGROUND

Real Name: Robert 'Bobby' Drake
Occupation: Student and adventurer
Legal Status: US citizen without a criminal record
Identity: Secret
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: single
Known Relatives: Madeline Drake (Mother), Unnamed father, Aurora (Lightwave) Dante (Half-Sister)
Base of Operations: Manhattan, New York, formerly Westchester, NY
Past Group Affiliations: The X-Men
Present Group Affiliation: The Spider-Friends

KNOWN POWERS

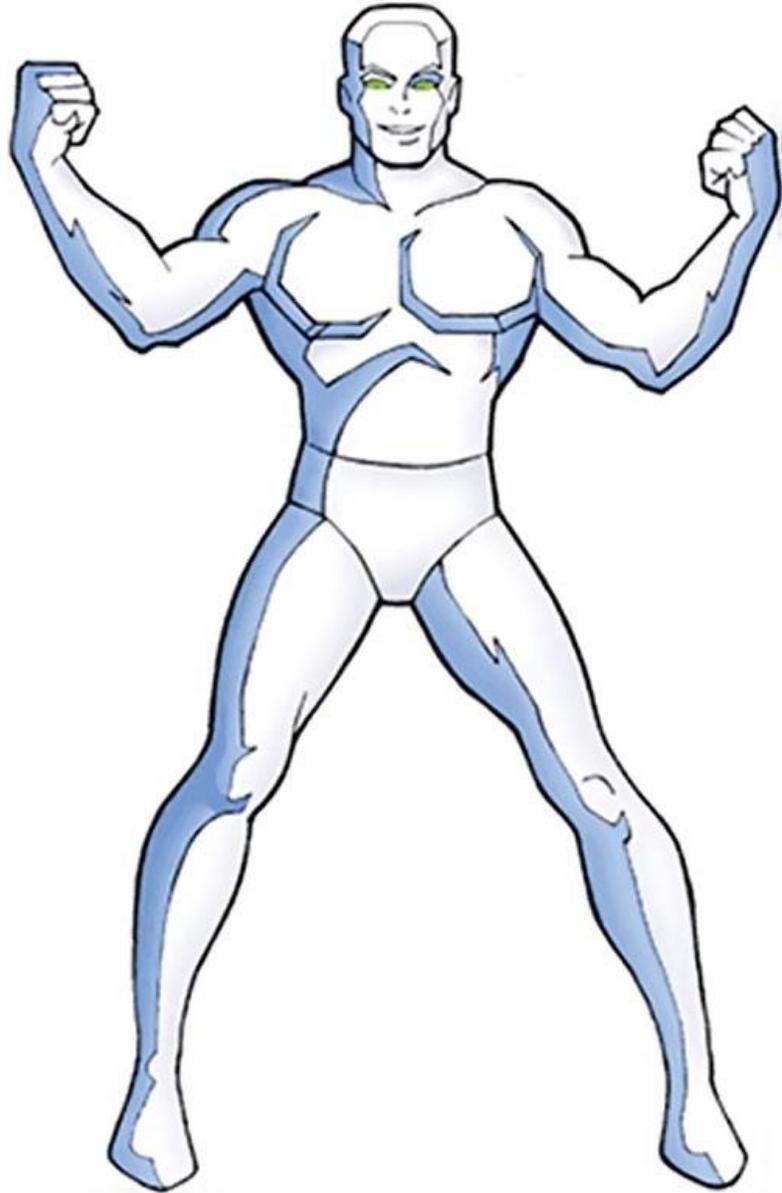
Ice Generation: Incredible (40) ability to create ice or power rank material.

- Create snow shields at Remarkable (30) material and protection.
- Throw Snow/Ice balls for Excellent (20) Damage, up to 3 areas.
- Create slick areas of Remarkable (30) slipperiness.
- Form weapons and ice shapes. When using such weapons he receives a +1C/S to hit, the shapes and weapons last 5D5 rounds.
- *Ice Entrapment:* Iceman may make a grappling feat to entrap people in Remarkable (30) strength ice.
- *Project Cold:* Remarkable (30) cold generation.
- Create Ice ramp allowing Good (10) land speed movement.

Instant Change: By incasing himself in a block of ice, Iceman can generate his icy body armor and conceal his identity,

- *Body Armor:* Excellent vs. Physical, Good vs. Energy. None vs. Heat or fire.

Resistance to Cold and Ice: Shift-X resistance



LIMITATIONS

Iceman is susceptible to heat and fire attacks, he has no protection against them and in fact takes +1 C/S damage from them. If he doesn't make an Endurance feat vs. the intensity of the heat/fire Iceman is stunned for the round and cannot act until he succeeds in making a feat or the source of damage is extinguished/removed.

EQUIPMENT

Unstable molecule Costume: Bobby has a Remarkable (30) strength Unstable Molecule costume that was given to him by Professor Xavier as a member of the X-Men and continues to wear the costume.

Talents: Student and Skateboarding. Typically the students of Professor Xavier are taught Resist Domination as well.

Contacts: Iceman is a member of the Spider-Friends (having Spider-Man and Firestar as teammates), Bobby was once a member of the X-Men (Cyclops, Marvel Girl, Angel, Beast, Iceman, Wolverine, Colossus, Sprite, Thunderbird, Storm, Nightcrawler, Sunfire and Videoman) and has contacts with them as well as Professor Xavier. He has met and befriended Daredevil, Captain America, Dr. Strange, Shanna, Kazar, Zabu, Sub-Mariner, Namorita, Ironman,

Thor, Black Knight, and Hiawatha Smith.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Iceman is an easy-going guy. For the most part he doesn't seem to worry about anything. The sole exception is paying Aunt May her rent on time, which he often struggles with. His conversation is continually laced with bad ice-themed puns. He's also a card carrying member of the Polar Bear club. Emotionally Bobby Drake is like the ice he manipulates — not cold but transparent. He's devastatingly honest. He is very up-front with his emotions and his thoughts all the time. He's incredibly brave when confronted with danger. Bobby's emotional honesty is sometimes seen as being immature, especially in matters of love. Iceman often plays the "cool" guy to the ladies. He loves flattery and usually gets into trouble when dealing with the opposite sex.

Bobby doesn't seem to be the brightest person when it comes to hiding secrets, even his own secret identity. Many times he starts to say something but then realizing what he's about to say switches it. For example, signing an autograph as Iceman for Aunt May he says "Here you go Aunt...I mean Mrs. Parker." Bobby is strongly devoted to his half-sister Aurora and he will take her side in most things. He even stopped Spider-man from capturing her when she seemed to be a villain.

HISTORY

Bobby's unique ability to create ice began to manifest during infancy. After he froze not only his baby bottle but various objects around the nursery, his parents became concerned. Worried that people would not understand their

son's mutant powers, they hid what was later termed 'the family secret'. The details as to what actually transpired between his parents remain uncertain. But it is established that his mother went on to have another child, his half-sister Aurora Dante. By all accounts Aurora — who later became known as the mutant Lightwave — and Bobby enjoyed a typical sibling relationship.

As he grew up Bobby's ability to control his gifts remained inadequate. Afraid therefore that someone would inadvertently discover his talents; he was reluctant to socialize and as a result became something of a loner throughout his school days. It was not until he reached High school that "Iceman" truly began to emerge. After accidentally causing the air conditioning system to pelt snow down upon his peers during a school dance, Bobby firmly resolved to master his gifts. He practiced in secret and despite a few minor setbacks soon prevailed. Yet he remained dubious about showing anybody what he was capable of. The hesitancy he felt over openly demonstrating his powers soon dissolved when he was faced with a potentially disastrous situation. While out for an evening walk, Bobby's attention was drawn to a burning building with someone trapped inside. Putting all self-doubt and apprehension to one side, he quickly transformed into Iceman, constructed his infamous ice chute, and saved a woman's life. Not long after that experience Bobby was telepathically summoned to New York by Professor Charles Xavier, leader of the young band of mutants known as the X-men. Once there he became an active member of the team, training alongside The Angel, Beast, Cyclops and Marvel Girl.

Iceman's first encounter with Spider-Man came long before the Spider-Friends group was originated. Bobby watched J. Jonah Jameson speak out on national television and offer a 'handsome reward' to anybody willing and able to capture Spider-Man. The young mutant decided that this would be the perfect opportunity to prove himself "a hero and not a freak." Having tracked down the Webbed Wonder, Iceman battled it out in Central Park. Spider-Man eventually talked Iceman into letting him prove that Jameson was a fraud who would back out of his deal. Spidey feigned capture and he and Iceman set out for the Daily Bugle building. Once inside, Jameson showed himself to be the snake in the

grass that Spidey had predicted, and Iceman left. Bobby went on to meet Angelica when he and the other X-Men tracked her down and asked her to join them.

The pair eventually left the team and both enrolled as students at ESU. At this point, they were unaware that Peter Parker was also a student there. Considering their previous confrontation it is perhaps not surprising that there was a certain amount of animosity in the atmosphere when Iceman and Spidey came in to contact again. This time it was during an inventor's convention. Ironically enough the duo also displayed hostility towards each other when they were first introduced as Peter and Bobby by Angelica. Despite any early antagonism however, the pair were soon reconciled when Spidey revealed his secret identity. He then asked Bobby and Angelica to join him as a team. The two have since become firm friends although the occasional bout of good-natured competition does erupt between them from time to time. Bobby currently boards at May Parker's with Peter and Angelica and continues to study at ESU.

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

Health: 46
Karma: 18
Resources: TY (6)
Popularity: 0 as Aurora /
 +10 as Lightwave

BACKGROUND

Real Name: Aurora Dante
Occupation: Agent of SHIELD
Legal Status: US citizen without a criminal record
Identity: Known to SHIELD
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: single
Known Relatives: Madeline Drake (mother), Robert (Iceman) Drake (half-brother)
Base of Operations: SHIELD Headquarters
Past Group Affiliations: SHIELD
Present Group Affiliation:

KNOWN POWERS

Light generation: Amazing ability to generate light over a 5 area range.

- Laser generation: Amazing ability to generate lasers over a 5 area range.
- Blinding light bursts at Amazing intensity, targets have to make an endurance feat to avoid being blinded for D10 rounds.
- Photon force fields: Remarkable protection vs. physical/energy attacks
- Paralytic attack: places the target into a state of suspended animation at Excellent ability, an endurance feat allows the target to resist.

Energy Solidification: She can solidify light that she generates into simple shapes and forms at Excellent ability.

Energy Sheath: Lightwave can transform into photonic light giving her EX (20) Protection vs. Physical/Energy, this grants her life support at power rank.

Carrier wave: Lightwave can fly, she does so at Incredible speed.

EQUIPMENT

Unstable Molecule costume: This Remarkable material costume allows Aurora to use her powers without destroying her clothing.



Talents: Aurora, as an Agent of SHIELD, has First aid, Military, and Detective/Espionage.

Contacts: Aurora has contacts with her brother Iceman and is an Agent of SHIELD. Presumably she could call on the rest of the Spider-Friends.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Aurora is the younger sister to Bobby Drake, they share the same mother. When her mission takes her near an amusement park she can't help but stop by a carousel just to visit her favorite horse "Whinney".

Aurora and Bobby have a typical sibling rival relationship. They often challenge each other. Even when at odds they have a deep love for one another. It was this love that allowed Aurora to break Mason's mind control just when she needed to most.

HISTORY

Lightwave's real name is Aurora Dante. Like her half-brother Bobby Drake (a.k.a. the superhero Iceman), Lightwave is a mutant. An agent of S.H.I.E.L.D., Lightwave was considered a traitor, due to mind control by rogue S.H.I.E.L.D. agent Buzz Mason. Mason induced Lightwave to steal assorted devices to create a "quantum enhancer" which would increase her powers 1,000 times. With such power, Lightwave would be able to control the GuardStar satellite which orbits the Earth and controlled all defense systems and



communications systems for the United States. Mason expects world conquest since he controls Lightwave.

Iceman, Firestar, and Spider-Man attempt to stop Lightwave. However, she was powerful enough to defeat them. Aboard a space vessel, Buzz Mason forces Iceman into outer space, dooming Iceman if he remained there for long. Spider-Man convinced Lightwave to realize that the half-brother she loved was in mortal danger. Her reaction broke Mason's control over her, and she saved Iceman and disabled Mason long enough for Spider-Man to subdue him. Presumably, with Mason's role realized, S.H.I.E.L.D. restored Lightwave's good standing. Her ultimate fate is unknown.

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

Health: 18
Karma: 14
Resources: PR (4)
Popularity: 0

BACKGROUND

Real Name: Mr. Frump (first name unknown)
Occupation: Handyman, general day labor, unemployed
Legal Status: US citizen without a criminal record
Identity: Secret, but known to SHIELD
Other Known Aliases: Lord Frump, Frump, Master of the Universe, and Wonder Frump
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Manhattan, New York
Past Group Affiliations: None (although he did 'team up' with Doctor Doom)
Present Group Affiliation:

KNOWN POWERS

Omnipotence: Until the loss of his powers, Mr. Frump, like the Beyonder from Earth-616 was the sum total of power of his entire universe. As such, he was limited only by the restrictions that he placed on himself and his somewhat meager imagination. Frump could create and destroy matter as he chose. He could heal any and all damage to himself, and while taking the visible effects of damage, could immediately heal himself and others. He could negate any poison, correct any fault, and restore to life any being whose astral spirit was still available.

LIMITATIONS

There appears to be two real limitations to his powers:

The First was that Mr. Frump wasn't very imaginative and would often rely on others to come up with a plan or make a suggestion as to what he should do.

The Second is that the powers were transitional in that they could be received and taken from a person. Once



the powers were stripped from someone the effects of the powers wore off and no one remembered anything that happened during their use.

Talents: None

Contacts: Mabel the cat, May Parker and of course while he had the powers, Doctor Doom.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Frump is a sad, pathetically lonely old man who has worse luck than Spider-Man's alter ego of Peter Parker.

HISTORY

Mr. Frump at one time did handyman work for May and Ben Parker and is of course familiar with their nephew Peter Parker.

Doctor Doom gathered together four pieces of an ancient amulet in order to perform a ritual that will grant him unlimited universal power. Just as the ritual was nearing completion, Spider-Man knocked the amulet from Doom's hands. It fell from the top of the villain's New York mansion and onto the street below. Mr. Frump, a down trodden pessimistic old man, retrieved the amulet and unwittingly gained all of its power. On realizing his newly acquired



abilities, Frump began to use them to his advantage. He started by radically changing the city to suit his own tastes. Doom, desperate to regain the amulet and claim the power for himself, led Frump into believing that he was the reason the old man has power, and coaxed him into doing his bidding. During the course of events, the Spider-Friends were turned into stone, robbed of all power and pitted against Genghis Khan. Meanwhile, Doom realized that his current plan was not going to achieve the desired results, and decided to change his tactics. He teamed up with the Spider-Friends and together they convince Frump that he must reenact the ritual in order to keep his power indefinitely. Doom deceived everyone by giving Frump a fake amulet and keeping the real one for himself, thereby ensuring the power will be transferred over to him. Luckily Firestar managed to throw the amulet into the cosmic ray that would ignite it. The amulet was destroyed, reverting everything back to normal.

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

Health: 140

Karma: 50

Resources: PR (4)

Popularity: +2 as Peter /
 +20 as Spider-man /
 0 with J. Jonah Jameson

BACKGROUND

Real Name: Peter Parker

Occupation: Student, part-time photographer for the Daily Bugle and Adventurer

Legal Status: US citizen without a criminal record

Identity: Secret

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Ben Parker (Uncle, Deceased), May Reilly Parker (Aunt), Unnamed parents (Deceased)

Base of Operations: Manhattan, New York

Past Group Affiliations: The Spider-Friends and the 'the seven little superheroes'

Present Group Affiliation:

KNOWN POWERS

Wall Crawling: Spiderman can climb walls, scaling surfaces with relative ease at Amazing ability.

Spider-Sense: Unlike Spider-Man from Earth 616, this Spider-man's spider-sense operates once per encounter (warning him of the initial danger.) and won't go off again until his next encounter. This means that Spider-man can (and often times is) surprised after combat is engaged. This power functions at Incredible ability.

EQUIPMENT

Web-Shooters: Spider-Man has a device on each wrist that fire a web-like chemical formula. The webbing is of Remarkable (30) material strength in the round it is fired, and hardens into Amazing (50) strength in the next round. This webbing is used by Spider-Man for travel (3 areas/round), for restraining opponents, for temporarily blinding them, and for creating a variety of objects:

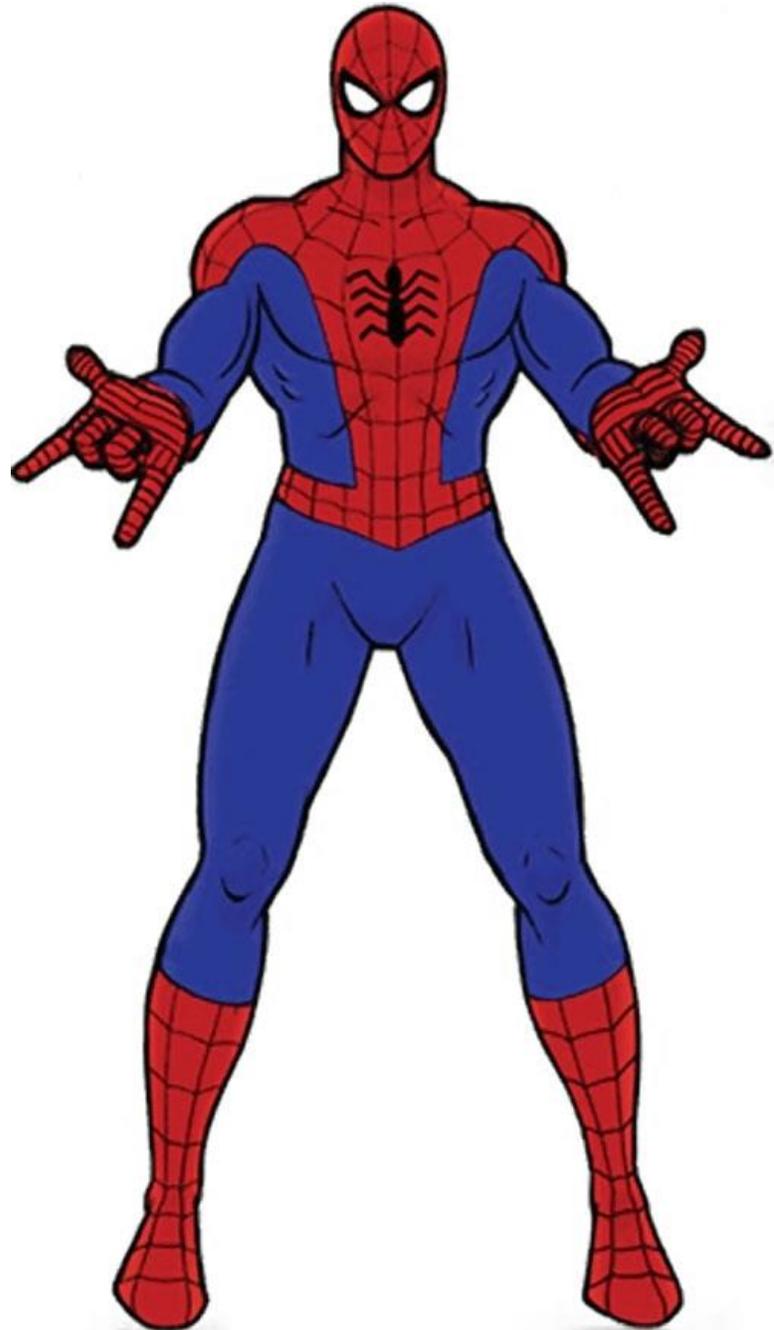
- **Web Shield:** Amazing (50) material strength.
- **Web Parachute.**
- **Web Hang-Glider:** Typical (6) air speed.
- **Web Missiles:** Good (10) Blunt Attack damage with a three-area range.

Spider-Tracer: Spider-Man has created a small homing device shaped like a spider and using a small receiver he can track these tracers with Remarkable (30) accuracy up to a mile away.

Spider-Light: Spider-Man has a small belt-light that projects a spider symbol as a means to light up a room with Good (10) illumination.

Talents: Chemistry, Photography, and Student.

Contacts: Spider-Man Iceman is a member of the Spider-Friends (having Iceman and Firestar as teammates), Spider-Man has met the X-Men (Cyclops, Marvel Girl, Angel, Beast,



Iceman, Wolverine, Colossus, Sprite, Thunderbird, Storm, Sunfire, Nightcrawler, and Videoman) and has contacts with them as well as Professor Xavier. He has met and befriended Daredevil, Captain America, Dr. Strange, Shanna, Kazar, Zabu, Sub-Mariner, Namorita, Ironman, Thor, Black Knight, and Hiawatha Smith.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Unlike Spider-Man from 616, this version is less a loner and more of a team player. Although Peter will pretend to be un-athletic. He will allow people like Flash Thompson to outdo him in physical contest and will even endure his ribbing afterwards. Spider-man doesn't look overly muscular, which is surprising to larger opponents who try to man-handle him. Peter does date one girl from his college, Mona Osborn. But his true love is Angelica Jones though he won't reveal his feelings to her. When he met Ariel, a girl from the future, Peter immediately fell for her. He was ready to leave everything and go to the future with her.

Originally, Peter takes his role as a super-hero out of guilt over the death of his uncle. This is not a crushing guilt that makes him melancholy though. Spider-man over comes his guilt simply by doing what he does. Being Spider-Man gives Peter's life meaning. Spider-Man was overjoyed to meet other

heroes in Firestar and Iceman. All three friends seem to enjoy calling each other by names other than their actual hero names, like "Web-head" or "Bug-man". When working alongside his team Spidey usually holds his initiative letting Firestar and Iceman take the lead, then he swings in to rescue them if they should fail.

HISTORY

Peter Parker, a clumsy child, was raised by his Aunt May and Uncle Ben Parker. Both loved him and treated him as if he was their own son. Although happy at home his school life did not always run as smoothly. Peter, a hardworking and intelligent young man, was bullied throughout high school, usually by the arrogant and self-centered "Flash" Thompson. During his mid-teens Peter attended the exhibition of a new particle accelerator. Unexpectedly, a common house spider crawled in to the path of the beam. The irradiated arachnid bit Peter's hand, transforming his body chemistry and giving him his amazing abilities.

Seeing those as a wonderful opportunity to gain both money and recognition, Peter enlisted in a wrestling ring against Crusher Hogan for a prize of \$100. After that, he designed his web-shooters and costume, and set out to become a show business superstar. "Spider-Man's" career began to take off, making Peter egotistical and self-centered. However, something later happened that seemed insignificant at the time. On his way to a television appearance, a thief ran by Spider-man escaping to an elevator, the police officer yelled for Spidey to stop the thief. Spider-man stepped to the side telling the cop, "That's your job." Not long after that, Peter's uncle Ben was killed when he surprised a burglar in his house. Spider-man confronted the burglar in an old warehouse and found it to be the same thief. Devastated by guilt, Peter gave up the lime light and devoted himself to fighting crime.

To help pay his way and financially aid his aunt May, Peter works part time as a photographer for the Daily Bugle. Not surprisingly his specialty is taking shots of Spider-Man in action – a feat he accomplishes with his trusty automatic camera. He then sells the photos to his irascible boss J. Jonah Jameson, who detests Spidey. As is the case with most super heroes, only a chosen few know of his secret identity. Peter first met

Angelica Jones at an inventors convention. Smitten by her good looks, he was both shocked and delighted to subsequently discover that she was in fact Firestar. Peter deduced that her friend Bobby Drake must therefore be Iceman. He confronted the two heroes and revealed to them his own secret identity. Hence, The Spider-Friends were born! The Spider-Friends study at Empire State University.

F GD (10)
 A GD (10)
 S GD (10)
 E AM (50)
 R PR (4)
 I PR (4)
 P GD (10)

Health: 80
 Karma: 18
 Resources: N/A
 Popularity: -10

BACKGROUND

Real Name: Swarm
Occupation: None
Legal Status: Alien
Identity: Public
Other Known Aliases: None
Place of Birth: Miller's Meadows
Marital Status: N/A
Known Relatives: None
Base of Operations: Miller's Meadows
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Swarm is a collective of irradiated bees that operate as one unit. His body is made up of an 8 foot tall humanoid mass of bees.

Body Armor: IN (40) protection vs. physical and energy.

Phasing: Swarm may separate his components and pass through openings big enough for a bee to pass through at EX (20) ability.

Bee blast: Swarm can fire swarms of these bees in "bee blasts" with a range of 4 areas, inflicting RM (30) damage.

Flight: The bees can fly at TY (6) airspeed.

Collective Unity Rays: This power has two different effects, noted below, both operating at EX (20) intensity, up to 2 areas.

Growth Ray: This EX (20) intensity ray will cause bees to grow big enough to destroy cars. He controls the bees and they have the following stats:

GIANT BEES

F A S E
 Ty Gd Gd Ex

Health: 46

Powers:

Flight: TY (6) airspeed

Sting: The bees inflict EX (20) damage if they sting (though cannot Stun or Slam).

* If reduced to 0 health, the bees shrink



and die.

Drone ray: When attack hits a target, they must make a psyche feat vs. EX (20) or be transformed.

There are no ability increases, however the drones have whatever health they had before transformed.

- Bee-like wings: PR (4) airspeed.
- Antenna: This allows Swarm to control and communicate with his hive with RM (30) ability.
- If cut off from Swarm, due to lead, his drones revert to normal and won't remember their actions as drones.

LIMITATIONS

Swarm's body is made of bees. He is subject to attacks that affect bees. Intense cold and smoke causes the bees to become sluggish and less aggressive.

Swarm gives off radioactivity and if shielded in lead, his abilities diminish and his control over his minions wears off and their transformation reverses.

Talents: Aerial combat and leadership

Contacts: Only those he makes a part of the hive.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Swarm is King of the Colony. In his mind everything and everyone else is here to do his bidding. His only interaction with the people he meets is to scream Swarm at them and try to take control of them with his eye-beams. When met with stronger opponents like the Spider Friends he briefly tried to persuade them to join the hive before attacking.

HISTORY

A Blue meteor from space landed near a farm. It broke into two halves, lying just below a hive of common honey bees. The bees of the hive swarmed out of their nest and lingered in the air. All the bees from the surrounding area vacated their hive homes and came together hovering above the meteor as one giant swarm. The many swarms of bees moved together making a unified,



humanoid form with unnatural blue glowing eyes. A nearby farmer came to investigate and was turned into the first Human Drone. Firestar witnessed this and engages Swarm and his new minion in combat. Seeing his intense abilities she flies away to get the guys.

Swarm made some of the normal bees giant-sized and instructed them to bring him more drones. The Giant bees obeyed, flying into New York City to grab citizens off the street, including Spider-Man's Aunt May. The Spider-Friends showed up to stop him, but Swarm fought back. Due to the radiation in his blood stream, the zap has no effect on Spidey, but Iceman and Firestar didn't fare so well. Spidey led the two, now Bee-people, into a lead lined room to break the radiation effect and transformed them back to normal. The team then headed back to the hive disguised as Bee-people. They grabbed the meteor, took it to the ESU science lab, and used a rocket to send it back into space. Without the source of his power, Swarm dissipated and everything returned to normal.

F GD (10)
 A GD (10)
 S TY (6)
 E AM (50)
 R GD (10)
 I PR (4)
 P GD (10)

Health: 76
Karma: 24
Resources: Poor (4)
Popularity: 0 as Francis/
 10 as Videoman

BACKGROUND

Real Name: Francis Byte
Occupation: Student at ESU
Legal Status: Citizen of the United States with no criminal record.
Identity: Secret
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: Unrevealed
Base of Operations: Formerly the campus of ESU, now Westchester, NY (Earth-8107)
Past Group Affiliations: The X-Men
Present Group Affiliation:

KNOWN POWERS

Alter ego: Francis can transform from his normal form and that of Videoman, whose form has all of the powers. Francis's normal stats are as follows:

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

Health: 20
Karma: 24

Videoman form - This two-dimensional form is composed of electricity, should he take more than 56 points of damage and transform back the damage carries over.

- *Energy sheath:* Remarkable protection vs. physical/energy, he is made of electricity and physical attacks will inflict Excellent (20) damage on his foe.
- *Phasing:* Excellent ability to pass through material objects or allow objects to pass through him as a defensive action on a power feat roll.
- *Electrical Absorption:* Videoman can absorb electricity or electrical attacks at Amazing ability to heal himself or to boost his powers by +1 rank.
- *Electrical Generation:* He generates Incredible electrical attacks over a 5 area range.
- *Teleportation:* He can teleport via



- electrical wiring over a distance of 1 mile, a power feat is made to avoid destroying the wiring on exit.
- *Electrical Control:* Remarkable ability to control electrical devices

Resistance to Electrical attacks: UN

WEAKNESS

Videoman is vulnerable to microwaves and takes an additional rank of damage and his feats are all made at -1 CS.

Talents: Video Games and Student

Contacts: Presumably he could call on the Spider-Friends (Iceman, Spiderman, and Firestar) as well as Professor X and the X-Men since becoming a

member of that group.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Francis is desperate to impress Louise, show up the Spider-Friends and become popular as Videoman. He learns the hard lesson of staying out of trouble as a novice with his powers from the Spider-Friends.

HISTORY

Francis Byte, a young video-gamer, was engrossed in gaining the high score on "Zellman Command" at the local arcade. However, he was interrupted when the Gamesman sent a hypnotic signal that entranced over 300,000 people all across New York. Francis' game exploded and he was absorbed into a video-game transporting him to the Cyber Dimension; there transforming him into Video-man. Francis' body and mind were fused with that of Video-man. Francis showed he could transform between Video-man and his own form at will. He decided he would use his new powers for good as a Super hero! Video-man didn't get time to practice his powers before he was called on to use them. Though quite naive he helped the Spider-friends defeat the Gamesman and rescued Louise. The two fell in love and Video-man was introduced to the X-men. He joined the X-men as their newest member, learning to use his power under the guidance of Charles Xavier.



AUNT MAY'S BOARDING HOUSE

OVERVIEW

This three story brownstone (made of Gd material) is located in the heart of the city and comes with such amenities as multiple bathrooms, a laundry room, and a well-stocked pantry.

THE AREA

The House has the following room packages:

- Living Room (Sofa, chairs, end tables, lamps + TV and stereo)
- Dining Room (Table, chairs, ceiling lamp)
- Kitchen (Stove, cabinets, tableware + fridge, microwave)
- 6 Bedroom packages (Bed, desk, 2 shelves, dresser)
- Laundry Room (Washer, Dryer Clothes line, ironing board and iron)

Everyone has their own room, and while we see Angelica's briefly (she has a radio!) most of the series focuses on Peter's room (or perhaps the room he shares with Bobby.) which contains equipment that is hidden behind rotating pieces of furniture activated by moving a football award (which neither Bobby nor Peter could or would have won...)

The equipment includes:

Apartment Computer: This large Stark International computer has minor A/I capabilities with Typical (6) Reason. The computer has either copies of or access to the Avengers criminal database allowing it to answer queries based on data that has been entered into the computer, such as 'where will



the Beetle strike next?' For feat roll purposes, allow the players to use their karma for the computers reason feats. It has the talents: Detective, Crime, Trivia: knowledge of New York City and its environs.

Energy Detection: The computer can also scan for energy output, however the scanner is sensitive to photon bursts and on occasion electrical interference from nearby electronics (a vacuum cleaner for instance), the scanner functions at Remarkable (30).

Other modifications and equipment include:

- Computer software for recording or analyzing audio, there is also software for a computerized map (GPS) of Manhattan and the local environs. Both of these function off of the computers Reason at +1 C/S.
- A miniature chemistry lab that easily keeps Peter in web fluid.
- A telescope.
- Communication equipment, with a 50 mile range that can be tapped into the private Avengers bandwidth, SHIELD frequencies as well as local, state and federal communications bandwidths.



There are also two secret passageways that use a previously sealed off dumbwaiter shaft that Firestar helped carved out with her heat powers. One of the tunnels leads out the backyard under the birdbath and the other one exits out of the garage.