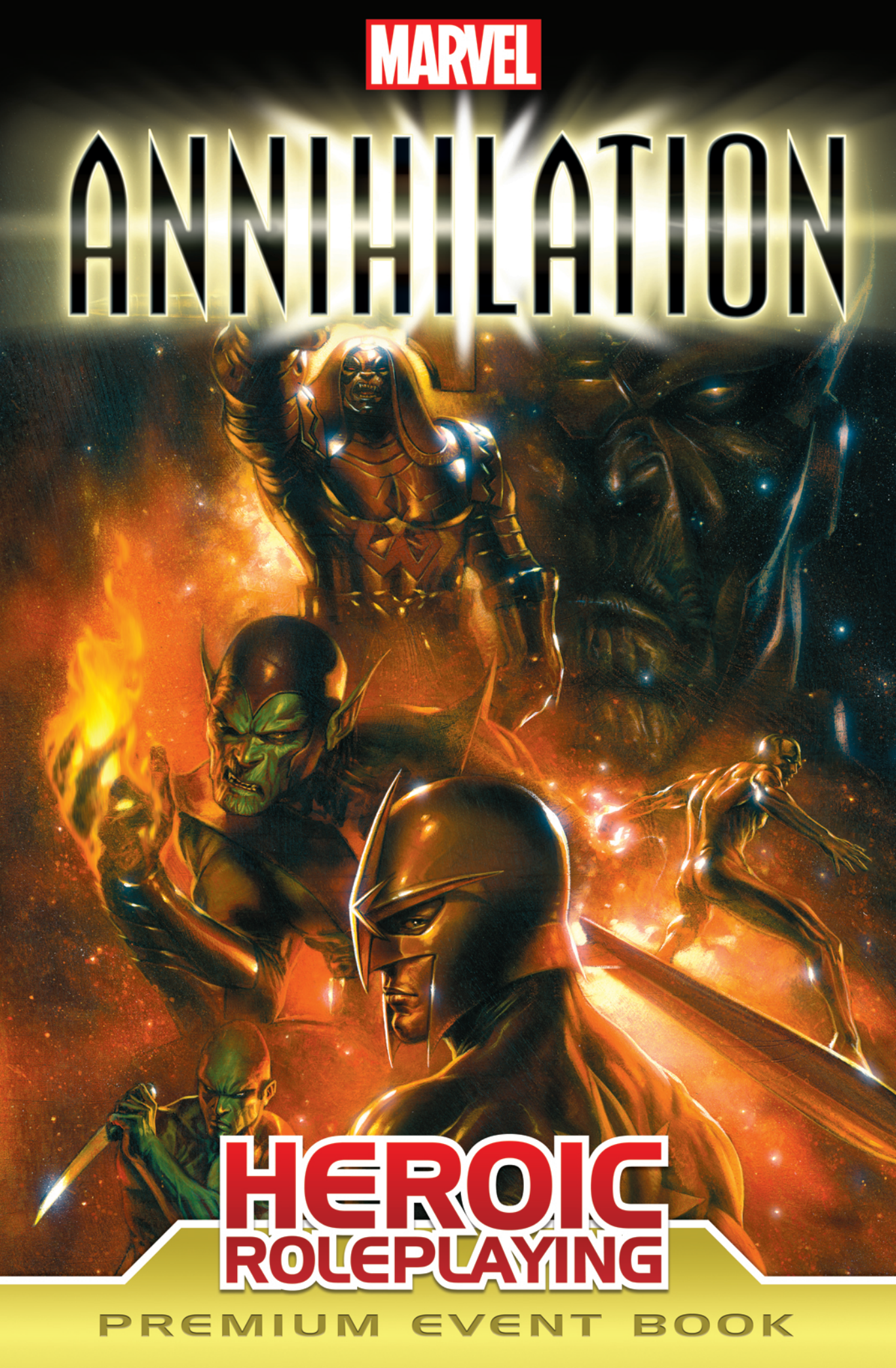
MARVEL
ANNIHILATION
HEROIC
ROLEPLAYING
PREMIUM EVENT BOOK

MARVEL

HEROIC ROLEPLAYING

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FOREWORD

I've always loved the cosmic heroes of the Marvel Universe. Strange as it may seem, right from my earliest days of collecting, I've been drawn to the heroes and villains whose adventures carried them across the stars to far-flung alien worlds.

Like many of us, my first taste of comics came in the form of hand-me-downs—issues that neighbor kids were getting rid of because they were "too old" or "too cool" for comics anymore. Little did they (or my parents) know that the cycle of giving would end in our house, and that comics would become a lifelong passion for me. I still remember that initial stack. It held some classics, but the two that I kept reading and re-reading for months (and now years) were *Fantastic Four* #62 and *Strange Tales* #178.

Other books in that pile featured the likes of Spider-Man, Thor, and the original X-Men, all of whom I came to love, too (and to this day they fill up significant sections of my comics collection). But as much as I adored Spidey, and felt kinship with "the strangest teens of all," it was the cosmic stories that fired my imagination.

In F.F. #62, a classic Lee & Kirby issue, the story centered around Reed Richards being trapped in the Negative Zone, while the rest of the team—together with the Inhumans—tried to figure out a way to get him back; it also featured the first appearance of Blastaar the Living Bomburst. Meanwhile, *Strange Tales* #178 introduced the world to Jim Starlin's brilliant recreation of Adam Warlock, turning him into one of the most interesting, morally challenging, and cosmically important heroes in the Marvel Universe.

Later, when I used allowance money to buy the book *Son of Origins of Marvel Comics*, I again found myself most captivated by the star-spanning characters. Sure, it was great to read the first adventures of Daredevil, Iron Man, and Nick Fury, but it was the pages featuring the Watcher and (even more) the Silver Surfer that nearly fell out of the spine because I turned them so often.

What was it that drew me to the cosmic heroes? If you'd asked me at the time, I don't think I'd have been able to say. But looking at it now, I think that it has to do with their perspective. Unlike other heroes, they saw the big picture. The Silver Surfer was forever trying to get humans to understand that we are all brothers and sisters on this "big blue marble." Warlock understood the fragile and brief nature of a lifespan, and the importance of not wasting the time given us. The Watcher saw the pivotal moments in even the most mundane life, but was duty-bound to only ever observe as we mere mortals struggled to recognize and make the most of them. And the Negative Zone represented the strange beauty and unlimited potential that lay hidden in the universe, just waiting for us to discover and explore it—if we had the wisdom and the nerve.

This book is filled with heroes who have that same sense of perspective, and villains whose schemes revolve around much bigger goals than the accumulation of mere wealth or worldly power. They see things on a grander scale. And, if you let them, they can lift your *Marvel Heroic Roleplaying* campaigns to the stars.

Stan!
Co-Designer of the *Marvel Super Heroes Adventure Game*

CONTENTS

Foreword III

OPERATIONS MANUAL

01 Introduction OM02
- Hero Datafiles OM04
- Dice OM06
- Plot Points OM10
- The Doom Pool OM14
- Stunts, Resources, and Push Dice . OM20
- Effects: Assets, Stress, and Complications OM22

02 Playing the Game OM30
- Action Scenes OM34
- Transition Scenes OM40

03 Taking Action OM44
- It's Clobberin' Time! OM46
- Heroism, Headaches, and Heartbreak OM56

04 Understanding Datafiles OM60
- Affiliations OM62
- Distinctions OM67
- Power Sets OM70
- Specialties OM96
- Milestones OM105
- Creating New Datafiles OM110

Understanding Events OM118
- Event Format OM120
- Modifying Events OM123
- Creating New Events OM124

Random Datafile Generator OM126
- Overview OM128
- Origins OM128
- Affiliations OM129
- Primary Power Set OM129
- Power Traits OM130
- SFX and Limits OM132
- Specialties OM133
- Distinctions, Milestones, and Finishing Touches OM134

EVENT: ANNIHILATION

- Preparing for the Event AN02
- Structure of the Event AN03
- Running a Universe-Spanning War AN04
- The Doom Pool AN05
- Starships, Planets, and Cosmic Beings: Scaling Way Up . AN06
- Rules Option: Timed Actions AN08
- Rules Option: Event Play Styles AN09
- Rules Option: Cosmic Power Sets .. AN11

Annihilation Sourcebook AN16
- A Brief History of the Cosmos AN18
- Kree Empire AN19
- Skrull Empire AN26
- Nova Corps AN32
- Shi'ar Empire AN36
- The Eternals AN42
- The Negative Zone AN48
- Annihilus AN54
- Galactus, The Devourer of Worlds AN70
- The Crunch AN78
- Other Cosmic Locations AN84
- Event Milestones AN98

Act One: First Contact AN100
- Scene Structure AN102
- Hooks AN103
- Doom Pool AN103
- Action: Escape from the Kyln AN104
- Action: The Destruction of Xandar AN106
- Action: Xandar Ruins AN108
- Action: The Battle for Aks'lo AN112
- Action: Godthab Omega Blues AN114
- Action: Wave Hits Godthab Omega AN117
- Transition: Into the Negative Zone AN118
- Action: Negative Zone Prison Break AN119
- Action: Evacuate Nycos Aristedes AN120
- Action: Battle Against Annihilus ... AN122
- Transition: Trapped on a Planet AN125
- Transition: Getting There from Here AN126
- Transition: Rag Tag Fleet Management AN127

Page numbers beginning with OM refer to the **Operations Manual**. Page numbers beginning with AN refer to the **Annihilation Event Book**.

Act Two: The Annihilation War ..AN128
Scene Structure AN130
Hooks AN131
Doom Pool AN131
Action: UX-73 Prison Planetoid AN132
Action: Ravenous Attacks AN134
Action: The Battle For Zaragz'na ... AN136
Action: Battle for Hala AN139
Action: The Fall of Galactus AN140
Action: The Mad Titan's Play AN141
Transition: Form the United Front AN142
Action: Refugees AN144
Action: Diplomatic Mission Critical! AN145
Action: Meanwhile, on Earth... ..... AN146
Transition: Acquire a Source of Cosmic Power AN148

Act Three: The United Front AN150
Scene Structure AN152
Hooks AN153
Doom Pool AN153
Action: Daedalus 5 ..... AN154
Transition: Lead the Kree AN156
Action: Defeat Thanos AN158
Action: Release Galactus AN160
Action: Defeat Tenebrous & Aegis AN162
Action: Defeat the Queens of Annihilus AN164
Action: Annihilus Reaches Earth ... AN168
Action: Galactic Détente? AN170
Action: Guerilla Strike AN172
Transition: Analyze Battle Plan AN173
Action: Root Out Insurrection AN174

HERO DATAFILES

Beta Ray Bill AN178
Blastaar AN180
Cerise AN182
Devos The Devastator AN184
Drax The Destroyer AN186
Firelord AN188
Gamora AN190
Gladiator AN192
Human Torch AN194
Invisible Woman AN196
Korath The Pursuer AN198
Lyja AN200
Mister Fantastic AN202
Moondragon AN204
Nebula AN206
Nova AN208
Paibok the Power Skrull AN210
Phyla-Vell AN212
Praxagora AN214
Quasar AN216
Ronan The Accuser AN218
Silver Surfer AN220
Spirit AN222
Stardust AN224
Starlord AN226
Stellaris AN228
Super-Skrull AN230
Tana Nile AN232
Terrax the Tamer AN234
Thing AN236

Glossary of Game Terms AN238

Datafile Index AN240

Annihilation Bibliography AN241

OM02 — 01 Introduction

OM30 — 02 Playing the Game

OM44 — 03 Taking Action

OM60 — 04 Understanding Datafiles

OM118 — 05 Understanding Events

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ANUAL

Before you start learning how to play **MARVEL HEROIC ROLEPLAYING**, you need an idea of what to expect. This part of the book is the **OPERATIONS MANUAL**, and it includes all of the game rules, divided into chapters. If you're a new player, we recommend reading the chapters in order.

01 INTRODUCTION

This chapter introduces all of the basic rules, from dice to actions to the doom pool to Plot Points.

02 PLAYING THE GAME

This chapter takes the top-down approach of how the game works, from the use of Events and Acts to the difference between an Action Scene and a Transition Scene.

03 TAKING ACTION

This chapter expands the rules to cover actions, reactions, super heroic battles, and emotionally charged conflict.

04 UNDERSTANDING DATAFILES

This chapter defines heroic characters and all of the many amazing things they can do, including Power Sets and Specialties.

05 UNDERSTANDING EVENTS

This chapter defines what Events are, how the heroes interact with them, and how to prepare them in advance.

01 INTRODUCTION

Face front, True Believers! In this game you play super heroes in the Marvel Universe, like the Avengers, Fantastic Four, or the X-Men.

As a **player**, it's your job to make decisions for your super hero, using your knowledge of his motivation and personality as a guide to how he uses his amazing powers and abilities. Players are like comic book writers and artists—they bring these super heroes to life, making the big and small choices for them, and that's what you'll do at the game table.

One player has a special job—the **Watcher**, after the enigmatic figure of the same name who observes the many timelines of the Marvel Universe and interferes from time to time at the behest of fate. This player is responsible for maintaining the coherent universe around the super heroes. The Watcher needs to know the rules well enough to determine the outcomes of the heroes' decisions, to present those consequences to the players, and to move things along at a good pace. Often this means playing the part of super villains, helpful allies, and innocent bystanders.

In a roleplaying game, your fate lies with the whims of the dice and the Watcher, but your choices lead the charge. At every decision point, the direction of the story changes. Everyone shares their ideas, describes what their heroes (or villains!) are doing, and reveals an ongoing story. You might even describe what you're imagining in terms of panels and pages in a comic book—establishing shots, splash pages, extreme close ups, huge sound effects. At the heart of this game is you, working with the other players and the Watcher to be awesome. When you've had a hard day of school or work, or you're frustrated with your neighbor or the news, it's fun to get in character, ham it up a little with your friends, and play a Marvel super hero!

HERO DATAFILES

On your hero's **datafile** you'll find everything you need to know about your hero and the **traits**—powers, significant backgrounds, abilities, and so on—that you can use in the game. A datafile is the game equivalent of an entry in the *Official Handbook of the Marvel Universe* or the Marvel.com Wiki. We've provided Captain America's datafile here to serve as an example.

Affiliations

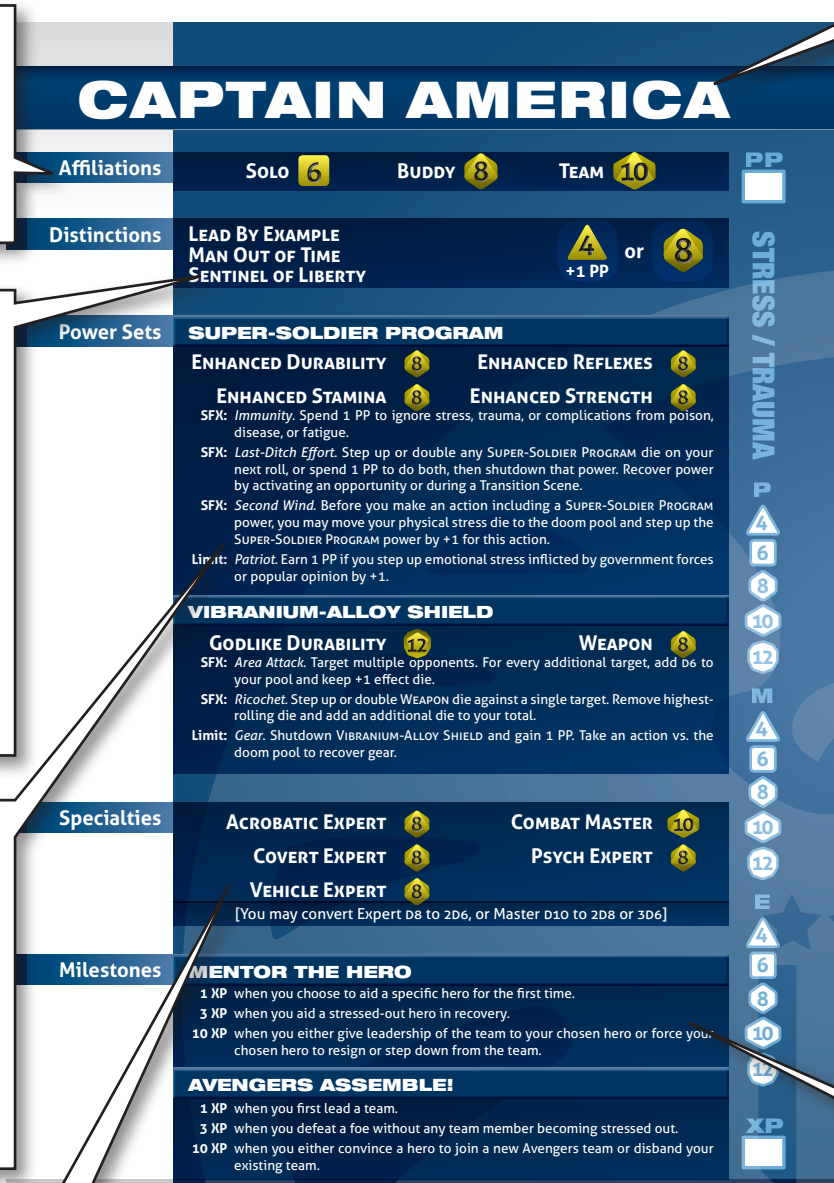
The three **Affiliations** reflect how well the hero acts when SOLO, with a BUDDY, or as part of a TEAM. Cap functions at his best when he's with a Team. See page OM62 for more on Affiliations.

Distinctions

Most heroes have three **Distinctions**; these are typically defining backgrounds, personality traits, or catchphrases that summarize important facets of the hero's outlook and approach to life. Whenever his ability to LEAD BY EXAMPLE, his background as a MAN OUT OF TIME, or his identity as the so-called SENTINEL OF LIBERTY may help or hinder Cap, his Distinctions can come into play. See page AN06 for more on Distinctions.

Power Sets

Most heroes have at least one **Power Set**—many have two—which is a package of amazing powers and special effects (SFX). Every Power Set has at least one Limit. Cap has two Power Sets, one for the benefits of Dr. Erskine's Super-Soldier Program and another for his iconic shield. For more on Power Sets, see page OM70.



CAPTAIN AMERICA

Affiliations: SOLO 6 | BUDDY 8 | TEAM 10

Distinctions: LEAD BY EXAMPLE; MAN OUT OF TIME; SENTINEL OF LIBERTY — 4 (+1 PP) or 8

Power Sets

SUPER-SOLDIER PROGRAM

ENHANCED DURABILITY 8 | ENHANCED REFLEXES 8 | ENHANCED STAMINA 8 | ENHANCED STRENGTH 8

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from poison, disease, or fatigue.

SFX: *Last-Ditch Effort.* Step up or double any SUPER-SOLDIER PROGRAM die on your next roll, or spend 1 PP to do both, then shutdown that power. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Second Wind.* Before you make an action including a SUPER-SOLDIER PROGRAM power, you may move your physical stress die to the doom pool and step up the SUPER-SOLDIER PROGRAM power by +1 for this action.

Limit: *Patriot.* Earn 1 PP if you step up emotional stress inflicted by government forces or popular opinion by +1.

VIBRANIUM-ALLOY SHIELD

GODLIKE DURABILITY 12 | WEAPON 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Ricochet.* Step up or double WEAPON die against a single target. Remove highest-rolling die and add an additional die to your total.

Limit: *Gear.* Shutdown VIBRANIUM-ALLOY SHIELD and gain 1 PP. Take an action vs. the doom pool to recover gear.

Specialties

ACROBATIC EXPERT 8 | COMBAT MASTER 10 | COVERT EXPERT 8 | PSYCH EXPERT 8 | VEHICLE EXPERT 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

MENTOR THE HERO

1 XP when you choose to aid a specific hero for the first time.
3 XP when you aid a stressed-out hero in recovery.
10 XP when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

AVENGERS ASSEMBLE!

1 XP when you first lead a team.
3 XP when you defeat a foe without any team member becoming stressed out.
10 XP when you either convince a hero to join a new Avengers team or disband your existing team.

PP

STRESS / TRAUMA P 4 6 8 10 12 M 4 6 8 10 12 E 4 6 8 10 12

XP

Specialties

Specialties represent the skills, contacts, knowledge, and training that each hero has beyond the level of an average person. Each Specialty is rated at either Expert or Master. Master Specialties are somewhat rare, but Expert Specialties are quite common among super heroes. Cap's an Expert at such things as acrobatic leaps, acting covertly, interacting with people, and piloting vehicles, but he's a Master at many forms of martial arts and weapons. For more on Specialties, see page OM96.

Name

This is the hero's costumed identity or heroic name—in this case, Captain America.

ID

This is the hero's real name—or at least the name he uses when he's not in costume—and whether his identity is kept secret or publicly known. Sometimes it's the same as his hero name. Cap's real name is Steve Rogers, and it's not a secret.

Steve Rogers [public]

History

Born in the early 20th Century in New York City to poor Irish parents, Steve Rogers grew up sickly. Despite his heartfelt desire to aid his country in its struggle against the Axis powers, his frailties disqualified him from active military service. However, his unyielding determination and moral character resulted in his being chosen for the top-secret Operation: Rebirth project. Dr. Abraham Erskine's Super-Soldier process transformed Rogers into a peerless physical specimen—a success that would never be reproduced thereafter, due to Erskine's subsequent murder at the hands of a Nazi spy. Trained and equipped as a spy-busting propaganda asset to counterbalance Germany's Red Skull, Rogers became Captain America. Accompanied by his partner Bucky Barnes, Captain America fought alongside the Sub-Mariner and the original Human Torch as a member of the Invaders.

While trying to stop a rocket weapon of Baron Zemo's, Barnes apparently died and Rogers was lost to the icy waters of the North Atlantic. The Super-Soldier formula put Rogers into a state of suspended animation, while the world thought him dead for decades. Eventually discovered and revived by the Avengers in more recent times, Captain America has had to adapt to a world half a century different than the one that shaped him.

Personality

Captain America is the moral measure against whom most other heroes compare themselves. He is the hero's hero—fearless, selfless, noble, and unyielding. Rogers lives the ideals he represents—they aren't simply a code he espouses and works to uphold. Equality and fairness, justice and liberty for all—these are fundamental to Cap's basic character, not just words, and his every action demonstrates this.

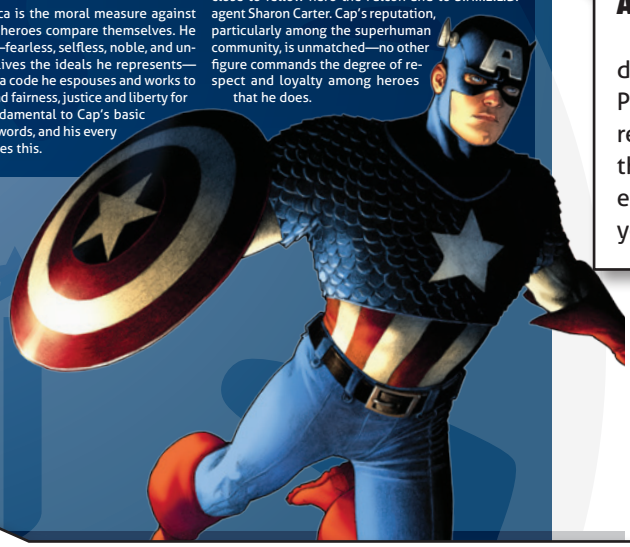
Abilities & Resources

Operation: Rebirth transformed Rogers into the pinnacle of physical perfection. Captain America's body operates at the maximum of human physical potential, giving him levels of strength, endurance, and agility that would shame world-class athletes. His body also makes him effectively im[illegible] poison, disease, and fati[illegible]

[illegible] aspects of military and tactical skill, and his close-quarter combat skills combine with his physical abilities to make him one of the single best hand-to-hand fighters alive. Rogers possesses extensive battlefield experience and years working in the intelligence community, and he is a natural leader with virtually unmatched powers of inspiration.

Captain America wears a scale-mail uniform of sophisticated anti-ballistic materials and carries a circular shield. This shield is one-of-kind[illegible] cidental alloying of steel and Vibranium[illegible] ally indestructible and known to d[illegible]netic energy impact entirely. In addition to using it defensively, Rogers has master[illegible]se as a throwing weapon.

Steve R[illegible]s a "champion level" S.H.I.E.L.D. agent[illegible] effectively unlimited security clearance and access to S.H.I.E.L.D. facilities, equipment, and personnel surpassed only by Director Nick Fury. He uses customized vehicles such as a high-tech van and a heavily modified motorcycle, both gifts from the Black Panther's people. Rogers is particularly close to fellow hero the Falcon and to S.H.I.E.L.D. agent Sharon Carter. Cap's reputation, particularly among the superhuman community, is unmatched—no other figure commands the degree of respect and loyalty among heroes that he does.



History

This is a short summary of the hero's history in the Marvel Universe, in case you need a refresher.

Personality

This gives you a brief overview of the hero's hopes, dreams, quirks, and flaws.

Abilities & Resources

This goes into a little more detail about what your hero's Power Sets, Specialties, and other resources represent. Armed with this information, you're better equipped to try stunts or describe your actions to the other players.

Milestones

Every hero confronts meaningful choices, some greater than others. A hero's **Milestones** provide a guide to the sorts of decisions the hero should make or seek out during play; in return, the player gains Experience Points (XP) to unlock datafile updates, gain new traits and resources, or trigger interesting developments in the story. Cap's Milestones deal with the decision to take another hero under his wing and the question of whether or not to reassemble the Avengers. See page OM105 for more on Milestones.

HERE'S WHAT YOU NEED TO PLAY THE GAME:

- This OPERATIONS MANUAL
- A MARVEL HEROIC ROLEPLAYING Event or prepared notes for the Watcher
- Hero datafiles for all the players
- A pile of game dice: four-sided, six-sided, eight-sided, ten-sided, and twelve-sided. You'll want to have at least a set for each player and two or three sets for the Watcher, which lets you share dice around when you need to.
- Poker chips, glass beads, coins, or other tokens to represent Plot Points
- A different kind of token, playing card, action figure, or index card to show when you've taken your action
- Pencils, scratch paper, index cards, or other tools to take notes (like a tablet PC or whiteboard)
- Some place to sit or gather where you can roll the dice out in the open

IT'S A GOOD IDEA TO HAVE THE FOLLOWING:

- Cheat sheets for the Watcher and players (downloaded from www.margaretweis.com)
- Snacks and beverages
- Extra copies of the **OPERATIONS MANUAL**
- More sets of dice

DICE

This game uses **four-sided, six-sided, eight-sided, ten-sided,** and **twelve-sided dice**. To make things easier, these dice are abbreviated like this: D4, D6, D8, D10, D12. When there are several dice of the same type, the multiplier goes before the D so it looks like this: 2D6, 3D10. Dice are used to rate a character's **traits**: smaller sized dice represent traits that often attract trouble or complication; larger dice represent traits that usually assure success and time in the spotlight. Traits of any kind are indicated in the text with small capitals like this: TRAIT D6.

The difference in size between a D4 and D6 is called a **step**. The difference between a D4 and a D8 is two steps, and so on. **Stepping up** a die means you switch it out for a die with more sides. **Stepping back** a die is the opposite. Stepping back a D4 **removes** the die altogether. You can't step dice up beyond D12—usually the rules tell you something else happens (such as a hero being stressed out by taking more than D12 stress); otherwise you should step up the next highest die on hand (such as in a dice pool).

WHEN TO ROLL THE DICE

When you roll the dice, the Watcher or another player rolls their dice in response to see how things work out. Any time there's a meaningful choice to make, you can bring out the dice. Not every situation needs you to "roll the bones," however. Use the following lists as a guide for when dice are appropriate.

Roll the dice when...

- You're not sure if your hero will succeed or fail.
- You want to try something that's bold, challenging, or dangerous.
- You want to oppose, challenge, or thwart another character.
- You want to show off your hero's super-powers or cool abilities.

Don't roll the dice when...

- The outcome isn't an interesting part of the story.
- There's no risk, challenge, or threat involved.
- The only outcome of either success or failure is that nothing happens.
- There's nothing or nobody to stop your hero from doing something.
- The situation is outside your hero's ability to change.

What if the Watcher says that a situation doesn't need dice, but you want to make a big deal out of it anyway? This is your call as a player; make a case for why you want to raise the stakes and what the potential outcomes might be. If this happens, though, you have to deal with whatever consequences the dice have in store!

THE DICE POOL

Whenever you want your hero to do something for which the outcome isn't certain, the first thing you do is state clearly to the Watcher and the other players what your hero is trying to do. Then, assemble a collection of dice from various traits on your hero's datafile that support or help your hero achieve that goal. This is your **dice pool**.

Once you've added dice to the pool, it no longer matters where they came from; you don't need to keep track of which dice came from Power Sets, for instance.

ROLLING THE DICE

Roll your dice, right out there in the open, and leave them on the table for the time being. It may be helpful to arrange them in order from highest-rolling die to lowest. Set aside all of the dice that come up 1 for now. You won't use them in the next two steps.

If you don't have enough dice on hand to roll your entire pool at once, make a note on scratch paper before rerolling, or borrow from the other players. Be sure to note die type as well as the number rolled. Sometimes the dice pool can get to be a real handful. Be prepared!

I have a pool of seven dice that includes:

I roll the dice and get the following:

That's a lot of threes! I set aside the D8 and D6 that rolled 1 for now.

HERE'S A LIST OF TRAITS YOU CAN ADD TO YOUR DICE POOL:

- One Affiliation die
- One Distinction, either as a D8 or a D4
- One power from each of your Power Sets
- One Specialty
- One each of your opposition's stress or complication dice, if any
- One asset, if any
- One push die, stunt, or resource, if any

Choose any two dice that rolled higher than 1 to add together for your **total**. Your total is a measure of how much effort your hero has managed to put forward, so usually the higher the total, the better.

I'm going to take the 4 on the D10 and the 3 on one of the D8s and add them together for a total of 7.

TOTAL: **7**

You can use Plot Points to add more dice to the total. Each extra die costs 1 PP. You have to spend it now—you can't go back and add more to your total later. There are a lot of things to spend PP on, so make sure you won't want to spend it on something else later. After you set aside the dice that come up 1, if you're left with only one die, use that for your total. If you have no dice left, your total is zero.

Plot Points p. OM10

I've got a Plot Point, so I spend that to add in the 3 from the D4, for a final total of 10.

TOTAL: **10**

Next, choose one of your remaining dice to be your **effect die**. This is a measure of how well your efforts have paid off. It might reflect the force of your blow, the helpfulness of your support, or the resistance of your defenses. You can choose any of your dice that didn't come up 1 and that you're not using for your total. You might settle for a smaller total in order to make a larger effect die available. Don't worry about the number result on the die; with effect dice it's just the type of die that matters.

KEEPING TRACK OF DICE

In some games, the person who runs the game rolls the dice in secret—but there are no secrets in the Bullpen. Roll those bones in full view, Watchers!

Dice typically end up all over the table, so you might want to make a note on a sticky memo or scratch paper for a die that's going to hang around longer than a couple minutes of play. If you have plenty of dice, you can set them aside as a physical reminder.

You can use Plot Points to keep additional dice as effect dice. Each extra die costs 1 PP. Having multiple effect dice means you're able to demonstrate your effort in more than one way, such as taking out two thugs at the same time. If for some reason you have no dice left, you can always fall back to a D4 effect die. It's not great, but it's better than nothing.

I have a D8 and a D6 left, so I choose to take the D8 and use it for my effect die. If I hadn't spent my PP on including a third die in my total, I could have spent it here to keep the D6 as well.

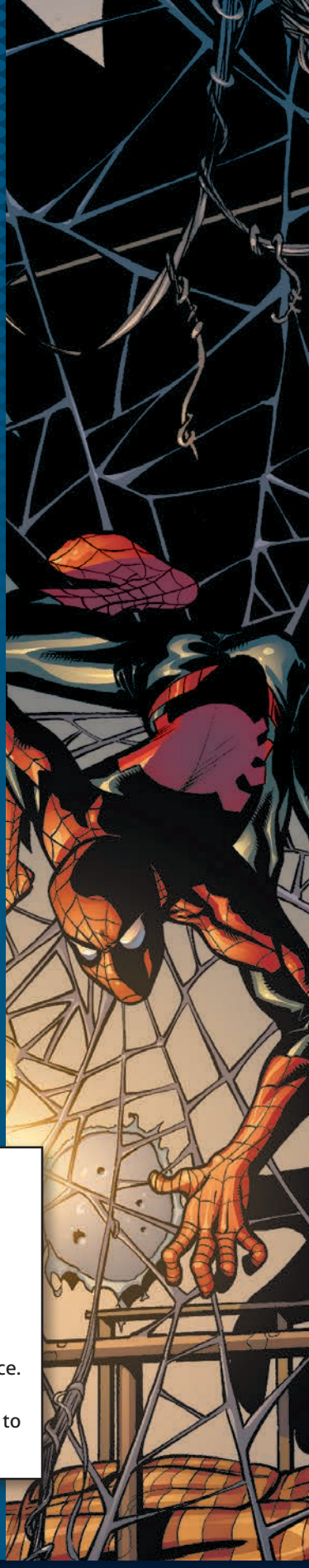
Any die that comes up a 1 is called an **opportunity**. It can't be used for the total or as an effect die; instead, the Watcher may use it to add dice to the **doom pool**, making the situation more challenging. If the Watcher rolls an opportunity, the players may use it to trigger certain **special effects (SFX)** on their Power Sets as well as some other things.

I rolled two ones, so that's two opportunities the Watcher may exploit. I can't add them into my total or use them as effect dice.

Doom Pool
p. OM14

SFX
p. OM88

Activating Watcher's Opportunities
p. OM12



ROLLING DICE SUMMARY

Here's a quick summary of how to roll dice.

1. Declare what your intent is before picking up dice.
2. Add dice to your pool from appropriate traits.
3. Roll dice and set aside any opportunities (dice that came up 1).
4. Add together two dice for your total. Spend PP to add more.
5. Choose one die for your effect. Spend PP to choose additional effect dice.
6. Declare total, effect die, and opportunities.
7. The Watcher or another player rolls dice in opposition. Compare totals to see which side wins.

Doom Pool p. OM14

PLOT POINTS

PP

Plot Points (**PP**) are the currency of play. You earn them by investing in the story or taking risks, and you spend them to enhance your hero's actions, activate opportunities rolled by the Watcher, and more. **You start the game with 1 PP for your hero.** If you're the Watcher, you have an unlimited supply of PP to hand out, but your own supporting characters draw on the doom pool, not Plot Points. You can use poker chips, glass beads, or coins to represent PP at the table. Make a big pile of these on the table near the Watcher. PP constantly flow around the table, among the players and the Watcher. Don't be afraid to spend them!

Before you roll, Plot Points may be spent to...

- Push your dice pool with a D6.
- Add in an extra trait from a trait group (i.e., two powers from a Power Set, or two Distinctions).
- Add a stunt die for your Power Set or Specialty.
- Activate certain special effects (SFX) in a Power Set.

After You Roll, Plot Points may be spent to...

- Add an extra die from your roll to your total.
- Keep an extra effect die.
- Activate an opportunity rolled by the Watcher.
- Activate certain special effects (SFX) in a Power Set.
- Use an effect die from a reaction roll.
- Change stress you've taken to another type.

During a Transition Scene, Plot Points may be spent to...

- Add a resource die linked to a Specialty.

Plot Points may be earned when you...

- Use a Distinction negatively.
- Activate a Limit on a Power Set.
- Have an opportunity on your dice activated by the Watcher or another player to add to the doom pool.

SPENDING PLOT POINTS

Spending PP is always voluntary. You're never required to spend them, but the game depends on the flow of PP to keep things alive and exciting. When you spend PP, you usually drop the token that represents it—glass bead, poker chip, or coin, for instance—back into the communal pile in front of the Watcher. On some occasions, you pass the PP over to another player.

The Basic D6 Push

The least interesting—and least efficient—thing you can spend your PP on is to **push your dice pool with a D6** before you roll the dice. You can always fall back on this option if you can't think of any stunts to describe or you're out of ideas, or if your datafile doesn't have enough traits to represent the thing your hero is doing. Used in this way, the PP represents a moment of luck, some minor edge or extra effort on your hero's part to get things done. You don't have to explain it; you can just spend the PP and add the die and go.

If you create a push die when the Watcher gives you an opportunity (rolls one or more 1s), the push die is a D8, not a D6.

Add Extra Traits

Perhaps you have more than one power in a Power Set that seems appropriate, or more than one Specialty that could apply. Although you get one of these for free, **adding an extra trait to your dice pool** from each of these groups costs 1 PP. This is most useful when you have more than one rated at D10 or D12, and really not so useful when you have a D4 or D6.

Add a Stunt Die

If you can come up with a way to connect it to your Power Sets or Specialties, you can **add a D8 stunt die to your dice pool** instead of the default push D6. If you create a stunt die when the Watcher gives you an opportunity (rolls a 1 on the dice), the stunt die starts out as D10, not D8. For more on stunts, see page OM20.

Activate Special Effects

In some cases, you'll need to spend a PP to **activate SFX attached to Power Sets**.

SFX
p. OM88

Add An Extra Die To Your Total

When your dice all came up with low numbers or you're really trying to get a higher total than just two dice can offer, you can spend 1 PP to **add an extra die to your total**. You have to do this before you declare your total or choose your effect die. If you don't have extra dice to add in, this isn't an option. You can't use this to add in any dice that came up 1.

Keep An Extra Effect Die

You can spend 1 PP to **keep an additional effect die**. It doesn't combine with or add to the first one; you have to use it on something else. Do this when you describe a cool action you want your hero to take that actually ends up having multiple effects. You could compare it to those panel sequences in comics where the hero takes down one crook, then another, boom boom boom. For multiple effects you need multiple effect dice. You can use effect dice to create assets and complications as well as inflict stress, so think of it as a kind of combo—for instance, you might inflict some stress and hand an asset over to your buddy so he can follow through with his own attack.

Activate the Watcher's Opportunity

If a 1 comes up on any of the Watcher's dice, you can spend 1 PP to **activate the opportunity.**

- You can give yourself either a D8 push die for your dice pool or a stunt at D10. In other words, spending the PP when the Watcher rolls a 1 lets you create either the push D6 or the stunt D8 for your next roll and then immediately step it up by one. You can either use this on a reaction (if the Watcher gave you the opportunities on an action) or save it for your next action. If you're saving it, write a note as a reminder.
- You may use this to step up an asset you've just created with an effect die, or to create a resource during an Action Scene.
- Instead of creating a die, you can use the activated opportunity as a trigger for some SFX or Limits.

Stunts p. OM20

Assets p. OM22

Resources p. OM20

Limits p. OM92

Use an Effect Die From a Reaction Roll

Normally, if you're making a reaction roll against the Watcher's action roll and you get a higher total than the action total, you've just stopped the opposition from doing what they wanted to (the action fails) but that's it. By spending a PP, you can also use your effect die to create an effect—stress, a complication, or an asset. See page AN09 for more on reaction rolls.

Change Stress You've Taken to Another Type

Many conflicts result in stress, which may be inflicted as physical, mental, or emotional. If you spend 1 PP, you can **change the type of stress** you've just taken into another type. This may keep you from getting stressed out, but it doesn't keep you from actually taking stress. For more on stress, see page OM23.

Add a Resource Die

During a Transition Scene, you can spend a PP to **add a resource die** connected to one of your Specialties. A resource is a temporary trait that represents a professional contact, a piece of equipment, or some kind of useful knowledge. Your resources start at D6 if you're an Expert and at D8 if you're a Master. The resource lasts until the end of the next Action Scene, which means you can use it more than once. If the Watcher gives you an opportunity (rolls 1 on the dice), you can create the resource during an Action Scene rather than waiting until after the action is over. For more on resources, see page OM20.

EARNING PLOT POINTS

If you don't earn more PP through play, you won't be nearly as astonishing, spectacular, or amazing. You start every game session with at least 1 PP, and there's no limit to how many you can earn during the game. Here's a list of where they come from.

Use a Distinction at D4

Your hero's Distinctions are defining qualities that draw from his background, personality, and famous catchphrases. When you add a Distinction to your dice pool, you get to choose whether it's a D8 (and therefore the Distinction represents something that's helpful or positive) or a D4 (and therefore it's a negative or complicating thing). Everyone at the game table may chime in and suggest one or the other, but it's your decision. **If you go with a D4, you earn 1 PP** from the communal pool in front of the Watcher. For more on Distinctions, see page AN06.

Activate a Limit on your Power Set

Most Power Sets have Limits attached to them—you can earn PP by shutting down or otherwise affecting your powers. **You may activate these yourself, or the Watcher may activate them**. If you do it yourself, you earn 1 PP. If the Watcher activates one of your Limits, it costs a die from the doom pool, but you don't get any PP. You get first refusal on this if you're the player—the Watcher may decide to spend doom pool dice, but only after giving you the chance to earn PP first.

The Watcher Activates an Opportunity

If you roll a 1 on any dice, **the Watcher may hand over a PP to activate the opportunity** and add a die to the doom pool. If you have multiple opportunities showing, the Watcher can use your extra opportunities to step up a single die going into the doom pool without giving you another PP—with two opportunities, a D6 can become a D8 and you only receive 1 PP. If the Watcher chooses to add multiple dice, you get a PP for each die that goes into the doom pool—those two opportunities could be 2D6 for the cost of two PP. We'll talk about the doom pool in the next section.

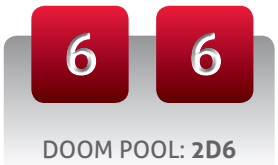
Limits
p. OM92

Doom
Pool
p. OM14

THE DOOM POOL

The **doom pool** is the Watcher's resource for adding to the heroes' opposition and, at the end of an Act, populating the Event with additional threats, challenges, and situations. Dice in the doom pool are called **doom dice**. By default, the Watcher starts each Act with 2D6 in the doom pool, although some Acts may begin with larger or more dice (see Starting Doom Pool).

I'm the Watcher and the players have chosen to play X-Men: Cyclops, Emma Frost, Beast, and Kitty Pryde. They're up against Hellfire Guards, masked thugs employed by the Inner Circle of the Hellfire Club. My doom pool starts at 2D6, as this isn't a high stakes or catastrophic Act and it won't be taking place at the global or cosmic scale.



Acts, Scenes, Events p. OM32

STARTING DOOM POOL

Act Type	Doom Pool
Standard	2D6
High Stakes	XD8
Catastrophic	XD10
Global Scale	3DX
Cosmic Scale	4DX

Note: The X in each case is the default, so if you have an Act that's both Cosmic Scale (4DX) and has Catastrophic Stakes (XD10), it's a 4D10 doom pool to start with.

BUILDING UP THE DOOM POOL

The doom pool grows as the session progresses, because a D6 is added to the doom pool whenever the Watcher activates an opportunity by handing a player a Plot Point. If multiple opportunities arise on the same roll, then the Watcher can step up the die by 1 for each additional opportunity. This doesn't cost extra PP. If the Watcher wants to instead add multiple dice to the doom pool, each additional die costs another PP.

Instead of adding a new D6 to the doom pool, the Watcher may step up the lowest die in the pool by 1. This gives the Watcher a means of making some of the doom dice larger without waiting for the players to roll multiple opportunities.

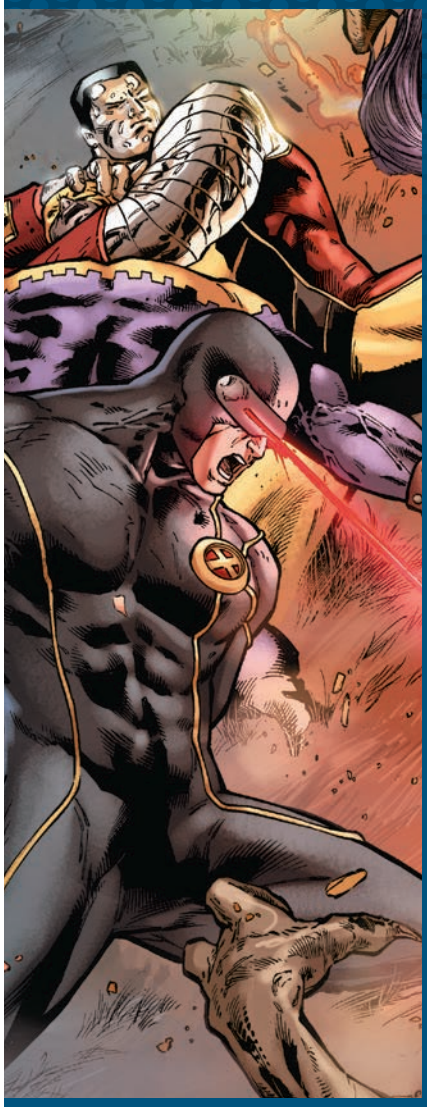
When adding dice to the doom pool, the Watcher can narrate something related to the action that was just taken—something that explains why the stakes are rising or the threat of imminent doom is increasing.

Cyclops' player rolls three 1s on his dice in a battle with the Hellfire Guards. As the Watcher, I could choose to hand over three Plot Points and add 3D6 to the doom pool, or two Plot Points for a D8 and a D6, or one Plot Point for a D10. I decide to go with the D8 and D6. Because Cyclops was using his optic blast against the Hellfire Guards, I decide that he's causing some incidental collateral damage and scaring the innocent bystanders. Now my doom pool stands at 3D6 and D8.

DOOM POOL: **3D6 + D8**

The Watcher may add to the doom pool directly by spending effect dice from a villain's action, rather than inflicting stress or creating a complication. This represents the villain causing general chaos and mayhem, threatening innocent bystanders, or grandstanding. It might not directly harm the heroes, but it makes things difficult for them later.

The doom pool also grows as a result of player actions. Some hero datafiles have Power Sets that include SFX tied to the doom pool, for example.



SFX
p. OM88

BEFORE THE ROLL, YOU CAN SPEND DOOM DICE TO...

- Add a doom die to a dice pool.
- Activate certain villain SFX.

AFTER THE ROLL, YOU CAN SPEND DOOM DICE TO...

- Add an extra die from the roll to the total (doom die size or smaller).
- Keep an extra effect die from your roll when attacking multiple targets (doom die size or smaller).
- Use an effect die from a reaction roll.
- Activate certain villain SFX.

DURING A SCENE, YOU CAN SPEND DOOM DICE TO...

- Create a new Scene Distinction (D8 or larger).
- Interrupt the action order with a Watcher character.
- Split a hero off from the rest of the situation (re-adjusting the Solo/Buddy/Team dynamic).
- Activate Scene or Event effects.
- Spend 2D12 to end the Scene immediately.

USING THE DOOM POOL

During the game, as the Watcher you may use dice from the doom pool in much the same way as players use their PP. Each use "costs" the die used to trigger it; remove the die from the doom pool unless otherwise specified. In some cases, the size of the dice in the doom pool limits what you can do with them.

Add a Die to a Dice Pool

You can spend a doom die and **add it directly to a dice pool** before you roll the dice. This can be for any action or reaction being performed by your Watcher characters. You're just moving the die from the doom pool to your dice pool for that action or reaction. To move it back to the doom pool after you've used it like this, you have to hand over 1 PP to the player or players the action or reaction targeted. Otherwise the die just goes away.

Activate Villain Special Effects

Many villains have Power Sets, and the SFX listed with those Power Sets often use the doom pool where a hero's SFX would use PP. Any sized doom die may be spent to **activate these SFX**, unless otherwise specified.

Add an Extra Die to the Total

You can **add more dice to the total**. To do this, you need to spend a doom die of the same size or larger than the die you want to add. Adding a D8 to the total would require spending a D8, D10, or D12 from the doom pool.

Add an Extra Effect Die

You can **keep an additional effect die** from your roll. To do this, you need to spend a doom die of the same size or larger than the die you want to keep. Keeping a D8 effect die would require spending a D8, D10, or D12 from the doom pool.

As the Watcher, it's my turn to make an attack on behalf of one of the two Hellfire Guards, but they're just a minor threat: Standard Hellfire Guard D6 (Solo D4, Buddy D6, Team D8), Energy Blasters D6. Right now my dice pool is 3D6 (D6 from Buddy, D6 from Standard Hellfire Guard, and D6 from Energy Blasters). I decide to spend the D8 out of my doom pool to make the Guard's dice pool 3D6 + D8.

Once I roll the dice, I could spend one of the remaining six-siders in the doom pool to add a third die to my total, or maybe keep a second effect die, but only if the die I added or kept was a D6.

Use an Effect Die from a Reaction Total

Just as players may use PP to use an effect die from a reaction roll, you as Watcher can spend a D6 or larger out of the doom pool and do the same. Describe how the defending character capitalizes on the opening the hero made for him, either as a clever riposte or a distraction. For more on effect dice, see page AN11.

Create a New Scene Distinction

You can spend a doom die to **create a new Distinction** directly in the Scene. Scene distinctions require a D8 or larger from the doom pool. These must be entirely situation or location-based, like BURNING HALLWAY or PANICKED CROWD. These primarily exist to oppose the heroes in your opposition pool or be used by the villains as D8s, although creative players may find ways to use these Distinctions for their heroes (notably as D4s to gain Plot Points). As Watcher, if you choose to use a Scene Distinction as a D4, you may step up the smallest die in the doom pool by 1 step. See page AN138 for more on Scene Distinctions.

Interrupt the Action Order with a Watcher Character

In any Action Scene, the order in which the characters—heroes, villains, and others—act is fluid and passes from player to player, and occasionally to you as Watcher. If you want to **interrupt the action order** and have one of your characters, such as a villain or an angry mob of thugs, act before the next hero, you need to spend a doom die. The default spend is a D6, although heroes with ENHANCED, SUPERHUMAN, or GODLIKE REFLEXES (or SENSES, in some cases) require you to spend a larger die (D8, D10, or D12, respectively). If your character has REFLEXES or SENSES of his own, it can offset this greater cost. For more on action order see page AN218.

Split Up the Heroes

You can spend doom dice to **split up the heroes and separate them from each other**, or perhaps to bring them together if they're already apart.

Spend a doom die equal to or larger than the highest Affiliation die currently being used by the heroes. A hero with TEAM D8 who is currently in a team situation may be split off from that team by spending a D8, D10, or D12 from the doom pool. Similarly, a hero with SOLO D8 can be brought into a BUDDY or TEAM situation by spending a D8, D10, or D12.

This reflects some environmental shift or incident that precipitates the separation or reunion which the Watcher needs to describe, like "The floor collapses under Cyclops and he drops out of sight!" or "The wall slides away, revealing your teammates!" Then it's up to the players to steer the story toward bringing the team back together—or apart, if that's their preference.

Activate Scene or Event Effects

Sometimes, a Scene or Event has **effects that are activated** by spending from the doom pool. These are essentially additional "spend a doom die to..." options added to the generic list provided in this section. These can include bringing in more bad guys, triggering some kind of time-sensitive incident, or introducing a major villain or supporting character. The list of effects specifies the cost from the doom pool for activating these effects.

End the Scene

As the Watcher, you have the power to **end a Scene before the normal goals, requirements, or achievements have been met** by spending 2D12 from the doom pool. This is useful in a big pitched battle, which can drag out for a long time when the two sides are evenly matched or there are a lot of characters involved. This rule gives you a helpful pacing mechanic for these larger Action Scenes. Usually, the use of the doom pool to end the Scene means cutting away to a later point in the story, with the outcome being narrated by the Watcher with input from the players.

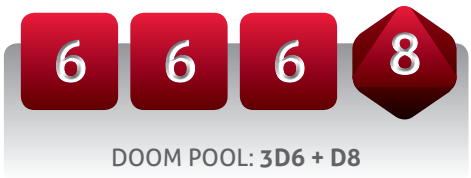
Action Scenes p. OM34

Actions
and
Reactions
p. OM47

THE DOOM POOL AS OPPOSITION

The doom pool stands in as the opposition dice pool for anything the heroes want to try that's important enough to break out the dice but for which no opposing characters are present. Natural forces, sheer luck, that growing sense of dramatic tension—the doom pool acts as a generic pool of opposition when the situation demands it. The Watcher rolls the entire pool of dice and takes two dice for the total, just like any other action or reaction, with a third die as effect. If there are other traits in the Scene that might add to this pool, like inanimate objects, they can be included as well. It may be helpful to use a different colored die for these extra traits to distinguish them from doom dice.

I'm the Watcher, and Beast is flying the X-Men Blackbird above the battle with the Hellfire Guards. His player says he'd like to launch missiles at the Guards' armored personnel carrier, hoping to destroy it. I have the Hellfire APC listed with a REINFORCED HULL D8, but there's no driver right now and it's just sitting there. Right now my doom pool stands at:



DOOM POOL: **3D6 + D8**

I could choose to have Beast's attack just go off without a hitch, but I like the idea that the missiles could cause some collateral damage. After Beast's player rolls his dice, I pick up the doom pool and add the REINFORCED HULL die to it, for a total of 3D6 + 2D8.

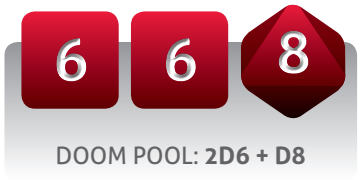
Using the doom pool as the Watcher's dice pool for these situations doesn't cost any dice out of the doom pool. However, the Watcher can spend dice from the doom pool after rolling to keep more dice as effects, include more dice in the total, and so forth. If this happens, simply remove any die that is to be kept or added into the total from the doom pool after the action or reaction is resolved, rather than spending another doom die to do it. Be sure not to "spend" a die from the roll that didn't originally come from the doom pool, such as a trait in the Scene. If you use different colored dice for these extra traits, it's easier to tell them apart.

Beast's player got a total of 15 and an effect die of D8 for his missile attack on the Hellfire Guards' APC. Now it's my turn to roll the reaction, using the doom pool and the vehicle's REINFORCED HULL D8 die (which is a different color than my other doom dice). I get:

Setting aside that 1, it leaves me with a maximum possible total on two dice of 14 (the D8, and either of the two dice that rolled 6).

I decide to spend the D6 that rolled 5 to add it into the total, giving me 19. I choose to use the D6 rather than the second D8 for my total so the D8 can stay in the doom pool.

The APC repels the Beast's attack, but at the cost of a D6 from my doom pool.



THE DOOM POOL AND EXPERIENCE POINTS (XP)

Players earn XP by pursuing their Milestones and engaging with the story, but they can also pick up additional XP when you use the doom pool at its fullest.

As the Watcher, every time you spend a D12 doom die from the doom pool, all affected heroes gain 1 XP. If a hero is the target of the doom die because of its use in a die roll, or if the doom die has altered or changed a Scene they're in, they get the XP. If they're not in the Scene and the doom die is spent on something that has nothing to do with them, there's no bonus.

Note that with the End the Scene function of the doom pool, which costs 2D12, that's a 2 XP award to every hero in the Scene.

STUNTS, RESOURCES, AND PUSH DICE

Super hero action is dynamic and exciting, and the game supports this through the use of **stunts, resources**, and **push dice**. These player-created traits increase the chance of success and make Action Scenes more exciting. Heroes can use them to develop spectacular fighting combos or work together as a team. They each add to a dice pool before the dice are rolled, much like any other trait, and they cost Plot Points to create.

Assets also add to a die pool, but they're created through effect dice as a result of actions. So, you might spend a PP to create a stunt to add to a dice pool in order to roll an action that creates an asset that can be added to a subsequent roll. For more on assets see page OM22.

THE PUSH

Any player can add a D6 to his dice pool just by spending a Plot Point. This is called **pushing** your dice pool; while it's the weakest way to use a Plot Point, it's often the quickest and most efficient means of adding dice to your pool. It represents the hero pushing himself, drawing on his will, or just enjoying a lucky break. The die only gets used once—in the action it's created to help out with—and then goes away. It's much more interesting to create stunts and assets, though, especially as they start out at more than D6 and have a stronger hook into the story.

PERFORMING STUNTS

A more powerful use of a Plot Point is to add a **stunt die**. Super heroes constantly use their talents in new or different ways, often just for one panel in the comic book. The game calls these thematic push dice **stunts** and they start out at D8. The catch is that you have to come up with some cool description of what your hero's doing and the stunt must be tied to either a Power Set or a Specialty your hero has. You can only create one stunt at a time for any given Power Set or Specialty; once you use it in an action or reaction, it's gone.

I'm playing Storm and I'm using my GODDESS OF THE STORM Power Set to whip up a whirlwind against a group of Hellfire Guards. Even though WEATHER SUPREMACY D12 is already listed on my datafile as a power in this Power Set, I want to call attention to the fact that Storm's picking up loose debris and dust to blind the Guards and keep them from seeing what the other X-Men are doing. I spend a Plot Point and create a BLINDING DUSTSTORM D8 stunt, and I add that into my pool together with the WEATHER SUPREMACY D12.

IS IT A STUNT OR AN ASSET?

There might be some confusion about the timing of stunts and assets and how they interact with the story. After all, quite often they're both based on powers from a Power Set and there's a fine line between, say, a huge gust of wind you create to aid you in your own dice pool, and a huge gust of wind you use your roll to create.

When thinking about your hero's intent for his next action, or even a reaction, consider whether you're showing off your powers or Specialties in a way that gives some dramatic oomph to your roll, or whether you're trying to achieve some tangible effect to either help another hero or assist you for your next roll. The former is a stunt; the latter is an asset. By using a stunt, you're spending a Plot Point to get an additional die right now. By creating an asset, you're using your effect die in a roll for something other than inflicting stress on your opponent or creating a complication.

Finally, remember that **you're the only character that may benefit from a push, stunt, or resource you create**. You can't spend PP to create those for someone else. Other heroes, on the other hand, may use assets, since they arise from the action or reaction your hero has just taken. If you give an ally an asset, it's his and goes away once he's done with it.

CALLING IN RESOURCES

A **resource** is a special kind of stunt linked to one of your Specialties and created by spending a PP during a Transition Scene, much as you would create a stunt die for a Specialty in an Action Scene. The difference is that a resource starts out as a D6 (for Expert Specialties) or D8 (for Master Specialties) and it lasts until the end of the next Action Scene. Resources represent people you may know through your circle of contacts, information provided by your connections, or locations you can make use of as a result of your background in the Specialty. You can unlock stronger and more persistent resources using Milestones.

If you activate an opportunity with a PP, you can create a resource during an Action Scene that lasts until the end of the Scene you created it in. Otherwise, resources must already exist for you to add them into a die pool during an Action Scene.

See Specialties on page OM96 for more information about resources; see page OM105 for more information on Milestones.

ACTIVATING THE WATCHER'S OPPORTUNITY FOR STUNTS, RESOURCES, AND PUSH DICE

When the Watcher gives you an opportunity by rolling one or more 1s, you can activate that opportunity with a Plot Point and create a push or stunt die that's a step up from the default die rating. Hand over the PP and add a D8 push die or a D10 stunt die to your next dice pool. You can also create a resource on the spot by activating the Watcher's opportunity, something you can otherwise only do during Transition Scenes.

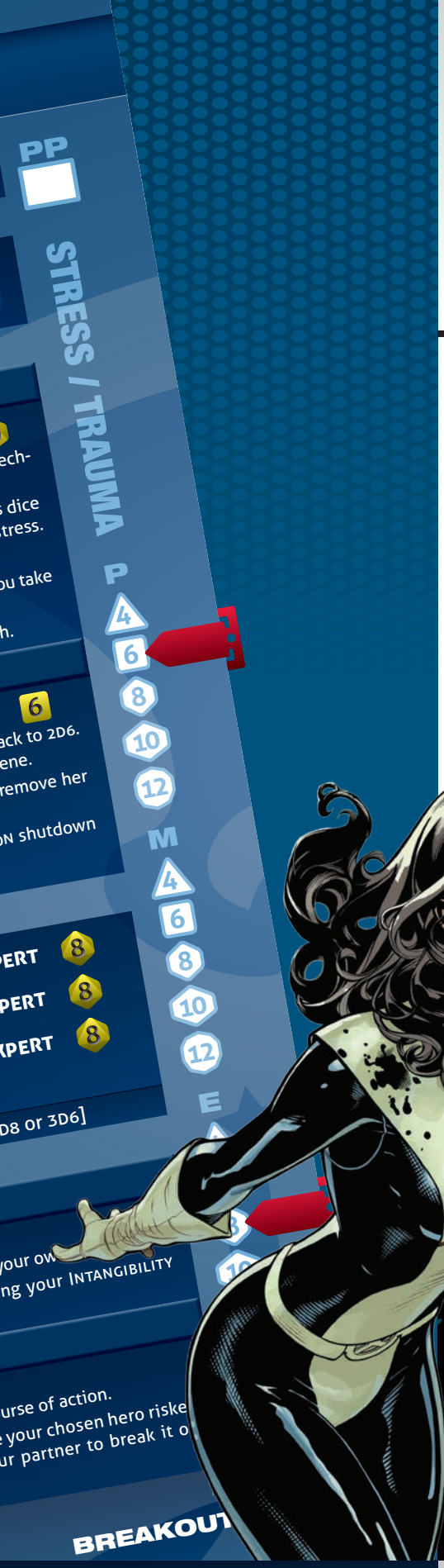
EFFECTS: ASSETS, STRESS, AND COMPLICATIONS

Actions have consequences—in life, in comic books, and in this game. These repercussions direct the flow of the game and lead to heroes achieving what they want...or stumbling along the way. The game represents this with effects. An **effect** is a trait created by using an effect die. Simple enough, right? Like other traits, effects are rated with dice. They come in three flavors: **assets**, **stress**, and **complications**.

Assets are similar to stunts, resources, and push dice, because you include them in your dice pool before you roll. They're different from those traits because they're not created with Plot Points but as effects, just like stress and complications. Therefore, the assets you add to your dice pool are the effects of previous actions. Assets usually last until the end of the Scene.

Stress and complications, however, are a bit different. They're temporary traits that are inflicted on your hero during conflicts that don't go your way. Instead of including them in your own dice pool, they're available to any opposition dice pool that you roll against. In the same way, you can always build up your own dice pool by adding in the stress or complications of the characters you're up against.

It's helpful to keep a visual reminder so that everyone at the table can see when you have active stress and complications. You can mark stress on the tracks listed on your datafile with a paperclip. You might want to list complicatons on an index card to keep track. The Watcher can keep a sheet listing active stress and complications.



ESTABLISHING ASSETS

You can use an effect die from your roll to establish an **asset**. Assets are brief and situational, created to help other heroes by adding to their dice pools or as a means of giving you more dice in subsequent actions. They're also a way for you to call something out as being significant or important, like a piece of the scenery or a supporting character who previously didn't have game mechanics representing them. Like other effects, assets are rated at the same size as the effect die used to create them, although the minimum rating is a D6. If you use a D4 effect die to create an asset, it starts as a D6.

If your sole action is helping another hero out, this is called a **support action** and it almost always results in using the effect die as an asset for that other hero. In this case, the Watcher rolls the doom pool as opposition to your action. Similarly, if you're just trying to set up something significant in a Scene and it's not actually targeting a villain or other character, the Watcher uses the doom pool to oppose your hero's own dice. Success in both situations produces an asset. Failure may lead to a complication, instead (see page OM29). For more on support actions see page AN07.

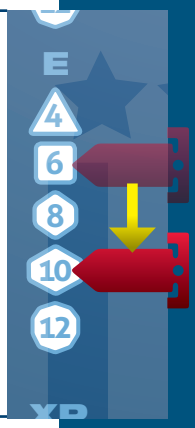
I'm playing Kitty Pryde and I'm trying to decrypt a firewall so that the rest of the X-Men can break into the Hellfire Club's mansion. Putting together my dice pool from Distinctions, Specialties, and so on, I have a total pool of D10 + 2D6 + D4. I roll and get a total of 11 (7 on the D10, 4 on a D6) and my effect die is a D6. Turns out the Watcher only got an 8 total when rolling the doom pool, so Kitty breaks through the encryption. I want to use the effect die to create an asset, so I declare COMPROMISED SECURITY D6 and can either give that to one of the other players or save it for another roll against the Hellfire Club's computer system.

STRESS

Stress represents the negative consequences of conflict. When heroes and villains fight, the outcome is often determined by how much stress each side inflicts on the other. There are three types of stress: physical, mental, and emotional. Each type of stress is a trait with a die rating, and that die may be added into the opposition's dice pool when it would affect your ability to succeed in what you're trying to do. Only one type of stress may be added to the opposing dice pool. If you want to add in more, you need to spend 1 PP (as a player) or a doom die (as the Watcher).

Stress starts out with a die rating equal to the effect die that was used to inflict it, a lot like an asset. If you already have stress of a certain type and take more of it, compare the old and new stress dice—if the new die is larger than the old, replace the old rating with the new. If the new die is equal to or less than the old, step the old die up by one.

I'm playing Cyclops and I have D6 emotional stress. The Watcher says I take D10 emotional stress when I lose a furious argument with a local senator who's also a member of the Hellfire Club (I got a Plot Point out of it, but it's a lot of stress). Since the D10 is larger than my D6 emotional stress, I replace the D6 with the D10. If I had taken D4 emotional stress, which is lower than what I already have, then I would step up my existing emotional stress to D8.



Note that there's no requirement that your opponent include a stress die in his pool, and sometimes—such as when the stress is D4—it may invite opportunities instead of actually raising the level of difficulty. Having D4 stress represents being rattled, perhaps, but not noticeably hurt, shaken, or thrown off.

Stressing Out and Taking Trauma

Once any type of stress exceeds D12, your hero is **stressed out** and can't take any actions or do anything until he recovers with another hero's aid or in a Transition Scene. He also picks up a D6 of **trauma**—emotional, mental, or physical, depending on the stress that caused it—that takes longer to recover from. Like stress, trauma can be added to the opposing die pool. If you already have trauma from a previous Scene, you can take more stress of the same type, but only the highest rated die from any specific type is added to your opposition. If you have D10 physical stress and D6 physical trauma, the D10 is added, not the D10 and the D6.

If you're already stressed out in a Scene and take more stress, it translates directly to trauma. If the new stress is larger than the existing trauma of that type, replace the existing trauma with that rating. If it's equal to or smaller, step up the trauma by 1. You can spend a PP to shift the stress to a different type, as usual, which may keep your trauma from getting worse. If any kind of trauma is stepped up beyond D12, your hero is dead, in a vegetative state, or otherwise out of the story. This isn't necessarily the end for him, of course. People in the Marvel Universe have come back from far worse!

It's possible to go from having no stress at all to being stressed out and taking trauma as a result of a single action. This can happen if your opponent's effect die is stepped up beyond D12 by such things as an extraordinary success or SFX. In effect, you take more than D12 stress all at once and are stressed out by it. Spending a Plot Point to move the stress to a different type won't help you, although it's an option if you'd prefer to have a different kind of trauma.

In the Scene during which you get stressed out, you're considered to have D12 stress for the purposes of others trying to rouse you in the midst of the Action Scene. If others use a successful recovery action on you they may either bring you back into the action at D12 (if their effect die is D10 or smaller) or bring you back at D10 (if their effect die is D12 or stepped up beyond D12).

Whether or not you get help, you recover all of your stress once the Action Scene is over—but you keep any trauma you gained.

If you're the Watcher, be aware of heroes who have been stressed out. Since they can't act, they're out of the Scene and can't take part. They can make reactions, but anyone who tries to take an action against them can use the D12 stress, which weighs heavily in the attacker's favor. It's entirely within the limits of the comic book genre to have the villains leave them alone or perhaps kidnap them, rather than finish them off with more attacks.

Pulling Punches

Sometimes you don't really want to inflict that much stress on a target. That's fine; you can always **choose to inflict less stress** by choosing an effect die that's of a lower size. If you only have large effect dice to draw on, you can step back the effect die by one—sometimes you don't know your own strength!

If you **don't want to inflict trauma** on an opponent, you can make that choice when you stress him out. When he recovers from the stress, he might not have any lasting effects, but you still have what you wanted. This is an important choice to make for some heroes, who don't want to cause lasting harm but still need to deliver a knockout punch.

If you stress an opponent out but choose to pull your punch, so to speak, he recovers all but D6 of the stress at the beginning of the next Transition Scene or when an ally uses a recovery action. This represents the "Did anyone catch the license plate of that truck?" effect of some battles.

Three Types of Stress

Here's a summary of the three stress types and what trauma of each type means.

Physical stress is bodily injury, exhaustion, the effects of toxins or chemicals, and so forth. Being stressed out from physical stress means blacking out or becoming unconscious, or perhaps incapable of activity from pain or fatigue. **Physical trauma** includes serious wounds, broken limbs, system-wide infection, and worse.

Mental stress is confusion, lack of concentration, mental fatigue, and the results of telepathic assault. Being stressed out from mental stress usually leaves someone insensate, incoherent, or unconscious. **Mental trauma** includes memory lapses, identity crisis, or impaired reasoning.

Emotional stress is despair, fear, anger, or any number of negative emotional states. Being stressed out from too much emotional stress means being paralyzed with fear, lost in one's misery, or consumed with irrational anger. **Emotional trauma** includes severe phobias, crippling depression, or persistent rage.

Usually, your opposition determines the type of stress you take. If you choose to, you may spend a Plot Point immediately to turn it into a different kind of stress. When you do this, describe how the attack or conflict affected you differently—made you mad, shocked you so much you felt actual pain, staggered your senses.

I'm playing Cyclops and I've just lost a struggle with a Hellfire Guard, who opened fire with his pulse rifle. The Watcher hands over D6 physical stress. I've already taken D8 physical stress earlier in this Scene and I don't want it to step up to D10, so I spend a PP and make the stress into emotional instead at D6. I describe this as Cyclops' anger rising at the Hellfire Guard's threat to my friends.

Exploiting Your Own Stress

You may also use your own stress to your benefit when it makes some kind of narrative sense. Yes, this means you might end up rolling your stress in your own pool while your opponent rolls it against you. To do so, spend a Plot Point and roll your stress die into your dice pool as if it were a stunt or asset. This steps up your stress by one, though, so you might not want to do it too often. You can't use trauma in this manner.

Now that I'm angry, it's time to take it to the Hellfire Club. This time I roll dice for Cyclops' Optic Blast D10 and spend a Plot Point to add in the D6 emotional stress. I'm counting on taking out the Guard this time, since after the roll my emotional stress is stepped up to D8.

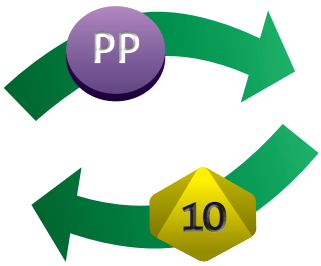
Recovering from Stress

Stress always steps back by one at the beginning of a **Transition Scene**, i.e., after the action is over and everyone's resting up, traveling somewhere else, or talking. If you have D10 physical stress, it steps back to D8, and so forth. All D4 stress goes away. If you were stressed out in the last Scene, your stress is gone, but any trauma remains. We'll discuss recovering from trauma in the next section. If you were stressed out but your attacker chose not to inflict trauma, you start the Transition Scene with D6 stress of the type you were stressed out with and must recover that in the Transition Scene.

Pulling Punches p. OM24

I'm playing Cyclops and I've survived the battle with the Hellfire Guards with D10 emotional stress, D8 physical stress, and D4 mental stress. In the Transition Scene that follows, each of these steps back by one automatically, leaving me with D8 emotional, D6 physical, and no mental stress.

Heroes can recover faster by spending a Transition Scene with a medical professional or counselor, in a quiet meditative spot, or some other situation you can justify as restorative. Roll the appropriate Affiliation die (Solo if you're all alone, Buddy if it's you and a friend or a single medical specialist, Team if it's your whole team or a staff of professionals) plus any Stamina-based powers, appropriate Distinctions, or Specialties as desired. You may add in a trait from another player's hero, too, if it's appropriate, but you need to **hand them a Plot Point** for it, or they can roll their own support action to give an asset to you.



Cyclops can't go on his next mission carrying all of this stress, so I decide he needs to spend some time with Emma Frost, who's both Cyclops' girlfriend and a skilled counselor in her own right (and one-time White Queen of the Hellfire Club). I roll Cyclops' D8 Buddy die, a D4 for his Distinction I Don't Have Time for This (which gives me a Plot Point), and Emma's D10 Telepathy power under her Omega-Class Telepath Power Set, which Emma's player is nice enough to throw in (after I hand her a Plot Point).

The Watcher opposes this with the doom pool and with the stress die you're trying to recover. Often, the doom pool is much lower in the Transition Scenes as it's been used up to activate Event-based effects immediately after the last Action Scene, but toward the end of an Act it might be much harder to recover this way because the doom pool is usually larger.

If you succeed on the roll, compare your effect die to the stress die. If it's equal to or greater, it's gone. If it's smaller, you step the stress back by one (in addition to the step back at the start of a Transition Scene). You can spend a Plot Point to keep an additional effect die from your roll, which you can either compare to the same stress at its new die rating or to another type of stress.

The Watcher rolls the D8 emotional stress and the current doom pool, which is 3D8 + 2D6, for a total of 4D8 + 2D6. My total of 12 (8 on the D10 and 4 on the D4) beats the Watcher's 10 (5 on a D8 and 5 on one D6, with the other dice coming up 4s, 3s and 2s), and this leaves me with a D8 effect die. That's equal to the emotional stress die, so I can remove it. I don't have time to spend another Scene with Emma to recover the physical stress, but it's only a D6. Surely that won't come back to bite me on the mission...

You can't make a recovery action during an Action Scene unless you have a power trait or SFX that lets you do it (see Powers and Stress Recovery, later in this section) but your allies can try to treat you in the middle of the Scene. This requires your ally to use an action to roll dice against your stress die and the doom pool. If the ally's action succeeds and the effect die is equal to or greater than your stress, it's stepped back by 1. If the effect die is smaller than the stress die, nothing happens. If the action fails, your ally has made things worse and your stress is stepped up by 1. Your ally can choose to use multiple effect dice with PP, and hope to step your stress back more than once.

I'm playing Cyclops. During the next mission, Emma's player sees that my physical stress is causing problems. She attempts to recover the stress using Emma's Omega-Class Telepath Power Set and *Psychic Healing* SFX to induce Cyclops' body to ignore the pain and recover. She rolls her Buddy d6, Telepathy d10, and Icy Confidence d8 Distinction, and gets a total of 10 (5 on d8 and 5 on d6) with a d10 effect. The Watcher announces that the doom pool total was a 14, which means Emma failed! Her psychic healing only served to hide Cyclops' pain but didn't reduce the stress, which is now stepped up to d8. Not looking good for Scott Summers.

Recovering from Trauma

Trauma is harder to recover and takes longer. Each type of trauma must be treated separately and requires some long-term narrative description. Spending a few weeks in a clinic, recuperating in the Bahamas without any interruption, or having a team of telepaths piece your shattered psyche back together again over a number of days are all good examples. Some heroes, like Wolverine, can recover from trauma in hours, but he's the best there is at what he does.

In game terms, trauma steps back by one at the start of every new Act. It works much like stress does for the purposes of recovery. If a recovery action succeeds and the effect die is equal to or larger than the trauma die, step it back by one. If the recovery action succeeds but the effect die is smaller than the trauma die, the situation remains stable. If the recovery action fails, the trauma die is stepped up by one; the situation has worsened. In other words, sometimes it's better to let nature take its course if you don't have the skill to deal with major injury or psychosis!

I'm playing Cyclops, and at the end of the last mission Emma's attempts to recover my physical stress followed by a lucky shot from a Hellfire Guard caused me to become stressed out. This gave me d6 physical trauma. During the next Transition Scene I decide to have Beast see what he can do in the medical lab. We describe a few days of recuperation and I make the roll with Beast's assistance. My dice pool is d8 (for Buddy), d8 (I Don't Have Time For This Distinction), and a d10 that Beast's support action provided. I get a total of 12 (7 on d10, 5 on a d8) with d8 effect and the Watcher's doom pool total is 11. Comparing my d8 effect to the d6 physical trauma, I can step back the trauma by one to d4. If my effect die was a d4, I wouldn't have changed the trauma at all. If my total was 11 or less, my trauma would have stepped up to d8!

If you don't relish the idea of sitting out an entire Act or it doesn't make sense in the story for the Watcher to skip ahead several weeks in a single Transition Scene, you can opt for the spotlight route. The Watcher frames an Action Scene featuring your hero in which your trauma makes things worse for you, i.e., it's used against you in the opposition dice pools. Once you've done this, you may immediately step back the trauma by one at the beginning of the next Transition Scene and recover it like stress—eliminate the trauma die if your recovery effect die is equal to or larger, step it back by one if effect die is smaller, and no effect if you fail the recovery. If you don't get rid of all of the trauma in the Transition Scene, you can repeat the process, starting with another Action Scene. Otherwise, the trauma goes back to behaving as it usually does.

Let's say I failed my recovery action and my physical trauma was stepped up to D8. The Watcher agrees to frame a spotlight Scene for me where Cyclops goes after one of the Inner Circle of the Hellfire Club, and my D8 trauma hinders me for the whole conflict. Once that Scene ends, I can step back my D8 trauma by 1 to D6 and attempt to recover it as if it were stress rather than trauma. If I don't manage to get rid of it entirely, I'm probably going to have to play in another Action Scene to keep up this rate of recovery.

Powers and Stress Recovery

Some heroes—such as Wolverine and Luke Cage—have Power Sets with special effects that allow for recovery during Action Scenes without needing an ally's help. Usually these heroes have Stamina as a power (Enhanced, Superhuman, or Godlike). By spending a Plot Point to activate the SFX, the Stamina is used as an effect die just as if the hero had succeeded on a recovery roll. Compare the Stamina die to the physical stress; if it's equal or greater, the physical stress is gone. If it's less, step the physical stress back by one. Using these powers counts as an action, just as if you were making the roll itself.

I'm playing Wolverine, and I've taken D10 physical stress in a fight with the Hellfire Guards. Wolverine has Godlike Stamina D12 and a *Healing Factor* SFX that lets me spend a PP to recover physical stress. Since my Godlike Stamina is D12, by spending a PP I can eliminate the D10 physical stress immediately. It takes a lot to take down Wolverine.

If you want to **combine your use of recovery powers with another action**, such as healing stress at the same time as you leap into battle with the enemy, you can use one of your effect dice from the action to recover the stress. This doesn't cost a Plot Point beyond the cost of keeping the extra effect die, but the effect die you use can't be rated higher than your Stamina die.

CREATING COMPLICATIONS

A **complication** is like stress because it's often inflicted on you as a result of an action, but it's also like an asset in reverse—you use an effect die to create a disadvantage for your opponent rather than an advantage for your hero. When a hero suffers a complication, his actions are harder to perform, much like stress. Unlike stress, complications don't lead to trauma and usually go away once the situation is resolved. Heroes may also inflict complications on their opponents, useful when you just want to impair or hinder them. You can render someone helpless with a complication that's stepped up beyond D12, which has much the same effect as being stressed out.

To create a complication, use an effect die like you do to create an asset. Give it a name and a rating equal to the size of the effect die used to create it (minimum D6). You may add it to your dice pools against the target just as you would add stress.

I'm playing Colossus and I'd rather wrap an iron bar around the Hellfire Guards than smash them. I roll my dice, including my GODLIKE STRENGTH D12, and the Watcher rolls dice for the Guard. I get the higher total, so I can now use my D8 effect die to create a complication, rather than stress. I call it BOUND IN IRON D8 and now on future rolls against the Guard I can add the D8 to my pool.

Anyone can use a complication that's been inflicted on a target, not just you. That's because the complication, like stress, is essentially a trait on the opponent's datafile rather than one on yours.

You can try to exploit a complication that's been inflicted on you, just like you can exploit stress that's been inflicted on you, but you need a good narrative reason to do it, and it steps up by one after you've used it, just like stress does when you use it this way.

PERSISTENT ASSETS AND COMPLICATIONS

You can make an asset or complication last longer than a single roll or conflict by spending a Plot Point. Write it down on an index card or sticky note and set it out in front of your datafile at the table. If you're playing online or in some other venue, make sure it's somewhere you can remember it and the other players and Watcher can see it. Persistent assets and complications exist as elements of the story and may be targeted by other characters for elimination—villains tend to try to tear free of sticky webbing, clear clouds of obscuring black smoke, or disarm your hero's makeshift club. Unless otherwise removed, persistent assets and complications last until the end of the next Action Scene.

I'm playing Kitty and I want to make sure this COMPROMISED SECURITY D6 asset of mine sticks around. I spend a PP and write it down on a sticky note. Hopefully the Hellfire Club's Inner Circle doesn't have a tech support guy on hand to restore their security.

Targeting Effects p. OM54

02

PLAYING THE GAME

In the MARVEL HEROIC ROLEPLAYING game, most of the action takes place in Scenes involving the heroes being challenged by some kind of opposition. Just like in the comics, the action is broken down into moments of decision, drama, and doom. Between these **Action Scenes** are **Transition Scenes**, when the players engage in exposition, recovery, or reflection.

This game is played in game sessions, which might range from a couple of hours to a whole day, depending on the group. Because a game session can be so variable, time within the game is tracked by **Events**, **Acts**, **Scenes**, and **Panels**. This lingo comes from film, TV, and comic books, all of which are very visual media. You could even think of published **MARVEL HEROIC ROLEPLAYING** Events as the game equivalent of a comic book script.

EVENT

An Event is a **single, overarching storyline**, involving multiple story threads with many different characters. At least one super hero team is central to it, although there are usually teams, solo heroes, and other supporting characters all playing a part. The Super Hero Civil War, the Age of Apocalypse, and the Secret Invasion of the Skrulls are Events. Not every Event needs to be as far-reaching or massive in scope. Most Events could be described best as story arcs, such as the Necrosha Event that involved the X-Men.

In most **MARVEL HEROIC ROLEPLAYING** games, an Event is the length of the story. The players choose their heroes at the beginning of the Event, unlock cool powers, locations, and story hooks along the way, and then retire the hero at the end. When the next Event starts, they might take the same hero (maybe with a new datafile) and move them forward, or choose a new one, based on the Event in question.

ACT

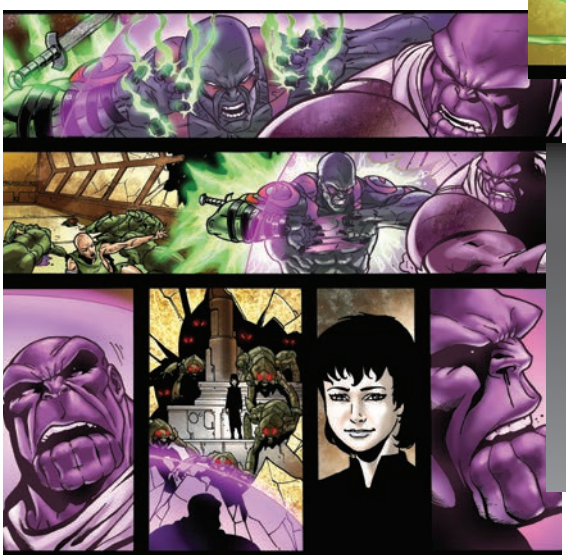
Each Event is made up of at least two Acts, like the acts in a play or movie script. An Act represents a chunk of time with multiple Scenes, all **leading up to some pivotal point or moment**. In a typical Event, the final Act ends in the climactic battle with the villainous threat as the heroes overcome whatever mighty challenge presented itself earlier in the story. The number of Acts it takes to get to that point can vary, but three is the standard.

In every Act, the doom pool grows, gets used, and grows some more. Each Act begins with the doom pool reset to a starting number of dice, which means that at the end of an Act the doom dice are spent by the Watcher on unlocking certain triggered conditions, introducing new threats, and so on. In fact, the size of the doom pool or the dice in it might trigger the point at which the final Scene of an Act takes place. Acts may also be connected strongly to a hero's Milestones. See page OM105 for more information on Milestones.

SCENE

A Scene is a period of time centered on a **single conflict or situation**. It might not involve all of the heroes—sometimes it only involves one or two of them. A Scene should focus on answering a question, resolving a problem, or settling a dispute or exchange. The game considers two types of Scenes. **Action Scenes** involve the characters doing something to drive the story along and move it forward. **Transition Scenes** connect Action Scenes together and are usually used to recover, gather information, or plan the next Scene.

As the Watcher, framing every Scene is your responsibility—we'll talk more about that in just a moment—although the players might suggest what comes next in the story. A Scene ends when the central conflict or situation is resolved; this means you need to have a sense of what the Scene is about as you frame it. It's often as simple as saying "Okay, so the next day you're at the site of the last Purifier attack, and you find a wounded Purifier being dragged away by some Morlocks. He's sure to have the security codes you need to shut down the Purifier's orbital platform. Are you going to stop the Morlocks?" The implication here is that this Scene is about this wounded Purifier, the information he has, and the Morlocks that want to finish him off. The Scene ends when that's been resolved somehow.



PANEL

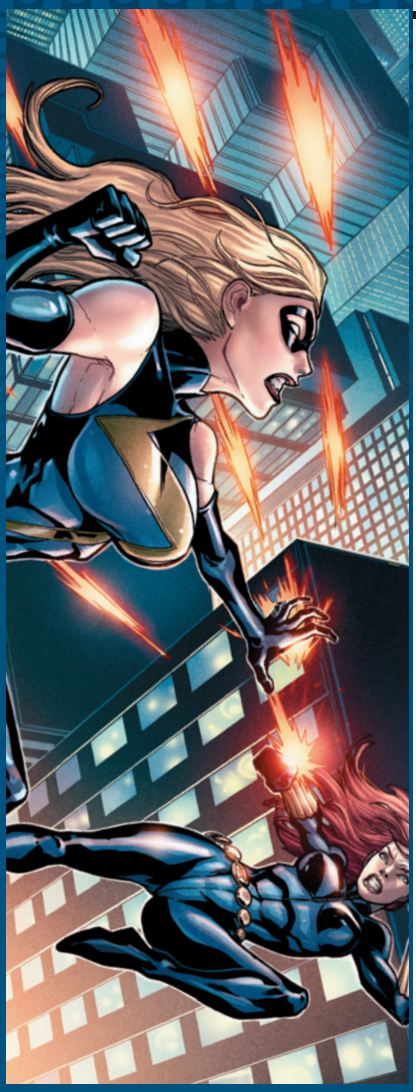
A Panel is a moment in the Scene, usually encompassing a **single character's action or effort to do something**. It's a helpful visual reference when you're describing what a character does, because if it can fit into a panel in a comic book, it's doable with a character's action. Even if there are other characters involved in a Panel, the spotlight is on one of them, the one whose turn it is in the action order. Everyone else is supporting you, opposing you, or off in the background.

There are as many Panels in a Scene as there need to be to resolve the Scene's problem or conflict. Even if the Watcher and players are just sitting around acting out their characters without rolling dice, we can assume this is taking place in Panels. For practical purposes, a Panel starts when a player picks up the dice and declares his intent, and it ends when the action he's taking is resolved.

Action Order p. OM35

As the Watcher you can also prematurely end a Scene before it's resolved using the doom pool, usually to move things along. If this happens, you should consider whether the player heroes were close to resolving it successfully or not. If they were, let them summarize the outcome and establish those truths in the story. If they weren't, you do the honors, and move on to the next Scene, where they deal with the fallout.

ACTION SCENES



Some Scenes are more investigatory in nature or revolve around more social or personal activity, but they are Action Scenes in their own right. A pitched battle across the frozen wastes of Jotunheim and a tense diplomatic meeting between agents of the Shi'ar and Kree empires are both examples of Action Scenes. An Action Scene might begin *in medias res*, in the middle of the action—Thor and his Warriors Three are already in the midst of a titanic battle with Frost Giants, or Cyclops and the X-Men are already three hours into the middle of the diplomatic encounter. What's important is that this is where the real action starts.

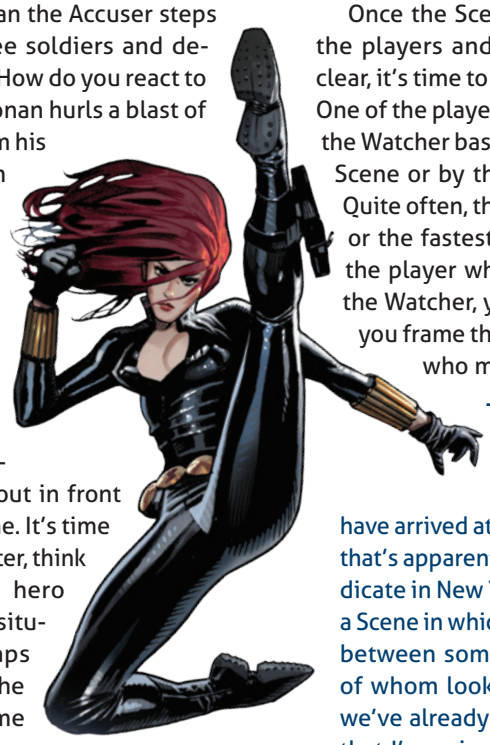
FRAMING ACTION SCENES

If you're the Watcher, you get things started by establishing who is present in a Scene and where. This is called **framing the Scene**, and it's your chief responsibility in the game—other than playing the bad guys, keeping the doom pool, and rolling opposition dice. You should ask directed questions of the players, encouraging them to describe what their hero is doing or how they plan to respond to something. Rather than asking, "Where are you?" try something like, "Are you in the middle of the rank-and-file, or are you with the officers near the rear?" You might even establish a particular fact at the same time: "You're with the officers of the Imperial Force. How did you agree to this position?"

If you're a player, you should allow for some relaxation of control over your hero for this purpose, because after this point everything you do and say is up to you and the roll of the dice. If the Watcher asks you, "How did you agree to this position?" use that as an opportunity to build on the story. You might say, "Cyclops wants to see the big picture, so he's staying back to be sure his tactical genius is put to good use." Or, "Cyclops doesn't trust the Shi'ar officers, so he's staying near them in case they decide to pull a fast one on his team."

PRESENTING THE CHALLENGE

Once you frame a Scene as the Watcher, it's time to present the challenge to the players. Sometimes, this is a villain or mob of bad guys. Other times, it's a family of four trapped in a burning building. You're encouraging the players to think about how they're going to respond to something immediate and exciting. Action Scenes are no place for slow deliberation. Get right to it and present the problem! You can frame this as a question, as well: "Ronan the Accuser steps in front of his Kree soldiers and demands your head! How do you react to his threat?" Or, "Ronan hurls a blast of cosmic energy from his Universal Weapon at you, signaling the end of peaceful negotiations! How do you defend yourself?"



As a player, you now have the core situation—or at least the implication of one—laid out in front of you for this Scene. It's time to drop into character, think about what your hero would do in this situation, and perhaps talk it over with the other players. Some groups of players are hardcore and won't allow "table talk"—players giving suggestions to each other even when their own heroes aren't present in the same Scene—but others are more relaxed. What matters is that you're engaged with the new challenge and ready to go.

WHO GOES FIRST?

Imagine a page in a comic book, with multiple panels in it where each hero pulls off his amazing stunt or swings into action against the villain. A series of actions in the game is like this, with each hero getting a Panel—a moment when all of the attention is on him. The same is usually true of the villains, although often the villains' thugs and supporting characters tend to just act all at once—a menacing mob of mooks swarming over the heroes.

Once the Scene has been introduced to the players and the challenges are made clear, it's time to swing the spotlight around. One of the players gets to go first, chosen by the Watcher based on the description of the Scene or by the consensus of the group. Quite often, this is the central leader hero, or the fastest one, or the one played by the player who speaks up first! If you're the Watcher, you might decide this when you frame the Scene. Otherwise, go with who makes the most sense.

I'm playing Captain America. Spider-Man, Black Widow, and Cap have arrived at a Texas-style steak house that's apparently a cover for a crime syndicate in New York. The Watcher frames a Scene in which a scuffle is breaking out between some restaurant guests, one of whom looks like a seedy character we've already heard about. I announce that I'm going to do something, which means I'm first up in the action order. It could be that Black Widow's player or Spidey's player wants to go before me; if that's the case, we'll have a quick chat about it. The Watcher will settle the score if we can't.

If you're the Watcher and you want one of your own characters to go first, you need to spend doom to do it. It costs at least a D6 doom die—if there's a hero at the table with ENHANCED, SUPERHUMAN, or GODLIKE SENSES or REFLEXES and you don't have a character with SENSES or REFLEXES of that die rating, you need to match either their SENSES or REFLEXES die with a doom die of the same size. Whether it's SENSES or REFLEXES depends on the framing of the Scene; typically, surprise attacks, ambushes, and sudden arrivals hinge on SENSES, while a sudden attack from a foe that's already present and engaged with the heroes would be REFLEXES.

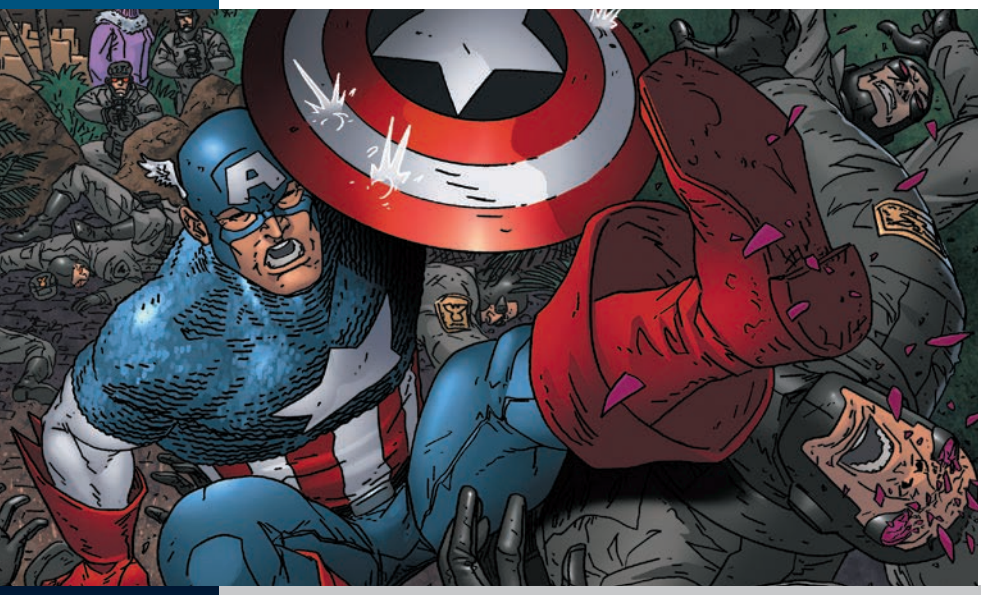
I'm the Watcher and I've decided that Spider-Man, Black Widow, and Captain America are going to be ambushed at the steak house by a group of Hydra agents. Rather than let one of the players go first, I'm spending from the doom pool to give Hydra the jump on the heroes. First I need to check with the players to see who has the highest SENSES power trait, since this is an ambush. Looks like that's Spider-Man with ENHANCED SENSES D8. I need to spend a D8 or larger from the doom pool to have the Hydra agents go first. Hail Hydra!

WHO GOES NEXT?

Everyone gets a Panel of their own to act, and this string of Panels is called the action order. Once the first character has acted—whether it's a player hero or a Watcher character—the action order has begun. **It's the player of the character who just acted that determines who goes next.** As the Watcher, your job is to wrangle all of this, but don't worry—it's not as difficult as you might think. All you need to do is pose the question to the player, "Who's next?"

As a player, you have a choice between another hero or one of the Watcher's characters. It might work to your advantage to choose the opposition next. Why? Well, apart from making the story flow better, or seeing what the villain has planned and then being able to let somebody else respond to it, **the person in control of the last character to act in any action order chooses who goes first at the top of the next action order**. So if you'd like that to be a player's responsibility, have a player hero go last.

I'm playing Captain America and the Watcher ambushed the team with a group of Hydra agents. After they take their action, the Watcher picks me to go next. After my action, which I used to knock away a bunch of the goons with my shield, I turn to the other two players. We agree that Black Widow's going next, and she's going to pick the seedy character we saw when we arrived to go next, since it's obvious he's a Watcher character. That leaves Spidey, assuming the Watcher has no more surprises in store for us. Once Spidey takes his action, he can choose who starts the next action order.



INTERRUPTING THE ACTION ORDER

As the Watcher, you can interrupt the action order at any point using doom dice. If a player chooses another player to go, you can spend a die out of the doom pool to have one of your characters act before that next player. Just like the use of doom dice to seize the control of the first Panel in the action order, you have to spend at least a D6 to do this. If the interrupted player has a hero with ENHANCED or greater REFLEXES or SENSES, you have to match that with your Watcher character's own powers or spend a larger die.

You can also interrupt the action order with doom dice to introduce threats that weren't there before (like another group of Hydra agents smashing through the steak house windows), to split the group up with some kind of explosive effect or twist, or anything else that may potentially cause a break in the action. In each case, the same restrictions apply—you have to match the REFLEXES or SENSES, or spend a larger doom die.

I'm the Watcher. Black Widow's about to go next as Captain America's player has chosen her. If I decide that I'm going to make the seedy crime syndicate guy go next, now would be a good time to do it, but Black Widow has ENHANCED REFLEXES D8, and the seedy guy's already in the Scene. If I wanted to throw in more Hydra agents, or even the Hydra leader Baron Strucker, then that would be against SENSES, and Black Widow's Power Sets don't give her any edge in that department. In the end, I decide I'm just going to wait and see which character Black Widow's player picks next. I'll save the Baron for later...

If you interrupt a hero with doom dice, make sure that you flip over the action order marker for the character you interrupted with before the interrupted hero takes an action. An interrupting character doesn't get to go later in the action order; you've basically just cut in line.

KEEPING TRACK OF THE ACTION ORDER

If a lot of characters are involved in an Action Scene, it can be easy to lose track of who's gone and who hasn't. There are a lot of ways we've found to keep track of this, but one of the easiest is to have each player keep a two-sided token—a coin, a playing card, or something like that—in front of them during the Scene. As the Watcher, you need something for each of your characters or groups of characters (in the case of mobs of Hydra agents, Hand ninjas, and so on). If you want to be really flavorful, use cards with the character's image on one side and nothing on the other side. You might even use action figures, miniatures, or folded cardboard standees.

When the action order starts, everyone puts their token in front of them facing up. After your character acts and it's time to pick the next character to act, turn your token over (or lay it on its side, or whatever seems appropriate) so that it's clear you've acted. It should be possible for everyone at the table to glance at you and see whether you've acted in the action order or not.

Once everyone has taken an action and it's time for a new action order, flip all the tokens or cards up and go again!

WHEN ARE WE DONE?

You can run through multiple action orders in a Scene—usually you'll have to in order for everyone to achieve what they're trying to do. Most Scenes run through the action order three or four times, especially in a big battle or a tense confrontation. Just have the last active player (or you, as the Watcher) call out the first active player in the next action order. If you're using flipcards or some other kind of indicator to show whether characters have acted in the action order, reset them.

Sometimes, you can set aside the action order for a few minutes while there's a break in the action. Maybe the players want to roleplay their heroes for a bit as they're crouched behind the remains of a water tower, planning their next move. Maybe the villains broke away and are hiding, ready to spring at the heroes. Or maybe you just want to play out some banter between the team leader and the villain while the others take a breather. As soon as the action picks up again, go the top of the action order and carry on!

Typically, the Scene itself ends in one of two ways. Either the heroes stop the villains, avert disaster, and claim victory over the challenge, or the alternative happens. In either case, the situation is resolved, even if it's not how the players might like! The Watcher summarizes the action so far, touches base with each player to note where his or her hero ended up, and then frames the next Scene.

The Scene with the seedy character in the steak house and the Hydra agents has a pretty simple conflict: Cap, Spidey, and Black Widow have to take care of the Hydra agents so they can find out what's going on from the seedy crime syndicate guy. The Scene's over once the agents are all knocked out or chased off, so we can play through a few Action Scenes until that's done. Given the level of opposition, that's not going to take too long!

Most Action Scenes are followed by a Transition Scene, linking one period of activity to another. This isn't always the case, of course. Sometimes an Action Scene leads directly to another one, with the stakes raised even higher.

Transition Scenes p. OM40

Using the Doom Pool to End the Scene

As the Watcher, you can always cut the Scene early—before the problem or conflict has been resolved—by spending 2D12 out of the doom pool and handing out 2 XP to each affected player. If you do this when the heroes are looking good and the villains are on the ropes, ask the players how they want to wrap it up. Ask questions just like you do at the beginning of a Scene. If a major villain's involved, present a tough choice to the heroes, though make it clear that they've won something even if the villain's presence colors it somewhat.

> "So the Hydra agents are running scared. How long does it take you to round them up? How many of them escape?"

> "Baron Strucker's clutching his side and hurling insults at you as his forces disperse. You can capture him, or you can stop his troops from getting away with the crime syndicate leader. What do you do?"

If, on the other hand, you spend the 2D12 when the Scene is going against the heroes, or they're struggling against insurmountable odds, you can bring the Scene to a close and invite the players to describe how they lost or what they had to sacrifice.

> "The Hydra forces have you surrounded and you're at Baron Strucker's mercy. Which one of you escapes their clutches?"

> "The crime syndicate leader has escaped and the Hydra forces have all scattered. The steak house is on fire and collapsing all around you. How did you get out of there, and what else did it cost you?"

Bringing the players in on this underscores how important they are as the writer/artist of their heroes, while still making it clear that the doom pool brought this about.

Doom Pool and XP p. OM19

TRANSITION SCENES

Action and adventure is what most of us think of when we imagine a super hero story set in the Marvel Universe, but these stories are more than just big brawls and conflict. Between these Scenes, linking them together are Scenes of reflection, recovery, and regrouping. We call these **Transition Scenes**, and they allow the characters involved to do something with what they've learned before the next conflict is met head-on.

As well as being used for recovery actions, a Transition Scene's purpose is to determine what the next Action Scene is. If this is already settled, then the Transition Scene helps to put that into context.

FRAMING TRANSITION SCENES

As the Watcher, it's your responsibility to frame Transition Scenes just like you would any Action Scene. Start out by asking directed questions of the players. You want them to decide what their heroes are doing and how they're using their resources before they start into the next dramatic Action Scene, so put them in a situation that's not as charged with conflict; instead, open up options to roleplay and talk with each other or with support characters.

You might lead with something like:

> "It's the next morning on the S.H.I.E.L.D. Helicarrier. You've got the leader of the crime syndicate in lockup, but now you know Hydra's involved. What's Captain America doing to track down the Hydra agents? What's Black Widow going to do with the crime syndicate leader? And does Spidey check in with Mary Jane to let her know he might have to skip her play this evening?"

As a player, Transition Scenes are where your hero recovers stress, follows up any information collected in the last Scene, and reaches out to new heroes and support characters. When the Watcher leads off with a question, make it clear what you want your hero to do.

RECOVERY ACTIONS

They're called actions because they're one of the things you can try to do in the middle of an Action Scene, but Transition Scenes tend to be the most effective time to use recovery actions. First, all of your hero's stress steps back by one at the start of a Transition Scene, which makes it easier to recover the rest of it. Second, you don't have villains and thugs and other threats complicating things. And third, you can make use of your allies with recovery-based powers by spending Plot Points, which has the added benefit of giving your allies more PP.

You can't attempt to recover a specific type of stress more than once in any Transition Scene. It's assumed that this action represents all of your efforts at getting better before the next Scene starts. You can, however, try to recover different types of stress, and you can make the best use of your Plot Points and assistance from others if you use multiple effect dice to recover more than one type of stress in a single action. For more information on stress and recovery actions, see page AN07.

If you've taken trauma after being stressed out in the previous Action Scene, you can't recover all of it in the space of time a Transition Scene generally covers. Recovery actions used for trauma can only step back the die by one, and carry a risk of stepping up the trauma as well. There are exceptions, of course, such as heroes with amazing recuperative powers like Wolverine or Deadpool. Trauma recovery can be taken care of with a specific Milestone, during which your hero can also earn XP. See page OM27 for more on trauma, and page OM105 for more information on Milestones.

You can use a recovery action to get rid of a lingering complication, too, if you can justify it. Instead of stepping back or eliminating a stress die, you're stepping back or eliminating a complication die. The Watcher may also just declare that the complication no longer exists, especially if it was entirely dependent on a situation that's ended.

RECRUITMENT

You can use the downtime of a Transition Scene to play out the **recruitment of a new hero** to the story, which is great if a new player shows up to the game and wants to play. While there's nothing keeping a hero from just showing up in the middle of an Action Scene, that requires something like SPEED, FLIGHT, TELEPORTATION, or some other super-power to explain why they've just arrived. Also, if your group likes to have multiple heroes in the control of each player (also known as troupe style play) the Transition Scene is a good place to switch out your hero datafile with another one.

Your hero may also spend PP to **recruit resources** connected to a Specialty during a Transition Scene. This represents the hero calling in favors, reaching out to connections, doing research on something related to the Specialty, or identifying important details about a location you're expecting to go to. Any resource created must fall under the Specialty in question.

Resources and Specialties p. OM97

REGROUPING

Some Scenes involve the team splitting up to more than one location. While that can continue during the Transition Scene as heroes go off by themselves to get better or hang out with one or two others, the Transition Scene is a good time to play out the gathering together of the team and have them all touch base with each other.

It can give the Watcher a better sense of which heroes may be together at the beginning of the next Action Scene, too, if you establish within the story that your heroes are planning on being in one or more groups to face whatever challenges next arise.

RELOCATION

One use of Transition Scenes is to describe what the heroes are doing in transit to a new location. It's easy to skip ahead and just describe the next Action Scene as being in Los Angeles or Cuba or the Blue Area of the Moon, but as the Watcher you have an opportunity to bring this to the players' attention and have them make choices.

Sometimes the next Action Scene's location isn't settled until there's a Transition Scene that centers on that decision. As a player, how does your hero plan to pursue the team's foes? Where does the team expect to find the hidden base? Who do you want to take with you on the trip, and what will that involve? Have you been there before (and if so, are you going to spend PP on getting an information-based resource die for it) or are you going in blind?

ROLEPLAYING

Finally, the Transition Scene is a great excuse to really get into those sorts of purely roleplayed conversations with other characters that don't have much to do with powers, battles, investigation, or adventure, but give context to your hero and the world around him. Whether it's time spent in your hero's secret identity, reassuring loved ones that you're still alive, or enjoying a pizza with heroes who aren't even in the story (special guest stars?), Transition Scenes give you a moment to put those subplots in the spotlight.

From a gameplay perspective, many of a hero's Milestones hook into the activity that takes place outside of Action Scenes, so Transition Scenes are ideal for earning XP and moving toward your Milestone. For more on Milestones, see page OM105.

03

TAKING ACTION

Let's assume you're reading this book in order—since you read the *Introduction*, you already know how to roll dice, add dice together for a total, and choose an effect die. In *Playing the Game* you read about how Action Scenes and Transition Scenes work and flow together. This section expands on the basic rules and tells you how the game rules interact with each other in those action and Transition Scenes.

Remember, one of the core rules of the game is that you don't need to use the dice unless there's some kind of interesting outcome for both success and failure. During the game, your heroes face plenty of challenges, engage in innumerable conflicts, and both succeed and fail repeatedly. It's the nature of comic book adventure, right? But if nothing's at stake, there's no real risk, and failure would be boring, the Watcher should just say, "Yep, that works," and move on.

By default, the person who picks up the dice is the active side of any conflict. Picking up the dice means, "I want to do this thing." If a player's describing something he wants to do and hasn't picked up dice, the Watcher can nudge this along with a question, like, "What traits are you going to use to do that?" or "What are the ways this can go?" The Watcher may also be the one to pick up the dice, which is another way of saying, "What have you got? What are you going to do about this?"

IT'S CLOBBERIN' TIME!

Open any Marvel comic book or graphic novel and you're likely to see action spread across multiple pages and panels, with the heroes at odds with the villains while innocent bystanders dive out of the way. The tension finally snaps; the optic blasts, adamantium claws, and big rocky fists come out; buildings shake, the sidewalk shudders, and you know that it's definitely time for a super hero battle.

Non-combat Actions p. OM56

This section is primarily weighted toward classic comic book battles, but that's only one side of comic book conflict. Your heroes may also get involved in tense emotional or mental confrontations using these same rules.

MAKE YOUR INTENT CLEAR

As a player, when it's time for your **action**, you need to make your intent as clear as possible to the Watcher and other players before you even pick up the dice. If you've said what you want to do, make sure you're suggesting what you want out of the action. The Watcher might suggest the alternative outcome—i.e., what happens if you don't succeed at your action—but you can also define this from the outset. Knowing what you want if you succeed and what you think will happen if you don't is key to the next step.

If you're the Watcher, you need to do the same thing. Be shamelessly transparent. There's no sense in hiding from the players what the outcomes might be; they're partners in telling the story, too. It helps knowing how high the stakes are before the dice are rolled!

Let's go back to Cyclops and Emma, who have arrived at their next mission zone and are confronting a pair of Sentinels. I'm playing Cyclops, so I want to use my Force Blast power to take out a Sentinel. That's a nice, clear intent. What's the alternative outcome? Well, the Sentinel will probably close in on me and that won't be great. Either way, things are going to heat up.

GATHER YOUR DICE

Pick up all the dice that are appropriate for the action. If you're a player, always start with an Affiliation die based on your hero's current situation—Solo, Buddy, or Team. Next, check to see if there's a Distinction that fits the occasion and whether it's going to help or hinder your hero. For each action, you may choose one power from each Power Set and one Specialty without paying PP to add them to your pool. By choosing these traits you're saying, "These things have an impact on what I do!"

You can spend Plot Points to add in stunt dice as desired. If there are SFX that might be useful, like Captain America's *Ricochet*, this is where it's used. Once you've settled the dice pool, roll the dice.

My opening move as Cyclops is to blast at one of the Sentinels with a touch of my ruby-quartz visor. Now I need to gather my dice pool. I'm with Emma, so I pick up my d8 Buddy die. I've got the Tactical Genius Distinction, which is a d8, and Combat Expert, which I'm using as 2d6. Finally, I have my Force Blast d10. So my dice pool is:

I've also got 2 PP on hand:

Affilations
p. OM62

Distinctions
p. OM67

Power Sets
p. OM70

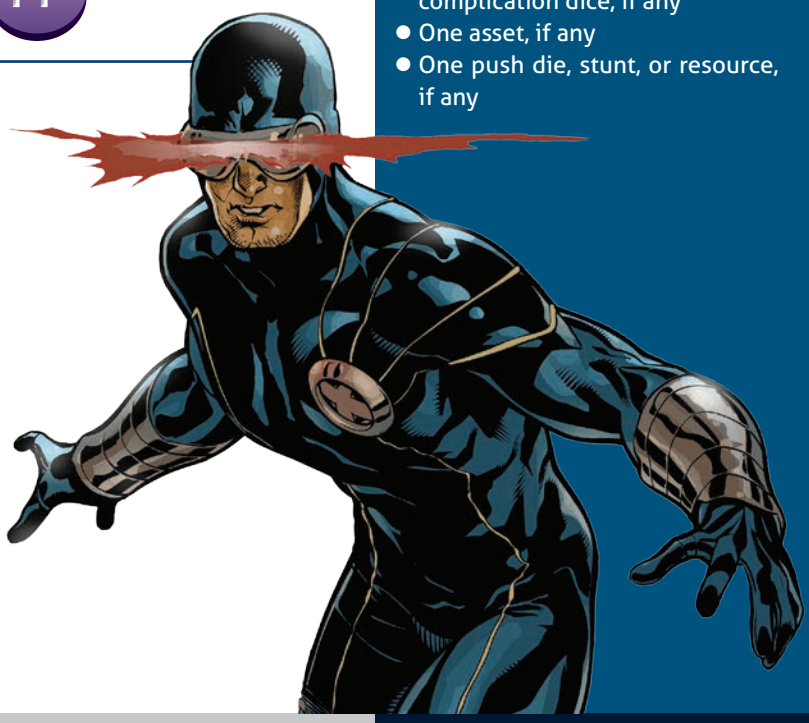
Specialties
p. OM96

Plot Points
p. OM10

SFX
p. OM88

TRAITS YOU CAN ADD TO YOUR DICE POOL:

- One Affiliation die
- One Distinction, either as a d8 or a d4
- One power from each of your Power Sets
- One Specialty
- One of your opposition's stress or complication dice, if any
- One asset, if any
- One push die, stunt, or resource, if any

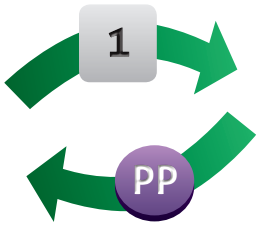


FIND THE TOTAL AND EFFECT DIE

Roll the dice. Choose two dice and add them together as your total. Any dice that come up 1 are opportunities and they're set aside. At this point, you can spend a Plot Point to include a third die from the remaining dice on the table—you can add as many dice to the total as you have Plot Points you want to spend. Then announce the total. If there are dice remaining, choose one to use as the effect die. If there are no more dice, the effect die is a D4.

I roll the dice and get:

I set aside the D6 with the 1; that's an opportunity. The Watcher activates it, adding a D6 to the doom pool and handing me a PP, bringing my total up to 3 PP.



Taking two dice and adding them together, my total is 12.

I could spend a PP to kick that up to 14 by using either the D10 or the D6. It's my choice, and I'd rather leave the D10 out as my effect die, so I choose to add in the D6. My total is 14, my effect die is a D10, and I have 2 PP remaining.

THE REACTION ROLL

After you've rolled the dice for the action and there's a total and an effect die, your opponent gets to roll a reaction. The opposition gathers dice and makes a dice pool, same as the side that's taking action. The choice of traits to draw on here should reflect that it's a reaction to the acting player's attempt to do something. The reacting side describes what this response is, like "Cap's raising his shield and deflecting the blow!" or "Storm's whipping up a whirlwind to push the Purifier back!" It's important to know the nature of the reaction, because this not only determines what traits to use but what happens next.

As Watcher, I state that the Sentinel is just going to advance on Cyclops, soaking up the damage on account of it having advanced shielding and armored plate. That's Expert Sentinel d8, Buddy d8 (the Sentinel is one of two in the Scene) and Superhuman Durability d10, plus a d6 doom die that I pull from the doom pool.

With a roll of:

...that's a total of 17—greater than Cyclops' total—and a d6 effect die (I can't choose the d8 because it rolled a 1).

WATCHER ACTIONS

If you're the Watcher and you're taking action with one of your characters—a villain launching a surprise attack or trying to strike terror into the heroes—the dice might be different. A major villain has a datafile that's pretty similar to the hero datafiles. But other Watcher datafiles are usually shorter and don't have the same level of detail as the player heroes. Usually it's a broad Specialty that sums up the character's profession, role, or primary talent, followed by Affiliation dice and any super-powers, weapons, or specialized traits. The doom pool is always available as a source of additional dice. Once your pool is settled, pick up all the dice and roll them.

Data File

EXPERT SENTINEL 8

Solo 6 **Buddy** 8 **Team** 10

Superhuman Strength 10 **Superhuman Durability** 10

Energy Beam Projector 10 **Enhanced Senses** 8

SFX: *Adaptive Learning.* Add d6 to dice pool for each failed action against a superhuman opponent.

Limit: *Robotic Systems.* On electromagnetic attack, shutdown a trait and gain d6 doom.

NARRATING FAILURE

Don't let failure bring you down. This game is all about action, sure, but it's also about making tough choices and accepting the consequences. If you're a player and the Watcher's reaction total beats yours, the story doesn't remain static. How does the Watcher describe the villain's defense against your mighty attack? Where did the villain end up? Where is your hero after the action?

As the Watcher, make sure to keep the description of the action going. Ask the players what happens when their hero fails to blast the Sentinels or if their reaction to the Sentinel's energy beams isn't enough to stop them. Ask those questions, and keep things moving at a good clip.

RESOLVING ACTION

Once you have the two totals (action and reaction) you can compare them to each other. You're looking to see if your opponent's reaction total is greater than your action total. If this is the case, your action fails. Don't worry about your effect die, because it won't be used.

I'm playing Cyclops, and the Watcher rolled a higher total than I did as a reaction. This means Cyclops' optic beam had no luck against the Sentinel's armor. I don't get to use my effect die to do anything, so it's time to choose who goes next in the action order.

If the reaction total is equal to or lower than your action total, your action succeeds. You can use your effect die to **create an effect**: stress, an asset, or a complication. If you have more than one effect die (you spend PP to keep more, or you have SFX in one of your Power Sets that give you more), you can create multiple effects. If you're trying to inflict stress or a complication, you have to first compare the effect die against the effect die of the reacting side. **If the reaction effect die is larger than yours, you have to step back your effect die by one.** In other words, they have at least a little defense up against you. This isn't an issue if you're only creating an asset.

If the Watcher hadn't rolled a higher total for the Sentinel than my action total for Cyclops, I'd be able to use my effect die for stress. My effect die is D10, which is higher than the Sentinel's D6 effect die, so I wouldn't have had to step back the effect. Inflicting D10 of physical stress on the Sentinel would have been a big plus.

If your action fails, your opponent may spend a Plot Point (if a player) or a D6 or larger from the doom pool (if the Watcher) to create an effect, just as you would have had you succeeded on your action.

As the Watcher, I could decide to use my doom pool to jump on that failed action. For the cost of a D6 out of the pool, I can use the Sentinel's D6 effect die to create some kind of asset, inflict stress on Cyclops, or introduce some kind of complication. Luckily for Cyclops' player, I decide not to worry about it.

EXTRAORDINARY SUCCESS

If your action total is 5 or more points higher than your opponent's reaction total, you've gained an **extraordinary success**. This lets you step up your effect die by one and describe just how amazing your efforts were. For every additional 5-point increment, you can step your effect die up again. By this method, it's possible to step an effect die up past D12, in which case you can either declare that you've automatically stressed out your opponent (if you were trying to inflict stress) or you can use a second remaining die from your roll as an effect die.

As Cyclops' player, what if I'd succeeded against the Sentinel by 5 points in the last action? I could have delivered a D12 effect on the Sentinel and would be that much closer to stressing it out. If my total were 10 points higher, that would be a single hit takedown.

Note that there's no such thing as an extraordinary failure, but if your opponent does have a reaction total of 5 or more greater than yours, he can consider it an extraordinary success on his part. What does this mean? If he's spent a PP (or doom die) to use his own effect die, he can step it up just as you could, had you rolled an extraordinary success of your own.

As the Watcher, I could have spent a D6 out of the pool to use the Sentinel's D6 effect die to create some kind of asset, stress, or complication against Cyclops. If my reaction total had been 5 points higher than his action, the D6 would be stepped up to a D8. If it had been 10 points higher, that'd be a D10.

DIVIDING YOUR ATTENTION

Let's say you want to take out more than one target at once or do more than one thing at a time. Generally in a comic book panel, a super hero can be assumed to be moving into position, calling out something, or any number of other minor actions. Those are free and shouldn't be a big deal. What does matter is when you want to actively do two or more things with the same roll. The key here is broadcasting your intent and then using effect dice.

If you spend a Plot Point, you may keep another of your remaining dice—after adding up the total—as a second effect die. Your targets each get a reaction roll as usual. Your single total applies to each target. It's possible that one target may roll higher than your total while a second loses to you. You can choose to use each effect die for a different kind of effect, so long as it's in line with your original intent. Thus you can create assets for yourself, or inflict stress of different types or multiple complications. You can't inflict the same type of stress with two or more effect dice.

As Cyclops, I could have decided to widen the beam of my optic blast to attack both Sentinels. While they would both have been able to roll reactions against me, possibly increasing the likelihood of my getting stress, there's a chance I could have taken them both out. Looking at my roll from earlier, my only option would have been to not increase my total from 12 to 14, instead keeping the D6 as one of my two effect dice (a D10 and a D6).

Some **special effects** (SFX) allow area attacks without spending Plot Points; these allow you to add a D6 to your pool and keep an additional effect die after the roll, one for each target. The downside to this is that it increases the likelihood of complications.

Cyclops has the *Area Attack* SFX for his Optic Beam Power Set, meaning I could have added a bonus D6 to my pool and kept an extra effect die at no cost. I could also have spent a Plot Point to give Cyclops a stunt at D8 (such as "banked shot off the wall and into both Sentinels") and started out with a dice pool of D10 + 3D8 + 3D6. Maybe I should have thought this through earlier...

SUPPORTING AND RECOVERY ACTIONS

Not every hero is right in the thick of things every time. If you're playing a hero who's more of a supporter than a fighter, or more of a fighter than a talker (depending on the action), there's still always something you can do. You might want to help a stressed out teammate recover, or provide covering fire for someone.

Support Actions

If you want to use your action to support another hero or supporting character, assemble your dice pool and roll it just as you would normally. This is called a **support action**. The Watcher rolls the doom pool against you. If the Watcher doesn't generate a higher total than yours, you succeed in helping the other character and may use your effect die to create an asset. If you don't succeed, because the Watcher's doom pool generates a higher total than yours, the Watcher might decide to spend the effect die from the doom roll and create a complication for the character you were trying to support.

Recovery Actions

A **recovery action** counts as a support action, too. You're rolling to reduce an ally's stress with your effect die, but it's the same process—gather appropriate dice for your dice pool, roll the dice, choose a total and an effect die, and compare the total to the Watcher's doom pool total. Just like any other support action, if you fail to help another character recover stress, the Watcher may spend the effect die from the doom roll and inflict stress or a complication on you or your ally. For more on recovery actions, see page OM41.

Let's say Emma Frost's player went before me in the action order, and she wants to help me against the Sentinel. In her Diamond Form, she's blessed with Enhanced Strength d8 and Superhuman Durability d10. If she picks up her Enhanced Strength d8, Buddy d6, and One Step Ahead of You Distinction at d8, she can roll them all and try to get a better action total than the Watcher's roll on the doom pool. Emma's player describes this as Emma charging forward and bashing at the earth in front of the Sentinel, trying to unbalance it so I get a better shot. The dice come up 8 (d10), 5 (d8), and 5 (d6). Emma's player risks going with a 10 total (from the d8 and the d6) in order to get a d10 effect die. Luckily, the Watcher's total on the doom pool comes up 9. Emma's player announces that I'm next in the action order and hands me the d10 to add to my dice pool.

Support and Recovery Actions by Watcher Characters

As the Watcher, your characters don't roll against the doom pool. If you want to have one Watcher character aid another, just take a die from an appropriate helping trait and add it to the supported character's next dice pool. This counts as an action for the Watcher character who's doing the supporting, so he can't do anything else in that action order. Recovery actions work the same way.

There are two Sentinels in this battle, even though only one is pressing the attack. As Watcher, I could decide to have the passive Sentinel hand over a helpful trait like Superhuman Strength to the acting Sentinel's dice pool, giving it another d10.

Remember, as the Watcher you can always spend (and thus remove) dice out of the doom pool to improve a Watcher character's chances, to add more dice to the total, or to keep effect dice. All of this can be described in the story as support, too, if it makes sense to you. The key thing to be aware of is that Watcher characters represent something different in any Scene; they're primarily the obstacles, not the protagonists. This is why you as the Watcher spend doom dice and not Plot Points, and why supporting actions are much simpler. Keep the spotlight on the heroes, not your own characters, whenever possible.

TARGETING ASSETS, COMPLICATIONS, AND OTHER TRAITS

Not everything you want to affect in a big Action Scene is a character. You'll often want to use your powers or natural talents to destroy, eliminate, overcome, or repair something in play that's either causing trouble for you and your allies or helping your opponents. You can target significant objects and conditions with your actions when they're represented in the game by traits.

Do You Need to Roll?

First of all, make sure it's actually a trait to begin with. A lot of things in the story don't have dice associated with them because they're a part of the fiction that everyone at the table just agrees on. Lampposts, sidewalks, plate windows, random passersby, bouquets of flowers, newspapers, and other items that aren't immediately important are just context and color. You can make them important by using your effect dice to make them assets, or use them as part of your description for stunts, but so long as you have the power to smash a glass window (most people) or rip a lamppost out of the street (anyone with Superhuman Strength) it shouldn't even require dice.

You also need to check whether the item or condition can even be targeted. You can probably disarm a thug with a Big Gun d6, but you can't disarm them of being an Expert Thug d8. Some Power Sets have a Gear Limit that not only has a specific way to be shutdown by the player or the Watcher, but also may be targeted by opponents. The Watcher has final say on this matter, but present your case to the table and see what happens.

> I'm playing Colossus, and I want to disable the Sentinel's energy beam projector. I ask the Watcher if that's possible, and he says sure—the Sentinel's datafile has Energy Beam Projector d10 listed on it. No sweat!

Take the Shot!

Now that you're sure something's an asset, complication, or some other trait, you can target it with an action. This works much like a recovery action. You gather together a dice pool that's appropriate, roll against the doom pool plus a die for the trait you're targeting. If you win, use your effect die against the trait. If your effect die is equal to or larger than the trait you're targeting, it's eliminated. If it's smaller, you step back the trait by one.

If the condition, asset, or another trait is somehow connected to a character who would understandably resist you seizing, destroying, or disabling it, that character becomes the opposition, not the doom pool. You're taking action against him and using your effect die, but it's to shutdown his trait rather than inflict a complication or stress.

> Since the Sentinel's Energy Beam Projector is a component of the Sentinel itself, the Sentinel, not the doom pool, is my opposition. The Watcher might still use doom dice to add to the Sentinel's dice pool, of course. Since the Energy Beam Projector is being targeted, that die is included in the Sentinel's dice pool even if it's not going to use it as part of its reaction. If I succeed and get a d10 or higher effect die, that blaster's history. If I end up with only a d8 or less, I step back the Energy Blaster to a d8.

Everyone Has Limits

You might have Enhanced Strength d8, but that doesn't mean you can destroy a car with a mighty punch to the radiator. Your energy powers might give you an Energy Blast d10, but it's not going to bring down a skyscraper (maybe just trash the ground floor lobby). The action you take against an asset, complication, or trait must **fall within the realm of possibility** for you, given your Power Sets and Specialties. Even before you roll the dice, check to see whether the targeted trait is too strong (dice rating) or just untouchable (situation).

The Watcher may rule that you can target an asset, complication, or trait, but that your effect die can only step back the trait's die rating by one if it's equal to or larger, and have no effect at all if it's smaller. This is most often the case when you're targeting something that's just really huge, or it's kind of a toss-up whether your abilities and powers could affect it. A good rule of thumb here is that if your own power is equal to the trait die you're targeting, it falls into this category. This continues even if you've stepped the trait back from its original rating; stepping back something from d10 to d8 doesn't mean your d10 power is now more capable of eliminating the trait, even though the trait's die rating is smaller for the purposes of rolling against it.

> Colossus has Godlike Strength d12, which means he's one of the strongest heroes around. He can rip down small buildings, toss cars clear across town, and punch all the way through a bank vault door. But against something really large or rated with a Godlike Durability d12, chances are he can only step it back by one—and only if he has at least a d12 effect die. Plus, while I might step it back by one with a success, I still only get to step it back by one next time, even though it's now a d10.

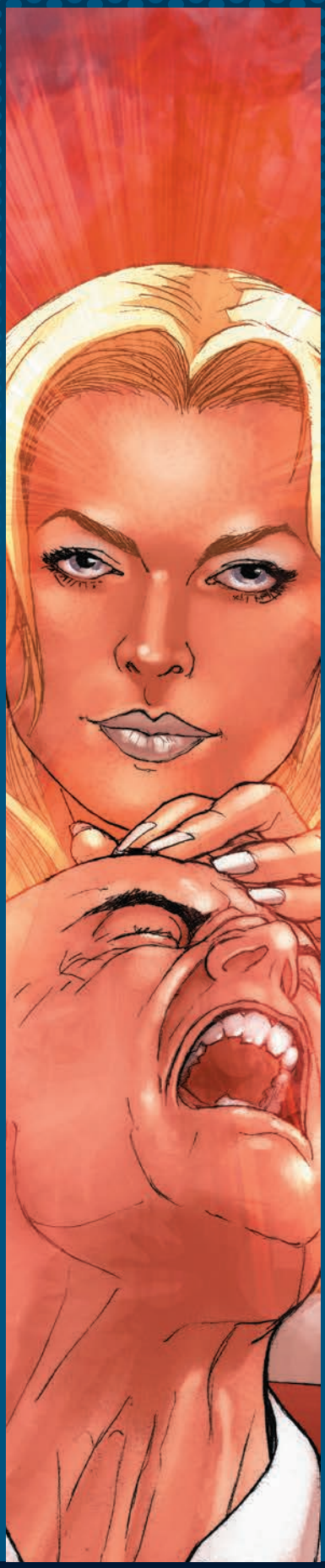
Automatic Success

If you have a power that might be useful in eliminating an asset, complication, or some other trait, you might be able to forego the roll entirely and just **spend 1 PP to succeed automatically**. This works the same way heroes with a Stamina power trait can spend 1 PP to eliminate stress. Most of the time, this only works when your hero has either the time or the freedom to do this without interference, and the Watcher should already have established that you'd need to roll the dice as opposed to simply letting you get what you want.

> I tell the Watcher that I'd like Colossus to bust through a Reinforced Door d10. The Watcher might just let me do this, since he knows I've got Godlike Strength d12. Or he might ask me to roll against the doom pool and apply an effect die against the door's d10 die rating. If that's the case, I can just spend 1 PP and smash through it.

If you're the Watcher, remember that having amazing powers is a lot of the fun of playing in the Marvel Universe. Unless you've got a good reason, you shouldn't worry too much about having the heroes roll to bust through walls or smash cars. The automatic success rule lets you move quickly through the action and get to the real showdowns between the heroes and villains; it offers them a way out of frustrating situations and lets them show off their powers!

Also, the Watcher's characters can do the same thing by spending dice from the doom pool (the doom die must equal or exceed the value of the targeted power or trait). As a player, that's something to keep in mind when you're webbing up Juggernaut's limbs or creating ice structures around a Sentinel...



HEROISM, HEADACHES, AND HEARTBREAK

Not every Action Scene is a fight between the heroes and an opposing force made up of villains and thugs. In fact, some of the best Action Scenes don't involve physical stress at all, but focus on what you might call **mental** or **emotional conflict**. For these Scenes, there are still clear lines of opposition. One side wants something that the other side doesn't, or one side wants to do something that the other side opposes. The difference in these Scenes is that intimidation, seduction, manipulation, and diplomacy may each be brought to bear, with or without superpowers to back them up.

Non-physical conflict actions use many of the same rules as combat or physical actions, so everything we've introduced so far is fair game. Actions, reactions, effects, extraordinary successes, and dividing your attention are all just as valid in tense Scenes between Spider-Man and Mary Jane or Tony Stark and Steve Rogers. And any emotionally charged Scene can escalate to a knockdown drag-out fight, depending on who's involved. So keep this in mind as you read on—an Action Scene can be physical, mental, emotional, or any combination of the three.

MENTAL CONFLICT

Whether it's a duel of wits or a psychic struggle for control, mental conflict has **mental stress as the primary consequence**. Heroes who engage in mental conflict are attempting to outwit their opponents, distracting them from seeing the truth, or trying to bring them around to a new way of seeing things. Mental conflict doesn't even need to be particularly antagonistic. Every good collegiate debate is a mental conflict.

Even more than for a brawl or firefight, mental conflict requires that the intent of the participants is clear. Are you trying to fool someone into thinking you're someone else? Are you trying to upstage another person on a topic that you're sure you're more of an expert in? You have to put forward what your desired outcome is, and then pick up your dice.

I'm playing Kitty Pryde and I'm trying to poke holes in an anti-mutant protestor's logic. After talking with the Watcher, we decide that if I win, the protestor won't change his mind right away but will at least realize he was harboring mistaken and hateful ideas. If I lose, I probably reinforce his prejudices and should get out of there!

In a mental conflict, the most common effect is **mental stress**. This can represent anything from wearing down your opponent's ability to resist, confusing your opponent, or making a stronger case for what you want. Once you stress out your opponent, you have them where you want them. Don't forget, you can pull your punches when it comes to stressing someone out. This is a wise choice to make if you don't want to inflict mental trauma. See page OM24 for more on pulling your punches when inflicting stress.

As Kitty Pryde, the mental stress I inflict on the anti-mutant protester represents conflicting arguments, confusing him, and keeping him from pushing his own agenda. If I stress him out, I'll pull my punches and so I don't give him trauma, but I think it will be an epiphany of sorts.

Complications are also potential effects, especially when, instead of stress, you want to inflict something like Distracted, Outwitted, Scientific Fallacy, or Too Much Information on them. Complications, like stress, can make life difficult for your opponent but won't actually get you what you want unless the player or the Watcher decides to throw in the towel.

I could choose to inflict a complication on the anti-mutant protester, something like He's a Raving Lunatic! or Unpopular Opinion. Those would be interesting, but I'm trying to change his way of thinking, not just saddle him with annoying perceptions.

EMOTIONAL CONFLICT

Anything from intimidation to taunting to seductive manipulation can be chalked up to an emotional conflict where **emotional stress is the primary consequence**. If you're using emotional conflict, you want to change your opponents' emotional state, getting them angry, afraid, insecure, or flustered. If they don't object to having their emotional state changed, then there's not really any conflict. Emotional conflict only happens when emotions are at the heart of a divide.

Before you launch into an action with emotional consequences, you need to figure out what those consequences are. If you're trying to scare your opponent, what happens if his reaction gets a higher total than yours? What's the thing you want to get out of scaring him? If you're trying to seduce the business executive, is failure going to end up with you being embarrassed, the executive getting mad, or worse?

I'm playing Wolverine and I'm The Best There Is At What I Do. When I'm trying to scare the living daylights out of one of these anti-mutant protesters bothering Kitty, I need to be careful not to make things worse for mutants, so I decide to be subtle and just use my body language and a couple of grunts to give the guy reason to leave.

Emotional stress is irrational and heavy with melodrama, but what it really means is that your opponent's emotions are clouding his judgment or getting in the way of rational thinking. This is different from just being outwitted or tricked, which is mental stress. No, this is crazy gut reaction material, the kind of stress that brings dark clouds or fiery moods. If you stress out your opponent with emotional stress, chances are he's reduced to an angry, insecure, frustrated, or terrified mess. Or, if you've been pulling your punches and were clear in your goals, he's unable to stand in your way.

So, as Wolverine, I rolled so well in my emotional conflict action that I stressed the anti-mutant protester out in one go (having SFX that step up emotional stress I inflict also helps). The Watcher agrees that this means he's taken off at a brisk run, convinced that he shouldn't be attending rallies like this when scary people with claws are present. If I had only inflicted emotional stress but not stressed him out, he might have stayed around, but his rattled nerves would have hindered his activity.

Some good examples of complications in an emotional conflict are Really Bad News, Romantic Overtures, Sibling Rivalry, and Embarrassing Revelations. Each of these gets in the way of your opponents' activity but won't stress them out by themselves.

I could have chosen to inflict both emotional stress and a complication on the protester if I'd spent a PP to keep another effect die. As it happened, stressing him out did the trick.

USING TRAITS IN NON-COMBAT CONFLICT

Powers and Specialties can be added into the dice pool when attempting to win a mental or emotional conflict. Psychic powers like Telepathy or Mind Control are great. Psychic Blast is more of a traditional combat power, but it can be a great last resort. If it's psychic or emotion-based as a rule, it can be brought into any non-combat conflict as a means of pushing your hero's agenda or fighting off the ambitions of your opponents. See page OM70 for more on Power Sets.

Specialties that work best in mental and emotional conflicts include Menace, Mystic, Psych, and Science. If it's a conflict over knowledge or understanding, any Specialty that covers that area of knowledge is perfect. Menace is specifically aggressive and Psych is a little more passive or indirect. For more on using Specialties see page OM96.

Don't forget that many heroic Milestones are dependent on non-combat interaction with others; they pose interesting choices that can be worked into these kinds of Scenes. For more on Milestones see page OM105.

LOSING CONTROL AND PLAYER AGENCY

It's easier to understand being knocked out in a pitched battle with the forces of Hydra than it is to wrap your head around losing control of your character's emotions or mental state. Roleplaying games are about getting into character and making decisions for a heroic persona, right? When the rules tell you that you have to make decisions you didn't want to make, or when the rules make those decisions for you, it can seem worse than having your hero get clobbered.

In this game, the big decisions are yours to make. There are two ways to handle it when your hero is stressed out mentally, emotionally, or both. The first is that you can just let the Watcher describe what happens, and trust that the situation's going to change again soon. Since a stressed out character can't actually do anything like rolling dice or taking action, your character might temporarily take a bit of a back seat to the story. Alternately, the Watcher might skip to a new Scene, where you've recovered your stress and now you're back in control but dealing with trauma.

The other option is to play it up! If you know what your opponent wanted you to do, you can take direction from that and make decisions for your hero that have that in mind. You can even do this when you haven't been stressed out yet, but you're wrestling with high levels of mental or emotional stress. Describe how your hero paces back and forth, angry and frustrated. Or have your hero lost in despair, opening up his heart to the manipulative villain. It's still an interesting story, and this way you're still in charge. And if you do choose to play it out, the Watcher might reward an exceptional performance with a Plot Point, especially if it lines up with one of your Distinctions or Milestones.

If you're being mind controlled or possessed, the same applies. Mind control starts out as influence (a complication) that can lead to full-on domination ("stressed out" by complication). Villains with mind control powers, like the Purple Man, usually try to have heroes do things that they otherwise wouldn't do, or keep them from doing things they want or need to do. Fighting this kind of influence is equivalent to making a recovery action, but you're not rolling against the doom pool. Instead, the character with mind control powers opposes, keeping you from stepping back or eliminating that mental stress.

If you're the Watcher, keep all of the above in mind when you're playing villains with the power to control minds or make heroes their unwilling slaves. It's perfectly reasonable for a player to get upset at losing control, so remind them that it's temporary and that it's a great way to earn Plot Points via Distinctions or Limits. The good thing about mental and emotional conflict is that the players have an opportunity to resist it, so it's never just a sudden off switch. Like any other situation, make it a good story, drop the heroes in danger and conflict, and give them a way out.

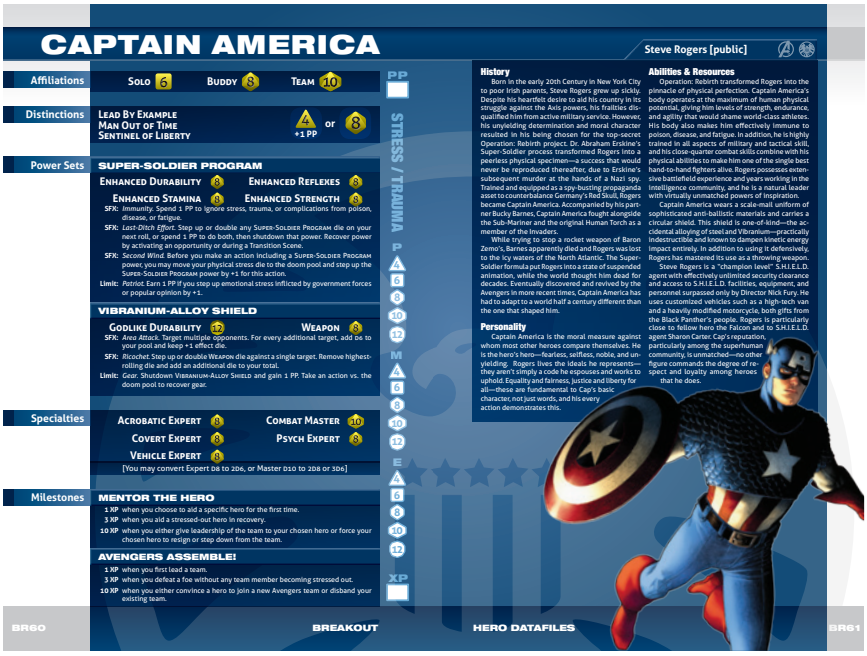
Mind Control p. OM79

04

UNDERSTANDING DATAFILES

A hero's datafile is like an entry from the *Official Handbook of the Marvel Universe* or one of Nick Fury's S.H.I.E.L.D. files, presented in terms of game stats. All of your hero's Power Sets, Specialties, Distinctions, and other traits are provided, along with biographical details and key information, ready to play.

This chapter goes into detail about all areas of your hero's datafile. From Affiliations and Distinctions to Power Sets and Specialties, consider this your primary reference.



SUBSIDIARY ORGANIZATIONS
[SECRET EMPIRE]
[THEM]
[A.I.M.]
[S.H.I.E.L.D.]

AFFILIATIONS

There's a long-standing tradition in the Marvel Universe that some heroes just do their best work when they're working with others, while others have a reputation of being loners. Many heroes are well known for fighting crime with a partner—whether it's Luke Cage and Iron Fist, or Spider-Man and... well, pretty much the rest of the Marvel Universe, one hero at a time. This game represents these varying situations with **Affiliations**—traits that embody a hero's comfort level, capability, and confidence with others or alone.

Affiliations are the core of your action in any situation. When you're putting together your dice pool, Affiliations are the first step. Each hero has the three Affiliations prioritized by dice: D6, D8, and D10. Which die goes where reflects how the hero performs in those situations. You may choose to use your D8 or even D6 Affiliation on a regular basis; this increases your chances of earning Plot Points from opportunities. However, this isn't the only reason to use a lower-rated trait—at the heart of the Affiliations traits is the question of how the story changes when you step outside of your comfort zone.

- If your hero runs into more trouble or doesn't take up as much of the spotlight in a type of situation, it's probably a D6.
- If your hero functions just fine but not necessarily at his peak in a specific type of situation, it's a D8.
- If your hero is most at home and at his best in a specific type of situation, it's a D10.

Some heroes recover better by themselves, and others prefer hanging out in the Avengers Mansion eating dinner with their teammates. For this reason, **Affiliation dice apply even when you're not in a big battle or heroic Scene**. Your current situation—whether alone, with a friend, or as part of a group—determines which Affiliation die you use in recovery actions and other rolls.

AFFILIATION OPTIONS

Can you be a Solo while you're in a crowd of other heroes? Can you be my Buddy over a commlink while I'm in a Team? All of these are potential issues relating to Affiliations. Our rule of thumb is this: if the situation demands it, that's what it is. Keep in mind that what matters most rules-wise is whether you can give support or accept it, using those extra dice and benefits on your own actions and reactions. That doesn't mean it should be your only consideration. Is Wolverine using his Solo D10 when he slashes away at the Sentinel, even though the other X-Men are fighting their own hunter-killer robots? Maybe. But he's not going to be including Storm's Whirlwind asset, or Colossus' Fastball Special asset, if he is.

SOLO

This is the hero acting alone, scouting around, and taking down the bad guys single-handedly when the rest of the team is unconscious or lost.

Game Rules for Being Solo

When you're solo, you may use the Solo die for all of your actions and reactions. When you use the Solo die, you can't accept help or support from any other hero, and you can't give support to any other hero, until your next action or reaction lets you change the Affiliation you're using.

I'm playing Wolverine and I've been hunting down Hellfire Guards through an underground tunnel complex. When I burst in on a few of them, I go to town using my Solo d10. Cyclops and Emma Frost show up after I've made my first action, but they can't help me out with support assets until I take another action or reaction. I'll be using Team on my next action because my situation has changed.

Notable Solo Heroes

Black Panther, Black Widow, Daredevil, Iron Man, the Sentry, and Wolverine all have a Solo d10.

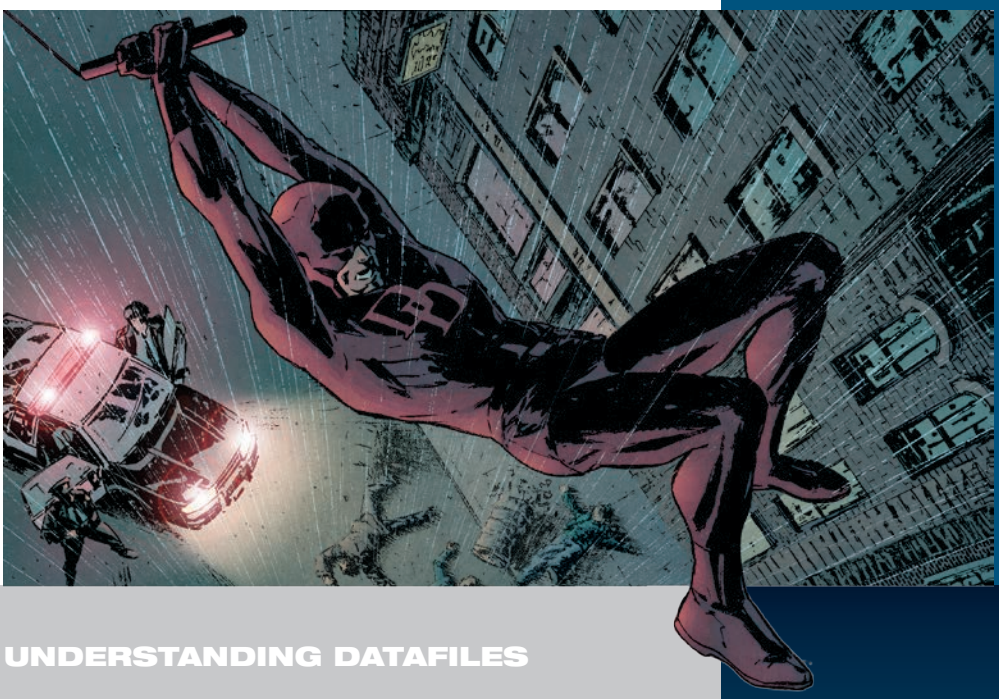
- Even though Wolverine and Iron Man work on teams all the time, they're at their best when alone.
- Daredevil avoids being on a team because it's not his comfort zone.
- Black Panther and Black Widow have also been frequent team members, but their approach is definitely more solitary.
- The Sentry brings complications more frequently when he's with anyone else, making him a more appropriate Solo.

YOU'RE SOLO IF:

- You're in a location or situation where there are no allies with you or helping you.
- You were with a team but were split off from them by some force or barrier which prevents you from working with them.
- You've moved your activity to a different level of conflict—such as to the astral plane or through a computer system.

YOU STOP BEING SOLO IF:

- Other heroes show up to fight alongside you against the same opponent or group of opponents.
- You partner up with someone over telepathic link or comms network in a way that lets you help or support that partner and vice versa.
- You have Watcher characters like cops or S.H.I.E.L.D. agents helping you out.



YOU HAVE A BUDDY IF:

- There is one other hero or supporting character working with you against the opposition or in pursuit of a goal.
- You're by yourself in the field but you have another hero actively assisting you over a comms network or via telepathy.
- You and another member of a team split off to do something without the rest of the team present.

YOU STOP HAVING A BUDDY IF:

- You pick up a third hero or supporting character who helps you pursue a goal or oppose a villain or threat.
- You lose or deliberately part company with your companion, or your companion is knocked out in a battle.
- You turn upon or are forced to engage in a conflict with your partner or companion.

BUDDY

This is the hero with a single companion or partner. It's a classic Marvel arrangement, and includes a lot more than a hero and his sidekick. When two heroes team up to take down a foe neither of them could handle alone, or when a hero feels he needs a complementary set of skills or abilities, BUDDY is the solution.

Game Rules for Having a Buddy

When you have a partner, sidekick, or single ally, you may use the BUDDY die for all of your actions and reactions. When you use the BUDDY die, you can only accept help or support from your chosen buddy, and you can't give support to any other hero until your next action or reaction.

Notable Buddy Heroes

Armor, Iron Fist, the Human Torch, Luke Cage, Shadowcat, Spider-Man, and the Thing all have a BUDDY D10.

- Iron Fist and Luke Cage are famous for their partnership.
- Spider-Man has a lot more luck when he has another hero with him to play off his wisecracks.
- Armor, Shadowcat, the Human Torch, and the Thing operate on a team most of the time, but their strongest moments are when they're teamed up with one other team member—even if that other team member's strong suit isn't BUDDY.

TEAM

This is your hero as part of a group of three or more heroes or allied characters. Often, heroes unite as a single response to a common threat, like the Avengers. Other times, the heroes are part of a family, like the Fantastic Four. Being on a team isn't always the ideal Affiliation for a hero, but it never hurts to have backup and support.

Game Rules for Being on a Team

When you're with a team, you may use the TEAM die for all of your actions and reactions. When you use the TEAM die, you can give and accept support dice from any ally. You can't give support assets to or otherwise help another character if they used a SOLO die for their last action or reaction or if they used their BUDDY die and have already had help from another character.

Notable Team Heroes

Beast, Captain America, Cyclops, Emma Frost, Invisible Woman, Mr. Fantastic, Ms. Marvel, Spider-Woman, and Storm all have a TEAM D10.

- Sue, Reed, and Ben have all spent a great deal of time together in the Fantastic Four.
- Beast, Storm, Cyclops, Colossus, and Emma Frost are likewise at their best in the X-Men.
- Captain America, Ms. Marvel, and Spider-Woman all have a history of being part of large covert or military organizations, working with other agents.

YOU'RE ON A TEAM IF:

- You're one of at least three heroes or supporting characters working together in pursuit of a goal or against an opposing force.
- You're by yourself in the field but you have at least two other heroes actively assisting you over a comms network or via telepathy.
- You have a squad or group of Watcher characters assigned to you, such as S.H.I.E.L.D. agents or first responders.

YOU STOP BEING ON A TEAM IF:

- You lose contact with or are separated from your teammates, leaving you either alone or with a single partner.
- You intentionally leave a group and don't maintain voice, telepathy, or other contact with the group.
- You turn upon or are forced to engage in a conflict with the other heroes on your team, with or without another character aiding you against them.

AFFILIATIONS AND WATCHER CHARACTERS

If you're the Watcher, your characters also use Affiliations as the basis for their dice pools. Villains of any significance use the same three dice as heroes do: D6, D8, and D10, arranged as appropriate among the three Affiliation traits. You use these the same way players use the Affiliations on their hero datafiles.

Minor characters, including most "normal" people the heroes may run into and various guards, minions, and animals, have a different set of dice: D4, D6, D8. Even in their best situations, these characters are only as good as heroes and villains are at their middle Affiliation trait.

Mobs of Characters

Sometimes, characters appear in organized—or occasionally unorganized—groups, called **mobs**. A mob is anywhere from two to a dozen or more individuals that act and behave as a unit. Mobs are represented with multiple dice in their TEAM Affiliation, such as 3D6 or 5D8. A highly trained squad of professionals usually has a TEAM D8, while a mad, chaotic rabble would have a TEAM D4. The mob's other traits are shared among the mob. Instead of each die representing a single individual, you use 2D for a handful of minor characters, 3D for a dozen, 4D for a room full of people, and 5D for a large crowd. See page OM115 for more on mobs as Watcher characters.

Large-Scale Threats

Occasionally, a particularly large, dangerous, or powerful character has multiple dice in SOLO or BUDDY. These **large-scale threats** have a stronger chance of standing up to multiple heroes at once, but they can be brought low if attacked as if they were a mob (with the *Area Attack* SFX and so forth). See page OM115 for more on large-scale threats.

DISTINCTIONS

What's the essence of a super hero? You might think it's her super-powers or her astonishing skills and training. But those things can change or come and go. If you want to take a snapshot of a hero's personality, background, and attitude, you need to look at her **Distinctions**.

Distinctions are traits with two sides. They're catchphrases, significant personality types, and interesting backgrounds that can both help and hinder your hero in her efforts. For this game, we use Distinctions to capture the essence of a Marvel super hero—they also give you as a player a way to earn Plot Points.

HELP OR HINDER?

When you're picking up dice, you can add in one or more Distinctions if they would be appropriate. Pick up a D8 if the Distinction describes some part of your hero that would help the action you're taking. Pick up a D4 and gain a Plot Point if the Distinction is something that would likely complicate a situation or attract trouble.

You can always **add at least one Distinction to your dice pool**. It costs you a PP for every extra Distinction you want to add. Because you earn 1 PP for using a Distinction as a D4 and it costs 1 PP to add a second Distinction, you can always choose to have a D8 Distinction and a D4 Distinction in the same dice pool. It just won't earn you any extra PP.

I'm playing Wolverine. He has the following Distinctions: I'M THE BEST THERE IS AT WHAT I DO, MASTERLESS SAMURAI, and MYSTERIOUS PAST. The first one's his classic catchphrase, and it usually comes into play when Logan's carrying out some violence. But it could also be used for the D4 in a situation requiring civility. The second one's appropriate when rolling something to do with his past in Japan, or his honorable nature, or a duel. But it's also great when interacting with old foes from that period in his life or rejecting authority. And finally, the third Distinction is an easy bonus D8 if Logan's checkered and half-remembered history conjures up something useful and a great D4 when it just brings him grief.

At a formal dinner party hosted by the Hellfire Club, Wolverine's learned that the Black King, Shinobi Shaw, is planning to seize the X-Men's newest recruit, Hisako Ichiki, also known as Armor. I don't really want to pop the claws right away, so I figure it's a good time to use my own style of negotiation. I decide to approach Shaw and challenge him to a duel—in front of a lot of wealthy donors and Hellfire Club members who don't know he's also a psychopathic mutant killer. When picking up my dice, I'm going to use the MASTERLESS SAMURAI at D8 and I'M THE BEST THERE IS AT WHAT I DO at D4 (normally I'm not this polite). That's D8 and D4 added to my dice pool, but I don't get the extra PP because it cost 1 PP to bring the second Distinction in.

Don't worry if you have a Distinction on your datafile that seems as if it would be appropriate as a D8 in a lot more situations than the others. Some heroes are designed that way to encourage a certain kind of approach to action. Others seem loaded down with problematic-sounding Distinctions—this ensures that your heroes' flaws are supported by rewards like Plot Points.

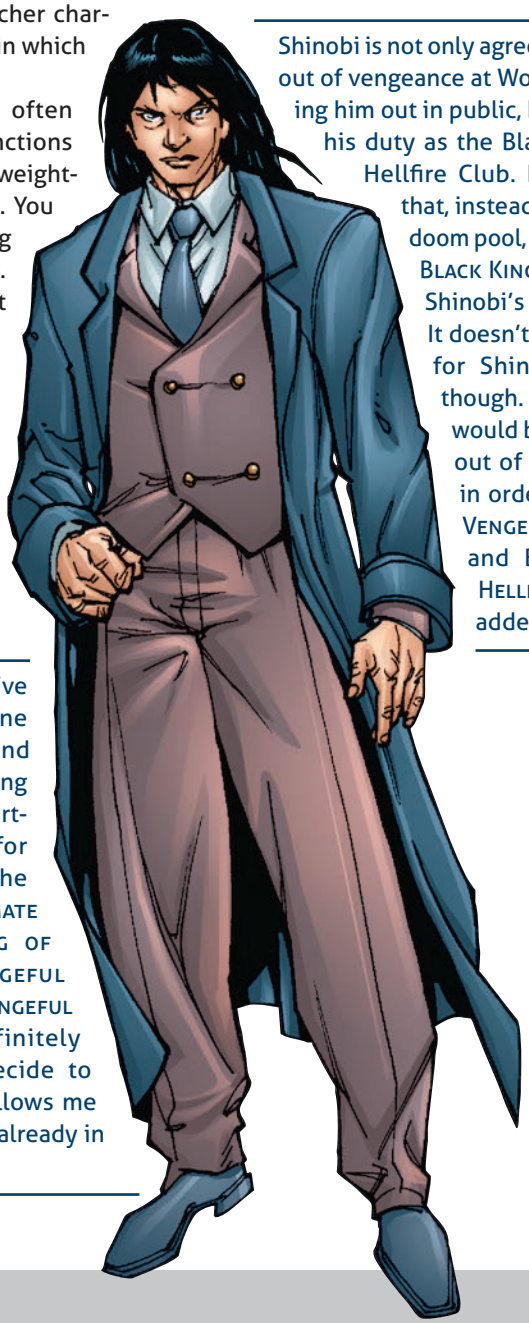
DISTINCTIONS AND WATCHER CHARACTERS

The Watcher's characters, including the villains and ordinary people who interact with the heroes, don't use Distinctions in the same way as the players. As the Watcher, when you use a Distinction to add a D4 to the villain's dice pool, instead of earning Plot Points you can choose to **add a D6 to the doom pool or step up the smallest die in the doom pool**. This is true for any character with Distinctions. Many Watcher characters don't have them, in which case this won't apply.

Villains, especially, often have one or two Distinctions that seem deliberately weighted toward the negative. You might find it challenging to use them positively. This is fine, because it encourages you to use the Distinctions as D4s, provide the players with more opportunities, and grow the doom pool. More importantly, it encourages you to play the villain as the flawed or offbeat character that he is.

I'm the Watcher, and I've just set up the Scene where Wolverine and Shinobi Shaw are facing off for a duel in a courtyard. My datafile for Shinobi gives him the Distinctions ILLEGITIMATE UPSTART, BLACK KING OF HELLFIRE, and VENGEFUL PSYCHOPATH. I think VENGEFUL PSYCHOPATH is definitely appropriate, so I decide to add it as a D4; this allows me to step up a D6 that's already in the doom pool.

Your characters should rarely use more than one Distinction. With each action or reaction, make a decision to go with a D4 (and add a doom die) or a D8. If you decide to use a Distinction as a D4 and another at D8, don't add any dice to the doom pool. If you decide to use two Distinctions at D8, the extra Distinction costs a D8 or larger from the doom pool.



Shinobi is not only agreeing to this duel out of vengeance at Wolverine for calling him out in public, but because it's his duty as the Black King of the Hellfire Club. I might decide that, instead of growing the doom pool, I'm going to add BLACK KING OF HELLFIRE to Shinobi's dice pool at D8. It doesn't really do much for Shinobi's chances, though. Another option would be to spend a D8 out of the doom pool in order to have both VENGEFUL PSYCHOPATH and BLACK KING OF HELLFIRE Distinctions added in at D8.

SCENE DISTINCTIONS

Heroes and villains aren't alone in having Distinctions. The Scene (or the location the Scene takes place in) may also be described using Distinctions. These are defining qualities of the Scene that could help or hinder the characters in it. Examples of Scene Distinctions include Cluttered, Flooded, Noisy, Pitch Black, Quiet, and Unstable.

As the Watcher, you decide whether to give a Scene any Distinctions at all, or perhaps just one or two. Each Scene may have no more than three Distinctions to start, and the Watcher may add more during the Scene. Players can't create Scene Distinctions, although as the Watcher you might want to add them based on the players' suggestion—it helps involve the players as well as making your life easier! Make sure, however, that the players know about any Scene Distinctions when you frame the Scene.

A Scene Distinction is often a sensory condition, like Noisy or Pitch Black. Other times, it suggests physical or environmental color, such as Cluttered or Flooded. Not all Scene Distinctions need to be so precise or direct; you could toy with Tranquil Mood, Stacks and Stacks of Crates, or Creepy Atmosphere.

As a player, it's your choice whether or not to include a Scene Distinction in your dice pool, and whether you're going to use it for a d4 (and get a PP) or a d8. Scene Distinctions count as Distinctions when putting together your dice pool—if you're already using one from your datafile, adding in one from the Scene costs you PP. On the other hand, if you're having trouble finding an applicable Distinction from your datafile, you can use a Scene Distinction instead.

I'm playing Wolverine, about to duel Shinobi Shaw before a whole courtyard full of invited party guests. The Watcher has established Crowd of Onlookers, Slick Cobblestones, and Expertly-Trimmed Hedges as Scene Distinctions. I like the first two, not sure about how to use the third one yet...

You might want to write each Scene Distinction on an index card and place it in the middle of the table—this way, they're easily visible to you and the players, and you can note any changes that occur during the Scene. You can also hang on to the ones that seem to come up time and time again, so you can quickly add On Fire or Crumbling Buildings or Stunned Onlookers to any Scene.

As the Watcher, you can similarly add a d4 to a villain or supporting character's dice pool (and add or step up a doom die) or a d8. Scene Distinctions are great for supporting characters that don't have Distinctions of their own, like groups of thugs or minor villains. You can also spend a d8 or larger die from the doom pool to create a new Scene Distinction after the Scene has started.

I'm the Watcher, and even if I didn't already have a compelling reason to use Shinobi Shaw's own Distinctions as a d4 to grow the doom pool, I could pull in the Crowd of Onlookers Scene Distinction here to do so. Part of being the Watcher means coming up with interesting and flavorful ways for both my characters and the players' heroes to interact with the scenery, so to speak. In fact, the Expertly-Trimmed Hedges Distinction is like a challenge to a creative player.

Scene Distinctions are similar to complications because they often seem to represent negative or hindering conditions in the environment. You can even target a Scene Distinction in the same way you target a complication (it counts as a d8 for these purposes) if it makes sense. The key difference is that a Distinction should always offer some way to use it positively, even if it's not an equal balance between help and hindrance.

In the duel Scene, Wolverine or Shinobi Shaw could target the Crowd of Onlookers, with the explanation that the two of them are using their intimidating powers or presence to drive the crowd off. Simply moving to the grassy lawn might ignore Slick Cobblestones. Expertly-Trimmed Hedges, of course, are a natural target for someone with razor-sharp claws.

Targeting Effects p. OM54

POWER SETS

A Power Set is a collection of super-powers, special effects (SFX), and Limits on those powers. Power Sets are always grouped around a common theme, source, or manifestation. A Power Set might represent innate super-powers, special gear, or any other extraordinary group of effects that can't be represented by a Specialty or Distinction. A Power Set might even be a pet or sidekick, like Lockheed the Dragon is to Kitty Pryde. Most super heroes have one or two Power Sets, with a rare few who have more and some who don't have any Power Sets at all.

Power Sets follow a standard format, as follows:

POWER SET NAME

Power Trait dx — Power Trait dx

SFX: Name of SFX. How SFX works.

Limit: Name of Limit. How Limit works.

Here's the Bestial Mutant Power Set for the X-Men's **Hank McCoy** AKA **Beast**, which you can refer to as you read over this section. Beast's single Power Set is aptly named—it describes his animalistic abilities. If you're creating a new Power Set for a hero or villain, try to summarize what the Power Set represents in the title so it's easy to distinguish from, say, Omega-Class Telepath or Powered Armor.

BESTIAL MUTANT

Enhanced Durability d8 — Enhanced Senses d8

Enhanced Stamina d8 — Superhuman Reflexes d10

Superhuman Strength d10

SFX: *Claws & Fangs.* Add a d6 to your dice pool for an attack action and step back the highest die in your pool by –1. Step up physical stress inflicted by +1.

SFX: *Oh My Stars and Garters!* Spend 1 PP to borrow the highest die in the doom pool as an asset for your next action, then step back and return the doom die.

Limit: Mutant. Earn 1 PP when affected by mutant-specific Milestones and tech.

POWER TRAITS

Each Power Set includes a number of traits that represent super-powers, called **power traits**. Power traits can be added to a dice pool when they benefit or support the action that's being taken. Whether they're appropriate is usually up to you as the player, but the Watcher and other players will let you know if you're being really weak with the justification. Many powers can be used without even making a roll, if there's nothing riding on the outcome.

I'm playing Beast and my Bestial Mutant Power Set includes the Enhanced Senses d8 power trait. I can add this die into my dice pool whenever having senses that extend beyond the normal human range would be especially useful. I can also use it without rolling dice, such as when I describe Beast sniffing at a wine rack in the Hellfire Club's wine cellar and picking out the most expensive bottle based on the vintage.

POWER RATINGS

Powers are usually rated from d6 to d12, based on the following rough guidelines. Some powers start at d8.

- **d6:** Powers of this rating aren't the hero's signature power or don't get much of a spotlight when they're used. d6 powers are often utility-type effects, or only of **Minor** effect. Having a d6 power is useful because it gives you justification for doing something that ordinary people can't do, or it may come in handy when other powers are shut-down or unavailable.
- **d8:** Powers of this rating include all of the **Enhanced** rank of ability; these are levels of performance beyond that of ordinary human beings. A d8 power is one that sees a lot of use and is roughly equivalent to being an Expert in a Specialty in terms of how effective it is, such as Spider-Man's Senses or Captain America's Durability.
- **d10:** This rating of power includes all of the **Superhuman** degrees of ability; these are significantly beyond those possessed by normal humans. Few super heroes have powers rated higher than this. It's a power that's roughly equivalent in effectiveness to a Master in a Specialty, i.e., world-class in scope, like Luke Cage's Strength or Emma Frost's Telepathy.
- **d12:** This rating is reserved for **Godlike** levels of ability and the topmost level of performance possible. Very few super heroes have d12 powers, and usually they're limited to single, specific powers or effects such as Wolverine's Stamina or Colossus' Strength.

POWER TRAIT EXAMPLES

Some power traits are common across many Power Sets, because they are archetypal super hero abilities. This section goes into more detail about each of these and how to use them.

Beast's five power traits are rated either D8 or D10. His Enhanced Durability, Enhanced Senses, and Enhanced Stamina mean that he's tougher and can push himself longer than any hero without these powers, at or above peak human ranges. His Superhuman Reflexes and Superhuman Strength indicate that his hand-eye coordination and reaction time are amazing, and he's able to snap a lamppost from a city street or crash through a brick wall.

Attack Powers (Blasts, Weapons)

Attack powers are almost always used in action dice pools.

Powers that represent attacks—whether it's an energy blast or razor-sharp claws—are included in this category. Most mundane weapons are represented by D6 or possibly D8 die ratings in a Power Set. Use the following as a guideline for other types.

- At D6, the power is roughly equivalent to small arms fire or dangerous close combat weapons.
- At D8, the power is capable of greater injury or harm, roughly equivalent to automatic weapons or small explosives.
- At D10, the power is equivalent to heavy explosives or lightning bolts.
- At D12, the power is truly devastating, even if the area of effect isn't widespread.

An Attack power's name gives you more suggestions about when it works. Often, the Attack uses a specific type of energy, such as fire, electricity, cold, or darkforce. This may affect how you describe the effects of stress caused by the Attack and by other powers or SFX that provide resistance to those types. A generic Energy Blast is usually explosive plasma or cosmic energy with few side effects, unlike Flame Blasts or Lightning Bolts that set things on fire, or Cold Blasts that freeze. Psychic Blasts can target heavily armored foes but they're useless against opponents without minds.

Some Attacks may be used at range, while others are only effective in close quarters. Whether this is an advantage or a drawback varies on the situation. It's easier to hit a flying target with a Force Blast than Elbow Spikes, but in a confined space the Force Blast poses problems the Elbow Spikes do not.

Durability

Durability is usually included in reaction dice pools.

The hero is more resistant to injury and harmful effects than the average human.

- Enhanced Durability d8 confers toughened skin and muscle, as well as the ability to withstand most minor blunt trauma or pain and low-level extremes of heat or cold.
- Superhuman Durability d10 is bulletproof skin and resistance to extreme temperatures or hazards.
- Godlike Durability d12 indicates invulnerability to almost all conventional forms of injury and harmful effects.

Durability is also used in Power Sets that represent **force fields or hardened objects**. Use common sense and the descriptions in the Power Set as your guide for when you can factor in Durability. Invisible Woman's Godlike Durability in her Force Projection Power Set is a good example. Because her force fields are transparent, light-based attacks could ignore them. Similarly, Luke Cage's Superhuman Durability doesn't protect him from gas attacks or some kinds of mystic blasts.

Durability usually, but not always, comes with an associated level of life support or protection from the environment. Whether this life support is continuous or only when the hero is using the power may depend on SFX or how the Durability is described.

Energy powers are typically resisted by Durability. Some SFX protects against other, more specific types of harm—such as disease or toxins—over and above any protection Durability might give. For protection against magic or psychic powers, use Mystic Resistance or Psychic Resistance.

Resistance
p. OM80

COMMON ELEMENTS IN THE MARVEL UNIVERSE

- **Air:** Moving air masses around, increasing or decreasing air pressure, creating whirlwinds
- **Cosmic:** Channeling and redirecting the quantum power of the universe, altering or destroying the bonds between energy and matter, and connecting with the cosmos
- **Darkforce:** Summoning and manipulating the extradimensional energy known as darkforce
- **Earth:** Moving soil, dirt, and rock; shaping it or altering its consistency
- **Electric:** Strengthening, weakening, redirecting, and otherwise altering the properties of electrical current
- **Fire/Heat:** Rapidly increasing the thermal properties of the environment, shaping existing flame, combusting materials
- **Gravity:** Intensifying or diminishing the hold the Earth's gravimetric field has on objects, shifting centers of gravity
- **Ice/Cold:** Rapidly decreasing the thermal properties of the environment, producing ice, freezing things

Elemental Control Powers (including Influence, Mastery, and Supremacy)

Elemental Control powers may be used in either action or reaction dice pools.

The ability to control the elements is a common power trait for super heroes. What exactly is meant by "elements" can vary from hero to hero. They aren't necessarily elements in the periodic table sense, or the classical elements of air, fire, earth, and water—in many cases they're more properly categorized as energy types or compounds.

For the purposes of the game, a material, energy, or substance being controlled is called an **element**. Each Elemental Control power trait must be specified, i.e., Fire, Light, Magnetic.

- Elemental Influence d6 gives minor or basic control: extinguishing all the candle flames in a room; cooling the air in a room; shorting out household appliances.
- Elemental Control d8 gives significant local control: extinguishing a burning room; snap-freezing the air in a room; shorting out a building's electrical system.
- Elemental Mastery d10 provides citywide control: extinguishing a burning skyscraper; freezing over a city street; bringing down a city's power grid.
- Elemental Supremacy d12 provides regional control: extinguishing a forest fire; freezing over Lake Michigan; rerouting the national power grid.

Elemental Control powers offer many opportunities for stunts; when tied together with SFX, they may be applied in dozens of ways. The basic rule of thumb is that the larger the die rating, the greater the scope of the power's control effect. Elemental Influence d6 usually only extends to one or two types of effect, while Elemental Supremacy indicates unsurpassed manipulation of the controlled element.

Note that Mind Control and other psychic powers aren't considered Elemental Control. The same is true for Sorcery, which is its own power trait type. Psychics or sorcerers often possess some of these elemental powers, of course; Kinetic/Telekinetic Control, Fire Control, and Weather Control are frequently psychic in nature.

Some Elemental Control powers might overlap with each other; it's possible to create frosty conditions using both Ice Control and Weather Control, though the former has more accuracy and depth than the latter. Similarly, Magneto's Magnetic Supremacy has been used before to alter electrical currents and other types of energy, though these are likely stunts rather than SFX. This sort of overlap is more likely at the Mastery and Supremacy levels; Influence and Control rarely allow the character to step outside the standard boundaries of those elements.

Elemental Control doesn't usually exist by itself in a Power Set. In order to properly represent the kinds of abilities that are associated with heroes with Elemental Control, these Power Sets also include powers like Energy Blast, Flight, or Senses, and SFX like *Area Attack*, *Energy Absorption*, and *Multipower*.

COMMON ELEMENTS (CONTINUED)

- **Kinetic/Telekinetic:** Intensifying or diminishing the stored kinetic potential of objects, moving things around, holding them in place
- **Light:** Intensifying or diminishing the ambient light in the environment, creating bright flashes, forming holograms
- **Magnetic:** Strengthening, weakening, redirecting, or otherwise manipulating magnetic fields, affecting ferrous metals
- **Sonic:** Intensifying or diminishing the ambient sound in the environment, altering sound waves, mimicking noises
- **Technology:** Activating, shutting down, assembling, and manipulating technology or machinery from a distance; merging several existing machines together or creating hybrid technology
- **Weather:** Anticipating, directing, and manipulating local and regional weather patterns to create meteorological effects from rain and snow to wind and drought
- **Water:** Moving aqueous masses around, increasing or decreasing water volume and pressure, dehydrating a living target

Intangibility

Intangibility is usually used in reaction dice pools.

The hero is able to become less solid, either through reduced molecular density, shifting phase, or becoming fluid. The primary effect of this power trait is that passing through obstacles becomes much easier, and physical objects pass through the body.

- At D6, the power lets you mildly disperse your molecules, reducing the impact of some physical attacks and allowing you to slowly move through highly porous or permeable obstacles, such as chicken wire fences or barred gates.
- At D8, the power represents substantial fluidity or dispersal, giving you the power to seep through tiny holes in obstacles and reduce the impact of most physical attacks.
- At D10, the power makes you ghostlike or out of phase—you can walk through almost any physical obstacle other than super-high density substances, and your movements make very little noise. Physical attacks rarely affect you.
- At D12, the power makes you completely out of phase with reality, including even energy waveforms. You're essentially not even there.

Intagibility is a power trait often associated with Power Sets that describe transforming into liquids or, at low ratings, the ability to deform or compress your body. It's a close cousin to Stretching and is often included in the same Power Set. If the hero's Power Set represents molecular or dimensional phasing, powers like Flight or Airwalking are common.

SFX that accompany Power Sets with Intangibility include being able to disrupt people or things by phasing or passing through them, and sharing your Intangibility with others.

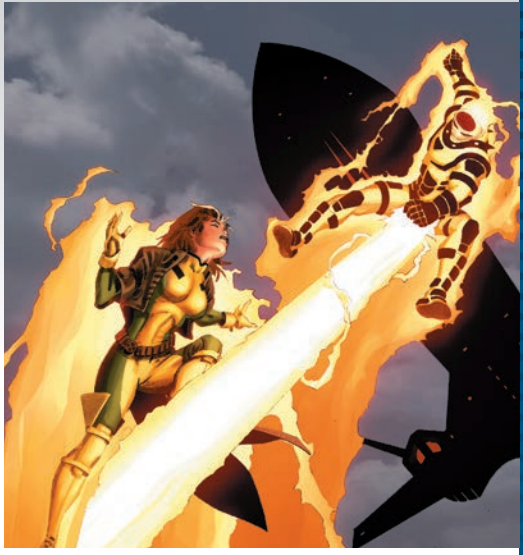
Invisibility

Invisibility is usually used in reaction dice pools.

The hero is able to make herself unable to be seen, whether through the bending of light waves, high-tech chameleon technology, or shifting out of phase with this dimension.

- At D6, the power blurs or obscures your visual image; it's often limited to obscuring your image in mirrors or electronic surveillance, or in situations where vision is already impaired, such as at night. It may also be a psychic field that makes others pay less attention to you, even though you're still visible.
- At D8, you are concealed to a greater degree, such as with chameleon-like blending, ghost-like transparency, or psychic misdirection. While still visible to others if they focus, you've got the equivalent of a stealth field.
- At D10, the power renders you completely invisible to standard visual means. You can move around without being noticed, and you don't leave a shadow or other signs of being there. Certain spectrums of visual detection may spot you, such as infrared or dimensional locators.
- At D12, you are impossible to detect with any visual-based sense. You never show up on any device, and likely don't even give off energy signatures of any kind.

Depending on how this is defined within a Power Set, Invisibility may be psychic- or physics-based. If it's psychic-based, that affects how others might detect the hero. If it's physics-based, sometimes all you need to do is to turn up the sound detection to realize an invisible hero is nearby. This power trait when combined with others like Intangibility or Flight can essentially make the hero a phantom or apparition.



Mimic

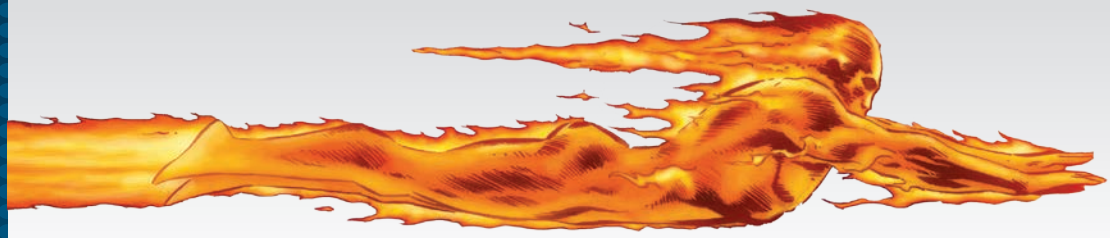
Mimic may be used in both action and reaction dice pools.

This isn't the ability to change shape into other forms or look like other people—that's Shapeshifting. Mimic is the ability to copy or even steal powers from others. It may also be used to represent a hero who has no fixed powers but instead spontaneously creates them as the need arises.

In order to manifest a power, the hero must create an asset with an action using this power's die. Sometimes, the hero must physically touch or cause stress to the target; in other cases, the hero can just develop a power. The description and SFX usually define how this works. The asset created serves as the power trait in the short term.

Mimic's die rating directly corresponds to the ability of the hero to effectively copy or mimic another power. Regardless of which power the hero attempts to mimic or the effect die chosen, the scope and extent of the copied power is limited by Mimic's die rating. If you want to copy or steal Flight as a power and only have Mimic D8, you won't be capable of supersonic speed. You might have a D12 asset being used to represent Flight and roll that die into any actions or reactions, but the actual speed won't be Godlike.

Heroes with Mimic usually have a number of SFX and Limits that refine the power. They may also have other powers in their Power Set, such as Shapeshifting, that extend the ability of the hero to copy others.



Movement Powers (Speed/Flight/Swingline/Airwalking/Burrowing/Leaping/Swimming)

Movement power traits are usually used in action dice pools.

Movement powers confer the ability to move at greater than human speed. Speed is ground or surface travel, while Flight is air or space travel. The actual speed each die rating represents differs between Speed and Flight.

- At Speed d6, you can run as fast as the world's fastest humans; Flight d6 is the speed of a hawk or news chopper.
- At Enhanced Speed d8, you can run at the speed of a horse; with Subsonic Flight d8, you can fly as fast as a missile or passenger airliner.
- At Superhuman Speed d10, you're faster than a bullet train; with Supersonic Flight d10, you can fly as fast as a jet fighter.
- At Godlike Speed d12, you can travel around the world in moments; Space Flight d12 permits swift interplanetary travel.

Other Movement powers appear in Power Sets, too. Swingline, Airwalking, Burrowing, Swimming, and so forth are all Movement powers. They generally operate at the same speed as the Speed power trait, but how and when they might be used differs. Swinglines let Spider-Man and Daredevil swing through city streets above the traffic, giving them access to areas others don't have; Burrowing is something Moloids can do that surface-dwellers can't. Leaping describes traveling large distances with mighty bounds or spring-like steps. Swimming is being able to move through water as fast as—or faster than—an Olympic medalist.

One Movement power, Teleport, gets its own entry—it doesn't actually represent traveling but rather crossing distances without Movement at all.

Movement powers are often included in Power Sets together with Reflexes or Stamina, but not always. Similarly, Strength and Leaping are often found in the same Power Set. They're most often used to guide how quickly and in what ways someone can get to places. Creating stunts with Movement powers factor in the velocity and speed of the power more than, say, the reaction time or endurance of the hero.

Movement powers that explicitly allow travel in specific environments are assumed to include the ability to survive in those environments at or beyond the d8 level. So, Enhanced Swimming d8 affords an air supply or the ability to breathe underwater, while Subsonic Flight d8 means you don't suffer the negative effects of high velocity. If you have Space Flight, you're not worried about the vacuum of space.

Psychic Powers (Mind Control/Telepathy/Animal Control/Plant Control)

Psychic power traits are usually used in action dice pools.

Psychic powers are powers that affect or influence other minds, although most people don't include plants as minds. The two most common are Mind Control and Telepathy. **Psychic powers are used to create complications on their targets**. If the complication is stepped up beyond D12 and the target is "stressed out" then your effect is total. Until then, the target gets a chance to resist it or fight it off, with the complication making things tough for them. To cause mental or emotional stress, use Psychic Blast instead.

Mind Control relies on planting suggestions, influencing perceptions, and altering behavior—it's **getting people to do what you want**, especially when they wouldn't otherwise. A complication you create with Mind Control (such as Fight your Friends! Or Let Us In!) hinders your target if he resists or tries to oppose what you want him to do. If he goes along with it, even if you haven't stepped the complication past D12, the complication doesn't pose any problem for him.

- At D6, you can push the target to do something he was inclined to do already, such as buy something he likes or make advances on someone he's attracted to. You can also intensify his senses to a degree—making the room seem colder, a smell seem stronger, or other mild effects.
- At D8, you can override the target's impulse control, remove inhibitions, or provoke irrational behavior. You can make him see, smell, or hear things that aren't there for short periods, enough to distract him.
- At D10, you can take over the target's motor control and movements, create vivid and believable hallucinations that last for hours, or cause him to go against his core beliefs for a short time.
- At D12, you can completely possess the target, create entire fictional universes within his mind, and permanently alter his beliefs or perceptions.

Telepathy is **making contact with other minds** for the purposes of communication, although it also allows reading surface or deeper thoughts, anticipating actions, and sharing or altering memories. A complication you create with Telepathy might hinder your target if he's trying to block you out, screen his thoughts, or remember something you've made him forget. Much of the time you won't need to roll this power, especially if it's used on willing targets. If the target isn't willing, you need to "stress out" your target with the complication before you can pull out the information you want.

- At D6, you can maintain a link with another mind with some effort, using the link to talk or share thoughts.
- At D8, you can read surface thoughts, emotions, and share one or two senses (like sight and hearing), as well as link a half-dozen minds together for communication.
- At D10, you can probe minds for memories, thoughts, and instincts, create persistent mental links among large groups of people across great distances, and even block or influence a specific target's memories.
- At D12, you can remain in constant communication with vast numbers of people, skim the surface thoughts of everyone on the planet, and implant entirely new life histories within specific minds.

Animal Control is used to make animals do what you want, though how this happens can vary. Plant Control is the same, only with vegetable matter. These powers, while psychic in nature, are really a kind of Elemental Control, with the die rating representing the scope and power of the control. At D6, your influence and ability to connect with animals or plants is limited to nudges or suggestions; at D12, you have supremacy over all animal or plant life, and you may even be connected directly to the living web of life on the planet.

Elemental Control p. OM74

Reflexes

Reflexes may be used in either action or reaction dice pools.

The hero has a greater response time, physical agility, and aim than an average human.

- Enhanced Reflexes d8 represents two to three times the normal human response time and hand-eye coordination.
- Superhuman Reflexes d10 indicates as much as ten times the response time and coordination of an ordinary human.
- Godlike Reflexes d12 confers the ability to react as if the world around you had slowed to a crawl; you have lightning-fast hand-eye coordination.

Many heroes with a Reflexes power also have Movement powers, although they are not synonymous. Quicksilver has Godlike Reflexes and Godlike Speed, while Daredevil has Enhanced Reflexes and no Movement power trait. It's more common to have both when the Reflexes power trait is rated at Superhuman or Godlike.

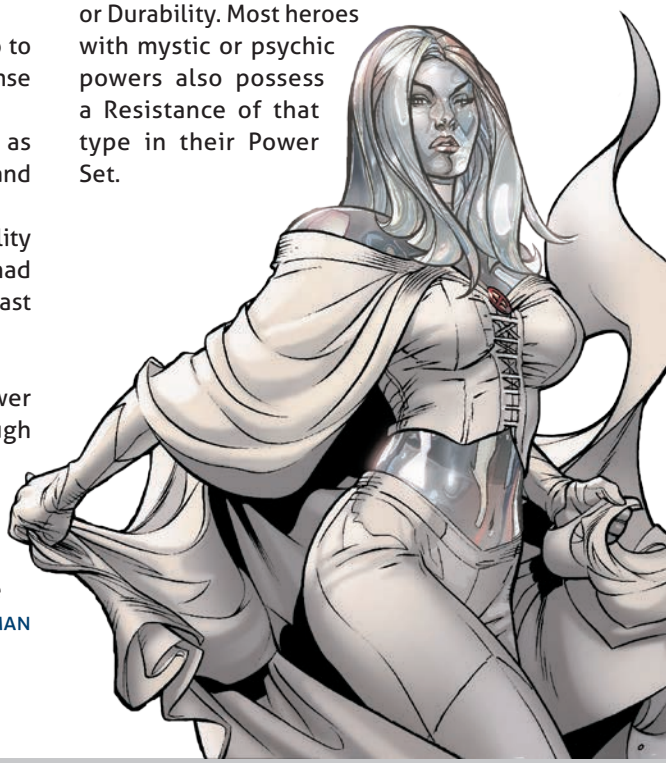
Resistance Powers

Resistance power traits are almost always used in reaction dice pools.

The hero is resistant to types of harm or attack that most people have no defense against. It could be innate or provided by equipment or gear. The most common types are Mystic Resistance and Psychic Resistance. Other Resistance powers are provided by Durability or show up as SFX for a Power Set (such as being immune to toxins or disease).

- A Resistance d6 is slight, but still more than any normal person would have.
- A Resistance d8 is enough to turn aside most standard attacks of this type.
- A Resistance d10 gives substantial defense against most attacks of this type.
- A Resistance d12 represents near-invulnerability to attacks of this type.

These power traits are similar to Durability in that they provide resistance or protection from harmful or damaging attacks. SFX may also provide protection against specific types of attack, on top of whatever protection is given by a Resistance or Durability. Most heroes with mystic or psychic powers also possess a Resistance of that type in their Power Set.



Senses

Senses may be used in either action or reaction dice pools.

The hero's senses are more acute, keen, or developed than a normal human.

- Senses at a d6 rating are usually additional senses that might be brought in, like Cybernetic Sense or Mystic Sense, mostly to give you other ways to pick up on information.
- Enhanced Senses d8 represent extraordinary levels of awareness, closer to those of predatory animals.
- Superhuman Senses d10 reach beyond nature, offering incredible levels of awareness.
- Godlike Senses d12 touch upon cosmic threads of information and perception.

It's more or less assumed that most people have Senses at the d6 level, and that if you ever need to roll it, you'd just use a Push die. For this reason, Senses d6 is primarily descriptive. In some Power Sets, extraordinary senses outside of the normal human types are actually SFX, such as Spider-Man's *Spider-Senses* and Daredevil's *Radar Sense*. This is because those abilities build on those heroes' Senses power traits to give them a means of rerolling dice in their pool. Iron Man's Cybernetic Senses on the other hand give his player a means of including computer network access in a dice pool even when Tony Stark doesn't have normal access.

These power traits don't specify which senses are heightened. In the game, this is left up to individual character description. For the most part, Marvel characters with a Senses power enjoy heightened awareness across the spectrum, at least in terms of acquiring information from their immediate environment.

Push Dice
p. OM20

Shapeshifting

SHAPESHIFTING may be used in either action or reaction dice pools.

Being able to alter the way you look or to take on the form of something else is a great stealth power; the best example in the Marvel Universe is the race of Skrulls. It can also represent the use of magic to disguise one's appearance, as Loki does, or the power to transform into non-human shapes, like certain transforming robots or battle suits.

- At D6, you can make minor changes to your facial features or aspects of your appearance, but not enough to closely mimic anyone in particular.
- At D8, you can take on the external form of someone else, fooling most onlookers and passing as the person you're imitating. You may also be able to take on the external form of an animal or other living creature.
- At D10, you may fully shift into another living physical form or shape, even down to the cellular level, fooling scientific instruments, extraordinary senses, and so on. Non-living shapes will still register as being organic.
- At D12, you may shapeshift into anything—living and non-living forms—fooling even cosmic senses. For all intents and purposes, you become that other thing.

SHAPESHIFTING can be used to acquire things a hero doesn't normally have access to, such as claws or wings. These can either be represented by stunts, thus having limited use, or by assets, which might be extended with PP. If the hero regularly creates wings or claws, they're probably represented by other power traits in the Power Set. Hulkling, for instance, shapeshifts wings all the time, but he has FLIGHT as a power trait to avoid having to create them as a stunt or asset. A hero might also have the MIMIC power, giving him the ability to copy other powers, instead of or together with SHAPESHIFTING.

SHAPESHIFTING is often in a Power Set with STRETCHING, with size-changing powers like GROWTH or SHRINKING, and with physical enhancement powers like DURABILITY, STAMINA, or STRENGTH.

If a hero only ever shapeshifts into one form, he probably doesn't have this power. Instead, his Power Set would include powers that describe his other form (such as DURABILITY or REFLEXES), and a Limit that shuts down these powers when he's not in the alternate form.

Size-Changing Powers (Growth, Shrinking)

Size-changing powers may be used in either action or reaction dice pools.

With these powers, the hero may grow or shrink in size. This is often through the use of the so-called Pym Particles that shunt mass into and out of the Kosmos dimension, but there are other ways of changing size in the Marvel Universe, such as mystic spells or gathering more mass from your environment.

- At D6, you can bulk up considerably (GROWTH) or compress your mass tightly (SHRINKING). This doesn't change your overall height or weight so much as it represents being able to snap out of or slip from restraints, fit into cramped spaces, or look somewhat more menacing.
- With GROWTH D8, you can grow to at least fifteen feet, more than doubling in size. With SHRINKING D8, you can reduce your size to that of a doll or small animal.
- With GROWTH D10 , you can grow to the size of a building, upwards of a hundred feet, dwarfing all around you. With SHRINKING D10, you can become insect-sized.
- With GROWTH D12 , you can become truly massive, perhaps without limit, almost a geographic formation of your own. With SHRINKING D12, you can become microscopic, able to pierce through the barrier into the Microverse.

Size-changing powers are used when you think that being really big or really small could be helpful in a dice pool or let you change the situation in a Scene. They are almost always included in a Power Set with other power traits—GROWTH with STRENGTH, DURABILITY, or STAMINA; SHRINKING with REFLEXES, FLIGHT, and SENSES. You can't use both Size-changing powers at the same time—it makes no sense to roll both GROWTH and SHRINKING. Most Power Sets with these powers have a shutdown Limit that makes the associated power traits shutdown at the same time as the GROWTH or SHRINKING. In other words, if you have SUPERHUMAN STRENGTH and SUPERHUMAN DURABILITY while you're a giant, shutting down GROWTH will shut those down also.

Is it easier for opponents to hit you when you're fifty feet tall? Are you less of a target when you're the size of an ant? With these powers, ensure that there's a Limit in your Power Set to handle the former (*Huge*: Earn 1 PP when your GROWTH becomes a complication for you) and just use your die in a reaction to handle the latter (that SHRINKING D10 sure helps avoid danger!).

Sorcery

Sorcery may be used in either action or reaction dice pools.

The hero can alter or change magical fields or channel power from other dimensions to affect change in this one.

- With Sorcery Novice d6, you can achieve the equivalent of parlor tricks, prestidigitation, and conjuring without having the stage magic equipment to do it. Nothing more than pulling out long scarves, lighting a candle with a snap of the fingers, or concealing doves in a cage.
- With Sorcery Adept d8, you have genuine powers of summoning and controlling mystic forces—usually to create constructs and illusions, commune with other dimensions, and invoke changes in the laws of physics.
- With Sorcery Mastery d10, you have great mystical powers, channeling power into longer lasting constructs or objects, bending the laws of physics, and dispelling the magical works of others.
- With Sorcery Supremecy d12, you can draw on world-shattering mystic power to affect far-reaching changes, bring things to and from other dimensions, and empower mystical objects or creatures of frightening strength.

Sorcery is a trait that may seem confusing or too powerful, but it's really just another form of Elemental Control. The descriptive nature of Sorcery makes for flashy effects and interesting stunts, assets, and complications, but the power itself should not be any more potent than others. It's included in Power Sets with many other power traits that represent specific magical effects, from Mystic Blast and Flight to Strength and Teleport. **Sorcery can't usually inflict stress on its own** but it can create assets and complications.

In the Marvel Universe, magic is often defined as coming from three sources: the invocation of beings of great power, tapping the ambient mystical forces in the world, and the magician's own psychic resources. This power trait, combined with others in a Power Set, usually takes care of the first two. Note that the Mystic Specialty allows for other avenues into occult lore, including rituals, items of power, and knowledge. Heroes with Sorcery usually have this Specialty.

Stamina

Stamina is almost always used in recovery dice pools.

The hero has increased endurance and staying power, as well as recuperative ability and resistance to fatigue or toxins.

- Enhanced Stamina d8 indicates faster than normal healing and recovery, resistance to minor diseases, and the ability to perform at maximum effort for an hour or more.
- Superhuman Stamina d10 allows for rapid recovery from injury, resistance to most terrestrial diseases or toxins, and the ability to operate at maximum effort for several hours.
- Godlike Stamina d12 indicates extremely rapid recovery from even near-fatal wounds or trauma, resistance to even extraterrestrial diseases, and almost limitless ability to operate at maximum effort.

Although Stamina finds the most use in recovery, it can also be used in reaction dice pools against attacks that target a hero's endurance or staying power, or that try to induce paralysis, sleep, or fatigue. If a hero is trying to hold his breath or some other more active effort, you might use Stamina in the action dice pool.

Stamina extends the hero's lifespan, too, if that ever comes into question, though it won't necessarily prevent aging so much as keep the effects of aging from slowing the hero down. Heroes with a Stamina power are more resistant to chemical substances like drugs, alcohol, and caffeine; no matter how much Wolverine drinks, he never actually gets drunk.

Strength

Strength is almost always used in action dice pools.

The hero has strength and muscular power beyond that of a normal human.

- Enhanced Strength d8 allows you to turn over cars, break through solid barriers, and bend ordinary iron bars.
- Superhuman Strength d10 allows you to lift and throw vehicles, smash through stone and metal, and tear apart most barriers.
- Godlike Strength d12 confers the power to hurl objects into orbit, push over tall buildings, and demolish most structures.

This is one of the most common superpowers, and represents everything from mutant-enhanced musculature to high-tech powered armor. As with many power traits, it's often assumed to just work if there's nothing challenging the hero, or if using Strength is part of the description of an action (like ripping a telephone pole out of the ground to smash a tank). It's usually, though not always, included in a Power Set with Durability, often at a different die rating. It may also be used with Leaping, representing the use of Strength to leap great distances.

If the Strength is only in one limb or otherwise limited to specific conditions, this is just part of the Power Set's definition. There's usually no reason to worry about Misty Knight only having Superhuman Strength d10 in her bionic right arm unless the situation specifically talks about needing strength in the legs or the left arm.

Stretching

Stretching is usually used in action dice pools.

The hero is able to elongate or increase the length of his limbs or other body parts, often to great distances. In some cases this is through prosthetic devices like Doctor Octopus' robotic tentacles, although in other cases it's a metamorphic ability like Mr. Fantastic's elastic body.

- At D6, you can reach across a normal room or access high places. It's the equivalent of having double the usual reach with arms or legs.
- At D8, you can reach across a street, up the side of a building, or down an elevator shaft.
- At D10, you can stretch to considerable distances, several city blocks away. You can clear buildings, rivers, or wide ravines with your elongated legs and arms.
- At D12, you can reach ridiculous distances, perhaps without limit—across lakes, oceans, and even into orbit—although the further you stretch the less you're able to make use of your limbs.

Stretching can be used much like a Movement power (long legs make travel easier), defensively (an elastic body can mitigate a lot of damage), or an offensively (a punch hurled across a street can hurt). While the way the Power Set is defined should inform how it's used, Stretching is primarily a means of extending reach and access. Stretching is often coupled with powers like Durability, Intangibility (at low ratings), Growth, Strength, Reflexes, Shapeshifting, and even Elemental Control.

SFX included in a Power Set with Stretching include *Area Attack, Grapple*, and *Versatility*.

Teleport

Teleport may be used in action or reaction dice pools.

The hero may travel from one point to another instantaneously. Usually, no actual distance is traveled; the hero just vanishes from one place and appears in another. The power rating informs the distance that's possible.

- At D6, you can blink in and out of place in a single location, crossing a room or a gap between buildings, effectively eliminating the need to walk. Line of sight is usually required.
- At D8, you can teleport across several miles, such as from place to place in a metropolitan area or, by taking multiple jumps, from one city to another.
- At D10, you can travel around the world in single or multiple jumps, and perhaps as far as the moon.
- At D12, you can travel across vast distances, even to other planets or galaxies.

Depending on the nature of the power (sorcery, technology, mutant, etc.), the way Teleport works can vary greatly. If the teleportation is through manifested portals or wormholes, this might affect the SFX used in the Power Set. In some cases, the teleportation is limited to the extreme ranges of the die rating; the mutant Lila Cheney has Teleport D12 but can only use it to travel intergalactic distances.

At the D10 and D12 rating, you can choose to have the power *only* allow travel to other dimensions or other worlds; travel between locations on Earth in such instances would be a stunt.

Some heroes with this power may use it to grab people and teleport them, either going along with you as a passenger or by making portals to send them away. This is represented best with SFX or by using the power with a stunt as part of an attack. Nightcrawler of the X-Men frequently uses this kind of stunt.

Transmutation

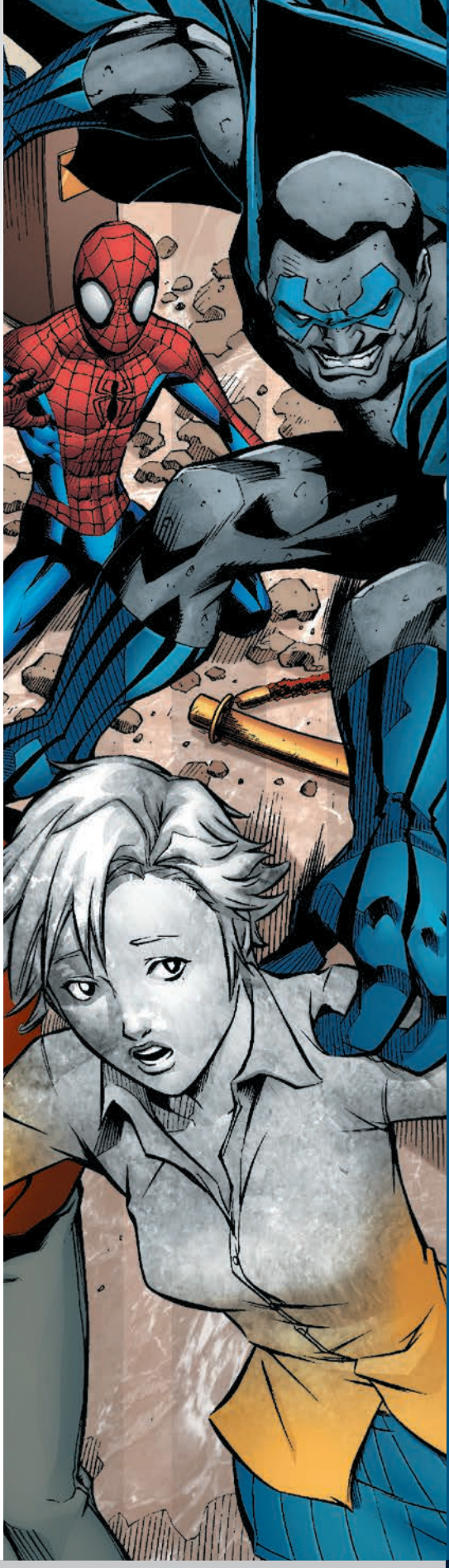
Transmutation is usually used in action dice pools.

The hero has the power to transmute one substance to another. This is known to mystics as alchemy and to scientists as matter alteration; the specific details may vary.

- At d6, you can affect the integrity or cohesion of a target, causing it to soften or harden, perhaps degrade or take on other qualities, but not actually change into another substance.
- At d8, you can alter the properties of a non-living target to make it solid, liquid, or gas, or change it from one kind of solid, liquid, or gas to another.
- At d10, you can operate on the chemical or elemental level and can change one substance, living or nonliving, into another. Stone can be made flesh, water can be transmuted into oil, and so on.
- At d12, you can change any object or item into another, regardless of its original substance, shape, or qualities.

Transmutation is very powerful and, as such, typically doesn't confer long-lasting effects. Most Transmutation actions create assets or complications that represent the change in quality. The power can be used to inflict stress, too—such as a disintegrator ray—but unless the target is stressed out, the effect isn't complete or permanent. Usually, the die rating of the power also informs how well it can alter a target with Durability or Resistance.

Transmutation is often found in Power Sets with Elemental Control, Shapeshifting, Stretching, or some kind of Attack power. If the hero is able to transmute or change himself into different forms of matter, this is best represented by Shapeshifting or physical powers like Durability or Strength, with the actual elemental change being descriptive.



POSSIBLE TRIGGERS INCLUDE THE FOLLOWING:

- Spend 1 PP
- Shutdown a power trait
- Add a die to the doom pool
- Step back a die
- Take a specific action
- Do some other thing

THE BENEFITS FROM SFX INCLUDE ONE OR MORE OF THE FOLLOWING:

- Step up a die
- Double a die (add another die of the same size)
- Add a die (usually a D6)
- Keep an effect die
- Recover (i.e., eliminate) stress
- Reroll your dice

SPECIAL EFFECTS

Power Sets are more than just power traits, because even two heroes with the same basic set of powers may use them differently. To represent these cool personalized tricks, every Power Set includes one or more **special effects (SFX)**. Spider-Man and Luke Cage both have Superhuman Strength d10 in their Power Sets, but Luke's also got the *Area Attack* SFX while Spider-Man does not. SFX differ from stunts in that they allow you to do something you otherwise wouldn't be able to do with an action or reaction, or they give you some kind of narrative benefit coupled to a trigger.

SFX are presented as **do A to get B** or, to get technical, **use trigger to get benefit**. The trigger is the part of the SFX description that tells you what you need to do in order to enjoy the benefit of the SFX.

SFX always have a cost of some kind, represented by the trigger. Some SFX may seem as if they're more or less "expensive" than others, but usually there's an additional narrative restriction that keeps things fair and square.

I'm playing Beast and my Bestial Mutant Power Set has two SFX: *Claws & Fangs* and *Oh My Stars and Garters!* The latter one reads: "Spend 1 PP to borrow the highest die in the doom pool as an asset for your next action, then step back and return the doom die." The trigger for this SFX is the PP cost, and the benefit is being able to use a doom die as an asset and then put it back in the doom pool as a smaller die. Wolverine has a similar SFX in his Weapon X Program Power Set called *Berserk*, which lets him use a doom die in his actions, but instead of spending PP he has to step up the doom die before returning it.

Unless otherwise stated, SFX aren't tied to specific power traits. They are connected primarily to the Power Set itself and therefore represent expressions of that Power Set's theme. You don't necessarily need to use a power trait from the SFX's Power Set in order to benefit from the SFX, but you should always include that Power Set as part of the description of your action or reaction. And, of course, if the SFX says it's connected to the use of a power trait, you should be using that power trait.

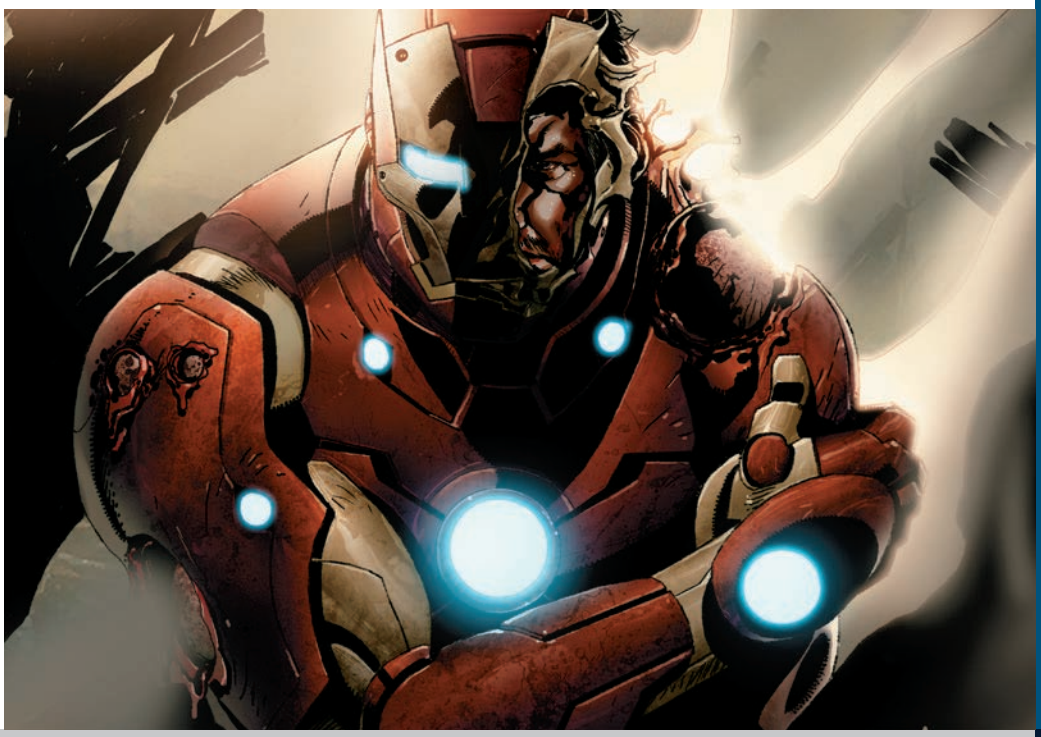
I'm playing Beast and my *Oh My Stars and Garters!* SFX lets me borrow doom dice to use as an asset. There's no specific power trait connected to this—it's just part of being able to briefly turn a bad situation around to Beast's advantage due to his bestial talents and smart thinking. On the other hand, Cyclops' *Versatile* SFX is directly connected to his Force Blast power trait, representing his ability to be resourceful with his optic blasts.

Shutdown

One trigger that's also used in Limits is the **shutdown**. This is almost always connected to either a power trait or, occasionally, a Power Set. When you shutdown a power trait or Power Set, you can't use it until the recovery condition is met. Sometimes this requires you to **activate an opportunity** (spend a PP when the Watcher rolls a 1) or **take an action** (using up your turn in the action order).

Shutdown traits may also be recovered during Transition Scenes, just like stress. Add the power trait's die rating (or the highest power trait in the Power Set, if the Power Set is shutdown) to the hero's dice pool, together with appropriate Distinctions, Affiliation, and powers from other Power Sets if applicable. The Watcher opposes with the doom pool and any other kinds of stress or complication. If the effect die is equal to or greater than the power trait's die rating, the power is recovered and no longer shutdown. If the effect die is smaller than the power trait's die rating, the power is recovered but stepped back by one until another recovery effort during a Transition Scene or until the Limit's usual recovery condition is met.

Iron Man's Powered Armor Power Set has the following SFX: "*Boost*. Shutdown highest rated Weapons Platform or Powered Armor power to step up another Powered Armor power by +1. Activate an opportunity to recover power." This means that if I'm playing Iron Man I can choose to shutdown one of my Weapons Platform powers (like Flight d10) and step up another power trait, like Superhuman Strength d10. This gives me Superhuman Strength d12 for the rest of the Scene or until the Watcher rolls an opportunity and I activate it with a Plot Point , thus regaining use of the shutdown power. I can also attempt to recover the power during a Transition Scene. If I go with the latter, I add the d10 for the power I shutdown to my dice pool, but the Watcher also uses it in the dice pool opposing me.



EXAMPLES OF SPECIAL EFFECTS

There are a number of SFX that frequently show up in hero datafiles. These are listed below, with some general guidelines for when they might be included and why. Substitute the words in ALL CAPS for actual traits or types when used in a Power Set. You'll find more SFX examples in the hero datafiles included in any Event book. SFX may be renamed (or "reskinned") where necessary, to inject a little individual flavor into the Power Set.

Absorption

On a successful reaction against a TYPE OF ATTACK action, convert your opponent's effect die into a POWER SET stunt or step up a POWER SET power by +1 for your next action. Spend 1 PP to use this stunt if your opponent's action succeeds.

- This is an example of something that might otherwise be represented with a power trait but that works best as SFX, e.g., *Energy Absorption* or *Kinetic Absorption*.
- Usually included in a Power Set with Elemental Control powers, Attack powers, Strength, or Reflexes.

Afflict

Add a d6 and step up your effect die by +1 when inflicting TYPE complication on a target.

- Usually appears in Power Sets that represent gear, grappling, entangling, etc.
- The type of complication is usually connected to the Power Set. Spider-Man's *Grapple* is web-based, for example.

Area Attack

Add a d6 and keep an additional effect die for each additional target.

- Frequently included in Power Sets with Strength, Attack powers, or Elemental Control powers.
- Useful against mobs (similar opponents grouped together as a single threat).
- Rolling opportunities on an *Area Attack* action generally causes collateral damage, represented by the doom pool getting bigger.

Berserk

Add a die from the doom pool to one or more attack actions. Step up the doom pool die by +1 for each action; return it to the doom pool when you're done.

- Variations include a PP cost, but the doom die is stepped back by –1 when it's returned. This is a good SFX for rage-based characters.

Boost

Shutdown your highest rated POWER SET power to step up another POWER SET power by +1. Recover power by activating an opportunity or during a Transition Scene.

- Great for Power Sets that represent powered armor, cybernetics, or robotic systems.

Burst

Step up or double a POWER TRAIT die against a single target. Remove the highest rolling die and add 3 dice for your total.

- Usually appears in Power Sets that represent gear. For heroes with a lot of Specialties, this supports the extra dice Specialties often add.
- Represents a wide spread of attack, or ricocheting the attack from one or more surfaces and thus around corners, obstacles, and so on.

Constructs

Add a d6 and step up your effect die by +1 when using POWER SET to create assets.

- Usually included in Power Sets that represent control over substances, the ability to summon things, etc. Compare with *Grapple*, which is used to create complications.

Counterattack

On a reaction against a STRESS TYPE attack action, inflict STRESS TYPE with your effect die at no PP cost or spend a PP to step it up by +1.

- Used in Power Sets that represent being able to surround yourself with or transform yourself into an energy form. Also works for spiked armor, acidic skin, etc. (physical stress); psychic booby traps (mental stress); or empathic fields (emotional stress).

Dangerous

Add a D6 to your dice pool for an attack action and step back highest die in pool by –1. Step up STRESS TYPE inflicted by +1.

- Included in Power Sets as *Claws & Fangs* or *Belt of Strength* or when representing some dangerous use of the character's abilities.

Focus

If a pool includes a POWER SET power, you may replace two dice of equal size with one die +1 step larger.

- Great for heroes who have a lot of Specialties or whose Power Sets represent skill, training, or conditioning.

Healing

Add POWER TRAIT to your dice pool when helping others recover stress. Spend 1 PP to recover your own or another's STRESS TYPE or step back your own or another's TRAUMA TYPE by –1.

- Depending on the stress type that it recovers, this might represent psychic healing, chi healing, empathic healing, or spiritual aura.

Immunity

Spend 1 PP to ignore stress, trauma, or complications from SPECIFIC ATTACK TYPE(S).

- Attack types include poisons, disease, psychic attack, magical attack, electricity, radiation, and so forth.

Invulnerable

Spend 1 PP to ignore STRESS TYPE or TRAUMA TYPE unless caused by SPECIFIC ATTACK TYPE.

- Similar to *Immunity* but restricted to a specific type of stress or trauma and with an exception for a specific attack type.

Multipower

Use two or more POWER SET powers in a single dice pool at -1 step for each additional power.

- Usually appears in Power Sets with several power traits and when the hero has no other Power Sets.
- Step back only the power dice that you include, not all of the dice in the dice pool.

Second Chance

Spend 1 PP to reroll when using any POWER SET power.

- Good for Power Sets that represent luck, fortitude, or chance.

Second Wind

Before you make an action including a POWER SET power, you may move your STRESS TYPE die to the doom pool and step up the POWER SET power by +1 for this action.

- Almost always appears in a Power Set with the STAMINA power trait. Variations might work with emotional or mental stress and be tied instead to another power trait.

Unleashed

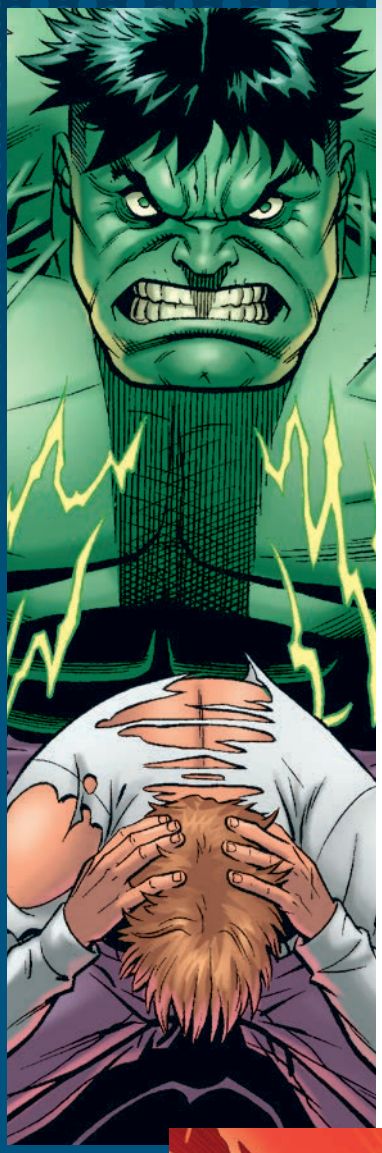
Step up or double any POWER SET power for one action. If the action fails, add a die to doom pool equal to the normal rating of your power die.

- Pairs well with power traits that are at the D8 or D10 rating.
- Represents a hero or villain who typically maintains strict control over his own powers and sometimes cuts loose.

Versatile

Split POWER TRAIT into 2d at –1 step, or 3d at –2 steps.

- Usually appears in Power Sets with power traits rated D10 or D12 and when the hero has no other Power Sets.
- Dice that result from *Versatile* are each considered separate power trait dice for the purposes of other SFX that step up or step back the power.



LIMITS

Every Power Set has at least one **Limit**. Some have more than one. Limits exist for two reasons. One is because a hero is nothing without his flaws and weaknesses, and most Marvel super heroes have an Achilles' Heel, even if it's just that their powers wear them out! The other reason is that Limits provide the player with a way to quickly gain more Plot Points or affect the story in an interesting way.

Players aren't the only people at the table who can activate a Limit. The Watcher may also spend doom dice from the doom pool to activate them, under certain circumstances. This doesn't earn the player a PP, so **the option to activate a Limit is always given to the player first**. If the player decides not to, the option then goes to the Watcher.

Limits are much like SFX except their effects are usually negative. Limits should make life difficult for the hero. Sometimes a power trait or even an entire Power Set is shutdown (see page OM89). Other Limits create a situation similar to a complication or stress.

Limits might also represent occasions or conditions that affect the hero more than they otherwise would. Power Sets with Limits like this usually have some other Limit to make up for the rare or unusual situations the Limit operates under.

I'm playing Cyclops, a mutant member of the X-Men. All mutants have the *Mutant* Limit: "Earn 1 PP when affected by mutant-specific Milestones and tech." This doesn't come up too often, but when it does, Cyclops is subject to increased stress or other problems, though I get a PP as a bonus. I also have the *Ruby Quartz Visor* Limit which works on the idea that my special visor keeps my power from going out of control.

EXAMPLES OF LIMITS

Some Limits, like *Mutant* or *Conscious Activation*, are fairly common, while others are quite specific to the Power Set they're part of. Here are a few of the standard Limits that appear on datafiles. For more Limit examples, review the hero datafiles published with Events. Just like SFX, you can rename Limits to suit the Power Set they're attached to.

Conscious Activation

If stressed out, asleep, or unconscious, shutdown POWER SET. Recover POWER SET when stress is recovered or you awake. If TRAUMA TYPE is taken, shutdown POWER SET until trauma is recovered.

- This Limit is common when the hero's powers stop working if the hero is unconscious, incoherent, or otherwise stressed out. It usually only applies to a specific type of trauma, such as physical or emotional.

Exhausted

Shutdown any POWER SET power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

- This Limit is straightforward and to the point. The hero gets tired, and one of his powers stops working. Note that it isn't the whole Power Set but only specific power traits.
- Alternatives to this include Daredevil's *Overstim*, Iron Man's *Power Surge*, and Ms. Marvel's *Overload*. Each presents a situation where the power trait just shuts down and takes time to recover.

Gear

Shutdown POWER SET and gain 1 PP. Take an action vs. doom pool to recover.

- This Limit represents a piece of equipment or other powered item that, if lost or stolen or knocked away, shuts down the hero's use of it. Good examples are Captain America's shield, Daredevil's billy club, and Thor's hammer.
- Recovery is by taking some kind of action to get the gear back, reset it, fix it, or otherwise recover it. The Watcher rolls the doom pool in opposition.

Growing Dread

Both 1 and 2 on your dice count as opportunities when using a POWER SET power, but only 1s are excluded from being used for totals or effect dice.

- This is a good Limit for mystical or very powerful heroes whose use of their fantastic abilities typically makes things worse. If the Power Set represents a pact with a demon, a dangerous power source, or similar, this Limit makes it clear that using those powers comes at a greater cost.

Mutant

Earn 1 PP when affected by mutant-specific Milestones and tech.

- This can be modified to work with other significant power sources, such as being a robot, synthezoid, mystical being, or alien. What a mutant-specific Milestone or tech is depends on the situation, but it refers most of the time to anti-mutant technology that suppresses mutant powers, or pivotal mutant-related storylines represented by Milestones. It doesn't include each time your mutant hero gets hit by a Sentinel.

Mutually Exclusive

Shutdown POWER SET A to activate POWER SET B. Shutdown POWER SET B to recover POWER SET A.

- This Limit represents someone whose use of one set of powers depends on their other set of powers being inactive. For example, Emma Frost's ability to turn into living diamond keeps her from using her telepathic powers.

Uncontrollable

Change any POWER SET power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

- This Limit represents powers that aren't necessarily dangerous or don't increase the level of doom, but they're unreliable or prone to causing immediate problems.
- Powers turned into complications with Limits like this one can also be targeted like any other complication. Eliminating the complication recovers the power.

POWER SETS AND WATCHER CHARACTERS

Heroes aren't the only characters with amazing powers; in fact, the super villain is often the core of any threat to New York, Earth, or the entire Marvel Universe. Watcher characters may have Power Sets of their own, or they may possess power traits individually without SFX. The latter usually only applies to minor characters, such as guards, thugs, creatures, and alien attack robots. For the majority of villains, however, Power Sets provide the means by which mayhem manifests.

As the Watcher, you don't spend or earn Plot Points for your characters, so SFX and Limits work a little differently. Anything that costs a PP for players requires you to spend a doom die, though any size die is enough. Similarly, any Limit that would earn a player a PP instead adds a D6 to the doom pool or steps up an existing doom die by one (just like using Distinctions as a D4). Any SFX or Limits that involve the doom pool work exactly the same—the doom pool represents the general threat as opposed to a particular villain's power, so villains whose powers complicate the situation aren't really very different from heroes that do.

I'm the Watcher and I've got a corrupted Wolverine from an alternate future acting against the X-Men. I decide to use Wolverine's datafile almost as-is, though some of his SFX and Limits work differently as a Watcher character. His *Healing Factor* SFX lets him recover physical stress and step back physical trauma by –1 for only 1 PP. As a Watcher character, I spend a doom die to use this SFX. His *Berserk* SFX lets him borrow a doom die and use it in his actions, but every action he uses it in steps it up by +1. There's no change for this SFX, which makes a corrupted Wolverine a really nasty piece of work.

Limits on villains are a great way for players to use teamwork and resourcefulness to take down their opponents. Much as the Watcher may spend a doom die to activate a hero's Limits after the player passes up the option to earn 1 PP from the Limit, **players may spend PP to activate a similar Limit on a villain**. Of course, before this happens, the Watcher has the option of activating the Limit himself—adding a D6 to the doom pool or stepping up an existing doom die. Just as with Limits on heroes, the story has to allow for the Limit being triggered. If the triggering conditions aren't met, players can't spend the PP.

Wolverine has the *Heavy Metal* Limit that turns one of his WEAPON X PROGRAM powers into a complication until he activates an opportunity to recover it. If a corrupt Wolverine is a Watcher character, the players could trigger this by spending a PP, making him sink like a stone (using his ADAMANTIUM CLAWS as a D10 complication, for instance) or subject to magnetic powers. I could trigger it first, of course, and add to the doom pool. In either case, my corrupt Wolverine would actually have to be in the water or the heroes would have to be using magnetic powers for this to work.

Some SFX and Limits have "activate an opportunity to recover" as a way to recover from shutdowns. When this is part of a Watcher character's Power Set, it means **the Watcher needs to hand over a PP to a player who rolls an opportunity**. If this happens, no doom die is added to the doom pool—you can think of that die being used to recover the power trait or Power Set for the Watcher character.

Summary of Watcher Character Power Sets

Here's a quick reference for you regarding using villains with Power Sets.

- If you're told to spend a PP, you must spend a doom die instead.
- If you're told to gain or earn a PP, you gain a D6 doom die or step up an existing doom die.
- Players may activate a villain's Limit by spending 1 PP. The Watcher may activate a villain's Limit and gain a D6 doom die or step up an existing doom die.
- If recovery requires activating an opportunity, give a player who rolls an opportunity a PP and do not increase the doom pool.

CREATING NEW POWERS

All of the traits that go into a single Power Set are flexible enough that you should be able to represent any super-powered individual, high-tech gadget, or fantastic creature with these rules. You may have noticed that, in some cases, a traditional super-power from the comics is represented by a single power trait, but in others, it's a whole Power Set.

New Trait, SFX, Limit, or Power Set?

Your guide to creating your own Power Sets, power traits, SFX, and Limits is figuring out where the concept meets the game mechanics, and where a simple collection of traits can do the trick.

- Does the power or ability fit into a single die that you would roll into a dice pool and affect the outcome? Is it something you can measure on the scale of D6 to D12? Is it different enough from the other power traits in this section? Then it might be a good candidate for a new power trait.
- Does the power or ability have multiple aspects to it, many of which are already described by one or more power traits, SFX, or Limits? Does the hero lose all of his powers at once when things go wrong? Are there others out there who have been given these same sets of abilities? Then it might be a Power Set.
- Does the ability enhance, boost, or otherwise affect another part of the game? Is it a refinement or special trick of the hero that lets her do something cool, like reroll her dice, or affect more targets? Then it's probably SFX, not a power trait.
- Does the ability hinder or restrict the hero? Is it a side effect or common drawback of having powers in the first place? Then it's either just a descriptive part of the Power Set (especially if it's not that significant) or it's a Limit (especially if it forces the hero to make a tough choice).

FILING OFF THE SERIAL NUMBERS

When it comes to creating new powers, whether they're entire Power Sets or just the elements of one, look at existing hero and villain datafiles for ideas and places where a simple change of color and description can make the work much easier. If you strip away some of the color and description—the "serial numbers" that make it specific to a character—you end up with a functional baseline for something new.

Many characters have similar Power Sets, sometimes because they're related to one another, or because they share a common origin or power source. In these cases, it's easiest to just lift the Power Set whole cloth from one character and use it for another. You can sometimes adjust the die ratings, add an SFX here and remove one there, and you're good to go.

Remember, this game doesn't sweat a lot of the finer details in the rules. This is intentional; we want you to fill the gaps between the traits and the dice with your own vision of your hero, and allow you to follow your imagination. This is always the case for Power Sets. If you come up with something that works, and you know the rules for stunts, assets, complications, and stress, and everyone at the table is rocking that Marvel action, those finer details will emerge on their own—or else they won't matter as much as you thought!

SPECIALTIES

Advanced training and skill often define a super hero more than super-powers. **Specialties** cover a variety of broad skill sets commonly used by super heroes in the comics, and they represent a degree of training that exceeds the standard amount that's otherwise expected. A Specialty is rated at either Expert or Master level.

- **Experts** are a cut above the rest, having had extensive experience and practice using skills in this field. If you're an Expert, you know the theory and application of the skill set, probably have contacts in the field of study, and can recognize others with this level of training just by observation. Any time you roll dice to do something for which your training might help, you may choose to add *either* a D8 *or* 2D6 to the dice pool.
- **Masters** are world-class specialists in their field. If you're a Master, your experience and training extends beyond that of Experts, and definitely includes a thorough understanding of both the field itself and those who practice it. When you want to use your training to help in an action, you may choose to add *either* a D10 *or* 2D8 *or* 3D6 to your dice pool.

Each time you use your Specialty, the decision to use one, two, or—in the case of Master—three dice is up to you. Using fewer dice of a larger size means a higher total or larger effect die is possible, but more dice may help support your action and provide you with more dice to include in your total or as effect dice by spending PP. Adding more dice also increases the chance of rolling an opportunity—but if you're low on PP that might be a good thing.

STUNTS AND RESOURCE DICE

You can use PP to create stunts with your Specialties (see page OM20 for more on stunts). Stunts are single-use tricks or callouts to your specialized training and expertise. If you're an Expert or a Master in that Specialty, stunts provide a D8 bonus to your dice pool, and they don't stick around.

You may also spend a Plot Point during a Transition Scene to invoke some kind of **beneficial contact or helpful association** with a Watcher character—including dirty secrets about their past or some observation about their fighting style—by spending a Plot Point to create a **resource die**. These work just like the assets you create using effect dice. For Experts, resource dice start at D6. For Masters, resource dice start at D8. In both cases, they last until the beginning of the next Transition Scene. You can also introduce a resource during an Action Scene if you activate an opportunity from the Watcher, but it still only lasts until the beginning of the next Transition Scene.

I'm playing Shadowcat, who is a TECH EXPERT. If I want to perform a clever stunt with my hacking skills, I could spend a PP and add a D8 stunt die to my dice pool to represent using shadow servers to hide my tracks when hacking a security firm. In a Transition Scene earlier, I might also have declared that I have friends in the hacker community, spending a PP and adding a D6 resource die, HACKER SUPPORT. I can keep using my HACKER SUPPORT until the beginning of the next Transition Scene. If I had forgotten to do this, but the Watcher just rolled a 1 on his dice, I could spend the PP to activate that opportunity and get a resource in the middle of the Scene.

Similarly, if you want **some kind of gadget, gear, tool, or other trapping** that belongs to your field of Specialty, you can spend a PP to access it as a stunt or as a resource die, as long as the situation makes that reasonable. The key is knowing how long you want to use it (once if it's a stunt, or until the beginning of the next Transition Scene with a resource). Obviously, there are limits to this, but you can assume those with Master level in a Specialty have significantly greater resources than Experts, who in turn have more than ordinary people.

As Shadowcat, it's reasonable for me to declare that I've got some state-of-the-art hacking equipment, all the latest software, and those cables with gold connectors, thanks to my TECH EXPERT. They would all be D6 resource dice if I wanted to use them over and over, or D8 stunts if I just wanted to use them once for an action. If I were playing Beast, who is a TECH MASTER, I'd be able to declare tech-based resource assets that are decades in advance of most gadgets, and they'd start out as D8 resource assets or D8 stunts.

THE SPECIALTY LIST

Not everyone has all of these Specialties. In fact, most ordinary people won't have more than one. Heroes and villains demonstrate a level of training and ability beyond ordinary people, of course, so expect to have several Expert Specialties and even some Master Specialties on your hero datafile. It's also important to note that you don't need a Specialty at Expert level to know something about it. You can assume that if you don't have Tech Expert, you still know how to operate a smart phone, a GPS device, or a high-tech coffee maker.

Each Specialty description gives you basic information about what the Specialty includes under its umbrella, what sorts of stunts you could expect to make with it, resources associated with it, and the difference between Expert and Master.

Acrobatic

You've had training in leaping, jumping, contorting, and dodging out of the way. You've got a great sense of balance and you're not afraid of heights.

- An **Acrobatic Expert** is the equivalent of a competitive gymnast, circus performer, or dancer.
- An **Acrobatic Master** is world-class, at the level of the greatest Olympic gymnasts and performers.
- **Acrobatic stunts** include amazing handsprings, back flips, running along tightropes or beams, or squeezing into tight spaces.
- **Acrobatic resources** include contacts in the circus, gymnastics, or dancing communities, knowledge of fitness and dance routines, tightrope and harness equipment, and great spots to practice or compete.

Business

You've got business acumen and know your way around economics, finances, small businesses, corporations, and sales. You can talk statistics and spreadsheets, forecasts and futures.

- A **Business Expert** is the equivalent of a college graduate in business or someone who has spent considerable years selling, buying, or trading.
- A **Business Master** has the keen experience and understanding of the world of finance that comes of doctoral study and being one of the world's most successful business leaders.
- **Business stunts** include intuitive analyses of business deals, running off lists of important figures, sizing up a salesperson, predicting stock market trends, and obscuring the truth with spin and jargon.
- **Business resources** include contacts in the world of high finance or corporate culture, industry analysts, archives of sales figures, top-level financial software, insiders on Wall Street, and friends in grass roots businesses.

Combat

You're good in a fight and have the training and talent required to act on the offensive or, if you like, the defensive. Your experience may involve anything from hand-to-hand conflict with fists and swords to firefights with modern weapons.

- A **Combat Expert** is experienced in at least one martial art or style of combat, and probably others, including the use of weapons.
- A **Combat Master** knows many, if not all, fighting styles and weapons, and is on par with the world's greatest fighters.
- **Combat stunts** include tricks, martial arts moves, clever parries, tactical maneuvers, and reloading guns really fast or one-handed.
- **Combat resources** include contacts in the martial arts or military communities, secrets of Kung Fu, historical warfare, specialized guns, knives, swords, or ammo, and some insight into the fighting styles of people like Shang-Chi, Captain America, and Iron Fist.

Cosmic

You've got knowledge and even experience with other worlds and other races beyond the stars. You have some sense of what alien cultures exist and the sheer scope of the Marvel Universe.

- A **Cosmic Expert** can list all of the known alien races and which of them have been to Earth, as well as identify cosmic phenomena at the level of a college graduate in astrophysics.
- A **Cosmic Master** knows more about other planetary systems, galaxies—even alternate dimensions—than most professors and astrophysicists, and has probably ventured into space, the Negative Zone, or beyond the temporal barrier more times than he can count.
- **Cosmic stunts** are almost always info-based—useful bits of knowledge about other planets, alien diets, space vessels, or dimensional constructs.
- **Cosmic resources** include fellow researchers into the cosmos, representatives of alien species on Earth, the occasional piece of alien technology, classified government documents about alien visitors or invaders, and perhaps somebody with a space ship, rocket, or teleporter.

Covert

Whether you're a spy or a private eye, you've got the training and the skills to sneak into, infiltrate, investigate, and even overthrow other organizations or locations. You could have been trained by S.H.I.E.L.D., Hydra, the Secret Empire, or whatever agency you like, even your own government. Or you could just be a really good police detective.

- A **Covert Expert** is the equivalent of a trained covert operative, secret agent, or detective, familiar with espionage techniques, stealth, disguise, and infiltration.
- A **Covert Master** is a highly trained professional with years of experience in black ops, deep cover, and rendition, even if no agency on Earth would admit to using her services.
- **Covert stunts** include stealthy techniques, single-use spy gear, fake IDs, a temporary disguise, or a great hiding place.
- **Covert resources** range from espionage contacts, unnamed sources, and classified government records to robust spy gadgets, safe houses, and friends in high places.

Crime

You have a professional understanding of the criminal mind, either because you are a criminal yourself, or you hunt them down. You know how crooks think, you know the law, and you know all the tricks of the trade.

- A **Crime Expert** has a working knowledge of the justice system and how crime is carried out. She can plan or foil a criminal operation, defend or prosecute a criminal case, and pick a criminal out of a lineup just by his eyes.
- A **Crime Master** is a genius at criminal organization, from either side of the justice system. She can plan out or foil a global crime ring, defend or prosecute major cases of theft, terrorism, or conspiracy, and sense the underlying motives and trends in criminal society day by day.
- **Crime stunts** cover classic cons, police techniques, sleight-of-hand, safecracking tricks, and prison lingo.
- **Crime resources** include snitches, ex-cons, contacts in the police force or criminal organizations, safecracking gear, and criminal case files.

Medical

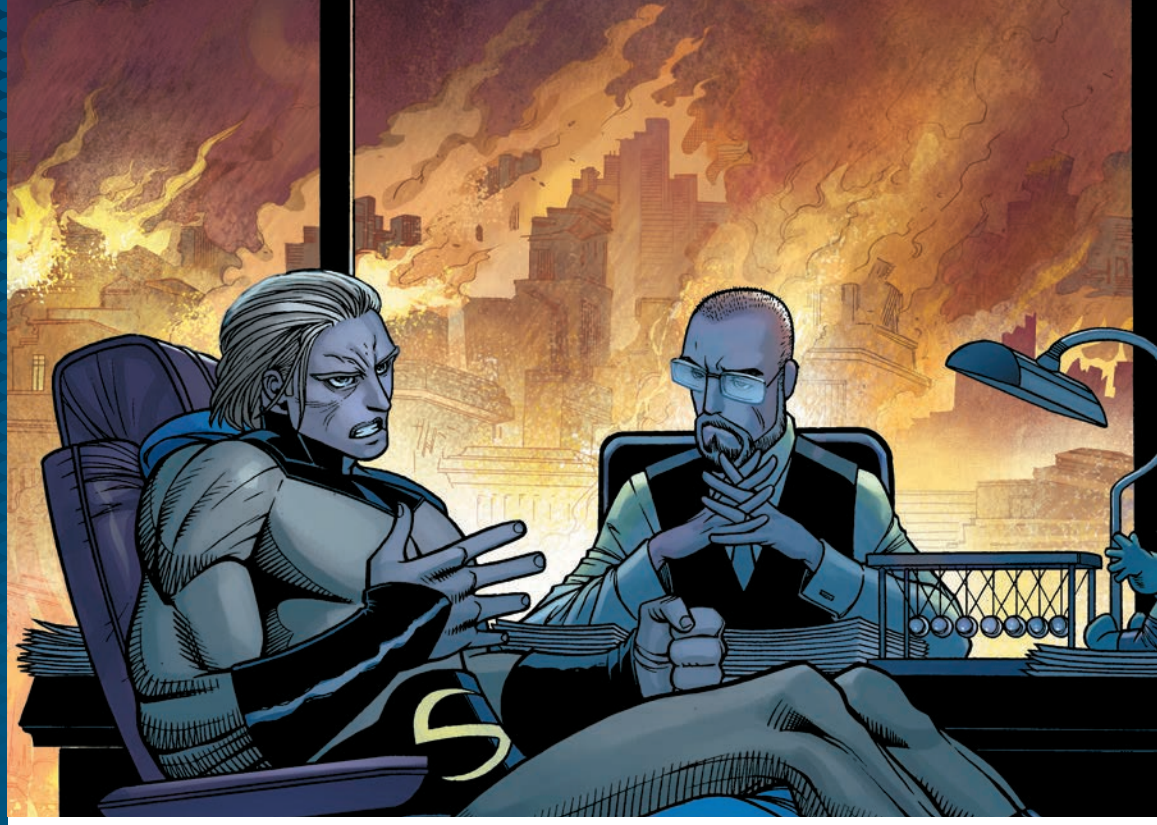
You've had medical training. You might be an EMT, a nurse, a pharmacist, or an endocrinologist. Maybe you specialized, or perhaps you focus on general practice. You might even study ancient or tribal medicine. You know your Rx from your IV.

- A **Medical Expert** is the equivalent of a graduate from medical school with enough knowledge of medicine to diagnose, treat, and perform many surgical procedures on a patient. An Expert is comfortable working in one or two fields in which he's devoted his efforts.
- A **Medical Master** is a world-class surgeon, specialist, or medical researcher, who's most likely published in medical journals or a leading advocate for a narrow field in medical science.
- **Medical stunts** include specific surgical techniques, life-saving procedures, shortcuts for first aid, and beneficial drug interactions.
- **Medical resources** include leading medical journal articles, medical equipment, contacts within the medical community, or mysterious Tibetan or Wakandan herbal remedies.

Menace

You know what scares people. You're familiar with how to get others to do what you want through force, threats, intimidation, and fear. You're also better able to resist these things yourself. This is the kind of thing Wolverine is the best there is at doing. Contrast it with Psych, which is more insightful and better for recovery.

- A **Menace Expert** is the equivalent of a drill sergeant at basic training or an experienced interrogator.
- A **Menace Master** has either a lifetime of threats behind him and the muscle to back it up, or the kind of fearful presence that makes world leaders recoil in terror.
- **Menace stunts** include insightful threats, tried-and-tested scare tactics, or improvised intimidation.
- **Menace resources** include fear-inducing equipment, associates in the horror film industry, questionable research, or a band of dangerous thugs.



Mystic

You have seen the world in the shadows, beyond the veil of the mundane. Or you're at least blessed with a library of occult books and a passport stamped with a lot of strange places. Note: While you can create fun magical stunts with this Specialty, actual mystic blasts and arcane summonings should be described with Power Sets.

- A **Mystic Expert** has an understanding—beyond simple folklore or myth—of magic, sorceries, mystical dimensions, and the beings that reside there. He may know a few cleansing spells, rituals to contact benign beings, and the good sense not to try anything dangerous.
- A **Mystic Master** has a much greater knowledge of the mystic arts, from many years of study and interaction with magical creatures or patrons. He has committed dozens of rituals and wards against evil to memory; he's the world's foremost expert in one of many obscure fields.
- **Mystic stunts** include focusing mantras, healing charms, gestures against darkness, and quotes from arcane texts.
- **Mystic resources** include rare volumes of mystic knowledge, magical tools of invocation or divination, experts in other mystic arts, and helpful acolytes.

Psych

You have a gift for understanding human behavior. You've been a counselor, therapist, researcher, or confidante. You might even be a stand-up comedian or actor. This Specialty is the opposite of Menace, which draws on fear and negative persuasion.

- A **Psych Expert** is the equivalent of a post-graduate in psychology, communication, or sociology. She's a skilled negotiator, interviewer, or orator.
- A **Psych Master** understands the human mind and emotions better than most; she can reliably assess and correct many psychological or behavioral problems...or make them worse.
- **Psych stunts** include hypnotic suggestion, reflective listening, calming words, or inspirational quotes.
- **Psych resources** include therapeutic locations, professional counselors, videotaped sessions, psych profiles, or specialist equipment.

Science

You know how the world works, and how scientific laws answer life's problems. You've studied biology, physics, chemistry, or any of the other natural or physical sciences. For astrophysics and the mysteries of the cosmos, use the Cosmic Specialty. For alchemy and occult sciences, use Mystic.

- A **Science Expert** is the equivalent of a college graduate, someone who's devoted her time to scientific study. Most scientists have further concentration in a specific field of science.
- A **Science Master** has achieved repute and renown among her peers in the global scientific community and delved into advanced areas of scientific knowledge and practice. She's likely the world's expert in her chosen field of research.
- **Science stunts** include intuitive leaps, careful planning, improvised equipment, and experiments on the fly.
- **Science resources** include other experts in the scientific community, specialized research notes, experimental equipment, and laboratory space.

Tech

You can use, repair, and invent electronic, digital, or mechanical gear. You're an inventor, mechanic, beta tester, or hacker. Tech covers a broad range of equipment, from hand-held computers to deep space rockets. You probably have a specific area of expertise, though if anything breaks, you can probably fix it.

- A **Tech Expert** is able to use, build, and repair technology using readily available parts and tools; he's the equivalent of a college graduate engineer, technician, or systems designer.
- A **Tech Master** is at the bleeding edge of technology and design, among the world's most inventive talents.
- **Tech stunts** include jury-rigging, retrofitting, kit bashing, and rerouting tech or tech systems.
- **Tech resources** include specific technology, new advances in applied tech, theoretical knowledge, or experts in any of hundreds of tech communities.

Vehicle

You don't just know how to drive a car; you were born behind that wheel. You're an aircraft pilot, skilled driver, or a talented vehicle operator. It might just be a hobby for you, but you make it look easy.

- A **Vehicle Expert** is a professionally trained operator of more than one type of vehicle, able to maneuver and handle them in dangerous conditions or under stress.
- A **Vehicle Master** is among the best in the world, able to sit down at the controls of even the most advanced transportation and pull off amazing feats with it.
- **Vehicle stunts** include fancy maneuvers of all kinds, from controlled slides to barrel rolls.
- **Vehicle resources** include knowing how to acquire any sort of vehicle, someone who can build one, or the schematics and history of particular vehicles.

SPECIALTIES AND WATCHER CHARACTERS

Because they don't rely on superhuman powers and abilities, Specialties are more common in Watcher characters than Power Sets. Most Watcher characters have at least one Specialty; in fact, some of them are defined by it, which is why we call them **specialty characters**. These are distinct from **major and minor characters**, who also have Distinctions, Power Sets, and so forth. For more on the differences among these three types of Watcher characters, see Creating Watcher Characters on page OM114.

You can create a specialty character on the fly by choosing one of the Specialties, deciding if it's Expert or Master, and then assigning Affiliation ratings of d4, d6, and d8. You can even define specialty characters with narrow variations of the listed Specialties that standard heroes have on their datafiles, which is helpful when describing specific professions. If the character's not quite to Expert level, you can write him up by using a third level of Specialty, Rookie. A Rookie Specialty starts as a d6 and can't be split into smaller dice.

I'm the Watcher and I'm describing a Scene where Shadowcat stumbles on a Hellfire Club security team. I can quickly describe each team member as a specialty character—Combat Expert d8, (Solo d4, Buddy d8, Team d6) Pistol d6, Kevlar Armor d6—and know right away what dice to put together for a dice pool. I could just as easily write up Security Expert d8, or Guard Expert d8, or—if I wanted to make things a little easier—Combat Rookie d6.

You can activate stunts and resources for any Watcher character if you want, though they cost doom dice instead of PP. See page OM14 for more on spending doom dice. Rookies can't use stunts or resources.

When players introduce characters into the game as resources, once the resource expires you have the option of treating those characters as specialty characters with a Specialty connected to the one used to create them. If you do, the die rating of the resource is your guide to the rating of the character's Specialty.

I'm the Watcher, and Shadowcat's player spent PP to create a helpful Tech resource during the last Transition Scene, which she describes as Ronnie, a fellow hacker. This gives her a d6 to add into appropriate dice pools. I could decide to make Ronnie stick around longer as a specialty character after the beginning of the next Transition Scene. If I did, he'd be a Tech Rookie, since he was a d6 resource to start with.

MILESTONES

Heroes don't exist in a story vacuum. They're tied to the Events that unfold around them, to other heroes, to villains, and to the important supporting characters in their lives. This game tracks these story threads with **Milestones**. Each Milestone represents a significant decision point in your hero's life—one that's a culmination of choices you make as a player.

At the beginning of an Event, **you may choose to pursue one or two Milestones**. You can use one or both Milestones provided with your datafile, or you can ask the Watcher if there are Event Milestones available—these connect you to the ongoing story of the Event, which can be a lot of fun. If you only have one Milestone, you may add a second during any Transition Scene. Once you have two Milestones, you must reach at least one before you pursue others.

I'm playing Beast, and the datafile I'm given has two Milestones included with it: Mutants Sans Frontières and Workplace Ethics. These both sound interesting, but I'm going to stick to just one for the time being. I like Mutants Sans Frontières because it deals with helping other mutants, which is where I want to take Beast's story. If it turns out that the Event we're in offers Milestones that line up with the one I've chosen, I might decide to add a second Milestone.

Milestones follow a standard format, as follows:

MILESTONE NAME

Short description of the Milestone

1 XP when...
3 XP when...
10 XP when...

Here's one of Beast's Milestones, as described in the example.

MUTANTS SANS FRONTIÈRES

Created by Warren Worthington III, this international relief agency offers mutants support they can't get anywhere else. Will it inspire Beast?

1 XP when you use your Medical Expert to help a mutant recover stress.
3 XP when you choose not to engage in a confrontation in order to rescue or support noncombatant mutants.
10 XP when you either allow a mutant to die or give up your status or reputation to save them.

MILESTONES IN PLAY

Using Milestones in play might not feel as intuitive as traits, such as Affiliations, Distinctions, Power Sets, or Specialties. You don't include Milestones in dice pools, for example, and they don't modify the game rules directly. Instead, you use them as a guide for playing the role of your hero, to give him something to aim for. Even relatively new or inexperienced heroes are connected to the story and have important decisions to make of their own. Milestones are an incentive for you to make interesting choices that suit your hero's personality and background.

As the Watcher, you don't have Milestones to keep track of for your Watcher characters. Instead, you can help the players by framing Scenes and establishing situations that encourage them to pursue their Milestones. Keep a list of which Milestones are in play, and use them as a guide for the various subplots and Transition Scenes that give shape and substance to the Event.

Event Milestones

Every Event has at least two Milestones available to the heroes. In some cases, these Event Milestones represent links in a chain of story that progresses from Act to Act. Once players complete one Event Milestone, they can choose a new one that continues that story. Of course the heroes can still fully interact with the story if they're only pursuing personal Milestones, but pursuing an Event Milestone offers them a way to earn XP for being a part of the story.

In addition to the standard list of 1 XP, 3 XP, and 10 XP rewards, Event Milestones may be attached to specific upgrades or unlockable resources which require the hero to pursue that Milestone in order to unlock them with XP. As the Watcher, you should make it clear that these special upgrades exist, even if you don't give many specifics. For instance, if an Event Milestone deals with an experimental technology and the potential side effects of that tech, the Milestone could offer a new Power Set to unlock or a set of unique resources connected to the technology.

CREATING NEW MILESTONES

There are occasions where you might need to create a new Milestone for your hero. Or, as the Watcher, you may want to create a new Event Milestone. In either case, you need to begin where the Milestone ends—thinking about the big decision the hero needs to make in order to hit that 10 XP trigger. For inspiration, take a look at the Milestones that come pre-loaded on the hero datafiles.

Every Milestone follows a loose formula that's reflected in how frequently you can hit the triggers—many times during a Scene, once per Scene, and once per Act. The 1 XP trigger puts the hero on the road toward the big decision. The 3 XP trigger might be a Scene-defining moment, depending on how it plays out. It all follows along a path, but the outcome—the 10 XP trigger—should be a tough decision point.

With this as a guide, think about how the Milestone might encourage interaction with other heroes or Watcher characters. Milestones should be player-driven in almost every case. Don't create a Milestone that relies on other players or the Watcher doing things for you—the triggers should follow from choices you make as a player. In some cases they might be triggered by reactions from other player heroes, but make your hero the center of that drama, and make your hero the one provoking the reactions!

Event Milestones are the province of the Watcher and are part of the Event itself. If you're interested, take a look at any Event and the Milestones that come with it. They tie directly into themes and plotlines that are important to shaping the Event's outcomes, while still giving the players the choice to act as they please. They can apply to multiple heroes, not just one or two. For more on how to prepare and manage Events, see page AN65.

EXPERIENCE POINTS (XP)

Decisions that you make as a player that are connected to your hero's Milestones earn you small amounts of **Experience Points (XP).** XP are used to unlock or upgrade traits on your hero's datafile, or introduce new story elements and characters to the Event. Every Milestone has a 1 XP, 3 XP, and 10 XP trigger—the last of which is earned when you're in a position to make the central choice of the Milestone. Completing the requirements to get the XP award is called **hitting the trigger**.

In addition to rewarding different amounts of XP, each trigger is also limited in the number of times it can be hit during the game.

You may hit the 1 XP trigger as many times as you like in a Scene, assuming the triggering action or situation takes place, but no more than 1 XP may be rewarded for any single action or reaction you take.

I'm playing Beast, and during the game I get an opportunity to help another mutant recover stress. Since I use my Medical Expert Specialty to do this, I can hit my 1 XP trigger. I could even use it again to help another mutant recover stress in the same Scene. I wouldn't get 2 XP for using a single action to help multiple mutants recover stress (such as if I used extra effect dice by spending Plot Points or something).

You may hit the 3 XP trigger no more than once per Scene for any given Milestone. If you've got two Milestones and come up with a way to hit the 3 XP trigger of both of them, that's 6 XP for the Scene.

My 3 XP trigger for Mutants Sans Frontières is when I choose not to engage in a confrontation in order to help rescue noncombatant mutants. If Sentinels attack the mutant island of Utopia and I'm given the option, I could choose to whisk the children away to the mainland rather than fight the Sentinels. This would let me hit the 3 XP trigger. However, if the Sentinels follow us and attack us again, I won't get the 3 XP a second time for moving the kids unless the Watcher has framed this as a new Scene. Likewise, I wouldn't hit the trigger once for each kid I end up rescuing.

You may hit the 10 XP trigger only once per Act and once you hit this trigger you've **reached your Milestone.** You may now close out the Milestone and choose a new one. If it makes sense within the story, you can choose the same Milestone again, ready to pursue it in the next Act.

Beast's 10 XP trigger is a really tough one—allowing a mutant to die or giving up my status or reputation to save him. Neither outcome is favorable, but that's what makes this storyline so compelling to me! Thank goodness it can only be hit once an Act, and then counts as reaching the Milestone. Since it all comes down to this decision, I'm sure the Watcher is going to frame a Scene where I'm forced to make this tough choice. Once it happens and I get the 10 XP, I can explore the consequences of my choice and pick up a new Milestone.

Earning XP

As a player, it's up to you to keep track of your Milestones. Alert the Watcher to them when there's a lot going on and things get chaotic—the Watcher can't keep track of them for you, although it's generally a good idea for the Watcher to have each hero's Milestones written down in a list in the Event notes. When something happens that lets you hit a trigger for XP, speak up and announce it to the table. Then, assuming you're not way off your mark, make a note of the XP you just earned.

Doom Pool p. OM14

Everyone at the table earns 1 XP when the Watcher spends a D12 out of the doom pool for any reason. Closing a Scene early with 2D12 earns 2 XP for everyone. It helps ease the pain when things are going rapidly downhill; we call it the **School of Hard Knocks** rule.

Keep a running tally of XP on your datafile or on a sheet of paper specifically for managing your Milestones, upgrades, and XP. **You don't need to keep separate tallies for each Milestone.** Just add in all XP you gain from Milestones or from the Watcher's doom dice.

MENTOR THE HERO

1 XP when you choose to aid a specific hero for the first time.
3 XP when you aid a stressed-out hero in recovery.
10 XP when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

AVENGERS ASSEMBLE!

1 XP when you first lead a team.
3 XP when you defeat a foe without any team member becoming stressed out.
10 XP when you either convince a hero to join a new Avengers team or disband your existing team.

6 8 10 12

XP 4

Spending XP

As a player, you can spend XP on unlockable upgrades to your hero datafile or robust resources that help you out during the Event (see page AN61 for more on Unlockables). Once you've earned XP, you can spend it during a Transition Scene.

As the Watcher, you should be framing these Scenes around the kind of upgrade or resource the player has just unlocked, at least on the surface. If the player unlocks a resource like the *Daily Bugle*, make the Transition Scene about the *Daily Bugle*. If he's upgraded his hero's Distinctions, make the Transition Scene about this change in his hero's personality or identity.

Events provide a number of things that players can spend XP on, but there are some standard upgrades. Here's a list for starters.

You can spend 5 XP to do the following...

- Replace an existing Distinction with a new one.
- Add or replace a Limit in a Power Set.
- Switch two Affiliation traits.
- Unlock a minor Event resource.

You can spend 10 XP to do the following...

- Add a new SFX to a Power Set.
- Step up a D6 or D8 power trait by one step.
- Add a new D6 power trait to a Power Set.
- Remove a Limit from a Power Set that has two or more Limits.
- Unlock a major Event resource.

You can spend 15 XP to do the following...

- Step up a D10 power trait by one step.
- Replace an existing Power Set with a new one.
- Add a new Expert Specialty or upgrade an existing Expert to Master.

As a player, you always have the option to **spend 1 XP to add a Plot Point** to your current pool of PP. This also increases the minimum PP you start each session with by +1 to a maximum of 5 PP (with 4 XP spent). It's not the most efficient use of your XP, but maybe you really want to get ahead of the game! This increased minimum starting amount resets to 1 at the beginning of a new Act, though—make use of 'em while you've got 'em.

PERMANENT OR TEMPORARY?

An Event is a **broad story arc featuring our cast of Marvel heroes**, who grow and respond as the story unfolds. After the close of the Event, something new comes along. You might exchange hero datafiles with another player, grab a new one, or play the same hero next time. Likely, your hero starts over, with a brand new datafile prepared for the new Event.

But this is a roleplaying game, and many players like to keep their heroes from one big Event to the next. Our suggestion is to sit down with the Watcher and discuss the various changes you made to the datafile during the Event that's just ended. Are all the Distinctions and Affiliations where they need to be? How about the Power Sets or Specialties? Were any new SFX or Limits just temporary storyline benefits, perhaps never to be seen again? Or are they changes you and the Watcher agree on?

Whatever your decision, most if not all of the Event resources should fade into the background, ready to be brought out again in the next Event where necessary. In some cases, the resources simply aren't part of the new storyline. In others, they're popular Marvel Universe mainstays! Either way, your hero should begin the new Event with fresh goals and some new Milestones, ready for more adventure.

CREATING NEW DATAFILES

The Marvel Universe has over eight thousand characters; while many of them are dreadful villains or supporting characters or planet-sized gods, a considerable number of them are heroes. It goes without saying that you may find yourself without a hero datafile for a character that you've always wanted to play, whether it's an obscure favorite like Killraven or a version of a hero connected to an as-yet unpublished Event, like the Joe Fixit Gray Hulk. With these guidelines, we hope you'll be able to create your own hero datafiles in under half an hour.

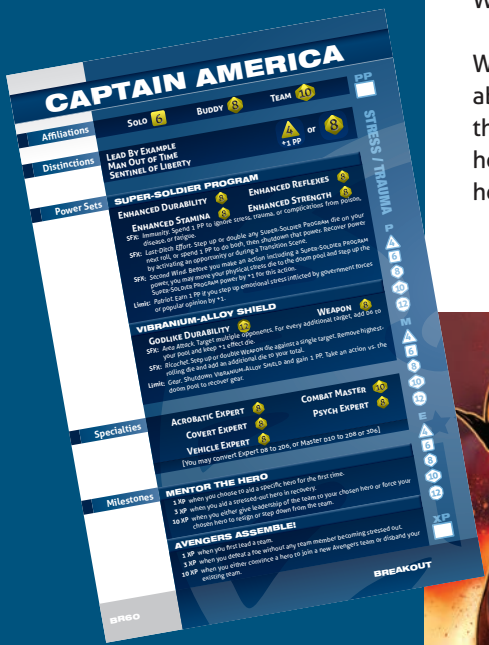
FIRST THINGS FIRST

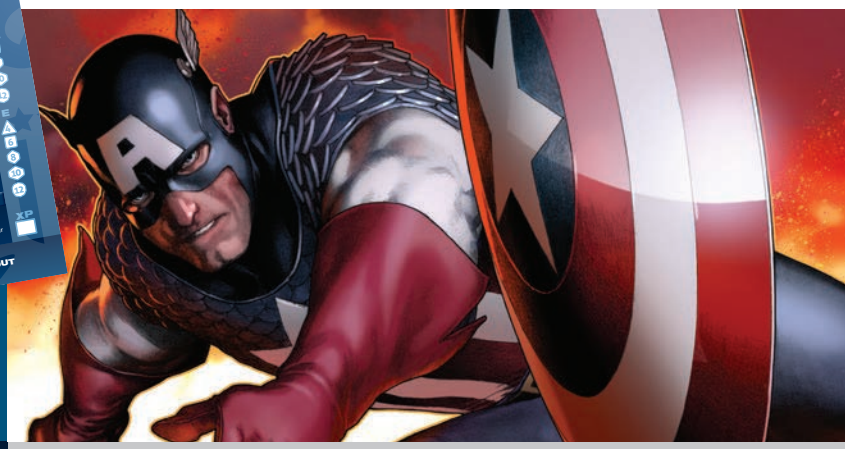
To create your hero the way you want, you need to know as much about him or her as you can. If you're already a big fan of the character from the comics, that's the best source. Maybe you've read about someone in the *Official Handbook of the Marvel Universe*, or on the Characters archive at Marvel.com. These are all great resources.

For many characters, you might have Marvel's own official rankings in areas like Strength, Energy Projection, and Speed. Take a note of those, but remember that this game doesn't completely line up with the Power Grid's system of measurement. You may even disagree with how they ranked your favorite character, so just go with your gut. The game is quite forgiving! And you can always change your hero datafile later if you and the Watcher agree that it's not quite right.

From this information, write up a short summary of the hero. Write down his name, his origin story or background, some notes about his powers and skills, notable catchphrases, that sort of thing. You should be able to hand this to someone who has never heard of your hero before and they should get a sense of who he is and what he can do.

Now you're ready for the checklist.





THE CHECKLIST

To put together a new datafile, you need to do the following:

- Assign Affiliations
- Choose Distinctions
- Create Power Sets
- Assign Specialties
- Create Milestones

You can do these in any order you like. Take a look back at page OM04, where we showed you what Captain America's hero datafile looks like and what all of the traits and categories mean. In the following section, Cap serves as our example of how we create a new datafile.

Assign Affiliations

This is the easiest part. Every hero has a D6, a D8, and a D10 to assign to Solo, Buddy, and Team. Using the information and guidelines on page OM62, assign each die rating to an Affiliation. It doesn't have to be perfect. Sometimes you can't decide. If you're totally stuck, assign the D6 to the Affiliation you think might be most fun for your hero to get into trouble with. Then assign the D10 to the Affiliation you think it would be most fun for your hero to excel at. Then assign the D8 to the remaining Affiliation. Done!

Captain America is the quintessential Marvel leader and team player. He's no slouch alone or with a partner, but being on a team is where he's at his best. I assign the D10 to Team, and figure that he's probably most beset with problems when he's alone, so Solo gets the D6. The D8 goes to his Buddy Affiliation.

Solo 6 Buddy 8 Team 10

Choose Distinctions

Every hero has three of these. You can use your short writeup as a guide to which Distinctions make the most sense for your hero. If your hero has a catchphrase or favorite battle cry, *and* it's something you can see helping or hindering her during the game, make it a Distinction. If your hero has an interesting background or profession, *and* it could bring good times as well as bad, make it a Distinction. If she has a significant personality, quirk, or theme, *and* it's a double-edged sword, make it a Distinction.

Distinctions don't need to cover everything. You can use a clever catchphrase as the name for an SFX, like Beast does for *Oh My Stars and Garters!* It might be the name for a Milestone, instead, like Wolverine's ...And What I Do Isn't Very Nice. You might decide that Specialties cover a profession or skillset better, and not worry about it here. All you're trying to do is shine the spotlight on three facets of your hero's identity.

Don't make them dull or boring. Soldier isn't much of a Distinction; Soldier of Fortune is better. Adventurer could be any hero; Tomb Robber is more interesting and ripe for conflict! If you're stuck, look at a few existing hero datafiles, especially those of characters who are similar to yours. You can borrow or steal ones you like, and change them later if you're not happy with them.

Cap's got a few catchphrases or nicknames that might be useful, but I want to really get to the heart of who the man is behind the shield. So I choose Sentinel of Liberty, which might cause him trouble as well as inspire him; Man Out Of Time, since I like the issues he faces being born in the early 20th century and frozen for many years after WWII; and Lead By Example, because he really does take charge in any situation.

Lead By Example
Man Out of Time
Sentinel of Liberty
4 +1 PP or 8

Create Power Sets

This is probably the most time-consuming part of creating a new datafile. You have to summarize the important aspects of your hero's super hero abilities in one or two bundles of tricks—in some cases, there are hundreds of ways to look at this.

We've found it's best to think about it like this:

- Does the hero have a singular thematic set of powers?
- Does he have a special or unique item, weapon, or gadget?
- If some power-stealing tech were used on the hero, which abilities would go?
- If the hero is a member of an alien race, super-powered organization, or shared heroic origin, what characteristics does that group have in common?

Become familiar with the Power Sets section of *Understanding Datafiles*, beginning on page OM70. Look over a number of existing hero datafiles, or even some of the villains in an Event. Figure out what's best served with a power trait and die rating, and what's probably SFX. Some things may be stunts you bring into the game, especially if the hero only uses them once or twice in her own comic book. Give every Power Set you create at least one Limit, tied into the Power Set's theme.

Don't be afraid to just copy a Power Set from an existing hero datafile. Rename the SFX, or the entire Power Set. Step a die up or down. Don't worry about whether or not the hero is balanced; just assign die ratings and powers that best fit the description of the hero you want to play. The game is designed to make sure everyone gets their fair share of fun. Remember that it's also a group activity. If you create a hero with D12 in every power, your friends are going to give you that look. You know the one.

Finally, you know the saying, "It's an art and not a science?" That applies here. Power Sets are descriptive, narrative, and flexible. If it looks right to you, and the Watcher and everyone else at the table says, "Yeah, looks about right," then it's probably right!

Captain America's powers can be grouped into two categories—his enhancements via the Super-Soldier Serum, and his invulnerable shield. This makes me think they'd work as two Power Sets. I go with SUPER-SOLDIER PROGRAM because it's more than just the serum and Vita-Rays—it's the whole expectation of being the first of a new breed of hero, too. Based on what I know Cap can do, I assign his power traits, all at ENHANCED D8 rating. For SFX, I pick somewhat defensive tricks—*Last Ditch Effort*, *Immunity*, and *Second Wind*. They're all designed to help keep him going. His *Patriot* Limit lets me earn PP when he's ordered into situations he may not like or he comes into conflict with the government.

For his VIBRANIUM-ALLOY SHIELD, I note that it's perfect for defense while he has it, and it's unbreakable, so GODLIKE DURABILITY D12 is perfect. It's not an unbeatable weapon, though, so I assign D8 to WEAPON and figure he can find ways to step it up. To that end, I want to represent his ability to clear the room of henchmen and thugs (*Area Attack*) and bounce the shield off walls and into the bad guy (*Ricochet*). And of course, *Gear* is the Limit in this case.

SUPER-SOLDIER PROGRAM

ENHANCED DURABILITY 8 | ENHANCED REFLEXES 8
ENHANCED STAMINA 8 | ENHANCED STRENGTH 8

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from poison, disease, or fatigue.

SFX: *Last-Ditch Effort.* Step up or double any SUPER-SOLDIER PROGRAM die on your next roll, or spend 1 PP to do both, then shutdown that power. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Second Wind.* Before you make an action including a SUPER-SOLDIER PROGRAM power, you may move your physical stress die to the doom pool and step up the SUPER-SOLDIER PROGRAM power by +1 for this action.

Limit: *Patriot.* Earn 1 PP if you step up emotional stress inflicted by government forces or popular opinion by +1.

VIBRANIUM-ALLOY SHIELD

GODLIKE DURABILITY 12 | WEAPON 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Ricochet.* Step up or double WEAPON die against a single target. Remove highest-rolling die and add an additional die to your total.

Limit: *Gear.* Shutdown VIBRANIUM-ALLOY SHIELD and gain 1 PP. Take an action vs. the doom pool to recover gear.

Assign Specialties

Some heroes have only one or two Specialties, while others have a lot. You have two things to think about here: does my hero display above average talent or ability in one of these areas? And, if so, is she world-renowned and at the top of her game? That's really all there is to it.

Using the guidelines on page OM96 for Specialties, pick those that you want to showcase in the Event, and write them down as Expert. Next, compare your hero to those heroes and villains known throughout the Marvel Universe for being the best there is in each Specialty. Is your hero in the same weight class? Could they stand toe-to-toe? If so, upgrade the Specialty to Master.

You should rarely, if ever, have a hero datafile that has all of the Specialties listed on page OM98. Leave some of them, at least, for other heroes to show off!

Based on his military background, training, and S.H.I.E.L.D. connections, Cap seems suited to five Specialties: Acrobatic, Combat, Covert, Psych, and Vehicles. I chose Psych because Cap isn't only an inspiration to others; he's also great at influencing behavior positively. Seemed like a good fit. I wouldn't say he's world-class at any of these except Combat—he's one of the top five fighting men in the world. So it's Master for that one, and Expert for all the others.

Acrobatic Expert	8	Combat Master	10
Covert Expert	8	Psych Expert	8
Vehicle Expert	8		

[You may convert Expert d8 to 2d6, or Master d10 to 2d8 or 3d6]

Create Milestones

You may want to bring the Watcher in on this one, or you may not. You need to define at least one Milestone for your hero, preferably two. Even if you don't plan on using both to start with, it's good to have a secondary personal Milestone for when you've reached your primary one. Milestones are great places to load your hero up with personal relationship problems, long-term ambitions, short-term dramatic conflicts, and interesting subplots.

Stealing ideas from other hero datafiles is always a good plan—you can lift some Milestones almost whole cloth from other characters and use them for your own. You may tweak the triggers a little, change some wording, but there are common threads connecting many of the Milestones published in hero datafiles. After a little examination, you may get a better sense of the patterns—common triggers, iconic situations, that kind of thing.

This version of Captain America is based on his appearance in *New Avengers* #1-6. It's prior to the Civil War and follows the attack on the Avengers Mansion by the Scarlet Witch. He's trying to get the gang back together and maybe introduce some new blood. So for Milestones I go with Mentor the Hero and Avengers Assemble! I'm really keen on exploring what Cap does to reunite the Avengers, and whether or not he succeeds. These two Milestones push me to interact with the other heroes on the team, and that seems right up Cap's alley.

Mentor the Hero	
1 XP	when you choose to aid a specific hero for the first time.
3 XP	when you aid a stressed-out hero in recovery.
10 XP	when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

Avengers Assemble!	
1 XP	when you first lead a team.
3 XP	when you defeat a foe without any team member becoming stressed out.
10 XP	when you either convince a hero to join a new Avengers team or disband your existing team.

CUSTOMIZING DATAFILES

The standard method described here works for most hero concepts, but sometimes a hero datafile already exists. You may have one from an Event that you really like, but the Watcher's running another Event entirely. If this happens to you, or if you're a fan of Marvel's "What If?" stories, you can customize an existing datafile and make it suit your own preferences.

In much the same way as you would when creating a datafile from scratch, you should go down the checklist. See if there's something you want to alter, tweak, or rename. With many Event-specific versions of popular characters, their core Power Sets are mostly unchanged, but some of the SFX or die ratings could be different. Raise or lower those as you need to.

More than Power Sets, die ratings, and numbers, perhaps the most important area to customize are Distinctions and Milestones. You'd be surprised how different a hero can feel in play when those are what distinguish him from another hero with the same powers.

I could take my Captain America hero datafile and, with a little tweaking, use the same datafile for Cap's replacement back in the '90s, John Walker (later U.S.Agent). Walker was notably stronger than Cap, so I could nudge his Enhanced Strength d8 up to Superhuman Strength d10. His Distinctions are different: Arrogant, Good Ol' Boy, In Cap's Shadow. And he's definitely not a Combat Master like Steve Rogers, just an Expert. Rename the Super-Soldier Program to Power Broker Treatment, maybe change the Limit to *Easily Angered* and make it apply to insults... simple as that!

CREATING WATCHER CHARACTERS

There are three types of characters controlled by the Watcher. Use the following guidelines for creating new Watcher characters for when you want to expand an existing Event or create a new one of your own.

The first is a **major character**, usually an antagonist of the player heroes and created using the same rules as hero datafiles are created with. Major characters have the following:

- Affiliations of d6, d8, and d10
- Three Distinctions
- One or two Power Sets
- Two or more Specialties

The second type is a **minor character**, usually a secondary villain or hero. Minor characters may be important and significant to the Marvel Universe in general but are not a significant part of the current Event being run. Captain America or Spider-Man could well be demoted to a minor character in an X-Men story, for instance. Minor characters are the most common characters in Events. They have the following:

- Affiliations of d4, d6, and d8
- Two Distinctions
- May have one or two Power Sets
- May have one or more Specialties

The third type is a **specialty character**, also referred to sometimes as a mook, thug, or minion. Specialty characters are the rank and file, very often nameless or without much more than a handful of traits. When heroes burst into a room filled with hired heavies, or call on a squad of S.H.I.E.L.D. agents to help take down Hydra, these are all specialty characters. Specialty characters have the following:

- Affiliations of d4, d6, and d8
- One Specialty at Rookie d6, Expert d8, or Master d10
- May have one or more power traits, but not Power Sets

Watcher characters do not pursue Milestones and do not earn XP.

The Watcher controls the major and minor characters in a Scene and they each act individually. Specialty characters may be grouped together or act individually, but usually go at the same time in the action order.

Major and minor characters take stress and are affected by assets and complications in the same way that heroes are. Specialty characters are easier to stress out. Their Specialty level (Rookie, Expert or Master) tells you the amount of stress of any type they can take before being stressed out. Rookies whose stress reaches d8, Experts whose stress reaches d10, and Masters whose stress reaches d12 are each stressed out. Think of heroes and minor and major characters as having an unstated d12 tolerance for stress (and thus, only stressed out when their stress goes over d12), and you'll see the logic here. Similarly, the amount of trauma specialty characters can take is reduced; more trauma than their Specialty die means a tragic ending.

A Hellfire Guard takes a shot at Ronnie, Shadowcat's Tech support friend. Since he's a Tech Rookie, physical stress of d8 or greater is going to stress him out. That gives him d6 physical trauma, too, so if he gets shot again he's history. It's a good thing she's not depending on him to fight with her!

Mobs and Large-Scale Threats

A mob is a **group of characters that act as one minor character**. Mobs have multiple dice in their Team Affiliation. This slightly improves their odds at engaging with the heroes. Mobs are usually written up as a minor character, complete with Distinctions and even Power Sets. They might have a special SFX that allows them to make concerted attacks on single heroes (i.e., *Focus* SFX), swarm over many heroes at once (i.e., *Area Attack* SFX), or grapple their enemies (i.e., *Afflict* SFX).

SFX
p. OM88

Mobs can be targeted by the *Area Attack* SFX or by multiple effect dice. Mobs can be reduced in size by targeting their Team Affiliation in the same way that specialty characters may be stressed out by inflicting more stress than their Specialty die rating or that effects may be targeted by heroes. A Mob with Team 3d8 would need the heroes to deal d10 or greater stress to it in order to reduce it to Team 2d8. Once a die is eliminated, the stress goes away and the heroes must deal more. This is why using *Area Attack* is helpful; you can stress out entire mobs with multiple effect dice.

A large-scale threat is a **single character that acts like a mob**. Large-scale threats have multiple dice in Solo and possibly even in Buddy. Like mobs, they are written up as a minor character and can be targeted with *Area Attack* and multiple effect dice. A rampaging subterranean monster summoned to the surface world by the Mole Man is a good example of a large-scale threat. Reducing the dice on a large-scale threat can be described as disabling a limb, weakening its resolve, or some other debilitating effect; the only way to take out a large-scale threat completely is by stressing out all of its dice. This makes them great opponents for entire teams of heroes.

UPGRADING WATCHER CHARACTERS TO HEROES

Events often include a number of Watcher characters that are not written up specifically as hero datafiles. These may be minor heroes, antagonists, or even villains. If you want to explore those characters as heroes for play, all you need to do is upgrade their datafiles to meet the standard format for existing heroes. You can't apply these rules to single-line specialty characters like S.H.I.E.L.D. agents or random non-combatants; it's best for characters who already have Distinctions, Power Sets, and Specialties.

Use the checklist just as you would if you were creating a new datafile or customizing an existing one. In some cases, you need to step up the Affiliations for Watcher characters, as they might use the weaker assortment of D4, D6, and D8. Simply step each die rating up by one, or if you choose to tweak it, assign the D6, D8, and D10 ratings where you prefer them to be. Distinctions, Power Sets, and Specialties should be fine as-is, but may also be modified.

The biggest upgrade is adding Milestones. You should read over the section on creating new Milestones on page OM105 in order to create at least one for your new upgraded hero datafile. You might skip this step and just pursue an Event Milestone, but at some point you probably want to get XP for playing in character and making decisions for your specific hero.

With these simple guidelines, almost any character in the Marvel Universe is open to you. Playing a published Event can be even more interesting when you're in the role of a sideline character suddenly promoted to the major leagues. Just as comic book writers take obscure heroes from Marvel's history and shine the spotlight on them, you can do the same for your favorite second-stringer!

05

UNDERSTANDING EVENTS

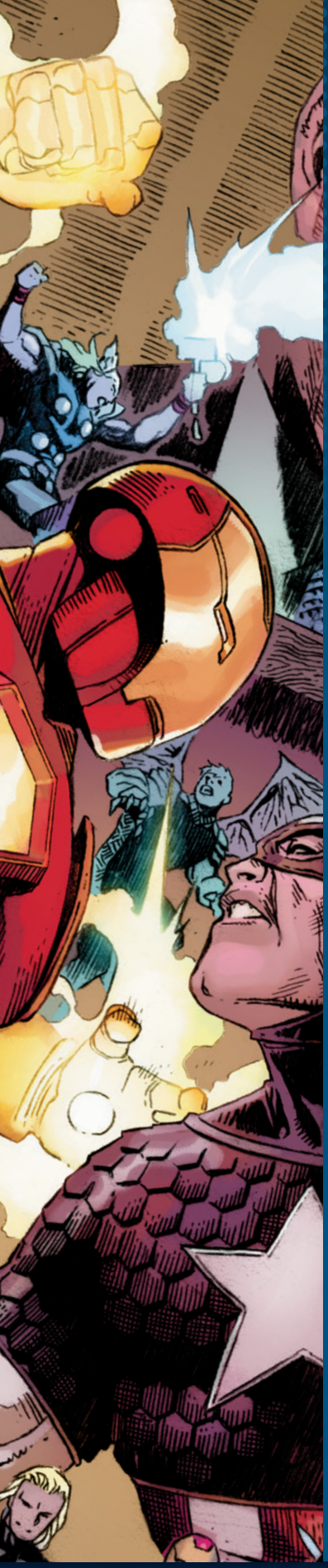
As exciting as it is to play a Marvel hero, every story needs a plot, somewhere for it to take place, and a lot of things to do in it. That's what the Event is all about. In other games, the Event would be called the adventure, or the scenario, or the situation. In **MARVEL HEROIC ROLEPLAYING**, an Event is all of those things, combined with the sort of script outline you'd expect a comic book writer to work from. The key difference is that the Event is full of branching opportunities, ready for the players to make the big choices and deal with the consequences.

You should already be familiar with the Event/Act/Scene structure that this game uses to break out the action and timing. Don't remember? See page OM32 for more on these terms. Then come right on back here.

You're back? Good! Events incorporate all of those terms and add guidelines and direction for play. As the Watcher, it's your job to frame the Scenes and manage the doom pool, but with an Event you're also keeping track of things like playing Watcher characters, managing the story's pace and speed, describing locations for Scenes, and making sure the players are getting enough opportunities to have a good time and hit their Milestone triggers.

Civil War, Annihilation, and the *Age of Apocalypse* are all Events tied to points in Marvel history, and each includes its own set of hero datafiles, Watcher characters, Event Milestones, key Scenes, and background. Not all Events are so large and world-shaking. Some, like *Shadowland,* take place almost entirely within a section of New York. Others, like the *Fall of the Mutants,* are actually multiple Events taking place at the same time, reflecting an overall dark point in mutant history.

FINCH · MIKE



Hero Datafiles p. AN176

Milestones p. OM105

Event Milestones p. OM106

EVENT FORMAT

An Event is presented to you with a specific format. It's an outline with notes, more or less. This section introduces you to the elements of this format and, with any luck, inspires you to prepare Events of your own. The best way to learn how Events work is to take a look at a published Event, then follow along.

PREPARING FOR THE EVENT

This section runs down the important things you need to do as Watcher before you kick things off, such as having the players choose their hero datafiles, choose one or two Milestones, get their dice and Plot Point tokens, that sort of thing. Since this is the same for most Events, it's mainly included as a reminder to Watchers who haven't prepared an Event before.

STRUCTURE OF THE EVENT

This section summarizes how many Acts are in the Event and what happens in them. Most Events have at least two Acts; they might have as many as five or as few as one.

MILESTONES FOR THIS EVENT

Event Milestones provide the heroes with a connection to the storyline presented in the Event. This section lists the specific Event Milestones and their triggers, as well as additional information you might need to keep in mind when presenting them. An Event's Milestones are designed to link into the main plot or perhaps suggest interesting subplots that crop up alongside the main plot.

Players don't need to choose an Event Milestone to pursue when they play through an Event, but it's strongly encouraged. The Event itself works with these Milestones, giving players more opportunity to hit their Milestone triggers and become a part of the story.

ACT

Each Act begins with a simple overview statement of what happens in this Act. All of the following sections are contained within the Act. If there are multiple Acts in the Event, the following sections are repeated.

ACT ONE

ROAD TO CIVIL WAR

SETTING

Where does the Act take place? What's the overall backdrop? The Setting describes this for you and also includes a list of **Prominent Locations** with suggested Scene Distinctions (see page OM67). If your first Act takes place in New York City, the list might include the *Daily Bugle*, or Central Park, or any other place that an Action Scene (see page OM34) could be set. The Setting could be as large as the Andromeda Galaxy or as small as the Baxter Building, depending on the needs of the Act.

HOOK

The Hook section introduces ways to get the heroes into the story. It helps you determine where they've been before the Act starts, gives you suggestions for where to place them, and so on. Hooks also suggest motivation for why the heroes should get involved, which makes the Act more about appealing to the players' sense of their characters and less about "I guess we're super heroes. Let's fight the bad guys!"

In published Events, the Hook is tailored to the hero datafiles provided with the Event. If it's an X-Men Event, there won't be many suggestions for Avengers or the Fantastic Four, so if your players decide to play those heroes you need to adapt the Hook for them. In most cases, simply knowing the heroes' personality or history with the default hero lineup is enough to get you started. Beast is one of the X-Men but also an Avenger, and Wolverine was briefly a member of a Fantastic Four lineup, so that's enough shared history to work with.

DOOM POOL

Every Act suggests how many dice to start out with in the doom pool. The default, if this isn't listed, is 2D6, but in some Acts the tension is already high. See page OM14 for more on the starting doom pool.

BUILDUP

This section helps you frame your first Scenes, the ones that establish the heroes' place in the story. It follows on from the Hook, which is "where are things when we start?" and moves toward the main action of the story. The Buildup often describes how to get to the locations, so you can decide whether your first Scene is an Action Scene (just drop the heroes right into a confrontation!) or a Transition Scene (let them investigate or get resources). Your first Scenes often serve as the gateway into the story, not necessarily the meat of the story.

Sometimes the Buildup is what's known as a **cold open** or **tease**, which means the heroes are involved in something interesting right away, but it isn't necessarily connected to the first Act. This might be an Action Scene where they're thwarting a B-list villain's crime—perhaps even opening this Scene midway through the conflict (a technique called *in medias res*, or "in the middle of things")—and the Hook comes about as a result of this Scene's resolution. You can frame a cold open with a few short descriptive sentences and then move on to questions, like "Cyclops, how much collateral damage is already around you?" or "Colossus, you're using all of your strength to keep something from falling. What is it?" Once the immediate action is over, the heroes are informed of something else, something bigger. Or, they find a clue on the villain's unconscious body or left behind when he escapes.

Your Buildup isn't a Scene written out like the later Scenes are, but guidelines for getting the story started. If you're creating your own Event, use this section to get the Watcher thinking of how to get the heroes to the main Event, either by dropping them into the action or establishing the themes and ideas up front as transition.

Action Scenes p. OM34

Transition Scenes p. OM40

ACTION

Events provide a few core Action Scenes for you to use to move things along, but they're not the only Action Scenes you have available. Typically, an Action Scene write-up gives you the information on the bad guy, threat, dire situation, or other obstacle that the heroes must confront or deal with. If you're preparing an Event of your own, use this as a place to make all of your notes about the villains and dangers you're keen to make center stage. But don't be afraid to tweak things later.

These sections also include **Options for Action** that suggest ways you can introduce more bad guys, switch things up, modify the Action Scene for specific heroes, and more. It's just a reminder that once the Event meets your players, anything can happen.

A few Action Scenes are tied to a specific order or sequence. You can't have an Action Scene in the ruins of the fallen Asteroid M if you haven't already played the Scene where Asteroid M crashes to Earth. Otherwise, most Action Scene writeups give you suggestions for when the Scene is best used and what potential consequences may arise from it, to give you an idea of when you should bring them into the story.

TRANSITION

Transition Scenes don't always need to be spelled out with their own section, but in some Events there are great moments of recovery, reflection, or recruitment and they're written up with more detail. A Transition Scene should be a break from the action, a moment to gather your wits about you and then move on. You can—and usually will—string several Action Scenes together, but you need the Transition Scene to keep your players from using up all of their energy.

UNLOCKABLES

Events should provide a few additional things to spend XP on, beyond the standard list of upgrades (see page OM109). Each Event offers unique and interesting subplots and characters, so give the players more ways to buy into it. Even if it's something as specific as a short term boost in their status with an organization like S.H.I.E.L.D. or access to some area or location they wouldn't have had otherwise, it gives the Event its own identity.

Unlockables are priced at 5, 10, or rarely 15. Often, an unlockable item has two or more versions at different costs. You might have a minor resource at 5 XP and a major resource at 10 XP (see page OM21 for more on resources). This gives the players some options and makes the more expensive version appealing, without completely ruling it out.

CONCLUSION

Most Events have a section that runs down the outcomes of the Event. Because Events have many possible endings, the Conclusion is like the bookend to the Buildup section and gives you some ideas for how to wrap things up. It's a good idea to look at each player's progress with Milestones, especially Event Milestones, and then compare this to the basic plot. Have all villains been taken care of? Have the goals of the Act been reached? Are there loose ends to tie up? Make use of this part of the game to frame Scenes that bring this to a close. A Transition Scene, especially, gives the heroes a chance to regroup and recover.

The Scenes at the very end of a story are often called the dénouement. It's a good idea to frame these with an eye toward getting the heroes back together, giving them a chance to address the public, reveal the identity of the mystery super villain to the news media, or slip away unnoticed. And if there's a romantic subplot or a tense dramatic moment you want to spotlight, bring it in here.

MODIFYING EVENTS

Events are a codified, standard template for comic book stories in the Marvel Universe. They're not supposed to be straitjackets or constraints upon your freedom. If you pick up a published Event and want to use it as the basis for some entirely different storyline, go ahead and do that! Stories only come about once characters meet situations head on, and in a roleplaying game there's so much that can happen, so many creative minds working at the same time, that you are almost guaranteed to go off the tracks. This is why Events are presented more as toolboxes and outlines for your own stories, and why we encourage you to inject your own personality as Watcher into the game.

Here are just a few ideas for how to expand and twist a published Event for new and different adventures.

- **Change out the hero datafiles**. It's not like you're ever required to use the ones in the Event, but sometimes you want to limit the choices to suit the story. What would happen if the story used the Fantastic Four instead of the X-Men? What if it were an entirely new cast of heroes that hadn't worked together before?
- **Add or change existing Milestones**. Milestones are the vertical thread of plot in the Event. They're like the muscles, with the Event outline as skeleton. So what if you switched them out with new ones? What if the focus was on a different kind of theme, or if the players were interacting with the story from a different direction? Change the Milestones and you'll change the story.
- **Replace the villains**. Do your players have history with a certain bad guy? Would they prefer to go up against Magneto than Loki? See what happens when the mastermind behind the whole operation is a hero turned bad! Or an alien race! Or Ultron! Changing the villain makes a big difference.

CREATING NEW EVENTS

It's no shocker to discover that there are many more stories in the Marvel Universe than you could ever see published as Event Books for **MARVEL HEROIC ROLEPLAYING**. That's where you come in. An Event that you create yourself has all the benefits of a published Event, with the added knowledge that you're designing it to suit your players. You don't need to spend hours and hours writing things up exactly as they're presented in published Events, however. You just need to have an outline and some notes.

- First, **sketch up the premise or the idea**, and see if you can do it in one sentence. "Villains break out of a supermax prison" is an example, as is "Aliens attack Los Angeles."
- Next, **determine how many Acts** you want this to play out across. It doesn't need to have more than one, especially if your premise is limited to a single dramatic situation. If you have multiple Acts, you can chain together interesting situations and think of ways that one leads to another, but don't get too ambitious. If you want to play out the sequel, you can always write that up later. "Villains break out" could just be two Acts. "Aliens attack" may be three or more.
- Draw up a flowchart, or bullet point list, or a rough timeline—something that helps you **organize the flow of each Act** and when things happen in your Event. This is an important step, because even if you only have the barest skeleton of a plot ("Supermax prison loses all power, villains make their escape" or "Aliens arrive in saucers, attack downtown LA, seize captives, and take them to their orbital base") that's enough to flesh out.
- **Each Act needs a Setting, Hook, and Buildup**. You know your players and what heroes they like, so you can write the Hook directly to those preferences. The Setting and Buildup come out of the plot you've got in mind for the Event, so make a few notes about those. Remember, if this is just for your own group and not intended for anyone else to play, you don't need too much here. A breakout story uses the prison facility as the Setting for the first Act, word of villains breaking out as the Hook, and getting to the prison as the Buildup. An alien attack story uses a city like Los Angeles as the setting for the first Act, sightings of saucers and news footage of aliens as the Hook, and showing up in the city as the Buildup.

- Next, **sketch out a few Action Scenes**, usually two to four for each Act. Give any villains or threats some kind of motivation. Why are they a threat? What do they want to do? What stands in their way? When you're framing this Scene for your players, knowing why someone wants to break out a whole prison full of villains or why the aliens are attacking West Coast cities is central to understanding what they do next. The heroes are going to get involved, which means some kind of confrontation, but how the confrontation plays out depends on motivation. If escape is the motivation, the villain only fights when his route is blocked. However, if revenge is the motive, he'll do what's necessary to hurt the hero.
- **Transition Scenes are optional**; you don't really need to prep these in advance unless you have a specific situation in mind to use as a Transition Scene, such as a meeting with an informant or a mysterious chamber filled with alien tech. They often develop as suggested by the players. However, if you don't build in any time in your Act for a Transition Scene—even if it's just at the end of the Act—you need to go back and figure how to do that. Gathering together at the heroes' base of operations to review inmate files or traveling in the heroes' supersonic jet into Earth orbit are good examples.
- Once you have all of your notes together, **consider creating some Event Milestones or unlockables** for your players to interact with. You don't need many of these. You can link them together thematically (spend XP from a Milestone to unlock this thing related to it) or not. You could run an entire Event for your players without anything but their own personal Milestones and standard datafile upgrades, but it adds a little touch of creativity and choice for them if you come up with some connected to the Event. If your story is a prison breakout, a Milestone connected to bringing them all back in is good. If it's an alien attack, a Milestone surrounding the discovery of alien technology and weaknesses rewards the players who go after this sort of investigation. Even better, offering an unlockable Power Set of alien tech (a battlesuit, nanobyte packets, really big blasters) gives them a "turn the tables" twist.
- Finally, **sketch out a Conclusion**. Settle on what your end goals are and what the winning and losing conditions might be for specific plot threads. More interesting than winning or losing, however, are outcomes. What happens when the villains are all captured, or if there are still some at large? If the alien attack was devastating, how does the city recover? Will the California government do something about defending their cities from future alien attack? Your Conclusion should also suggest further stories that build on the consequences of the one that just finished. A teaser for some bigger threat lets you get your players excited for the next Event. Perhaps the prison breakout was part of a much larger conspirary, and the alien attack on Los Angeles was just the first exploratory mission on the part of the alien empire.

We suggest using a published Event as a guide for your first attempts at preparing an Event from scratch. You may want to start by modifying one first, and then once you're comfortable with the way Events work you can use the list of suggested steps to strike out on your own.

Creating new Events is a fun and exciting way to show off your own Marvel knowledge and gives your players something unique to your group. Don't be intimidated, read comics for ideas, and take notes during the middle of your existing Events. In the Marvel Universe, nothing is ever static!

APPENDIX

RANDOM DATAFILE GENERATOR

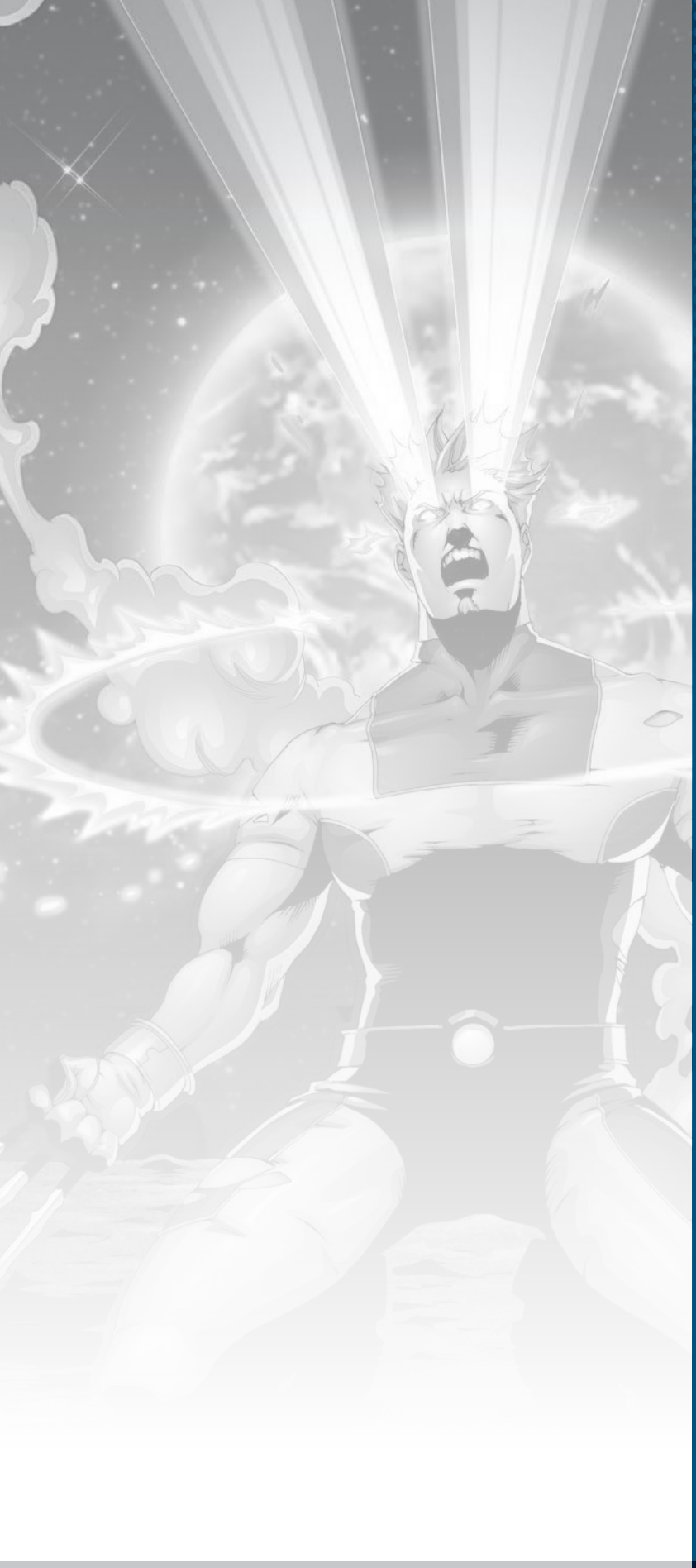
Everyone loves dice. We love them because they push the action along into often unexpected places, inspiring us to create more exciting stories. So why aren't the dice a part of creating hero datafiles in **MARVEL HEROIC ROLEPLAYING**? Surely there's a way to let the dice shake things up before the game even starts. Great news, True Believers! With this bonus content, there is.

The original *Marvel Super Heroes RPG* from TSR had three ways to choose a character: pick one of the character cards included in the game, model an existing character idea or concept by assigning stats and powers, or break out the dice. The **MARVEL HEROIC ROLEPLAYING OPERATIONS MANUAL** includes the first two. But we know how much fun random generators can be, so we decided to make that third option a reality.

You'll still need the **OPERATIONS MANUAL** for this Random Datafile Generator to work, but using these tables and charts with a blank datafile or scratch paper, you'll be whipping up crazy super heroes in no time!

As an added bonus, the Random Datafile Generator can serve as a guide for assigning Power Sets, power traits, Specialties, and other variable traits, even if you don't use dice to roll up new heroes.

We've done our best to emulate the source material, but feel free to adjust or tweak the tables as you and your friends like for your **MARVEL HEROIC ROLEPLAYING** games.



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ORIGIN EXPLANATIONS

Mutants are those who have an activated mutant gene granting them some kind of ability or abilities. Example: Wolverine and the X-Men.

Altered Humans were once ordinary people; they were changed by another force to possess innate powers. Example: Spider-Man and the Fantastic Four.

Non-Humans are those who are not human, including aliens, robots, and Asgardians. Often, their abilities aren't that unusual to others where they come from. Example: Thor and the Vision.

Trained Humans are those whose super powers are the results of fantastic technology or intense personal training. Example: Iron Man and Hawkeye.

Rolling a 12 on the Origins table can turn up some strange results. Come up with the most appropriate story you can without worrying too much about the contradiction. A Trained Human + Non-Human could be someone who started human but had their body replaced by a robot body, or perhaps an alien who somehow acquired all the memories of a Trained Human. An Altered Human + Mutant might have been involved in an accident that grants powers, but also triggered a latent mutant gene at the same time.

OVERVIEW

- Roll your Origin (or Origins), which determines the number of Power Sets you have, as well as additional benefits for that Origin.
- Roll your Affiliations.
- Roll to determine the makeup of your Power Sets; this gives you a spread of dice for your power traits within those Power Sets.
- For each Power Set, roll the theme of that Power Set.
- For each power trait in a Power Set, roll on that theme's table. Repeat until all power traits are assigned.
- Assign SFX and Limits to your Power Set(s).
- Name your Power Sets.
- Assign and roll your Specialties.
- Roll and create your Distinctions and Milestones.
- Name your new hero.

ORIGINS

Roll 1D12:

1-2: Mutant: One Power Set. Add an additional SFX. After rolling them all, step up one of the traits in your Power Set. You automatically have the Mutant Limit.

3: Mutant: Two Power Sets. After rolling them all, step up one of the traits in your primary Power Set. You automatically have the Mutant Limit on at least one Power Set.

4-5: Altered Human: One Power Set. Add an additional SFX. Add an additional power trait at D8 to your primary Power Set and an additional Expert Specialty.

6: Altered Human: Two Power Sets. Add an additional power trait at D8 to your primary Power Set and an additional Expert Specialty.

7: Non-Human: One Power Set. Add two additional SFX and an additional Limit.

8: Non-Human: Two Power Sets. Add an additional SFX and an additional Limit to the primary Power Set.

9-10: Trained Human: One Power Set. Gain two more Specialties, one at Expert, and one at Master.

11: Trained Human: Two Power Sets. At least one must represent equipment, and have the Gear or other Limit representing its status. Gain one more Specialty at Master.

12: Roll twice. Take the higher number of Power Sets offered, re-rolling any duplicate Origins. Take all other benefits or Limits.

AFFILIATIONS

Roll 1D6:

1: Solo d10, Buddy d8, Team d6
2: Solo d10, Team d8, Buddy d6
3: Buddy d10, Solo d8, Team d6
4: Buddy d10, Team d8, Solo d6
5: Team d10, Buddy d8, Solo d6
6: Team d10, Solo d8, Buddy d6

Affilliations
p. OM62

1

Affiliations | Solo d10 | Buddy d8 | Team d6

PRIMARY POWER SET

Roll 1D12:

1: One power trait at d10. Add an additional SFX.
2: Two power traits at d8.
3: One power trait at d10, another at d8.
4: Three power traits at d8.
5-6: One power trait at d10, two at d8.
7-8: Two power traits at d10, one at d8.
9: Two power traits at d10, and two at d8.
10: Two power traits at d10, and three at d8.
11: Three power traits at d10, and two at d8.
12: Roll twice, gaining the benefits of both.

Power Sets
p. OM70

SECONDARY POWER SET (IF TWO)

Roll 1D10:

1-3: Two power traits at d8.
4-5: One power trait at d10.
6-7: One power trait at d10, another at d8.
8-9: Two power traits at d10.
10: Roll twice, gaining the benefits of both.

11

PRIMARY POWER SET
Three d10 power traits
Two d8 Power Traits
(Add one d8 Power Trait from Origin)

POWER TRAITS

Power Traits
p. OM71

For each Power Set, roll 1D10 on the appropriate table for the Origin of the hero (in the case of multiple Origins, pick between them) to determine the general thematic group of the powers in that Power Set.

Mutant:

- **1-4:** Common Powers
- **5-6:** Uncommon Powers
- **7-9:** Psychic Powers
- **10:** Mystic Powers

Altered Human:

- **1-4:** Common Powers
- **5-7:** Uncommon Powers
- **8:** Technological Powers
- **9:** Mystic Powers
- **10:** Psychic Powers

Non-Human:

- **1-5:** Common Powers
- **6-7:** Uncommon Powers
- **8:** Technological Powers
- **9:** Mystic Powers
- **10:** Psychic Powers

Trained Human:

- **1-4:** Common Powers
- **5-7:** Technological Powers
- **8-9:** Mystic Powers
- **10:** Uncommon Powers

Then for each power trait (start with the largest die size first), roll on the corresponding table. If you roll a power trait you already possess within the same Power Set—and it's not an option with multiple choices—roll again on that table.

Roll 1D10 on the corresponding table:

COMMON POWERS TABLE

- **1:** Attack Power (Step back the power trait's die. Choose between Weapon or type of Energy Blast. This option can be rolled multiple times.)
- **2:** Durability
- **3:** Movement-Based Power (Step back the power trait's die. Choose between: Airwalking, Burrowing, Flight, Leaping, Speed, Swimming, or Swingline. This option can be rolled multiple times.)
- **4:** Reflexes
- **5:** Resistance (Choose an Energy type. If you have Elemental Control, you must choose that same Energy. This option can be rolled multiple times.)
- **6:** Senses
- **7:** Stamina
- **8:** Strength
- **9:** Roll on Uncommon Powers for this power trait only.
- **10:** Re-roll on your Origin's table to the left, re-rolling any Common Powers result, for this power trait only.

ALTERED HUMAN
THEMATIC GROUP:
Common Powers

POWER TRAITS:
Heat Resistance d10
Cold Resistance d10
(+9) Stretching d10
Enhanced Durability d8
Enhanced Strength d8
Weapon d6

UNCOMMON POWERS TABLE

1: Elemental Control Power (Step back the power trait's die. Choose from one of the following: Air, Cosmic, Darkforce, Earth, Electric, Fire/Heat, Gravity, Ice/Cold, Kinetic, Light, Magnetic, Sonic, Technology, Weather, or Water. This option can be rolled multiple times.)
2: Intangibility
3: Invisibility
4: Mimic
5: Animal Control
6: Plant Control
7: Shapeshifting
8: Size-Changing
9: Stretching
10: Teleport

MYSTIC POWERS TABLE

1-2: Sorcery
3: Blast (Choose Energy or another specific elemental type. This option can be rolled multiple times.)
4: Elemental Control Power (Choose from one of the following: Air, Cosmic, Darkforce, Earth, Electric, Fire/Heat, Gravity, Ice/Cold, Kinetic, Light, Magnetic, Sonic, Weather, or Water. This option can be rolled multiple times.)
5: Movement-Based Power (Choose from one of the following: Airwalking, Flight, or Speed. This option can be rolled multiple times.)
6: Senses
7: Teleport
8: Transmutation
9-10: Roll on Uncommon Powers for this power trait only.

PSYCHIC POWERS TABLE

1-2: Telepathy
3: Psychic Blast
4: Elemental Control Power (Choose from one of the following: Cosmic, Electric, Fire, Gravity, Ice, Kinetic, Light, Magnetic, or Water. This option can be rolled multiple times.)
5: Invisibility
6: Mind Control
7: Animal Control
8: Psychic Resistance (Or if you have Elemental Control, choose the same kind of Resistance as the type controlled.)
9: Senses
10: Teleport

TECHNOLOGICAL POWERS TABLE

1: Attack Power (Choose between Weapon or Blast. If Blast, choose specific type. This option can be rolled multiple times.)
2: Durability
3: Invisibility
4: Movement-Based Power (Choose from Burrowing, Flight, Leaping, Speed, Swimming, or Swingline. This option can be rolled multiple times.)
5: Reflexes
6: Senses
7: Stamina
8: Strength
9-10: Roll on Uncommon Powers for this power trait only.

SFX AND LIMITS

SFX
p. OM88

SFX:
Multipower

Each Power Set automatically comes with one SFX and one Limit. These numbers might be modified by your Origin, Power Set, or other factors.

These are not rolled, since various combinations of power traits may make certain SFX and Limits unworkable. The following are some suggested SFX by character type:

- Single Power Set: *Unleashed, Versatile*
- Many power traits: *Focus, Multipower*
- Few power traits: *Affliction, Constructs, Counterattack*
- Mutant: *Dangerous, Unleashed*
- Altered Human: *Absorption, Counterattack*
- Trained Human: *Focus, Second Wind*
- Technological Power Set: *Afflict, Area Attack, Boost, Burst*
- Psychic Power Set: *Constructs, Unleashed*
- Mystic Power Set: *Constructs, Healing*

Limits
p. OM92

LIMIT:
Exhausted

Limits are also chosen similarly, though some Limits may be required (usually *Mutant* or *Gear*.)

Some good Limits by character type:

- Mutant: In addition to the required *Mutant* Limit, *Conscious Activation* is common.
- Altered Human: *Exhausted*.
- Technological Power Set: *Gear, Exhausted* (as *Power Surge*)
- Mystic Power Set: *Growing Dread, Uncontrollable*
- Psychic Power Set: *Conscious Activation, Uncontrollable*
- Two Power Sets: *Mutually Exclusive*
- Powerful heroes: *Growing Dread, Uncontrollable*

After this, name each of your Power Sets.

Power Sets

MOLTEN SKIN			
Enhanced Durability	d8	Enhanced Strength	d8
Cold Resistance	d10	Heat Resistance	d10
Stretching	d10	Weapon	d6

SFX/Limits:
SFX: ***Multipower***. Use two or more Molten Skin powers in your dice pool, at –1 step for each additional power.
Limit: ***Exhausted***. Shutdown any Molten Skin power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

SPECIALTIES

Roll 1D10:

1-2: Two Expert Specialties
3-4: One Expert Specialty and One Master Specialty
5-6: Two Expert Specialties and One Master Specialty
7-8: Three Expert Specialties
9-10: Three Expert Specialties and One Master Specialty

Plus any bonuses granted for Origins.

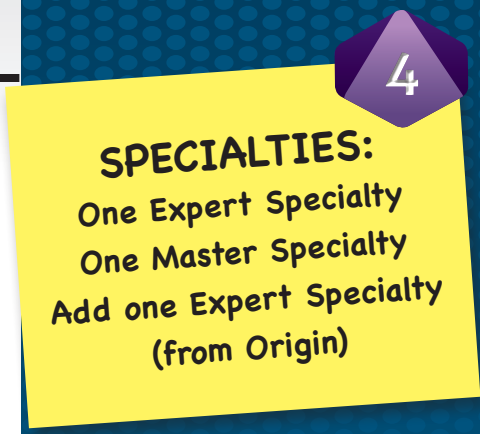
Before rolling to determine what your Specialties are, you may assign some Specialties automatically:

- If you have Mystic Powers, you must take the Mystic, Cosmic, or both Specialties.
- If you have Psychic Powers, you must take the Psych, Menace, or both Specialties.
- If you have Technological Powers, you must take the Science, Tech, or both Specialties.
- If you have any Uncommon Powers, you may take the Cosmic Specialty.
- You may take the Combat Specialty regardless of Powers.

You choose if the above assigned Specialties are Expert or Master (if available.) Then for each other Specialty available, roll on the following table. Choose whether it's going to be for your Expert or Master Specialty before rolling. Re-roll any duplicates.

Roll 1D10:

1: Acrobatic
2: Business
3: Covert
4: Crime
5: Medical
6: Menace
7: Psych
8: Science
9: Tech
10: Vehicle



Specialties
p. OM96

Specialties

Business Expert	D8	Medical Master	D10
Science Expert	D8		

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

DISTINCTIONS, MILESTONES, AND FINISHING TOUCHES

By this point, you should have an idea of who your character is. The last two steps are to drive home that concept; therefore they are less random.

DISTINCTIONS

Distinctions
p. OM67

Round out your character by choosing three Distinctions. Roll on the following table to get a category for each Distinction. It's OK to have multiple of the same category.

Roll 1D6:

1: Personality Trait: Natural Leader, Quick to Anger, Uncompromising, etc.
2: Outlook or Reputation: Hardheaded Futurist, Misunderstood Menace, Never Grows Up, etc.
3: History/Backstory: Criminal Past, Mysterious Destiny, Texas Farmboy, etc.
4: Catchphrase or Title: Defender of Justice, "I Don't Believe In No Win Scenarios", "Smash!", etc.
5: Notable Feature: Alluring, Cutting Edge Tech, World-Class Intellect, etc.
6: Profession: Ace Reporter, Billionaire Playboy, Russian Superspy, etc.

2 6 4

DISTINCTIONS:
Misunderstood Menace
Medical Genius
Things Are About to Erupt!

You'll want to customize the Distinction to your hero. See OM111 for examples of how to make good Distinctions.

Name: DOCTOR VOLCANO

PP

Affiliations: Solo d10 | Buddy d8 | Team d6

Distinctions:
- Misunderstood Menace
- Medical Genius
- Things Are About to Erupt!

4 or 8 +1 PP

STRESS / TRAUMA

Power Sets: MOLTEN SKIN

Enhanced Durability	d8	Enhanced Strength	d8
Cold Resistance	d10	Heat Resistance	d10
Stretching	d10	Weapon	d6

SFX/Limits:
SFX: *Versatile.* Replace Stretching die with 2d8 or 3d6 on your next roll.

Milestones

FINDING PATIENT ZERO

1 XP when... you follow a lead pertaining to the origin of the Volcan Virus.

3 XP when... you confront one of the infected people who caused you to contract the Virus.

10 XP when... you find Patient Zero and turn him in to government officials or let him go.

FREAK OF MEDICAL SCIENCE

1 XP when... you use your Misunderstood Menace distinction for a d4 and a PP.

3 XP when... use of your powers results in stress to an ally or an innocent.

10 XP when... you find a cure for your Volcan Virus and regain your normal life or refuse a cure and embrace your new identity as a hero or villain.

MILESTONES

Your hero starts with two Milestones. To determine what kind they are, roll on the table below. It's OK to have multiple of the same category.

Milestones
p. OM105

Roll 1D10:

1-2: Affiliation Milestone: Choose your highest or lowest Affiliation die and create a Milestone based on that. For example, someone with a Team d10 might take a Milestone about keeping his team together. Someone with a Team d6 might take a Milestone about resisting joining a team.

3-4: Origin Milestone: Create a Milestone based on your Origin. For example, a Mutant Origin could involve being a self-hating mutant. A Trained Human might make a Milestone based on keeping up with mutants and gods in a team.

5-6: Power Milestone: Create a Milestone that relates to one of your Power Sets. A hero with a Mystical Power Set might make a Milestone around mastering the arcane arts. A hero with Uncontrollable Powers might make a Milestone about keeping those powers under control.

7-8: Distinction Milestone: Create a Milestone that relates to one of your Distinctions. These include personal Milestones like succumbing to an addiction, or having the past come back to haunt your hero.

9-10: Specialty Milestone: Create a Milestone that relates to one of your Specialties, particularly if you have a Master-level Specialty. A dedicated doctor with Medical Master who is attempting to cure a dangerous disease might make this kind of Milestone.

See OM113 for guidelines on creating Milestones and triggers for each step of 1 XP/3 XP/10 XP.

Finally, decide if your hero has a public or private identity, and give your super hero a name.

EVENT

AN100 ACT ONE
First Contact

AN128 ACT TWO
The Annihilation War

AN150 ACT THREE
The United Front

Based on
Marvel's *Annihilation* by Keith Giffen, Dan Abnett & Andy Lanning, Simon Furman, and Javier Grillo-Marxuach with Renato Arlem, Giuseppe Camuncoli, Gabriele Dell'Otto, Andrea Di Vito, Scott Kolins, Jorge Lucas, Mike McKone, Gregory Titus, and Kev Walker

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Interior Art
Marvel Bullpen

ANNIHILATION

This full-featured Event for **MARVEL HEROIC ROLEPLAYING** is based on **Thanos**, **Drax the Destroyer: Earthfall**, **Annihilation: Prologue**, **Annihilation**, **Annihilation: Silver Surfer**, & **Heralds of Galactus** with additional material inspired by **Annihilation: Nova**, **Annihilation: Ronan**, and **Annihilation: Super Skrull**. Upcoming Event Supplements feature material based on subsequent cosmic serials, including **Annihilation: Conquest**, **War of Kings**, and **Thanos Imperative**.

Annihilation works best as an Event for 4 to 6 players and may take as long as six months to play through in its entirety, with each of the three Acts including many Scenes playable over one or two sessions each. The many hero and Watcher character datafiles and Event Milestones included may inspire you to continue the story beyond these three Acts. Supplements build on this content and provide additional hero datafiles, Scenes, Milestones, and setting material.

Everything in this Event is intended for the Watcher, although much of the material in the Sourcebook section may be distributed either before the game begins or throughout play as resource material for heroes interested in certain aspects of the Marvel Universe during the Annihilation Wave's invasion.

PREPARING FOR THE EVENT

ANNIHILATION requires some preparation before you run it for the first time. Here's what you need:

- Read over the entire Event provided here and become familiar with the three Acts and the flow of Scenes within each Act. Become acquainted with the Sourcebook section; you might want to make copies of some of the entries for easy access during play.
- When your group meets to play the first session, have each player choose a hero from the datafiles provided. Blastaar and Praxagora are unlockable heroes, located in the Negative Zone when the Event starts. Consult the guidelines for Play Styles for more options.
- Each player should choose two Milestones to pursue for this Event. They may choose from the Milestones in their hero datafile and from the Event Milestones included in the Sourcebook.
- If your players want to choose heroes outside of the ones provided, be aware that you need to determine how best to tie them into the story. It might be a good idea to ensure that such a hero has at least one Event Milestone to pursue, linking them to the **ANNIHILATION** Event. Rules for creating new cosmic heroes using pregenerated Power Sets are included.
- Make sure you have enough dice, plenty of Plot Point tokens, and some kind of action order token for each player. You may also benefit from taking note of each hero's Affiliations and what Milestones the players have chosen. Keep this list near you for reference during the game.
- If this is your group's first session of **MARVEL HEROIC ROLEPLAYING**, you should introduce them to the basic rules from the **OPERATIONS MANUAL** and go over their datafiles with them. Hand out copies of the cheat sheet for their reference.

Rules Option: Event Play Styles p. AN09

Event Milestones p. AN98

Rules Option: Cosmic Power Sets p. AN11

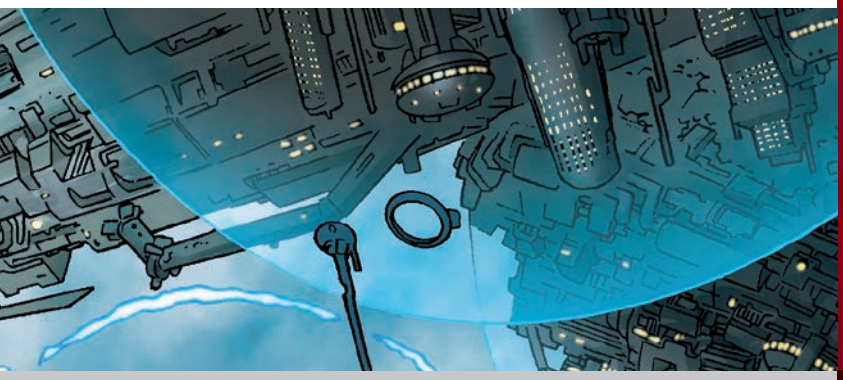
STRUCTURE OF THE EVENT

Annihilation is an Event in three Acts. Each Act gives the players plenty of opportunities to bust out their heroes' cosmic powers and amazing talents, and allows the Watcher to mix up the action a little with a large selection of aliens, space ships, and heroes caught up in the Annihilation Wave.

- **Annihilation Sourcebook** includes extensive background information on many of the important galactic empires, cosmic beings, and factions with an investment in the course of the Annihilation Wave. This chapter also includes a full list of Event Milestones and many Unlockables tied to specific groups.
- **Act One** is the arrival of the Annihilation Wave, forcing the heroes on the run as it destroys everything in its path.
- **Act Two** involves the heroes trying to figure out how to stop the Wave, through protecting the Wave's targets and gathering allies.
- **Act Three** is when the heroes strike back at the Wave and its most valuable forces before taking the fight to Annihilus himself.

Each Act follows the Event structure described in *Understanding Events* on page OM118 of the **Operations Manual**. We've provided the **Hook** and **Buildup** for each Act; there are also **Key Scenes** that help to set the stage properly for your group to play through the story, as well as **Optional Scenes** you can repurpose throughout the Event. We've also included ideas, inspiration, and suggestions for throwing in additional Action Scenes, Transition Scenes, and your choice of opposing characters.

There are many datafiles included in this book, including some in the Sourcebook and others in various Action Scenes. It's up to you and your group to use these datafiles however you want. A full index of all datafiles is provided at the end of this Event Book.



RUNNING A UNIVERSE-SPANNING WAR

The scope of the Annihilation War is as big as it gets—the Negative Zone invading the positive matter universe and attempting to wipe it out entirely. The heroes involved in the Event may be great leaders who help form the United Front against Annihilus or they may just be fugitives trying to settle an old grudge.

In either case, they're fighting against the backdrop of a war. Planets are destroyed. Old conflicts dissolve in the face of a superior foe. Entire alien races are wiped out. Managing all of this can seem daunting, but remember, the most important developments of the war are ones that the heroes are involved with. Keeping good records of what planets the heroes fail to save, where their victories are overwhelming, which alien races the heroes have engaged, and so on not only helps in choosing Scenes, but also creates a more believable story.

USING UNLOCKABLES

As the heroes accomplish achievements, they also improve themselves, recruit allies, and gain resources. Largely, these are represented in **MARVEL HEROIC ROLEPLAYING** by unlockables. In the scope of a universal war, these unlocked advantages may take on greater significance in the conflict. Here are some examples of ways to use unlockables in other ways to help the heroes:

- Use a technological or scientific unlockable to cancel out an appropriate enemy's asset or shutdown one of their powers, like finding a weakness in shields.
- Have unlocked allies perform crowd control for the duration of a Scene, taking away the highest die of the doom pool during a Transition Scene.
- Have a cleverly placed unlocked ally provide access to a place the heroes couldn't otherwise go, such as a Skrull infiltrating an Annihilation Wave base and letting you in.
- Use an unlocked ally as your datafile instead of your own for a Scene where it would be more appropriate.
- If an allied fleet engages an enemy fleet to keep them busy while the heroes go after a more important target, simply remove the two fleets from the Scene instead of playing out a battle.

These are just a few examples—the Watcher can make any judgments to best use the unlockables in the story.

THE DOOM POOL

Many of the heroes of Annihilation are powerful cosmic beings whose abilities can almost rival gods and Elders of the Universe. However, even they have difficulty fighting the Annihilation Wave and the destruction it causes.

In **Annihilation**, at the beginning of each Act the doom pool starts at 4 dice to represent the cosmic scope. Additionally, many of the Watcher datafiles for villains contain ways for them to increase the doom pool with their sheer power.

Spending 2D12 to end a Scene remains a viable option. However, Watchers should also keep in mind that an easy way to narrate the end of the Scene is to simply destroy the planet the heroes are on. Between forces like the Harvester of Sorrow, the Annihilation Wave's bombardment fleets, or even the hunger of mighty Galactus himself, no world is safe. If a Scene ends this way, you'll need to narrate how the heroes escape the destruction of the planet, or use an Optional Scene such as the one on page AN125.

Doom Pool
p. OM14

STARSHIPS, PLANETS, AND COSMIC BEINGS: SCALING WAY UP

Super-Skrull sneaks aboard a Kree ship undetected and disables it from the inside. Nova Prime and Quasar tear through a fleet headed for Nycos Aristedes. Silver Surfer and the other Heralds of Galactus have the power to alter entire worlds and stars. Unlike the Earth-bound heroes, cosmic heroes have immense power at their fingertips.

As a result, Annihilation operates on a larger scale and the context is different, though most rules from the **Operations Manual** remain the same.

STARSHIPS

Some of the heroes of **Annihilation** have ways to survive in the vacuum of space and can fly or teleport where they need to go in the cosmos. Other heroes may need to rely on starships to get around, but this can be as easy as creating a Vehicle or other appropriate resource. Unless the heroes are completely cut off from civilization or the Annihilation Wave is bearing down on them, getting from planet to planet shouldn't be a limiting factor to grounded heroes.

Notable starships that the heroes gain control over may provide an extra Power Set or Scene Distinctions that the heroes can use. Ultimately what matters is what the heroes do with these ships. The Thing is an experienced pilot, so he uses his own skills augmented by a starship to get the job done—and you'd better believe it's cosmic Clobberin' Time! He won't sit back and let the crew of the ship have all the fun. The starship only matters as much as the heroes want to use it. Of course, that doesn't mean the Watcher won't target it with complications like Taking Fire! to push it past d12, or use 2d12 to end the Scene with the ship going down on a remote planet.

SPACE CRUISER

Distinctions

Scientific Mission

Unreliable Radiation Shielding

Power Sets

SPACE CRUISER CONSTRUCTION

Cosmic Senses 10 — **Energy Blast** 8

Enhanced Durability 8 — **Enhanced Reflexes** 8

Space Flight 12

SFX: *Modulate Shields.* Double or step up Enhanced Durability for a roll, then step it back to 2d6. Recover by taking action against the doom pool to repair.

Limit: *Piloted Vessel.* Your ship takes stress separately from you and is destroyed by taking more than d12 stress. Anyone opposing a roll made using a Space Cruiser power may use the ship's stress or the pilot's stress.

This ship is similar to one used by the Fantastic Four on their first mission, and it's a common ship type throughout the galaxy. It's often used for exploration and science missions, but typically has trouble protecting its inhabitants against cosmic rays.

Enemy starships are designed just like Watcher characters. They may be a single notable ship, like a typical Watcher character. They may operate in a fleet, which uses the same rules as a mob. Extremely powerful ships, like the Annihilation super-weapon the *Harvester of Sorrow*, are Large Scale Threats.

Like everywhere else, the narration of what a character is doing matters most in these situations. Mental stress isn't usually appropriate to a ship, but if a character is using her TELEPATHY to disrupt the concentration of the crew, suddenly it matters a lot more. Even a being feared through the cosmos can't intimidate a starship with emotional stress—though if he focused on the captain that might be another story.

Harvester of Sorrow p. AN138

SQUADRON OF WAVE FIGHTERS

Affiliations: **TEAM** 6 6 6

Distinctions: **FAST**, **FRAGILE**

Power Sets

ARTHROSIAN FIGHTER TECH

ENERGY BLAST 8 | **ENHANCED REFLEXES** 8 | **ENHANCED SENSES** 8 | **SPACE FLIGHT** 12

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, step up or double ENERGY BLAST die. Remove the highest rolling die and use three dice for the total.

Limit: *Hive Control.* If the flagship or hive queen controlling the fleet has been stressed out, step back TEAM dice. Now D6 physical stress inflicted removes a die from TEAM. Recover TEAM dice after a Transition Scene.

Limit: *Squadron Cohesion.* TEAM may be targeted individually or by *Area Attack* SFX. D8 physical stress inflicted removes a die from TEAM. Recover TEAM after a Transition Scene.

Specs: **COMBAT EXPERT** 8 | **VEHICLE EXPERT** 8

The Annihilation Wave contains uncountable squadrons of quick, highly maneuverable fighters. These ships are fragile, and individually are not very threatening to larger ships, but in numbers they can be quite dangerous. Beetle-class carriers transport these fighters into battle, or they are already deployed with the fleet and arrive via stargate. As long as the hive mind maintains control over the fleet, the fighter swarms make coordinated attacks, but if fleet control is disrupted, their combat capabilities are reduced.

GRANDMASTER SPECIALTIES

Heroes may be the best at what they do on planet Earth, but this means nothing in the context of the cosmos. Ancient beings' knowledge of the cosmos predates the universe itself. Advanced civilizations use technology beyond the wildest dreams of Earth's greatest minds. Gamora is the most dangerous woman in the universe because of her supreme mastery of the combat arts, and Galactus' knowledge of the cosmos from its creation is unparalleled.

Cosmic heroes possess an additional level of Specialty, the **Grandmaster** level, representing the highest level of achievement in that area. Grandmasters use a D12, which may be broken into 2D10 or 3D8. They create D10 resources and are widely considered the most knowledgeable on the subject.

RULES OPTION: TIMED ACTIONS

The Annihilation Wave is on its way to the planet, but how long will it take to arrive? These rules are for introducing an oncoming threat and judging how long it takes to get there.

The Watcher may spend a doom die of any size to create a TIMER complication. This defaults to D6, but particularly time-crunched situations (as stated in the Action Scene) may start higher. Place the TIMER in the action order as if it were a Watcher character. Whenever it acts, the complication automatically steps up to the next die size. If it reaches beyond D12, it immediately doubles and moves to the doom pool, giving the Watcher the power to end the Scene. The TIMER complication is also included in any Watcher reaction pool where time is a factor.

The heroes can target the TIMER complication with tactics that could slow down the Wave. Examples include setting up drone decoys, using a star's power to create signal interference, and so on. The Annihilation Wave usually learns and adapts to specific methods, so players are encouraged to think creatively. Any such attack or effort to reduce the TIMER complication may be opposed by a Watcher character in a position to oppose it, with a dice pool that includes the TIMER complication; if nothing else, oppose the heroes with the doom pool plus the TIMER complication.

If the hero's action total is higher, and the effect die is equal to or higher than the TIMER complication, it steps back. Otherwise, it has no effect. As the Watcher, you may spend from the doom pool to step up the TIMER if your reaction effect die is equal to or larger than the TIMER'S current rating. Likewise, Watcher characters that are in a position to help can step the die up, unless successfully opposed by a hero.

The TIMER is used in cases where the oncoming force is so powerful that the complication can never be eliminated from the Scene—it can only be stepped back to a D4. The Watcher may move the complication back to the doom pool at any time, if the heroes prove to be too annoying or if they flee.

Example: I'm the Watcher and the Annihilation Wave is approaching Nycos Aristedes. I spent a doom die to start the timer; it's acted twice already, so it's up to D10. Quasar's player says he just needs to buy some more time for the planet to be evacuated, so he flies into the midst of the Wave and tries to get their attention using his Quantum Bands. The advance Annihilation Scout Fleet tries to take him down before he gets the chance to intercept the main fleet. Quasar takes action vs. the Scout Fleet's reaction plus the D10 TIMER complication. Quasar beats the fleet's total and has a D10 effect die after comparing to the fleet's effect die. He steps the complication back to D8—Quasar dodges and weaves through the scouts to light up space with quantum power! He's bought some time, but that display of power has drawn Annihilus' attention...

RULES OPTION: EVENT PLAY STYLES

The scope of Annihilation is vast, with nearly unlimited perspectives and a cast of trillions. There are multiple options for exploring the Annihilation Event from the eyes of different characters.

COSMIC TEAM

Thrown together by circumstance, a disparate group of cosmic characters comes together in the wake of the Annihilation Wave. Players select whichever heroes they like and then, through the characters' own individual situations, cross paths early on and join up to fight against the Annihilation Wave. This is the closest to the "traditional" Event model.

COSMIC THEMATIC GROUP

The group decides what kind of group they'd like to play, and then chooses heroes within that group. They play the same characters throughout the Event, focusing on them. Later, you might choose to go back through the same Event with a different group. Here are some sample groups from the hero datafiles in this book:

- **The Fantastic Four**: Drawn into the battle from afar, the Fantastic Four are the most experienced with fighting Annihilus; they set out to stop him from his latest and most deadly conquest. This raises the question: "What if the Fantastic Four were involved in Annihilation instead of Civil War?"
- **Cosmic Heroes**: Defenders of the galaxy and warriors for what's right, this group is trying to make a difference because it's what must be done.
- **The Graces**: Gamora and her allies have settled on Godthab Omega for some measure of safety and solitude, but that peace is broken by a variety of outside forces. Now, this all-female group is going to take charge and fix the situation for everyone.
- **The Skrulls**: With the Skrull homeworld destroyed and the Annihilation Wave attacking the remaining worlds, this shapeshifting group must save the remaining Skrulls—or avenge them.
- **The Kree**: Something is rotten among the Kree, and its name is House Fiyero. Abandoned by your people, you need to clear your names and take back the heart and soul of your people by going against what it means to be Kree.
- **Negative Zoners**: Just because Annihilus is from the same universe you are doesn't mean you like him. His plans are bad for everyone everywhere, and it's going to take a Negative Zoner to stop a Negative Zoner.
- **Renegades & Fugitives**: D'ast all this hero nonsense—you're looking out for yourself. You might have come together for survival, mutual goals, or because there's a payday involved. And yet, you might end up being exactly the kind of people needed to stop the Wave.

COSMIC PERSPECTIVES

You experience the full galactic scope of the Annihilation War by seeing it through the eyes of multiple groups, just like the original mini-series focused on the Super-Skrull, Silver Surfer, Ronan the Accuser, and Nova before bringing them all together.

Each player picks a "spotlight character" to form the core of a hero group. Then, each player picks another character to serve as part of each spotlight character's band, making them as needed (use the Power Sets throughout this book for guidelines and inspiration). For each session, the players rotate whose "spotlight character" is the focus of that session and they play out that adventure. The players change whose perspective they see the war from and get to play a variety of characters. Then at critical junctures, all the spotlight characters join together.

Example: Rachael chooses Gamora as her spotlight character, and the other players play Graces. Dave chooses Super-Skrull and the other players make new Skrull characters to play alongside him. Alex chooses Silver Surfer and the other players play cosmic heroes or rescued refugees. The players see the Event from multiple viewpoints by playing out different Scenes in different locales each time. Then, when the United Front is formed, Gamora, Super-Skrull, and Silver Surfer come together to fight the big battle.

POOLING XP

When you adopt play styles with multiple heroes in the hands of each player, **all XP are granted to the player, not the individual heroes being played. Thus a player manages his XP as a pool and can spend them on any allowed unlockables, including those linked to any of the heroes he plays.**

I've got both the Silver Surfer and Praxagora in my roster, so I gain XP by hitting the Milestone triggers of whatever hero I'm currently playing, or even a new hero I create using the Power Sets in this chapter. I can then spend my accumulated XP on either of my heroes or any other unlockable the Watcher has made available from the Event.

RULES OPTION: COSMIC POWER SETS

The universe is vast, comprising all manner of strange alien beings.

Not everyone involved in **Annihilation** is necessarily a big name character with years of story behind them. Especially for a game using the cosmic perspectives option, players may want to create new datafiles to provide a new experience.

Provided below and throughout the *Sourcebook* and the various Acts are individual Power Sets. These Power Sets are intended to help jumpstart datafile creation. You'll still need to go through the process outlined on OM110. These are intended to let you easily provide powers and SFX for your new cosmic hero. Select two appropriate Power Sets. Take the Specialties listed. If both Power Sets provide the same Specialty, you have that Specialty at Master level. However, if both Power Sets have the same Specialty at the Master level, you have that Specialty at Grandmaster level. Then fill in your name, Affiliation dice, Distinctions, and Milestones. With Watcher approval, you should be good to go.

For example, if you want to play a cyborg who downloads the essence of the dead, you could take both Artificial Life Form and Cleric. The Nova Corps takes members of many alien races, so take Shi'ar and the Nova Corps Centurion Power Sets. You can even use these to upgrade existing heroes to more powerful cosmic versions—if you'd like to recreate the Human Torch as a Herald of Galactus or Spider-Man possessing the Uni-Power, these Power Sets give you a starting point for creating the characters.

Some omissions or changes may need to be made to fit your character's concept, so be sure to work with your Watcher to produce a cosmic character you're both happy with.

ARTIFICIAL LIFE FORM

Alien civilizations apply their technology in constructing artificial life forms for a variety of purposes. Some worlds are even populated entirely by arttificial life forms.

Cybernetic Senses 8 **Superhuman Durability** 10

Superhuman Stamina 10 **Superhuman Strength** 10

SFX: *Immunity.* Spend 1 PP to ignore stress or complications from sources that only affect organic life forms.

SFX: *Processing....* Step up or double any Artificial Life Form power for one action. If that action fails, step back that power. Activate an opportunity or participate in a Transition Scene to recover that power.

Limit: *System Failure.* Shutdown any Artificial Life Form power to gain a PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties:

Tech Master 10

ASSASSIN

Some aliens just need killing. That's where you come in, either for the right price or the right cause.

Invisibility 8 **Specialized Blades** 10

Superhuman Reflexes 10

SFX: *Killing Strike.* Step back the highest die in your attack pool to add a D6 and step up physical stress inflicted.

SFX: *Weak Point.* Against a single target, step up or double Specialized Blades. Remove the highest rolling die and use three dice for your total.

SFX: *Tools of the Trade.* Split Specialized Blades into 2D8 or 3D6.

Limit: *Questionable Status.* Gain 1 PP to step up emotional or mental stress from running afoul of the law or completing your contracts.

Specialties:

Acrobatics Expert 8 **Covert Master** 10

Combat Master 10 **Crime Expert** 8

Menace Expert 8

BATTLE PSI

Your psychic talents have been honed only for war.

Kinetic Blast 10 **Kinetic Control** 8

Psychic Resistance 8 **Psychic Senses** 8

Telepathy 6

SFX: *Psychic Onslaught.* Add a doom die to your next attack action. After your action, step up the doom die and return it to the doom pool.

SFX: *Precognitive.* If your reaction pool includes a Battle Psi power, spend 1 PP to reroll and add Psychic Senses (or, if already in pool, step it up).

Limit: *Pushed Too Far.* Step up mental stress to gain 1 PP.

Specialties:

Combat Expert 8 **Menace Master** 10

Psych Expert 8

CLERIC

Cosmic faith leads to strange sources of power, from the Clerics who maintain the Kyln to the priests of the Skrulls.

Mystic Senses 8 **Sorcery** 10

Telepathy 10

SFX: *Healing.* Add Sorcery to your dice pool when helping others recover stress. Spend 1 PP to recover your own or another's physical stress or step back your own or another's physical trauma.

SFX: *Emissary of a Higher Power.* When one of your opportunities is activated to add a D6 to the doom pool, replace it with a D4. Spend 1 PP to do this to an existing D6 in the doom pool.

Limit: *The Extent of Sorcery.* In any pool containing Sorcery, you may not cause physical stress with your effect die.

Limit: *Forces Beyond Comprehension.* Change Sorcery into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Specialties:

Cosmic Expert 8 **Medical Expert** 8

Mystic Master 10 **Psych Expert** 8

COMMANDER

Experienced leaders in war are always in demand.

Cybernetic Senses 8 **Enhanced Durability** 8

Rifle of Office 8

SFX: *Tactical Mastermind.* Spend 1 PP to borrow the highest die from the doom pool as an asset for your next action, then return the die and step it down.

SFX: *Focus.* If your pool includes a Commander power, you may replace two dice of equal size with one stepped-up die.

SFX: *Voice of Authority.* When issuing orders to someone under your command, you may spend 1 PP to recover their emotional or mental stress, or if a mob, recover 1 Team die.

Limit: *Mutiny.* Step up stress or complications related to challenges to your command to gain 1 PP.

Specialties:

Business Expert 8 **Combat Expert** 8

Menace Expert 8 **Psych Expert** 8

Tech Expert 8

ENGINEER

Armed with your best inventions, you're ready to get out of the engine room and into the beyond.

Enhanced Durability 8 **Flight** 8

Plasma Rifle 10

SFX: *Miracle Worker.* Add a D6 and step up effect die for recovery actions with tech-based characters or ships.

SFX: *Reroute Power.* Shutdown your highest-rated Engineer or a power on a ship you are on to step up another Engineer power or a power possessed by a ship you are on. Activate an opportunity or participate in a Transition Scene to recover the power.

Limit: *I've Given Her All She's Got.* Shutdown highest-rated Engineer power to gain 1 PP. Recover power by activating an opportunity or participating in a Transition Scene.

Specialties:

Science Expert 8 **Tech Master** 10

Vehicle Expert 8

PRIVATEER

Whenever something needs to be taken from point A to point B through space C, you and your ship will be there.

Blaster Pistol 8 **Cybernetic Senses** 8

Superhuman Reflexes 10

SFX: *Do a Barrel Roll.* If your pool includes a Privateer power, spend 1 PP to reroll.

SFX: *Leaf on the Wind.* On successful reaction when using a Vehicle-related stunt or resource, use your effect die to create a Vehicle-related asset at no PP cost. Spend 1 PP to do this if reaction fails.

Limit: *Tailspin.* Step back all Privateer powers to gain 1 PP. Recover powers by activating an opportunity or participating in a Transition Scene.

Specialties:

Combat Expert 8 **Crime Expert** 8

Vehicle Master 10

SCIENTIST

The universe is full of scientific wonders, and there's nobody better to study them than you.

Cybernetic Senses 10 **Enhanced Durability** 8

Transmutation 10

SFX: *Experimental Settings.* Step up or double any Scientist power for one action. If that action fails, add a die to doom pool equal to the normal rating of that power die.

SFX: *Better Living Through Science.* When making a Cosmic or Science resource on an opportunity, step that resource up and recover emotional or mental stress equal to die size.

SFX: *Energy Redirection.* On a successful reaction against an energy-based action, convert your opponent's effect die into a Scientist stunt or step up a Scientist power until used in an action. If opponent's action succeeds, spend 1 PP to use this SFX.

Limit: *A Scientist Is Only as Good as Her Tools.* Shutdown Scientist to gain 1 PP. Take an action vs. the doom pool to recover Scientist.

Specialties:

Cosmic Master 10 **Science Master** 10

Tech Expert 8

SOLDIER

Soldiers are common throughout the universe, in every military across the cosmos. You're a cut above the rank and file.

Blaster Rifle 10 **Enhanced Durability** 8

Enhanced Stamina 8 **Enhanced Strength** 8

SFX: *Cry Havoc!* Before you take an action including a Soldier power, you may move your physical stress die to the doom pool and step up the Soldier power for this action.

SFX: *Walking Armory.* For the cost of a resource, you may step up or double one Soldier power for the duration of a resource.

Limit: *War Is Hell.* Step up emotional stress from conflict to gain 1 PP.

Specialties:

Combat Master 10 **Vehicle Expert** 8

TEEP

Telepaths are in demand for all kinds of missions, from the peaceful to the dangerous.

Mind Control 8 **Psychic Blast** 8

Psychic Resistance 8 **Psychic Senses** 8

Telepathy 10

SFX: *Mental Illusions.* When inflicting an illusion complication on a target, add a D6 and step up your effect die.

SFX: *Mental Push.* Step up or double a Teep power on an action. If action fails, take mental stress equal to second-highest rolling die.

Limit: *Psychic Feedback.* Change any Teep power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Specialties:

Cosmic Expert 8 **Psych Master** 10

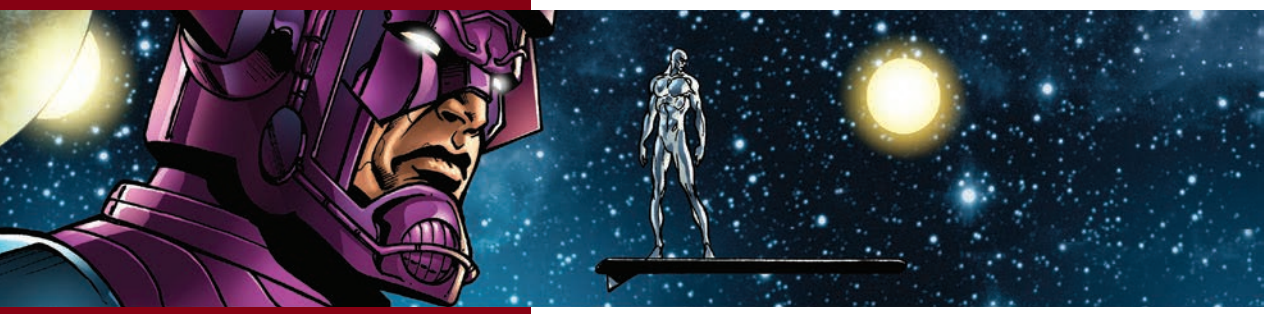
ANNIHILATION SOURCEBOOK

The Marvel Universe is vast. Though it may seem like the Earth is the center of the universe, there are countless worlds, alien races, and cosmic entities engaged in their own stories. From the coming of Galactus to the Kree-Skrull War, the cosmos is an active place full of excitement, danger, and strange beings. This chapter provides the Watcher with a brief overview of the important parts of Marvel's cosmic, outer space locations and peoples. It includes an overview of some of the most important alien powers, organizations, and adversaries. Descriptions, datafiles, power sets, and more are all provided to help assist in running the Annihilation event, as well as other cosmic events. This chapter also contains Milestones and unlockables that characters can use throughout the Event.

A BRIEF HISTORY OF THE COSMOS

The Universe began with a titanic, primordial explosion—the so-called Big Bang—from whence came all matter and energy, expanding ever outward and forming countless galaxies. At the moment of this cosmic birth, abstract beings of vast power were brought forth: **Eternity**, **Infinity**, **Oblivion**, and **Death**, among others, presided over by the **Living Tribunal**. Also present at this moment was **Galactus**, the World-Eater, who survived the death and collapse of the previous Universe and whose very existence is inextricably tied with the cosmos itself. Galactus was not alone, however; other survivors manifested and did battle with the World-Eater, only to face defeat and imprisonment for all time.

As galaxies formed from cooling stars, the first emergent races of sentient life sprang forth. Though almost all of them are now long gone, a handful remain, such as the omniscient **Watchers**, the all-powerful **Celestials**, and the **Elders of the Universe**. Over millennia, other cultures rose to prominence, at times shepherded by these ancient beings or brought into conflict with them. Empires were formed, wars were fought, whole star systems were wiped out, but eventually the Universe achieved a state of consonance, a tense balance between life and death. This is the state of things just before Annihilus launches his attack upon the Universe.



OTHER DIMENSIONS

As the Universe has expanded, its equal opposite, the **Negative Zone** (see page AN48) has decreased. It's this phenomenon that invokes Annihilus' wrath and provokes him to launch his Annihilation Wave. Other dimensions and realms of existence—including various hells, pocket universes, and planes of power—feed into and co-exist with the positive matter Universe, but they're generally outside of the experience of most inhabitants of the cosmos.

KREE EMPIRE

A militaristic people, the Kree discovered spaceflight when Skrull traders gifted their planet's other sentient race with Skrull technology. The ensuing hostile relationship between the Skrulls and the Kree has continued for more than one million years—at this point, the only place where they can seem to bury the hatchet is in the other's face.

Despite most of their race being killed in the recent Kree-Shi'ar war, the Kree remain the most powerful race prepared to resist the Annihilation Wave. The survivors are divided between territories annexed by the Shi'ar Empire, while others are loyal to the Kree mercantile group House Fiyero. The Kree are proud, disciplined warriors with an experienced, well-armed military. The Kree bear a strong resemblance to humans, though their skin color ranges from "pink"—similar to Caucasian—to bright blue.

PLAYING ANNIHILATION FROM A KREE PERSPECTIVE

The bitterness between the groups of Kree runs deep. Followers of House Fiyero see those who acquiesced to Shi'ar rule as traitors, while those in occupied territories mistrust the merchants' rule. Even with the Annihilation Wave closing on Kree territories, their civil unrest guides their actions until imminent conflict forces them to focus. They are highly intelligent and experienced warriors, but pride, honor, and tribalism are forces that they cannot ignore.

KREE

Enhanced Durability 8 **Enhanced Strength** 8

Enhanced Stamina 8

SFX: *Focus.* If your pool includes a Kree power, you may replace two dice of equal size with one stepped-up die.

Limit: *Atmospheric Purity.* Gain a PP to step up stress, trauma, or complications based on exposure to non-native atmosphere.

Specialties:

Combat Expert 8 **Science Expert** 8

Tech Expert 8

MULTIPLE UNIVERSES

Time and fate being what they are, there are in reality countless alternate Universes, branching from decisions made in every moment by conscious thought. The Universe we know as the mainstream Marvel Universe is referred to as **Universe-616**, though every untaken path, every second guessed decision, leads to another, variant Marvel Universe. The Universe of your **Annihilation** Event is one of these, an alternate timeline played out at the game table.

KREE CAPTAIN

Affiliations
- Solo 6
- Buddy 4
- Team 8

Distinctions
- For the Empire!
- Kree Leader

KREE MILITARY COMMANDER

Power Sets

Enhanced Durability 8 | Enhanced Stamina 8
Enhanced Strength 8 | Weapon 8

SFX: *Rally.* Spend a D6 from the doom pool to step back emotional and mental stress and recover a team die in any unit you are commanding.

Limit: *Atmospheric Purity.* Step up stress, trauma, or complications based on exposure to non-native atmosphere to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Combat Expert 8 | Vehicles Expert 8

Select officers of the Kree military, Kree captains are well-trained and loyal. Capable of acting alone or coordinating military units, these individuals are often physically enhanced and tasked for special missions. Like all Kree, these soldiers are vulnerable to atmospheric impurities and pollutants found on other world.

KREE ROYAL GUARD

Affiliations
- Team 8 8 8 8 8

Distinctions
- Elite Soldier
- Ours Is Not to Reason Why

GUARD TRAITS

Power Sets

Enhanced Strength 8 | Enhanced Durability 8
Weapon 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Our Life for the Empire!* Remove a Team die to prevent stress inflicted on a Kree dignitary or other character under your protection. If the attack would have stressed out the original target, remove two Team dice instead.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Sworn to serve the Kree leadership, the Royal Guard are an elite force committed to serving a government office and the empire rather than any one individual. Thus, they are loyal to the current Fiyero leadership, but prior to this served the Supreme Intelligence faithfully and will obey a new Kree emperor or regent should one rise to power.

KREE SENTRY

Affiliations

Solo	8
Buddy	6
Team	4

Distinctions

- Follows Programming
- Giant Alien Robot
- Kree Weapon

Merciless towering robot servitors used to keep watch over Kree worlds and outposts, Kree Sentries are mighty military automatons with one unit capable of engaging multiple foes such as the Fantastic Four or Avengers. Sentries are also used to enforce the empire's edicts and support the actions of Kree agents.

Power Sets

KREE WAR MACHINE

Cybernetic Senses	10	Energy Blast	10
Godlike Strength	12	Subsonic Flight	8
Superhuman Durability	10	Superhuman Stamina	10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Auto-Repair.* Spend a D6 doom die to recover physical stress and step back physical trauma.

SFX: *Multipower.* Add more than one Kree War Machine power die to a pool. Step back each Kree War Machine power die in that pool once for each die beyond the first.

SFX: *Unleashed.* Step up or double any Kree War Machine power for one action. If the action fails, step back that power. Activate an opportunity to recover that power.

Limit: *System Malfunction.* Shutdown a Kree War Machine power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

Combat Expert	8	Menace Expert	8

SIGNIFICANT KREE

Korath the Pursuer

Korath The Pursuer p. AN198

A cyber-geneticist seen as a traitor by House Fiyero, Korath-Thak gained powers using his own technology during the Kree-Shi'ar War. Although he's super-strong, Korath's main power is the ability to psionically trace people by their brain patterns.

Ronan the Accuser

Ronan The Accuser p. AN218

Former Supreme Accuser of the Kree Empire, Ronan was framed and had his rank stripped from him by House Fiyero with the testimony of the Rigellian Tana Nile. Ronan has no actual powers beyond those granted by his Accuser armor and his Ultimate Weapon.

CAPTAIN AT-LASS

Affiliations

- Solo 6
- Buddy 8
- Team 4

Distinctions

- Devoted to Minn-Erva
- Kree Veteran
- Never Say Die

Power Sets

KREE ARSENAL

Weapon 8

SFX: *Immunity.* Spend a D6 doom die to ignore stress, trauma, or complications based on exposure to non-native atmosphere, vacuum, or poison.

SFX: *Uni-Beam.* Step up and double for an attack, then step back Weapon to 2D6.

Limit: *Gear.* Shutdown Kree Arsenal to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

PSYCHE-MAGNETRON ENHANCEMENT

Subsonic Flight 8 | Superhuman Durability 10
Superhuman Stamina 10 | Superhuman Strength 10

SFX: *For the Empire!* Step up or double any Psyche-Magnetron Enhancement power for one action. If the action fails, step back that power. Spend a doom die to recover that power.

Limit: *Atmospheric Purity.* Step up stress, trauma, or complications based on exposure to non-native atmosphere to step up the lowest die in the doom pool or add a D6 doom die.

Limit: *Kree Patriot.* Step up emotional stress inflicted by Kree leaders or public opinion to step up the lowest die in the doom pool or add a D6 doom die.

Specs

- Combat Master 10
- Cosmic Expert 8
- Covert Expert 8
- Vehicles Expert 8

At-Lass

One of the most respected and highly decorated officers in the Kree space fleet, Captain At-Lass was sent to Earth to recover missing geneticist, Dr. Minn-Erva. Attracted to the passionate Kree scientist with dreams of racial evolution, At-Lass allowed Minn-Erva to expose him to the mutagenic energies of the Psyche-Magnetron and gained powers far beyond most Kree. The genetically enhanced pair continues to seek ways to advance their species.

DR. MINN-ERVA

Affiliations

- Solo 4
- Buddy 8
- Team 6

Distinctions

- Ruthless Agent
- Kree Evolutionary
- Talented Geneticist

Power Sets

PSYCHE-MAGNETRON ENHANCEMENT

- Enhanced Senses 8
- Subsonic Flight 8
- Superhuman Durability 10
- Superhuman Stamina 10
- Superhuman Strength 10

SFX: *Multipower.* Add more than one Psyche-Magnetron Enhancement power die to a pool. Step back each Psyche-Magnetron Enhancement power die in that pool once for each die beyond the first.

SFX: *Cosmic Intuition.* If a pool includes Enhanced Senses, spend a doom die to step up or double Enhanced Senses and reroll.

Limit: *Atmospheric Purity.* Step up stress, trauma, or complications based on exposure to non-native atmosphere to step up the lowest die in the doom pool or add a D6 doom die.

Limit: *Obsessive.* Step up mental stress based on disappointment or failure to step up the lowest die in the doom pool or add a D6 doom die.

Specs

- Cosmic Expert 8
- Science Expert 8
- Tech Expert 8
- Vehicle Expert 8

Minn-Erva

Fixated on her race's current evolutionary stagnation, Dr. Minn-Erva repeatedly tried to breed a hyper-evolved strain of the Kree using both the famed Mar-Vell and her current lover, Captain At-Lass, as subjects. Minn-Erva's own powers are based on Ms. Marvel's (Carol Danvers) hybrid human-Kree genetics from the early days of her heroic career. In addition to her battles with Mar-Vell, she also fought Quasar, the Sh'iar Imperial Guard, and the Avengers.

HALA

The majestic Kree home world and former seat of the Kree Empire is located in the Pama star system in the Large Magellanic Cloud. With a nitrogen-heavy atmosphere and heavy gravity, Hala is uncomfortable for humans, along with most other races (any non-Kree may find It's Difficult to Breathe, increasing the difficulty of any physical actions while on Hala).

KREE MILESTONES

Remember That You Are Kree!

The Kree people have lost their way since House Fiyero took power. You want to lead them to the heights of their former glory.

1 XP when you discuss the glories of the Kree Empire.

3 XP when you publicly question the ability of your superiors to lead.

10 XP when you get into a position to lead the Kree Empire into greater glories or sever all ties to the Kree and become an outcast.

Genetic Kickstart

The Kree have been evolutionarily stagnant for generations. Whether by experimentation or bargains with strange powers, you're determined to jump-start your genetics.

1 XP when you discuss Kree evolution either with a scientist or a strange power.

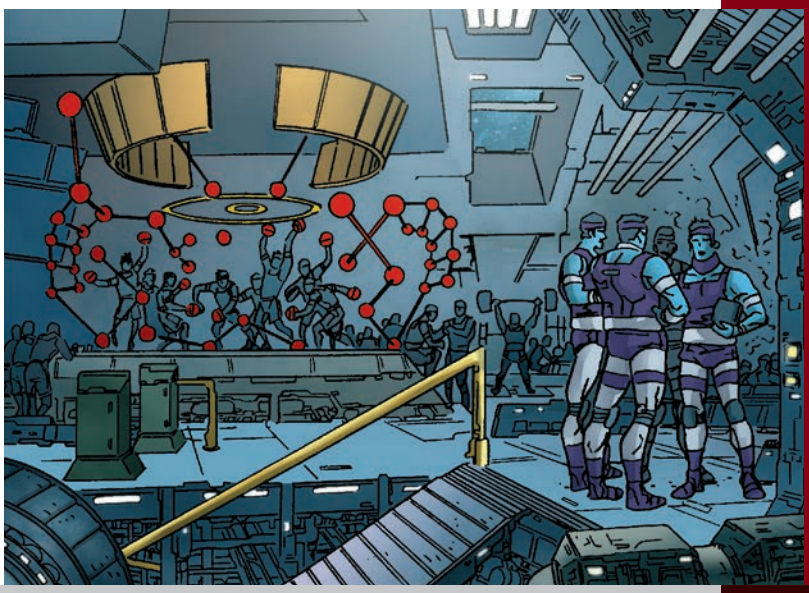
3 XP when you create an asset for jump-starting Kree genetics.

10 XP when you either create a powerful Kree hybrid to add to the empire's glory or give up on the Kree, declaring the species en route to extinction.

KREE UNLOCKABLES

Kree heroes or those with ties to the Kree can spend XP on the following unlockables:

- **[5 XP/10 XP] Activate Sentry:** The Kree spread their advanced robots, Sentries, throughout the galaxy for a variety of purposes. For 5 XP, a prominent Kree can find the nearest Sentry and program it for new duty to assist for one Scene. For 10 XP, the Sentry will accompany the heroes for the duration of the Event.
- **[5 XP/10 XP] Kree Assistance:** The Kree are fiercely loyal and have no patience for weakness. A hero who has proven his worth can unlock the assistance of a Kree squad—perhaps the remnants of the Kree Star Corps or other independent military unit. For 5 XP, the unit assists for one Scene, and then departs for its own business. For 10 XP, the squad will accompany until the end of the Event.



SKRULL EMPIRE

The Skrull Empire is the oldest interstellar power in the Andromeda Galaxy, boasting over a thousand worlds comprised of a mixture of galactic races. During the empire's violent expansion, Skrull infiltrators used their shape-changing abilities to enter systems covertly and to lay the foundation for eventual conquest. Since their first interaction, the Skrull Empire has been at odds with the Kree, one of their main competitors in the Andromeda Galaxy.

The Skrulls' shapeshifting abilities were first granted to them by the Celestials, but Skrulls have used their own technology to enhance themselves further. Despite their advanced technology and natural abilities, the Skrulls are impatient and emotional, unable to use their resources to the fullest. Still, the ability to alter their size, shape, coloration, and other physical characteristics has made the Skrulls a powerful force in the galaxy. In their natural state, Skrulls have green skin, pointed ears, red or green eyes, and ridged chins. They are reptilian with some mammalian characteristics, such as hair and mammary glands, and a lifespan of about 210 Earth years.

PLAYING ANNIHILATION FROM A SKRULL PERSPECTIVE

As the Annihilation Wave sweeps across the galaxy, the Skrull Empire is fragmented. Ambitious warlords vie for control of the empire after the destruction of the throne world by Galactus, while formally loyal planets begin to pull away. It's a political climate ripe for the rise of new leaders, but the threat of the Annihilation Wave leaves little time for consolidation. While the Skrulls have the technology, resources, and manpower to confront the forces of Annihilus, the empire is in the throes of civil war. Fielding an organized resistance to the invasion is nearly impossible.

SKRULL

Enhanced Stamina	8	Growth	6
Shapeshifting	10	Shrinking	6

SFX: *Versatile.* Replace Shapeshifting die with 2d8 or 3d6 on your next roll.

Limit: *Mercurial Temperament.* Gain a PP to step up emotional stress from taunts or insults.

Specialties:

Covert Expert	8	Science Expert	8
Tech Expert	8		

A MULTITUDE OF SUPER-SKRULLS

While Kl'rt is certainly the most famous Super-Skrull, a number of Skrulls have been augmented as well over the years. Players may wish to create their own Super-Skrull Power Sets (starting with the base Skrull Power Set) or use one of the lesser-known Super-Skrulls, such as:

- **Criti Noll**, a Skrull possessing the powers of Yellowjacket, Black Panther (reflexes), Quicksilver (super-speed), and Vision (density and mass control).
- **Godkiller**, a female Super-Skrull with the powers of Battleaxe, Thundra, Titania, and Volcana, who has been genetically modified to wield Beta Ray Bill's hammer.
- **Khn'nr**, a Skrull that posed as the Kree Captain Mar-Vell and was given a copy of his Nega-Bands.
- **Rl'nnd**, a Skrull possessing the powers of Colossus, Cyclops, Nightcrawler, and Wolverine.

SKRULL INFILTRATOR

Affiliations
- SOLO 8
- BUDDY 4
- TEAM 6

Distinctions
- LOYAL TO SKRULL EMPIRE
- SLEEPER AGENT

Power Sets

SKRULLIAN PHYSIOLOGY

ENHANCED STAMINA 8 SHAPESHIFTING 10

SFX: *Covert Operations.* Spend a doom die to join a scene by revealing a Skrull infiltrator has replaced an existing specialty character or member of a mob already in the scene.

SFX: *Versatile.* Split SHAPESHIFTING into 2D8 or 3D6.

Limit: *Mercurial Temperament.* Step up emotional stress from taunts or insults to step up the lowest die in the doom pool or add a D6 doom die.

SKRULL TECHNOLOGY

COMMS 8 WEAPON 6

SFX: *Ambush Tactics.* When attacking an opponent unaware of your presence or true nature, add a D6 and step up effect die.

Limit: *Gear.* Shutdown a SKRULL TECHNOLOGY power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs
- COVERT EXPERT 8
- PSYCH EXPERT 8
- TECH EXPERT 8

Members of the Skrull Empire trained in infiltration, espionage, and subversion, Skrull Infiltrators are often sent as advanced scouts or spies as a prelude to large-scale invasions. Unlike members of the Super-Skrull program, these agents have no additional powers, but are highly trained in all manner of undercover operations and amply supplied with Skrull weapons and technology.

WARSKRULL SQUAD

Affiliations
- TEAM 8 8 8 8

Distinctions
- BATTLE-HARDENED
- FANATICALLY LOYAL

Power Sets

WARSKRULL PROGRAM

ENHANCED STAMINA 8 MIMIC 8

SHAPESHIFTING 10 WEAPON 6

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Versatile.* Split SHAPESHIFTING into 2D8 or 3D6.

Limit: *Perfect Copy.* Can only MIMIC those whose forms they have assumed.

Limit: *Team Cohesion.* TEAM may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from TEAM. Recover TEAM after a Transition Scene.

Chosen for their loyalty and skill, Skrull Warsquads are trained from a young age to be ruthless, effective fighters and are indoctrinated to view all non-Skrull as inferior. Their enhanced and altered genetic makeup allows them to duplicate the powers of those whose forms they assume. These alien warriors favor ambush and hit-and-run tactics, though they are perfectly capable of engaging foes directly.

SKRULL WARLORD

Affiliations

Solo 6
Buddy 8
Team 10

Distinctions

Favored by the Empire
Ruthless

Power Sets

SKRULL COMMANDER

Enhanced Stamina 8 Shapeshifting 10

SFX: *Master and Commander.* When leading Skrull mobs, borrow a Team die from the mob to add to any roll including a Skrull Warlord power. If the action is successful, return the die. If the action fails, remove it.

SFX: *Versatile.* Split Shapeshifting into 2d8 or 3d6.

Limit: *Mercurial Temperament.* Step up emotional stress from taunts or insults to step up the lowest die in the doom pool or add a d6 doom die.

Limit: *Power Corrupts.* Turn a political-based asset into a complication and add a die equal to the asset to the doom pool.

WARLORD'S TRAPPINGS

Enhanced Durability 8 Weapon 6

SFX: *Lethal Tricks.* Step back the highest die in your attack action pool to add a d6 and step up physical stress inflicted.

Limit: *Gear.* Shutdown a Warlord's Trappings power to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover that power.

Specs

Business Expert 8
Combat Expert 8
Covert Expert 8
Menace Expert 8
Tech Expert 8

The warlords of the Skrull Empire form the heart of its command structure. A mix of aristocratic lineage and proven battle competence, these individuals are usually selected to lead massive armies of Skrull into battle. Many Skrull warlords or their families rule over worlds where their will is law, though all owe ultimate allegiance to the Skrull empire.

SIGNIFICANT SKRULLS

Hulkling (Dorrek VIII, Theodore "Teddy" Altman)

Hulkling is the son of Captain Mar-Vell and the late Skrull princess Anelle. Raised on Earth as Teddy Altman, he has numerous powers from his Kree and Skrull heritage, including super-strength, shapeshifting, and accelerated healing.

Hulking Datafile
See Young Avengers/ Runaways Supplement

Lyja

While pursuing her mission to infiltrate the Fantastic Four, Lyja falls in love with the Human Torch and eventually sides with them against her Skrull masters. She possesses the typical Skrull abilities as well as the ability to fly and to generate energy blasts. At the start of Annihilation, she's on Earth.

Lyja
p. AN200

Paibok the Power-Skrull

Paibok the Power-Skrull has been trained as a Skrull espionage agent and holds the rank of captain in the Skrull armed forces. He's incarcerated at the Kyln maximum security prison after being captured by the Kree.

Paibok the Power Skrull
p. AN210

Super-Skrull

Kl'rt's unique set of powers includes hypnotic abilities as well as all of the powers of the Fantastic Four. But when power alone isn't enough to defeat his enemies, Kl'rt realizes that family is more important and turns his attention to defending his people.

Super-Skrull
p. AN230

Xavin

A Super-Skrull-in-training, Xavin also possesses the powers of each member of the Fantastic Four. Known for rash decisions and belligerent behavior, Xavin works closely with the Runaways on Earth.

Xavin Datafile
See Young Avengers/ Runaways Supplement

BARONESS S'BAK

Affiliations

Solo 4
Buddy 6
Team 8

Distinctions

Political
Pragmatic
Skrull Aristocrat

Power Sets

SKRULL WARLORD

Enhanced Stamina 8 Shapeshifting 10

SFX: *Political Animal.* Spend a D6 doom die to step up political-based resource or asset.

SFX: *Versatile.* Split Shapeshifting into 2D8 or 3D6.

SFX: *Yes Ma'am!* When leading Skrull mobs, borrow a Team die from the mob to add to any roll including a Skrull Warlord power. If the action is successful, return the die. If the action fails, remove it.

Limit: *Mercurial Temperament.* Step up emotional stress from taunts or insults to step up the lowest die in the doom pool or add a D6 doom die.

Limit: *Political Problems.* Shutdown a political-based resource or asset by moving it to the doom pool.

WARLORD'S TRAPPINGS

Enhanced Durability 8 Weapon 6

SFX: *Dangerous.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

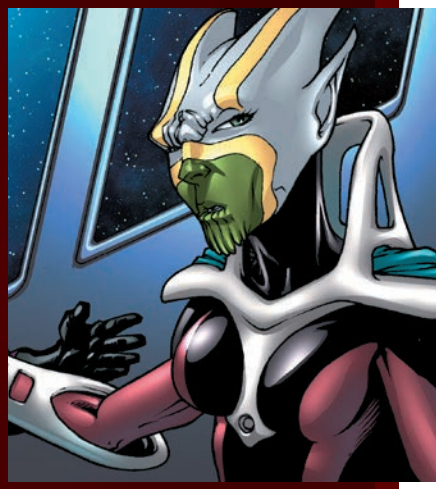
Limit: *Gear.* Shutdown a Warlord's Trappings power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

Business Expert 8 Covert Expert 8
Menace Expert 8 Psych Master 10
Tech Expert 8

S'bak

Baroness S'bak is a ruling member of a powerful Skrull noble house who uses her political skill and alliances to keep her domains stable in the face of repeated turmoil and upheaval. A ruthlessly practical commander, S'bak is resolutely unwilling to risk her station and power for anything less than certain victory. She has little respect for others who have failed the empire in the past, especially the Super-Skrull, Kl'rt.



R'KIN

Affiliations

Solo 4
Buddy 8
Team 6

Distinctions

Hero Worship
Obsessed with Father's Legacy
Skilled Technician

Power Sets

SKRULL ENGINEER

Enhanced Stamina 8 Shapeshifting 10

SFX: *I Can Fix That!* Add a D6 and step up effect die for recovery actions with tech-based characters or ships.

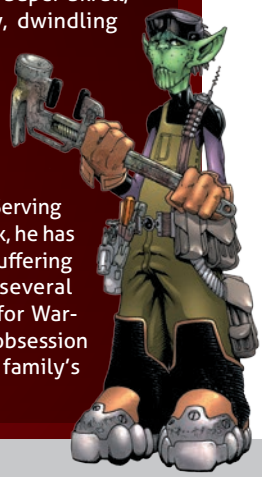
SFX: *Sneaky.* Borrow and step up a die from the doom pool for a roll based on deception or betrayal. Then step back die and return to the doom pool.

Limit: *Mercurial Temperament.* Step up emotional stress from taunts or insults to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Covert Expert 8 Psych Expert 8
Science Expert 8 Tech Master 10

Son of the famed Skrull General N'ala, R'kin grew up on tales of his father's self-sacrificing heroism under the command of the Super-Skrull, Kl'rt. Unfortunately, dwindling family fortunes coupled with R'kin's small size and general combat ineptitude pushed the young man into service as an engineer. Serving under Baroness S'bak, he has done well despite suffering chastisement for several failed applications for Warskrull duty and his obsession with reclaiming his family's status and honor.



SKRULL MILESTONES

Hidden Threat

Skrulls are experienced in infiltrating other races to get what they want.

1 XP when you take part in a discussion with someone who knows the person you're impersonating.

3 XP when you take out a target so that you can take their place.

10 XP when you either disappear into a role, becoming a long-term sleeper agent, or when you leave a cover, returning to the bosom of the Skrull Empire.

Without a Home

The Skrull homeworld has been destroyed, along with more of their worlds. Defending the worlds that the Skrulls have left is of paramount importance.

1 XP when you discuss the glories of the Skrull homeworld and colonies.

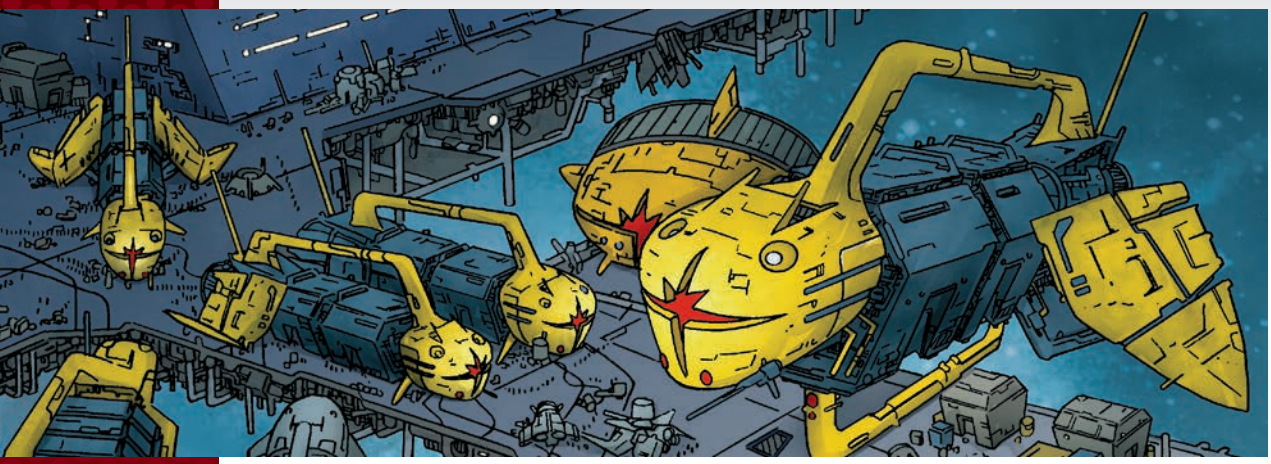
3 XP when you show appreciation for a world that is not yet under Skrull control.

10 XP when you either put a world under the Skrull Empire's banner or free a world from Skrull oppression.

SKRULL UNLOCKABLES

These unlockables are available to any hero following one of the Skrull Milestones presented above.

- **[5 XP/10 XP] Unlock Baroness S'bak:** Although she's more concerned with her own schemes, Baroness S'bak isn't blind to what's happening with the Annihilation Wave moving through Skrull space. For 5 XP, you receive a personal favor from Baroness S'bak, such as aid in an investigation, a military diversion, or backup on a mission. For 10 XP, Baroness S'bak lends the heroes a Team 3D8 squad of Skrull warships, shares secret information gathered from her circle of spies regarding the Event, or provides some other significant aid within her powers.
- **[5 XP/10 XP] Skrull Infiltrator:** The Skrull Empire may be persuaded to aid the heroes using their vast network of disguised troops. For 5 XP, the heroes receive one-time assistance from somewhere they could have placed a disguised Skrull. For 10 XP, the Skrulls consider you an ally of convenience and are willing to sacrifice multiple Skrull agents for one mission.
- **[5 XP/10 XP] Unexpected Allies:** For 5 XP, the hero can unlock a Warskrull as an ally, making him available as a supporting Watcher character for one battle. For 10 XP, the hero can unlock a squad of Warskrull allies for one battle.



NOVA CORPS

The intergalactic peacekeeping and exploration force known as the Nova Corps began as the space militia of the planet Xandar. In response to the severity and range of threats in the cosmos, the Nova Corps evolved into a proactive police force. The Corps now protects all civilizations in the Milky Way and Andromeda Galaxies. No longer limited to Xandarians, Corps members are now recruited from a diverse range of sentient races including human, Rigellian, Kree, Skrull, and Alpha Centaurian.

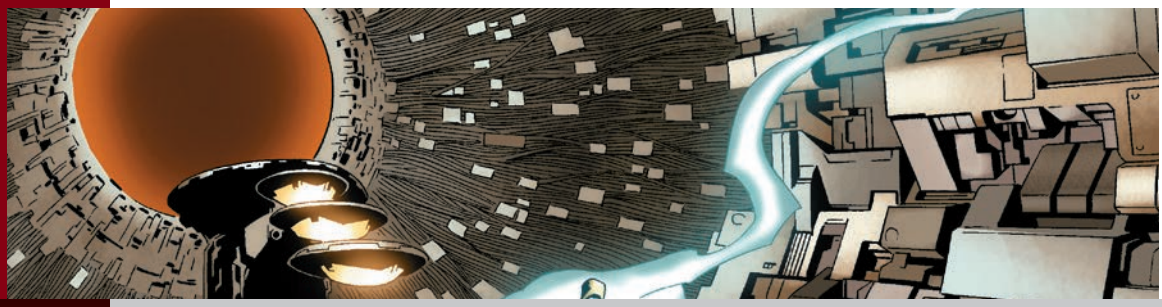
The source of the Nova Corps' powers is the **Nova Force**, which is contained and controlled by the Xandarian Worldmind. The Nova Force can imbue members with powers such as increased strength and speed, flight, and force blasts. Corps operatives' access to the Nova Force depends on rank, but all Corps members possess a mental link to the knowledge and guidance of the Worldmind.

XANDAR

Xandar, located in the Tranta System of the Andromeda Galaxy, is the headquarters of Nova Corps and the homeworld of the Xandarian race. The planet Xandar has been decimated several times in interstellar conflicts, most notably by the Skrull Empire. Currently, the largest surviving chunks of the planet are protected by airtight life-support domes and are linked together into a Fragile Interconnected Network called the Xandar Cluster.

XANDARIAN WORLDMIND

The Xandarian Worldmind, also called the Living Computers of Xandar, contains the collective intelligence of all deceased Xandarians from the past ten millennia. Using this aggregate knowledge, the Worldmind serves as the political leader for Xandar, directs the Nova Corps, distributes the Nova Force, and is the primary energy source for the Xandar Cluster. Additionally, the Worldmind is the repository for all of Xandarian art, history, science, philosophy, and culture.



PLAYING ANNIHILATION FROM A NOVA CORPS PERSPECTIVE

While it has a broader mandate as an interstellar force for peace and justice, the Nova Corps has two overriding priorities. Nova Corps Priority One is to defend the Xandarian civilization. If Xandar is destroyed, Nova Corps Priority Two is to protect the Xandarian Worldmind.

After previous catastrophes, the Worldmind has been able to reconstitute the Nova Corps and resurrect the Xandarian population through cloning. As long as the Worldmind is preserved, both the Nova Corps and the Xandarian civilization can be revived.

NOVA CORPS CENTURION

Enhanced Reflexes	8	Enhanced Stamina	8
Gravimetric Blast	8	Superhuman Strength	10
Supersonic Flight	10	Teleport	12

SFX: *Gravimetric Pulse.* Step up or double Gravimetric Blast for one action or spend 1 PP for both. Shutdown Gravimetric Blast. Activate an opportunity to recover the power.

SFX: *Multipower.* Add more than one Nova Centurion power die to your pool. Step back each Nova Centurion power die in your pool once for each die beyond the first.

Limit: *Exhausted.* Shutdown any Nova Centurion power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover the power.

Limit: *Stargate Activation.* After the first time Teleport is used during an Action Scene, shutdown Teleport. Recover during the next Transition scene.

NOVA CORPS UNIFORM

The Nova Corps uniform protects the wearer from the hazards of Outer Space and has an internal supply with six hours of breathable air. The Nova Corps helmet provides communications and sensor data. It also has the unique property of being rigid while worn and as malleable as cloth when it's removed.

NOVA CORPS UNIFORM

Enhanced Senses	8	Superhuman Durability	10
Psychic Resistance	8		

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from radiation or vacuum.

SFX: *Worldmind.* Spend 1 PP to gain a specialty at Expert for this roll, or step up a resource until the end of the current Action Scene.

Limit: *Gear.* Shutdown Nova Corps Uniform to gain 1 PP. Take an action vs. the doom pool to recover Nova Corps Uniform.

NOVA CORPS RANKS

Corpsman and Millennian

Corps members in these ranks have a lower level of access to the Nova Force, which manifests as increased strength and durability. They're equipped with photon blasters in their armbands.

Data File

Rookie Nova Corps 6

Solo	Buddy	Team
8	4	6

Armband Phaser	6	Comms	6
Durability	6	Strength	6

Denarian

The Denarian have access to a larger amount of the Nova Force, which provides them with flight, speed, strength, force blasts, and increased durability.

Data File

Expert Nova Corps 8

Solo	Buddy	Team
8	4	6

Comms	6	Enhanced Durability	8
Flight	8	Force Blast	8
Enhanced Senses	8	Enhanced Strength	8

Centurion

The highest rank of Centurion has access to the full amount of Nova Force granted to any operative. Centurions have greater durability and stronger energy blasts as well as the power to control gravity.

Data File

Master Nova Corps 10

Solo	Buddy	Team
8	4	6

Comms	6	Flight	10
Force Blast	10	Gravity Control	10
Superhuman Durability	10	Superhuman Senses	10
Superhuman Strength	10		

SIGNIFICANT NOVA CORPS MEMBERS

Richard Rider

One of the youngest members of the organization and often criticized for his brashness, Richard Rider has nevertheless proven himself on multiple occasions. The human is credited with destroying the space pirate Zorr and serving with distinction in the Skrull-Xandar war.

Rhomann Dey

Dey was a seasoned Centurion who recruited Richard Rider into the Nova Corps. Dey perished fighting Zorr.

Garthan Saal

Saal was a Xandarian Centurion who assumed almost the entire Nova Force and was driven insane, temporarily becoming the villain SuperNova. He later regained his sanity and relinquished the Nova Force. He continued to serve as a Centurion and died in combat with the Dire Wraiths.

NOVA CORPS MILESTONES

Code 8X8

With the direction of the Worldmind, you're ready to respond to the galaxy's worst threats.

1 XP when you access information from the Worldmind.
3 XP when you disobey the orders of a Nova Corps superior.
10 XP when either you're promoted to Nova command, or you're declared to be unfit to serve the Nova Corps.

NOVA CORPS UNLOCKABLES

- **[5XP/10XP] Unlock Nova Reinforcements:** The Nova Corps may have a fairly rigid command structure, but on occasion, non-Nova Corps members have inspired them to do great things. For 5 XP, the player gains command of a Nova Cohort (Team 5D6 Millennians) for use in one Scene. For 10 XP, the Cohort is upgraded to the rank of Denarian (Team 5D8) and they remain under the Hero's command for the remainder of the Event.
- See page AN110 for rules governing the Worldmind empowering a hero with the Nova Force in desperate times.

Nova
p. AN208

SHI'AR EMPIRE

Originating from the planet Chandilar, the Shi'ar have expanded their empire to encompass their entire galaxy, subjugating thousands of other races. The empire is ruled from Chandilar by the Majestor or Majestrix, a hereditary position passed down through the Neramani line. Humanoid in appearance, the Shi'ar's avian ancestry is evident in the distinctive feathered crests atop their heads.

In an act of military aggression, the Shi'ar went to war with the Kree Empire. During this conflict the Nega-Bomb was deployed over the Kree homeworld, killing billions. The Shi'ar Majestrix, Lilandra, claimed the shattered remains of the Kree Empire for the Shi'ar.

PLAYING ANNIHILATION FROM A SHI'AR PERSPECTIVE

During the Kree-Shi'ar War, the Shi'ar annexed territories of the Kree Empire. Should the Annihilation Wave reach Shi'ar space, the vast military might of the Shi'ar Empire is ready to defend itself.

SHI'AR

Enhanced Stamina 8 **Superhuman Strength** 10

SFX: *Berserk.* Add a doom die to your next attack action. After your action, step up the doom die and return it to the doom pool.

Limit: *Hollow Bones.* Gain a PP to step up physical stress from crushing impact.

Specialties:

Tech Expert 8

THE IMPERIAL GUARD

The Imperial Guard is a force of the finest super-powered beings gathered from throughout the empire and led by the Praetor. The Superguardians are an elite corps within the Guard, specifically tasked with protecting the Majestrix. The majority of the Guard, known as the Borderers, is stationed throughout the empire to assist planetary governors and local authorities in enforcing Shi'ar rule and law.

SHI'AR WARRIOR CADRE

Affiliations
- Team 6 6 6 6

Distinctions
- Brave Imperialist
- Shi'ar Military

Power Sets

SHI'AR MILITARY

- Enhanced Durability 8
- Enhanced Stamina 8
- Enhanced Strength 8
- Weapon 6

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *For the Honor of the Shi'ar!* After taking physical stress or removing a mob die, remove an additional Team die or step up stress to step up or double a Shi'ar Military power until the end of the action scene.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D8 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

The warriors of the Shi'ar are loyal both to the empire and their people's ideology of expansion and assimilation of other races and cultures. They are well-trained and well-armed with advanced Shi'ar weaponry. The most loyal and valiant of these warriors are sometimes selected to join the famed Imperial Guard.

SHI'AR PILOT

Affiliations
- Solo 4
- Buddy 8
- Team 6

Distinctions
- Exceptional Pilot
- Shi'ar Military

Power Sets

SHI'AR FLIGHT TRAINING

- Enhanced Reflexes 8
- Enhanced Stamina 8
- Enhanced Strength 8

SFX: *Pilot Training.* Step up Enhanced Reflexes when operating Shi'ar vehicles or those based on Shi'ar technology.

Limit: *Hollow Bones.* Step up physical stress taken from crushing impacts to step up the lowest die in the doom pool or add a D6 doom die.

Specs
- Combat Expert 8
- Tech Expert 8
- Vehicle Expert 8

Trained to fly the most advanced Shi'ar fighters and starships, these pilots are selected for their skill and reaction times. These specialized military personnel often have access to various Shi'ar weapons and technology, making them formidable opponents when encountered both inside and outside of their cockpits.

SHI'AR COUNCILOR

Affiliations
- Solo 4
- Buddy 6
- Team 8

Distinctions
- Canny Politician
- Loyal to the Empire

Power Sets

SHI'AR DIPLOMAT

- Enhanced Stamina 8
- Enhanced Strength 8

SFX: *Skilled Negotiator.* Spend a D6 from the doom pool to step up Psych or Business assets.

Limit: *Hollow Bones.* Step up physical stress taken from crushing impacts to step up the lowest die in the doom pool or add a D6 doom die.

Specs
- Business Expert 8
- Cosmic Expert 8
- Psych Expert 8

Trained diplomats and politicians for the Shi'ar, the councilors oversee the administration of the empire and often serve the responsibilities of their position and the needs of their people. Although many of the Shi'ar councilors have strong personal loyalties to a particular Majestrix, Shi'ar councilors often remain in power through various regime changes.

SIGNIFICANT SHI'AR

Gladiator

Gladiator
p. AN192

Gladiator is the Praetor of the Imperial Guard. As the last of the Strontian race, he possesses strength, invulnerability, and flight, along with several other powers. He is limited only by his confidence, the lack of which can leave him powerless. Gladiator is completely devoted to the throne of the Shi'ar, serving as Praetor under several different leaders of the Empire.

DEATHBIRD

Affiliations

Solo	8
Buddy	4
Team	6

Distinctions

- Jealous Noble
- Ruthless Warrior
- Wants to Rule

Power Sets

SHI'AR ARSENAL

Weapon 8

SFX: *Battle Armor.* Spend a doom die to step up Enhanced Durability until the end of the next Action Scene. Step back if Shi'ar Arsenal is shutdown.

SFX: *Javelins.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

Limit: *Gear.* Shutdown Shi'ar Arsenal to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover Shi'ar Arsenal.

SHI'AR MUTANT

Enhanced Durability	8	Flight	6
Superhuman Reflexes	10	Superhuman Stamina	10
Superhuman Strength	10		

SFX: *Focus.* If your pool includes a Shi'ar Mutant power, you may replace two dice of equal size with one stepped-up die.

SFX: *Second Wind.* Before making an action including a Shi'ar Mutant power, spend a doom die the same size or larger than current physical stress to recover it and step up the Shi'ar Mutant power for this action.

SFX: *Talons.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted.

Limit: *Hollow Bones.* Step up physical stress taken from crushing impacts to step up the lowest die in the doom pool or add a d6 doom die.

Specs

Acrobatics Expert	8	Combat Master	10
Covert Expert	8	Menace Expert	8
Vehicles Expert	8		

Cal'syee Neramani

Elder sister of Shi'ar Majestrix Lilandra Neramani, Cal'syee resented both her sister and the way her people viewed her atavistic mutations as a "genetic throwback." After she was exiled for murdering her own mother, she took the name Deathbird and briefly succeeded in seizing the throne. Due to her service in the recent Kree-Shi'ar war, she is currently viceroy over various annexed Kree worlds, though it is unknown how long she will remain content with this level of power.

DEATHCRY

Sharra Neramani

Affiliations
- Solo 8
- Buddy 4
- Team 6

Distinctions
- Shi'ar Warrior
- Honor-Obsessed
- Temperamental

Power Sets

SHI'AR FERAL MUTANT

Enhanced Senses 8 | Superhuman Durability 10
Superhuman Stamina 10 | Superhuman Strength 10

SFX: *Berserk.* Add a doom die to an attack action. After that action, step back the doom die and return it to the doom pool.

SFX: *Multipower.* Add more than one Shi'ar Feral Mutant power die to a pool. Step back each Shi'ar Feral Mutant power die in that pool once for each die beyond the first.

SFX: *Talons.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Hollow Bones.* Step up physical stress taken from crushing impacts to step up the lowest die in the doom pool or add a D6 doom die.

Limit: *"Kill-Stealing Scut!"* After a Buddy or Team action Deathcry is involved in, take emotional stress equal to the Buddy or Team die to add a doom die of the same level.

Specs
- Acrobatics Expert 8
- Combat Expert 8
- Menace Expert 8
- Vehicle Expert 8

Niece of Lilandra and daughter of Deathbird, Deathcry was assigned to the Avengers to protect them during the Kree-Shi'ar war as part of the same punishment that robbed her of her given name. After briefly working with the Avengers, she returned to serve the Shi'ar empire again. Deathcry's volatile attitude and willingness to fight anyone, even her allies, over the slightest offense got her into trouble in the past and is bound to do so again.

LILANDRA NERAMANI

Affiliations
- Solo 4
- Buddy 6
- Team 8

Distinctions
- Inspiring Leader
- Grave Responsibilities
- Shi'ar Empress

Power Sets

BATTLE REGALIA

Enhanced Durability 8 | Weapon 8

SFX: *Energy Blade.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted

Limit: *Gear.* Shutdown a Battle Regalia power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

SHI'AR NOBILITY

Enhanced Stamina 8 | Enhanced Strength 8
Telepathy 6

SFX: *Imperial Resources.* Spend a D6 doom die to step up Shi'ar-based resource or asset until the end of the next action scene.

SFX: *Royal Decree.* When assisting or attempting to inflict mental or emotional stress on Shi'ar characters, add a D6 and step up effect die.

Limit: *Hollow Bones.* Step up physical stress taken from crushing impacts to step up the lowest die in the doom pool or add a D6 doom die.

Specs
- Business Expert 8
- Combat Expert 8
- Cosmic Expert 8
- Psych Master 10
- Tech Expert 8
- Vehicles Expert 8

Sister to the former ruler of the Shi'ar, Lilandra usurped her insane brother with the help of the X-Men after he began to use the fabled M'kraan crystals in ways that threatened to annihilate the whole universe. During this time, she fell in love with Professor Charles Xavier and took him as her consort. Although she has suffered many challenges and threats to her rule, including temporarily losing the throne, she seeks to lead her people with wisdom and grace.

SHI'AR MILESTONES

A History of War

The Shi'ar Empire has a history of conquest. You would see it continue.

1 XP when you discuss past conquests of the Shi'ar Empire.

3 XP when you question your Shi'ar commanding officer's orders.

10 XP when you either enter battle and add another glorious victory to the Shi'ar's proud history or declare the Shi'ar conquest amoral and abandon your military post.

Imperial Guard

When the Shi'ar Empire needs to bring out the big guns, it turns to you.

1 XP when you declare your allegiance to the Majestor or Majestrix.

3 XP when you question orders from within the Imperial Guard.

10 XP when you either rise up to lead the Imperial Guard from the very top of the command pyramid or leave the guard forever, seeing the flaws in the Shi'ar way of life.

SHI'AR UNLOCKABLES

Heroes who deal with the Shi'ar during the game or have a close tie to them can spend XP on the following unlockables.

- **[5 XP/10 XP] Unlock Imperial Guard:** The Imperial Guard is the elite warrior force of the Shi'ar Empire. For 5 XP, the hero can receive help from one of the Imperial Guard for a short time or brief assistance from a squad of Borderers in battle. For 10 XP, the Imperial Guard arrives in force during one battle to act as the hero's ally as Watcher characters. Alternatively, you may unlock Gladiator, the most powerful of the Imperial Guard, as a hero for Act Two.
- **[5 XP/10 XP] Unlock Shi'ar Assistance:** While not immediately threatened by the Annihilation Wave, Shi'ar forces could help turn the tide of the war. For 5 XP, the Shi'ar allow the use of their fleets and stargates to move refugees and Resistance troops. For 10 XP, the Shi'ar consider you an ally and offer troops, weapons, vital information, or other forms of assistance to aid you.

THE ETERNALS

The Eternals are the result of genetic experiments performed millions of years ago on early humans by the cosmic beings known as the Celestials. Kronos—the leader of the Eternals on Earth—experimented in using cosmic energy, leading to a massive explosion that destroyed the Eternals' city of Titanos. The Eternals were bombarded with cosmic particle radiation, unlocking latent genes that gave them invulnerability, long life, and god-like powers. To decide who would lead the Eternals after his apparent death, Kronos' two sons Zuras and A'lars initiated the first melding of the Eternals into the Uni-mind, a gestalt being of their combined intellects. The Uni-mind chose Zuras as the new leader of the Eternals.

To avoid any internal strife over the new leadership, A'lars left Earth for outer space and eventually made his home on Titan, a moon of Saturn. Now known as Mentor, he and his consort Sui-San populated Titan with their children, including Thanos. Because Sui-San wasn't exposed to the cosmic fallout of Kronos' experiment, Mentor and Sui-San's children aren't as powerful as their cousins on Earth.

PLAYING ANNIHILATION FROM AN ETERNAL'S PERSPECTIVE

On numerous occasions, the Eternals on Titan have teamed up with Earth's heroes to battle Thanos. Learning of Thanos' collusion with Annihilus, heroes from Titan could seek to join the Resistance, lending their aid once again to stop Thanos .

ETERNAL OF TITAN

Cosmic Energy Blast	10	Godlike Stamina	12
Mind Control	8	Subsonic Flight	8
Telepathy	8		

SFX: *Basically Immortal.* Spend a PP to ignore physical stress or trauma.

SFX: *Millennia of Experience.* Replace Cosmic Energy Blast power die with 2d8 or 3d6 on your next roll.

Limit: *Celestial Heritage.* If you try to attack or otherwise harm a Celestial or a Celestial's agent, shutdown all Eternal of Titan powers and take mental stress equal to the largest die in your pool. Activate an opportunity to recover each power.

Specialties:

Cosmic Expert	8	Psych Expert	8
Tech Expert	8		

SIGNIFICANT ETERNALS

Thanos

One of the last sons born to Mentor and Sui-San, Thanos is known as the Mad Titan. Unlike the typically attractive Eternals, Thanos was born mutated and disfigured. He grew up in melancholy, fascinated by death to the point of repeatedly petitioning its Avatar for love. He failed to conquer Titan, although he managed to kill most of the Eternals, including his parents; ever since, he's schemed and plotted to serve his mistress. Though he's always thwarted, his quest for power and his convoluted plots have threatened the very fabric of the universe on more than one occasion. After many years of contemplation, Thanos has started scheming again, meeting his mistress at the Kyln and coercing Galactus' ex-herald, the Fallen One, to do his bidding. As always, the motives of the Mad Titan remain unclear to anyone but himself.

THANOS

Affiliations

Solo	10 10 10
Buddy	6
Team	8 8

Distinctions

- Death's Consort
- Known And Feared
- The Mad Titan

Power Sets

AUGMENTED TITANIAN ETERNAL

Cosmic Blast	12	Godlike Durability	12
Godlike Stamina	12	Godlike Strength	12
Mystic Resistance	10	Psychic Blast	8
Psychic Resistance	12	Superhuman Senses	10
Telekinetic Control	8	Telepathy	8
Transmutation	8		

SFX: *A Rage That Shakes Worlds.* Double any Augmented Titanian Eternal power for one action. If the action fails, step back that power. Spend a doom die to recover that power.

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an effect die.

SFX: *Immortal.* Spend a doom die to recover physical stress of equal size and step back physical trauma.

SFX: *Invulnerable.* Spend a doom die to ignore physical stress or trauma unless caused by Drax the Destroyer.

SFX: *Multipower.* Add more than one Augmented Titanian Eternal power die to a pool. Step back each Augmented Titanian Eternal in that pool once for each die in the pool.

Limit: *Epic Arrogance.* Step up the lowest die in the doom pool or add a D6 doom die to step up emotional stress from opponents that manage to use Thanos' overconfidence against him or otherwise anger him.

GALACTIC-LEVEL THREAT

Monstrous Weapons	10	Space Flight	12
Teleport	12		

SFX: *Chessmaster On a Grand Scale.* Spend a doom die to step up a stunt or resource from any Specialty.

SFX: *Did You Really Think I Wouldn't Plan For That?* If a pool includes a Galactic-Level Threat Power, spend a doom die to reroll.

SFX: *Dreadful Intellect.* When using a Specialty to create information-based assets, add a D8 and step up the effect die.

SFX: *Playing for the Highest Stakes:* When you add a die from the doom pool to Thanos' pool including a Galactic-Level Threat power, double that die. You may keep an extra effect die as a situation-related asset.

SFX: *The Terrible Beauty of My Genius.* Step up or double Monstrous Weapons for one action. If the action fails, step back that power. Spend a doom die to recover that power.

SFX: *Walked Hand in Hand With Death.* Spend a doom die to ignore stress, trauma, and complications caused by fear, pain, shock, or surprise.

Limit: *Gear.* Shutdown a Galactic-Level Threat power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover the power.

Limit: *Playing with Fire.* If a pool includes a Galactic-Level Threat Power, both 1s and 2s on those dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

Limit: *Subconscious Self-Sabotage.* Change any Galactic-Level Threat power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

Combat Master	10	Cosmic Grandmaster	12
Covert Expert	8	Medical Grandmaster	12
Menace Master	10	Mystic Expert	8
Psych Master	10	Science Grandmaster	12
Tech Grandmaster	12	Vehicle Expert	8

Thanos of Titan

Born a mutant Titanian Eternal, Thanos' deformed visage and aggressive personality alienated him from other Eternals. Isolated from his peers, his fascination with death and destruction eventually made him leave Titan to embark on a path of technological and mystical self-improvement. He returned with an armada and slaughtered the Eternals, the first step towards his multiple attempts to conquer or destroy the universe. Thanos' terrifying legend spread throughout the universe as he pursued one destructive agenda after another, always seeking the affection of death herself.

One of the most formidable entities known on any world, Thanos possesses limitless physical power and intellect. His grasp of technology and science and mysticism rivals the most amazing minds in the universe, and he can trade blows with Thor and the Thing simultaneously. Thanos' pursuits have pushed him to the power level of a god, and transformed him to an immortal being above and beyond death.

SKREET

Affiliations

- Solo 4
- Buddy 8
- Team 6

Distinctions

- Chaos Mite
- Needs a Partner
- Sole Survivor

Power Sets

PRIMORDIAL CHAOS

Enhanced Durability 8 | Enhanced Strength 8
Godlike Stamina 12 | Plasma Blast 10
Shrinking 10 | Space Flight 12

SFX: *Charge.* Against a single target, step up or double a Primordial Chaos die. Remove the highest rolling die and use three dice for the total.

SFX: *Invulnerability.* Spend a doom die to ignore physical stress or trauma unless caused by order magic.

SFX: *Multipower.* Add more than one Primordial Chaos power die to a pool. Step back each Primordial Chaos power die in that pool once for each die beyond the first.

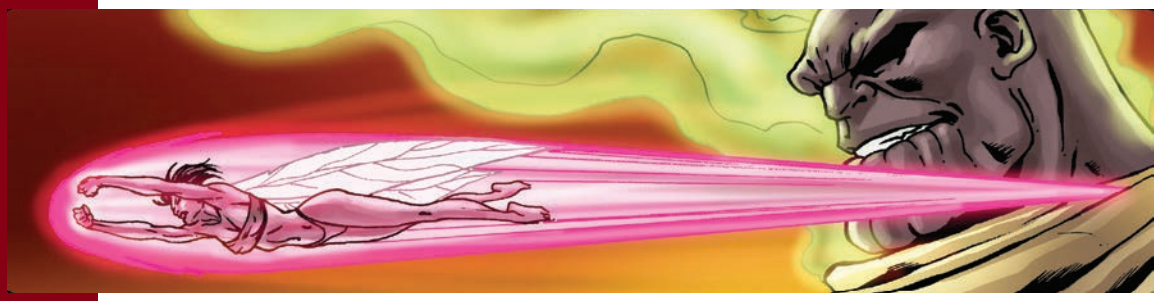
Limit: *Tiny.* Change Shrinking into a complication to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity or remove the complication to recover that power.

Limit: *Lonely.* If forced to take a Solo action, take emotional stress equal to Buddy Affiliation to step up the lowest die in the doom pool or add a d6 doom die.

Specs

- Cosmic Master 10
- Covert Master 10
- Psych Expert 8

The diminutive Skreet is a chaos mite created by Diableri to disturb order as part of maintaining cosmic consonance. When Aegis and Tenebrous purged the other mites for their instability, Skreet alone survived. A millennia later, Skreet joined the mercenary Lunatik, taking missions that pitted the duo against the Silver Surfer and Avengers. Lunatik eventually betrayed Skreet, leading to her imprisonment in the Kyln. When Thanos caused her release, she immediately latched onto the mad Titan as her new partner.



MENTOR

Affiliations

- Solo 8
- Buddy 4
- Team 6

Distinctions

- Conscientious Pragmatist
- Leader of Titanian Eternals
- Troubled Family

Power Sets

ETERNAL

- Cosmic Energy Blast 10
- Enhanced Strength 8
- Godlike Stamina 12
- Mind Control 8
- Subsonic Flight 8
- Telepathy 8
- Transmutation 8

SFX: *Immortal.* Spend a doom die to ignore physical stress or trauma.

SFX: *Millennia of Experience.* Replace Cosmic Energy Blast power die with 2d8 or 3d6 on your next roll.

Limit: *Celestial Heritage.* If Mentor tries to harm a Celestial, immediately shutdown all powers and stress out Mentor's mental stress. Activate an opportunity or remove the complication to recover powers and Mentor's mental stress.

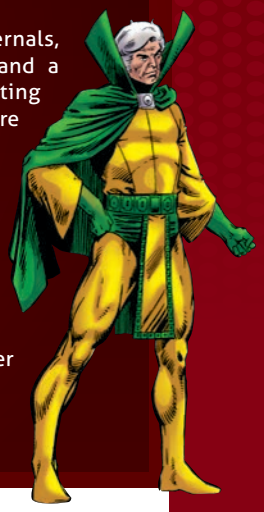
Specs

- Combat Expert 8
- Cosmic Master 10
- Menace Expert 8
- Psych Master 10
- Science Master 10
- Tech Master 10
- Vehicle Expert 8

A'Lars

The father of Starfox and Thanos, Mentor is also the brother of Zuras, leader of Earth's Eternals. A rift between the brothers forced their people to choose sides on who would rule the Earth Eternals. When Zuras won, Mentor went to live on and eventually lead the Eternal colony on Titan. He has spent countless years thwarting Thanos' schemes, and pleaded with Kronos to create Drax the Destroyer.

Like all Earth Eternals, Mentor is immortal and a master at manipulating cosmic energy. Signature abilities include physical augmentation and molecular transmutation. His strong intellect powers several millennia of advanced scientific knowledge. Mentor controls the Titanian supercomputer ISAAC.



STARFOX

Affiliations

- Solo 6
- Buddy 4
- Team 8

Distinctions

- Hedonist
- Troubled Family
- Wanderlust

Power Sets

ETERNAL

- Cosmic Energy Blast 10
- Godlike Stamina 12
- Subsonic Flight 8
- Superhuman Durability 10
- Superhuman Strength 10
- Telekinesis 6
- Telepathy 8

SFX: *Immortal.* Spend a doom die to ignore physical stress or trauma.

SFX: *Euphoria.* When inflicting an Empathic Control complication on a target using Telepathy, add a d6 and step up the effect die.

Limit: *Celestial Heritage.* If Starfox tries to harm a Celestial, immediately shutdown all powers and stress out Starfox's mental stress track. Activate an opportunity or remove the complication to recover powers and Mentor's mental stress.

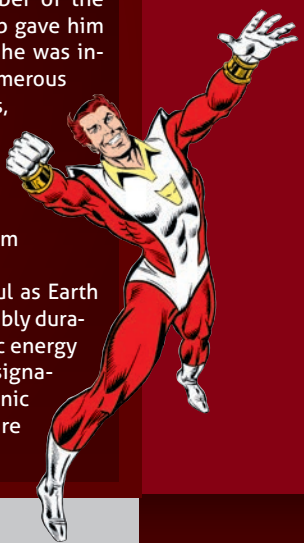
Specs

- Acrobatics Expert 8
- Cosmic Expert 8
- Psych Master 10
- Tech Expert 8
- Vehicle Expert 8

Eros

Son of Mentor and brother to Thanos, Eros spent most of his life as a wastrel and gadabout. His attitude and behavior changed after Thanos first attacked Titan, killing their mother among many other Eternals. He helped the Kree Captain Mar-Vell fight Thanos, and later did the same alongside various Earth heroes. An on-again, off-again member of the Avengers (where the Wasp gave him the "Starfox" codename), he was instrumental in defeating numerous menaces such as Terminus, Annihilus, and Maelstrom. His need to travel, carouse, and adventure leads to him spending most of his time away from Earth.

Though not as powerful as Earth Eternals, Eros is still incredibly durable. He can channel cosmic energy for various abilities, his signature ability being the psionic stimulation of the pleasure centers in people's brains.



ISAAC

Integral Synaptic Anti-/Anionic Computer

Affiliations

Solo	8
Buddy	4
Team	6

Distinctions

- Alien Supercomputer
- Runs All Systems on Titan
- Subject to Programming

ISAAC (Integral Synaptic Anti-/Anionic Computer) is an incredibly complex artificial intelligence whose structure comprises most of the interior of the moon Titan. Created by the Titanian Eternals, ISAAC controls most of their mechanical and environmental systems. Mentor normally controls ISAAC, though Thanos once used the machine against the other Eternals.

Power Sets

GIGANTIC ARTIFICIAL LIFEFORM

Godlike Durability 12 | Godlike Stamina 12 | Growth 12

SFX: *Distributed Systems.* Spend a doom die to ignore physical stress or trauma.

SFX: *Feelings? What Feelings?* Spend a doom die to ignore stress, trauma, and complications caused by fear, pain, shock, or surprise.

SFX: *Reallocated Resources.* Spend a doom die to recover physical stress of equal size and step back physical trauma.

Limit: *Vast but Immobile.* Change Growth into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

SLAVED SYSTEMS

Godlike Senses 12 | Mechanical Supremacy 12 | Robotic Servitors 8 8 8 | Weapon Emplacements 10

SFX: *Integrated Systems.* Step up or double any Slaved Systems power for one action. If the action fails, step back that power. Spend a doom die to recover that power.

Limit: *Mob Cohesion.* Robotic Servitors may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Robotic Servitors power. Recover Robotic Servitors after a transition scene.

Limit: *Overload.* Change any Slaved Systems power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

Cosmic Grandmaster 12 | Medical Master 10 | Psych Master 10 | Science Grandmaster 12 | Tech Grandmaster 12

TITAN MILESTONES

Stop Thanos

All the Eternals of Titan share in the guilt of the Mad Titan's actions. Whenever he arises to threaten innocent lives, the Eternals will be there to oppose him.

1 XP when you discuss the past atrocities of Thanos.
3 XP when you work with agents of Thanos.
10 XP when you either destroy Thanos or find a way to imprison him, taking responsibility as the Mad Titan's warden.

TITAN UNLOCKABLES

Any character following one of the Titans Milestones can access this unlockable during the game.

▶ **[10 XP/15XP] Unlock Titan Assistance:** The Titans possess highly advanced technology. Mentor puts the technical resources of the Eternals at your disposal. By buying this unlockable during a Transition Scene, you can create a resource as though you had one of the following Specialties: Cosmic, Science, Tech, or Vehicle. For 10 XP, treat the resource as though you had a Master Specialty. For 15 XP, treat it as a Grandmaster Specialty.

Grandmaster Specialties p. AN07

THE NEGATIVE ZONE

The Negative Zone is a largely uninhabited realm of subspace that exhibits a number of unusual properties. All matter in the Zone is negatively charged, causing matter from the positive matter universe to explode violently when it passes into the Negative Zone. Time flows at an accelerated rate in the Negative Zone, with two weeks passing for every hour on Earth. This time differential decreases towards the center of the Zone.

Because of these unusual characteristics, travel into the Negative Zone is difficult. One point of entry is through portals in the Zone's **Distortion Area**. This area can be safely traversed by hitting the field with a precise wavelength of energy and creating a rift between the two dimensions. Passing through the rift alters a being's polarity, allowing a traveler to exist in the opposing dimension without harm.

Besides passage through the Distortion Area, a traveler can also enter the Negative Zone using the **Crossroads of Infinity**, though this avenue of travel poses a number of risks. Powerful force fields are necessary to avoid implosion during the journey, and precise calculations are required while traveling through the numerous dimensions that intersect the Crossroads. Beings with access to cosmic abilities often don't need these pathways as they seem to have little difficulty traveling in and out of the Negative Zone.

While mostly uninhabited, the Negative Zone is capable of supporting life. Deep space contains an oxygen-rich atmosphere similar to Earth, and several planets and asteroids in the Zone are habitable. Moisture is hard to come by, however, and vegetation is sparse. The Zone is home to Tyannans and Baluurians as well as Annihilus and his armies. In addition, Earth's heroes have used the Negative Zone to house dangerous super villains.

PLAYING ANNIHILATION IN THE NEGATIVE ZONE

At the time of **Annihilation**, the Negative Zone sees a dramatic uptick in activity. As the Annihilation Wave moves across the galaxy, prisoners are sent back to the Negative Zone and housed on the UX-73 prison planetoid. Portals into the Negative Zone are guarded by Annihilus' forces and travel through the Zone is dangerous. Blastaar and other residents of the Negative Zone rise up to challenge Annihilus as the Annihilation Wave grows in strength, but many later return to the Zone to plot their own schemes and fulfill their own ambitions.

NEGATIVE ZONE LOCATIONS

Arthros

Home of Annihilus and the starting point of the Annihilation Wave, Arthros is in sector 17-A of the Negative Zone.

Ataraxia

Ataraxia is populated by living machines and is described as a place of perfect architecture and beauty. Deemed a threat by Annihilus, the planet is destroyed early on by the Annihilation Wave.

Baluur

A product of the Tyannan seeding that also gave rise to many other Negative Zone races, Baluur was once ruled by the notorious Blastaar. Balurrians live in UNDERGROUND CITIES and are occasionally thrown into conflict against Annihilus' forces.

BALUURIAN

ENHANCED SPEED	8	SUPERHUMAN DURABILITY	10
SUPERHUMAN REFLEXES	10	SUPERHUMAN STAMINA	10
SUPERHUMAN STRENGTH	10		

SFX: *Suspended Animation.* Spend 1 PP to enter a state of suspended animation. As far as anyone can tell, you appear to be dead.

Limit: *Negative Zoner.* If your pool includes a BALUURIAN power, both 1s and 2s on your dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

Specialties:

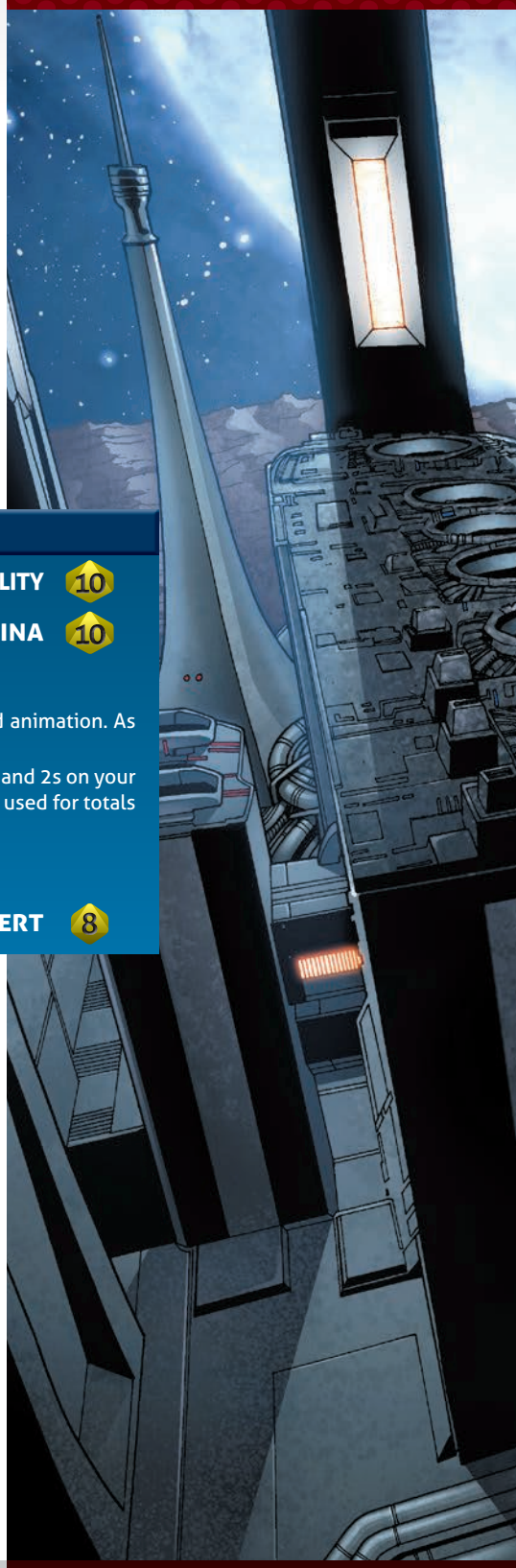
COMBAT EXPERT	8	MENACE EXPERT	8

Distortion Area

An invisible sphere of energy that resides in the Negative Zone, this area is accessible from many parts of Earth. Reed Richards of the Fantastic Four built a device capable of transporting individuals safely from Earth to the Negative Zone using the Distortion Area.

Project 42

A massive prison designed by Iron Man, Mr. Fantastic, and Yellowjacket, Project 42 houses a number of super heroes and super villains during the events of **CIVIL WAR**.



Tyanna

Home of the Tyannans, the only indigenous race of the Negative Zone, Tyanna lies at the vortex of the Crossroads of Infinity. Thousands of years ago, the technologically advanced Tyannans terraformed several of the planets in the Negative Zone.

TYANNAN WARRIOR

Affiliations

- Solo 4
- Buddy 6
- Team 8

Distinctions

- Incredible Technology
- Regretful
- Reluctant Warriors

Power Sets

ADVANCED TECH

Enhanced Durability 8 — Weapons 10

SFX: *Versatile.* Replace Weapons die with 2d8 or 3d6 on your next roll

Limit: *Gear.* Shutdown an Advanced Tech power to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover Advanced Tech.

LEONINE FORM

Enhanced Speed 8 — Enhanced Reflexes 8

Enhanced Senses 8 — Enhanced Stamina 8

SFX: *Claws and Fangs.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted

Limit: *Exhausted.* Shutdown any Leonine Form power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Specs

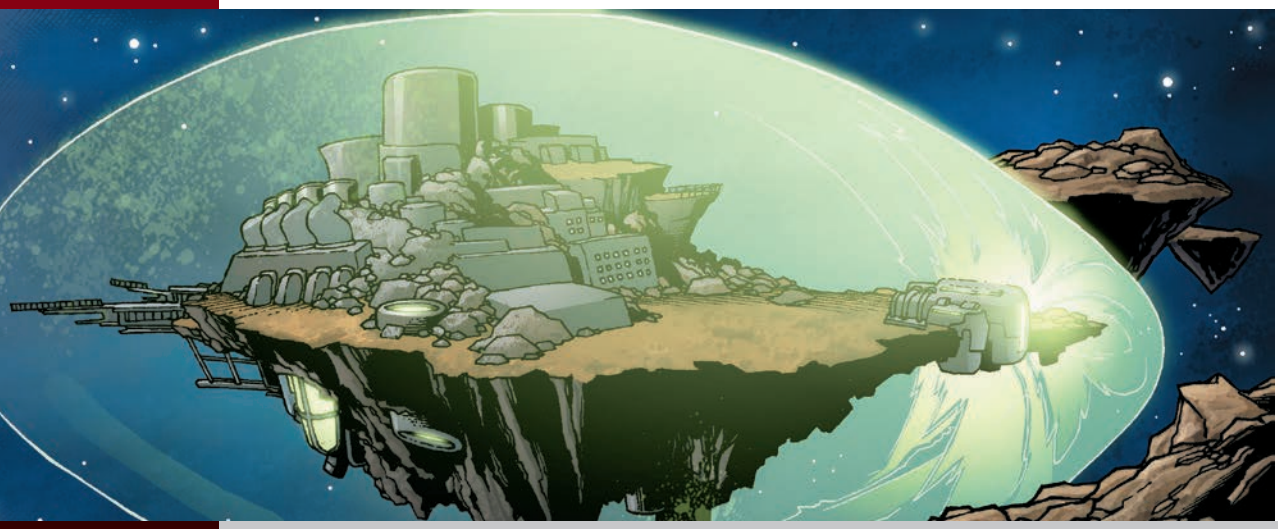
Cosmic Expert 8 — Science Expert 8

Tech Expert 8 — Vehicle Expert 8

The leonine Tyannans are a technologically advanced race who created much of the life and wonders found in the Negative Zone. Annihilus was one of the most notorious beings born from the Tyannan's life spores. The Tyannans are naive and insular, having put all their focus on science. They have slowly learned to redirect their attention to self-defense as many of their creations developed into violent and aggressive species with great envy and little gratitude.

UX-73 Prison Planetoid

UX-73 is a facility used by Annihilus to house his enemies during the events of **Annihilation**. The various prisoners act as slave labor, while scientists work on super-weapons for the Annihilation Wave.



NEGATIVE ZONE MERCENARY

Affiliations

- Solo 4
- Buddy 6
- Team 8

Distinctions

- Aggressive
- In it for the Paycheck
- Ruthless

Power Sets

ADVANCED TECH

Enhanced Durability 8 — Weapons 8

SFX: *Focus.* If a pool includes an Advanced Tech power, replace two dice of equal size with one stepped-up die.

Limit: *Gear.* Shutdown Advanced Tech to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover Advanced Tech.

WARRIORS

Enhanced Reflexes 8 — Enhanced Speed 8

SFX: *Lethal.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Exhausted.* Shutdown any Warriors power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

Combat Expert 8 — Covert Expert 8
Menace Expert 8 — Vehicle Expert 8

The Negative Zone is an incredibly hostile environment that punishes weakness and breeds hostility. This mixture creates a multitude of mercenaries from many races willing to trade their vicious natures to the highest bidder. These stats can represent any such mercenary. You should feel free to add minor powers to the Warriors set (in the D6 or D8 range with Enhanced Strength D8 being pretty common) as you see fit to represent more exotic species.

NEGATIVE ZONE MOB

Affiliations

- Team 8 8 8 8 8

Distinctions

- Mindless Crush of Bodies
- Savage
- Tireless

Power Sets

BRUTES

Enhanced Reflexes 8 — Enhanced Speed 8
Enhanced Strength 8 — Enhanced Durability 8

SFX: *Lethal.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *They're Everywhere!* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Too Many of Them!* Against a single target, step up or double Brutes die. Remove the highest rolling die and use three dice for the total.

Limit: *Exhausted.* Shutdown any Brutes power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Limit: *Mob Cohesion.* Team dice may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Team Affiliation.

Specs

Combat Expert 8 — Menace Expert 8

Not all armies in the Negative Zone come in nicely organized units. Many are seemingly endless hordes that attack in waves. These stats represent such a horde. You should feel free to add minor powers (in the D6 or D8 range with Flight D6 or Attack D6 representing abilities like acid spit or fire breath) as you see fit to represent more exotic species.

SIGNIFICANT NEGATIVE ZONE CHARACTERS

Blastaar
p. AN180

Blastaar

A Baluurian of exceptional strength, Blastaar uses kinetic energy to fly and to project blasts from his hands. A monarch of his people before being overthrown and banished, Blastaar leads other forces against his rival, Annihilus, during the events of **Annihilation**.

Praxagora
p. AN214

Praxagora

The last known surviving member of Ataraxia, Praxagora is captured and taken to UX-73 after the destruction of her homeworld. Powered by an internal fusion core with the power of a small star, she can attack with powerful streams of super-heated plasma that can also block incoming attacks and propel her through space.

PREAK

Affiliations

Solo 8
Buddy 6
Team 4

Distinctions

Genegineered
Silicon-Based Lifeform
Simple-Minded

Power Sets

PANSPERMIAN

Godlike Durability 12
Replicants 8
Superhuman Strength 10
Superhuman Stamina 10

SFX: *Dogpile.* Against a single target, step up or double Replicants die. Remove the highest rolling die and use three dice for the total.

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from all environmental factors.

SFX: *Invulnerability.* Spend a doom die to ignore physical stress or trauma.

SFX: *Kinetic Trigger.* On a successful reaction against a physical action involving kinetic or impact damage, add a die to Replicants power. If opponent's action succeeds, spend a doom die to use this SFX.

SFX: *Swarm Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

Limit: *Limited Cognitive Scope.* In situations where Preak can be confused or mentally overwhelmed, step up emotional stress to step up the lowest die in the doom pool or add a D6 doom die.

Limit: *Mob Cohesion.* Replicants may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Replicants power.

Specs

Combat Expert 8
Tech Expert 8

The Panspermians were engineered as an adaptable and inexpensive work force that could function in any environment. All Panspermians are genetically identical, and designed for limited imagination and free will; incredibly durable, blunt-force trauma triggers full-scale replication. Preak survived an Annihilation Wave slaughter of his originating work force and was imprisoned, where he met Praxagora.

NEGATIVE ZONE MILESTONES

Not All Is Negative in the Negative Zone

As a resident of the Negative Zone, those in the positive matter universe don't always look favorably on you. While battling prejudice because of your home dimension, you want to redeem the image of the home of Annihilus.

1 XP when you try to put life in the Negative Zone into perspective for these positive matter folk.

3 XP when you fight against those who do evil and bring shame to the Negative Zone.

10 XP when you either create a place of freedom and glory in the Negative Zone or declare yourself an exile and vow to never return.

NEGATIVE ZONE UNLOCKABLES

These unlockables are available to any hero following one of the Negative Zone Milestones presented above.

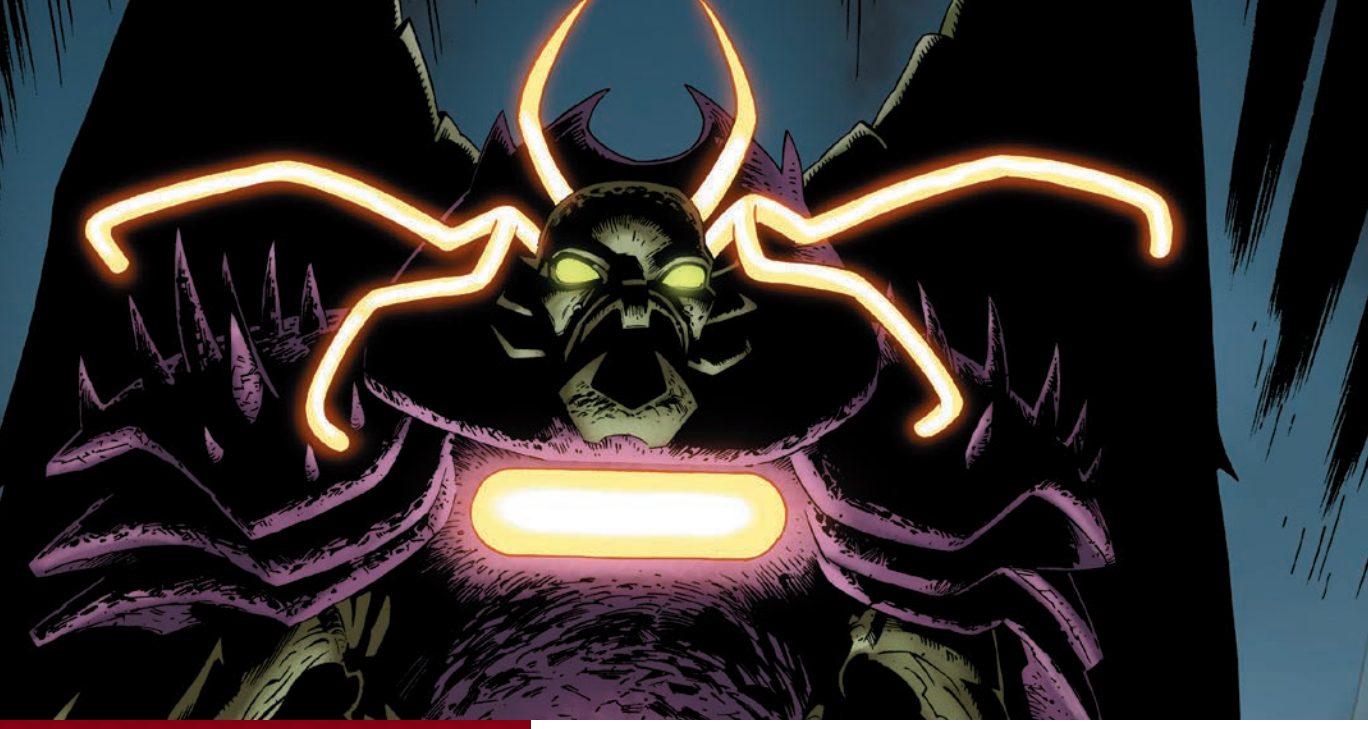
- **[5 XP/10 XP] Negative Zone Tech:** You've come across an abandoned piece of ancient technology on a forgotten planet. By buying this unlockable during a Transition Scene, you can create a resource as though you had one of the following Specialties: Cosmic, Science, Tech, or Vehicle. For 5 XP, treat the resource as though you had a Master Specialty. For 10 XP, treat it as a Grandmaster Specialty.
- **[5 XP/10 XP] Portals:** Travel to and from the Negative Zone can be difficult. Luckily for you, you've stumbled upon a previously undiscovered portal. For 5 XP, the hero can use the portal once to travel safely into or out of the Negative Zone once. For 10 XP, the portal can be accessed throughout an Act.
- **[5 XP/10 XP] Positive and Negative Together:** Though the residents of the Negative Zone have never shown themselves to be fans of any in the positive matter universe, Annihilus has united both sides of matter against him. For 5 XP, you may recruit the assistance of a group of Negative Zoners for one favor, like Blastaar sharing his teleportation technology or a group of freed UX-73 prisoners helping make a distraction. For 10 XP, you may unlock Blastaar or Praxagora as a player hero for Act Two.

CIVIL WAR AND ANNIHILATION

As **Civil War** progresses, a number of heroes and villains are incarcerated at Project 42. With a portal to Earth accessible through the prison, you have a number of opportunities for **Civil War** and **Annihilation** to intersect. Blastaar lays siege to the prison after the events of **Annihilation**, but Annihilus or others might see the strategic advantages of taking over the prison. In response, imprisoned heroes and villains might join forces to fight Annihilus, or they may choose to work with the Annihilation Wave to exact revenge for their incarceration.

As the Annihilation Wave moves across the galaxy, captured Earth heroes and villains could also be targeted for recruitment. If freed from imprisonment, they could be tempting allies for either side in the galactic conflict.

Grandmaster
Specialties
p. AN07



ANNIHILUS

Millennia ago, an ancient and advanced race known as the Tyannans explored the Negative Zone, seeding planets with life. One Tyannan scout ship crashed on the planet Arthros, leaving spores that evolved into the insectoid Arthrosians. When an intelligent Arthrosian discovered the wreckage, he gained control of the ship's technology and used it to enhance his body and mind. Now called Annihilus, he created the Cosmic Control Rod to give him the power to destroy, enslave, or conquer the worlds of the Negative Zone.

THE COSMIC ROD

One of Annihilus' most devastating weapons, the Cosmic Control Rod was made from the stardrive of the Tyannan spaceship. It can be used to channel tremendous cosmic energy and allows Annihilus to absorb other sources of power, increasing his own. Annihilus uses the Rod to shoot energy blasts, travel quickly throughout the Negative Zone, and slow his own aging process.

Annihilus is obsessed with the destruction of anything he perceives as a threat to his existence. With his own power and a tremendous hive-like army of drones custom bred for specific purposes by his queens, he conquered hundreds of planets in the Negative Zone. Several times he's sought to expand his influence into other dimensions such as the Microverse, Asgard, and the positive matter universe, but each time he's been defeated. Recently Annihilus became aware that as our universe expanded, it did so at the expense of the Negative Zone. In response, he has amassed his greatest threat yet: the Annihilation Wave.

THE HARVESTER OF SORROW

The Harvester of Sorrow was deployed by Annihilus to destroy planets within the already weakened Skrull Empire. Designed to be the perfect weapon, its redundancies and regenerative abilities make it almost unstoppable. When its main weapon is fired, it converts the planet and everything on it into energy to fuel the Wave.

See page AN138 for The Harvester of Sorrow datafile.

ANNIHILUS

Affiliations

Solo	10 10 10
Buddy	8 8
Team	6

Distinctions

- Lord of the Negative Zone
- The Living Death that Walks
- Unimaginative

Power Sets

CHITINOUS EXOSKELETON

Enhanced Senses	8	Subsonic Flight	8
Superhuman Durability	10	Superhuman Reflexes	10
Superhuman Stamina	10	Superhuman Strength	10

SFX: *Annihilus Is the Will and the Way!* When you add a die from the doom pool to Annihilus's pool including a Chitinous Exoskeleton power, double that die. Keep an extra effect die to add to the doom pool.

SFX: *Healing Factor.* Spend a doom die to recover physical stress or step back physical trauma.

SFX: *Words? You Offer Me Words?* Reduce the Team trait of a mob or fleet of ships under your command by one die to recover your emotional stress.

Limit: *Paranoid.* Step up emotional stress from attacks capitalizing on your paranoia to step up the lowest die in the doom pool or add a d6 doom die.

COSMIC CONTROL ROD

Cosmic Blast	12	Cosmic Supremacy	12
Godlike Durability	12	Leech	12
Space Flight	12	Transmutation	8

SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Drain Vitality.* When using Leech to create a Power Loss complication on a target, add a d8 and keep an extra effect die for physical stress.

SFX: *Energy Siphon.* On a successful reaction against an action that includes an energy-based power, convert opponent's effect die into a Power Loss complication or a Cosmic Control Rod stunt. If opponent's action succeeds, spend a doom die to use this SFX.

SFX: *Give Me Your Power, I Wish to Feast Upon It.* When Annihilus creates a Power Loss complication on a target that possesses a cosmic energy-based Power Set, add a d6 and step up the effect die. If the target has Power Loss complication stepped up above d12, Annihilus gains the full cosmic energy-based Power Set and the target's Power Set is shutdown.

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from disease attacks.

Limit: *Mine! Mine!* Shutdown Cosmic Control Rod to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover Cosmic Control Rod.

Specs

Combat Expert	8	Cosmic Master	10
Menace Grandmaster	12	Science Expert	8
Tech Master	10	Vehicle Expert	8

Annihilus has two goals—acquire the powers from cosmic beings and annihilate all life in the universe. He enhances his already impressive abilities through the use of his Cosmic Control Rod, which houses the essence of a Tyannan stardrive. He brooks no fear from his forces and is perfectly willing to destroy portions of his fleet in order to keep the rest more in fear of himself than his enemies. Although not creative himself, he has used Tyannan technology to create many new life forms, mostly insectoid, for his fleets and armies.

THE ANNIHILATION WAVE

The Annihilation Wave is a massive armada coordinated by a telepathic hive mind network bent on the conquest of the positive matter universe. Annihilus' forces make up the backbone, but many Negative Zone allies have united under the purpose of striking back at our universe. Without a doubt, it is one of the greatest threats our galaxy has ever known.

The Queens

The Wave is linked by a telepathic hive mind and controlled by Annihilus and his queens. The queens serve as both a communication network and commanders. If a queen is removed, the discipline and purpose of the Wave begins to break down quickly. This is easier said than done, as each queen is secured in the center of a flag ship's control center where she's connected directly to the ship via Annihilus' biotechnology.

Each of the three known queens, **Eradica**, **Extermina**, and **Extirpia**, has a strong desire to ascend above the others. Individually they are powerful in their own right, but due to their vital role in the armada they seldom leave the safety of the ships. When they do, they take full advantage of the technology of the Wave, traveling with powerful weapons.

ERADICA

Affiliations

Solo 10 10 10
Buddy 8 8
Team 6

Distinctions

First Concubine to Annihilus
Hive Commander
Insolent

Power Sets

ARTHROSIAN QUEEN

Enhanced Durability 8 **Enhanced Senses** 8
Enhanced Strength 8 **Telepathy** 12

SFX: *Center of the Hive Mind.* When taking an action using Telepathy and using the effect die to add to the doom pool, instead add two stepped-back dice, or add three dice each stepped back by two.

SFX: *Claws & Mandibles.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Ensnare.* When inflicting a grappling complication on a target, add a D6 and step up the effect die.

SFX: *Kill It!* Spend a D10 doom die to add an Annihilation Ground Forces Horde mob to the Scene when outside of the flagship.

Limit: *Monarchial Cerebral Beacons.* Telepathy can only be used to create assets when coordinating attacks of Annihilation Wave fleets and ground forces.

Limit: *Quick to Anger.* Step up emotional stress from verbal insults to step up the lowest die in the doom pool or add a D6 doom die.

HOVER DISK

Subsonic Flight 8 **Superhuman Durability** 10

SFX: *Dangerous Flier.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Gear.* Shutdown Hover Disk to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover Hover Disk.

Limit: *Ground Force Transport.* Shutdown Hover Disk when in command of a flagship.

QUEEN'S GUARD

Enhanced Senses 8 **Mob** 10 10 10 10
Speed 6 **Superhuman Durability** 10
Superhuman Strength 10 **Weapon** 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Claws & Jaws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Focus Fire.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

Limit: *Her Sole Protection.* Shutdown Arthrosian Queen to activate Queen's Guard. Shutdown Queen's Guard to recover Arthrosian Queen. Shutdown Queen's Guard when outside of the flagship.

Limit: *Hive Control.* While stressed out, asleep, or unconscious, shutdown Queen's Guard. Recover that stress or wake up to recover Queen's Guard. If emotional or mental trauma received, shutdown Queen's Guard until trauma recovered.

Limit: *Mob Cohesion.* Mob may be targeted individually or by *Area Attack* SFX. D12 physical stress inflicted removes a die from Mob power. Recover Mob after a Transition Scene.

Specs

Combat Expert 8 **Cosmic Expert** 8
Menace Expert 8 **Vehicle Expert** 8

Eradica is one of the three queens of Annihilus. Unlike the other two queens, Eradica is more willing to get out of her command harness and lead her armies personally. She led the initial attack on the Kyln and is currently guiding the ground forces attacking Godthab Omega. She prefers to command her ground forces from the air on her hover disk. Eradica is rather arrogant about her position and abilities and she prefers to fight the strongest foes one-on-one. She is not afraid to use her hover disk as a weapon.

EXTERMINA

Affiliations

Solo	10 10 10
Buddy	8 8
Team	6

Distinctions

- Hive Commander
- Pregnant
- Tiny Legs

Extermina is one of the three queens of Annihilus. While in command of her flagship she is connected to the hive command apparatus and is immobile, thus relying on her Queen's Guard to protect against any incursions into her ship.

Power Sets

ARTHROSIAN QUEEN

Enhanced Durability 8 — Enhanced Senses 8

Enhanced Strength 8 — Telepathy 12

SFX: *Center of the Hive Mind.* When taking an action using Telepathy and using the effect die to add to the doom pool, instead add two stepped-back dice, or add three dice each stepped back by two.

SFX: *Claws & Mandibles.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Second Chance.* If a pool includes a Arthrosian Queen power, spend a doom die to reroll.

Limit: *Exhausted.* Shutdown any Arthrosian Queen power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Limit: *Monarchial Cerebral Beacons.* Telepathy can only be used to create assets when coordinating attacks of Annihilation Wave fleets and ground forces.

HOVER DISK

Subsonic Flight 8 — Superhuman Durability 10

SFX: *Dangerous Flier.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Gear.* Shutdown Hover Disk to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover Hover Disk.

Limit: *Ground Force Transport.* Shutdown Hover Disk when in command of a flagship.

QUEEN'S GUARD

Enhanced Senses 8 — Mob 10 10 10 10

Speed 6 — Superhuman Durability 10

Superhuman Strength 10 — Weapon 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Claws & Jaws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Focus Fire.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

Limit: *Her Sole Protection.* Shutdown Arthrosian Queen and Hover Disk to activate Queen's Guard. Shutdown Queen's Guard to recover Arthrosian Queen and Hover Disk. Shutdown Queen's Guard when outside of the flagship.

Limit: *Hive Control.* While stressed out, asleep, or unconscious, shutdown Queen's Guard. Recover that stress or wake up to recover Queen's Guard. If emotional or mental trauma received, shutdown Queen's Guard until trauma recovered.

Limit: *Mob Cohesion.* Mob may be targeted individually or by *Area Attack* SFX. D12 physical stress inflicted removes a die from Mob power. Recover Mob after a Transition Scene.

Specs

Combat Expert 8	Cosmic Expert 8
Menace Expert 8	Vehicle Expert 8

EXTIRPIA

Affiliations

Solo 10 10 10
Buddy 8 8
Team 6

Distinctions

Hive Commander
Smug
Tiny Legs

Extirpia is in command of the fleet and ground forces attacking Daedalus 5. She is quite confident that the forces of the Annihilation Wave have the upper hand in the war, and that the United Front has no hope of victory. If challenged on the bridge she relies on her Queen's Guard to deal with the intruders as she continues to direct fleet actions. The Queen's Guard consists of hordes of insectoid creatures armed with massive claws and teeth.

Power Sets

ARTHROSIAN QUEEN

Enhanced Durability 8 **Enhanced Senses** 8
Enhanced Strength 8 **Telepathy** 12

SFX: *Center of the Hive Mind.* When taking an action using Telepathy and using the effect die to add to the doom pool, instead add two stepped-back dice, or add three dice each stepped back by two.

SFX: *Claws & Mandibles.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *This War is Won!* On a successful reaction against an emotional attack action, inflict emotional stress with the effect die. Spend a doom die to step it up.

Limit: *Exhausted.* Shutdown any Arthrosian Queen power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Limit: *Monarchial Cerebral Beacons.* Telepathy can only be used to create assets when coordinating attacks of Annihilation Wave fleets and ground forces.

HOVER DISK

Subsonic Flight 8 **Superhuman Durability** 10

SFX: *Dangerous Flier.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Gear.* Shutdown Hover Disk to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover Hover Disk.

Limit: *Ground Force Transport.* Shutdown Hover Disk when in command of a flagship.

QUEEN'S GUARD

Enhanced Senses 8 **Mob** 10 10 10 10
Speed 6 **Superhuman Durability** 10
Superhuman Strength 10 **Weapon** 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Claws & Jaws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Focus Fire.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

Limit: *Her Sole Protection.* Shutdown Arthrosian Queen and Hover Disk to activate Queen's Guard. Shutdown Queen's Guard to recover Arthrosian Queen and Hover Disk. Shutdown Queen's Guard when outside of the flagship.

Limit: *Hive Control.* While stressed out, asleep, or unconscious, shutdown Queen's Guard. Recover that stress or wake up to recover Queen's Guard. If emotional or mental trauma received, shutdown Queen's Guard until trauma recovered.

Limit: *Mob Cohesion.* Mob may be targeted individually or by *Area Attack* SFX. D12 physical stress inflicted removes a die from Mob power. Recover Mob after a Transition Scene.

Specs

Combat Expert 8 **Cosmic Expert** 8
Menace Expert 8 **Vehicle Expert** 8

The Drones

The Wave contains beings from countless worlds, but its primary force is the seemingly endless hordes of insectoid biotechnological creatures bred to be soldiers. They are connected via a telepathic hive mind that facilitates communication of orders and allows other drones to instantly fill a fallen drone's role. They're known to throw themselves into combat with no regard for themselves; they use sheer numbers to overwhelm even the staunchest defenders.

After the Wave has invaded, the drones gather each planet's resources to consume and process ships, energy sources, buildings, and even the bodies of the dead to fuel the Wave.

DRONE GROUND FORCES

Affiliations: **Team** 6 6 6

Distinctions: **More Where They Came From**, **Neophyte Troops**

Power Sets

ARTHROSIAN DRONES

Enhanced Durability 8 **Enhanced Senses** 8

Pulse Rifles 6

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, step up or double Pulse Rifles die. Remove the highest rolling die and use three dice for the total.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D8 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Drones consist of the rank and file of the Arthrosian forces under the command of Annihilus and are armed with pulse rifles and claws. Unlike much of the horde, which is controlled by a hive mind, these units fight with a more traditional military organization structure. After killing their opposition, drones will feed on the remains to regain energy.

DRONE SOLDIER GROUND FORCES

Affiliations: **Team** 8 8 8

Distinctions: **Disciplined**, **Experienced**

Power Sets

ARTHROSIAN SOLDIER

Enhanced Durability 8 **Enhanced Senses** 8

Power Blasters 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, step up or double Power Blasters die. Remove the highest rolling die and use three dice for the total.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Specs: **Combat Expert** 8

Drone soldiers have seen more combat than most other forces in the Annihilation Wave, having participated in Annihilus's wars of conquest in the Negative Zone. They maintain strict military discipline with a traditional command structure. Drone soldiers are better equipped, armed with power blasters and claws. After defeating their foes, drone soldiers will feed on them to regain energy.

ANNIHILATION GROUND FORCE HORDE

Affiliations

Team 6 6 6 6 6

Distinctions

Mindless

They Are Legion

Power Sets

THE SWARM

Enhanced Durability 8

Enhanced Strength 8

Guns 8

Enhanced Senses 8

Flight 6

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Claws & Jaws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Focus Fire.* Against a single target, step up or double Guns die. Remove the highest rolling die and use three dice for the total.

SFX: *Massive Destruction.* Instead of adding your effect die to the doom pool, add two stepped-back dice, or add three dice each stepped back by two.

SFX: *Without Number.* Spend a doom die to add another Team die to the mob, to a maximum of 5D6. Spend a D10 doom die or larger to add another Annihilation Ground Force Horde.

Limit: *Hive Control.* If the flagship or hive queen controlling the horde has been stressed out, step back Team dice. Now D6 physical stress inflicted removes a die from Team. Recover Team dice after a Transition Scene.

Limit: *Nom Nom Nom.* Shutdown a The Swarm power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D8 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Specs

Combat Expert 8

Menace Expert 8

The Annihilation Ground Force Horde consists of countless Arthrosian drones, artillery beetles, wasps, and mindless insect-like creatures armed with a variety of weapons, including pulse rifles, power blasts, claws and teeth. Their tactics are simple—eradicate all opposition through force of numbers. However, the members of the horde often stop to feast on their opposition before moving on.

The Ships

Like the drones, the countless ships that make up the Annihilation Wave are engineered biotechnology with insect-like features. From the capital ships the size of moons to the the small assault ships that attack in endless swarms, the ships are fearsome. Each Queen commands a portion of the Wave from massive flagships, which are in turn dwarfed by Annihilus' own ship.

BEETLE-CLASS STARSHIP

Affiliations

Solo	4
Buddy	6
Team	8

Distinctions

- Armored
- Limited Maneuverability

Power Sets

LIVING CARRIER

Carrier Deck	8	Energy Blast	12
Godlike Durability	12	Space Flight	12
Superhuman Senses	10		

SFX: *Launch Fighters*: Until Carrier Deck has been shutdown, spend a doom die to add more fighters to the Scene, stepping up a Squadron of Wave Fighters Team multiplier by one. Spend a d10 doom die or larger to add another Squadron of Wave Fighters.

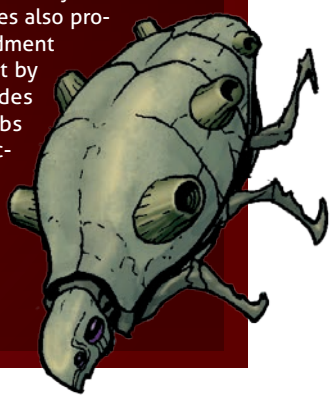
Limit: *Hive Control.* If the flagship or hive queen controlling the fleet has been stressed out, use the Solo affiliation trait.

Limit: *Lateral Energy Cannons.* Can only use Energy Blast against ships.

Specs

Combat Expert	8	Vehicle Expert	8

Beetle-class starships are the primary fighter carriers in the Annihilation Wave. They look roughly like an Earth stag beetle, with spikes and energy cannons situated along the side of the hull, and an open mouth at the front that leads to the carrier deck. These ships are not agile, and are vulnerable to attack by small, fast foes. Beetles also provide a bombardment role to the fleet by launching hordes of larvae bombs that eat structures, disrupting their structural integrity.



FLYING SCORPION-CLASS GUNBOAT

Affiliations

Solo	4
Buddy	6
Team	8

Distinctions

- Big Bang in a Small Package
- Vulnerable Mouth

Power Sets

LIVING GUNBOAT

Energy Blast	12	Godlike Durability	12
Space Flight	12	Superhuman Senses	10
Superhuman Stamina	10		

SFX: *Intense Barrage.* Against a single target, double Energy Blast die. Remove the highest rolling die and use three dice for the total.

SFX: *Self-Repair.* Spend a doom die to recover physical stress of an equal die size.

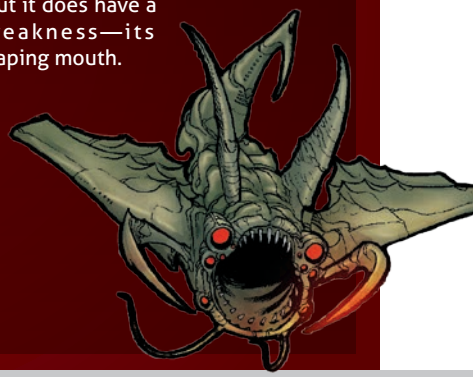
Limit: *Hive Control.* If the flagship or hive queen controlling the fleet has been stressed out, use the Solo affiliation trait.

Limit: *Tissue Damage.* Shutdown *Self-Repair SFX* vs. fire or radiation attack and step up the lowest die in the doom pool or add a d6 doom die.

Specs

Combat Expert	8	Vehicle Expert	8

One of the primary components of the Annihilation Wave, the Flying Scorpion-class gunboat wields a large amount of firepower, despite its small size. The Flying Scorpion is fairly maneuverable and can easily bring to bear its forward-mounted energy cannons and blast its target to bits. It is capable of repairing minor damage, but it does have a weakness—its gaping mouth.



MANTIS-CLASS ASSAULT SHIP

Affiliations

- Solo 4
- Buddy 6
- Team 8

Distinctions

- Quick
- Living Ship

Power Sets

LIVING ASSAULT SHIP

- Energy Blast 10
- Pincers 10
- Superhuman Senses 10
- Godlike Durability 12
- Space Flight 12

SFX: *Here They Come!* When attacking a ship that has had its Space Flight power trait shutdown, place a Drone Ground Forces aboard the target ship.

SFX: *Prepare to Be Boarded.* When attacking the Space Flight power trait on a target ship, add a D6 and step up the effect die.

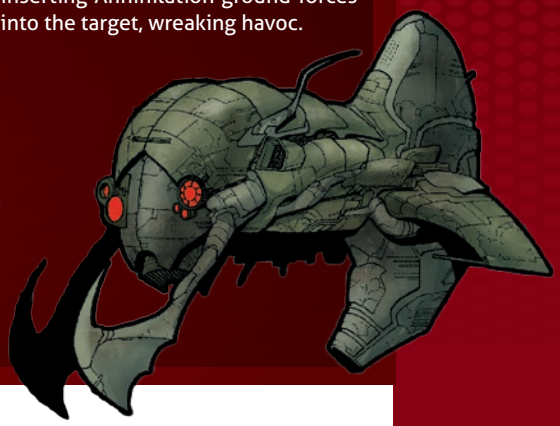
Limit: *Hive Control.* If the flagship or hive queen controlling the fleet has been stressed out, use the Solo affiliation trait.

Specs

- Combat Expert 8
- Vehicle Expert 8

Mantis-class assault ships come in two similarly shaped forms—one that looks like an Earth based praying mantis, and one that looks more like a spaceship with claws.

These ships can attack other ships via their forward-mounted energy cannons or by grabbing hold of a ship and inserting Annihilation ground forces into the target, wreaking havoc.



MILLIPEDE-CLASS HEAVY CRUISER

Affiliations

- Solo 4
- Buddy 6
- Team 8

Distinctions

- Heavily Armored
- Ponderous

Power Sets

HEAVY CRUISER

- Energy Blast 12
- Radiation Blast 12
- Superhuman Senses 10
- Godlike Durability 12
- Space Flight 12

SFX: *Area Attack.* Against multiple targets, when using Energy Blast, for each additional target add a D6 and keep an additional effect die.

SFX: *Armor-Penetrating Beam.* When using Radiation Blast against a target with Durability, double Radiation Blast die.

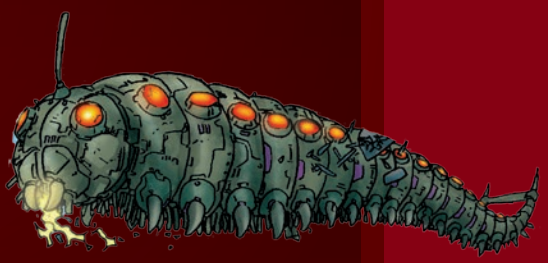
Limit: *Dorsal-Mounted Energy Cannons.* Can only use Energy Blast against ships.

Limit: *Hive Control.* If the flagship or hive queen controlling the fleet has been stressed out, use the Solo affiliation trait.

Specs

- Combat Expert 8
- Vehicle Expert 8

The Millipede-class heavy cruiser is an incredibly tough nut to crack. In addition to its strong exoskeleton, the Millipede has two rows of energy cannons lined down its back and can fire an intense beam of neutron radiation that can easily penetrate the heaviest armor of starships. Fortunately, all this firepower and armor makes the Millipede vulnerable to smaller, maneuverable vessels.



QUEEN'S FLAGSHIP

Affiliations

Solo 10 10 10 10
Buddy 8 8 8
Team 6 6

Distinctions

Center of the Hive Mind
Gigantic
Graceless

Power Sets

ARTHROSIAN BATTLESHIP

Energy Blast 12
Godlike Durability 12
Space Flight 12
Superhuman Senses 10
Telepathy 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Create Stargate.* If a queen is onboard, spend D10 doom to create a stargate and remove Queen's Flagship from the Scene.

SFX: *Focus Fire.* Against a single target, double Energy Blast die. Remove the highest rolling die and use three dice for the total.

SFX: *Hive Command.* When using an Arthrosian Battleship power to create assets, add a D6 and step up the effect die.

SFX: *Queen's Control.* Spend a doom die to recover another ship's emotional or mental stress or step back another ship's emotional or mental trauma.

SFX: *Reactive Shielding.* Double Godlike Durability and add the effect die to the doom pool when making a reaction against an attack from outside the ship. Step up or double your effect die if your reaction succeeds.

SFX: *Reroute Power to Shields*: While Godlike Durability is not shutdown, spend a doom die to set Godlike Durability to that of the spent die.

Limit: *Fleet Formation.* Only uses Buddy or Team Affiliation if in formation with other Flagships. Otherwise, always uses Solo.

Limit: *Large Scale Threat.* For each D12 physical stress effect die applied to Queen's Flagship, remove an Affiliation die. For each D10 applied, step back a power trait.

ARTHROSIAN MARINES

Enhanced Durability 8
Enhanced Senses 8
Mob 8 8 8
Weapon 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

SFX: *Reinforcements.* Spend a doom die to add a die to Mob, up to a maximum of 3D8.

Limit: *Internal Fighting.* Arthrosian Marines may only be used against or targeted by foes inside the Flagship.

Limit: *Mob Cohesion.* Mob may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Mob power. Recover Mob after a Transition Scene.

Limit: *Sabotage.* For each D8 physical stress applied, step back a power trait.

Specs

Combat Expert 8
Vehicle Expert 8

A Queen's Flagship is one of the largest ships in the Annihilation Wave and is the center of the hive command structure. A flagship is very difficult to destroy from external attacks, but is more susceptible to sabotage from within the ship. However, the interior of the ship is guarded by hundreds of Arthrosian Marines, armed with pulse rifles.

ANNIHILUS'S FLAGSHIP

Affiliations

Solo 10 10 10 10 10
Buddy 8 8 8 8
Team 6 6 6

Distinctions

Flagship of the Annihilation Wave
Lumbering

Annihilus's Flagship is the largest ship in the Annihilation Wave. Bristling with weapons, incredible shielding, and protected from boarding actions by over one thousand Arthrosian marines, it is one of the strongest military units in the universe.

Power Sets

ARTHROSIAN DREADNOUGHT

Energy Blast 12
Godlike Durability 12
Space Flight 12
Superhuman Senses 10
Superhuman Stamina 10
Telepathy 10

SFX: *All Serve Annihilus!* Add Telepathy to a dice pool when helping others recover stress. Spend a doom die to recover another ship's emotional or mental stress or step back another ship's emotional or mental trauma.

SFX: *Focus Fire.* Against a single ship, double Energy Blast. Remove the highest rolling die and use three dice for the total.

SFX: *Hive Command.* When using an Arthrosian Dreadnought power to create assets, add a d6 and step up the effect die.

SFX: *Point Defense.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Reactive Shielding.* Double Godlike Durability and add the effect die to the doom pool when making a reaction against an attack from outside the ship. Step up or double your effect die if your reaction succeeds.

SFX: *Repairs.* While Superhuman Stamina has not been shutdown, spend a doom die to recover the flagship's physical stress or a d10 doom die to add one die to Solo affiliation, to a maximum of 5d10.

SFX: *Reroute Power to Shields.* While Godlike Durability is not shutdown, spend a doom die to set Godlike Durability to that of the spent die.

Limit: *Fleet Formation.* Only uses Buddy or Team Affiliation if in formation with other Flagships. Otherwise, always uses Solo.

Limit: *Large Scale Threat.* For each d12 physical stress effect die applied to Annihilus's Flagship, remove an Affiliation die. For each d10 applied, step back a power trait.

ARTHROSIAN MARINES

Enhanced Durability 8
Enhanced Senses 8
Mob 8 8 8 8 8
Weapon 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

SFX: *Reinforcements.* Spend a doom die to add a die to Mob, up to a maximum of 5d8.

Limit: *Internal Defense.* Arthrosian Marines may only be used against or targeted by opponents inside the Flagship.

Limit: *Mob Cohesion.* Mob may be targeted individually or by *Area Attack* SFX. d10 physical stress inflicted removes a die from Mob power. Recover mob after a Transition Scene.

Limit: *Sabotage.* For each d8 physical stress applied from attacks inside the ship, step back a power trait.

Specs

Combat Master 10
Vehicle Expert 8

USING CENTURIONS

The Centurions are far too numerous to catalog and their powers are as varied as you can imagine. This makes them a great opportunity to bring any of your favorite **MARVEL HEROIC ROLEPLAYING** hero or villain datafiles from Earth over to the Cosmic setting. Grab the datafile for Iron Man, the Living Laser, or Spider Woman and rename them as you see fit. These could be playable heroes who have seen the error of Annihilus' ways or villains for you to bring to bear against the heroes.

Centurions

The Centurions—a collection of powered individuals from throughout the Negative Zone—are the hammer Annihilus uses to crack particularly difficult defenders. Some joined under the auspices of saving the universe but others seem to have been coerced or tricked. Regardless, Annihilus has at his disposal a force of powered individuals that rivals the Nova Corps at its peak, the Shi'ar Imperial Guard, or even the combined might of Earth's heroes.

HYBELEA

Affiliations

Solo 4
Buddy 6
Team 8

Distinctions

Blind Adherence to Annihilus
Leader of the Centurions
Misled

Power Sets

FORCE GENERATION

Force Blast 10
Subsonic Flight 8
Superhuman Durability 10
Superhuman Strength 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Versatile.* Replace Force Blast die with 2D8 or 3D6 on your next roll.

Limit: *Exhausted.* Shutdown any Power Set power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

Combat Expert 8
Menace Expert 8
Psych Expert 8

Hybelea, a native of the Negative Zone, is the leader of the Centurions and has been tricked into thinking that the positive matter universe was consuming the Negative Zone. He is capable of generating a force field that can be used as a personal shield and a space suit capable of subsonic flight. Hybelea is also able to project force bolts from his hands.

Ravenous

Ravenous is Annihilus' most trusted general, but his past is clouded in mystery. He commands the Seekers but is often tasked by Annihilus with other significant duties such as escorting powerful allies and delivering important messages. He values his honor above all else.

Ravenous
p. AN68

The Seekers and the Currs

Annihilus is obsessed with the Power Cosmic and its biological applications. To that end, he's tasked his Seekers with capturing samples for him to study. Lead by Ravenous, the Seekers travel in packs and are accompanied by hound-like creatures called Currs. The Currs are attuned to the Power Cosmic and can both sense and track its use and users. They also serve as a conduit for the Essence—sometimes called the Opposing Force—or the Negative Zone equivalent to the Power Cosmic.

A Seeker, when bound to a Curr by an umbilical, can draw upon that power to augment its natural abilities, putting it on par with the Heralds of Galactus. If a Curr is destroyed, it quickly regenerates from the umbilical but cannot access the Essence until it has done so.

Seekers and
Currs
p. AN69

RAVENOUS

Affiliations

Solo	8
Buddy	6
Team	10

Distinctions

- Pack Alpha
- Sadistic
- Talkative

Power Sets

SEEKER

Cosmic Blast	12	Godlike Durability	12
Godlike Strength	12	Space Flight	12
Teleport	12		

SFX: *Burst.* Against a single target, step up or double Cosmic Blast die. Remove the highest rolling die and use three dice for the total.

SFX: *I'll Be Back.* Spend d10 doom to remove Ravenous from the Scene.

SFX: *Long-Winded Monologue.* When taking an action that includes a Seeker die, instead of adding your effect die to the doom pool, add two stepped-back dice, or add three dice each stepped back by two.

Limit: *Conduit of the Opposing Force.* While all Team of Currs Pack dice have been defeated, shutdown Seeker.

Limit: *Interstellar Travel.* Teleport is limited to interstellar or intergalactic distances.

TEAM OF CURRS

Godlike Senses	12	Pack	8 8
Superhuman Reflexes	10	Superhuman Stamina	10

SFX: *Cosmic Trackers.* Spend a doom die or use an effect die to create a Traced complication for a target. Track that target anywhere until the complication is removed or Godlike Senses is shutdown.

SFX: *Dangerous.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted.

SFX: *Healing.* Spend a doom die to recover Ravenous' own physical stress or spend a d10 doom die to add another Pack die, to a maximum of 2d8.

Limit: *Pack Cohesion.* Pack may be targeted individually or by *Area Attack* SFX. d10 physical stress inflicted removes a die from Pack power. Recover Pack after a Transition Scene.

Specs

Combat Master	10	Cosmic Expert	8
Covert Expert	8		

Ravenous is the most powerful of the Seekers, a group of individuals from the Negative Zone who, along with their Currs, track down those beings who possess the Power Cosmic. His powers come from the Opposing Force, a power similar to the Power Cosmic from the Negative Zone, but he is but a conduit, having to rely on his Currs. He is very persistent, and believes that all of the former Heralds of Galactus must be captured for Annihilus. He is rumored to have eaten one of his victims after the Annihilation Wave invasion began.

SEEKERS AND CURRS

Affiliations

Team 8 8 8

Distinctions

Sensitive to the Power Cosmic
We Are Inevitable

Power Sets

CURRS

Godlike Senses 12 **Superhuman Reflexes** 10
Superhuman Stamina 10

SFX: *Healing.* Spend a d10 doom die to add another Team die, to a maximum of 3d8.

SFX: *Cosmic Trackers.* Spend a doom die or use an effect die to created a Traced complication for a target. Track that target anywhere until the complication is removed or Godlike Senses is shutdown.

SFX: *Savage Bite.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted.

Limit: *Source of the Opposing Force.* If the Currs are specified as the targets, target may spend 1 PP or a doom die to step up any physical stress inflicted.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. d10 physical stress inflicted removes a die from Team power. Recover Team after a Transition Scene.

SEEKERS

Cosmic Blast 10 **Superhuman Durability** 10
Superhuman Strength 10 **Space Flight** 12
Teleport 12

SFX: *Burst.* Against a single target, step up or double Cosmic Blast die. Remove the highest rolling die and use three dice for the total.

Limit: *Interstellar Travel.* Teleport is limited to interstellar or intergalactic distances.

Limit: *Mere Conduits of the Opposing Force.* Shutdown any Seekers power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

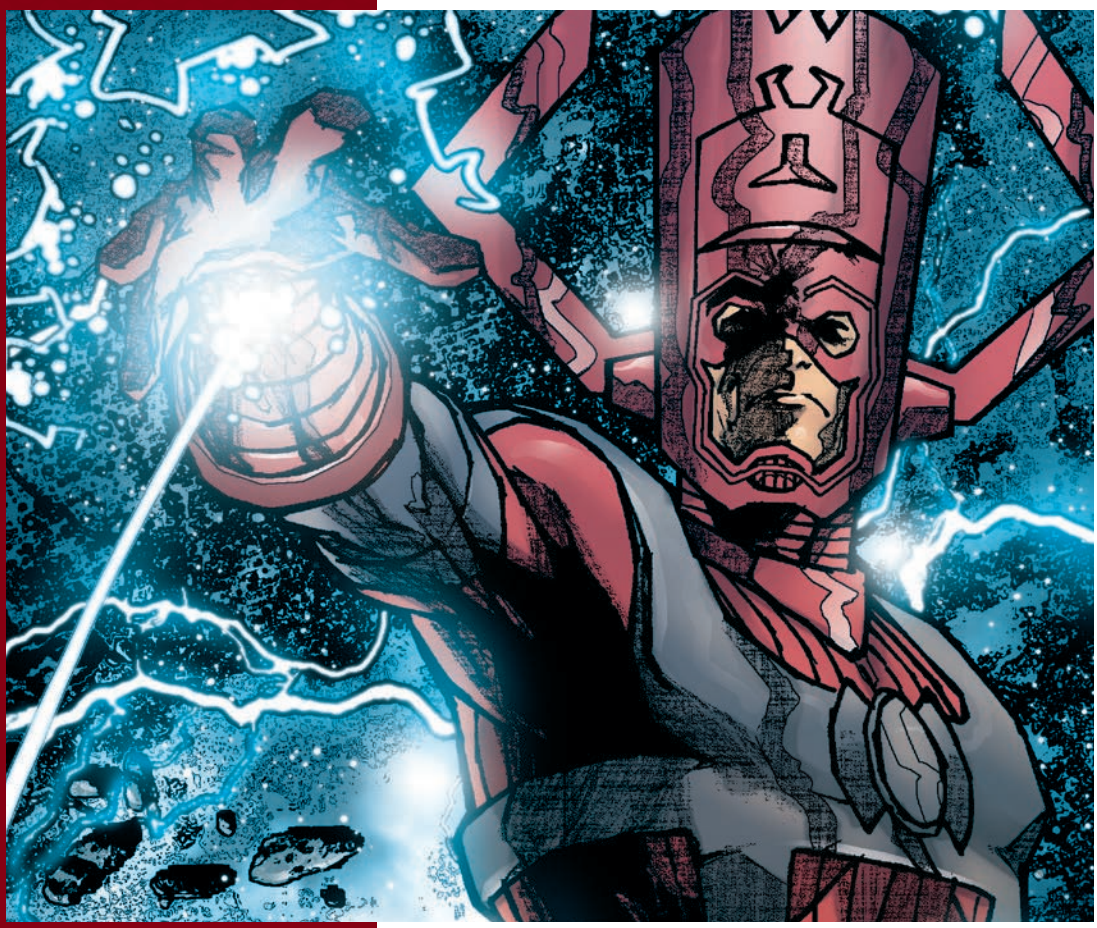
Specs

Combat Expert 8 **Cosmic Expert** 8
Covert Expert 8

Led by Ravenous, the Seekers use dog-like larvae pups as interstellar bloodhounds to track down wielders of the Power Cosmic. Currs have no eyes but use sensor tentacles to sense their surroundings. Currs come in packs of three to one Seeker and they provide the Seekers access to the Opposing Force, an equivalent to the Power Cosmic from the Negative Zone. The Seekers travel through space via their star sleds, which are powered by the Currs.

GALACTUS, THE DEVOURER OF WORLDS

Galactus is a being of unimaginable power and great mystery. It's said he's the sole survivor of the universe before the Big Bang and that he has always existed, always hungered for worlds. Some say he's a force of nature, part of the natural order, and his removal would upset the delicate balance of the universe, possibly unmaking it. Others say his true visage cannot be perceived and his form is only an interpretation of onlookers, taking the shape of their own race or that of a deity. Many things are said about Galactus, but one thing is certain. Galactus is hungry.



GALACTUS

Galan of Taa

Affiliations

Solo	12 12 12 12
Buddy	10 10 10
Team	8 8

Distinctions

- Devourer of Worlds
- The Hunger That Does Not Cease
- Bound By Honor

Power Sets

POWER OF THE COSMOS

Cosmic Blast	12	Cosmic Supremacy	12
Cosmic Senses	12	Godlike Durability	12
Godlike Stamina	12	Godlike Strength	12
Growth	12	Psychic Resistance	10
Telepathy	12	Teleport	12
Transmutation	12		

SFX: *Galactus Hungers.* If Galactus has recently fed, add a die to all of his Affiliations. If Galactus is hungry, remove a die from all Affiliations.

SFX: *Galactus Is of Cosmic Consonance.* Galactus may add more than one Power of the Cosmos power die to his pool. Step back each Power of the Cosmos power die in his pool once for each die beyond the second.

SFX: *Galactus Is of Power.* Galactus adds three dice for his total. Galactus may spend any doom die to add a die to his total, not just a die of equal or greater size.

SFX: *Galactus Must Always Be.* Spend a doom die to ignore physical stress.

SFX: *Galactus Sees All.* Only a single opportunity may be used by a hero on any roll by Galactus, regardless of how many 1s are showing.

SFX: *Know Galactus and Know Fear.* Against multiple targets in the same planetary system, for each additional target add a D8 and keep an additional effect die.

SFX: *Taa II.* When taking an action to create new assets or inflict new complications using one of his Specialties, Galactus may spend a die from the doom pool to create another asset or complication of equal size.

Limit: *Galactus Does Not Suffer Betrayal Lightly.* Step up stress or complications resulting from a former or current Herald or from an oath Galactus has sworn to step up the lowest die in the doom pool or add a D6 doom die.

Limit: *Galactus Is a Universal Scale Threat.* Remove an Affiliation die for each stepped-up D12 stress effect die applied to Galactus. Galactus only uses his Buddy or Team affiliation dice when working with beings of comparable power, and otherwise uses his Solo affiliation, even when working with a Herald.

Limit: *Unworthy of Galactus.* Galactus never makes an effect die on a reaction unless that hero has previously inflicted stress or a complication on him.

Limit: *Galactus Fears Only One Thing.* Step up stress inflicted by threats or use of the Ultimate Nullifier.

Specs

Cosmic Grandmaster	12	Science Grandmaster	12
Tech Grandmaster	12		

THE POWER COSMIC

Galactus is both the wielder and the source of the Power Cosmic, which allows him to accomplish almost anything he desires. He can manipulate matter, travel across time and space, and even destroy worlds with a thought. His Heralds, some of the most powerful beings in the galaxy, have access to just a fraction of Galactus' power.

Wielding the Power Cosmic changes a being; this is often represented by a physical change. Many of the wielders have a focus for it, such as the Surfer's board, Firelord's staff, and Terrax's axe; even Galactus' armor is said to channel the power.

POWER COSMIC

Cosmic Energy Blast	12	Cosmic Energy Mastery	10
Cosmic Senses	12	Godlike Durability	12
Godlike Stamina	12	Godlike Strength	12
Space Flight	12	Teleport	12
Transmutation	10		

SFX: *Healing.* Add Transmutation to your dice pool when helping others recover stress. Spend 1 PP to recover your own or another's physical stress or step back your own or another's physical trauma.

SFX: *Invulnerability.* Spend a PP to ignore physical stress or trauma.

SFX: *Multipower.* Add more than one Power Cosmic power die to your pool. Step back each Power Cosmic power die in your pool once for each die beyond the first.

Limit: *Power Beyond Mortal Ken.* Change any Power Cosmic power into a complication to gain a PP. Remove the complication or activate an opportunity to recover.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

SHIPS

In addition to the Power Cosmic, Galactus has access to technology beyond anything in this universe. He used it to create a vessel called **Taa II,** or the **Worldship**—it's approximately the size of a solar system. The Worldship is a storehouse for ancient relics, strange creatures, unusual devices, and powerful weapons, most notably the Ultimate Nullifier. Galactus is more often found in his **Sphere Ship**, a moon-sized vessel used to facilitate the devouring of worlds.

ULTIMATE NULLIFIER

The Ultimate Nullifier is said to be the greatest weapon in the universe and the one thing Galactus fears. It has the power to remove something entirely from existence. However, if it's not wielded correctly or is wielded by someone without the will to operate it, they too are erased. It's also somehow tied to Galactus; some say it's an extension of him, and it always returns to him in time.

HERALDS

Long ago, Galactus fed less frequently; but as his hunger grew he created beings to seek out new worlds for him. He gifted these beings with various forms of the Power Cosmic. His Heralds serve him for a time, seeking out planets that match Galactus' palate, but eventually they are dismissed. Heralds have left Galactus' service due to their own guilt at the destructions of worlds, an overabundance of viciousness, betrayal of Galactus, or death.

The Silver Surfer

Clad in gleaming silver and riding a metallic surfboard, Norrin Radd, the Silver Surfer, became a Herald to save his own planet. He turned on Galactus to save Earth and is now widely seen as a force for good.

Silver Surfer p. AN220

Firelord

Seemingly made of fire and wielding a fire-tipped staff, Pyreus Kril once tracked down Galactus and demanded to know the fate of his friend Gabriel Lan. In exchange for that knowledge, he became a Herald. Now called Firelord, he served Galactus for only a short time before he was released in an exchange with the Asgardians.

Firelord p. AN188

GABRIEL THE AIR-WALKER

Affiliations

Solo 8
Buddy 6
Team 4

Distinctions

Former Herald of Galactus
Inorganic
Limited Range of Emotion

Power Sets

ANDROID BODY

Enhanced Durability 8

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from diseases, lack of food or water, or fatigue.

Limit: *Vulnerability.* Step up physical stress from magnetic attacks to step up the lowest die in the doom pool or add a D6 doom die.

POWER COSMIC

Cosmic Blast	10	Cosmic Supremacy	12
Godlike Durability	12	Godlike Senses	12
Godlike Stamina	12	Godlike Strength	12
Space Flight	12	Superhuman Reflexes	10
Teleport	12	Transmutation	10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Multipower.* Add more than one Power Cosmic power die to a pool. Step back each Power Cosmic power die in that pool once for each die beyond the first.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

Specs

Combat Master 10
Cosmic Master 10

Gabriel Lan

Gabriel is a former herald of Galactus and during his period of service, he was the closest thing Galactus has ever had to a true friend. Originally a member of the Xandarian Nova Corps, Gabriel has been killed and resurrected in an android body multiple times. Unlike the other heralds, Gabriel's use of cosmic energy does not have a visible manifestation. He also does not use an object to aid in space travel, instead flying under his own power, although he does manifest flaming wings.

Terrax the Tamer
p. AN234

Stardust
p. AN224

Terrax the Tamer

Tyros of Birj, also known as Terrax the Tamer, wields a massive axe and has the power to control stone. Galactus sought the violent former dictator to serve as a Herald, believing him to be without moral qualms. Terrax betrayed Galactus and was stripped of his powers, but has regained and lost them several times since he left Galactus' service.

Stardust

A creature of pure energy that wields a halberd, Stardust is Galactus' latest Herald. She serves Galactus with distinction, even during an attempt on Galactus' life.

NOVA/FRANKIE RAYE

Affiliations

- Solo 8
- Buddy 6
- Team 4

Distinctions

- Former Herald of Galactus
- Plumed with Cosmic Flame
- Rediscovered Compassion

Power Sets

POWER COSMIC

Fire Blast	12	Fire Mastery	10
Godlike Durability	12	Godlike Senses	12
Godlike Stamina	12	Godlike Strength	12
Space Flight	12	Superhuman Reflexes	10
Teleport	12		

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Fiery Body.* On a successful reaction against a close-combat attack action, inflict physical stress with the effect die. Spend a doom die to step it up.

SFX: *Flaming Constructs.* When using a Power Cosmic power to create fire-based assets, add a D6 and step up the effect die.

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from fire, heat, or cold.

SFX: *Multipower.* Add more than one Power Cosmic power die to a pool. Step back each Power Cosmic power die in that pool once for each die beyond the first.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

Specs

Combat Expert	8	Cosmic Master	10
Menace Expert	8	Psych Expert	8

Frankie Raye

In order to save Earth after Galactus arrived to feed, Frankie Raye offered herself as Herald and became Nova. She is capable of manipulating cosmic energy in the form of star fire, and can produce any form of energy that a star can produce: heat, electromagnetic radiation, gravity, and charged particles. Although she was apathetic about leading Galactus to populated worlds, the Silver Surfer shook her out of her apathy when he tricked her into admitting that she would have led Galactus to feed on Earth in the past.

MORG

Affiliations

Solo	8
Buddy	6
Team	4

Distinctions

- Executioner
- Former Herald of Galactus
- Sociopath

Power Sets

COSMIC AXE

Force Blast	12	Superhuman Durability	10
Weapon	10		

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Sunder Weapon.* On a successful reaction against a physical attack, activate an opportunity to activate opponent's Gear Limit, then add a D6 to the doom pool.

Limit: *Gear.* Shutdown Cosmic Axe to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover Cosmic Axe.

POWER COSMIC

Cosmic Mastery	10	Godlike Durability	12
Godlike Senses	12	Godlike Stamina	12
Godlike Strength	12	Space Flight	12
Superhuman Reflexes	10	Teleport	12

SFX: *Berserk.* Add a doom die to an attack action. After that action, step back the doom die and return it to the doom pool.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

Specs

Combat Master	10	Cosmic Master	10
Menace Master	10		

Morg was selected as a Herald of Galactus after attempting to defend his medieval world against the Devourer. Unlike other Heralds, Morg selected high population worlds to be consumed by Galactus. Morg was captured by the servants of Tyrant and was used by him as a power source until an attack by Thanos, Terrax, and Ganymede freed him. While defending Galactus against an attack by Tyrant, a mishap in using the Ultimate Nullifier caused a catastrophic explosion that critically injured Morg.

RED SHIFT

Affiliations

Solo	10
Buddy	8
Team	6

Distinctions

- Former Herald of Galactus
- Mysterious Second Master
- Proud

Power Sets

POWER COSMIC

Cosmic Blast	12	Godlike Durability	12
Godlike Senses	12	Godlike Stamina	12
Godlike Strength	12	Space Flight	12
Superhuman Reflexes	10	Teleport	12
Weapon	10		

SFX: *Multipower.* Add more than one Power Cosmic power die to a pool. Step back each Power Cosmic power die in that pool once for each die beyond the first.

SFX: *Portal Misdirection.* On a successful reaction against a physical attack action, inflict physical stress with the effect die. Spend a doom die to step it up or to inflict the stress on another opponent.

SFX: *Twin Swords.* Replace Weapon die with 2d8 or 3d6 on your next roll.

Limit: *Gear.* Shutdown Power Cosmic to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover Power Cosmic.

Specs

Combat Master	10	Cosmic Master	10
Menace Master	10		

Almost nothing is known about Red Shift's origins. During a fight with the Silver Surfer, when Red Shift directed Galactus towards Earth, Red Shift mentioned that he served two masters, but the other has yet to be revealed. The Silver Surfer defeated Red Shift when the Silver Surfer separated him from his twin cosmic swords and trapped him in a black hole. Red Shift's powers include the ability to open dimensional portals that can trap foes, pull items through to attack his enemies, or to redirect attacks directed for him back at his foes.

Other Heralds

A few other beings have been temporarily empowered as Heralds or servants of Galactus for a short time, most notably **Johnny Storm**, AKA the Human Torch; Alison Blaire, AKA **Dazzler**; and the Asgardian construct known as **the Destroyer**. There are rumors of another Herald from Earth who was adept at sating Galactus' hunger, but these rumors are usually dismissed.

One of Galactus' earliest experiments in imbuing his servants with the Power Cosmic proved dangerous, and the former Herald now holds a powerful grudge against its former master.

Fallen One
p. AN80

GALACTUS MILESTONES

Galactus Must Be Fed

Galactus is a necessary evil to ensure cosmic balance. Though it's terrible, he must be kept fed—or else the consequences will be ever more far-reaching.

1 XP when you study a planet's resources.

3 XP when you find a piece of a world that you will keep safe from the hunger of Galactus.

10 XP when you either feed a populated world to Galactus or declare his hunger evil and leave his service.

Galactus Must Be Stopped

Devourer of countless worlds, including possibly your own, Galactus must finally be stopped before he destroys another inhabited world.

1 XP when you reference a world that's been destroyed by the hunger of Galactus.

3 XP when you inflict stress or a complication on Galactus or his herald.

10 XP when you successfully drive Galactus away from a populated world he was intending to feed on, or aid Galactus' feeding in order to preserve cosmic consonance.

GALACTUS UNLOCKABLES

Though a being of unimaginable power, Galactus has shown that he can be reasoned with; he even possesses some measure of honor.

- **[5, 10 or 15 XP] Favor from Galactus:** Galactus pays his debts. For 5 XP, Galactus will do one minor favor for you that does not tax him,such as having his Herald transport you to another well known location or provide a piece of important information. For 10 XP, Galactus himself will instantly teleport you and your allies to virtually anywhere in the galaxy, completely restore you and your allies, or loan you a piece of advanced technology. Alternatively, Galactus may lend his current Herald to your cause. For 15 XP, Galactus will grant you access to the Power Cosmic, perhaps even choosing you as a new Herald.

THE CRUNCH

The Crunch energy cascade exists at the border between our constantly expanding universe and the ever contracting Negative Zone. The Massive Energy Output of the Crunch is harnessed by the Kyln and sent as useful power to more than two hundred planetary systems.

THE KYLN

Situated directly on the Crunch energy cascade near the planet of Eden, the Kyln are a network of massive power-generating units that harness power from the expansion of the universe. The units draw energy from the cascade and transfer that energy to numerous civilizations.

Despite being a well-used energy source, the origin of the Kyln is unknown. They were discovered millennia ago by a group of clerics who made a pilgrimage to the edge of the universe. Today, the same sect of clerics lives at the Kyln and performs maintenance as their spiritual duty. The Kyln is also staffed and maintained by a confederation of organizations and volunteers from many different space-faring civilizations.

In addition to producing energy, the Kyln is a maximum security prison facility that houses the most dangerous inmates in known space. It has a death rate close to 100% and has an inmate life expectancy of less than 3 years. Prisoners are brought to the Kyln by the Omega Core, an inter-stellar police force. Once there, they are injected with nano-sentinels which cause paralysis or death if a prisoner attempts to escape.

OMEGA CORE OFFICER

Enhanced Speed	8	Enhanced Stamina	8
Paralysis Ray	8	Superhuman Senses	10

SFX: *Confidential Informants.* Step up any Crime resource made during a Transition Scene.

SFX: *No Disintegrations.* When inflicting restraint-based complications on a target, add a D6 and step up your effect die.

Limit: *Lethal Force Not Authorized.* Gain 1 PP when you pull your punch.

Limit: *Bound By Law.* Gain 1 PP to step up emotional stress from law-breaking or losing authority.

Specialties:

Combat Expert	8	Covert Expert	8
Crime Master	10	Menace Expert	8
Vehicle Expert	8		

OMEGA CORPSMAN

Affiliations: Solo 4, Buddy 6, Team 8

Distinctions: Pan-Galactic Lawman; "We Can Handle It!"

OMEGA CORPS PROGRAM

Power Sets

Comms 8, Enhanced Durability 8, Weapon 8

SFX: *Riot Training.* Add a D6 and step up effect die when fighting mobs.

SFX: *Seen It All.* Spend a D6 doom die to recover emotional or mental stress based on intimidation or criminal acts.

Limit: *Gear.* Shutdown an Omega Corps Program power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs: Combat Expert 8, Crime Expert 8, Vehicles Expert 8

The members of the Omega Corps have devoted their lives to corralling the worst criminals in the galaxy. Tough-as-nails and well-trained in law-enforcement and prisoner containment tactics, they keep the Kyln's worst from breaking out to menace the universe. Individual members of the Omega Corps may have different powers or abilities common to their respective races.

Kyln Cleric

A seasoned devotee of the mysterious sect that provides maintenance to the Kyln, the priests have acquired a wealth of sophisticated engineering expertise during their career working on the prison's power plants. They may also have some insight into the mysterious origins of the Kyln.

Data File: Expert Kyln Cleric 8

Solo 4, Buddy 6, Team 8

Cosmic Expert 8, Mystic Expert 8

KYLN PRISONERS

Affiliations: Team 8 8 8 8 8

Distinctions: Desperate; Scum of the Universe

MOB OF CONVICTS

Power Sets

Grab 8, Swarm 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Worst in the Galaxy.* Step back all Team dice in an attack action pool to add a D6 and step up stress inflicted.

Limit: *Mob Cohesion.* Mob may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Mob power. Recover Mob after a Transition Scene.

Deemed too dangerous to incarcerate anywhere else, the prisoners of the Kyln are among the most feared criminals in the universe. Gathered and imprisoned on the Crunch Energy Cascade, they are largely devoid of hope of escape and have few mutual bonds beyond a common desire for escape.. The prisoners are implanted with nanowardens designed to keep them in line, but should the system fail the results would be terrifying.

SIGNIFICANT KYLN PRISONERS

The Maker (AKA the Beyonder)

Once known as the Beyonder, this powerful sentient energy being was imprisoned at the Kyln as punishment for destroying Eru 7, a Shi'ar colony. She once instigated a riot at the Kyln by deactivating all of the nano-sentinels. The riot was subsequently put down, and the Maker was left in a comatose state. She's still incarcerated and is thought to be brain-dead.

FALLEN ONE

Affiliations

Solo	10 10 10
Buddy	8 8
Team	6

Distinctions

- Enslaved by Thanos
- Galactus's First Herald
- Power Hungry

Power Sets

DARK ENERGY

Cosmic Blast	12	Cosmic Mastery	10
Godlike Durability	12	Godlike Senses	12
Godlike Stamina	12	Godlike Strength	12
Space Flight	12	Superhuman Reflexes	10
Teleport	12		

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Multipower.* Add more than one Power Cosmic power die to a pool. Step back each Power Cosmic power die in that pool once for each die beyond the first.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

Limit: *Large Scale Threat.* For each D10 physical stress effect die applied to Solo trait, remove an Affiliation die.

Specs

Combat Master	10	Cosmic Master	10
Menace Master	10		

The first herald of Galactus, the Fallen One was granted the power to control dark energy rather than cosmic energy like later heralds. After being cast out by Galactus, the Fallen One has been imprisoned multiple times but later escaped, each time seeking out and attacking Galactus. The Fallen One was last released when the Kyln was damaged in a battle between Thanos and the Maker. In the subsequent battle with Galactus, Galactus teleported the Fallen One to Thanos's ship, where Thanos defeated and mentally enslaved him.

Tenebrous and Aegis

Long ago, Galactus clashed with the Proemial Gods and slew almost all of them. Only Tenebrous of the Darkness and Aegis, the Lady of All Sorrows, survived. Galactus imprisoned Aegis and Tenebrous in one of the containment moons of the Kyln. They have remained imprisoned there for eons.

AEGIS

Affiliations

Solo	8 8
Buddy	12 12 12 12
Team	10 10 10

Distinctions

- Culler of Aberrations & Divergences
- Imprisoned For An Eternity
- Proemial God

Power Sets

OF ALL SORROWS

Cosmic Blast	12	Cosmic Senses	12
Cosmic Supremacy	12	Godlike Durability	12
Godlike Stamina	12	Godlike Strength	12
Growth	12	Psychic Resistance	10
Telepathy	12	Space Flight	12
Teleport	12		

SFX: *Aegis Sees All.* Only a single opportunity may be used by a hero on any roll by Aegis, regardless of how many 1s are showing.

SFX: *Of Cosmic Consonance.* Aegis may add more than one Of All Sorrows power die to her pool. Step back each Of All Sorrows power die in your pool once for each die beyond the second.

SFX: *Proemial Power.* Aegis adds three dice for her total. Aegis may spend any doom die to add a die to her total, not just a die of equal or greater size.

SFX: *Purge.* Step back the highest die in an attack action pool to add a D8 and step up stress inflicted.

SFX: *Universal Abstract.* Spend a doom die to ignore physical stress.

Limit: *Universal Scale Threat.* Knock away an Affiliation die for each stepped-up D12 stress effect die applied to Aegis. Aegis only uses her Buddy or Team affiliation dice when working with beings of comparable power, and otherwise uses her Solo affiliation.

Limit: *Unworthy of Aegis.* Aegis never makes an effect die on a reaction unless that hero has previously inflicted stress or a complication on her.

Limit: *The Energy that Birthed Her.* Step up stress from any pool containing Crunch Energy and shutdown Proemial God to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Cosmic Grandmaster	12	Psych Grandmaster	12

TENEBROUS

Affiliations

Solo	8 8
Buddy	12 12 12 12
Team	10 10 10

Distinctions

- Command of Dark Matter
- Imprisoned for an Eternity
- Proemial God

Power Sets

OF THE DARKNESS BETWEEN

Cosmic Blast	12	Cosmic Senses	12
Cosmic Supremacy	12	Godlike Durability	12
Godlike Stamina	12	Godlike Strength	12
Growth	12	Psychic Resistance	10
Telepathy	12	Space Flight	12
Teleport	12		

SFX: *Of Cosmic Consonance.* Tenebrous may add more than one Of The Darkness Between power die to his pool. Step back each Of The Darkness Between power die in your pool once for each die beyond the second.

SFX: *Proemial Power.* Tenebrous adds three dice for his total. Tenebrous may spend any doom die to add a die to his total, not just a die of equal or greater size.

SFX: *Living Matter That Binds the Universe.* Step back the highest die in an attack action pool to add a D8 and step up stress inflicted.

SFX: *Tenebrous Sees All.* Only a single opportunity may be used by a hero on any roll by Tenebrous, regardless of how many 1s are showing.

SFX: *Universal Abstract.* Spend a doom die to ignore physical stress.

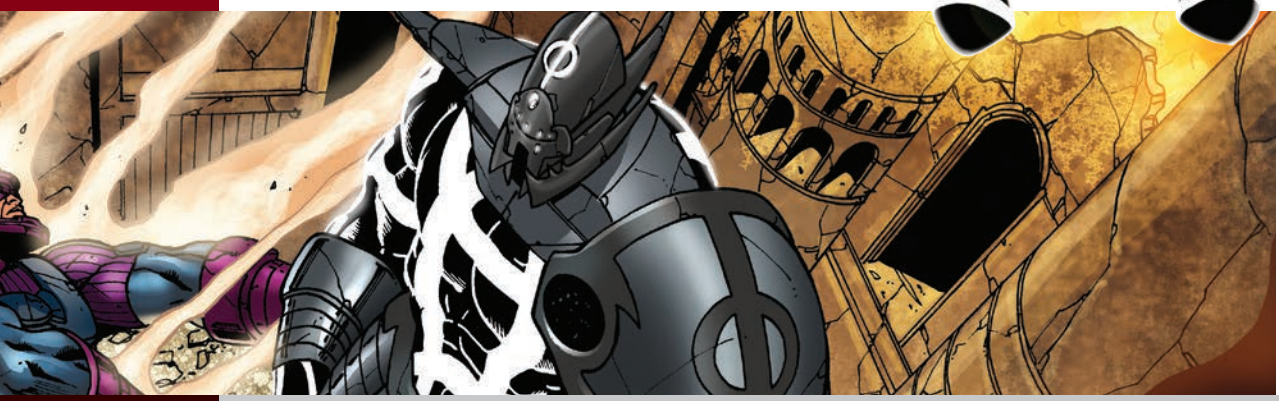
Limit: *Universal Scale Threat.* Knock away an Affiliation die for each stepped-up D12 stress effect die applied to Tenebrous. Tenebrous only uses his Buddy or Team affiliation dice when working with beings of comparable power, and otherwise uses his Solo affiliation.

Limit: *Unworthy of Tenebrous.* Tenebrous never makes an effect die on a reaction unless that hero has previously inflicted stress or a complication on him.

Limit: *The Energy That Birthed Him.* Step up stress from any pool containing Crunch Energy and shutdown Proemial God to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Cosmic Grandmaster	12	Menace Grandmaster	12



KYLN MILESTONES

Clear Your Name

You were wrongly imprisoned by one of the major galactic powers and sentenced to life in the Kyln. Though it may seem hopeless, you're determined to clear your name of the charges.

1 XP when you protest your innocence to your alleged crimes.

3 XP when you create an asset in order to help clear your name.

10 XP when you either clear your name or take full responsibility for your crimes.

Infiltrate the Prison

The worst of the worst prisoners of the universe are imprisoned in the Kyln. One of these prisoners has information of critical importance, but the only way to get it is to enter the prison yourself as a prisoner.

1 XP when you ask about your target prisoner.

3 XP when you help your target prisoner out of a tight spot.

10 XP when either you get the information you need, or take over Kyln and rise up as the prison's warlord.

KYLN UNLOCKABLES

- **[5 XP/10 XP] Prisoner Information:** The Kyln prisoners are the scum of the universe, but they also know some of the universe's best kept secrets. For 5 XP, one of the prisoners is willing to provide some information regarding a faction that the heroes are dealing with. For 10 XP, a prisoner knows a piece of unique lore—which is likely the reason he was put away to begin with.
- **[5 XP/10 XP] Inmate Assistance:** Some of the most dangerous individuals in the cosmos are locked in the Kyln, and they could be useful—if not particularly trustworthy—allies after the Annihilation Wave destroys the prison. For 5 XP, one of the surviving Kyln inmates teams up with the heroes and aids them for as long as it's in the prisoner's interest. For 10 XP, the prisoner remains loyal, wishing to redeem himself for past transgressions.
- **[5 XP/10 XP] Recruit Omega Core:** One of the last surviving Omega Core officers from the Kyln is at your service. For 5 XP, he deputizes you into the Omega Core and grants you information and access to resources. For 10 XP, the officer joins you and fights to the death to bring Annihilus to justice and avenge his fallen comrades.

OTHER COSMIC LOCATIONS

The worlds of the Kree, Shi'ar, and Skrull empires are just a drop in the bucket when compared to the rest of the universe. Cosmic events like the Annihilation War can easily spread from galaxy to galaxy.

ALPHA CENTAURI STAR SYSTEM

The third planet in this trinary star system, Arima is home to the Alpha Centaurians who also colonized the nearby planet Alpha Centauri A. Due to the heat of its three suns, the ocean world Arima is Venting Water Vapor into space, making water a highly valuable commodity to the aquatic natives.

BADOON HEGEMONY

One of the oldest races of the universe, the reptilian Badoon have conquered more than 70% of the Milky Way Galaxy. Their rule stretches from their homeworld Lotiara in the Lamora system to distant places like the fringe world Thuitoa in the Obada'an System. After the gender wars that ravaged their homeworld, the male Badoon colonized the nearby planet Moord, leaving Lotiara as more of a Savage Wilderness. While their Queen leads the peaceful female Badoon from their wild planet, the warlike males have developed some of the best Personal Cloaking Technology in the universe and created their massive empire under the leadership of their Brother Royal.

BADOON HUNTERS

Affiliations

TEAM 8 8 8 8 8

Distinctions

AGGRESSIVE

GENDER DIFFERENCES

Power Sets

BADOON ARMS & ARMOR

ENHANCED DURABILITY 8 **INVISIBILITY** 8

WEAPON 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D8 and keep an additional effect die.

Limit: *Man Power.* After losing a TEAM die from an attack by a female character, remove an additional TEAM die and add it to the doom pool.

Limit: *Team Cohesion.* TEAM may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from TEAM. Recover TEAM after a Transition Scene.

The Badoon empire is older than the Skrull or Kree but severe gender-based conflicts and the rise of competing powers caused the reptilian alien race to gradually decline in power and importance, yet they remain a potent threat. The all-male Hunters form the bulk of the military forces and are commonly equipped with advanced energy weapons, armor, and personal cloaking technology.

MONSTER OF BADOON

Affiliations

SOLO 8

BUDDY 4

TEAM 6

Distinctions

CYBORG MONSTROSITY

PROGRAMMED FOR LOYALTY

Power Sets

WEAPON OF WEAPONS

ENERGY BLAST 8 **GODLIKE STRENGTH** 12

SUPERHUMAN DURABILITY 10 **SUPERHUMAN STAMINA** 10

SFX: *Deadly Arsenal.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Engine of Destruction.* Add a doom die to an attack action. After that action, step back the doom die and return it to the doom pool.

SFX: *Versatile.* Split GODLIKE STRENGTH into 2D10 or 3D8.

Limit: *System Overload.* Shutdown a WEAPON OF WEAPONS power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

COMBAT EXPERT 8 **MENACE EXPERT** 8

The Monster of Badoon is a fearsome mix of weaponized robotic and organic components. It is considered to be one of the most devastating weapons in the Badoon arsenal and is usually summoned to deal with exceptionally formidable threats. Commanded by Brother Royal, a Badoon leader, the Monster faced off against Silver Surfer, Thing, and other powerful heroes.

BETA CENTAURI STAR SYSTEM

Centauri IV, the fourth planet in the Beta Centauri system, is home to the primitive Centaurian race. The planet is a beautiful, wild world with Dense Foliage perfect for the foraging society.

YONDU CHANDRA

Affiliations

Solo 4
Buddy 6
Team 8

Distinctions

Centauri Shaman
Master Archer
Skilled Tracker

Power Sets

BOW & ARROWS

Weapon 6

SFX: *Sonic Redirection.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

Limit: *Gear.* Shutdown Bow & Arrows to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover Bow & Arrows.

CENTAURIAN NATIVE

Enhanced Reflexes 8 Enhanced Senses 8

SFX: *Focus.* If a pool includes a Centaurian Native power, replace two dice of equal size with one stepped-up die.

SFX: *Sixth Sense.* If a pool includes Enhanced Senses, spend a doom die to reroll.

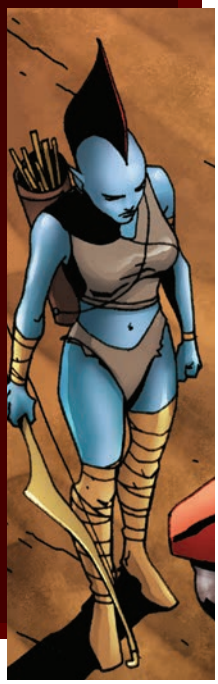
Limit: *Primitive.* Step up emotional stress from advanced technology to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Acrobatics Expert 8 Combat Expert 8
Covert Expert 8

Yondu Chandra

Young hunter and shaman for her people, Chandra is a member of the primitive people of Beta Centauri's fourth planet. Raised on a wild world filled with dangers, she learned to hone her native "sixth sense" and her race's secret of re-directing arrows using a four-toned whistle. Chandra is among those captured by Randau the Space Parasite and transported to New Xeron to feed the tyrant's hunger for life force.



BLACK GALAXY

Though eventually colonized by the Rigellians, the Black Galaxy is most notable for spawning Living Planets like Ego the Living Planet and Id the Selfish Moon.

BREAKWORLD

Breakworld is a planet populated by a highly advanced culture living in a War-Torn City. The people of the Breakworld live in fear of a prophecy that foretells their destruction by a metal-skinned human.

DARK NEBULA

The Dark Nebula is the star system that used to contain the Dire Wraith's ancestral homeworld, **Wraithworld**. Though Wraithworld was removed from the system and put into Limbo, the Black Sun it orbited still remains. Even when the Nebula is cloaked, the Black Sun emits Sorcerous Rays and has proven impossible for even Galactus to consume.

DIRE WRAITH

Affiliations

Solo 6
Buddy 4
Team 8

Distinctions

Deceptive
Strict Hierarchy
Science and Sorcery

Power Sets

METAMORPHIC PREDATOR

Enhanced Durability 8
Enhanced Stamina 8
Enhanced Strength 8
Shapeshifting 10
Telepathy 8

SFX: *Drill Tongue.* Spend a doom die to use Enhanced Strength, Telepathy, and Shapeshifting in a single attack action. If the target is stressed out by this attack, assume its form and memories. If not, step back Enhanced Strength, Telepathy, and Shapeshifting. Recover during a Transition Scene or by spending a doom die.

SFX: *Specialized Forms.* When using Shapeshifting to create assets, add D6 and step up effect die.

Limit: *Banishment.* If a Dire Wraith becomes stressed out, it vanishes back to Limbo, leaving nothing but dust behind.

Limit: *Psychic Backlash.* Step up mental stress suffered from reaction effect dice to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Covert Expert 8
Menace Expert 8

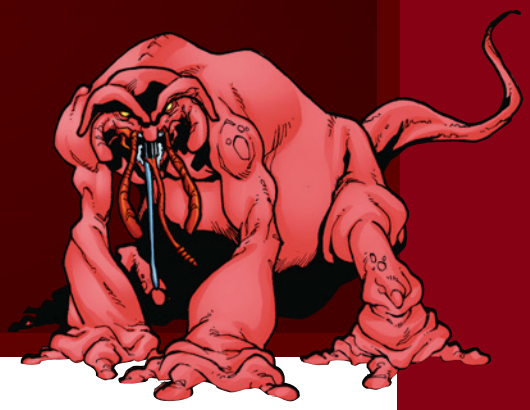
Female:

Cosmic Expert 8
Mystic Expert 8

Male:

Science Expert 8
Tech Expert 8

Created by the Celestials using Skrull Deviants, the Dire Wraiths are the sworn enemies of the Galadorian Spaceknights who seek to prevent the Wraiths from conquering and corrupting other cultures. Although Wraith males traditionally use technology while females focus on magic, individuals will sometimes possess great aptitude in opposing disciplines and many Wraith creations mix both science and sorcery. Wraiths also have special shapeshifting forms based on their homeworld's fauna, such as the black flying Deathwings or wolf-like Hellhounds.



DIRE WRAITH QUEEN

Affiliations

Solo	6
Buddy	4
Team	8

Distinctions

- Alien Sorceress
- Matriarch
- Treacherous

Power Sets

WRAITH MOTHER

Shapeshifting	12	Superhuman Durability	10
Superhuman Stamina	10	Superhuman Strength	10
Telepathy	10		

SFX: *Drill Tongue.* Spend a doom die to use Enhanced Strength, Telepathy, and Shapeshifting in an attack action. If the target is stressed out by this attack, assume its form and memories. If not, step back Enhanced Strength, Telepathy, and Shapeshifting. Recover during a Transition Scene or by spending a doom die.

SFX: *Queen Mother.* Spend a D6 doom die to step up a Dire Wraith-related resource or asset until the end of the next action scene.

SFX: *Specialized Forms.* When using Shapeshifting to create assets, add D6 and step up effect die.

Limit: *Banishment.* If a Dire Wraith becomes stressed out, it vanishes back to Limbo, leaving nothing but dust behind.

Limit: *Psychic Backlash.* Step up mental stress suffered from reaction effect dice to step up the lowest die in the doom pool or add a D6 doom die.

WRAITH MAGIC

Enhanced Senses	8	Mystic Blast	10
Magic Resistance	10	Master Sorcery	10
Teleport	8		

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Feel My Power!* Step up or double any Wraith Magic power for one action. If the action fails, step back that power. Spend a doom die to recover that power.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown Wraith Magic. Recover that stress or wake up to recover that Wraith Magic. If mental trauma received, shutdown Wraith Magic until trauma recovered.

Limit: *Exhausted.* Shutdown any Wraith Magic power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

Cosmic Expert	8	Menace Expert	8
Mystic Master	10	Psych Expert	8

Volx

Queen Volx is rumored to be the mother of Wraithkind. A powerful sorceress both feared and respected by her people, she faced heroes such as the New Warriors and Galadorian Spaceknights in her efforts to free her children from imprisonment in Limbo and conquer other races. Volx's concern for her people mixed with a powerful ambition means that while cannot be trusted, she can be reasoned with if the deal benefits the Dire Wraiths.

EARTH

Earth, homeworld of the infamous human race, has been the target of more intergalactic instances than anyone can count, but remains almost steadfastly ignorant of the greater cosmos. This is in part due to humanity's ability to pass off such things as yet another mass hallucination or a failed experiment of Reed Richards. Even so, more and more humans believe in alien life and the truth that's out there every year.

The official first line of defense against the rest of the universe, the intelligence agency known as S.W.O.R.D—the Sentient World Observation and Response Department—is an offshoot of Earth's premier spy agency, S.H.I.E.L.D. It focuses on extraterrestrial counterterrorism and intelligence. Led by the green-haired, hard-nosed Agent Abigail Brand, S.W.O.R.D. protects the world from extraterrestrial threats from its massive orbital space station, the Peak. Sometimes, it even employs Earth-bound extraterrestrials to do some of its spywork for it.

GALADOR

Hidden deep in the Golden Galaxy by Galactus, Galador is the homeworld of the heroic Spaceknights and is one of the most technologically advanced planets in the known universe. Galadorian Tech is a rare and welcome gift throughout the universe.

IKON THE SPACEKNIGHT

Affiliations

- Solo 8
- Buddy 4
- Team 6

Distinctions

- Flirtatious
- Gets Right to the Point
- Greatest Living Spaceknight

Power Sets

PLANDANIUM ARMOR

Superhuman Durability 10 · Superhuman Strength 10 · Supersonic Flight 10 · Teleport 10 · Weapon 10

SFX: *Energy Polearm.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Multipower.* Add more than one Plandanium Armor power die to a pool. Step back each Plandanium Armor power die in that pool once for each die beyond the first.

Limit: *Gear.* Shutdown a Plandanium Armor power to step up the lowest die in the doom pool or add a D6 doom die. Recover with an opportunity.

SPACEKNIGHT CYBERNETICS

Enhanced Speed 8 · Enhanced Senses 8 · Superhuman Reflexes 10 · Superhuman Stamina 10

SFX: *Analyzer.* When using Enhanced Senses to create weakness-based complications in an opponent or information-based assets, add a D6 and step up effect die.

SFX: *Exploit Weakness.* On a successful reaction against a physical attack action, convert opponent's effect die into a Spaceknight Cybernetics stunt or step up Spaceknight Cybernetics or Plandanium Armor power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

Limit: *Systems Overload.* Step back all Spaceknight Cybernetics to step up the lowest die in the doom pool or add a d6 doom die. Recover during a Transition Scene or by spending a doom die.

Specs

- Acrobatics Expert 8
- Combat Master 10
- Cosmic Expert 8
- Psych Expert 8
- Tech Expert 8

Chosen from birth to become one of the famed Galadorian Spaceknights, Ikon is devoted to protecting the universe from threats such as the Dire Wraiths. She has proven herself one of the greatest of her order as a keen tactician especially adept at identifying and exploiting her opponent's weaknesses. Ikon's confidence and direct personality can be off-putting to even her allies, but she has the skills to back up this attitude.

GIAUSAR

A planet in the Tayo star system of the Fornax Galaxy, Giausar was home to a Xenophobic Population until the Shadow People brought their technology and the Old Power to make it a paradise.

HARBORAGE MINOR

Harborage Minor is a small, unaffiliated colony world with a Subservient Population.

KAGAN-7

A resource-rich planet with Platinum Mines that's the homeworld for the blue-skinned Krook, Kagan-7 is under the control of the Omega Confederation of Planets.

KEYSTONE QUADRANT

Surrounded by the nearly impenetrable force field called the Galacian Wall, the Keystone Quadrant is the home of a Powerful Space Station, the Spacewheel, and an odd planet called Halfworld, a half wasteland and half paradise inhabited by humans and intelligent animals.

ROCKET RACCOON

Affiliations

Solo 4
Buddy 8
Team 6

Distinctions

Action Raccoon!
Intuitive Strategist
Natural Leader

Veteran space ranger and protector of Halfworld, Rocket Racoon's small, furry form hides surprising skill and heroism. Rocket has fought evil galactic overlords, invading armies of killer clowns, Skrull renegades, and other serious threats. He has also teamed up with an impressive array of heroes including Hulk and She-Hulk. Though prone to sarcasm and wry humor, Rocket's ironclad sense of responsibility and loyalty drives him to instinctively throw himself into harm's way to protect others.

Power Sets

UPLIFTED RACCOON

Enhanced Reflexes 8
Enhanced Senses 8
Enhanced Speed 8

SFX: *Focus.* If a pool includes an Uplifted Raccoon power, replace two dice of equal size with one stepped-up die.

SFX: *"I Have a Plan."* When creating assets for Rocket's allies, add a D6 and step up the effect die.

Limit: *Aww!* Step back highest rolling die for any action based on being taken seriously by non-uplifted animals or Halfworld natives to step up the lowest die in the doom pool or add a D6 doom die.

RANGER ROCKET GEAR

Flight 6
Weapon 8

SFX: *Burst.* Against a single target, step up or double a Ranger Rocket Gear die. Remove the highest rolling die and use three dice for the total.

SFX: *"Good Thing I Brought this Improbably Large Gun!"* At the cost of creating a resource, you may step up or double Weapon for the duration of a resource.

Limit: *Gear.* Shutdown Ranger Rocket Gear power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

Acrobatics Expert 8
Combat Expert 8
Psych Expert 8
Crime Expert 8
Covert Expert 8
Vehicles Expert 8

BLACKJACK O'HARE

Affiliations

- Solo 6
- Buddy 4
- Team 8

Distinctions

- Black Bunny Veteran
- Mercenary With a Heart of Gold
- Never Gives Up

Power Sets

LASER WEAPONS

Weapon 8

SFX: *Burst.* Against a single target, step up or double a Laser Weapons die. Remove the highest rolling die and use three dice for the total.

Limit: *Gear.* Shutdown Laser Weapons to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover Laser Weapons.

UPLIFTED RABBIT

Enhanced Reflexes 8 | Enhanced Senses 8

Enhanced Speed 8 | Leaping 6

SFX: *Focus.* If a pool includes an Uplifted Rabbit power, replace two dice of equal size with one stepped-up die.

SFX: *Lucky.* If a pool includes an Uplifted Rabbit power, spend a doom die to reroll.

Limit: *Aww!* Step back highest rolling die for any action based on being taken seriously by non-uplifted animals or Halfworld natives to step up the lowest die in the doom pool or add a d6 doom die.

Specs

- Acrobatics Expert 8
- Combat Expert 8
- Menace Expert 8
- Tech Expert 8
- Vehicle Expert 8

Former leader of the infamous Black Bunny Brigade and foe of Rocket Racoon, Blackjack O'Hare reformed to become the Rocket's ally. He has switched sides a few times but always ends up on supporting Rocket when faced with truly terrible threats. A skilled strategist and ruthless combatant, Blackjack's cuddly appearance hides a battle-hardened mercenary and veteran of countless engagements against everything from killer robot clowns to the Hulk.

KNOWHERE

Knowhere is a research station built into the severed head of a Celestial on the edge of the Universe. Despite the many Celestial Internal Defenses that still exist within Knowhere, beings from throughout space and time coexist there to study the end of the Universe.

LUNA

Earth's only moon has played host to many of the universe's civilizations over the years. Recently, the Inhuman city, Attilan, joined the Watcher's Citadel in the Blue Area of the moon, a region with a Breathable Atmosphere.

NEW RIGEL-3

After the destruction of the Rigellian homeworld Rigel-3 by the Rhunians, and Command Planet Rigel II by Thanos, the Rigellians renamed this colony world in honor of their original home planet. From New Rigel-3, the Rigellians use their Advanced Robotics to maintain their vast empire in the Milky Way and Andromeda galaxies.

RIGELLIAN

Enhanced Durability 8 **Enhanced Strength** 8

Mind Blast 8 **Mind Control** 8

SFX: *Increased Density.* Step up Enhanced Strength on an action or Enhanced Durability on a reaction. If the action or reaction fails, add a die to the doom pool equal to the normal rating of that power die.

Limit: *Too Heavy.* Change Enhanced Durability into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Specialties:

Psych Expert 8 **Tech Expert** 8

SAKAAR

On the edge of a wormhole in the Tayo star system of the Fornax Galaxy, the desolate Sakaar is a world of refugees in a state of constant warfare. The mostly barbaric inhabitants struggle to survive among Acid Pits, Man-Eating Flora, and other life-threatening perils.

SAKAARAN OLDSTRONG

Superhuman Durability 10 **Superhuman Stamina** 10

Superhuman Strength 10

SFX: *Channel the Old Power.* Shutdown a Sakaaran Oldstrong power to step up another Sakaaran Oldstrong power. Activate an opportunity or participate in a Transition Scene to recover the power.

Limit: *Cut Off.* Shutdown Sakaaran Oldstrong to gain a PP. Take an action vs. the doom pool to recover Sakaaran Oldstrong.

Specialties:

Combat Expert 8 **Mystic Expert** 8

SAKAARAN GLADIATOR

Affiliations

Solo 8
Buddy 6
Team 4

Distinctions

Are You Not Entertained?
Pit Fighter

Power Sets

SAKAARAN OLDSTRONG

Superhuman Durability 10 **Superhuman Stamina** 10

Superhuman Strength 10

SFX: *Draw Upon the Old Power.* Double or step up Sakaaran Oldstrong power for an action, then step back power used. Spend a doom die to recover.

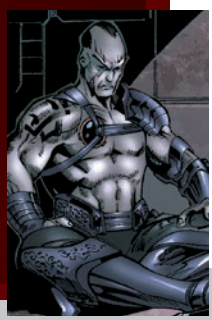
SFX: *Versatile.* Split Sakaaran Oldstrong power into 2d8 or 3d6.

Limit: *Exhausted.* Shutdown any Sakaaran Oldstrong power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Specs

Combat Expert 8 **Menace Expert** 8

Sakaaran gladiators are dangerous foes who honed their battle skills in the Red King of Sakaar's fighting pits. These Natives of Sakaar are incredibly strong and tough with many of their kind boosting their abilities further by drawing on the cosmic force known as Old Power. Other races also fought in the gladiator pits learning similar skills as the Sakaaran's but possessing abilities native to their species. Sakaaran gladiators often use various melee weapons (treat as a Combat resource).



SAKAARAN WILDEBOT

Affiliations

Solo 8
Buddy 4
Team 6

Distinctions

Killer Robot
Programmed to Destroy

Power Sets

ADVANCED WEAPONRY

Energy Blast 8 — Weapon 8

SFX: *Killer Apps.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Malfunction.* Shutdown Advanced Weaponry power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

INORGANIC BODY

Cybernetic Senses 8 — Superhuman Durability 10
Superhuman Stamina 10 — Superhuman Strength 10

SFX: *Unleashed.* Step up or double any Inorganic Body power for one action. If the action fails, step back that power. Spend a doom die to recover that power.

Limit: *System Failure.* Shutdown any Inorganic Body power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

Menace Expert 8 — Tech Expert 8

Natives from planet Cron whose spaceship was pulled through the wormhole near Sakaar and crashed, the Wildebots are sentient nonorganics resembling huge robots. These creatures follow their programming to depopulate organic life so their own species can spread and with their formidable technology they are a serious threat to organic life on Sakaar. Note this datafile represents a typical Wildebot. Some, like the fabled Eggbreaker, are much more powerful.

SPIKES

Affiliations

Team
8 8 8 8

Distinctions

Sentient Spores
We Must Feed!

Power Sets

SELF-AWARE SPORE MASS

Infect 8 — Swarm 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Spike Transformation.* Any Watcher character or mob stressed out by a physical attack using the Infect power become Spikes themselves, replacing their Distinctions with those of the Spikes and gaining the Self-Aware Spore Mass Power Set. Any player hero killed by Spikes suffers the same fate.

Limit: *Mob Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Mob power. Recover Team after a Transition Scene.

Killer Sakaaran parasites, the Spikes are a sentient spore mass used by the Red King to eliminate his enemies. The spores infect organics and turn them into Spikes but they are not inherently evil. The Spikes are trapped on Sakaar and must feed on others to survive while they remain on the planet. Until someone discovers a way to sate their hunger, these creatures are a threat to all Sakaaran life.

SIRUS X

In the Hercules Star Cluster of the Milky Way, the Universal Church of Truth rules its religious empire from Sirus X, also called Homeworld. A planet full of intolerant religious zealots, the Church has used its Belief Technology to carve an empire from surrounding systems.

UNIVERSAL CHURCH OF TRUTH BLACK KNIGHT

Affiliations

Solo 4
Buddy 6
Team 8

Distinctions

Alien Templar
Dangerous Zealot

Power Sets

WEAPONS OF FAITH

Enhanced Durability 8 | Weapon 8

SFX: *Burst.* Against a single target, step up or double a Weapons of Faith die. Remove the highest rolling die and use three dice for the total.

SFX: *"I Believe!"* Add a doom die to an attack action. After that action, step back the doom die and return it to the doom pool.

Limit: *Gear.* Shutdown a Weapons of Faith power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Limit: *Religious Fervor.* Step up emotional stress from loss of faith or church officials to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Combat Expert 8 | Menace Expert 8
Vehicle Expert 8

Crusaders, defenders of the faith, and enforcers of doctrine, the Black Knights of the Universal Church of Truth are highly trained and fanatical warriors for their intergalactic sect. The Black Knights wear the armored uniform of their order and carry advanced energy weapons. Among others, they have battled against Adam Warlock and his allies. Note that the datafile above represents the average Black Knight and members recruited from various alien races will also have the natural abilities of their species.

UNIVERSAL CHURCH OF TRUTH SHIP

Affiliations

Solo 8 8 8
Buddy 6 6
Team 10

Distinctions

Armored
Spiritual Energies

Power Sets

UCT BATTLESHIP

Energy Blast 10 | Space Flight 12
Superhuman Durability 10 | Superhuman Stamina 10

SFX: *Faith-Based Technology.* Spend a D6 doom die to step up and add emotional stress to a die roll including UCT Battleship power, then step back emotional stress.

SFX: *Intense Barrage.* Against a single target, double Energy Blast die. Remove the highest rolling die and use three dice for the total.

SFX: *Power to Shields!* Step up or double Superhuman Durability for an action, then step back Superhuman Stamina. Activate an opportunity to recover.

Limit: *Faltering Faith.* Take D6 emotional stress to step up the lowest die in the doom pool or add a D6 doom die.

Limit: *Systems Failure.* Shutdown a UCT Battleship power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Universal Church of Truth ships are powerful battle cruisers that can draw additional energy from the faith of the Church's flock. These cruisers and their crews are capable of acting independently or in a fleet formation. In large numbers, they can conquer whole worlds, converting a willing populace to their cause or destroying those refusing the honor of joining their flock.

SPARTOI EMPIRE

Spartax, in the Sparta system of the Large Magellanic Cloud, is the seat of the Spartoi Empire. The empire has a Vast Galactic Fleet of starships and is capable of making sentient vessels.

ZEN-WHOBERI

The Peaceful Inhabitants of this planet, called Zen-Whoberis, have long since spread beyond the boundaries of their ancestral homeworld in the Silican system of the Milky Way.

OTHER COSMIC LOCATION MILESTONES

Minor Power

Compared to the likes of the Kree or the Shi'ar, your people are considered small and weak. You're here to show the galaxy that they are a force to be respected.

1 XP when you criticize the major powers of the galaxy.

3 XP when you team up with a major cosmic power in order to raise your people up.

10 XP when you see your people rise up and take their rightful place as major powers in the galaxy or when your efforts lead to a major catastrophe for your people.

Dead Race

Your people stand on the brink of extinction, if they're not there already. It's up to you to preserve what's left of them and make sure their memory doesn't vanish, too.

1 XP when you speak of your people's art and culture.

3 XP when you create an asset from knowledge that only your people knew about.

10 XP when you either create a monument to your people's existence so that they'll be remembered until the end of time or find a way to re-populate the galaxy with your people.

OTHER COSMIC LOCATION UNLOCKABLES

These unlockables are available for any hero following one of the Other Cosmic Locations Milestones above.

- **[5XP/10XP] Allied Boon:** Making an alliance with a civilization not directly involved with the Annihilation War can add a wild card to the struggle. By buying this unlockable during a Transition Scene, an alien race issues a boon of some kind. For 5 XP, the boon can be something to assist in a Scene, such as safe refuge in the Keystone Quadrant. For 10 XP, the boon is something more substantial such a gift of Galadorian Tech from the Spaceknights (an extra D8 power trait), or a sentient vessel on loan from the Spartoi for the remainder of the Event.
- **[5XP/10XP] Allied Forces:** Despite the tendency for civilizations throughout the galaxy to make war with each other, when faced with a greater foe, those same civilizations can be made willing to band together. For 5 XP, an allied 5-man squad of Expert level forces (such as a squad of Badoon hunters) acts as bodyguards to the heroes for one Scene. For 10 XP, the new alien bodyguards stay with the heroes for the remainder of the Event, or you can choose to upgrade them to Master level.
- **[10XP/15XP] The Lost:** The universe has lost countless planets to forces such as Galactus, but in many cases, their people live on. Though scattered, they're frequently the bearers of lost knowledge or power. For 10 XP, members of an orphan race offer some ancient and helpful knowledge that their people guarded before their destruction. For 15 XP, they grant you a source of power, such as a Symbiote joining.

SYMBIOTE

Enhanced Durability	8	Shapeshifting	6
Superhuman Reflexes	10	Swingline	6
Wall-Crawling	6		

SFX: *Claws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Envelop.* When inflicting a restraining or immobilizing complication on a target, add a D6 and step up the effect die.

Limit: *Vulnerability.* Step up stress or complications from sonic or fire-based attacks to gain 1 PP.

EVENT MILESTONES

A player can choose to pursue one or two of these Milestones in place of Milestones in the hero's datafile. More than one hero can have the same Milestone, and one like Tag Along might even refer to two different characters, or multiple characters protecting the same character.

A Small Universe After All

The universe is vast, yet you keep running into people you know.

- **1 XP** when you first declare that you have a history with a Watcher character in the current Scene.
- **3 XP** when you cause stress on another character because of your past history.
- **10 XP** when you betray someone you have a history with or you discover that your historical links run far deeper than you first knew.

Captain's Log

You're a commander of a space-faring vessel, whether a small scout ship or a massive Shi'ar cruiser.

- **1 XP** when you give orders to someone under your command.
- **3 XP** when you give an order that sends your ship into direct danger.
- **10 XP** when you abandon ship, or go down with the ship.

Fascinating, and Logical Too

The effects of a super nova's particle decay have never been studied up close while interacting with a hypergate field. It's up to you to witness it!

- **1 XP** when you use scientific technobabble to talk about the current environment.
- **3 XP** when you use your Science or Cosmic Specialty to avoid taking stress or a complication.
- **10 XP** when you exploit a cosmic event in order to help solve the current situation, or let a cosmic event run its course so that you can study it without interference.

For My People

You are an exemplar of your alien culture, admired and fiercely protective of them.

- **1 XP** when you claim that an achievement is a result of your people's work.
- **3 XP** when your pride in your people puts you into conflict with another character.
- **10 XP** when you are exiled from your people, or vow to never again work with anyone who is not your people.

I Hate This Cosmic Stuff

You come from a backwater world (like Earth). All of this galactic this and cosmic that is beyond your understanding.

- **1 XP** when you take a simple approach to a cosmic problem.
- **3 XP** when you make a roll to try to understand advanced technology or strange alien beings.
- **10 XP** when you become an important figure in the universe, or reject cosmic importance in order to help your home planet.

In It to Save Lives

No matter how much damage a creature has caused, you believe all lives are worth saving.

- **1 XP** when you state the case that all lives are worth saving.
- **3 XP** when you put yourself in direct danger to save someone's life.
- **10 XP** when you save a life that you know will lead to more death, or you're forced to take a life to save many others.

Last, Best Hope for Peace

Eons of galactic strife have lead to many intergalactic enemies, but only you can bring them together to fight the Annihilation Wave.

1 XP when you tell someone unfriendly that you only want to talk.

3 XP when you forge an alliance between two sides in conflict.

10 XP when you break an alliance to declare war, or when the alliance is broken by war being declared on you.

Son of a Schma'Ag

You're a criminal, fugitive, and/or all around nasty piece of work, and you're proud of it.

1 XP when you use your Menace Specialty to inflict emotional stress.

3 XP when you add a d12 to the doom pool.

10 XP when you perform a truly heroic act in front of witnesses, or switch sides suddenly to ally with someone who's nastier than you are.

Step Three: Profit

Even with a war going on, you're still concerned with keeping the money flowing.

1 XP when your business instincts apply to a non-business situation.

3 XP when a Business asset or resource you created is lost.

10 XP when you make a big enough business deal to be able to retire, or if you spend all of your money financing opposition to the Annihilation Wave.

Sufficiently Advanced Technology

The right piece of technology might be able to turn the tide against the Annihilation Wave. If only you had time to invent it.

1 XP when you explain a piece of technology.

3 XP when you produce an asset or resource using Tech Master or Grandmaster.

10 XP when you invent something that will change the universe for the better, or one of your inventions becomes a major threat to the universe.

Tag Along

You've encountered a being that wants to stay with you and, without your help, it will probably be helpless against the Annihilation Wave.

1 XP when you take action to protect someone you've declared as your ward.

3 XP when your ward gets in trouble despite your protection.

10 XP when you declare your ward as your successor or banish your ward from your presence.

Zen and the Edge of the Universe

The mysteries of the cosmos are vast. You seek enlightenment in the midst of war.

1 XP when you discuss with another character the metaphysical implications of a cosmic event.

3 XP when you ignore an imminent threat to witness something of cosmic importance.

10 XP when your understanding of the universe leads to an enhanced state of being, or you abandon the pursuit of enlightenment to kick some ass.

ACT ONE

FIRST CONTACT

Without warning or fanfare, Annihilus, dreaded lord of the Negative Zone, takes an unmatched war fleet of starships from the Negative Zone through the Crunch, the border between the his universe and our heroes'. He strikes quickly and thoroughly against several important targets, a trail of utter devastation in his wake that leaves the entire universe off-balance. Soon he's joined by other sinister beings of great power, forming one of the most destructive forces the cosmos has ever known. Can you survive its initial onslaught?

SCENE STRUCTURE

Act One is primarily focused on introducing the heroes and showing them the raw destructive power of the **Annihilation Wave** fleet in action. Planets are destroyed, allies are killed, and even the most powerful of cosmic beings feels helpless to stop the destruction. The best anyone can do is try to save lives and achieve whatever small victory they can in the face of the Wave. This lays the groundwork for later Acts, when the heroes can try to make a bigger difference. Be sure to emphasize to your players that the scope of the conflict is designed to be bigger than any individual hero can fix in a single Scene. Try to make even the setbacks lead to greater opportunities later.

Buildup Scenes

Buildup Scenes introduce the heroes and place them in the middle of the action.

- Action: Escape from the Kyln
- Action: The Destruction of Xandar
- Action: The Battle for Aks'lo
- Action: Godthab Omega Blues

Key Scenes

Key Scenes introduce important plot elements to the story and provide information the heroes need to know for later Acts.

- Action: Xandar Ruins
- Action: Wave Hits Godthab Omega
- Transition: Into the Negative Zone
- Action: Negative Zone Prison Break
- Action: Evacuate Nycos Aristedes
- Action: Battle Against Annihilus

Optional Scenes

While all Scenes in **Annihilation** are optional depending on the heroes and their choices, these Optional Scenes are designed to be flexible enough that you can place them anywhere in the Act that seems appropriate. Each Scene outlines what situation it's designed to be used in.

- Transition: Trapped on a Planet
- Transition: Getting from Here to There
- Transition: Rag Tag Fleet Management

HOOKS

The campaign play style you're using determines where your heroes should start. Some games have everyone start in the same Scene, while others may spread characters out far from each other and have heroes come together through the course of play.

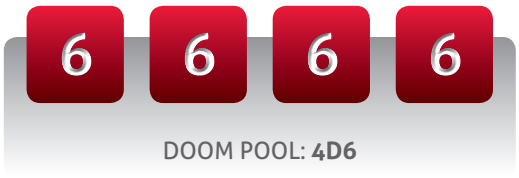
Each of the Buildup Scenes is designed to provide hooks for different kinds of characters to encounter the Annihilation Wave first-hand. Each Scene can also be expanded into a full session where the characters join together to survive by the end:

- **Escape from the Kyln:** Heroes who have fallen on the wrong side of the law might be imprisoned here, or heroes who enforce the law might be dropping prisoners off.
- **The Destruction of Xandar**: Nova Corps members, those they have ties with, other cosmic heroes, and those awaiting transfer would have reason to be in Xandar when the Wave attacks.
- **The Battle for Aks'lo**: Skrulls, their allies, and mercenaries might respond to the reports of conflict on this Skrull world.
- **Godthab Omega Blues**: The Graces make their home here, as well as disgraced heroes and anyone who would have business on a frontier planet.

Rules Option:
Event Play
Styles
p. AN09

DOOM POOL

The doom pool begins at 4D6 for this Act.



Doom Pool
p. OM14

ACTION: ESCAPE FROM THE KYLN

This Scene is an ideal kicking off point for the Event. It brings together an unlikely group of heroes—a mash-up of prisoners, Omega Core officers, visiting heroes from the Kree Empire, Shi'ar Imperial Guard, or Nova Corps—and throws them into the worst possible situation, forcing them to work as a team. Alternately, a more thematic group might be Skrulls sent to break out an important Skrull general or a group of prisoners like Peter Quill, the Cleric, and the Maker that never expected to be thrust into the heroes' role in a galactic throw-down.

It's a normal wake cycle on the Kyln Moons until the A.I. Interior Monitors start to crawl to the surface, contrary to their normal programming. They sense something coming. It's at that very moment that the Annihilation Wave punches through the Crunch, destroying everything in its way—namely the Kyln.

The action is immediate and deadly. As the Annihilation Wave slices through the Kyln with an Orbital Bombardment, the prison moons erupt with explosions while the penal facility falls apart at the seams. Soon, the prison array is flooded by Annihilation ground forces. Annihilus wants to make a statement. With the Kyln sitting on the edge of his universe, he cannot abide its existence any longer.

There's no stopping the Annihilation Wave; it won't relent until the Kyln is utterly destroyed. All the heroes can hope to do is hold back the immediate invasion on their moon long enough to get away. As the bombardment continues to devastate the facilities, Collapsing Infrastructure cuts off escape paths and creates Trapped Prisoners. Heroes can stop fighting or running long enough to tackle one of these problems, but if they do, consider introducing a Timer d8 to represent the rapidly escalating situation.

The Scene ends either when the heroes have made it off the Kyln or the Annihilation Wave has laid waste to the entire prison.

Rules Option:
Timed Actions
p. AN08

ANNIHILATION ADVANCE FLEET

Affiliations

Team 8 8 8 8 8

Distinctions

Blotting Out the Sky
Surprise Attack

Power Sets

A FLEET LIKE NONE HAVE EVER SEEN

Energy Blast 12 — **Fighters** 10
Godlike Durability 12 — **Space Flight** 12

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, double Energy Blast die. Remove the highest rolling die and use three dice for the total.

SFX: *They're Everywhere!* Instead of adding your effect die to the doom pool, add two stepped-back dice, or add three dice each stepped back by two.

SFX: *Without Number.* Spend a doom die to add another Team die to the mob, to a maximum of 5D8. Spend a D12 doom die to add another Annihilation Advance Fleet.

Limit: *Fleet Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Limit: *Hive Control.* If the flagship or hive queen controlling the fleet has been stressed out, step back Team dice. Now D6 physical stress inflicted removes a die from Team. Recover Team dice after a Transition Scene.

Specs

Combat Expert 8 — **Menace Expert** 8
Vehicle Expert 8

Consisting of a massive fleet of fighters and capital ships, the Annihilation Fleet is capable of destroying any opposition without much effort. Any significant opposition will attract the attention of additional ships. Fleet actions are coordinated through a hive command structure, with Annihilus and his queens at the pinnacle.

OPTIONS WITH ESCAPE FROM THE KYLN

- The Kyln imprisons some powerful beings who are freed by the attack. A hero taking temporary shelter might witness Aegis and Tenebrous escaping from the Kyln after eons of imprisonment.
- Are any of the heroes inmates? They'll have to deal with the Nano-Warders as a D10 complication. Until the heroes who are prisoners manage to get rid of the complication, the Nano-Wardens keep them from being able to escape or fight without debilitating pain and eventual death.
- Are your players not awestruck enough with the wholesale slaughter and desolation? The attack causes Massive Power Outages throughout the Kyln, making some of the prisoners' Nano-Wardens ineffectual. Prisoners like Mynx, Ch'ak, and Moloka Dar band together in groups and try to escape, but they aren't above a little payback on their way out. The mob of inmates is dangerous but lacks any major weaponry to make them more effective.
- Everyone has friends. In the Omega Core, Cole and Kika have Swad. In the Kyln itself, Peter Quill usually accompanies Gladiator. Even visitors rarely come to the Kyln alone. During the bombardment, when a particularly destructive blast pulls a D10 or larger effect die, a hero's ally sacrifices himself to take the damage instead. The hero is saved, but loses a friend.

Aegis
p. AN81

Kyln Prisoners
p. AN79

ACTION: THE DESTRUCTION OF XANDAR

Like Escape from the Kyln, this Scene can be used as your first Action Scene. However, refugees from the Kyln might make it to Xandar before its destruction. In that case, it would make sense for this Action Scene to follow Escape from the Kyln.

Seven days after the devastation of the Primary Kyln Array and the energy it provides, all active Nova Corps members are called to Xandar for a briefing on how to help the two hundred planetary systems left without power. But while the meeting is happening, the Annihilation Wave—thought to be two systems away—attacks the Nova Corps homeworld head-on. There's a chance that Novas won't be the only characters around. There could be refugees from the Kyln, other military groups like the Imperial Guard consulting with the Nova Corps, or even less reputable characters awaiting internment or prisoner transfer.

Alongside the initial Orbital Bombardment, the Annihilation Wave also cripples the Worldmind with a Communication Blackout, effectively making the Nova Corps blind and deaf to what's going on in other parts of Xandar.

Action: Xandar Ruins p. AN108

This Scene ends when the heroes get away, the Annihilation Wave shatters and finally destroys Xandar, or the unlikely situation that the Nova Corps is united under the heroes' leadership to fend them off (see What If Xander Is Saved?).

ANNIHILATION BOMBARDMENT FLEET

Affiliations: **Team** 8 8 8 8 8

Distinctions: **Destructive**, **Slow**

Power Sets:

MASSIVE FIREPOWER

Energy Blast 12 — **Godlike Durability** 12

Space Flight 12

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Larvae Bombs*: Instead of adding your effect die to the doom pool, add two stepped-back dice, or add three dice each stepped back by two.

SFX: *Without Number.* Spend a doom die to add another Team die to the mob, to a maximum of 5D8. Spend a D10 doom die or larger to add another Annihilation Bombardment Fleet.

Limit: *Fleet Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Limit: *Hive Control.* If the flagship or hive queen controlling the fleet has been stressed out, step back Team dice. Now D6 physical stress inflicted removes a die from Team. Recover Team dice after a Transition Scene.

Specs: **Combat Expert** 8 — **Vehicle Expert** 8

The Annihilation Bombardment Fleet consists of immense numbers of "Beetle"-class carriers and other capital ships which use energy cannon batteries and larvae bombs to wreak destruction on the worlds and installations they attack. In the face of any resistance, reinforcements are readily available.

Got the Will! Got the Way! Let's Take It to Them!

Heroes that have the Nova Centurion Power Set—or those that have proven themselves fighting the Annihilation Wave forces alongside the Novas— may commandeer a small Nova Cohort of five Novas, consisting mostly of Nova Denarians and Millenians.

The Nova Corps are willing to die protecting Xandar. But with the right leadership, they don't have to perish while fulfilling their duty.

Data File

Rookie Nova Corps 6

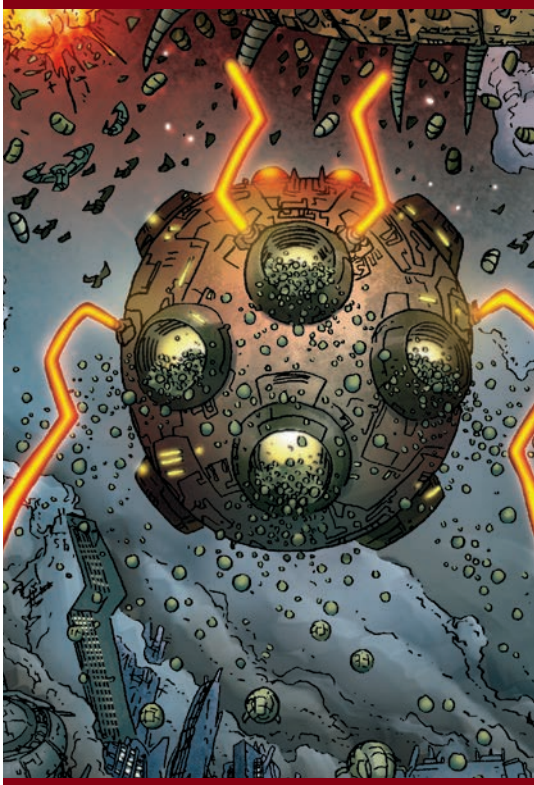
Solo	Buddy	Team
8	4	6

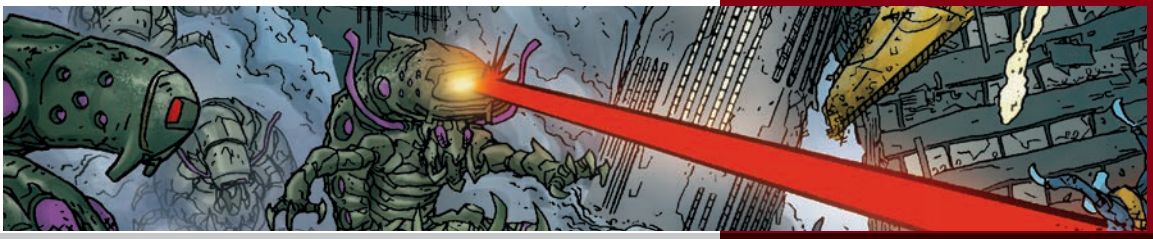
Armband Phaser 6	Comms 6
Durability 6	Strength 6

Nova Corps Unlockables p. AN35

OPTIONS WITH THE DESTRUCTION OF XANDAR

- The Bombardment Fleet represents the bulk of the frontline forces staging the attack on Xandar. However, specific ships may take an interest in the heroes, especially if they prove to be a threat to the Wave's destruction. Spend a D8 doom die to add a specific Annihilation ship to the Scene—see page AN62 for the four main ship types.
- The ships docked in the spaceport are likely among the first targets of the Annihilation Wave. Rather than let enemies get away and potentially become a threat, Annihilus' fleet has orders to destroy any ships still docked or trying to escape. If the heroes are simply fleeing, they won't find it easy as the Annihilation forces create a Taking Fire complication and attempt to step it up past D12—destroying the allied fleets and making the obvious escape routes useless. However, individual Escape Pods still might have a chance, since it's the Nova Corps armada they're most interested in destroying.
- If the doom pool grows by three dice during the attack, the Orbital Spaceport falls from orbit around Xandar and crashes into the habitat shard in which the heroes are fighting. Flying heroes can fly around or through the plummeting wreckage, but this will prove difficult, allowing you to spend a D8 out of the doom pool to create a Spaceport Debris complication. Grounded heroes could simply run for it, but this causes the shard they are on to break off of Xandar and begin Falling Into the Home Star.





ACTION: XANDAR RUINS

If Xandar was destroyed, this Scene should immediately follow The Destruction of Xandar. However, if members of the Nova Corps made it off Xandar with the Worldmind intact, this Scene can take place on a refugee world or another planet that's been lost to the Annihilation Wave.

While the heroes are licking their wounds from the last beating they took, one or more of the heroes receive a message through their Nova helmet, comm unit, or some other method of transmission from the Xandarian Worldmind.

The Worldmind is important due to the power and knowledge it possesses—it needs to be rescued before it's taken or destroyed by those loyal to Annihilus. It provides the heroes a Location Fix, but travel to its Hidden Location is dangerous. The Shard or planetoid the Xandarian repository is trapped on is pulling away from its star, causing increasingly Hazardous Winter Conditions. But more importantly, the region is teeming with bugs. The Annihilation ground forces stop at nothing to kill the heroes and destroy or take the Worldmind for Annihilus. However, they don't know the whereabouts of the computer core. If at all possible, stealth is the heroes' best friend.

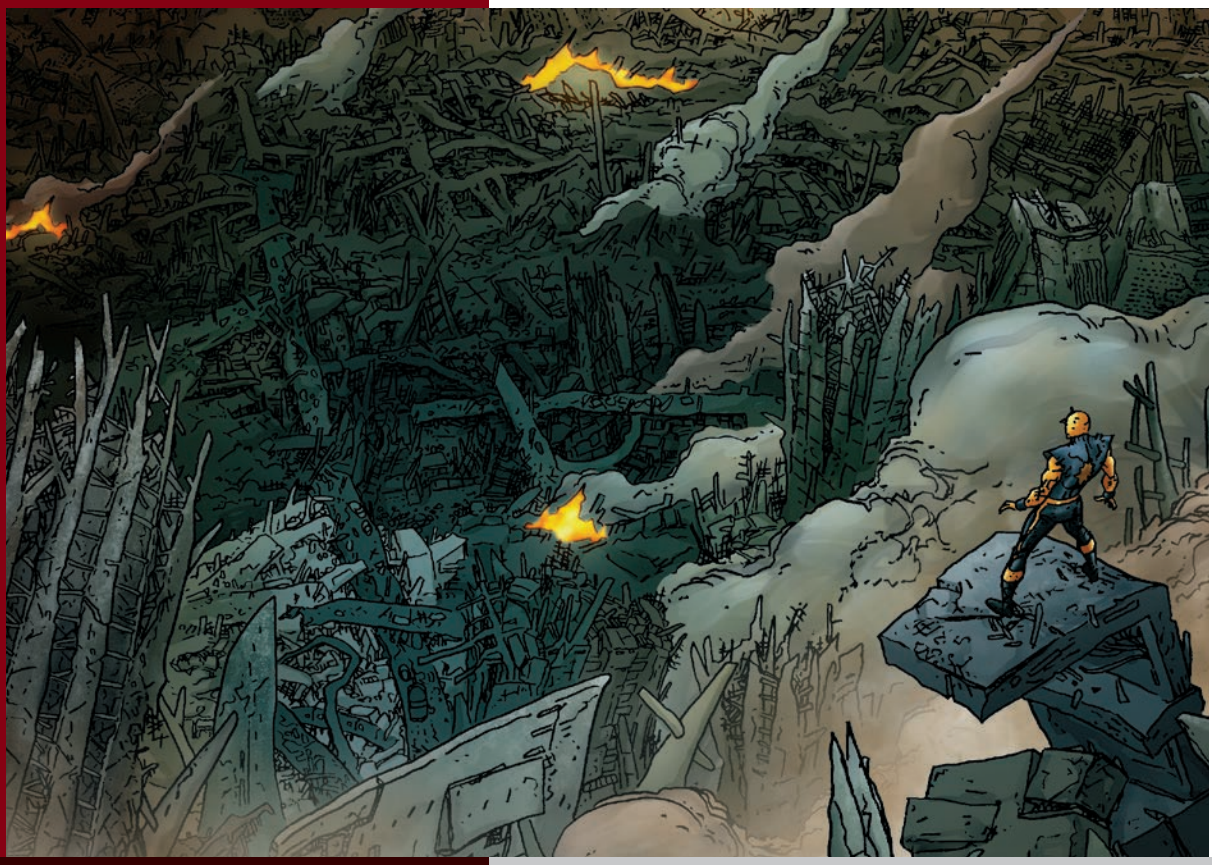
WHAT IF XANDAR IS SAVED?

What if your heroes manage to save Xandar from the Annihilation Wave?

The full force of the Nova Corps would provide needed muscle in the fight against Annihilus and the Xandar Cluster could be the headquarters of the United Front.

However, Annihilus is very persistent. Frustrated once, he's likely to regroup his forces and mount another assault. Additionally, after witnessing the power of the Annihilation Wave, the Worldmind may insist upon an evacuation and move the Xandarian population to a more secure location.

Annihilation
Ground Force
Horde
p. AN61



The Scene ends when the heroes find a way to get the Worldmind off the planet intact (see Trapped on a Planet, page AN125) or it's destroyed or taken by Annihilation Forces. The Worldmind's computer core is large and difficult to move, so it might be necessary to download it into a ship or person as below.

▶ **[5 XP/10 XP] Unlock Nova Prime:** If the Worldmind trusts a hero, it's willing to part with some of the Nova Force to empower the hero to defend it. For 5 XP, the Worldmind deputizes the hero and gives him the Nova Centurion Power Set on page AN208. For 10 XP, the Worldmind believes the hero will act in its best interest and offers to bestow the Nova Prime Power Set, downloading itself into the hero's body to help him with the transformation and power flow. For a hero that possesses the Nova Centurion Power Set, the Nova Prime Power Set replaces it for only 5 XP. Under ideal circumstances, the Worldmind would prefer to give this power to a Nova Corps member, but it will cede the powers to a worthy hero or even a reformed criminal in a pinch. Worldmind can only download itself and the Nova Prime Power Set into one hero at a time.

NOVA PRIME

Godlike Stamina	12	Godlike Strength	12
Gravimetric Blast	10	Psychic Resistance	10
Space Flight	12	Superhuman Durability	10
Superhuman Reflexes	10	Superhuman Speed	10
Teleport	12		

SFX: *Absorption.* On a successful reaction against an energy-based attack action, convert opponent's effect die into a Nova Prime stunt or step up a Nova Prime power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

SFX: *Gravimetric Pulse.* Step up and double Gravimetric Blast for one action, and then shutdown Gravitmetric Blast. Recover with an opportunity.

SFX: *Multipower.* Add more than one Nova Centurion power die to your pool. Step back each Nova Centurion power die in your pool once for each die beyond the first.

SFX: *Worldmind Access.* Spend a PP to step up an asset until the end of the next Action Scene.

Limit: *Nova Force Reserves.* Shutdown any Nova Prime power to gain a PP. Activate an opportunity to recover that power.

Limit: *Stargate Activation.* After the first time Teleport is used in an Action Scene, shutdown Teleport. Recover during a Transition Scene or with an opportunity.

FEELS LIKE I'VE GOT A STAR SINGING INSIDE ME!

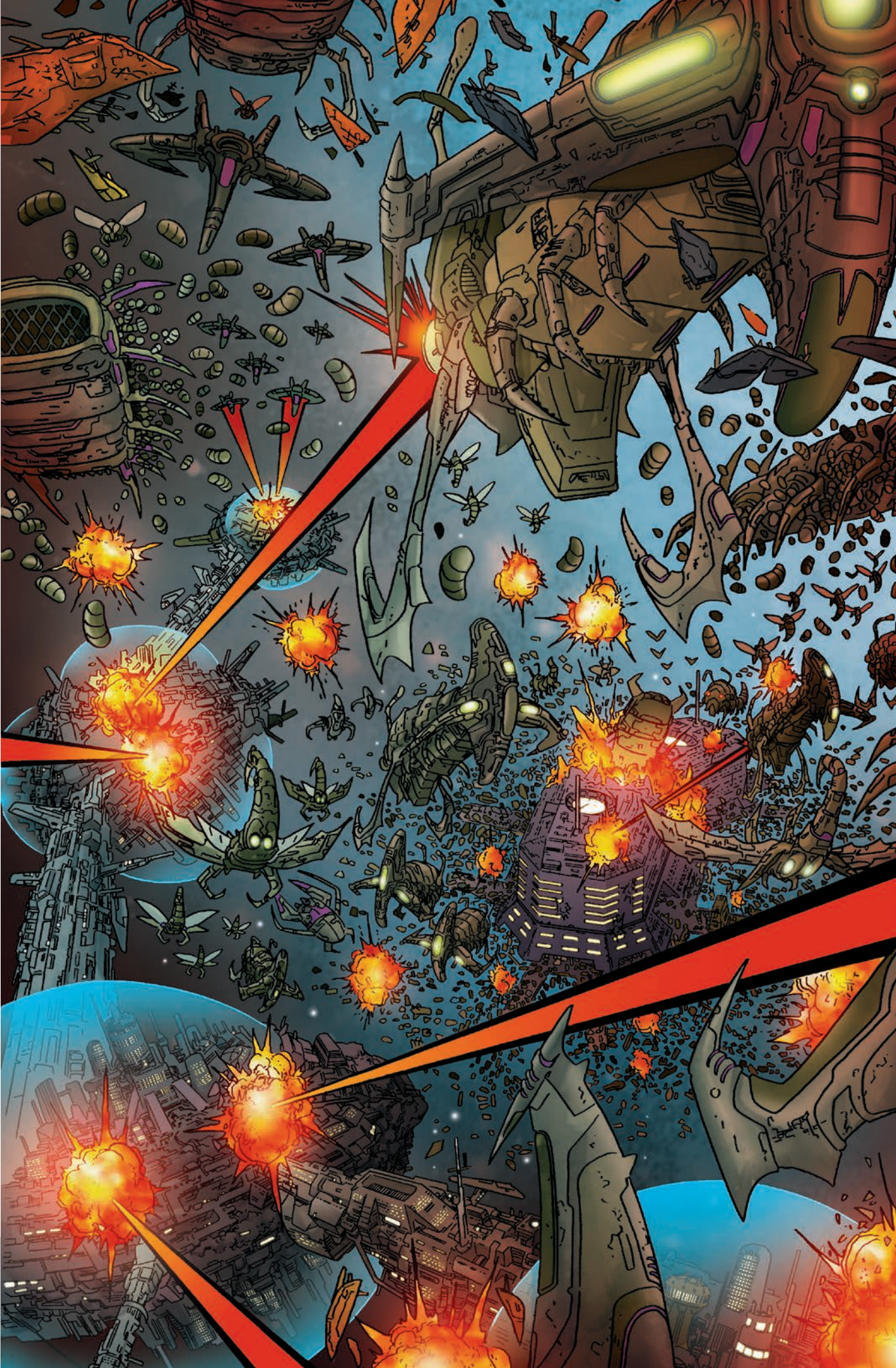
The full power of the Nova Force is too much to control without help, which is why the Worldmind is so keen to download itself to act as a power regulator and chaperone for the hero infused with the Nova Prime Power Set. There are still Annihilation Wave ships surrounding the hero that are easy targets for the new Nova Prime. Attacking and destroying them is not only against the Worldmind's warnings, but it brings the attention of Annihilus. The first time the new Nova Prime acts against the Worldmind's commands, a Supernova D6 complication is created. You may spend D6 doom at the end of the hero's turn to increase this complication. If it exceeds D12, the hero loses control of the power and his sanity, causing him to go on a destructive rampage. If the hero manages to eliminate the complication, he returns to his senses and the Worldmind's good graces.

Milestone: It Is Critical You Pay Attention at this Time

- **1 XP** when you first use the Worldmind's expertise in a Scene.
- **3 XP** when you ignore the Worldmind's instructions or argue with it.
- **10 XP** when you get the Supernova complication and either go on a destructive rampage when it exceeds D12 or regain control by removing the complication.

OPTIONS WITH XANDAR RUINS

- The Annihilation forces aren't just searching for a cosmic power source like the Worldmind and fighting the heroes; they're also devouring raw organic material to convert to energy. That means not only feeding on the dead, but also the inevitable Helpless Survivor.
- If the heroes are pushed back and the Annihilation forces gain control of the Worldmind—or any other type of major cosmic boon—all is not lost. You can create a Timer Complication (see Timed Actions page AN08) to show how long it takes the Annihilation forces to make it to a shuttle and dock with an orbiting Annihilation Wave vessel. When the Timer goes beyond D12, it doubles and gives you the 2D12 needed to end the Scene. The warship goes into hyperspace, taking the Worldmind to its new master, Annihilus.



ACTION: THE BATTLE FOR AKS'LO

This Scene happens sometime after the Annihilation Wave has made its first strike, though it can be a good way to introduce Skrull characters or a Skrull-centric group to the front of the conflict. Mercenary characters or those who owe the Skrulls a favor could be involved as well. If none of the heroes are involved with Skrulls, use a different planet and species, like a prominent Kree world.

A jewel in the crown of the Skrull Empire, **Aks'lo** once served as a wildlife sanctuary and a planet of diversions for the Empress and her advisors. Now, it's a battleground—an idyllic setting bathed in afternoon sunlight, featuring a Garden Paradise Turned Battlefield and disguised Skrull soldiers that prove Appearances Can Be Deceptive.

The Annihilation Wave ground forces have landed en masse on Aks'lo. **Admiral Salo**—commander of the Annihilation forces in Skrull space—wants the planet's anti-air defenses destroyed so he can deploy the **Harvester of Sorrow**. A super-weapon of unbelievable power, the Harvester of Sorrow is a nearly indestructible living starship with the power to repair any damage it suffers given time to regenerate. Capable of destroying a planet and then breaking down and digesting the fragments, the Harvester also provides fuel for the rest of the fleet.

This Action Scene is a great opportunity to pull out all the stops in regard to cosmic heroes. The Annihilation Wave ground forces are overwhelming in number, so waves of attackers can be brought to bear on the heroes.

You can frame this Action Scene with the heroes already in the middle of the battle, defending the planet on the ground. The obvious objective is to protect the planet from the invading forces of Annihilus. At stake, though, is the need for heroes to take a stand in the galactic conflict—and perhaps to forge new alliances—while witnessing the deployment and destructive capabilities of the Annihilation Wave's newest super-weapon, the Harvester of Sorrow, and escaping with this important intelligence.

The Scene ends when Admiral Salo deploys the Harvester of Sorrow. This can be accomplished with a Timer, or by ending the Scene with 2D12. If the heroes are successful against the ground forces, they may save the lives of enough Skrulls to make a difference. Otherwise, the heroes witness the devastation before escaping.

Drone Ground Forces
p. AN60

Drone Soldier Ground Forces
p. AN60

Harvester of Sorrow
p. AN138

Rules Option: Timed Actions
p. AN08

OPTIONS WITH THE BATTLE FOR AKS'LO

- You can decide to spend a D6 or greater doom die to upgrade one of the squads of Annihilation Wave Drones to Soldiers or Annihilation Wave Soldiers to an elite squad of Artillery Beetles.
- A player with FLIGHT, TELEPORTATION, or other similar powers might decide to take the battle into space to attack Admiral Salo's fleet directly. Squadrons of starships can replace the Annihilation Wave ground forces in this situation. See page AN105 for the Annihilation Wave fleet.
- SPEND a D8 or greater doom die to turn the enraged Skrull forces against their non-Skrull allies in the confusion and heat of battle, or to have an old rival in the Skrull forces to decide it's the right moment to exact revenge.

SALVATION OF AKS'LO

While Aks'lo is one of many planets tragically lost to the Harvester of Sorrow in the comic series, enterprising heroes might find various ways to save the planet. By employing some of the options for the Battle for Aks'lo, the heroes may do enough damage to Admiral Salo's fleet that you could consider having the Admiral retreat in order to protect the Harvester of Sorrow. While the Harvester itself is nigh invulnerable (see page AN138 for more information), removing enough support from around it might convince the Admiral to cut his losses. Players can also spend part of the aftermath attempting to ferry civilians or Skrull soldiers off the planet before it's consumed.

Warskrull Squad
p. AN27

ARTILLERY BEETLES

Affiliations: TEAM 10 10

Distinctions: BIG, STUPID

Power Sets

ARTHROSIAN LIVING ARTILLERY

FIRE BLAST 10 SUPERHUMAN DURABILITY 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, step up or double FIRE BLAST die. Remove the highest rolling die and use three dice for the total.

Limit: *Hive Control.* If the flagship or hive queen controlling the horde has been stressed out, step back TEAM dice. Now D6 physical stress inflicted removes a die from TEAM. Recover TEAM dice after a Transition Scene.

Limit: *Mob Cohesion.* MOB may be targeted individually or by *Area Attack* SFX. D12 physical stress inflicted removes a die from MOB power. Recover MOB after a Transition Scene.

Limit: *Vulnerability.* Step up physical stress from fire based attacks to step up the lowest die in the doom pool or add a D6 doom die.

Specs: COMBAT EXPERT 8

Artillery beetles are massive, genetically engineered, living weapons. Their exceptionally strong carapaces contain a concoction of flammable juices that, when combined and ignited, can be breathed out of their mouths. Artillery beetles are dimwitted and require guidance from military leaders to attack other than acting in self-defense.

ACTION: GODTHAB OMEGA BLUES

This Scene is a break in the fight against the Annihilation Wave forces. Heroes might be here while pursuing a personal Milestone, more important than rumors of a distant war. This interlude also introduces Gamora, the Graces, and other free agents that happen to find themselves on an out-of-the-way planet.

Tensions are running high on the lawless planet of **Godthab Omega**. While **Gamora** and her **Graces**—an all-female group of warriors—rule the planet, their dominion is precarious. A new arrival shifts the balance of power, causing tempers to flare and fights to ripple across the globe.

Each hero might have a different reason for visiting. If the group includes **Ronan**, he could be acting as Accuser to the exiled Kree population living there or trying to clear his name. Likewise, fugitive characters may be seeking exonerating evidence on Godthab Omega. Whatever the motive, Gamora and her Graces quickly confront the heroes soon after their arrival. A fight erupts between the two sides.

No one realizes **Glorian**—a former student of a cosmic entity known as the Shaper of Worlds—is manipulating events. The cosmic manipulator is drinking in the bleed-off power from the conflict to create a glorious landscape—remaking Godthab Omega into his idea of perfection.

This means that all heroes are acting with Clouded Judgment. Every time a new fight starts, the heroes can either jump into the fray—allowing you to add a D6 to the doom pool—or they can resist the urge and step up their mental stress.

If the heroes realize that they're being manipulated—and manage to stop fighting long enough to investigate—they can track down Glorian, who is lurking nearby. Otherwise, as soon as a character is stressed out, everyone begins to see the effects of Glorian's Shaping and can shake off the effects in time to confront the mastermind.

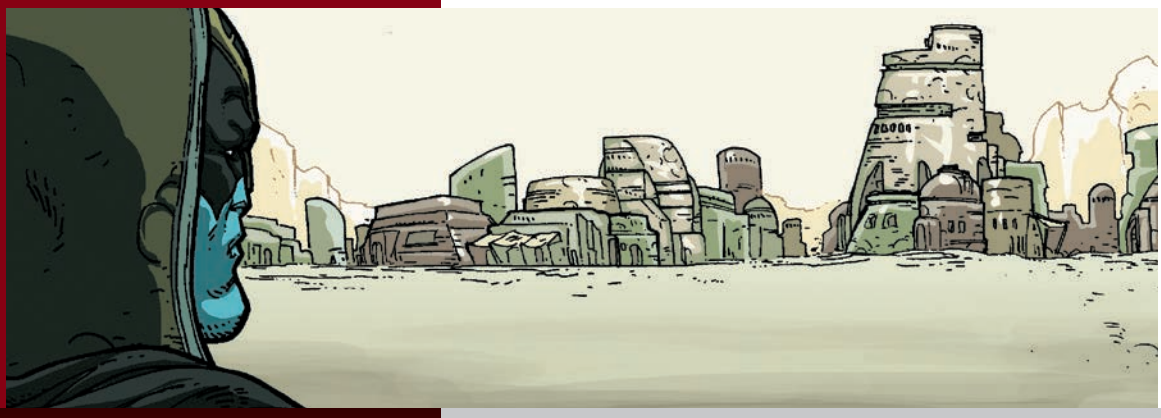
Gamora
p. AN190

Nebula
p. AN206

Spirit
p. AN222

Stellaris
p. AN228

Tana Nile
p. AN232



GLORIAN

Affiliations

Solo	8
Buddy	6
Team	4

Distinctions

- Artist
- Tenuous Grasp on Reality
- Worldshaper's Apprentice

Power Sets

REALITY ALTERATION

Energy Blast	12	Energy Supremacy	12
Psychic Resistance	10	Telepathy	10
Telekinesis	12	Teleport	12
Transmutation	12		

SFX: *Constructs.* When using a Reality Alteration power to create assets, add a D6 and step up the effect die.

SFX: *Feeding Off Conflict.* When using a Reality Alteration power during Scenes of widespread conflict, step up the effect die on Glorian's next action and add to doom pool.

SFX: *Illusions.* When inflicting an illusion-based complication on a target, add a D6 and step up the effect die.

SFX: *Multipower.* Add more than one Reality Alteration power die to a pool. Step back each Power Set power die in that pool once for each die beyond the first.

Limit: *Burn Out.* If an action using *Feeding Off Conflict* SFX fails, step up Glorian's mental stress.

Limit: *Still Learning.* Change any Reality Alteration power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

SHAPER FORM

Godlike Durability	12	Superhuman Senses	10
Superhuman Stamina	10	Superhuman Strength	10

SFX: *Invulnerability.* Spend a doom die to ignore physical stress or trauma

Limit: *Easily Distracted.* If a pool includes a Shaper Form power, both 1s and 2s on those dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

Specs

Cosmic Expert	8	Psych Expert	8

Thomas Gideon

Drawn to Earth, The Shaper of Worlds found the radiation-poisoned and dying Thomas Gideon after a failed scheme against the Fantastic Four. Detecting Gideon's psionic potential, the Shaper healed and mutated him, unleashing his reality control powers. After a period of training, the Shaper unleashed his apprentice on the cosmos to work his own art as Glorian.

YOU CAN'T ALWAYS GET WHAT YOU WANT

When setting up potential conflicts for the Scene, consider the different goals of those fighting on Godthab Omega. Though encouraged by Glorian, the seed of each conflict must be believable. For example:

- Glorian seeks to gain power through creation.
- Gamora wants to restore her deadly reputation.
- Ronan wants information from Tana Nile.
- Korath and the disgraced Kree Star Corps want a life without restrictions.
- The Graces want to teach the Kree settlement a lesson for resisting their rule.

These goals set the heroes on a collision course. For example, Glorian is constantly seeking to up the stakes and increase the power bleed-off, Gamora wants to fight the most powerful individual who shows up, Ronan may suddenly withdraw from a fight to pursue a lead, Korath may resist any action that will lead him back into Kree territory, and the Graces may get distracted while trying to settle scores.

OPTIONS FOR GODTHAB OMEGA BLUES

- Although Gamora and her Graces are portrayed here as antagonists, we've included hero datafiles for all of them. This means your players could take on the role of the Graces and oppose other characters like Ronan or the Silver Surfer in this Action Scene and the one that follows it, bringing them into the greater **Annihilation Event**. In a sense, this Action Scene unlocks them as player heroes for the rest of the Event.
- Glorian has remarkable powers of reality alternation. You can dress up Godthab Omega however you like—it could even be a carbon copy of Earth and the Graces could be replaced by Earth heroes like the Fantastic Four, Avengers, or X-Men under Glorian's influence. However you wish to alter it, Godthab Omega should be a place of conflict.

ACTION: WAVE HITS GODTHAB OMEGA

This Scene occurs sometime after Godthab Omega Blues.

Busy fighting among themselves, the current denizens of Godthab Omega barely have any warning before the Annihilation Wave strikes. Due to the chaos before the attack, the heroes find themselves scattered across various key areas on the planet. To complicate matters, one of Annihilus' Queens is here, savoring the destruction.

There are three key locations in this Scene: the town of Abyss, Mount Vargo, and the Starport. Heroes start the Scene wherever appropriate after Godthab Omega Blues.

There's fierce fighting at the town of Abyss. **Eradica**—one of Annihilus' Queens—hovers above the fighting. She's content to survey the battle until the resistance becomes too great. The ruthless Queen zeros in on the first hero to inflict a total of D10 stress to the swarm and attempt to lay a supreme beating on that hero.

Mount Vargo is more than just the seat of the Graces; it's a symbol of power. Its fall signals that even the most powerful beings on the planet have been defeated. If Mount Vargo is lost, the remaining heroes take a hit to morale immediately following its conquest. You can choose to make things complicated for the heroes by spending a D6 doom die to step up all emotional stress encountered for the rest of the Scene. An appropriately stirring action against the doom pool to regain morale counteracts these effects for all heroes.

The Starport is the center of the planned evacuation. In order to evacuate the planet's citizens, the heroes must provide a distraction. If the fighting begins to die down at any of the other locations, the action shifts here, leading to catastrophic Collateral Damage.

The Scene ends when **Eradica** is killed and her control of the hive mind is severed, or the heroes abandon the world in defeat.

OPTIONS FOR WAVE HITS GODTHAB OMEGA

- If Glorian wasn't defeated in Godthab Omega Blues, his power might turn the tide against the Annihilation Wave, but at the cost of his own sanity.
- To gain backup, the heroes have the option of visiting the Kree Settlement and convincing the disgraced Kree to follow them into battle. There's an unlockable for Kree battle assistance.
- A hero discovers that a loved one is trapped in the wreckage back in the city and doomed to die without her intervention. If the hero ignores the opportunity to help her significant other, her emotional stress steps up for letting him down. If the significant other doesn't survive to make it off of Godthab, the stress turns into emotional trauma at the end of the Scene.

Eradica
p. AN57

Kree Unlockables
p. AN25

TRANSITION: INTO THE NEGATIVE ZONE

This Scene takes place any time after the heroes have encountered the Annihilation Wave.

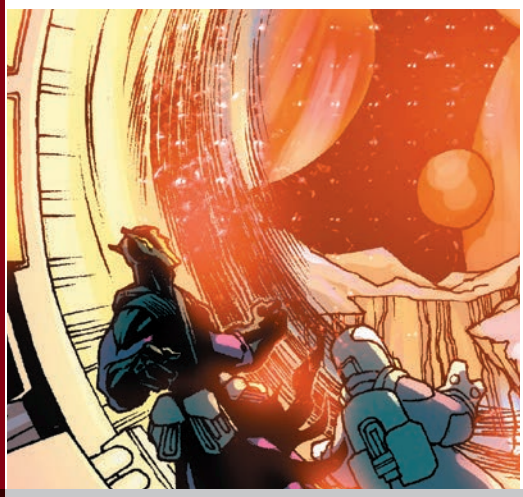
The heroes quickly determine that the Wave comes from the Negative Zone and that going there might be the only way to uncover more information. If the heroes were involved in the Battle for Aks'lo, they are especially interested in finding a way to stop the Harvester of Sorrow.

You can offer the following to the players for activating resources based on their Specialties. Activating any of these resources gives them the information as well as a die they can use later. As always, feel free to reward clever players who come up with other ideas.

Skrull Unlockables p. AN31

Investigating the Harvester of Sorrow

- MENACE **Resource:** Threatening any of the Annihilation Wave ground forces that have been captured—or that the heroes stumble across on other worlds— reveals that a scientist named Hawal designed the Harvester of Sorrow.
- PSYCH **Resource:** Heroes can also persuade any renegades, fugitives, mercenaries, or Negative Zoners to reveal information about a secret laboratory/prison in the Negative Zone where the Harvester was developed.
- SCIENCE **Resource:** Heroes discover that the Harvester of Sorrow is a living ship, and its biochemical readouts from the battle indicate that it's recently traveled through a particular sector of the Negative Zone.



Space Cruiser p. AN06

Recruiting Allies

- COSMIC **Resource:** The Skrull Empire is fractured—numerous mercenary groups and Warlords are scattered throughout the various sectors through which the Annihilation Wave is traveling. Someone with ties to the Skrulls may also be able to recruit assistance.
- CRIME **Resource:** Checking with various underground contacts reveals that a number of prisoners of war have been transferred to an asteroid prison facility within the Negative Zone.
- TECH **Resource:** The heroes are approached by R'kin, a fleet engineer for the Skrull Empire. R'kin is willing to accompany the heroes and help them find a way to destroy the Harvester of Sorrow.

Into the Negative Zone

- COSMIC **Resource:** The hero calls in a favor with a cosmic entity to transport them directly to the UX-73 Prison Planetoid.
- SCIENCE **Resource:** Everyone who's anyone in the science community knows that the Baxter Building on Earth has a device capable of transporting heroes safely into the Negative Zone.
- COVERT **Resource:** Using covert knowledge, the hero commandeers an Annihilation Wave ship that allows them to travel back into the Negative Zone.
- VEHICLE **Resource:** Heroes wanting to travel unobtrusively hire a ship equipped for Negative Zone travel.

ACTION: NEGATIVE ZONE PRISON BREAK

This Scene takes place after the heroes have found a way into the Negative Zone. Alternatively, if a hero is stressed out in combat against Annihilation Wave ground forces, he might awake here after being captured. It's also a good way to introduce a group of Negative Zone prisoners.

A secure facility where the Annihilation Wave's prisoners of war are forced into slave labor, UX-73 also serves as a laboratory where a number of the Wave's super-weapons are created. UX-73 is a barren asteroid, featuring an Organic Matter-Destroying Deterrent Field, High Security Guard Towers, Force Field Generators, and an Antimatter Reactor.

Having secured intelligence on the scientist responsible for creating the Harvester of Sorrow, the heroes arrive at UX-73. Getting into the prison is the heroes' first challenge as the force field protecting the planetoid is capable of destroying all organic matter that passes through it. Heroes with the ability to create their own energy shields—or other similar powers—pass through with some difficulty, while those with technological expertise might be able to ascertain weaknesses in the field, hack the prison's computer systems, overload the planetoid's force field generators, or create defenses against the field's energies.

Meanwhile, prisoners inside may take this opportunity to overpower their captors and escape. However, this doesn't mean that prisoners automatically trust whoever gave them the chance.

Whatever the case, the heroes need to find and capture Commandant Hawal, either because of his knowledge of the Harvester of Sorrow, or because he commands the prison and likely controls the only way out.

Once the assault is underway, Commandant Hawal expends all the forces at his disposal in order to escape. If needed, he detonates the planetoid's antimatter reactor from orbit. If the heroes manage to capture Commandant Hawal, see the UX-73 Prison Planetoid.

Negative Zone Mob p. AN51

Drone Ground Forces p. AN60

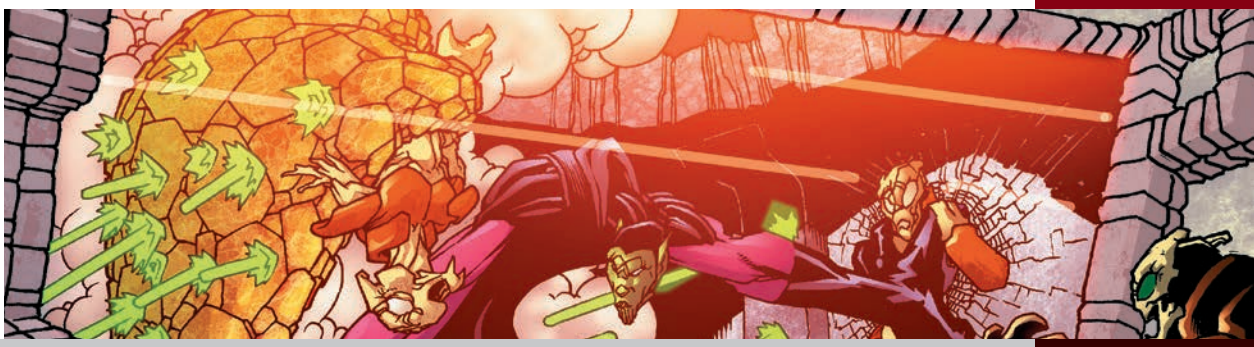
Commandant Hawal p. AN133

Action: UX-73 Prison Planetoid p. AN132

Negative Zone Unlockables p. AN53

OPTIONS WITH THE NEGATIVE ZONE PRISON BREAK

- If the doom pool grows by two dice, spend a D8 doom die to create a Damaged Force Field Generator D8 or Collapsing Guard Tower D8 complication during the conflict between the heroes and the prison's guardians. The collateral damage shorts out the containment fields holding a number of UX-73's prisoners.
- If the Damaged Force Field Generator or Collapsing Guard Tower complications are ignored, spend a D6 doom die to signal the arrival of an enraged mob of super-powered prisoners intent on taking their revenge on Hawal for the abuses they've suffered at his hands. They take their anger out on anyone who stands in their way.
- If the heroes manage to gain the trust of the prisoners—often through a show of overwhelming force—they can recruit some of the prisoners to their side.



ACTION: EVACUATE NYCOS ARISTEDES

In this Scene, the heroes try to evacuate a planet while the Annihilation Wave looms ever closer to destroying it. A cosmic hero might pick up a hurried distress signal and go to assist. Other heroes may arrive while fleeing from the Wave, realizing that the planet is likely the next target.

The Annihilation Wave is coming and over 18.6 million frightened Aakonian colonists must be evacuated. The Aakonian fleet is already stretched thin and can only spare one fleet-arm, the Kallis Ateratar, to help protect the evacuation. You can introduce a new cosmic hero to the group at this point, someone who is already on the Scene helping the colonists.

It's absolute chaos. There's little organization and the crowds have devolved into a mob due to the sheer number. This impacts the movement of non-flying heroes.

▶ Fight or flight? This is the primary question for the heroes. Do they focus on the evacuation by handling Crowd Control and dealing with the Traffic Jam, or do they prepare to fight, hoping to delay the infestation so more can escape?

Rules Option: Timed Actions p. AN08

Time is ticking. You can use the rules for Timed Actions, starting the Timer with a D6. When the clock hits D10, the Wave arrives at the planet. On D12, it strikes.

The only way to successfully evacuate so many is to generate a Giant Stargate D12 asset via the use of cosmic power or carefully applied science. Once the heroes figure out how to boost the gate's size, they must also distract the scouts of the Annihilation Wave, buying time for the escaping colonists. Heroes can buy time by opposing the Timer with appropriate actions. If they can step the Timer down to D4 after the Wave arrives, the heroes successfully evacuate the colonists. If the Wave surpasses D12, the colonists are destroyed. Regardless of how the Scene is wrapped up, the Wave arrives to lay waste to whatever is left.

ANGRY AAKONIAN COLONISTS

Affiliations

Team

6 6 6 6

Distinctions

Agitated

Disorganized

Power Sets

COLONIAL MOB

Grab 8 **Swarm** 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Violence Isn't the Answer.* In a successful reaction to an attack inflicting physical stress, add an additional Mob die. If the reaction fails, spend a D6 doom die to trigger this SFX.

Limit: *Mob Cohesion.* Mob may be targeted individually or by *Area Attack* SFX. D8 physical stress inflicted removes a die from Mob power. Recover Mob after a Transition Scene.

Yellow-skinned and dark-haired, these enemies of the Kree have colonized many various worlds. In addition to their long-standing enmity with the Kree, these aliens are suspicious of humans because of foreboding concerns that Earth superhumans will become a threat to galactic stability.

OPTIONS WITH EVACUATE NYCOS ARISTEDES

- Spend a D10 doom die to create a COMMUNICATIONS BLACKOUT D10 complication. As ships lose their communications systems, it increases the chance of midair collisions with other ships and flying heroes.
- An escaping ship has crashed on a moon, carrying important passengers. This can also be an easy way to tempt a hero to divide his attention or follow one of his Milestones.
- The mere presence of a reformed villain like Drax—or any villain currently working with the heroes—may cause MASS PANIC, allowing you to add D6 to the doom pool for each hero with a dubious past. In addition, heroes must take action to convince allies the person in question can be trusted.

YOU'RE OUT OF TIME

Annihilus' primary goal when confronted by those with cosmic power is to drain that hero's energy using his COSMIC CONTROL ROD Power Set. He uses this energy to boost his physical abilities and, in the case of Cosmic Energy—like the Old Power or the Nova Force—to get power traits and SFX from what he steals.

A hero that loses a Power Set to Annihilus survives the experience, but is thrown far from the tyrant and ignored thereafter unless he rejoins the fray. This is the equivalent of the "split up the heroes" function of doom dice. Gaining a Milestone to regain the lost powers is a good way to push the story forward. The hero could also try to find a replacement—see Acquire a Source of Cosmic Power on page AN148.

One way to sidestep the loss of powers—and to increase the stakes—is through the sacrifice of a friend. If the cosmic hero has an ally assisting that possesses great power—like Quasar—and a Milestone that references learning from mistakes or the loss of a friend, this might be the perfect place to gain that experience. Annihilus' first attack on the hero results in a complication like BLINDED or WIND KNOCKED OUT rather than physical damage. The hero's ally then moves to protect the injured hero. If the ally is Quasar, Annihilus absorbs his attacks, grabs hold of Quasar's Quantum Bands, and disintegrates him while absorbing all his Quantum energy and abilities. If Quasar isn't with the group as an ally or is being used by a player, another character can make the ultimate sacrifice. Whether the allied hero possesses the Nega Bands or a medallion that bestows the Old Power on its wearer, the result is tragically the same.

ACTION: BATTLE AGAINST ANNIHILUS

This Scene happens immediately after the resolution of Evacuate Nycos Aristedes, or after another critical battle that grabs Annihilus' attention. The heroes aren't given a moment's rest. This Scene is the final Scene of Act One, bringing the heroes face to face with the ruler of the Wave.

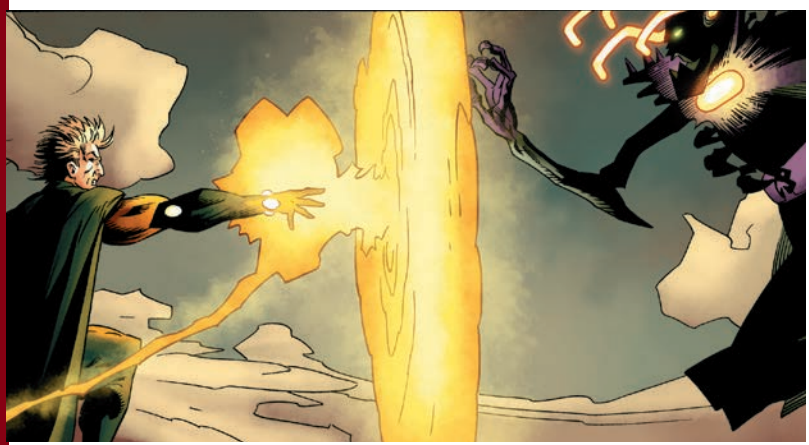
Annihilus has come. After detecting the energy signature of the stargate or a large expenditure of cosmic power, Annihilus' battle group joins the Annihilation Wave in the destruction of Nycos Aristedes or wherever the power was detected.

Annihilus attacks with the full might of his CAPITAL SHIPS. He plans to observe the onslaught with the hope of exposing his next prey—a hero with a cosmic power such as the Nova Force, the Power Cosmic, or the Quantum Bands. As soon as a hero makes an action with a D12 effect die, Annihilus and his ships swoop in.

The heroes may also choose to take the battle to Annihilus after discovering his presence. Along the path to the flagship, the heroes fight their way through the deadliest forces of the Annihilation Wave. Annihilus waits for them on the bridge, watching the heroes approach behind the red glass of the primary viewport.

The Negative Zone tyrant focuses his initial assault on one cosmic-wielding hero, seeking to absorb the target's powers into his Cosmic Control Rod. His Elite Guard, however, aren't so selective—they ruthlessly attack all heroes and defend their master to the death.

The Scene ends when the heroes are defeated, discarded into OPEN SPACE, flee, or Annihilus or his armada is defeated. This is the end of Act One.



WHAT IF ANNIHILUS FALLS?

It's not terribly likely, but Annihilus could fall to the heroes in this Scene. But that doesn't mean this is the end for Annihilation. Oh, no.

Perhaps Thanos picks up where Annihilus left off. Death told Thanos that she was with Annihilus, so the Mad Titan might continue from there. However Thanos is more intelligent than Annihilus and his tactics will be far more subtle. With Thanos in charge, the Annihilation Wave will conquer the universe with guile as well as brute force.

Released from the Kyln, Tenebrous and Aegis might use the Annihilation Wave as a tool to make a more ordered universe in its wake. This could be especially deadly—like Galactus, the Proemial Gods can make Heralds with the power cosmic and empower the Annihilation Forces into a death machine. Under Tenebrous and Aegis, the Wave would be able to devour a system and leave in hours rather than days.

Even the heroes could change their stance in the wake of Annihilus' defeat. Less than savory heroes with a powerful enough telepath could usurp the Annihilation Wave's hive mind and reprogram them to do the heroes' bidding. This puts them in the ideal position as aggressors and might cause new heroes to rise up and stand against them.

OPTIONS WITH BATTLE AGAINST ANNIHILUS

- If the heroes charge through the viewport to face Annihilus, a Force Field d8 automatically pops into place to keep everyone from getting sucked out into deep space. If a hero can access the computer, they can try to override the atmospheric controls and nullify the Force Field—sending everyone on the bridge out into Open Space.
- Any hero accessing the Annihilation Wave computers on the bridge that manages to get past its Security Protocols d12 can force the Annihilation Wave armada to begin targeting each other. The chaos that ensues is enough to give the heroes a chance to escape or eventually convince Annihilus to focus his attention on his fleet rather than the heroes. If Annihilus tries to absorb the Nova Force from Nova Prime, the Worldmind can do the same thing if the Nova Prime player spends a Plot Point.
- If the heroes decide to flee rather than face Annihilus, he follows after them and resumes the attack the moment they enter a new star system. He wants whatever power could create a massive stargate or gain his notice. By spending d10 from the doom pool, Annihilus sends an Elite Boarding Party onto the heroes' ship in an attempt to slow them down or take over their ship. If he manages either, he boards the ship himself to join in the fight.

Annihilus
p. AN55

Annihilus's Flagship
p. AN65

ANNIHILUS'S ELITE GUARD

Affiliations: **Team** 10 10 10

Distinctions: **Crack Troops**, **Fanatics**

Power Sets:

ARTHROSIAN ELITE SOLDIER

Enhanced Senses 8 | **Superhuman Durability** 10
Superhuman Strength 10 | **Weapon** 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Dangerous.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted.

SFX: *Fearless.* Spend a doom die to ignore stress, trauma, or complications from fear attacks.

SFX: *Focus Fire.* Against a single target, step up or double Weapon die. Remove the highest rolling die and use three dice for the total.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. d12 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Specs: **Combat Expert** 8

Annihilus's Elite Guard are the best soldiers in the Annihilation Wave. Handpicked, they serve Annihilus aboard his flagship. Their muscles and carapace armor have been strengthened beyond Arthrosian norms, and they attack intruders without mercy or fear.

TRANSITION: TRAPPED ON A PLANET

This Scene is for when the heroes are trapped on a planet when the Annihilation Wave destroys all available spacecraft and launching facilities. Sometimes escaping from the planet happens "off-panel" but if you'd like to add more excitement to the escape, use this Scene.

The Annihilation Wave—while effective using overwhelming numbers—is also diabolical in its strategy. In the current situation, it has wiped out all available spacecraft and launching facilities. With no means of getting away, Annihilation forces can leisurely wipe out any survivors.

Escape will not be easy.

STEALING AN ANNIHILATION WAVE SHIP

The obvious way to get off the planet and strike back is to use one of the vessels of the invader. "They were nice enough to bring them, after all..."

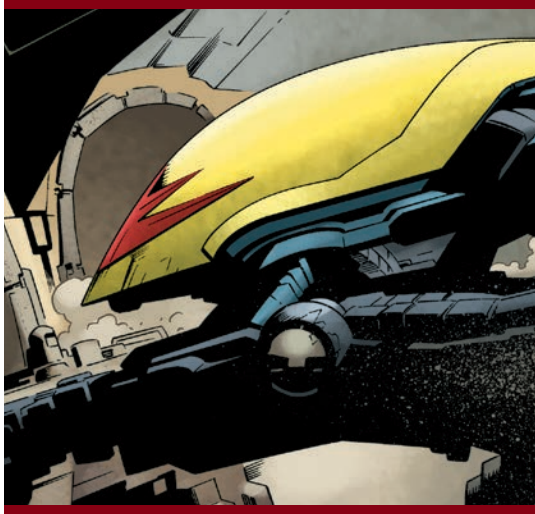
When the Annihilation vessels descend after their bombardment, heroes could find an isolated scout searching for survivors to destroy, a ship of cannibalistic monsters looking to feast on the dead, or the vessel of a preening warlord looking to proclaim his dominance in the name of Annihilus. Heroes with the Covert Specialty might trick their way into control of the vessel, while others might Menace their way into seizing it by force. TECH- or VEHICLE-specialized heroes may develop knowledge of the ship's systems and bypass security in that way.

The vessels of the Annihilation Wave won't be expecting retaliation or escapees, since they have destroyed the space-faring capacities of the planet. The heroes will need to destroy, silence or in some way bypass the SENSORS of the ships in orbit to safely escape. Failure starts a new battle... in the center of Annihilus' fleet!

LAUNCHING A HIDDEN VESSEL

Alternatively, the hero might uncover a resource during this Scene to escape from the planet. Using BUSINESS, CRIME, PSYCH, or SCIENCE, the heroes discover a starship hidden away by the government, a private concern, or a criminal element. The heroes may also be able to cobble together their own ship with a tech or vehicle resource. In either case, it's not quite flight-ready, though it represents the best hope of getting off the planet at the moment. As such, it draws the attention of others who want to escape alongside the heroes.

Unfortunately, before the ship can be launched, the Annihilation Wave detects the location of the hidden hangar and launches a full-scale attack. Will the heroes be able to protect the planet's last hope? Start a TIMER.



Rules Option:
Timed Actions
p. AN08

TRANSITION: GETTING THERE FROM HERE

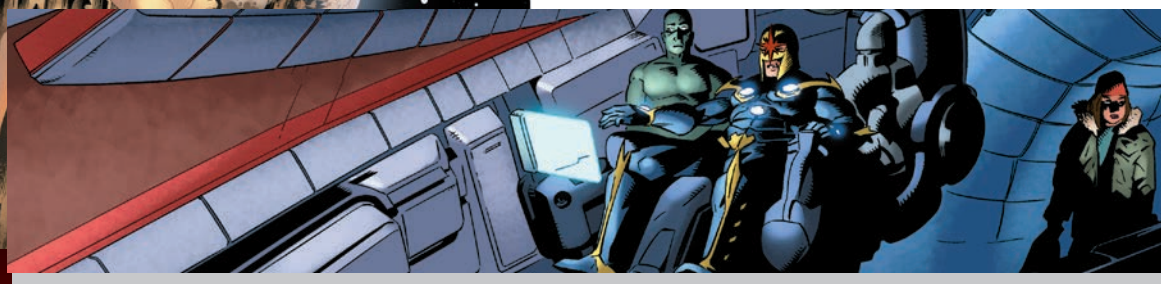
At some point in your galactic adventure, the heroes will have to get across enormous amounts of space, and that takes time. Even if you teleport everywhere you go, eventually you have to stop somewhere for a breather. This Transition Scene can be used anytime the heroes decide to travel a long distance between Action Scenes.

The heroes stop in one of the many independent space stations along interstellar travel routes. Physical recovery is aided by Advanced Medical Technology. Some species have Isolation Chambers in order to practice meditation, or Chapels for Alien Religions. This may also be an ideal place to refuel and repair the starship you're using.

Roleplaying opportunities across the galaxy abound. Characters more experienced in galactic travel and intergalactic social discourse should have the opportunity to display their knowledge and skills. Use this Transition Scene to emphasize and shift relationships based on the actions that the characters are undertaking and Milestones they're hitting. This is a chance for a player whose hero is changing because of the crisis to display that to the other players.

Additionally, the stop provides the chance to acquire the following resources:

- Covert **or** Crime **Resource:** The hero seeks out alien informants—space pirates, a noble in exile, a retired veteran military leader, or a cross-species drug dealer. The hero can gain Updated Intelligence on the activities of the Wave. Be sure to make the informants weird, shady, and perhaps a bit reluctant to put their lives on the line.
- Psych **or** Menace **Resource:** The hero digs into the nature of the populations that are threatened by the Wave, obtaining insight into Crowd Psychology when dealing with fleeing refugees or panicking planetary authorities.
- Psych **Resource:** By analyzing the motivations or goals of the enemy, the hero gains a sense of Annihilus's Priorities, helping him create diversionary Complications or emotional stress in a confrontation by threatening what an enemy really cares about.
- Science **Resource:** By reviewing sensor data, the hero can gain a detailed readout of an alien species (like the Wave's drones) including their Weak Points.
- Tech **Resource:** The hero scrounges Explosives or Powerful Weaponry from a ship's systems or spare parts. When these Resources come into play, the enemy should curse their ingenuity or be staggered by the unfamiliarity of the improvised weapons.



TRANSITION: RAG TAG FLEET MANAGEMENT

This Transition Scene should be used once the characters have gained some allies that oppose the Annihilation Wave. They might be Skrull warriors, groups of displaced inmates, or leaders of Aakonian colonists.

There's a break in the fighting after a particularly important battle in space. While there are a multitude of larger worries in the Annihilation War, something as simple as supplying allies and keeping the ships flying can become the most urgent task the heroes need to accomplish.

SUPPLY AND LOGISTICS

While daily fleet management isn't as important to the heroes, emphasizing the struggle to survive can lead to useful resources.

- Business **or** Cosmic **Resource:** The hero knows the location of a local trade planet where food and supplies can be obtained for the right price, making them Well Stocked.
- Menace **or** Psych **Resource:** The hero convinces or threatens a well-stocked freighter into joining along with the fleet, granting a Supply Ship resource.
- Covert **Resource:** The fleet is on an important mission, so what's a little piracy to Resupply the Ships?
- Science **or** Tech **Resource**: The hero upgrades ships in the fleet to become More Efficient Vessels.

Watchers wanting to put a real sense of urgency on this could set a Timer that ticks up during Transition Scenes as the fleet burns through space. Resupplying, thus stepping back the Timer, becomes the only thing keeping the fleet from sputtering out and being overwhelmed by the Wave. This forces the heroes to make difficult decisions: do they prioritize attacking the evil conquerors, or defending the innocent refugees?

ACT TWO

THE ANNIHILATION WAR

The Annihilation Wave is paving a path of destruction across the galaxy, with no signs of slowing down. The heroes may even have encountered the driving force behind the devastation, Annihilus himself. But despite the setbacks, there's still hope for stopping the Wave. It'll just require some proactive investigation—and a few sacrifices.

SCENE STRUCTURE

In this Act, the heroes investigate different options for opposing the Wave, as well as try to save lives they care about. After recovering from the events of Act One, find out from the players what kind of leads they'd like to pursue. If they've delved into the Negative Zone, the UX-73 Prison Planetoid should provide some answers and a few allies. Ravenous Attacks gives some clues into what Annihilus wants, as well as Thanos' role in it all.

The Key Scenes represent major developments that the heroes can influence—the Battle for Zaragz'na can help save the Skrulls and stop one of the Wave's most potent weapons, while the assistance of the Kree hinges on The Battle for Hala. The Fall of Galactus pits the heroes against two ancient beings in order to save Galactus from a plot by Thanos and Annihilus. The Mad Titan's Play endangers one of the heroes' closest allies and puts them face to face with Thanos. In the final Scene of Act Two, the heroes gather all the allies they've gained to Form the United Front.

The Optional Scenes provide more ways not covered by the original series to fight the Wave. From assisting refugees, to visiting Earth, to reaching out to another uninvolved galactic power like the Shi'ar, or even just finding a source of power, the heroes have plenty of options—but not much time.

BUILDUP

- Action: UX-73 Prison Planetoid
- Action: Ravenous Attacks

KEY SCENES

- Action: The Battle for Zaragz'na
- Action: Battle for Hala
- Action: The Fall of Galactus
- Action: The Mad Titan's Play
- Transition: Form the United Front

OPTIONAL SCENES

- Action: Refugees
- Action: Diplomatic Mission Critical!
- Action: Meanwhile, On Earth...
- Transition: Acquire a Source of Cosmic Power

HOOKS

The heroes are in the thick of it now. Whether they're being hunted by Ravenous and the Seekers for their cosmic power, their family is in the path of the Annihilation Wave, or they tussled with Annihilus personally, they're involved in the Annihilation War whether they like it or not. The only way that they'll ever have peace is to find a way to stop the Wave.

DOOM POOL

The doom pool begins at 4D8 for this Act. Remember to refresh all Plot Points for player heroes and have the players settle on new Milestones if any were closed out in the last Act.

Doom Pool
p. OM14

DOOM POOL: **4D8**

ACTION: UX-73 PRISON PLANETOID

This Scene most likely follows the Negative Zone Prison Break from Act One. After the prison break-in or break-out on the UX-73 Prison Planetoid, the heroes need to decide their next move. Alternatively, if they're still investigating how to stop the Harvester of Sorrow, this Scene could be introduced as the heroes trace Commandant Hawal here.

This Scene takes place in and around a damaged prison facility on a barren asteroid in the Negative Zone, featuring Disgruntled and Disorganized Prisoners, A Scarcity of Resources, and Vulnerable Defenses.

The heroes arrive to find a way to put a stop to the Harvester of Sorrow. Standing in their way are a few important tasks:

- **Capture Commandant Hawal:** The prison commander is on UX-73 and needs to be taken into custody. His prison guards protect him, and he's willing to detonate the entire asteroid if it leads to his escape.
- **Coerce Commandant Hawal into Helping:** Once captured, the Commandant is willing to provide information on how to stop the Harvester of Sorrow in exchange for his life and freedom. The stakes are high—save the lives of millions, but release a destructive genius out into the world, possibly to develop something worse. A hero utilizing a Menace resource on an opportunity can use one of the Commandant's torture devices—like the Spine of Complicity—to get the information, but it's clearly an act of hideous torture.
- **Build the Viral Missile:** The only weapon capable of stopping the Harvester is a viral payload delivered via a massive missile. Use Science and Tech Specialties to design and build the weapon, and other Specialties to convince the prisoners to assist in the effort.
- **Recruit an Army:** Meanwhile, the heroes need to recruit enough ships and soldiers to protect the viral missile.
- **Return to the Positive Universe:** If the heroes took a one-way trip to the Negative Zone, they'll need to figure out a way back that can also take the missile and their army.

To keep the action moving—and since the Harvester is quickly descending on its next victim—multiple heroes in the Scene need to split up. One hero could be dealing with capturing the Commandant while another works to recruit prisoners. One hero could be building the missile while another one trains an army. Using resources gathered from the Negative Zone or unlockables can also speed the process along. Once the immediate action has subsided, use a Transition Scene to clean up the remaining pieces and get ready for the next Scene.

OPTIONS FOR UX-73 PRISON PLANETOID

- If the heroes fail to convince the prisoners to join, or if Commandant Hawal is left alive, you may spend a D6 doom die to introduce a Negative Zone Mob composed of angry convicts. The prisoners may try to take Hawal in order to extract their own revenge, or they may actively work against the heroes to aid their own escape.
- If the doom pool grows by two dice, you can spend a D8 doom die to signal the arrival of Annihilation Wave Ground Forces. Concerned about the lack of communication from the prison, a team is dispatched to investigate. Once on site, the team attempts to eliminate the heroes, or—failing that—sabotage any work being done.

COMMANDANT HAWAL

Affiliations

Solo 8
Buddy 4
Team 6

Distinctions

Designer of the Harvester of Sorrow
Twisted Genius

Power Sets

ARTHOSIAN SCIENTIST

Enhanced Durability 8 Enhanced Senses 8

SFX: *Science Is My Life.* Step back both Science Master and Tech Master to include them both in a dice pool.

Limit: *Self Preservation Instinct.* Step up emotional stress inflicted when threatened with death or pain to step up the lowest die in the doom pool or add a D6 doom die.

Specs

Science Master 10 Tech Master 10

A geneticist of incredible ability, Commandant Hawal created the Annihilation Wave's super-weapon, the Harvester of Sorrow. Now, he is in command of the prison planetoid UX-73, where he conducts torturous experiments on the inmates. Hawal believes that other beings are nothing more than playthings—to be experimented on and discarded when they inevitably break. Nothing means more to him than surviving in order to continue his work.

Kree Unlockables
p. AN25

ACTION: RAVENOUS ATTACKS

This Scene occurs when a hero with cosmic power—especially a Herald of Galactus—is largely separated or in an otherwise vulnerable spot.

Annihilus—aided by the research of his ally Thanos—wants to further his study of cosmic power up close. He dispatches his top Seeker Ravenous to capture a cosmic power-wielding hero. If the hero possesses an item of power, Ravenous and the Seekers may be targeting the artifact instead. The Seekers carry devices with them to isolate the item and carry it away safely. Otherwise, they may be on a simple kidnapping mission. If they can't kidnap the one Annihilus wants, Ravenous tries to destroy the hero and return with the body.

Ravenous is a master strategist, so he selects a location that's important to the target, but doesn't afford advantages. Pick a location the characters are unfamiliar with, or where they don't go often—while anyone can attack the heroes on the bridge of their ship or in deep space, Ravenous strikes while passing over a Spiraling Nebula or investigating an Ancient Cathedral.

The attack is calculated to overwhelm the character emotionally and mentally. If she's sworn to protect the innocent beings of the galaxy, Ravenous deploys shock troops to murder civilians. If she's loyal to a galactic faction, the Seeker attacks at one of their sacred or secured sites.

Tactical considerations also help Ravenous. A character that needs political support may find a false diplomatic opportunity and be surrounded by pre-programmed robots that can't be swayed with a silver tongue. A hero who needs solitude may find himself cut off from help when Ravenous targets his ability to communicate.

Ravenous brings as many Planned Countermeasures as there are known targets, along with lesser Seekers and their associated Currs. He uses the heroes' Limits, if they could be reasonably known with Ravenous' Specialties.

ACTION: THE BATTLE FOR ZARAGZ'NA

This Scene takes place after UX-73 Prison Planetoid, or whenever it is appropriate to threaten an important world with a planet-destroying super-weapon. This Scene is assumed to take place above the Skrull world of Zaragz'na; however you can substitute the world for any planet of importance to the heroes.

A prominent world and an ancient capital in the Skrull Empire, Zaragz'na is home to Sarnogg—the son of the Super-Skrull—and millions of other Skrulls. This Scene takes place in the orbit around the planet, featuring a Pitched Battle between Skrull and Annihilation Wave starships, The Harvester of Sorrow, and Waves of Evacuating Transports.

A battle between Zaragz'na's Skrull defenders and the overwhelming might of Admiral Salo's Annihilation Wave fleet is already underway as the heroes arrive. If they constructed the viral missile on UX-73, their job is to keep Admiral Salo's forces occupied while it's piloted to the Harvester. Otherwise, the heroes might be fighting a losing battle and just trying to save as many lives as possible, or coming up with another way to stop the Harvester, but at a higher cost.

Piloting the missile itself is a problem, since it's a one-way trip. If none of the heroes volunteer for a suicide mission, one of their allies volunteers. However, that person might not be as much of an ally as originally thought. Spend a d10 doom die to have the ally betray the heroes and destroy the viral missile, taking with it the plan to stop the Harvester. Alternatively, spend 2d12 to knock the heroes out of the sky and be brought aboard the Harvester. They awaken onboard with a d12 complication, Power-Dampening Restraints, as the betrayer gloats to them about his deal with Admiral Salo to deliver the heroes in exchange for being spared the Annihilation Wave. This is also a chance for the betrayer to reveal a long-standing grudge against one of the heroes.

However, being captured and brought aboard the ship may be a way to destroy the Harvester of Sorrow from the inside. The heroes need to fight through endless waves of Annihilation soldiers, the betrayer, and Admiral Salo himself, as well as generate an immense amount of power inside the ship, likely resulting in at least one hero sacrificing himself. Nobody said it would be easy.

ADMIRAL SALO

Affiliations

Solo	4
Buddy	6
Team	8

Distinctions

Cautious
Cocky
Cruel

Power Sets

ADMIRAL ON THE BRIDGE

Enhanced Durability 8 **Enhanced Senses** 8

SFX: *Fleet Communications.* When using Enhanced Senses involving other ships, step up or double Enhanced Senses.

SFX: *In Command.* When using Combat Expert to create assets, add a D6 and step up the effect die.

SFX: *Listen to Me!* Add Psych Expert to a dice pool when helping others recover stress. Spend a doom die to recover another's emotional or mental stress or step back another's emotional or mental trauma.

Limit: *Conservative.* Step up mental or emotional stress from being forced to react quickly or act without planning first to step up the lowest die in the doom pool or add a D6 doom die.

Specs

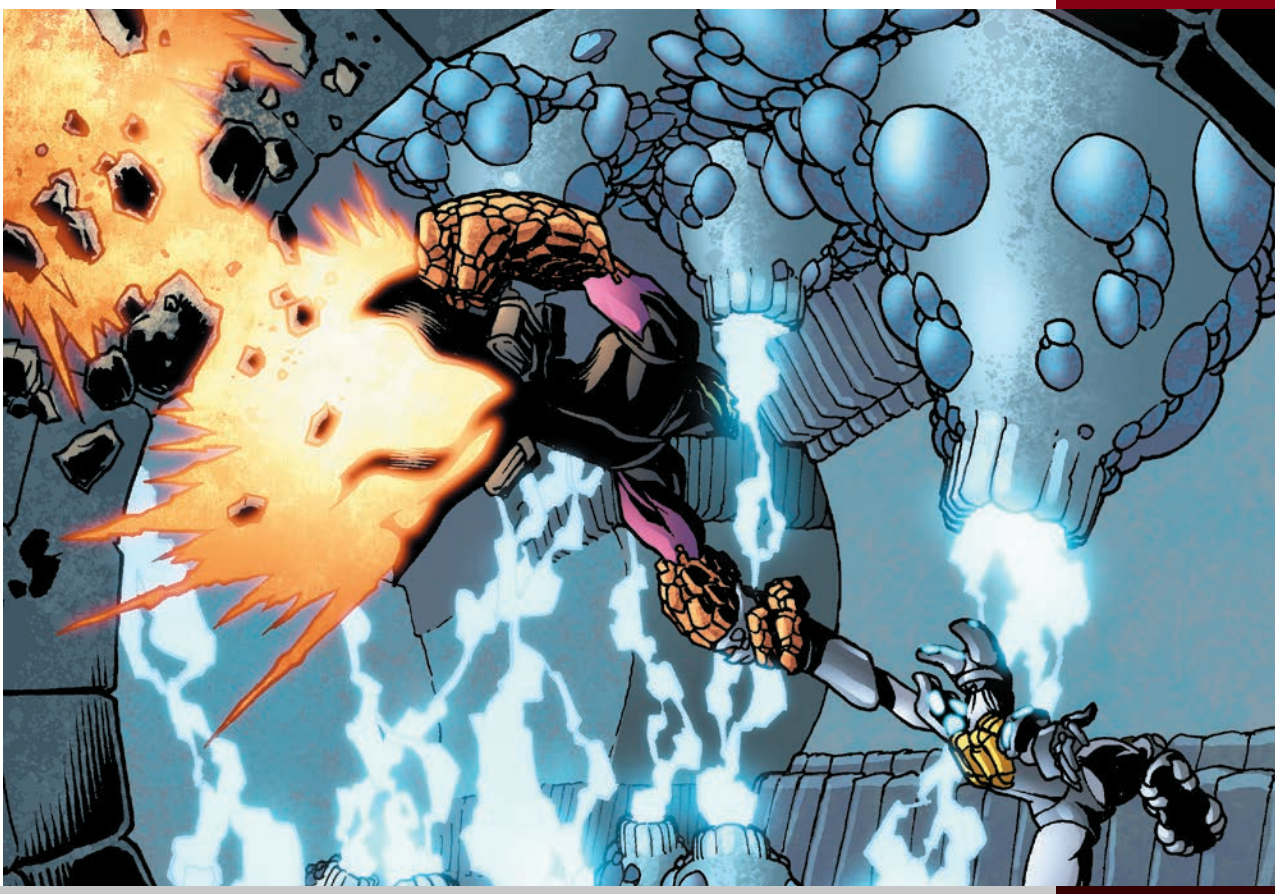
Combat Expert 8	Cosmic Expert 8
Menace Expert 8	Psych Expert 8

The bug-like Arthrosian Admiral Salo commands the Harvester of Sorrow and is an expert military strategist. In only ten days, he crippled the outer sections of the Skrull Empire, using the Harvester of Sorrow to consume entire planets. Admiral Salo has a cautious command style, preferring to ensure the eradication of any and all resistance before unleashing the Harvester of Sorrow on a vulnerable planet.

Squadron of Wave Fighters p. AN07

Drone Ground Forces p. AN60

Drone Soldier Ground Forces p. AN60



HARVESTER OF SORROW

Affiliations

Solo 10 10 10 10 10
Buddy 8 8 8 8
Team 6 6 6

Distinctions

Doomsday Weapon
Near Indestructible
Sluggish

The Harvester of Sorrow is a hive-like organic superweapon the size of a small moon. Created by Commandant Hawal and commanded by Admiral Salo, it is capable of destroying planets by dipping into the atmosphere and creating an energy bubble that converts all matter on and in the planet into organic goo that is used to feed the Annihilation Wave. It is nearly indestructible, but is vulnerable to a large energy outburst inside the core of the Harvester itself.

Power Sets

THE BOWELS

Harvester Core 12

SFX: *Begin the Harvest.* When taking an action that includes Harvester Core, instead of adding your effect die to the doom pool, add two stepped-back dice, or add three dice each stepped back by two.

Limit: *Critical Failure.* If Harvester Core becomes shutdown, destroy Harvester of Sorrow. Add a d12 to the doom pool, and use the doom pool to make an energy attack against each hero inside the Harvester of Sorrow.

Limit: *Deep Inside.* Harvester Core may only be targeted from within the core itself.

LIVING SUPERWEAPON

Energy Blast 12 **Godlike Durability** 12
Godlike Stamina 12 **Space Flight** 12

SFX: *Invulnerability.* Spend a doom die to ignore physical stress or trauma from exterior attacks unless caused by viral missile. Ignore all mental or emotional stress or trauma.

SFX: *Regeneration.* Spend a doom die to recover the flagship's physical stress or a d10 doom die to add one die to the Solo affiliation, to a maximum of 5d10.

Limit: *Exterior Firepower.* Energy Blast may only be used against targets outside of the Harvester of Sorrow.

Limit: *Fleet Formation.* Only uses Buddy or Team Affiliation if in formation with other Superweapons. Otherwise, always uses Solo.

Limit: *Large Scale Threat.* For each d12 physical stress effect die applied to Harvester of Sorrow, remove an Affiliation die.

Limit: *Vulnerability.* Step up physical stress from viral attacks and shutdown *Regeneration* SFX to step up the lowest die in the doom pool or add a d6 doom die. Recover *Regeneration* SFX after a Transition Scene.

Specs

Combat Expert 8 **Vehicle Expert** 8

ACTION: BATTLE FOR HALA

The Battle for Hala can occur anytime the heroes decide to go to the Kree directly. This might be especially important if attempting to form the United Front or if one of the Kree heroes decides to return home.

House Fiyero, the commerce council who command the Kree, finds the Annihilation War unprofitable and is trying to make an alliance with Ravenous. If they succeed, resistance to the Wave suffers as the Kree have the only army strong enough to withstand Annihilus' troops.

Upon arriving on Hala, the heroes immediately receive a hostile reception. House Fiyero has dispatched the Kree Royal Guard to stop them from even approaching their inner sanctum. Though they may not want to, the Royal Guard fight to the death to follow the orders they've been given. The battle takes place on the Ancient Steps, as the Kree People Look On.

Ravenous lies in wait amongst House Fiyero. If the heroes begin to lay waste to the Royal Guard, he jumps into the battle outside. If the battle proves difficult for the heroes, the Seeker waits for them to come inside the royal House to ruthlessly finish them off. He's anxious to gain complete control of the Kree and has no intention of quitting the fight so long as victory seems possible. He's also arrogant enough to face the heroes alone without any reinforcements—confident that Kree traitors will help him escape from custody eventually.

The Scene ends when Ravenous is defeated. The remainder of the forces, Kree or otherwise, surrender as soon as Ravenous falls. What the heroes do next determines if House Fiyero—proven to be traitors for Annihilus—retain control or if a new leader steps forward. See page AN156 if the heroes attempt to take command of the Kree.

Transition: Form the United Front
p. AN142

Kree Royal Guard
p. AN20

Ravenous
p. AN68

ACTION: THE FALL OF GALACTUS

Action: Ravenous Attacks p. AN134

Galactus p. AN71

Aegis p. AN81

This Scene happens when the heroes go to Galactus or his Herald for help. If one of the heroes is Galactus' Herald, this can happen anytime after their first experience with Ravenous and his Seekers (see Action: Ravenous Attacks).

Thanos has set a trap for the Devourer of Worlds. By egging on Galactus' Herald into greater and greater battles against Annihilation Forces, Galactus was led farther and farther away from forces that could assist him.

When Galactus lands on an abandoned planet with Ancient Structures, the Annihilation Forces pull back; Tenebrous and Aegis arrive to fulfill their part of the deal with Thanos—exact their brutal revenge on Galactus so Thanos can make him a weapon for Annihilus.

If there's no interference by the heroes, Galactus fights Aegis and Tenebrous. On Galactus' action, he removes an Affiliation die from one of his opponents. On each of their actions, they create or step up the complication So Falls Galactus d6. If this complication is stepped up to exceed d12, Galactus is defeated and falls to the might of these ancient foes. If a Herald of Galactus is present and defeated in combat, this complication steps up automatically.

The Scene ends when Galactus has either defeated one of the Proemial Gods so he can limp away from them, or has fallen to their combined might.

OPTIONS FOR THE FALL OF GALACTUS

Fallen One p. AN80

- Thanos is a master planner and schemer; he doesn't want to show his hand when the heroes arrive to help Galactus. Instead, he sends his Herald, the Fallen One, to face cosmic powered opponents if it seems that they're providing too much help to the Devourer. Spend a d10 doom die to add him to the Scene.

Squadron of Wave Fighters p. AN07

- As soon as the heroes intervene in Galactus' fight, the watching Annihilation Forces throw their lot in with Tenebrous and Aegis. There are hundreds, maybe thousands, of Annihilation Wave Forces in attendance, but their role is only to Distract the heroes long enough for Galactus to be defeated. Spend a d8 doom die to add Annihilation Wave Fighters to the Scene.

ACTION: THE MAD TITAN'S PLAY

This Scene occurs at any time when Thanos perceives the heroes as more than a passing annoyance to Annihilus' wishes. The Scene works best with two characters, such as two heroes or a hero and a single ally.

Thanos has no interest in facing the heroes as a group; he'd rather keep them far from his schemes and plans. To intimidate the heroes and inflict emotional wounds—as well as gain a valuable resource for himself—he moves to capture a close ally while they're unprotected.

Thanos
p. AN43

Thanos appears with no Annihilation Forces, just Skreet, the chaos sprite that follows him. He may taunt the heroes a bit before finally attacking them. Thanos isn't interested in a prolonged fight, only in capturing the hero's ally or loved one. He starts by eliminating the hero's ability to follow him, perhaps in some form of Stasis Beam. With that achieved, he tries to knock out his target and make a quick getaway through teleportation. If necessary, Skreet uses her surprisingly phenomenal power to help subdue Thanos' target.

Skreet
p. AN44

The Scene ends when Thanos is defeated or teleports away with the kidnap victim. As a final insult and message, Thanos cuts off an ear, antennae, or some other digit from the kidnapped prisoner and sends it to the hero he feels is a threat. For example, Thanos could attack Phyla Vell and Moondragon while they are alone on Titan. Upon defeating the pair, he tosses Moondragon's severed ear to Phyla to bring as a message to Drax.

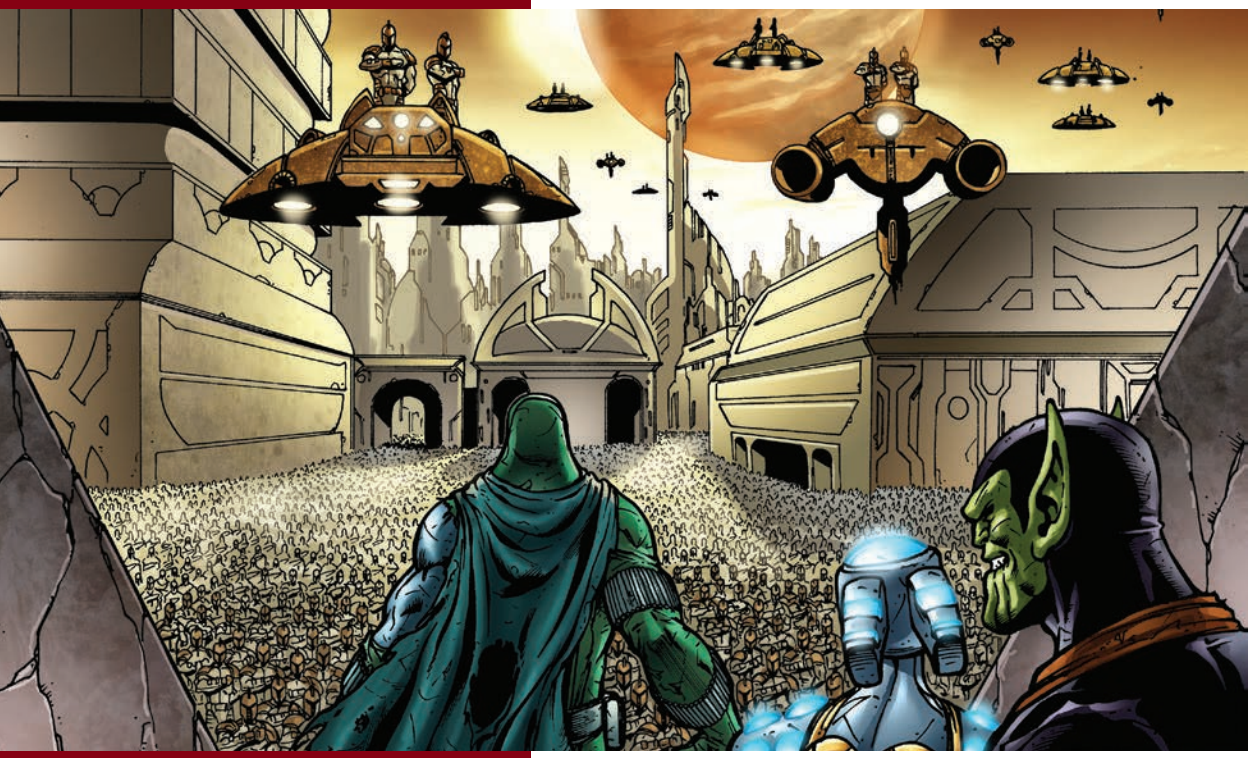
OPTIONS FOR THE MAD TITAN'S PLAY

- Thanos is never unprepared. If the targeted hero has a way to contact the others, Thanos silences them immediately. You can spend a D8 doom die to create a Communication Breakdown D8 complication so that the heroes involved can't call on help.
- It's unlikely, but what if the heroes prove too much for Thanos? The Titan still has his ace in the hole—his Herald, the Fallen One. The Fallen One heeds his master's call as soon as Thanos seems to be in trouble.

TRANSITION: FORM THE UNITED FRONT

After the Annihilation War is in full swing and it's clear that the problem is too big for the heroes to handle on their own, it's time to seek out allies amongst other victims of the Annihilation Wave. Hopefully the heroes have already been laying groundwork for this; if not, feel free to have others seek them out. Regardless, after your heroes have been through enough of the Key Scenes of Act Two, along with any Optional Scenes you'd like to use, it's time for them to form a United Front and move on to Act Three.

With things at their darkest, the stage is set for the heroes to start turning things around. This Transition Scene gives heroes a chance to assemble into a United Front, perform recovery actions, activate resources, and recruit new heroes. New recruits can come from anywhere that the Wave has touched, but it's more interesting if they have a stake in the War's outcome—like the Kree or the Skrulls—or if the heroes have already fought them—like the Graces from Godthab Omega.



Heroes can activate any of the following resources based on their Specialties, giving them the information and a die they can use later. As always, players may suggest other ideas to activate for resources. This is also a chance to reveal any developments you want to introduce to the war that may have not occurred in play.

- Business **Resource:** House Fiyero wages war where lives are expendable, but money isn't. The Kree soldiers serving them are dissatisfied with their leadership and would prefer to follow someone with the true Kree warrior spirit. The hero learns that House Fiyero supplies only the most inexpensive equipment to their soldiers and directs them to protect financial resources over strategic sites.
- Combat **Resource:** The Annihilation Wave soldiers are part of a hive-mind guided by Annihilus' Queens. The hero learns that if a Queen is killed or captured it dramatically reduces the ability of Annihilus' legions to fight—especially those that Queen was controlling directly.
- Cosmic **Resource:** Ancient beyond reckoning, the Kyln was a prison for two Proemial beings: Aegis and Tenebrous. Known only to handful of cosmic beings, these two were trapped there by Galactus; seeking revenge, they've joined with Annihilus' forces.
- Covert **or** Crime **Resource:** The Skrulls have been savaged by the Annihilation Wave and their natural cowardice leads many to use their shapeshifting ability to hide rather than fight. Spread throughout the galaxies and trying to avoid extermination, there are far more Skrulls in hiding than people think. Enough time spent amongst refugees reveals groups of hidden Skrulls ready to fight back if the odds are right.
- Medical **Resource:** The Chosen of Annihilus—his most elite super-powered soldiers—are controlled by Negative Zone parasites that heal them and make them obey Annihilus. Inspection of the corpse of a dead parasite reveals that if they could all be removed from the body of one of the Chosen, that person would be freed to fight against his former master.
- Menace **Resource:** This is exactly the same as the Crime Resource, except meaner and it probably involves beating up some Skrull refugees.

In addition to any resources and recruitment, take stock of all the victories, setbacks, and other accomplishments the heroes have made. This forms their United Front. Let some time pass and describe some of the victories that the United Front has accomplished in the meantime before moving on to Act Three.

ACTION: REFUGEES

When a galactic conflict on the scale of the Annihilation War breaks out, the number of displaced civilians often numbers in the trillions. This Scene occurs when the protection of a million souls falls into the hands of a few heroes.

The heroes must protect refugees fleeing the destruction of their homeworld at the hands of the Annihilation Wave. Fighting the Wave itself is fruitless at this point—the destruction is either inevitable or has already happened. The only question is how many will live to tell the tale. This Scene occurs on a planet the heroes come across while investigating the Wave, or on a planet that's already in ruins. The heroes receive a distress call and rush to the refugees' aid, or intercept orders directing the Wave to attack.

Anti-heroes may need additional motivation to interfere—the Annihilation Forces target them or the refugees offer them payment—or it could be a great opportunity for them to hit a Milestone and become real heroes. This may be the catalyzing event that brings the heroes together in defense of others—something that binds them tighter than just defending themselves.

Annihilation Advance Fleet p. AN105

LEAD THEM AWAY

The heroes may distract and lead a portion of the fleet away by doing enough damage to get their attention and then leading them on a merry chase. Heroes can use assets such as Zooming Off or put complications on Annihilation commanders like Enraged or Too Focused and then attempt to step the complication up past d12 to take them out of the Scene.

DIRECT PROTECTION

Even if part of the Annihilation Wave is led away, there are still others directly attacking the refugees. They mercilessly attack the wounded and helpless, not just to strike terror in the galaxy, but to feed their endless hunger for biological material. The heroes may have to create assets in the form of Force Fields, Covering Fire, or they may have to physically interpose themselves to stop the attacks.

OBTAINING TRANSPORTATION

The refugees may not have spacefaring capacity to escape—or enough ships to carry them all. The heroes need to steal or hijack a vessel to help them escape.

The Scene is over when the Annihilation Wave wipes out the last survivors who can't escape, or the heroes rush away with the ones that can.

Transition: Getting There from Here p. AN126

ACTION: DIPLOMATIC MISSION CRITICAL!

This Scene occurs whenever the heroes wish to recruit an alien race into helping against the Annihilation Wave. The alien race, currently unaffected by the war, has stayed out of it so far. But the heroes may be able to push them into helping.

The heroes approach representatives of an alien race, attempting to gain their assistance in the war. However, the alien race in question doesn't want to get involved—they prefer to just protect their own borders. Some possibilities are as follows:

- The Shi'ar are the prime example of this—a major stellar power with a mighty fleet that was not attacked by the Wave. By meeting with the current Majestrix Lilandra, or another representative, the heroes might be able to convince them of the importance of opposing the Wave, though it means setting aside old grudges.
- The Eternals on Titan don't have much of a military to bring to bear, yet their assistance and technology could come in handy. Stirring them into action requires proof that Thanos is involved.
- There are various minor stellar powers that, while not as powerful, still may be able to lend critical aid to the cause.
- And if you're really desperate, there's always the Badoon. Just be sure you're careful to send the right emissaries, or else you might come face to face with a Monster of Badoon.
- In any case, the heroes need to present their case to a representative. Making convincing arguments tailored to the alien species is the key, combined with data—perhaps falsified—about what the Annihilation Wave has done and its ultimate aim. Attempting to sway the delegates with a little mind control or power cosmic is effective yet dangerous. If the hero is caught tampering with a head of state while on a diplomatic mission, it certainly ends the negotiation and could lead to imprisonment. Threats and violence are treated likewise.

Shi'ar Empire
p. AN36

The Eternals
p. AN42

Badoon Hegemony
p. AN84

ACTION: MEANWHILE, ON EARTH...

This Scene occurs whenever Earth becomes involved. Maybe the heroes come here for assistance from the Avengers, or they intercept a distress call from a prison ship that's crashed to Earth.

The Annihilation Wave isn't here on Earth (yet...), but that doesn't mean there isn't an impact.

CAPTURE AN ALIEN REFUGEE

An alien refugee and war criminal fleeing the front lines finds protection with one of Earth's heroes or villains, using guile, bribery, or old-fashioned pity to enlist their aid. They possess key information or equipment, though, which the heroes need in order to succeed. This inevitably leads to a showdown.

BLOOD BROTHER

Affiliations

Solo 4
Buddy 8
Team 6

Distinctions

Itching for a Fight
Muscle for Hire
My Brother is Dead

Power Sets

ROCLITE BRUTE

Enhanced Stamina 8 | Superhuman Durability 10 | Superhuman Strength 10

SFX: *Blood for Blood!* Add a doom die to an attack action. After that action, step back the doom die and return it to the doom pool.

SFX: *Second Wind.* Spend a doom die to recover physical stress of an equal die size.

Limit: *Exhausted.* Shutdown any Roclite Brute power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Specs

Combat Expert 8 | Menace Expert 8

Blood Brother is an eight-foot-tall ape-like alien with reddish brown skin. He was first encountered with his twin brother in the service of Thanos, protecting his base on Earth. They spent much of their time in and out of prison, and in the service of other villains. Recently, Drax killed one of the Blood Brothers in revenge for having himself been "killed" by them. The remaining Blood Brother now lives without his psi-bonded brother, a fate he considers worse than death.

STOP INVADERS

Perhaps the heroes aren't the only ones from outer space who have recently landed on Earth. Aliens with a score to settle are using the galactic carnage caused by the Annihilation Wave to take their revenge, now that other cosmic heroes and the Nova Corps are otherwise occupied. In exchange for help with dealing with the invaders, an organization like S.W.O.R.D. might be willing to lend what assistance they can from their position on Earth.

Dire Wraith p. AN87

Earth p. AN89

OBTAIN THE AID OF AN EARTH HERO

The heroes of Earth are no strangers to cosmic exploration, from the Negative Zone portal in the Baxter Building to the Corsair legacy of the X-Men. While the defenders of Earth are largely mired in their own struggle following the Superhero Registration Act (see **Civil War Event Book**), the urgency of the heroes' plea may convince them to lend assistance in the form of resources or an upgrade in gear. Alternatively, the cosmic heroes may get caught up in the earthly conflict themselves, becoming unregistered heroes when setting down on Earth. This leads to complications, as each side believes the extraterrestrial heroes can be used to tip the scales in their favor.

AVOID DETECTION

A scout from the Annihilation Wave tracks the heroes to Earth. In a panic, it flees the area before trying to signal for aid. Anyone opening the Pandora's Box that is Earth into a galactic conflict is escalating things drastically. The heroes must silence the signal and stop the scout from reporting in, or the Earth is in danger.

Flying Scorpion-class Gunboat
p. AN62

TRANSITION: ACQUIRE A SOURCE OF COSMIC POWER

The heroes are outclassed. Even a fleet of starships can't stand up to the power wielded by Annihilus' Seekers, or to the many weapons he's obtained in the Negative Zone. The heroes—or perhaps just one hero—need to obtain a source of truly cosmic power or they're as doomed as the planets they've seen blown to pieces.

What kind of cosmic power the heroes seek should be connected to their Distinctions and their Specialties. While a MYSTIC hero hunts down a mystic artifact, a SCIENCE specialist hopes to unlock her species' potential, and a TECH specialist looks for a long-lost super-weapon. And if Annihilus is really pressing them to the wall, they may turn to the devil himself...

FIND AN ITEM OF COSMIC POWER

Lost items of cosmic power abound in the Marvel Universe, though they're often lost for a reason—being too dangerous for someone to wield, or having the tendency to consume and destroy their wielder. Alien mystics or psychic hellgods may have buried them, surrounded them with automated defenses, placed deadly curses on them, or otherwise made them inaccessible.

To locate an item of cosmic power, the heroes may employ many different Specialties to make a resource. Some examples are:

- MYSTIC **Resource:** The hero knows the whereabouts of an ancient set of god-infused armor or similar divine artifact.
- SCIENCE **Resource:** An experimental procedure, possibly akin to the ones that Celestials or the High Evolutionary have performed, can be used to unlock vast powers.
- CRIME **or** TECH **Resource:** An illicit faction long ago created a super-weapon to deal with their enemies. The organization was stopped by the Nova Corps, but the super-weapon was lost. The hero finds a rumor about where it's hiding.

Regardless of the type, the hero discovers only a rough lead to the item and still needs to overcome a great obstacle to obtain it. To create that obstacle, answer the question—what's the reason nobody else has come along and grabbed the artifact the heroes are looking for?

- **Location:** The location of the item is unknown, known only to one highly dangerous and uncooperative being, or the item has been separated into many different locations. Everyone knows it's impossible to find.
- **Protection:** The item is in a highly secured location, with automated systems or fanatical protectors. Everyone knows making an attempt to take it by force or guile is pointless.
- **Owner:** Someone else is currently using the item, perhaps even someone on the other side of the galactic war. They certainly aren't going to give it to you to save the universe.

Some examples are the Quantum Bands possessed by Quasar, Stellaris' armor, or Beta Ray Bill's hammer Stormbreaker—use the appropriate Power Set from one of these heroes to emulate the item recovered. Accessing this kind of item of power should be considered a 15 XP unlockable.

Quasar
p. AN216

Stellaris
p. AN228

Beta Ray Bill
p. AN178

OBTAIN POWER FROM A COSMIC ENTITY

Cosmic beings have often empowered lesser mortals as their pawns or heralds. Galactus empowering his Heralds is a good example.

There are many others: Lord Chaos and Lord Order use pawns in their endless game, Death herself has been known to cast her lot with one mortal or another, and of course, Mephisto is always willing to give you exactly what you ask for, as long as you agree to his terms. The challenges in this option are in locating, communicating with, and persuading the cosmic entity that you bring something to the table. The cosmic entity might be one that embodies the hero's ideals, or whose cause the hero champions. For a twist, perhaps the entity is just amenable to bribery or is an old nemesis—old rivals are the only ones you can trust in these circumstances.

Power Cosmic
p. AN72

Dealing with such entities is dangerous—a polite "no" is not their answer if they don't like what you're asking.

Finally, there's one enigmatic force that moves throughout the universe empowering those in need—the Uni-Power. In a moment of desperation, it might come to one of the heroes in order to grant the power he needs. For 15 XP, the hero can gain the following Power Set:

UNI-POWER

Cosmic Blast	10	Cosmic Senses	12
Energy Mastery	10	Space Flight	12
Superhuman Stamina	10	Superhuman Durability	10
Transmutation	10		

SFX: *Absorption.* On a successful reaction against an energy-based attack action, convert opponent's effect die into a Uni-Power stunt or step up a Uni-Power power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

SFX: *Matter Transmutation.* Step back the highest die in your attack action pool using Transmutation to add a d6 and step up physical stress inflicted.

SFX: *Multipower.* Add more than one Uni-Power power die to your pool. Step back each Uni-Power power die in your pool once for each die beyond the first.

Limit: *Temporary Host.* Shutdown Uni-Power to gain a PP. Take an action vs. the doom pool to recover Uni-Power.

ACT THREE

THE UNITED FRONT

The United Front has been formed, and the heroes are ready to push back against Annihilus' forces. However, it's not over yet. The Annihilation Wave is still a formidable force, and there are powerful allies that need to be dealt with. The final battle for the universe starts here.

SCENE STRUCTURE

Like the previous two Acts, there are three kinds of Scenes. Daedalus 5—the first Scene in Act Three—kicks off the action, following up on the formation of the United Front in Act Two. In the fallout of that battle, heroes can choose to reinforce their numbers in Lead the Kree. After the Buildup, the Key Scenes all represent major battles and important accomplishments in the Annihilation War. The Act builds to a climactic showdown as Annihilus Reaches Earth—where the final battle commences. Assuming the heroes are able to defeat Annihilus, the new status quo is determined in the Galactic Détente—one final Scene that's especially important if you're planning on running further **Annihilation** storylines. The Optional Scenes may be inserted wherever the story goes; they focus on managing a galactic war fleet.

BUILDUP

- Action: Daedalus 5
- Transition: Lead the Kree

KEY SCENES

- Action: Defeat Thanos
- Action: Release Galactus
- Action: Defeat Tenebrous & Aegis
- Action: Defeat the Queens of Annihilus
- Action: Annihilus Reaches Earth (CLIMACTIC SCENE)
- Action: Galactic Détente (FINAL SCENE)

OPTIONAL SCENES

- Action: Guerilla Strike
- Transition: Analyze Battle Plan
- Action: Root Out Insurrection

HOOKS

It's a good idea to recap the situation—major victories, major setbacks, planets saved, planets destroyed, and fleet status. The major plot developments should also be covered— for example, if **Galactus** has been captured, or if the **Harvester of Sorrow** has been destroyed. This should give plenty of ideas to the heroes of what to do next. While the heroes likely came together to form the United Front, the events of Daedalus 5 allow them to split up to accomplish their goals as needed.

DOOM POOL

The doom pool begins at 4D10 for this Act. Remember to refresh all Plot Points for player heroes and have the players settle on new Milestones if any were closed out in the last Act.

Doom Pool
p. OM14

DOOM POOL: **4D10**

ACTION: DAEDALUS 5

This Scene takes place shortly after the formation of the United Front. It's the first action in Act Three.

The new United Front has been largely successful in their quest to hold back the Annihilation Wave. However, long-term issues are starting to emerge. Allies are taking heavy casualties, either from lack of leadership or just from fighting a war of attrition. Lack of military intelligence on the enemy is also an issue.

By the time this Scene begins, the situation is dire on **Daedalus 5**. Wave after wave of the swarm is battering the **United Front Headquarters** and its shields. Heroes are fighting to defend the planet's surface while others in space are leading hit and run attacks on the Wave's warships. The first shield to fall is located in the right flank controlled by an allied group, like the Kree or Skrulls.

There's no end in sight to the Annihilation Forces, and they're willing to sacrifice their own troops to destroy the heroes. After the first set of actions, spend a D8 doom die to add an ANNIHILATION BOMBARDMENT FLEET to the Scene. The fleet focuses fire on the grounded heroes, using its *Area Attack* SFX to target the heroes and any other opposition.

Amidst the chaos of the battle, the heroes are given a mission: capture **Extirpia**—one of Annihilus' Queens—and disconnect her from the hive mind from aboard her flagship. Extirpia has critical information the heroes can use to help in the war. However, the Queen won't reveal anything unless stressed out mentally or emotionally. A crafty hero could also gain her cooperation with a power like MIND CONTROL. Once persuaded, Extirpia gloats over the Annihilation Wave's success—she reveals the events of the Fall of Galactus and that **Aegis** and **Tenebrous** are aiding the Wave.

The Scene ends with the successful interrogation of Extirpia. If the heroes choose to exterminate Extirpia or retreat before capturing her, you may add a D12 to the doom pool. The loss of the information may impact the later Scenes Release Galactus and Defeat Tenebrous & Aegis.

Regardless, it should be clear that the United Front is not enough to stop the Annihilation Wave. The battle has to be taken directly to Annihilus.

Annihilation Ground Force Horde p. AN61

Annihilation Bombardment Fleet p. AN106

Extirpia p. AN59

Action: The Fall of Galactus p. AN140

Aegis p. AN81

OPTIONS WITH DAEDALUS 5

- Bug-napping Extirpia is a dangerous mission. It takes a clever plan to sever her from the rest of the hive. Heroes see their careful planning go awry when Extirpia is somehow expecting them and has super-powered backup, such as the **Delinquent** or another cosmic villain to help protect her. Who is the traitor in their midst? And can they still succeed when they have to face an unexpected threat?
- Things go from bad to worse for the heroes when **Ravenous** arrives. The Watcher may spend a D8 doom die to have Ravenous show up just as things quiet down, or after a Transition Scene, depending on how tired the heroes are and how much stress they have.
- If the group of heroes is particularly large or awesomely effective, instead spend a D10 doom die to have both **Ravenous** and the **Centurions** arrive together just as the heroes believe the situation is under control.

Delinquent
p. AN165

Ravenous
p. AN68

Centurion
Mob
p. AN165

TRANSITION: LEAD THE KREE

Depending on how involved the heroes are with the Kree, this Scene can take place after the Battle for Hala in Act Two to decide the fate of House Fiyero, or after Daedalus 5 in order to unify the Kree back into a superior fighting force.

The Kree have the largest army available to the United Front, but they're hampered by inept leadership that would rather acquiesce to Annihilus' demands than wage a war. After the Kree—and the rest of the United Front—suffer heavy losses at Daedalus 5, it's clear that in order to win the war against Annihilus, the United Front will need the Kree's full might.

The heroes must go to Hala and confront the captains of the corrupt **House Fiyero** and either convince them to switch their allegiance or remove them from power. Alternatively, the heroes can go directly to the soldiers of the Kree army and persuade them to join the United Front.

Most of the military leadership is very loyal to House Fiyero and strongly invested in their rule, making them difficult to sway. Using Menace or appealing to an appropriate Distinction might be good ways to convince the Kree captains that they're better off siding with the heroes. Roll against the doom pool, adding in a D10 if a disgraced Kree like Ronan or Korath are present due to the enmity between them and House Fiyero. If the heroes can beat the doom pool, they can sway the Kree captains to their side.

Simply removing and replacing the House Fiyero captains presents a similar obstacle—the heroes need to convince the rank-and-file soldiers that they can lead the army better. Roll against the doom pool—if a non-Kree is making the roll, add a D10 doom die due to the dishonor of following non-Kree into battle. If the heroes beat the doom pool, they convince the Kree soldiers to fight for them instead of House Fiyero.

If the heroes are successful in either maneuver, the Kree lend their assistance to the war. Heroes may also now spend XP on Kree unlockables. After the war is over, the Kree might look to the heroes for leadership.

If neither the captains nor the soldiers can be swayed, the Kree become isolationist for the remainder of the Event.

SUPREME LOBOTOMY

If the heroes press into the depths of the palace, they uncover a chilling secret—the living remains of the Supreme Intelligence and evidence that House Fiyero secretly ordered its lobotomy. Revealing this fact can help the case against House Fiyero's leadership. However, such an action demoralizes the Kree, opening the door for later actions from grandstanding villains to cause emotional stress or adding to the doom pool by reminding them of what they've lost.

Kree Unlockables
p. AN25

ACTION: DEFEAT THANOS

This Action Scene occurs whenever the heroes want to rescue the kidnap victim from the Mad Titan's Play, discover the existence of the Galactus Weapon from Extirpia, or decide that it is time the Mad Titan had his comeuppance.

Thanos' starship is a mad scientist's laboratory, filled with Exotic Machines, Experiments, and Cosmic Devices. The starship also serves as a power receptacle for the Galactus Weapon—a massive device that harnesses the cosmic energy of the captive Galactus and channels it into a devastating weapon. If Galactus was never captured, Thanos' research into the Power Cosmic could have easily made a smaller scale weapon based around a captured Herald or entity of that power level.

Action: Release Galactus p. AN160

The heroes are here to rescue the kidnap victim from Mad Titan's Play, or to release Galactus. Finding Thanos' ship inside the fleet is a tricky task since the Annihilation Wave is so vast. If someone stowed away on an Annihilation Wave vessel or found a crashed one, they could use their Tech or Covert Specialties to hack into the ship's computer to find out which one the Mad Titan controls. Someone with a Specialty in Combat or Cosmic can go over the records of recent attacks that involved Thanos to single out the ship in question. A hero like Drax that has a history and a connection to Thanos has no problem—he's simply drawn to the Mad Titan.

However they find him, Thanos is expecting company. The clever Titan prefers to deal with opponents more subtly, but if provoked he sends a mob of Annihilation Wave Ground Forces at the heroes. If the heroes persist, Thanos follows the Annihilation Forces with Skreet and—if he has a kidnap victim—one of the heroes' allies. If pressed, he wades into the combat himself, bringing his formidable powers to bear directly on the heroes—starting with the hero he intended to draw out in The Mad Titan's Play.

The Scene ends when Thanos is defeated by force or persuasion, or when the heroes fall to his power or flee his vessel.

OPTIONS WITH DEFEAT THANOS

- Thanos prepares for everything. While he expects his kidnap victim's loved one or ally to come for them eventually, he doesn't feel they are individually a significant threat. But if the heroes come en masse, it's a different story. Thanos calls upon his Herald—**the Fallen One**—to join the battle.
- Fighting Thanos isn't the only way to defeat him. He rightfully doesn't trust Annihilus, but serves him because he was curious to see how a radical tilt in the universal balance would play out. However, if a telepathic hero reveals Annihilus' plans to Thanos, or he's simply persuaded to stand down and see the flaws in his advocacy, the Titan decides to release Galactus instead of destroying his heroic opponents (See Release Galactus).
- In his search for a biological application for the Power Cosmic, Thanos created several ways to capture and harness cosmic energy. Someone with a Science or Tech Specialty—including Thanos—can use these Cosmic Devices. This could be a way to gain the Power Cosmic Power Set but note that if Galactus is freed later, he isn't happy that his power is being used without permission.
- If any character was captured by Annihilus in Ravenous Attacks or by Thanos in The Mad Titan's Play, they've been infected by Annihilus' Control Bugs. These parasites nest just under the skin and compromise muscle control, represented by an Infested d12 complication. If the heroes manage to eliminate the complication, the character is cured. However, until the complication is removed, the character acts as if under Mind Control to defend Thanos or Annihilus' wishes. Of course, Thanos can remove this complication with a touch, forcing the character to do nothing but vomit Bugs for their next turn. But will he?

Fallen One
p. AN80

Power Cosmic
p. AN72

Mind Control
p. OM79

ACTION: RELEASE GALACTUS

No matter the outcome of Defeat Thanos, this Scene follows immediately after or whenever the heroes come to the conclusion that the Galactus Weapon is too powerful to exist and must be destroyed.

Aboard Thanos' starship, the Devourer of Worlds has been turned into the Galactus Weapon—a massive cosmic weapon that devastates planets. With Galactus as his tool, Annihilus plans to destroy all life in both the heroes' universe and the Negative Zone! The Galactus Weapon must be dismantled or destroyed.

Galactus is built into the Galactus Weapon, and he can't release himself without help. The MODIFIED POWER CELL ARRAY D12 that can release Galactus is in Thanos' observation lounge. Thanos' starship is suffering from STRUCTURAL DAMAGE due to the battle in Defeat Thanos and WORKSHOP WRECKAGE litters the floor of the vessel. Galactus' Herald is suspended in an ENERGY SHUNT D12, rendering him helpless and unconscious.

There's a very large mob of ANNIHILATION GROUND FORCES on this vessel moving to slaughter the heroic interlopers.

This Scene ends when Galactus is released, Thanos' starship is destroyed, or the heroes flee. Galactus' release results in the Galactus Response.

Annihilation Ground Force Horde p. AN61

The Galactus Response p. AN162

OPTIONS WITH RELEASE GALACTUS

- If Thanos is still alive, he can easily activate the Modified Power Cell Array to release Galactus. It's a d12 complication and requires Thanos to use his considerable abilities to step back. Thanos needs some convincing to do so, but a telepathic hero that spent any time in Annihilus' presence can educate the Mad Titan to Annihilus' plan. Without Thanos to release the Devourer, it takes a significant expenditure of cosmic energy to activate the power cell. Either the heroes will need to work together to step the complication down, or they'll need to find a being capable of massive cosmic power—like the Power Cosmic or the Nova Force.
- If Galactus and/or his herald were not defeated during The Fall of Galactus (page AN140), Thanos might be experimenting with other captured heralds instead. If all else fails, it's possible that Thanos turned on his allies, and instead Aegis and Tenebrous are being used, who don't necessarily have Galactus's code of honor towards helping those who freed them.
- The Annihilation Forces aboard Thanos' ship operate as a hive mind. A telepathic hero that can create a Hive Confusion complication and step it up past d12 keeps the Bugs on the ship confused enough to make them helpless and essentially non-combatants. The Hive Mind will fight to get rid of that complication as an opposed roll against the hero.
- If it seems like the heroes are getting through the Bugs too easily, spend a d8 doom die to add another mob of Annihilation Ground Forces to the combat as the Annihilation Wave begins to sense the fracas aboard Thanos' Starship.
- The Watcher can spend a d6 doom die whenever someone uses Structural Damage or Workshop Wreckage at the end of each turn order to step up Structural Damage. If Structural Damage ever exceeds d12, the ship begins to break apart due to the amount of damage done to it. All heroes that fail vs. the doom pool plus the d12 complication take physical stress or a Thrown Into Space complication equal to the doom pool's effect die.

WHAT IF GALACTUS NEVER FELL?

If Tenebrous or Aegis were defeated during The Fall of Galactus, the Devourer of Worlds limps away to feed, avoiding the conflict for the time being. However, if his Herald was defeated, Galactus leaves him behind. Galactus makes a new Herald or raises a former Herald like **Terrax the Tamer** or **Firelord** back up to Herald status. Regardless of whom he chooses to empower, Galactus doesn't take losing well.

If the Herald was captured, Thanos' search for a biological application to the Power Cosmic leads to his torture and possible death. This, Galactus does not abide. Another option is that the heroes approach a weakened Galactus and ask for his assistance. They know that Aegis and Tenebrous attacked Galactus at the behest of Annihilus, if not Thanos. Thus, this Scene can easily be changed to involve a task from Galactus—release his fallen Herald or bring back his body. As a reward, the Devourer might deem one of the heroes worthy of empowerment.

As it stands, Galactus wants his revenge. And when the Devourer of Worlds is angry, his enemies must pay dearly.

ACTION: DEFEAT TENEBROUS & AEGIS

This Scene can happen any time after Release Galactus. There's always the possibility that Galactus is still imprisoned in the Galactus Weapon, in which case, this Scene happens the first time the heroes return to the Kyln after the Fall of Galactus.

Before Galactus can feed, there are debts that need to be repaid. If Galactus was rescued or convinced to help in Release Galactus, the Devourer of Worlds has done the heroes a great service in the Galactus Response. He requires more from them in repayment. Through his Herald, Galactus presents the heroes with a task—find Tenebrous and Aegis so they may feel Galactus' wrath.

The Proemial Gods, Tenebrous and Aegis, can be found at the ruins of the Kyln. Hoping they were not the only beings that Galactus imprisoned within the Kyln moons, Tenebrous and Aegis have begun excavating the wreckage to look for their brethren. Their search has only found the lifeless body of Antiphon the Overseer.

Until the heroes attack, the Proemial Gods don't deign to notice their approach. They're so insignificant that they don't register to the ancient beings. Annihilus decimated the Kyln Moons in his initial attack, so the area is rife with Kyln Wreckage. The Kyln wasn't just a prison—it also harnessed the energy from the Crunch. Without the Kyln's power arrays to contain it, raw Crunch Energy lingers close to the ruins—the same energy that birthed the Proemial Gods in the Big Bang.

Unlike their previous encounter during the Fall of Galactus, Tenebrous and Aegis don't cease their assault if the heroes are stressed out; they've no intention of letting the heroes live to fight another day. This Scene ends when the Proemial Gods fall, the heroes perish, or the heroes flee.

THE GALACTUS RESPONSE

Galactus' anger is mighty indeed. With his Herald moving ahead of the attack, Galactus releases a savage blast of cosmic power with such intensity that it destroys spacecraft and planets alike in his rage. From the epicenter where Galactus stands on Thanos' starship—likely in the center of Annihilus' fleet—Galactus' cosmic surge of power destroys every vessel and planet in the six closest star systems. Heroes close to the epicenter need to protect themselves from the raw power of Galactus' attack (see Galactus' datafile on page AN71 for the strength of his attack). Of course, if they assisted him, Galactus is not without mercy—he teleports the heroes far from the blast's effects.

From that point on, any Scene that takes place in space in the vicinity of the Galactus Response will have Planetary Fragments and/or Annihilation Fleet Wreckage as Scene Distinctions. It's important to note that if the Response begins in the middle of the Annihilation fleet, the blast doesn't destroy planets like Hala, and Annihilus himself survives the onslaught.

OPTIONS WITH DEFEAT TENEBROUS & AEGIS

- It's important to note that Tenebrous and Aegis avoid touching the Crunch Energy, as that which birthed them can also destroy them. If the energy can be harnessed or channeled by a hero—such as one with access to the Power Cosmic or Old Power—it would be a potent weapon against the pair. Better yet, if the Proemial Gods could be forced into the Crunch, they would not survive the experience.
- If Galactus is called when the heroes engage Tenebrous and Aegis, he appears when the first hero reaches D12 of any kind of stress even if that stress is later healed. Once Galactus arrives, Tenebrous and Aegis focus on him, and the heroes get a short reprieve.

BUT GALACTUS HAS FALLEN

If for some reason Galactus is no longer capable of seeking vengeance, his former Heralds band together to hunt the Proemial Gods in revenge for the loss of their former master. Given time, Tenebrous and Aegis potentially are a greater threat than Annihilus. Knowing the enormity of the task, the Heralds call on the heroes for assistance.

Another option is that Tenebrous and Aegis could start remaking the universe to match their view of order. This type of shift in cosmic consonance comes at a price—massive destruction on a galactic scale. The Proemial Gods need no army to achieve their task, but the damage their reckoning creates undoubtedly reaches the heroes' ears.

ACTION: DEFEAT THE QUEENS OF ANNIHILUS

This Scene occurs sometime after Daedalus 5, but before Annihilus Reaches Earth. If the heroes take the time to gather additional intelligence about the Queens, they find out that their purpose isn't just to lead fleets, but to rebirth Annihilus should he fall. The heroes will need to defeat the Queens if they want him gone forever.

Eradica
p. AN57

Extermina
p. AN58

Extirpia
p. AN59

The Galactus Response
p. AN162

The war is in full swing; soon it will be time to confront Annihilus. However, defeating Annihilus won't matter much if his chosen survive—one of the Queens will simply hide Annihilus' cloned scion until he's ready to start the war all over again. The heroes must defeat Annihilus' Queens to ensure he can't return. The heroes may already have defeated or killed several of the Queens—on Godthab Omega or Daedalus 5—so it's a matter of hunting down the remainder.

Annihilus' Queens are spread throughout the universe, still waging war at the behest of their master. If the Galactus Response has already occurred, then their fleet strengths are notably depleted, though the Queens themselves have survived. The heroes need to find some way to track them down, possibly by tapping into captured Annihilation Wave systems—the Queens are designated "monarchial cerebral beacons."

Each Queen is well guarded and defeating her should be a major battle. While the fleet isn't the terror it once was, the flagships are still formidable, and each Queen is guarded by **Centurions**—super-powered beings recruited from across the Negative Zone—as well as other captured beings implanted with Control Bugs.

Centurions
p. AN66

There are at least as many Centurions present as there are heroes in the Scene. **The Delinquent** is one of the first Centurions deployed in any conflict. Any unused heroes infected with Control Bugs are good choices, particularly natural allies of the heroes—like **Lyja** if the **Human Torch** is one of the heroes, or **Moondragon** if **Phyla-Vell** or **Drax** is one of the heroes. As well as an unused hero, Annihilus has access to the **Mad Thinker's Giant Robot** and may send it with his chosen.

The Scene ends when all the Queens have been hunted down and exterminated, or the heroes decide they're not worth the effort and turn their attentions directly to Annihilus.

DELINQUENT

Affiliations

Solo 8
Buddy 6
Team 4

Distinctions

Infested by Control Bugs
Mind of an Infant
Near Omnipotent

Power Sets

MIND OVER MATTER

Superhuman Durability 10 | Telekinetic Mastery 10
Transmutation 10

SFX: *Animated Matter.* When using Transmutation to create object-based assets, add a D6 and step up the effect die.

SFX: *TK Smash.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from physical attacks.

Limit: *The Living Are Safe.* Delinquent is unable to use Transmutation on living matter.

Specs

Cosmic Master 10

Infant Terrible

Nicknamed "Infant Terrible" by the Fantastic Four, Delinquent was an Elan infant with near omnipotent power. He is capable of transforming matter into anything he wants—giant milk bottles, toy soldiers, a giant maze out of New York City's streets, ice cream and soda pop. Delinquent can also move objects around telekinetically. Now older, he has been captured by Annihilus. Annihilus forces Delinquent to fight against his will by infesting him with control bugs, which have driven Delinquent mad.

CENTURION MOB

Affiliations

Team
10 10 10 10 10

Distinctions

Diverse Super-Powers
Natives of the Negative Zone

Power Sets

POWERS OF THE NEGATIVE ZONE

Energy Blast 10 | Subsonic Flight 8
Superhuman Durability 10 | Superhuman Reflexes 10
Superhuman Strength 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Focus Fire.* Against a single target, step up or double Energy Blast die. Remove the highest rolling die and use three dice for the total.

SFX: *Multipower.* Add more than one Powers of the Negative Zone power die to a pool. Step back each Powers of the Negative Zone power die in that pool once for each die beyond the first.

SFX: *Variety of Super Powers.* When adding a die from the doom pool to a roll, step that die up, and it becomes a power trait of your choice for that roll.

Limit: *Team Cohesion.* Team may be targeted individually or by *Area Attack* SFX. D12 physical stress inflicted removes a die from Team. Recover Team after a Transition Scene.

Specs

Combat Expert 8 | Menace Expert 8

The Centurions are a group of about one hundred super-powered beings from the Negative Zone who joined Annihilus's forces under false pretenses. They are as varied as super heroes on Earth and are used as an elite strike team. Their powers are diverse, including innate and technological physical and mental powers.

MAD THINKER'S GIANT ROBOT

Affiliations

Solo 8
Buddy 4
Team 6

Distinctions

Bigger than Ever
Lack of Asimov's Three Laws
Lumbering

Power Sets

MOST POWERFUL ANDROID

Enhanced Stamina 8
Subsonic Flight 8
Superhuman Durability 10
Superhuman Senses 10
Superhuman Strength 10
Wallcrawling 6

SFX: *Ice Shield.* Spend a doom die to ignore stress, trauma, or complications from heat or fire attacks.

SFX: *No Emotions.* Spend a doom die to ignore emotional stress or trauma.

Limit: *Magnetic Shoes.* Wallcrawling may only be used on metal walls.

Limit: *Vulnerability.* Step up physical stress from magnetic or Vibranium attacks to step up the lowest die in the doom pool or add a D6 doom die.

WEAPONS BATTERIES

Weapon 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Burst.* Against a single target, step up or double Heat Blast or Cold Blast die. Remove the highest rolling die and use three dice for the total.

SFX: *Knockout Gas.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted. No trauma is inflicted.

SFX: *Retractable Disintegrator.* Step up Weapon for your next action. Add a D6 to the doom pool.

Limit: *Recharging.* Shutdown Weapon to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

Combat Expert 8

The Mad Thinker is a human criminal mastermind who enjoys creating robotic servants to execute his nefarious plans. After being defeated by the Fantastic Four, the Mad Thinker created his "most powerful" android to destroy them. After defeating it, the Fantastic Four dumped the android in the Negative Zone, where Annihilus recovered it. The Giant Robot's ultimate weapon is its retractable disintegrator, which extends from its face.

WHAT IF. . . WE FAIL?

This is a possibility. The heroes might not bring about the Galactus Response to weaken Annihilus. He may retain the power he stole in Battle Against Annihilus. Hala may fall. So what's next?

Earth.

Annihilus has been defeated time and again by the likes of the **Fantastic Four** and the **Avengers**. He has revenge in his blood, and with Earth not far from the Kree Empire, he makes the little blue and green planet his next target after devastating the galaxy-spanning empires of the Skrulls and the Kree. But will Earth be ready?

At this point, the heroes of Earth are fighting an internal strife that started as a squabble over secret identities and a very public, very deadly mistake. Finally, it escalated into what can only be called a Civil War. If Annihilus proves successful at Hala and if Galactus never destroys his fleet, the Annihilation Wave makes Earthfall during Act Three of the Superhuman Civil War (see **Civil War Event Book**). If a human is among the heroes, he undoubtedly tries to forewarn the heroes of Earth about the Annihilation Wave, but in their current state, they do not heed the warning. The best and only way to get the help or attention of all involved is for a hero to go to Earth to deliver the news personally.

Faced with a common foe, the heroes of Earth might put aside their petty disagreements and join together. Faced with the Annihilation Wave, villains come out to fight alongside their former enemies. And when the time comes, the most desperate measures will be deployed, including Uatu the Watcher breaking his oath of non-interference in a big way.

There is much the heroes of Earth could do if they band together against Annihilus. But sacrifices would be great—greater than any that have come before.

ACTION: ANNIHILUS REACHES EARTH

This is the climactic Scene in the event. It can follow the Galactus Response, or happen after Annihilus' Queens have been defeated. Regardless, it should look like the time has come—the heroes and Annihilus are on a direct collision course. Annihilus is on his way to destroy a planet important to the heroes (probably Earth) and the heroes have decided that it's time to put a stop to the Wave once and for all.

Annihilus must be stopped at all costs. If you cut off the head, the body will fall. Part of Annihilus' fleet is occupied elsewhere thanks to the United Front, and the heroes might already be inside his armada if they initiated the Galactus Response during Release Galactus. For those not already in the fleet, the first step is to find beings that might have information on the coordinates for Annihilus' flagship—such as those that have banded together outside the United Front to form a resistance to Annihilus. Another option is to hack an Annihilation Wave starship's computer to uncover the fleet formations.

If the heroes find and attack Annihilus after the Galactus Response, they find Annihilus inside the ruins of his once mighty flagship—the only living Bug among the fleet's remains. What once was a fleet is now only a collection of wreckage and dead Bugs—it's a tomb. As a result of Galactus' revenge and the destruction of his Wave, Annihilus is weakened and has D8 physical trauma. If the Galactus Response hasn't occurred, the heroes need to find some way to isolate him from the rest of the fleet if they don't want to deal with endless reinforcements.

In any case, Annihilus doesn't wait for the heroes to strike first—he enters into combat with all the pride and arrogance of the royalty he sees in himself. As well as being a formidable opponent in his own right, Annihilus is able to drain energy using his Cosmic Control Rod Power Set. He can use this energy to boost his physical abilities, step down a complication, or in the case of cosmic energy—like the Old Power or the Nova Force—he can give himself temporary powers and SFX.

Annihilus fights to the death. This Scene can only end one of two ways—with the death of Annihilus or the death of the heroes. If Annihilus is defeated, any of his remaining forces nearby are thrown into disarray and retreat. The threat of the Wave is effectively over.

OPTIONS WITH ANNIHILUS REACHES EARTH

- Annihilus wears the trophies of his kills—especially if those trophies are items of power such as the Quantum Bands, the Nega Bands, or the Helmet of Nova Prime. If a cosmic character died in Battle Against Annihilus, or he absorbed their power, the Negative Zone tyrant still wears the fallen hero's symbol or device. If a hero gets into hand to hand combat with Annihilus, she can make contact with the item of power. If the hero succeeds in an action against Annihilus, she can spend her effect die to shutdown that power. If the hero spends 15 XP, she may be able to unlock the power for herself, if the power is compatible.
- Annihilus' power is great, but he might require some help to get rid of the heroes. Spend a D6 doom die to add a mob of Annihilation Ground Forces to the Scene. Spend a D8 doom die to add Annihilus' Elite Guard. Spend a D10 doom die to add one of Annihilus' Queens or Centurions to lead the mob. But the heroes don't have to go it alone. This is the best moment to bring in any allied forces recruited in previous Scenes, holding the Annihilation Forces off while the heroes confront Annihilus.
- If Annihilus is weakened enough, his shielding starts to fail and the chinks in his armor are easier to exploit. This makes him particularly vulnerable in hand to hand combat. If he's lost an item of power and still has physical trauma as a result of the Galactus Response, step up any stress against him for the remainder of the Scene.

Action: Battle Against Annihilus
p. AN122

ACTION: GALACTIC DÉTENTE?

This Scene follows Annihilus Reaches Earth and deals with the aftermath of the war. This is an appropriate closing Scene, especially to establish a new status quo in the universe that can lead into further cosmic events.

Thanks to the heroes, the Annihilation Wave has lost its momentum, along with many of the allies and advantages that made it unstoppable. The war has reached a stalemate, with neither side advancing nor losing ground. It's time for the heroes to decide—keep throwing lives away in the hope of a miracle or offer to negotiate a peace treaty with the remnants of the Wave. An armistice is negotiated on **Tantus 4**, in Kree Space. Any heroes with a stake are welcome to attend and help negotiate.

It's likely that Ravenous is still alive, since his abilities allow him to escape from most situations, and he isn't interested in fighting to the death. After Annihilus' death, he becomes the de facto leader of the Wave. However, he remains arrogant even in defeat and tries to leverage his still formidable fleet. He wants to keep all of Skrull space along with everything else already conquered by the Annihilation Wave.

All the major space powers—or what's left of them—are in attendance, primarily the Kree, Skrull, Shi'ar, and the Heralds of Galactus.

To negotiate the final treaty, one hero rolls against the doom pool, using Distinctions and Specialties appropriate to intergalactic diplomacy. While the usual social Specialties—like PSYCH and MENACE—are certainly applicable, the creative use of other traits can be equally effective. COSMIC EXPERTS know the political terrain well, while a clever power stunt at the right time can help sway the negotiation. The dice pools on both sides are modified in a number of ways:

- Each Scene failure comes back to haunt the heroes, brought up by the various delegations. Every minor failure or missed opportunity adds a D6 to the doom pool. Every major failure, such as failing to release Galactus or not stopping the Harvester of Sorrow, adds D8 to the doom pool. Each powerful ally of Annihilus still in operation—particularly Aegis, Tenebrous, Thanos, or Annihilus' Queens—adds D10. Finally, if Annihilus was reborn in one of his Queens—or somehow survived and got away—add D12.
- The heroes' victories also come into play. Each unlockable purchased during the Event adds to the hero's roll: D6 for every 5 XP unlockable, D8 for every 10 XP unlockable, and D10 for every 15 XP unlockable.
- Additionally, other heroes may negotiate with the delegations present to uncover what's important to them or find other ways to help diplomatically—above or below the table. This is counted as a support action (see page OM53) for the hero making the negotiation.

After the roll, assess the hero's effect die for the result:

- **Failure:** Ravenous refuses to cede any territory. Unless the hero acquiesces to all his demands, the war will start again.
- **D4-D6 effect die:** Terrible deal, but peace is achieved. Ravenous makes minor concessions, but overall, the galactic powers are not happy. However, more bloodshed is averted.
- **D8-D10 effect die:** Push. Neither side is happy with the deal, but it suffices. A major planet is retained (like Hala) while another is ceded (like Kree-Lar).
- **D12 or above:** Total victory. Ravenous largely concedes—with only a small amount of space ceded to the Wave—while the major galactic powers get their worlds back.

OPTIONS WITH GALACTIC DÉTENTE?

- For groups not interested in politics, the heroes may decide to settle the dispute physically, in a duel with Ravenous. If so, they should pick one hero to represent the group. The side that wins the duel may dictate what result they get.
- Likewise, the heroes may decide to attack Ravenous while he arrives under a banner of peace. This might get the job done, but it turns the Annihilation Wave into leaderless marauders.
- Ravenous may have his own unexpected bargaining chip in the form of a prisoner of war—perhaps one of the heroes presumed dead in the final fight with Annihilus, or an ally lost along the way. Few major powers negotiate for one life against an entire planet's control, but a small group of heroes may launch a rescue while the negotiations are ongoing.
- For a real twist, have Ravenous be willing to give up all captured worlds immediately in exchange for one—Earth. Not only does this make the Terran heroes uncomfortable, it makes no military sense. Is Ravenous trying to trigger a new galactic war with Earth in the crosshairs, if the Terrans (rightfully) refuse to go along with this plan? Or maybe the heroes discover that Ravenous has been replaced with a Skrull, and he's part of a faction that believes their god demands that they capture Earth?

ACTION: GUERILLA STRIKE

Use this Scene whenever there's a target of opportunity that the heroes want to go after. The galaxy's toughest and sneakiest team up to hit Annihilus behind the lines—a guerrilla strike that cripples his advance and throw his plans into disarray.

Many heroes have skills somewhat wasted in a straight-up fight—instead of cosmically empowered ultra-beings, they're sneaky space pirates or sharp-eyed intergalactic superspies. For those that use their cunning to battle the Annihilation Wave rather than their strength, a guerrilla strike is the ideal strategy.

INFILTRATION

The guerrilla force must position itself where Annihilus is weak, which means bypassing sensors, avoiding scouts, and perhaps obtaining and using Stealth Technology to avoid the notice of far superior forces. Truly bold heroes might even try to persuade some Annihilation Wave Forces that they're allies on a secret mission and should be allowed to quietly pass.

SUDDEN ATTACK, HURRIED RETREAT

A guerrilla strike ideally has the element of surprise and inflicts as much damage as possible—but how far do the heroes push their luck before they start to flee? Will they be able to escape the Annihilation Forces that close in on their position? The Annihilation Forces responding to the attack try to create assets in the form of Reinforcements, stepping them up as more and more come; they use those assets to try to prevent the heroes' escape.

PSYCHOLOGICAL WARFARE

Another purpose of guerrilla warfare is to tie up resources protecting perfectly safe locations and people. If Annihilus thinks that the heroes could strike anywhere, at any time, his forces won't act as decisively or advance as quickly. Heroes with the Psych or Menace Specialty might take the opportunity to try to create more Widespread Confusion about their numbers, location, or intent.

TROJAN HORSE

The heroes may purposefully get captured so they can get further behind enemy lines to obtain intelligence or to free an ally from one of the Annihilation Wave's captured prison ships. Fighting hard enough to make the enemy believe that the attempt is genuine—but not so much that they're simply killed outright—is a touchy balancing act. They may want to create assets in the form of Convincing Fake Injuries or complications in the form of Uncertainty.

TRANSITION: ANALYZE BATTLE PLAN

The heroes have obtained data from Annihilus' forces that show his plans in excruciating detail. They may pull computer cores out of wrecked ships or interrogate captured soldiers, but at some point the heroes will want to look closely at what they've learned and try to get some advantage from it. They're at a crossroads—where do they turn next? Use this Scene whenever valuable military data presents itself.

The following resources become available:

- Business **or** Combat **Resource:** The hero discovers a Weak Point in the Wave's supply line that can be exploited to cause extra damage, or he uncovers a key target for a guerilla strike (see page AN172).
- Cosmic **or** Mystic **Resource:** A portion of the fleet is breaking off to go after a seemingly unimportant world, which on second glance may actually contain an item or source of great power. If the heroes mobilize immediately, they may be able to beat the Wave there (see Acquire a Source of Cosmic Power, page AN148).
- Crime **Resource:** The United Front isn't the only group opposing the Wave and making trouble. The heroes uncover another active resistance movement—like the one led by **Blastaar and the Space Knights**—and can contact them for assistance and information.
- Psych **Resource:** The way the Wave is acting reveals that Annihilus isn't merely after conquest—he wants to destroy all other beings in the universe so there's nothing left to threaten him. Is this the Irrefutable Evidence needed to convince wavering species to become allies?
- Science **Resource:** The hero discovers that the Queens aren't just the leaders of Annihilus' fleets—they're also his key to surviving if anything should happen to him. Eliminating the tyrant permanently requires eliminating the Queens first.
- Tech **or** Vehicle **Resource:** The hero uncovers a Key Flaw in the operation of the Annihilation Wave ships while operating in the positive matter universe. Spreading that information far and wide can provide an edge in the next skirmishes against their forces.

Additionally, intellectual heroes might recover emotional stress or trauma by exerting their minds over the puzzle of Annihilus' next move. A breakthrough can get a hero moving again after being crippled by rage or despair.

ACTION!

The heroes don't have unlimited time to set up what's happening next—the intel they have is getting older and less valid by the second. Once they've got a couple of resources in place and had time to make a basic plan, they have to put it into action, or they'll lose the opportunity forever.

ACTION: ROOT OUT INSURRECTION

Whether from treachery or greed, many see the galactic war as an opportunity to advance their own interests. The heroes must intervene when an insurrection threatens to destroy the fragile coalition fighting the Annihilation Wave. Use this Scene to represent a major threat from within, rather than from without.

An alien organization or empire faces an internal threat. It could be one of the Houses of the Kree Empire trying to take over, or a crime war threatening a supportive smuggling ring. Whatever it is, the upheaval threatens the priorities of the heroes and potentially the war effort.

You should decide who's leading the insurrection and why. Are they Religious Fanatics who see the Annihilation Wave as their last chance to make society over in their image? Or are they Greedy Power-Mongers who are taking a golden opportunity? Is Annihilus using aid or promises to bribe them to make their move now?

You should also decide what's at stake in the insurrection. The players aren't likely to care if a set of blue skinned aliens is in charge rather than a set of green skinned aliens. But if it means that crucial support in the war will be lost, Annihilus will gain powerful allies, or a species will be subjected to cruel dictatorship, then the players will find their heroes have something to fight for.

STOPPING THE INSURRECTION

The heroes must travel to the site of the insurrection. They face a difficult challenge, as uprisings normally involve Crowds of Angry Citizens or even Hostages inside government or military facilities. They may want to use mental or emotional actions to defuse situations and separate those who are Truly Corrupt from those who are merely upset followers.

CAPTURING THE RINGLEADERS

The leaders of the insurrection aren't likely to stand down based on the need for public unity. They've already decided the Annihilation Wave gives them an opportunity to make the change—or grab the power—they want. Some may be Willing to Martyr Themselves, while others may be more Self-Centered, but none will go quietly.

WHAT IF THEY'RE RIGHT?

An interesting twist that might challenge the heroes and lead to future issues is discovering that the insurrectionists have a point—they might have uncovered real corruption or real injustices. Will the heroes choose to give up the aid they desperately need to fight Annihilus, or will they stay true to their ideals and let the revolutionaries take over? These decisions could determine the cosmic situation after the Event is over.

Action: Galactic Détente? p. AN170

HERO DATAFILES

AN178	Beta Ray Bill
AN180	Blastaar
AN182	Cerise
AN184	Devos
AN186	Drax
AN188	Firelord
AN190	Gamora
AN192	Gladiator
AN194	Human Torch
AN196	Invisible Woman
AN198	Korath
AN200	Lyja
AN202	Mister Fantastic
AN204	Moondragon
AN206	Nebula
AN208	Nova
AN210	Paibok
AN212	Phyla-Vell
AN214	Praxagora
AN216	Quasar
AN218	Ronan
AN220	Silver Surfer
AN222	Spirit
AN224	Stardust
AN226	Starlord
AN228	Stellaris
AN230	Super-Skrull
AN232	Tana Nile
AN234	Terrax
AN236	Thing

For the **Annihilation** Event, we've provided a number of heroes suitable for this world-shaking period in the history of the Marvel Universe. Each datafile includes a pair of Milestones that represent recurring plotlines specific to the hero. Many of these heroes are cosmic-scaled beings such as former Heralds of Galactus, while others are perhaps not so powerful yet substantially influential in their own right. Your players are free to decide their heroes' affiliation with each other during the course of the game as the battle lines are drawn and Annihilus' forces gather strength.

For the sake of continuity, note that these datafiles reflect the heroes as they were just before the Superhuman Civil War on Earth, which takes place more or less concurrently with Annihilus' invasion. You do not need the **Civil War** Event Book to play this Event. The Fantastic Four, for example, are represented here as a unified family of space explorers, rather than a team divided along ideological lines. Three heroes, **Blastaar**, **Gladiator**, and **Praxagora**, are not available at the beginning of Act One but may be unlocked using XP during the Event or recruited during Scenes that take place in the Negative Zone. As always, each hero datafile may be tweaked or adjusted to suit the needs of your players. Refer to Chapter Four of the **Operations Manual** for definitions, guidelines, and rules for doing so.

Hero datafiles that are not chosen by players may be converted into Watcher characters for use as antagonists or occasional allies. Remember to switch their SFX and Limits to reflect using doom dice instead of Plot Points. Even if the players don't use them, these heroes remain major characters and should keep their Affiliations at their listed ratings.

BETA RAY BILL

Affiliations

Solo 8 | Buddy 10 | Team 6

Distinctions

Korbonite Champion
Last of His Kind
Thor's Hammer-Brother

4 +1 PP or 8

Power Sets

Cybernetic Alien Warrior

Enhanced Reflexes 8 | Enhanced Speed 8
Godlike Stamina 12 | Godlike Strength 12
Mystic Resistance 8 | Superhuman Durability 10

SFX: *I Will Not Fall!* Before you take an action including a Cybernetic Alien Warrior power, you may move your physical stress die to the doom pool and step up the Cybernetic Alien Warrior power for this action.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from disease, heat, poison, pressure, radiation, or vacuum.

SFX: *Skuttlebutt.* Spend 1 PP to step up a Tech or Vehicle resource.

Limit: *Mortal Form.* Shutdown Cybernetic Alien Warrior and Stormbreaker Power Sets to gain 1 PP and assume a mortal form. Add D6 to the doom pool to recover Cybernetic Alien Warrior and Stormbreaker Power Sets and return to normal form.

Stormbreaker

Expert Sorcery 8 | Godlike Durability 12
Mystic Blast 8 | Supersonic Flight 10
Teleportation 10 | Weapon 10
Weather Supremacy 12

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *"Whosoever Holds This Hammer..."* Step up or double any Stormbreaker power for one action. If the action fails, step back that power. Activate an opportunity to recover that power.

Limit: *"If He Be Worthy..."* Shutdown Stormbreaker Power Set to move mental and emotional stress or trauma based on doubt, fear, or hatred to the doom pool. Activate an opportunity to recover Stormbreaker.

Limit: *World Bridge.* Teleport can only be used to cross dimensional boundaries.

Specialties

Combat Expert 8 | Cosmic Expert 8
Menace Expert 8 | Mystic Expert 8
Tech Expert 8 | Vehicles Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

Chosen by Odin

1 XP when you make earnest vows in the tradition of the Asgardians.
3 XP when you summon Asgardian powers with your Mystic Expert Specialty.
10 XP when you become a deity and join the Asgardian pantheon, or when you set aside your Asgardian weapons and gifts.

Uneasy Champion

1 XP when you discuss your role as champion with a Korbonite or someone with a similar role within his or her own species.
3 XP when you inflict stress on an enemy of the Korbonites.
10 XP when you either begin training your successor, or declare yourself the Korbonite Emperor so that you can lead your people from the top.

PP

STRESS / TRAUMA

P 4 6 8 10 12
M 4 6 8 10 12
E 4 6 8 10 12

XP

Beta Ray Bill [public]

History

After their home was destroyed and their race nearly so, the Korbonites selected one of their own to protect them and lead them to a new planet. They transformed their champion, Beta Ray Bill, into a super-powered cyborg with a horse-like face.

Encountering Thor when his ship passed through Earth's solar system, Bill fought and defeated the thunder god by separating him from his hammer and causing him to revert back to his then alter ego, Dr. Donald Blake. Striking Blake's cane on the ground, Bill was transformed into an alien version of Thor. Odin then summoned Bill and Thor to Asgard, forcing them to fight to the death for the right to wield Thor's hammer, the mighty Mjolnir. Bill again defeated Thor, but refused to kill him. Impressed with Bill's ability and heroism, Odin gifted him with Asgardian might as well as his own hammer, Stormbreaker.

For years afterward, Bill frequently adventured with Thor and other Asgardians, including his sometime lover Sif. He faced numerous galactic threats before finding a new home for his race. Though Thor, Sif, and the rest of the Asgardians perished during Ragnarok, Bill survived the twilight of the gods only to see Galactus devour his race's new homeworld and all of his fellow Korbonites. Gravely wounded during this affair, Bill was saved by bonding his spirit to homeless war veteran Simon Walters.

Personality

Bill is one of the bravest, most upstanding warriors in the universe, as evidenced by his ability to wield Mjolnir. He is honorable, loyal, and surprisingly humble for an alien thunder god. He isn't perfect; he shares his hammer-brother's tendency to take too much onto himself, often views things in simplistic terms, and has a bit of a temper.

While he accepted the honor of being the protector of the Korbonite race and considered the Asgardians to be a second family, the recent loss of both these groups weighs heavily on Bill. He is more likely to throw himself into harm's way or embark on some dangerous crusade. It's too soon to tell whether this behavior is part of recovering from past tragedies or a fatalistic desire to go out in a blaze of glory.

Abilities & Resources

Beta Ray Bill was altered by Korbonite scientists to be the ultimate warrior. The process enhanced his reaction times and gave him physical might to rival Thor. After being selected to wield the mystic hammer Mjolnir and later Stormbreaker, Bill was further enhanced, giving him the fortitude and resistance of a true Asgardian. In addition to his superhuman physique, Bill is a skilled warrior and intergalactic explorer.

Stormbreaker, Bill's hammer, is an enchanted weapon similar to Thor's own Mjolnir. Using the hammer, Bill can fly, summon storms, deflect attacks, fire blasts of mystic energy, and open dimensional rifts. With Stormbreaker and his other abilities, Bill is a match for a Herald of Galactus.

Beta Ray Bill has many allies, though currently most of them are believed to be lost. He was very close to the Asgardians, particularly Thor and Sif. His own people, the Korbonites, considered Bill their greatest champion and some even worshipped him as a god or patron saint. At this time, Bill's closest friend is Skuttlebutt, his sentient spacecraft.

BLASTAAR

Affiliations

Solo 6 | Buddy 8 | Team 10

Distinctions

Living Bomb-Burst
Massive Muscular Bulk
Ruler of Baluur

4 +1 PP or 8

Power Sets

BALUURIAN TYRANT

Energy Blast 12
Enhanced Reflexes 8
Enhanced Speed 8
Godlike Durability 12
Space Flight 12
Superhuman Stamina 10
Superhuman Strength 10

SFX: *Blown Apart.* Step back one or more dice in your attack action pool to add a D6 for each die stepped back. Step up physical stress inflicted.

SFX: *Dual Blasts.* Replace Energy Blast die with 2D10 or 3D8 on your next roll.

SFX: *Imperial Resources.* Step up any Tech resource you create during an Action Scene.

SFX: *Suspended Animation.* Spend 1 PP to enter a state of suspended animation. As far as anyone can tell, you appear to be dead. Recover during a Transition Scene.

Limit: *Charging Blasts.* Shutdown Energy Blast to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover Energy Blast.

Specialties

Combat Expert 8
Cosmic Expert 8
Menace Master 10
Tech Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

UNLIKELY ALLY

1 XP when you discuss your history with Annihilus.

3 XP when you make a deal with Annihilus' forces.

10 XP when you either betray an ally for Annihilus, or join a team to destroy Annihilus once and for all, up close and personal.

WOULD-BE EMPEROR OF THE NEGATIVE ZONE

1 XP when you discuss your empire.

3 XP when you use Cosmic Expert or Menace Master to create an asset for use in galactic diplomacy.

10 XP when you either ascend to supreme Emperor of the Negative Zone, or bow to another, biding your time until you can overthrow them.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Blastaar

History

Blastaar is the ruthless king of Baluur, a planet in the anti-matter universe called the Negative Zone. In a race of large humanoids with grey-blue skin, Blastaar is considered an exceptionally strong and large example of a prime Baluurian. After years of subjugation under Blastaar's rule, the Baluurians rebelled against him, imprisoning him in an adhesion suit and setting him adrift in space. The outlaw king escaped, following Reed Richards and Triton—themselves trapped in the Negative zone—through a portal to Earth. The allied Fantastic Four and Sandman defeated Blastaar and repelled him back to the Negative Zone. Although Blastaar attempted to conquer Earth several times, Earth's heroes—such as the Fantastic Four, the Avengers, and Thor—thwarted him repeatedly.

After returning to the Negative Zone, Blastaar formed an alliance with Annihilus, agreeing to serve Annihilus in exchange for his help in regaining the throne of Baluur. Annihilus had no intention of keeping his promises, and when Blastaar's mate, Nyglar, discovered Annihilus' intentions, Annihilus slew Nyglar with his Cosmic Control Rod. In retaliation, Blastaar fought Annihilus, stole the Cosmic Control Rod, and left him for dead.

Blastaar expanded his territory, creating an interplanetary empire in the Negative Zone that rivaled Annihilus' vast territory. Despite their fierce rivalry, Blastaar and Annihilus reached an uneasy alliance when their goals aligned.

Personality

Blastaar is a megalomaniac whose strongest desire is to command the largest empire in the universe. He is angry more often than not, and gruff when he's not angry. His first response to any problem is violence. He believes there is no problem that cannot be solved with liberal amounts of his devastating energy blasts. Although exceedingly arrogant about his abilities, Blastaar has the power to back up his statements and is likely to provide a debilitating demonstration to anyone who questions him.

Abilities & Resources

With his superhuman levels of strength and endurance, Blastaar is ranked among the most invulnerable beings in any universe. Attacks with conventional weapons such as ballistic missiles do not affect him, and he can survive in outer space by inducing a state of hibernation.

Blastaar projects powerful blasts of concussive force from his fingertips. These blasts are strong enough to punch through six-inch-thick titanium-overlaid steel and can propel him through space.

As the head of an empire, Blastaar has access to advanced technology and weapons from many races, though he prefers to use his own powers. Blastaar does not tend to form alliances with heroes, but instead prefers to ally with his enemy, Annihilus. His son, Burstaar, is a known ally of the Kree, so Blastaar's ultimate allegiance may be a wild card.

CERISE

Affiliations

Solo 8 | Buddy 6 | Team 10

Distinctions

Honorable Shi'ar
Military Background
Single-Minded

4 +1 PP or 8

Power Sets

COHERENT RED ENERGY

Energy Blast 8 | Flight 6
Light Influence 6 | Superhuman Durability 10

SFX: *Constructs.* When using a Coherent Red Energy power to create assets, add a D6 and step up your effect die.

SFX: *Reactive Power.* Spend 1 PP to add a Coherent Red Energy power to another character's dice pool before rolling. If that character takes physical stress, you take D6 mental stress.

Limit: *Exhausted.* Shutdown any Coherent Red Energy power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

SHI'AR WARRIOR

Enhanced Reflexes 8 | Enhanced Speed 8
Superhuman Senses 10 | Enhanced Stamina 8
Superhuman Strength 10

SFX: *Second Wind.* Before you take an action including a Shi'ar Warrior power, you may move your physical stress die to the doom pool and step up the Shi'ar Warrior power for this action.

SFX: *Warrior Mentality.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Gear.* Shutdown Superhuman Senses to gain 1 PP. Take an action vs. the doom pool to recover Superhuman Senses.

Specialties

Acrobatics Expert 8 | Combat Expert 8
Cosmic Expert 8 | Covert Expert 8
Menace Expert 8 | Tech Expert 8
Vehicle Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

IMPERIAL SPECIAL INVESTIGATOR

1 XP when you discuss abuses of Imperial power.

3 XP when you use a Specialty to uncover a crime within the Shi'ar Empire.

10 XP when you bring a high ranking Shi'ar Imperial Officer to justice, or throw away your badge and seek justice outside of the Shi'ar Empire.

JOIN THE GRACES

1 XP when you discuss the purpose of the Graces with an ally.

3 XP when you aid a Grace or someone you are recruiting to be a Grace in a Transition Scene.

10 XP when you either bring in a new member to the team, or you leave the Graces to join a different super team.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Cerise [secret]

History

Cerise was once a member of the Shi'ar military assigned to recruit new soldiers aboard the imperial warship Grand Jhar. She turned against her commander when he decided to brutally slaughter one of the new races he and his crew discovered rather than recruit them to the empire's cause. Forced to fight and kill many of her fellow crewmembers to prevent this genocide, Cerise caused the war vessel to collide into a star, destroying it. She managed to escape to Earth where she met the hero team Excalibur. After a violent introduction, she joined them and grew close to fellow member Kurt Wagner (Nightcrawler).

An encounter with the Starjammers ended with Cerise discovering she had been tried and convicted in absentia by the Shi'ar for the deaths of the crew and destruction of their starship. She returned with the Starjammers to serve her sentence, but was pardoned by the Shi'ar empress Lilandra. Cerise became Lilandra's personal aide and special investigator of the empire, specifically tasked with preventing abuses of powers like those demonstrated by her former commander. During an adventure that has yet to be revealed, Cerise joined with the band of female warriors led by Gamora known as the Graces.

Personality

A passionate and honorable soldier, Cerise has been trained from a young age to serve the Shi'ar Empire. Her nuanced and sometimes unusually compassionate interpretation of that duty has sometimes put her at odds with other Shi'ar, but she has never strayed from her beliefs. Like many of her kind raised in the heart of an expanding empire, she is proud, patriotic, and easily disposed to violence as a means of solving most problems.

Abilities & Resources

As a member of the Shi'ar race, Cerise is far stronger and more durable than the average human, and her bone structure allows greater agility as well. She is also a mutant with the psionic ability to generate and control coherent energy fields of a red hue. This energy can be used to form armor or force fields, to manifest as weapon-shaped constructs or as destructive discharges, or simply as illumination. She is also capable of limited flight.

A highly trained warrior of the empire, Cerise is an able tactician and superb close quarter combatant. She uses bracers incorporating advanced Shi'ar technology that provide a broad spectrum of sensor capabilities.

DEVOS THE DEVASTATOR

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Genocidal Maniac
Supreme Protector of Galactic Peace
Technologically Versatile

4 +1 PP or 8

Power Sets

ARMORED BATTLESUIT

Psychic Resistance	10	Space Flight	12
Superhuman Durability	10	Superhuman Senses	10
Superhuman Strength	10	Weapons Array	10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Electric Shock Field.* On a successful reaction against a close combat physical attack action, inflict physical stress with your effect die. Spend 1 PP to step it up.

SFX: *I've Got an App for That.* When using an Armored Battlesuit stunt in a dice pool, add a D6 and step up your effect die.

SFX: *Luminator.* When inflicting a Blinded complication on a target, add a D6 and step up your effect die.

SFX: *Mobile Arsenal.* Spend 1 PP to step up a Tech resource you have just created.

SFX: *Multi-Galactic Technology.* Spend 1 PP to ignore attacks targeting your Weapons Array power trait.

SFX: *Vibroclaws.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Energy Reserves.* Shutdown Armored Battlesuit to gain 1 PP. Recover Armored Battlesuit by activating an opportunity or participating in a Transition Scene.

Specialties

Combat Master	10	Cosmic Master	10
Tech Master	10	Vehicle Expert	8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

END WAR BY ENDING WARRIORS

1 XP when you threaten someone capable of fighting.

3 XP when you inflict stress on a soldier.

10 XP when you declare your intent to destroy a world for its warlike nature, or find a way to disable their ability to make war without attempting genocide.

A FINE WARRIOR BUT NOT THE FINEST

1 XP when you compare your abilities to another warrior.

3 XP when you enter into single combat with a warrior in order to prove your dominance.

10 XP when you declare yourself the finest warrior in the galaxy, or admit that another is more adept at combat than you.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Devos [public]

History

Growing up an orphan on a planet under constant attack, Devos was drafted into the military early in life and became his world's finest warrior. He was selected for an experimental program that enhanced his natural abilities and equipped with a powerful battlesuit. Devos believed that the end of war throughout the universe could be accomplished only by destroying those races capable of it. The exact sequence of events is unclear, but it seems that he began his string of genocides with the devastation of his home planet, whose name and location have been forgotten.

Devos targeted the Skrull and Kree empires for destruction due to their frequent conflicts, but his determination to eradicate dangerous races brought him to the Milky Way. He fought powerful psionic races such as the Elan and Xem before encountering Earth . He tested the capabilities of the Fantastic Four with the defenses on his Death Cruiser as well as with unintelligent creatures he collected in his "peacekeeping" missions. When the Fantastic Four proved themselves up to the challenge, Devos attempted to kill them, which led to the destruction of his Death Cruiser.

Devos allied himself with Paibok the Power-Skrull to attack the Fantastic Four, but the heroes repelled their advances. When Devos betrayed his Skrull ally and attacked the Skrull Throneworld, Paibok sabotaged the stardrive on the Mobile Arsenal and sent himself and Devos hurtling through subspace. After he was captured and sentenced to exile on Earth, Devos escaped and made his way to Godthab Omega.

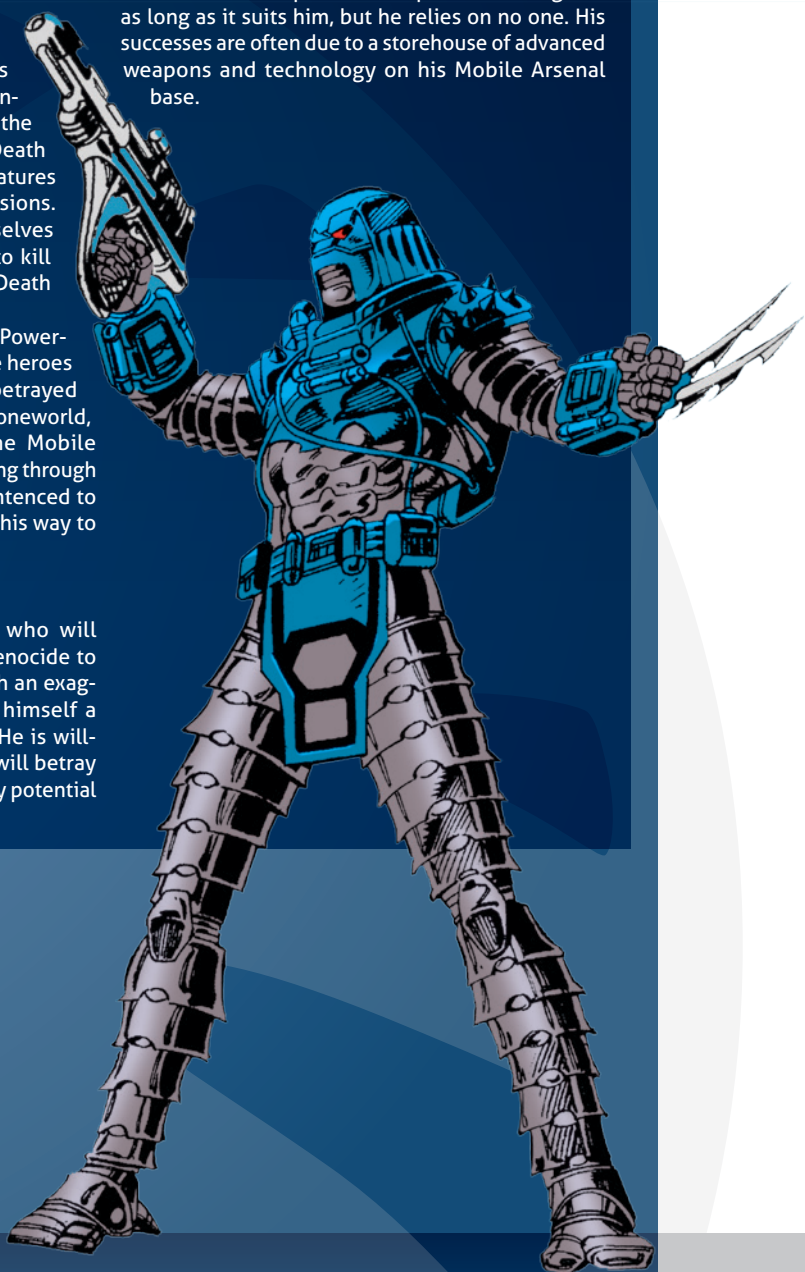
Personality

Devos is a single-minded idealist who will commit atrocities up to and including genocide to further his goals. Devos is brimming with an exaggerated self-confidence and considers himself a better warrior than evidence indicates. He is willing to make alliances, but he inevitably will betray anyone strong enough to aid him since any potential allies are also capable of waging war.

Abilities & Resources

Armed with a battlesuit constructed from multiple galactic technologies, Devos is a walking arsenal. His battlesuit is equipped with an array of weapons including missiles, energy blasters, frost grenades, poison gas dispensers, and vibroblades. The battlesuit provides additional protection by emitting an electroshock field to counter physical attacks and a blast of extremely bright light to temporarily blind his enemies. Although the battlesuit is capable of orbital space flight, it cannot travel interstellar distances. Devos is capable of resisting psionic attacks but it is unknown if this is due to his innate abilities or the battlesuit.

Devos teams up with other powerful beings for as long as it suits him, but he relies on no one. His successes are often due to a storehouse of advanced weapons and technology on his Mobile Arsenal base.



DRAX THE DESTROYER

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Engineered to Survive
Flashbacks of Fatherhood
Single-Minded

4 +1 PP or 8

Power Sets

Titan-Created Body

Cosmic Senses	8	Enhanced Reflexes	8
Enhanced Speed	8	Superhuman Durability	10
Superhuman Stamina	10	Superhuman Strength	10

SFX: *Healing Factor.* Spend 1 PP to recover your own physical stress or step back your own physical trauma.

SFX: *I Am Not Fighting, I Am Destroying.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Immunity.* Spend 1 PP to ignore vacuum, thirst, hunger, fatigue, disease, or effects related to Thanos.

SFX: *Thanos Is My Destiny.* Step up any Titan-Created Body power when taking an action or reaction against Thanos.

SFX: *Twin Knives.* Replace Superhuman Strength die with 2D8 or 3D6 on your next roll.

Limit: *Paternal Instincts.* Step up emotional or mental stress related to someone under your care to gain 1 PP.

Specialties

Acrobatics Expert	8	Combat Grandmaster	12
Cosmic Expert	8	Covert Expert	8
Menace Master	10	Vehicle Expert	8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

Fatherhood

1 XP when you bestow wisdom on someone under your protection.

3 XP when you chastise someone under your protection and discipline them appropriately.

10 XP when you either prepare someone under your protection for your eventual death, or disown them and leave them to their fates.

Give Thanos to His Love

1 XP when you discuss ending Thanos.

3 XP when you inflict stress on someone coming between you and Thanos.

10 XP when you either destroy Thanos once and for all, or set aside the hatred in your heart and seek out another to destroy.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Arthur Sampson Douglas [secret]

History

To hide his presence on Earth, the Mad Titan Thanos caused the car crash that killed Arthur and Yvette Douglas. Against all odds, their daughter Heather survived the devastating crash; through Mentor's help she became Moondragon. The Titan god Kronos placed Arthur's astral form into a manufactured superhuman warrior, creating Drax the Destroyer whose sole purpose is to kill Thanos. Drax had no memories of his human life until he regained them while attempting to prevent Thanos from acquiring the Cosmic Cube.

When Adam Warlock defeated Thanos, Drax lost his purpose and listlessly wandered in space. An alien entity possessed Drax and he was forced to fight his daughter, Moondragon, and Thor. After the battle, Drax journeyed the galaxy with Moondragon but they clashed when she subjugated an entire planet with her psychic powers. Moondragon killed Drax, psychically separating his life essence from his body.

Kronos reanimated Drax to combat the newly resurrected Thanos, but his mind was damaged from his fight with Moondragon. Kronos restored Drax's memories and soundness of mind, though it cost Drax some of his bulk and strength.

When Kree terrorists killed 200,000 Skrulls, Drax was falsely accused of their murder and placed on a prison transport. In transit to the Kyln, the prison starship crashed in Alaska, allowing Drax, Paibok, Lunatik, and the Blood Brothers to escape. When Cammi encountered the survivors, Drax mistook her for his long lost daughter. Cammi tricked Drax into picking an apparently lethal fight with the Blood Brothers and Paibok. A smaller, smarter Drax emerged from the shell of his dead body and killed Lunatik and one of the Blood Brothers. Cammi and Drax were arrested and Drax found himself again aboard a prison transport en route to the Kyln.

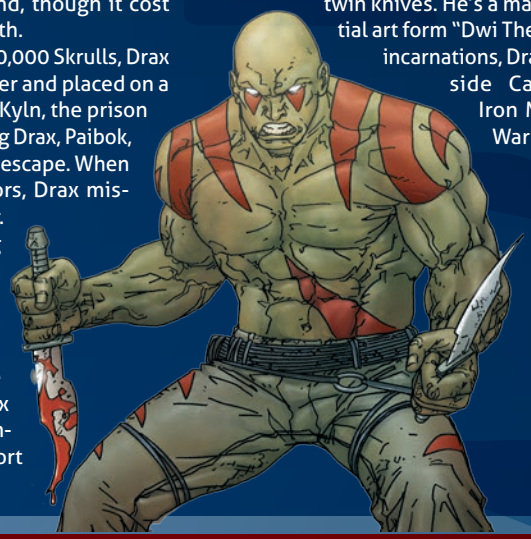
Personality

Drax is gruff and somber; he has a blunt wit, but shows a softer side in his care for Cammi and Moondragon. He prides himself on his self-control—to his mind, his former brutish incarnation is a completely different person. Drax is intimidating, but in a quiet and calm way. He doesn't enjoy killing, but he was designed to quickly and efficiently dispatch his foes. Although he's willing to help others, Drax tolerates no resistance in his single-minded mission to destroy Thanos.

Abilities & Resources

Each time Drax returns from the dead, he loses some of his physical bulk and power; but he still has superhuman levels of strength, stamina, and resilience. He heals incredibly fast and his speed and reflexes are slightly better than the fastest human's. Drax's incredible sense of smell can detect and track Thanos across intergalactic distances. When he's in the presence of Thanos, Drax gains an aura that magnifies his already impressive powers.

Drax is one of the most dangerous close-combat fighters in the universe; his weapons of choice are twin knives. He's a master of the martial art form "Dwi Theet." In previous incarnations, Drax fought alongside Captain Marvel, Iron Man, and Adam Warlock.



CAMMI

Affiliations

- Solo 4
- Buddy 8
- Team 6

Distinctions

- Manipulative
- Sarcastic Preteen
- Too Brave for Her Own Good

Power Sets

Star-Faring Sidekick

Psychic Resistance 8

SFX: *"I'm Coming, Too!"* In a roll including Team or Buddy, double or step up that Affiliation die. If roll fails, remove a D6 from the doom pool or step back highest doom die.

SFX: *Helping Hand.* Add a D6 and step up Cammi's effect die in a support action.

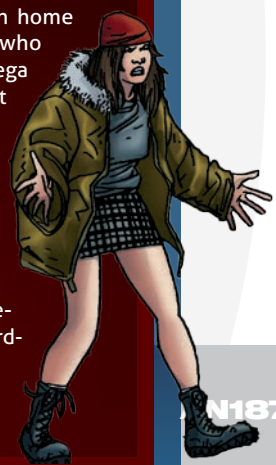
Limit: *Over Her Head.* Step up stress taken from a character who has at least one D12 in their roll to step up the lowest die in the doom pool or add a D6 doom die.

Specs

- Psych Expert 8
- Vehicles Expert 8

Cammi (last name unknown)

Cammi is a spunky, sarcastic teenager from a broken home in Coot's Bluff, Alaska, who is present when the Omega Core prison transport carrying Drax and other prisoners crashes on Earth. Sick of dealing with her alcoholic mother and the small town drama she causes, Cammi is ready to jump at the chance for something more exciting, regardless of the danger.



FIRELORD

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Blazingly Honest
Former Herald of Galactus
Former Nova Corps Officer

4 +1 PP or 8

Power Sets

COSMIC FIRE STAFF

Fire Blast 12 | Fire Mastery 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Constructs.* When using a Cosmic Fire Staff power to create assets, add a D6 and step up the effect die.

Limit: *Gear.* Shutdown Cosmic Fire Staff to gain 1 PP. Take an action vs. the doom pool to recover Cosmic Fire Staff.

POWER COSMIC

Godlike Durability 12 | Godlike Senses 12
Godlike Stamina 12 | Godlike Strength 12
Space Flight 12 | Superhuman Reflexes 10
Teleport 12

SFX: *Fiery Body.* On a successful reaction against a physical stress attack action, inflict physical stress with your effect die. Spend 1 PP to step it up.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from fire, heat, and cold attacks.

SFX: *Multipower.* Add more than one Power Cosmic power die to a pool. Step back each Power Cosmic power die in that pool once for each die beyond the first.

Limit: *Charging.* Shutdown any Power Cosmic power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

Specialties

Combat Expert 8 | Cosmic Master 10
Menace Master 10 | Tech Master 10

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

FORMER HERALD

1 XP when you discuss a world's resources.

3 XP when you help a world escape destruction.

10 XP when you gather the Heralds to fight for justice, or become a Herald of Galactus once again.

LOYAL TO A FAULT

1 XP when you talk with or about one of your dear friends.

3 XP when you use your friendship as an excuse to leave a conflict.

10 XP when you risk certain death or worse for a friend, or you leave that friend to his or her fate in order to save a world, galaxy, or universe.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Pyreus Kril [secret]

History

Pyreus Kril was a Xandarian Nova Corps officer serving on the starship Way-Opener, commanded by Gabriel Lan. When Galactus abducted Gabriel and transformed him into his Herald Air-Walker, Kril took command of the ship, hoping to save his friend. Kril found Galactus and demanded to know his friend's fate. Galactus offered Kril a trade—news of Gabriel's fate for Kril agreeing to become Galactus' new Herald. Galactus transformed Kril into the Herald Firelord and kept his bargain, explaining that Gabriel had died but his soul transferred into an android body. However, Galactus then suppressed this information in order to send Kril on a mission to Earth.

Firelord served Galactus for only a brief time before asking to be released from his service. Galactus agreed to release him on the condition that Firelord find a replacement Herald. With the help of Thor and Hercules, Firelord presented Galactus with an Asgardian magical suit of armor known as the Destroyer. Although Firelord was free to leave, Earth was the final resting place of his friend, Gabriel. When the Air-Walker android reactivated and fought Thor, Firelord took custody of the remains and buried them on an asteroid in their home system. He returned to his native Xandar, only to find it completely destroyed.

Firelord became a hero much like the Silver Surfer, although he mistakenly fought many earthbound heroes, including Spider-Man and the X-Men. The Silver Surfer teamed up with Firelord, Nova, Terrax, and the newly revived Air-Walker against Galactus' latest Herald, Morg, after he intentionally led Galactus to occupied worlds. Firelord was wounded in the battle, but after Terrax apparently killed Morg, Firelord and the Silver Surfer agreed to become Galactus' Heralds once more. After another clash with the recovered Morg, Galactus released Firelord from his service.

Firelord recently restored the Xandarian civilization by helping Richard Rider reactivate the Worldmind and regenerate Xandar's queen Adora.

Personality

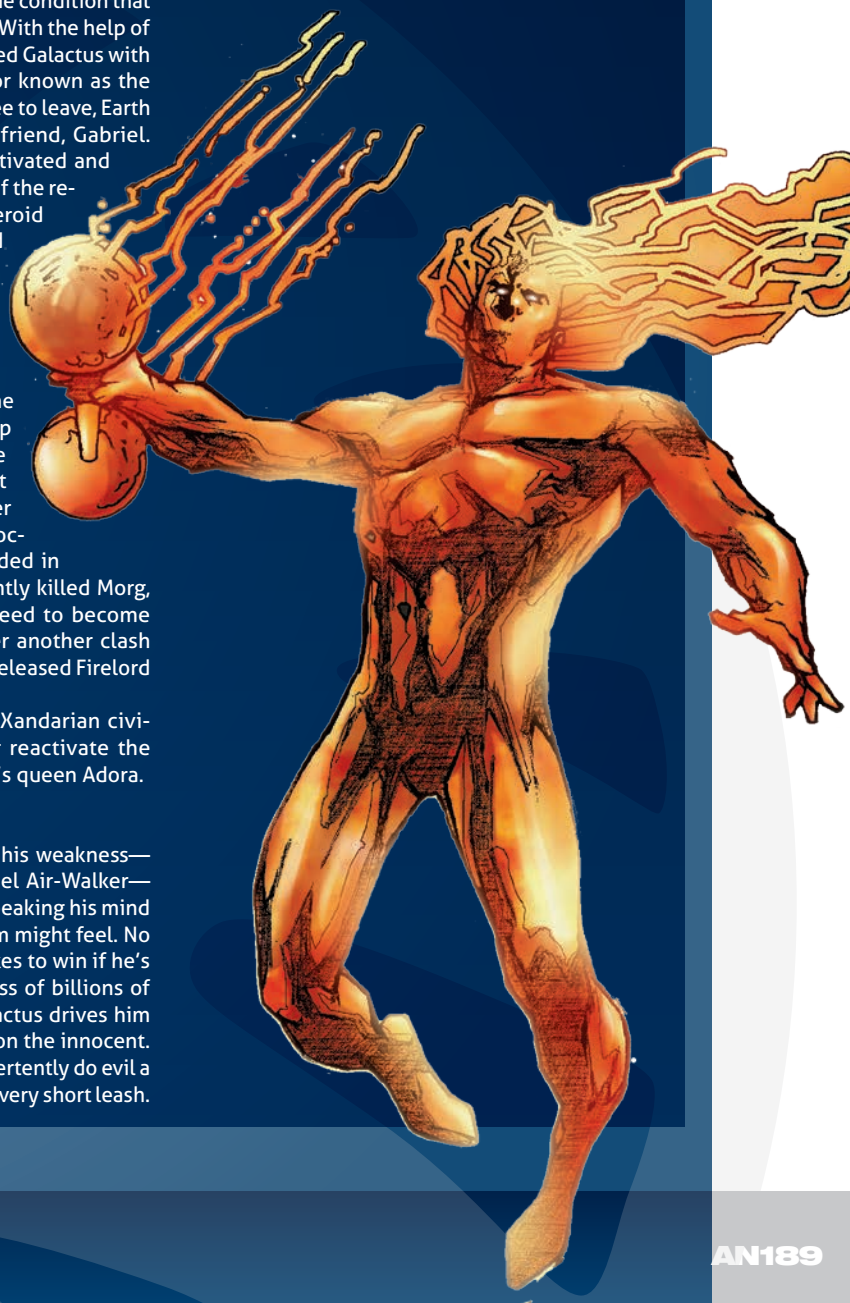
Although Firelord's friends are his weakness—especially when it comes to Gabriel Air-Walker—he's quite blunt and provocative, speaking his mind regardless of how those around him might feel. No matter the cost, he does what it takes to win if he's attacked. Firelord's guilt for the loss of billions of lives while he was a Herald of Galactus drives him to stop other beings from preying on the innocent. He's willing to give those who inadvertently do evil a second chance, but keeps them on a very short leash.

Abilities & Resources

Like the other Heralds of Galactus, Firelord is imbued with the Power Cosmic. Firelord manifests the Power Cosmic by wielding a flaming staff that projects blasts of stellar flame. The Power Cosmic provides Firelord with incredible strength and reflexes. He's practically indestructible; if damaged, he heals quickly. Firelord is capable of space flight and can transport himself to other star systems and galaxies.

As a former member of the Xandarian Nova Corps, he has an excellent knowledge of combat, advanced technology, and astronavigation.

Firelord fought alongside many Earth-based heroes including the Avengers and Thor. He frequently came to the aid of his fellow Heralds.



GAMORA

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Deadliest Woman in the Universe
Needs to Belong
Vanity Unfair

4 +1 PP or 8

Power Sets

Cybernetically Enhanced Assassin

Enhanced Senses 8 | Enhanced Speed 8
Leaping 8 | Superhuman Durability 10
Superhuman Reflexes 10 | Superhuman Stamina 10
Superhuman Strength 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Claws.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Focus.* If your pool includes a Cybernetically Enhanced Assassin power, you may replace two dice of equal size with one stepped-up die.

SFX: *Precog Tracking.* Spend 1 PP or use an effect die to create a tracking-type complication for a target. You may track that target anywhere until the complication is removed or Enhanced Senses is shutdown.

SFX: *She Just Won't Quit.* Step up emotional stress to recover your physical stress. Spend 1 PP to convert physical trauma to emotional trauma.

Limit: *Twisted Upbringing.* Step up emotional stress to gain 1 PP.

Godslayer

Superhuman Durability 10 | Weapon 10

SFX: *No Defense.* Spend 1 PP on an attack action with Weapon to prevent your opponent from using a Durability power in their reaction pool.

SFX: *Spinning Death-Parry.* On a successful reaction against a physical stress attack action, inflict physical stress with your effect die. Spend 1 PP to step it up.

Limit: *Gear.* Shutdown Godslayer to gain 1 PP. Take an action vs. the doom pool to recover Godslayer.

Specialties

Acrobatics Master 10 | Combat Grandmaster 12
Cosmic Expert 8 | Covert Master 10
Menace Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

Dangerous Romance

1 XP when you flirt with another hero.
3 XP when you either accept or rebuff the advances of another hero.
10 XP when you break off a relationship to maintain your independence or commit deeply to a monogamous relationship.

Trained by Thanos

1 XP when you discuss the assassination of an enemy.
3 XP when you offer mercy to an enemy, rather than slay them.
10 XP when you kill Thanos and end his terror once and for all, or offer him mercy.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Gamora [public]

History

Gamora is the last member of the Zen-Whoberis race, which was destroyed by the Universal Church of Truth. Thanos rescued Gamora, bringing her 20 years into the past before her race was destroyed and raising her to be an assassin. After she trained and practiced her assassination techniques on the Grand Inquisitors of the Universal Church of Truth, Thanos directed her to kill his enemy, the Magus—the evil version of Adam Warlock.

Gamora defeated the Magus, then learned of Thanos' intent to destroy all life in the universe. She joined Drax the Destroyer, Captain Mar-Vell, and the Avengers against Thanos, but he mortally wounded her. To save Gamora, Adam Warlock sent her sprit into his Soul Gem; he and Pip the Troll later joined her. After Thanos obtained all of the Infinity Gems and formed the Infinity Gauntlet, Adam Warlock led Gamora and Pip out of the Soul Gem, taking over the bodies of three victims of an automobile accident. Gamora quickly began transforming her host body, Bambi Long, into Gamora's original form.

Using the Infinity Gauntlet, Thanos killed Gamora and eliminated half of all the life in the universe. Eventually Thanos was defeated, returning Gamora to life. She joined the Infinity Watch, which included Adam Warlock and Drax; her task was to safeguard the Time Gem.

Recently, the great powers of the universe humbled Gamora and discarded her. She came to the planet of Godthab Omega to carve out a kingdom and became a living goddess to her Graces, a group of female warriors.

Personality

Gamora is proud. She's fully aware of how her appearance and confidence inflames the passions of humans around her. Her pride and vanity means she doesn't like to be seen while she's weakened or injured. After her humiliation by cosmic forces, she's determined to regain her reputation as the most dangerous woman in the universe. Due to her upbringing by Thanos, she values belonging to a team. Her Graces worship her, and she loves them in return.

Abilities & Resources

Thanos used advanced technology to grant Gamora enhanced strength, reflexes, durability, and stamina. Her body has an enhanced healing factor, allowing her to rapidly recover from even mortal injuries. Gamora's formidable physical abilities were enhanced after returning from the dimension within the Soul Gem and more so just before arriving on Godthab Omega. Now, she's the equal of nearly any cosmic being, especially when she wields the mysterious dagger Godslayer.

In the past she fought alongside Adam Warlock, Pip the Troll, Captain Mar-Vell, Doctor Strange, and Spider-Man. She's currently the leader of the Graces—Cerise, Nebula, Stellaris, and Tana Nile.

GLADIATOR

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

By My Will Alone
Praetor of the Shi'ar Imperial Guard
Strontian Exemplar

4 +1 PP or 8

Power Sets

PSIONIC AUGMENTATION

Godlike Durability	12	Godlike Reflexes	12
Godlike Speed	12	Godlike Stamina	12
Godlike Strength	12	Heat Vision	10
Psychic Resistance	12	Space Flight	12
Superhuman Senses	10		

SFX: *Freeze Breath.* When inflicting a Binding, Entangling, or Freezing complication on a target, add a D6 and step up the effect die.

SFX: *Invulnerability.* Spend 1 PP to ignore stress, trauma, or complications caused by aging, disease, poison, radiation, or vacuum.

SFX: *Multipower.* Add more than one Psionic Augmentation to your pool. Step back each Psionic Augmentation power die in that pool once for each die beyond the first.

SFX: *Onslaught.* Against a single target, double Godlike Speed, Godlike Reflexes, or Space Flight. Remove the highest rolling die and use three dice for the total.

SFX: *Supreme Will.* Double any Psionic Augmentation power for one action, then add the second-highest rolling die from that action to the doom pool.

Limit: *Shaken Confidence.* Step back all Psionic Augmentation powers by one step to gain 1 PP. Activate an opportunity to recover.

Specialties

Combat Master	10	Cosmic Expert	8
Covert Expert	8	Menace Master	10
Psych Expert	8	Science Expert	8
Tech Expert	8	Vehicle Expert	8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

LONELY STRONTIAN

1 XP when you discuss your Strontian heritage.

3 XP when you create an asset to be used by a fellow Imperial Guard.

10 XP when you create a monument to the Strontians that will echo through eternity forever, or find a way to repopulate the galaxy with your lost people.

WILLPOWER, DEDICATION, AND DUTY

1 XP when you tell someone what they should sacrifice in order to reach their goals.

3 XP when you inflict stress on enemies of the Shi'ar Empire.

10 XP when you destroy an enemy who was seeking the destruction of the Shi'ar Empire, or turn them into loyal Shi'ar subjects.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Kallark [public]

History

Loyal to the Shi'ar Empire, the Strontians were a race of humanoids able to channel their will into godlike power. The empire feared the use of their abilities would start rebellion. To stop this threat, the Shi'ar Emperor ordered a group of new Strontian military recruits, including young Kallark, to kill their elders. With his unswerving dedication and will, only Kallark completed the task. The other recruits were demoralized and drained of their powers, leaving Kallark alone empowered and the only survivor of the massacre.

As "Gladiator," Kallark rose through the ranks of the Shi'ar Imperial Guard to become its leader, the Praetor. In this role he fought with the X-Men, the Fantastic Four, Thor, the Silver Surfer, and many others. When Lilandra ascended to the throne, a saner and more reasonable ruler than those that came before her, Gladiator joined her in creating a prosperous empire.

Personality

Gladiator is the embodiment of willpower, dedication, and duty. He honors his oath to the empire at all costs—he's even engaged in the genocide of his own race at the command of the Shi'ar. There's no room for doubt in his nature; his actions are direct, efficient, and dutiful at all times. He's fearless and, given the unfortunate nature of empires, sometimes forced to brutal and ruthless measures by his orders.

Abilities & Resources

Gladiator is one of the most physically powerful mortal beings known to exist—as long as his willpower and confidence hold out. If he maintains his confidence, it enables him to channel his psionic potential into great physical feats. Gladiator's strength can destroy small planetoids and he's practically indestructible, reputedly having flown through the heart of a star. He can move at vast speeds, strike an opponent a thousand times in the space of a heartbeat, and fly under his own power at superluminal velocity. His inner power can discharge in the form of heat rays from his eyes, or he can freeze objects with his breath.

In addition to this already staggering array of abilities, Kallark is also a highly trained warrior with years of experience commanding the Imperial Guard in battle against the empire's most terrible enemies. When acting in his role as Praetor he can call on the full military might of the Shi'ar Empire and all of their resources.

HUMAN TORCH

Affiliations

Solo 6 | Buddy 10 | Team 8

Distinctions

Hotheaded Hero
Prankster
Shameless Flirt

4 +1 PP or 8

Power Sets

FLAME ON!

Fire Mastery 10 | Flame Blast 10
Supersonic Flight 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Burn!* When using a Flame On! power to threaten, intimidate, or scare a target, double the power die. Remove the highest rolling die and keep three dice for your total.

SFX: *Fiery Body.* On a successful reaction against a close-combat attack action, inflict physical stress with your effect die. Spend 1 PP to step it up.

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from fire, heat, cold, or physical projectiles like bullets or arrows.

SFX: *Multipower.* Add more than one Flame On! power die to your pool. Step back each Flame On! power die in your pool once for each die beyond the first.

SFX: *Nova Burst.* Add one or more doom dice to your next attack action using the *Area Attack* SFX. After your action, step up each doom die and return it to the doom pool, then shutdown Flame On! Participate in a Transition Scene to recover the Power Set.

Limit: *Extinguished.* Shutdown a Flame On! power when targeted by a flame-retardant attack to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

Acrobatic Expert 8 | Cosmic Expert 8
Tech Expert 8 | Vehicles Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

ALIEN LOVE

1 XP when you flirt with someone from another planet, dimension, or timeline.
3 XP when you get into a conflict due to your love life.
10 XP when you either ask an alien to leave their home and come back to New York City with you, or ask an alien to allow you to stay with them.

FORMER HERALD

1 XP when you discuss the hunger of Galactus.
3 XP when you deal out stress working against Galactus.
10 XP when you either agree to help a planet evade Galactus' hunger, or agree to be a Herald once again.

PP

STRESS / TRAUMA

P 4 6 8 10 12
M 4 6 8 10 12
E 4 6 8 10 12

XP

Jonathan Lowell Spencer "Johnny" Storm [public]

History

Joining his big sister Sue on an experimental space flight, young Johnny Storm gained fantastic powers after cosmic rays bombarded their ship. The four crewmembers became the Fantastic Four; due to Johnny's fire-based powers, he took the name "The Human Torch." The Fantastic Four became one of Earth's most prominent super hero teams and the Human Torch one of Earth's most famous heroes.

Johnny's life since becoming a hero has been full of adventure and opportunity. He's traveled the cosmos with the Fantastic Four and watched his girlfriend Frankie Raye become Nova, the Herald of Galactus. He worked briefly as an actor and a firefighter, finished college, and engaged in various solo heroics; he married Lyja, a Skrull who was disguised as the Thing's then ex-girlfriend, Alicia Masters. Through it all, Johnny keeps his cheerful attitude, though his impulsive nature and penchant for practical jokes sometimes annoy his teammates. He may seem immature and irresponsible, but the Human Torch has helped save the world many times over.

Recently, Johnny spent a brief time as a Herald of Galactus, following a power switch with his sister Sue, the Invisible Woman. Although he lost the Power Cosmic at the conclusion of that adventure and has his old flame powers back, Johnny hasn't forgotten what it feels like to be plugged directly into the universe.

Personality

The Human Torch loves being a super hero. He dates supermodels, pals around with various costumed heroes, and fights evil with a daredevil attitude and youthful exuberance. He loves pranks and jokes—his teammate the Thing is a favorite target. Johnny loves his sister Sue and the other members of the Fantastic Four dearly, and he'd do anything to aid them. The Torch loves driving cars but usually leaves the airplanes and rockets to the Thing.

Abilities & Resources

The Human Torch can project fire from his body. With this power he can hurl fiery blasts, engulf his entire body in flames, and create fiery shapes. His fiery aura protects him from projectiles and allows him to fly. If he extinguishes part of it to safely carry passengers or objects, he can still fly. He can control fire as well, using it to create cages, rings, and other shapes. His body is fireproof, and he can absorb nearby fire and heat at will. The Human Torch can voluntarily overload himself, creating a "Nova Flame" that's much hotter and more powerful than usual, but doing this exhausts him quickly. In addition to his powers, Human Torch is an experienced racecar driver and mechanic.

As a member of one of Earth's most famous super hero teams, Johnny Storm has a lot of friends and allies. He's especially close to his sister Sue Storm, the Invisible Woman; he and the Thing have a brotherly rivalry going back years. Johnny has also become good friends with Iceman and Spider-Man—heroes close to his own age, who understand his attitudes and impulsive behavior better than most. Despite his well-deserved reputation as a hothead, the Human Torch can call on many heroes for assistance, especially fellow New York-based ones such as members of the Avengers.

INVISIBLE WOMAN

Affiliations

Solo 6 | Buddy 8 | Team 10

Distinctions

Heart of the Team
Implacable Will
Visibly Brilliant

4 +1 PP or 8

Power Sets

FORCE PROJECTION

Flight 6 | Force Blast 10
Godlike Durability 12 | Invisibility 12
Psychic Resistance 8 | Psychic Senses 6

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Force Constructs.* When using Force Projection to create assets, add a D6 and step up your effect die.

SFX: *Multipower.* Add more than one Force Projection power die to your pool. Step back each Force Projection power die in your pool once for each die beyond the first.

SFX: *Reactive Power.* Spend 1 PP to add a Force Projection power to another character's dice pool before rolling. If that character takes physical stress, you take D6 mental stress.

SFX: *Force of Will.* When using Godlike Durability in your dice pool, redirect physical stress to mental stress at no cost. Redirect effect dice targeting your Force Projection assets to yourself as mental stress. Spend 1 PP to step back either redirected stress.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown Force Projection. Recover Force Projection when you recover that stress or wake up. If you take mental trauma, shutdown Force Projection until you recover that trauma.

Specialties

Combat Expert 8 | Cosmic Expert 8
Covert Expert 8 | Psych Master 10
Science Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

NOT THIS TIME!

1 XP when you discuss why your team should stand up to a tyrant or authority of great power.

3 XP when you uncover the excesses, threats, or abuses of power or authority.

10 XP when you stress out a tyrant or authority figure, or sacrifice yourself so that others can escape this figure's control or rule.

SUSAN RICHARDS OF EARTH

1 XP when you use Force of Will to redirect physical stress inflicted by an alien.

3 XP when you lend aid or assistance to an alien at the expense of your own safety or reputation.

10 XP when you either accept an alien into your family or relocate your own family to an alien culture.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Susan Storm Richards [public]

History

Susan Storm and her brother Johnny lost their parents to a car accident—their mother died from her crash injuries and their father, a successful Long Island surgeon, spiraled into guilt-fed self-destruction when he failed to save his wife. The siblings moved to California to live with their aunt; this is where Sue first met and became smitten with her aunt's tenant, Reed Richards. Years later she met him again and they started dating. She convinced Richards to let her and her brother accompany him on the fateful spaceflight that gave all of them superhuman abilities.

As a member of the Fantastic Four, Sue initially proved a convenient hostage or stumbling block. Over time, as her powers and confidence grew, that changed dramatically. By the time Susan Storm was the happily married Susan Richards and mother to young son Franklin, she was a vital member of the team. After an emotionally grueling experience under Psycho-Man's control, a newly confident Sue changed her codename from "Invisible Girl" to "Invisible Woman."

The mother of two extraordinary children, Franklin and Valeria, Susan is unique among her peers for successfully juggling active motherhood alongside her responsibilities as a costumed hero.

Sue recently switched powers with her brother, Johnny, who then became the Herald of Galactus for a brief time. Following this adventure, their powers were switched back once more.

Personality

The Invisible Woman is the unifying maternal figure of the Fantastic Four. Her formidable will and emotional core anchors the team through practically any challenge. She's grown from a shy young girl to a powerful and self-confident woman with established leadership abilities and the respect of the super hero community. She also acts as the conscience and voice of wisdom for her husband when his motives or actions are buried under blind logic and over-rationalization. Despite a long-held attraction to Namor the Sub-Mariner, Sue remains utterly loyal to her husband and her family.

Abilities & Resources

In the early years of the Fantastic Four, Susan's abilities seemed limited to bending light around her or others, making her or her targets invisible to the naked eye. As time passed, it became apparent that this was only one aspect of her power to generate a psionic force-field malleable to her will. This field can protect her from attack, expand outward in domes or spheres to protect others, or simply be formed into a number of crude—but practically indestructible—geometric shapes with uses ranging from ramps and movable platforms to bludgeoning ranged attacks. She's even capable of extending her control over these fields into the psychic plane, providing her with protection from telepathic intrusion and a degree of psychic awareness. Even enemies of the Fantastic Four have acknowledged that the Invisible Woman is probably the most powerful member of her team.

Sue's an accomplished actor, counselor, and parent. She's trained in martial arts with Iron Fist, witnessed countless alien cultures, and speaks multiple languages.

Sue has access to all of the Fantastic Four's facilities and equipment, as well as the significant goodwill and reputation bestowed on her and her teammates by New York City, the Earth, and worlds beyond.

KORATH THE PURSUER

Affiliations

Solo 6 Buddy 8 Team 10

Distinctions

Ex-Starforce Operative
Gifted Cybergeneticist
Kree Outcast

4 +1 PP or 8

Power Sets

KREE ARSENAL

Subsonic Flight 8 Weapon 8

SFX: *Beta Batons.* Against a single target, step up or double a Kree Arsenal die. Remove the highest rolling die and use three dice for your total.

Limit: *Gear.* Shutdown Kree Arsenal power to gain 1 PP. Take an action vs. the doom pool to recover Kree Arsenal.

PURSUER GENETIC ALTERATION

Enhanced Reflexes 8 Enhanced Senses 8
Superhuman Durability 10 Superhuman Stamina 10
Superhuman Strength 10

SFX: *Focus.* If your pool includes a Pursuer Genetic Alteration power, you may replace two dice of equal size with one stepped-up die.

SFX: *Kree Commander.* Spend 1 PP to step back emotional and mental stress and recover a Team die in any mob under your command.

SFX: *Psychic Tracking.* Spend 1 PP or use an effect die to create a Tracked complication for a target. You may track that target anywhere until the complication is removed or Enhanced Senses is shutdown.

SFX: *Second Wind.* Before you make an action including a Pursuer Genetic Alteration power, you may move your physical stress die to the doom pool and step up the Pursuer Genetic Alteration power for this action.

Limit: *Atmospheric Purity.* Step up stress, trauma, or complications based on exposure to non-native atmospheres to gain 1 PP.

Limit: *Kree Patriot.* Step up emotional stress inflicted by Kree leaders or populace to gain 1 PP.

Specialties

Combat Expert 8 Cosmic Expert 8
Covert Master 10 Science Expert 8
Tech Expert 8 Vehicles Expert 8

[You may convert Expert d8 to 2d6, or Master d10 to 2d8 or 3d6]

Milestones

OUTCAST

1 XP when you question your Kree superiors.

3 XP when you create a complication against a Kree.

10 XP when you either re-dedicate yourself to the Kree Empire and declare your undying loyalty to your homeworld, or defect and declare your allegiance to a new power or philosophy.

PURSUER

1 XP when you talk about the quarry you are seeking.

3 XP when you create an asset so that your quarry is easier to pursue.

10 XP when you either capture a foe and bring them to the Kree Empire for justice, or set them free and earn the Kree Empire's wrath.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Korath-Thak [public]

History

A Kree scientist working on genetic templates, Korath-Thak was part of the failed project to test the "Pursuer" genetic template on Earth. Seeking to prove the merits of his research, he subjected himself to the process and became Korath the Pursuer, special agent of the Kree Empire.

Since then, Korath has experienced a lot of ups and downs. He was recruited into the Kree Starforce along with other enhanced Kree operatives such as Captain At-Lass and Dr. Minn-Erva. He served with the group through regime changes, the conquest of the Kree by the Shi'ar, and other calamities. He even briefly served as a bodyguard for the Shi'ar noble Deathbird—though, as a loyal Kree, Korath's feelings about the Shi'ar who once conquered his people are understandably mixed.

Recently, Korath settled on Godthab Omega with many of the exiled Kree Star Corps. Many Kree look to him as a community leader and protector; he does what he can to keep his people safe from Gamora's Graces, rival settlements, and other threats.

Personality

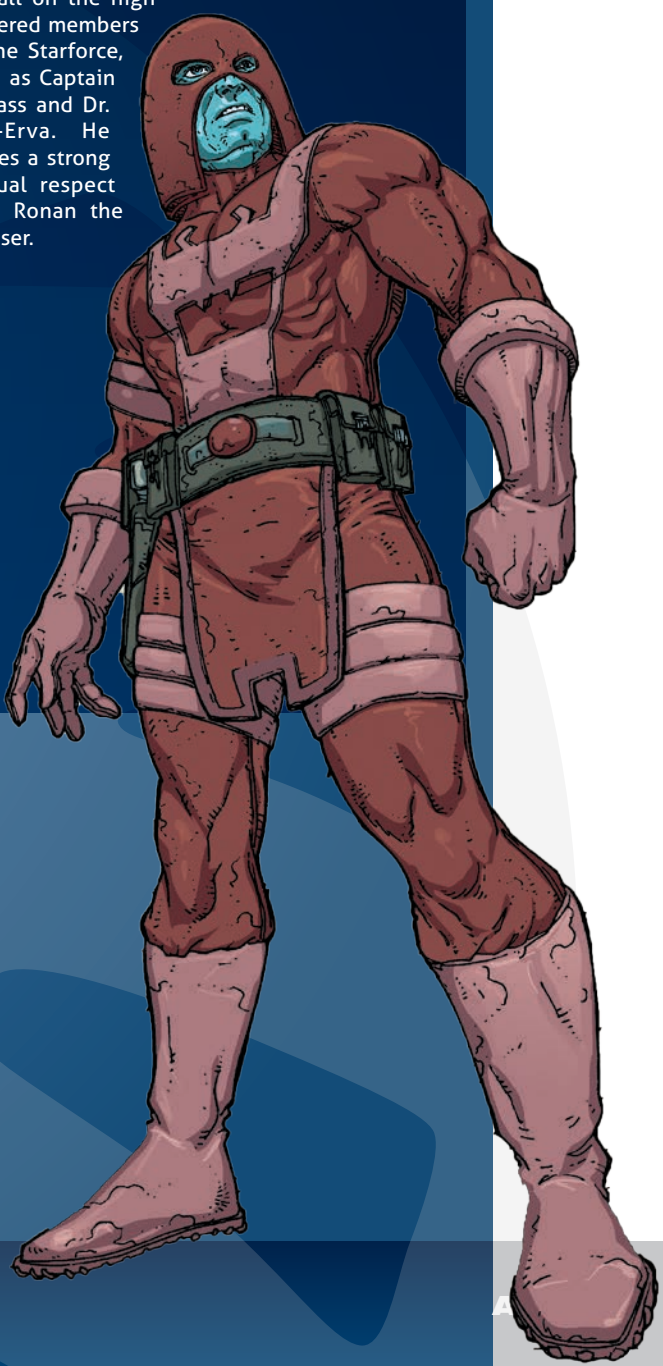
Early in his career, Korath was obsessed with his work and ruthlessly devoted to serving the Kree Empire. However, his time as an outcast refined his views; he still loves the Kree, but he's more aware that the desires of the Kree rulers aren't always what's right for the empire. Rather than simply following orders, Korath is more interested in protecting his fellow refugees on Godthab Omega and doing what he can to root out corruption and weakness in the Kree Empire.

Despite his hard-won cynicism, Korath is confident in the abilities and moral fortitude of veteran warriors and proven Kree heroes such as Ronan the Accuser. In fact, he's pretty sure the future of the Kree rests on the shoulders of such individuals. He'll do what he must to aid or even push them to set things right.

Abilities & Resources

Altering himself with the Kree Pursuer genetic template, Korath's physical abilities are boosted beyond normal Kree. He also carries various advanced weapons and equipment of Kree design. Chief among these are his uniform—which allows him to fly and is outfitted with a number of scanning devices—and his "beta-baton" weapons, which can fire powerful energy blasts. In addition to his technology and augmented abilities, Korath is a skilled fighter, scientist, pilot, tracker, and tactician.

Korath is currently banished from the Kree Empire, but he's well thought of among the outcasts of his race on Godthab Omega. He also might be able to call on the high-powered members of the Starforce, such as Captain At-Lass and Dr. Min-Erva. He shares a strong mutual respect with Ronan the Accuser.



LYJA

Affiliations

Solo 8 | Buddy 6 | Team 10

Distinctions

Gone Native
Masterful Infiltrator
Obsessed with Johnny Storm

4 +1 PP or 8

Power Sets

LAZERFIST

Bio-Blast 8 | Enhanced Durability 8

SFX: *Concentrated Fire.* Against a single target, step up or double Bio-Blast die. Remove the highest rolling die and use three dice for the total.

Limit: *Exhausted.* Shutdown Bio-Blast to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

SKRULL AGENT

Enhanced Reflexes 8 | Enhanced Stamina 8
Flight 6 | Shapeshifting 10

SFX: *Claws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from vacuum, hunger, thirst, or fatigue.

SFX: *Training.* Replace Shapeshifting die with 2D8 or 3D6 on your next roll.

Limit: *Thin-Skinned.* Gain 1 PP to step up emotional stress from taunting, insults, etc.

Specialties

Acrobatics Expert 8 | Combat Expert 8
Cosmic Expert 8 | Covert Master 10
Menace Expert 8 | Psych Expert 8
Science Expert 8 | Tech Expert 8
Vehicle Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

SKRULL AGENT

1 XP when you say something to make your cover seem more plausible.
3 XP when you create an asset for Skrull use.
10 XP when you betray those you're spying on, or betray the Skrull Empire because you fell in love with some aspect of this fake cover life you've constructed.

EARTH LOVE

1 XP when you talk about an Earth hero you have fallen for.
3 XP when you inflict stress on someone in order to get closer to your Earth hero.
10 XP when you realize that you have to move past your obsession with your Earth hero and have healthy relationships elsewhere, or vow that your Earth hero will never know happiness without you.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Lyja [secret]

History

An agent of the Skrull Empire, Lyja was chosen by Paibok the Power Skrull to act as his spy and infiltrator in a plan to bring down the Fantastic Four. Lyja traveled to Earth and replaced Alicia Masters, planning to use this guise to get close to the team through Masters' connection with Ben Grimm. Before she could do so, the Beyonder took Grimm and many others into space for his "Secret Wars." Grimm chose to stay in space and Lyja was forced to improvise—she seduced the returning Johnny Storm instead. She went so far as to marry Storm while still acting as Alicia. Eventually this deception was exposed through the intervention of Alicia Masters' uncle, the villainous Puppet Master. During the team's rescue of the real Alicia from the Skrulls, Lyja seemed to sacrifice herself to save Johnny's life.

Saved by her former commander Paibok, Lyja returned time and again to hound the Fantastic Four, specifically targeting—and even stalking—her former husband. Enhanced with Skrull implant weaponry and going with the moniker "Lyja the Lazerfist," she even managed to work her way back onto the Fantastic Four for a time and went so far as pretending to be pregnant with Storm's child. Hanging onto a relationship with Johnny despite her many betrayals and deceptions, it was only when Johnny and many other heroes were presumed killed fighting the monstrous Onslaught that Lyja finally left to pursue life disguised as a human woman.

Personality

Lyja is a highly-trained Skrull infiltration agent—brave, resourceful, and normally quite professional. These traits all conflict with the obsessive and highly possessive love she developed for Johnny Storm during her time masquerading as Alicia Masters. In many ways, she "went native," exhibiting some of the caring and heroic traits she saw in her husband, knowing he'd respond to seeing them in her.

Abilities & Resources

As a Skrull, Lyja is a master shapeshifter and highly skilled at infiltrating and subverting other societies. She's a trained combatant, able to put her shifting abilities to efficient use in a fight even when it's the only weapon left to her. For a time, she had a weapons implant that gave her an energy discharge capability that she resourcefully adapted to multiple uses. While working for her Skrull superiors, she has access to technology beyond Earth's standard resources.

MISTER FANTASTIC

Affiliations

Solo 8 | Buddy 6 | Team 10

Distinctions

Boundless Curiosity
Family Man
Scientific Paragon

4 +1 PP or 8

Power Sets

HYPERELASTICITY

Enhanced Reflexes 8 | Enhanced Speed 8
Stretching 10 | Superhuman Durability 10

SFX: *All Tied Up.* When inflicting a grappling complication on a target, add a D6 and step up your effect die.

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Bounding Attack.* Against a single target, step up or double Stretching. Remove the highest rolling die and use three dice for your total.

SFX: *Elastic Mind.* If your pool includes both Stretching and a Master-level Specialty, spend 1 PP to reroll your dice.

SFX: *Versatile.* Replace Stretching die with 2D8 or 3D6 on your next roll.

Limit: *Exhausted.* Shutdown any Hyperelasticity power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

Cosmic Master 10 | Medical Expert 8
Science Master 10 | Tech Master 10
Vehicles Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

LOVE AND SUPER SCIENCE

1 XP when you use super science to do something to show that you care about someone.

3 XP when you take stress from an argument with a family member or loved one.

10 XP when you take the big step and, once and for all, either prioritize love over science, or prioritize science over love.

REED RICHARDS OF EARTH

1 XP when you discuss a cosmic issue in simple Earthly terms.

3 XP when you create an asset or resource that will change a planet.

10 XP when you either return to Earth, or decide to raise your children among the stars, vowing to watch over them for the rest of your days.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Reed Richards [public]

History

After accumulating numerous degrees and academic distinctions, Reed ultimately used the family fortune to pursue his dream of advancing humanity's spaceflight capabilities. When the government threatened to shut down the program, Reed took reckless action. With his college friend and pilot, Ben Grimm, and the Storm siblings, Sue and Johnny, rounding out a minimal crew, Richards launched a prototype spacecraft employing an experimental drive and shielding. Fate intervened and the ship's crew experienced high levels of unidentified exotic cosmic rays. Crash landing back on Earth, Reed discovered that their exposure to those energies had changed all four of them. They were now superhuman, and his best friend was trapped within a monstrous form.

Rather than risk being considered freaks and outcasts from humanity, Richards worked to brand them as heroes in the public eye. Their open identities, philanthropic works, and, above all, their exciting exploits as the "Fantastic Four" cemented that image firmly in the world's awareness.

Over the years, Reed has taken the fruits of his genius and turned them into a business enterprise with deep enough pockets to fund the Fantastic Four's most exotic explorations and adventures. He spends his time going on these adventures, representing his team and family to the world as the most visible "face" of the Fantastic Four, and performing the research and invention that ultimately finances the team. Reed has one other set of responsibilities—he and Susan Storm eventually married and had children, so Reed is unusual among his peers as he must also juggle marriage and fatherhood alongside his other roles.

Personality

Reed Richards is driven by a limitless scientific curiosity—he's always learning, always inventing, always exploring new avenues of research. Richards is unaccustomed to failure, so the results of Reed's spaceflight experiments—which stripped his loved ones of a normal life and condemned his best friend to carry a monster's face—haunt Richards constantly. That guilt makes him overly protective of his family and pushes him harder into tireless scientific exploration; he wants to expand his knowledge of everything so he never makes such a mistake again. Reed wants to be a loving husband, a doting father, and a faithful friend, but his obsessive scientific pursuits sometimes cause him to neglect the very family and friends he's trying to protect. He's perhaps happiest when his family accompanies him into the great unknown.

Abilities & Resources

Mr. Fantastic possesses an elastic form down to the cellular level. He can reshape his body mass into numerous shapes and can stretch his extremities over a thousand feet. He can contort his body into a lengthy coil or a springy sphere, or even flatten himself into a kite-like shape. He can also exert some finer control, distending his facial features or forming his fingers into makeshift tools; however, he can't adapt finely enough for disguise or other precise or cosmetic uses.

Reed Richards is arguably the single greatest scientific genius on Earth, noticeably outstripping even his peers Tony Stark, Bruce Banner, and Henry Pym. His genius is even spoken of by alien cultures beyond the Earth system and as far afield as the Negative Zone.

Richards is one of the four shareholders for his patents and other revenue sources tied to the Fantastic Four and their discoveries, allowing Richards and his family to live comfortably without outside assistance or normal employment.

MOONDRAGON

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Disciplined Mind
Dragon Within
Haughty Attitude

4 +1 PP or 8

Power Sets

PSIONIC POTENTIAL

Mind Control 10
Psychic Blast 10
Psychic Resistance 10
Psychic Senses 10
Superhuman Durability 10
Telekinesis 8
Telepathy 12

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Autonomic Immunity.* **Spend 1 PP to** ignore stress or complications from poison, hunger, thirst, or fatigue.

SFX: *Mental Illusions.* When inflicting an illusion-based complication on a target, add a D6 and step up the effect die.

SFX: *Pushing the Limit.* Step up or double a Psionic Potential power for one action. If the action fails, step back that power. Spend a PP to recover that power.

Limit: *Tainted by the Dragon.* If a dice pool includes a Psionic Potential power, both 1s and 2s on those dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

SHAO-LOM MONK TRAINING

Enhanced Durability 8
Enhanced Reflexes 8
Enhanced Speed 8
Enhanced Stamina 8

SFX: *Focus.* Replace two dice of equal size in a pool containing a Shao-Lom Monk Training power with one stepped up die.

SFX: *Pama Strike.* When making a close-combat attack action against a single target, step up or double Enhanced Reflexes. Remove the highest rolling die and use three dice for the total.

Limit: *Emotional Isolation.* Gain a PP to step up emotional stress related to alienation and loneliness.

Specialties

Combat Master 10
Cosmic Expert 8
Medical Expert 8
Psych Master 10
Science Master 10
Vehicle Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

ADVISOR

1 XP when you give advice to a hero.

3 XP when you aid a hero during a Transition Scene.

10 XP when you either trust an advisee to make a monumental decision, or use your telepathic powers to ensure they overcome their own weakness.

DRAGON OF THE MOON

1 XP when you discuss past victories.

3 XP when you use your powers to create complications for your enemies.

10 XP when you either are possessed by the Dragon of the Moon, or gain a victory over an even greater enemy and take that enemy's name as your own.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Heather Douglas [secret]

History

During one of Thanos' trips to Earth, the passengers in a passing vehicle had the misfortune of seeing his arrival. Thanos obliterated the vehicle and went on his way, assuming the witnesses were now incapable of causing problems. He was wrong. Kronos, at the behest of his son Mentor, resurrected the slain driver as Drax the Destroyer. The man's daughter survived the crash; Mentor healed her and took her to Titan where the monks of Shao-Lom raised and taught her. Their training honed her physical abilities to impressive levels and unlocked her vast psionic potential.

Unfortunately, though the monks instilled in young Heather their mental disciplines, they were unable to effectively impart their moral and ethical strictures. Her abilities made her arrogant. As an adult, Heather confronted an old adversary of the Shao-Lom, a demonic entity known as the Dragon of the Moon. She seemed to destroy it in mental combat and took the name "Moondragon" to mark her victory. In reality, the Dragon survived inside Heather, slowly working to corrupt her. She left Titan and embarked on a crusade of learning and self-improvement informed by cold logic and vague goals. Only through hard experience did she begin developing empathy with others, and her early adventures were as likely to result in conflict with other heroes as in allying with them against common foes.

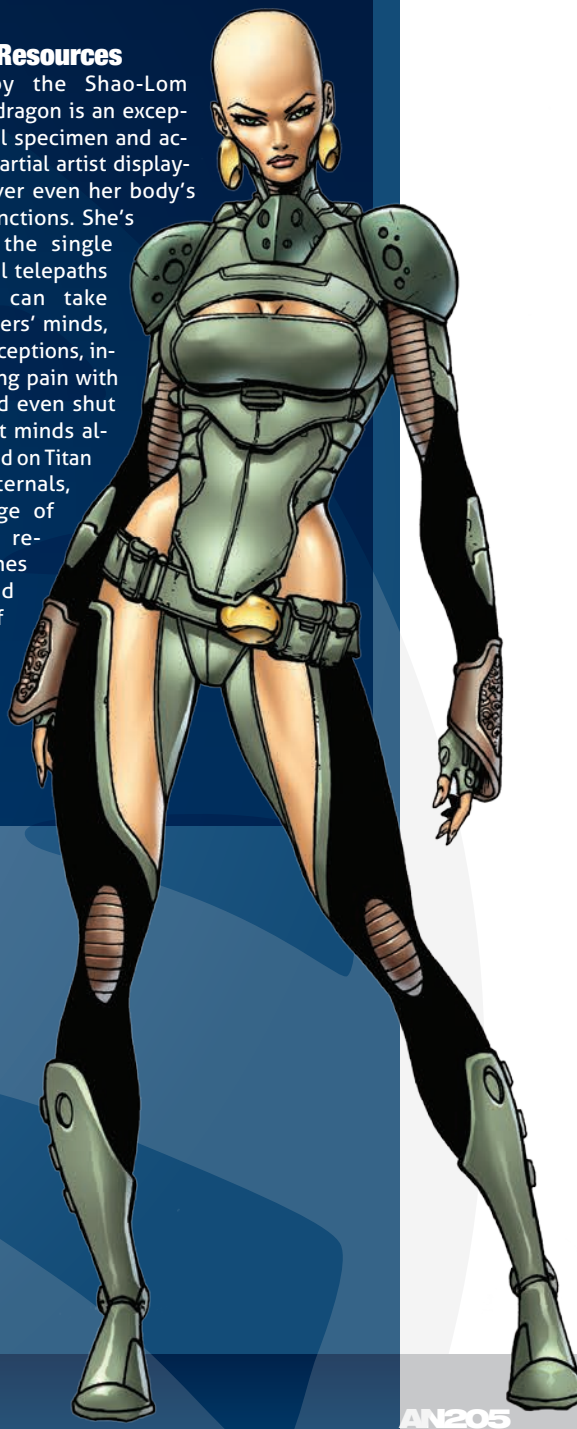
Her adventuring alongside the Defenders ended with the destruction of her physical body, her possession by the Dragon of the Moon, and her eventual resurrection into physical form. Regretting the damage she caused indulging her ego over the years, she started making amends and doing good. This has earned her some grudging allies, an experience with one of the Infinity Gems, and mixed results as advisor to various heroes. While trying to help Genis-Vell, Moondragon met and fell in love with his sister Phyla, with whom she currently travels the galaxies.

Personality

Moondragon is arrogant and self-righteous, firmly convinced her training, abilities, and background make her superior to pretty much everyone she meets. She isn't a bad person, though, despite displaying great corruption thanks to being possessed by a cosmic demon for a time. Her cold and sometimes sterile approach complicates relations with erstwhile allies; she's usually too pre-occupied trying to prove she's right to effectively help them much.

Abilities & Resources

Trained by the Shao-Lom monks, Moondragon is an exceptional physical specimen and accomplished martial artist displaying control over even her body's autonomic functions. She's also one of the single most powerful telepaths known; she can take control of others' minds, alter their perceptions, inflict debilitating pain with a thought, and even shut down sentient minds altogether. Raised on Titan among the Eternals, her knowledge of science and related disciplines is advanced beyond that of Earth's general populace.



NEBULA

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Infamous Space Pirate
Power-Hungry
Split-Second Decision Maker

4 +1 PP or 8

Power Sets

Alien Cyborg

Cybernetic Senses 6
Enhanced Speed 8
Enhanced Strength 8
Superhuman Durability 10
Superhuman Stamina 10

SFX: *Berserk.* Add a doom die to your next attack action. After your action, step up the doom die and return it to the doom pool.

SFX: *Better, Stronger, Faster.* When you take stress, spend 1 PP to step up an Alien Cyborg power of the same size or smaller than your stress until the stress is recovered.

Limit: *Borderline Psycho.* Gain 1 PP to step up emotional stress from taunting, insults, etc., or any situation where you are consistently thwarted or denied your goals.

High-Tech Equipment

Energy Blast 10
Shapeshifting 10

SFX: *Concentrated Fire.* Against a single target, step up or double Energy Blast die. Remove the highest rolling die and use three dice for the total.

Limit: *Gear.* Shutdown High Tech Equipment to gain 1 PP. Take an action vs. the doom pool to recover High Tech Equipment.

Specialties

Combat Expert 8
Cosmic Expert 8
Covert Expert 8
Crime Expert 8
Menace Master 10
Psych Expert 8
Science Expert 8
Tech Expert 8
Vehicle Expert 8

[You may convert Expert d8 to 2d6, or Master d10 to 2d8 or 3d6]

Milestones

Grace

1 XP when you discuss your old pirate life with some regret or wistful romance.

3 XP when you use your cutthroat sensibilities to aid one of your fellow Graces in battle.

10 XP when you seek redemption for your thieving, lying, murdering ways, or leave the Graces in order to be a pirate captain once again.

Pirate Captain

1 XP when you discuss something worth stealing.

3 XP when you use a Cosmic Expert, Covert Expert, or Crime Expert to create an asset that will aid in piracy.

10 XP when you send your crew into sure destruction and jump ship in order to avoid death, or hand over your captain's chair to someone else so you can join another team.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

History

A bloodthirsty pirate and mercenary with a mysterious past, Nebula took control of Thanos' ship, *Sanctuary II*, when Thanos was believed dead at Adam Warlock's hands. She put the ship to good use, cutting a broad swath of slaughter and piracy through one star system after another. She even claimed to be Thanos' granddaughter in order to magnify her already fearsome reputation.

Nebula murdered the Xandarian race by destroying the artificial habitat they'd built to replace their world; those that survived the initial bombardment from her ship either perished in the vacuum of space or were picked off by her crew. She set her sights on the Skrull Empire as her next target and began a campaign of terror against vulnerable worlds. Eventually she came into conflict with Firelord (seeking vengeance for his murdered fellow Xandarians) and the Avengers while trying to seize control of and use the doomsday device, The Infinity Union; she lost both the fight and the majority of her resources in the process.

When Thanos returned and sought the Infinity Gems, he found and made an example of Nebula, torturing her horrifically for having dared claim relation to him. She temporarily managed to get her hands on the Infinity Gauntlet, but was tricked out of it by Thanos.

She sacrificed her last crew to escape imprisonment and accepted cyborgization to improve her personal power. Most recently, she appeared on Godthab Omega as one of Gamora's Graces, together with her "aunt," the Luphomoid mercenary Spirit. The details of her recruitment have yet to be revealed.

Personality

Nebula is driven by deep-seated pathologies, namely a lust for power and a complete lack of anything resembling a conscience. She's willing to kill or destroy anything that gets in her way. While resourceful, she displays a lack of imagination or long-term planning beyond satiating her need for control.

Abilities & Resources

Nebula is a capable tactician, but one unused to strategic-level thinking. She's managed to form pirate organizations, recruit crews, and gather resources despite—or perhaps thanks to—her brutal reputation, and her lack of emotional attachment means she has no problem discarding all of it if necessary. Her cybernetic modifications increase her prodigious physical capabilities, and she uses a holomorphic field generator and wrist blaster with great skill.

NOVA

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Blue Blazes!
Buckethead
Human Rocket

4 +1 PP or 8

Power Sets

Nova Centurion

Enhanced Reflexes 8 | Enhanced Stamina 8
Gravimetric Blast 8 | Superhuman Strength 10
Supersonic Flight 10 | Teleport 12

SFX: *Gravimetric Pulse.* Step up or double Gravimetric Blast for one action or spend 1 PP for both. Shutdown Gravimetric Blast. Activate an opportunity to recover the power.

SFX: *Multipower.* Add more than one Nova Centurion power die to your pool. Step back each Nova Centurion power die in your pool once for each die beyond the first.

Limit: *Exhausted.* Shutdown any Nova Centurion power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover the power.

Limit: *Stargate Activation.* After the first time Teleport is used during an Action Scene, shutdown Teleport. Recover during the next Transition scene.

Nova Corps Uniform

Enhanced Senses 8 | Superhuman Durability 10
Psychic Resistance 8

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from radiation or vacuum.

SFX: *Worldmind.* Spend 1 PP to gain a specialty at Expert for this roll, or step up a resource until the end of the current Action Scene.

Limit: *Gear.* Shutdown Nova Corps Uniform to gain 1 PP. Take an action vs. the doom pool to recover Nova Corps Uniform.

Specialties

Combat Expert 8 | Cosmic Expert 8
Vehicle Expert 8

[You may convert Expert d8 to 2d6, or Master d10 to 2d8 or 3d6]

Milestones

For Earth! For the Nova Corps!

1 XP when you make an Earth reference to an alien who doesn't get it.

3 XP when you disobey an order from the Nova Corps in order to protect someone or something from Earth.

10 XP when you either leave the Nova Corps to protect Earth permanently, or leave your family and friends on Earth permanently to help protect the universe.

Something to Prove

1 XP when you tell another hero that you are not a rookie due to being a Nova for five years.

3 XP when you use your Power Sets to create an asset for an ally or aid an ally in an Action Scene in order to prove your worth.

10 XP when you either lead your allies into battle by flying straight towards the most dangerous enemy, or sacrifice yourself so your allies can get away.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Richard Rider [secret]

History

Richard Rider was a normal Long Island high school student until an energy beam from an orbiting spacecraft granted him the powers of a Nova Corps Centurion. Charged by his dying benefactor, Rhomann Dey, to stop a rampaging Luphomoid called Zorr, Rich continued fighting as the hero Nova even after he defeated Zorr. In time, Nova forged his place among other heroes in New York and grew from an impulsive kid to a trusted ally in the New Warriors.

Outside of his role as a hero on Earth, Rich became an important member of the Nova Corps, protectors of Xandar. He fought alongside the Novas of the Xandarian Starcorps to defeat the Skrulls; afterwards, weary and battle-scarred, he volunteered to relinquish his powers in order to return home. After Nova regained his powers, he became the leader of the Nova Corps and helped restore Xandar. Although he fiercely battled super villains such as Supernova Garthaan Saal, the Sphinx, and the anti-hero team Psionex, the Corps stripped him of his Nova Prime rank when he ignored orders to return to Xandar, choosing instead to save Earth from the devastating Aakonian Deathstorm. Stripped of his rank and powers, Rich nevertheless soon found a way to regain his Nova powers and act as a hero and defender of Earth and Xandar.

Personality

In his youth, Rich was considered brash and headstrong. As he became more comfortable with his powers, his tendency to act without thinking mellowed a bit and was replaced by heroic determination. In the Nova gear, once Rich sets his sights on a goal, he won't stop until he achieves it; but out of costume, Rich makes a 180-degree turn. He's often unmotivated, sloppy, and a bit of a braggart. Rich is notoriously unlucky in love but never stops caring for his old flames, including his New Warrior teammate Namorita. Even when others are less than loyal or fair to him, Rich consistently puts their needs ahead of his own, often to his detriment. He might not always follow every order given to him by an authority figure, but Rich always does what he thinks is right.

Abilities & Resources

Nova can go blow-for-blow with superhuman strength against even the most intimidating foes due to the energy he absorbed as a teen. Critical to his role as protector of Xandar, Nova can fly at supersonic speeds and withstand the rigors of space flight. Under extreme stress, he can emit optic blasts or the rare, powerful Gravimetric Pulse and open existing stargates.

A key asset, Rider's standard Nova Corps uniform is damage resistant and provides a 6-hour air supply. The helmet boosts Nova's sight through infrared, night vision, and telescopic sights, as well as acting as a communication device to other Novas and the Worldmind. Although metallic, the entire uniform can be modified by thought and becomes malleable when removed, allowing Nova to easily assume his civilian identity.

PAIBOK THE POWER SKRULL

Affiliations

Solo 8 | Buddy 6 | Team 10

Distinctions

Devious Planner
Frustrated Leader
Ruthless Warrior

4 +1 PP or 8

Power Sets

SKRULLIAN BIO-ENGINEERING

Bio-Electric Blast	10	Cold Control	8
Flight	6	Superhuman Durability	10
Superhuman Stamina	10	Superhuman Strength	10

SFX: *Ice Constructs.* When using Cold Control to create ice-related assets, add a D6 and step up your effect die.

SFX: *Multipower.* Add more than one Skrullian Bio-Engineering power die to your pool. Step back each Skrullian Bio-Engineering power die in your pool once for each die beyond the first.

SFX: *Vicious Fighter.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown Skrullian Bio-Engineering. Recover that stress or wake up to recover Skrullian Bio-Engineering. If emotional trauma received, shutdown Skrullian Bio-Engineering until trauma recovered.

WARSKRULL

Enhanced Reflexes	8	Shapeshifting	10

SFX: *Immunity.* Spend 1 PP to ignore stress of trauma from vacuum, hunger, thirst, or fatigue.

Limit: *Never Forgets a Slight.* Gain 1 PP to step up emotional stress from taunting, insults, etc.

Specialties

Combat Expert	8	Cosmic Expert	8
Covert Master	10	Menace Master	10
Psych Master	10	Science Expert	8
Tech Expert	8	Vehicles Expert	8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

MIGHT

1 XP when you discuss how might makes right.

3 XP when you overwhelm someone with stress using Combat Expert.

10 XP when you either win the day through force, or decide that discretion is the better part of valor and retreat to prove your rightness another day.

TREACHERY

1 XP when you attempt to gain someone's trust.

3 XP when you create an asset using Covert Master or Psych Master that will aid your future treachery.

10 XP when you either betray someone to the Skrull Empire, or deal honestly with someone because you respect them.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Paibok [public]

History

An officer in the Skrull military and an elite espionage agent for the empire, Paibok was chosen to take part in the Warskrull augmentation programs and to act as a direct agent against the Fantastic Four. While enacting a plan using fellow agent Lyja to infiltrate the Fantastic Four, Paibok himself underwent grueling surgical and technological modification to gain a number of superpowers to use against enemies of the Empire.

His scheme to replace Alicia Masters was the first in a series of defeats that ended with his ill-informed formation of the Fearsome Four and subsequent exile from the empire with a death sentence on his head. He was caught and imprisoned, but managed to escape imperial custody. Paibok then endured short-lived alien augmentation in an attempt to impress his superiors.

Paibok was captured by the Kree while attempting to capture an immature Watcher and kill Ben Grimm. He escaped the prison transport when it crashed to Earth and Paibok was briefly a free agent. After causing substantial casualties in the small Alaskan community nearby, Paibok was forced to summon help from the Kree. It was that or face the wrath of Drax the Destroyer, another escapee from the prison transport.

Personality

Paibok is dedicated to the Skrull virtues of "might makes right" and "power through treachery." He's a loyal son of the Empire, dedicated to destroying its enemies and gaining personal advancement. He's a cold-blooded killer and a cunning mastermind, pragmatic enough to see the occasional need for strategic withdrawal and acceptance of temporary defeats.

Abilities & Resources

As a Skrull, Paibok is a natural born shapeshifter; he's developed this ability to its fullest as an imperial espionage agent. He's a highly trained and experienced soldier. Additionally, he's undergone augmentation by Skrull scientists, greatly enhancing his strength, stamina, and durability. He can fly; he can turn his skin into a metallic substance; and he possesses both bio-electrical and cold control powers.

PHYLA-VELL

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Cosmic Inheritance
Headstrong Hero
Much to Prove

4 +1 PP or 8

Power Sets

KREE/ETERNAL HYBRID

Energy Blast	10	Superhuman Durability	10
Superhuman Senses	10	Superhuman Stamina	10
Superhuman Strength	10	Supersonic Flight	10

SFX: *Absorption.* On a successful reaction against an energy-based attack action, convert your opponent's effect die into a Kree/Eternal Hybrid stunt or step up a Kree/Eternal Hybrid power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *Cosmic Awareness.* Spend 1 PP to add Superhuman Senses (or step up if already in your pool) and reroll all dice on a reaction.

SFX: *Multipower.* Add more than one Kree/Eternal Hybrid power die to your pool. Step back each Kree/Eternal Hybrid power die in your pool once for each die beyond the first.

Limit: *Exhausted.* Shutdown any Kree/Eternal Hybrid power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

Combat Expert	8	Cosmic Expert	8
Menace Expert	8	Science Expert	8
Tech Expert	8	Vehicle Expert	8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

LOVE BOND

1 XP when you discuss your feelings for your chosen beloved.

3 XP when you ask for your chosen beloved to aid you during a Transition Scene.

10 XP when you either seek out a ritual to make your relationship with your chosen beloved more permanent and official in the eyes of the Mar-Vell family, or end the romantic relationship and seek out another.

MAR-VELL LEGACY

1 XP when you discuss your father's heroic legacy.

3 XP when you use Cosmic Expert, Science Expert, or Tech Expert to create an asset for allies to use.

10 XP when you take the mantle of Captain Marvel for your own, or give your blessing to someone else who has taken up your father's mantle.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Phyla-Vell [public]

History

Elysius of Titan, once Captain Mar-Vell's lover, combined her DNA with his to create a son after Mar-Vell's death. This individual, Genis-Vell, destroyed and recreated the universe during a period of heightened cosmic power. In the recreated universe, Elysius' success with Genis-Vell had inspired her to also create a daughter named Phyla. Genis—rendered insane by his experiences and inability to filter his cosmic awareness—fought his sister as she tried to help him; she also attempted to replace him as the new "Captain Marvel." She lost that struggle, and gave up on assuming her father and brother's title. Still trying to prove herself worthy of being her father's daughter, Phyla-Vell met Moondragon while Phyla played errant hero on her crusade for self-discovery. The two fell in love and currently roam the galaxy, each trying to find their place in the universe.

Personality

With limited life experience, Phyla is trying desperately to prove she's an adult and a hero; unfortunately, she doesn't fully understand what either of those are yet. She's brave, but also impulsive, single-minded, and stubborn. She has great power, which makes it all too easy to ignore diplomacy in favor of direct—and often violent—solutions. She often feels she's an afterthought and second-rate substitute for both her father and her brother; this infuriates her and drives her to prove those feelings wrong.

Abilities & Resources

Possessing the same abilities as her father and brother before her, Phyla is superhumanly strong and durable, an effective energy-manipulator who can fly and release destructive cosmic energy bursts. She can also act as a sort of energy "sponge," absorbing incoming energy and converting it to her own use. Phyla possesses cosmic awareness to some degree, though she minimizes its use after seeing the power drive her brother mad. Raised to fill the role of hero, Phyla received considerable physical and combat training which she doesn't hesitate to use.

PRAXAGORA

Affiliations

Solo 8 | Buddy 10 | Team 6

Distinctions

Fusion-Powered Android
Last of Her Kind
Reluctant Warrior

4 (+1 PP) or 8

Power Sets

ATARAXIAN POWERS

Fusion Blast	12	Godlike Durability	12
Godlike Flight	12	Godlike Stamina	12
Godlike Strength	12	Machine Senses	8
Supersonic Flight	10	Technology Control	8

SFX: *Cutting Loose.* Double any Ataraxian Powers power for one action. If that action fails, add a die to the doom pool equal to the power's rating.

SFX: *Immunity.* Spend 1 PP to ignore stress of trauma from vacuum, hunger, thirst, or fatigue.

SFX: *Invulnerability.* Spend 1 PP to ignore physical stress or trauma.

SFX: *Multipower.* Add more than one Ataraxian Powers power die to your pool. Step back each Ataraxian Powers power die in your pool once for each die beyond the first.

Limit: *Dangerous Design.* Change Fusion Blast power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Limit: *Exhausted.* Shutdown any Ataraxian Powers power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

Cosmic Expert	8	Psych Expert	8
Science Expert	8	Tech Expert	8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

LAST OF HER KIND

1 XP when you speak of your Ataraxian culture or talents.

3 XP when you use a Specialty to create an asset inspired by the works of your lost people.

10 XP when you build a monument to your people's existence that will last until the end of time, or find a way to repopulate the galaxy with Ataraxian androids once again.

STAR HEART

1 XP when you show caring and empathy for someone who has suffered loss.

3 XP when you aid an ally in a Transition Scene, sharing something of your own pain to ease their suffering.

10 XP when you set aside your revenge against Annihilus to help victims of the Negative Zone's genocidal rampage, or you set aside someone who needs your help in order to seek revenge against Annihilus.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Praxagora [public]

History

Ataraxia—located in the Helicon cluster in the Negative Zone—was a world that spawned a sentient android civilization powered by stellar containment. The Ataraxians were a peaceful race, self-sufficient and above petty divisions over resources. Unfortunately, the conqueror Annihilus saw them as a threat and destroyed their civilization, killing all Ataraxians—save one. That sole survivor, named Praxagora, he kept as a trophy and focus of study in a prison planetoid. There she met Preak; they allied with many other captives to escape from the planetoid with the assistance of Kl'rt the Super-Skrull.

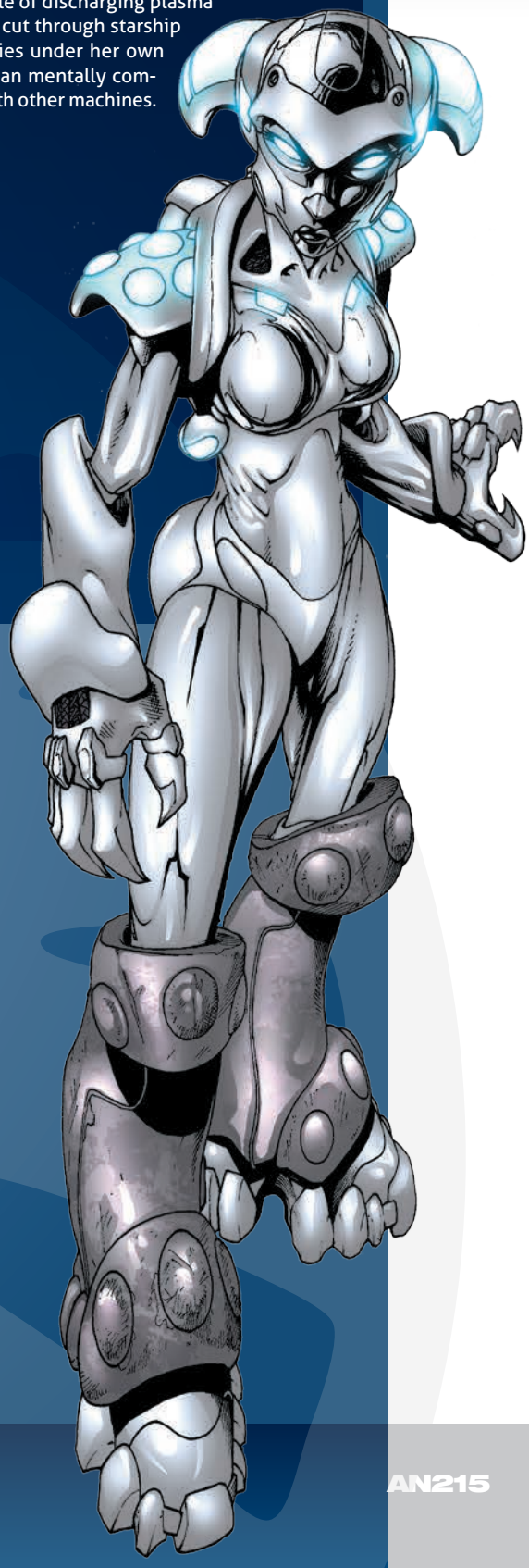
Together, Praxagora and the Super-Skrull are hunting down the scientist Hawal— her former keeper and torturer. They hope to learn how to stop the planet-destroying weapon, the Harvester of Sorrow, before it finishes cutting through the Skrull Empire.

Personality

Praxagora, once a pacifist, is a reluctant warrior driven to violence to avenge the genocide of her people. Prior to the slaughter of her people she appears to have been a brave, caring, and passionate soul, probably some kind of scientist or scholar. Little of that person remains in her pursuit of vengeance against Annihilus and the Horde.

Abilities & Resources

As an Ataraxian, Praxagroa is an android with a fusion power core. She's incredibly strong and durable, capable of discharging plasma sufficient to cut through starship hulls. She flies under her own power and can mentally communicate with other machines.



QUASAR

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Cosmic-Powered Everyman
Protector of the Universe
S.H.I.E.L.D.-Trained

4 +1 PP or 8

Power Sets

QUANTUM BANDS

Energy Blast	10	Godlike Durability	12
Leech	10	Psychic Resistance	10
Quantum Supremacy	12	Space Flight	12
Superhuman Senses	10	Teleport	12

SFX: *Absorption.* On a successful reaction against an energy-based attack action, convert your opponent's effect die into a Quantum Bands stunt or double a Quantum Bands power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Energy Drain.* When using Leech to create Power Loss complications on a target with energy-based powers, add a D6 and step up the effect die.

SFX: *Multipower.* Add more than one Quantum Bands power die to a pool. Step back each Quantum Bands power die in that pool once for each die beyond the first.

SFX: *Quantum Constructs.* When using a Quantum Bands power to create assets, add a D6 and step up the effect die.

Limit: *Conscious Activation. While stressed out, asleep, or unconscious, shutdown* Quantum Bands. *Recover that stress or wake up to recover* Quantum Bands. *If mental or emotional trauma received, shutdown* Quantum Bands *until trauma recovered.*

Limit: *Quantum Jump.* When using Teleport within a planetary atmosphere or sealed environment, add a die to the doom pool equal to the power's rating.

Specialties

Combat Expert	8	Cosmic Expert	8
Covert Expert	8	Crime Expert	8
Menace Expert	8	Psych Expert	8
Science Expert	8	Tech Expert	8
Vehicle Expert	8		

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

EPOCH'S DISCIPLE

1 XP when you discuss saving the universe.

3 XP when you create a power stunt in the process of saving a planet, culture, or galaxy.

10 XP when you either gather a group of allies for the purpose of saving the universe, or pass the Quantum Bands on to another so they might save the universe.

FORMER S.H.I.E.L.D. AGENT

1 XP when you discuss your time with S.H.I.E.L.D.

3 XP when you use one of your Specialties to create an asset for an ally to use.

10 XP when you either call in S.H.I.E.L.D. for help with a cosmic problem, or come into conflict with S.H.I.E.L.D. in order to save the universe.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Wendell Vaughn [secret]

History

A graduate of S.H.I.E.L.D. training, Wendell Vaughn was given desk duty after his instructors decided he lacked the killer instinct needed for fieldwork. While working as an analyst, Vaughn became peripherally involved in testing the Quantum Bands S.H.I.E.L.D. recovered following their previous user's death. Vaughn watched one test pilot attempting to use the bands disintegrating as the bands overloaded. When the testing facility came under attack, Vaughn wore the bands himself, saving his fellow agents; he assumed it would be at the cost of his life. However, he discovered that his creative personality and willpower were the needed components in using the bands safely.

Vaughn took the name Quasar. He discovered the origin of the bands, which were created by the cosmic entity Eon to empower his champion as the Protector of the Universe. Quasar took up this role, working first for Eon and then for Epoch, Eon's progeny and replacement. Through many tumultuous adventures, he's learned how to use the bands with great efficacy. He maintains ties to the Avengers, but he's left Earth to expand his role into the greater universe.

Personality

Wendell Vaughn is a good man trying to do the right thing in a universe well beyond the comprehension of most of humanity. He's clever, resourceful, brave, and self-sacrificing. Although he possesses all the qualities of the traditional costumed heroes he's fought alongside, he's more fallible than he'd like—he never lets himself forget his mistakes and he's always working to learn from his errors.

Abilities & Resources

Quasar is a trained S.H.I.E.L.D. agent with considerable technical expertise, including facing cosmic scale menaces in multiple planes of existence. He possesses the Quantum Bands, alien artifacts crafted by the cosmic entity Eon. These bands tap into the limitless power of a dimension called the Quantum Zone. They enable their user to fire blasts of cosmic energy and create coherent energy constructs, as well as defensive energy fields. The bands can tap, drain, and convert almost any form of energy for use by their wielder, and enable interplanetary flight or—through transiting via the Quantum Zone—even intergalactic flight. They also provide life support. Even though psychic energy isn't one of the energy forms the bands can channel, Vaughn has successfully programmed the bands to protect his mind from psychic assault. The Quantum Bands may also be used to analyze energy sources, enhance Vaughn's senses, and acquire navigational information.

Initially, the bands also allowed their wielder to manifest a form of cosmic awareness, but Eon disabled this ability given its propensity to drive mortal users insane. Vaughn was temporarily enhanced with an alternate-reality power source called the Starbrand, but this source has long since been transferred to another user.

RONAN THE ACCUSER

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Kree Supremacist
Wandering Exile
You Stand Accused!

4 +1 PP or 8

Power Sets

RENEGADE ACCUSER

Enhanced Reflexes 8 | Godlike Strength 12
Invisibility 8 | Superhuman Durability 10
Superhuman Stamina 10

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, and complications from heat, cold, radiation, pressure, or vacuum.

SFX: *Judgment.* Step up or double a Crime Master asset or resource for an action. If the roll fails, move the asset or resource to the doom pool at its normal value.

SFX: *Second Wind.* Before you make an action including a Renegade Accuser power, you may move your physical stress die to the doom pool and step up the Renegade Accuser power for this action.

Limit: *Cybernetically Enhanced Armor.* Shutdown Invisibility and step back Godlike Strength to gain a PP. Take an action vs. the doom pool to recover.

Limit: *Kree Patriot.* Step up emotional stress inflicted from the Kree government or populace to gain 1 PP.

UNIVERSAL WEAPON

Cosmic Mastery 10 | Energy Blast 10
Supersonic Flight 10 | Transmutation 10
Weapon 10

SFX: *Absorption.* On a successful reaction against an energy-based attack action, convert your opponent's effect die into a Universal Weapon stunt or step up a Universal Weapon power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Multipower.* Add more than one Universal Weapon power die to your pool. Step back each Universal Weapon power die in your pool once for each die beyond the first.

SFX: *Universal Forces.* When including Cosmic Mastery in a roll to create assets or complications, remove the second highest rolling die and step up your effect die.

SFX: *Unleashed.* Step up or double any Universal Weapon power for one action. If the action fails, add a die to doom pool equal to the normal rating of that power die.

Limit: *Gear.* Shutdown Universal Weapon to gain 1 PP. Take an action vs. the doom pool to recover Universal Weapon.

Specialties

Combat Expert 8 | Cosmic Expert 8
Crime Master 10 | Menace Master 10

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

KREE WEAPON

1 XP when you threaten a criminal with the Universal Weapon.

3 XP when you use Universal Weapon to create a stunt.

10 XP when you either set aside the Universal Weapon to resign as Supreme Accuser, or take on a Kree ally as an apprentice so that they might wield the Universal Weapon in the future.

SUPREME ACCUSER

1 XP when you condescend to or threaten an enemy of the Kree Empire.

3 XP when you create an asset so that an enemy can be brought to Kree justice.

10 XP when you publically execute an alien whose death will cause the Kree to become embroiled in a galactic war, or declare Kree law as unjust, set down your mantle as Supreme Accuser, and adopt the name Ronan the Free.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Ronan [public]

History

Ronan's noble birth and strong belief in Kree supremacy made him an ideal member of the Kree Public Accuser Corps, the Kree Empire's main law enforcement order. This role placed him at the forefront of the Kree Empire's expansionism, bringing him into conflict with the Fantastic Four, the Avengers, and the Super-Skrull.

After proving himself during the Kree-Skrull War, Ronan earned the rank of Supreme Accuser, second only to the Supreme Intelligence and the Imperial Minister.

Ronan's pride in the Kree race got the better of him as he attempted to start a civil war to overthrow the Supreme Intelligence. Ronan believed natural-born Kree and not machines should rule the empire, but his ambitions were thwarted. He later redeemed himself and returned to his post.

Recently, Ronan found himself wrongly accused of treason and sedition. House Fiyero, the current rulers of the Kree Empire, stripped Ronan of his titles and banished him from Kree space. The case against Ronan relies on evidence produced by Tana Nile—a Rigellian operative and member of Gamora's Graces. Ronan comes to Godthab Omega to clear his name and serve the Kree, with or without his empire's blessing.

Personality

Ronan is stern, stoic, and honorable. He's also unbending in his belief in Kree supremacy. This belief blinds him to the virtues inherent in the ideologies, individuals, and methods of other cultures. Even other Kree find Ronan's exacting standards of ideal Kree behavior and culture hard to meet. The Accuser's love for his empire and his current exile have left him uncertain and lost. He won't admit it easily, but he feels betrayed by his empire. He fears the Kree Empire will become a decadent, corrupt shadow of its former self. He feels abandoned by his people because of his exile, but he can never deny his responsibilities to them either.

Abilities & Resources

The Kree's Forever Crystal made Ronan physically superior to the already strong and resilient Kree. This process also eliminated the Kree vulnerability to foreign atmospheres and granted him the ability to adapt to hostile environments. Ronan's cybernetics and High Accuser armor further augment these abilities and also grant the ability to become invisible. Ronan also wields the Universal Weapon—a hammer capable of controlling cosmic energy—which grants the ability to fly, fire blasts of energy, transmute matter, and generate protective fields. Ronan is trained and experienced with Kree martial arts, law, and politics. He has encountered many races, but he's especially familiar with humans and Skrulls, who he has fought against many times.

As Supreme Accuser, Ronan was the third most powerful being in the Kree Empire after the Supreme Intelligence and Imperial Minister. He has lost his political influence in exile, but retains the respect of the Kree people. Ronan also has the begrudging respect of the Fantastic Four and the Avengers, though he really can't call them friends.

SILVER SURFER

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Former Herald of Galactus
Noble Soul
Sentinel of the Spaceways

4 +1 PP or 8

Power Sets

POWER COSMIC

Energy Blast	12	Cosmic Supremacy	12
Godlike Durability	12	Godlike Reflexes	12
Godlike Senses	12	Godlike Stamina	12
Godlike Strength	12	Subsonic Flight	8
Telepathy	10	Teleport	12
Transmutation	12		

SFX: *Boost.* Shutdown a Power Cosmic power to step up another Power Cosmic power. Spend a PP to recover that power.

SFX: *Experienced User.* When inflicting a Power Cosmic complication on a target, add a d6 and step up the effect die.

SFX: *Healing.* Add Transmutation to your dice pool when helping others to recover stress. Spend 1 PP to recover your own or another's physical stress or step back your own or another's physical trauma.

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from vacuum, hunger, thirst, or fatigue.

SFX: *Invulnerability.* Spend 1 PP to ignore physical stress or trauma unless caused by magic.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances, and only if Silver Surfboard Power Set is not shutdown.

Limit: *Power Beyond Mortal Ken.* Change any Power Cosmic into a complication to gain 1 PP. Activate an opportunity to recover.

Limit: *Whim of Galactus.* Shutdown Power Cosmic when affected by a Galactus-specific complication or other trait.

SILVER SURFBOARD

Space Flight	12	Weapon	10

SFX: *Perfect Control.* When using a Silver Surfboard power in an action pool for movement-related stunts, add a d6 and keep an additional effect die.

SFX: *To Me, My Board.* Step up or double Weapon against a single target. Remove highest-rolling die and add an additional die to your total.

Limit: *Gear.* Shutdown Silver Surfboard and gain 1 PP. Take an action vs. the doom pool to recover.

Specialties

Acrobatics Expert	8	Combat Expert	8
Cosmic Master	10	Science Master	10
Tech Master	10	Vehicle Master	10

[You may convert Expert d8 to 2d6, or Master d10 to 2d8 or 3d6]

Milestones

COSMIC POWER

1 XP when you discuss mundane matters.

3 XP when you use the Power Cosmic to create an asset for saving a world or system.

10 XP when you use your powers to stop a threat to the universe or bestow the Power Cosmic on someone else so that they might save worlds and traverse the spaceways.

HERALD

1 XP when you discuss your time as a Herald of Galactus.

3 XP when you use Cosmic Master to create an asset for making the galaxy a better place.

10 XP when you either take up your role as Herald of Galactus once again, or gather the Heralds for a noble purpose.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Norrin Radd [secret]

History

A highly advanced and almost utopian society, the society of Zenn-La long ago succumbed to ennui and apathy—they lost the will to further explore the universe or even to pursue worthy goals at all. When Galactus targeted their planet, they had little defense against the might of the Devourer. The scholar Norrin Radd, who still yearned for adventure, approached Galactus and bargained for his planet's survival. Galactus' travels in search of worlds to consume cost the cosmic entity too much wasted time between feedings, so Radd offered to become Galactus' Herald, performing the laborious search for suitable targets in Galactus' stead so that the Devourer only needed to expend the energy to move from one suitable target to another with no wasted time.

Galactus accepted the bargain. He transformed Radd into the gleaming Silver Surfer. Radd performed well in this role until bringing Galactus to Earth. Something about the courageous and noble way Earth's heroes stood against Galactus touched the part of the Surfer that was still Norrin Radd; he rebelled against his master, aiding the Fantastic Four in driving Galactus away from Earth. As punishment, Galactus created a barrier attuned to the Surfer which trapped his former Herald on Earth.

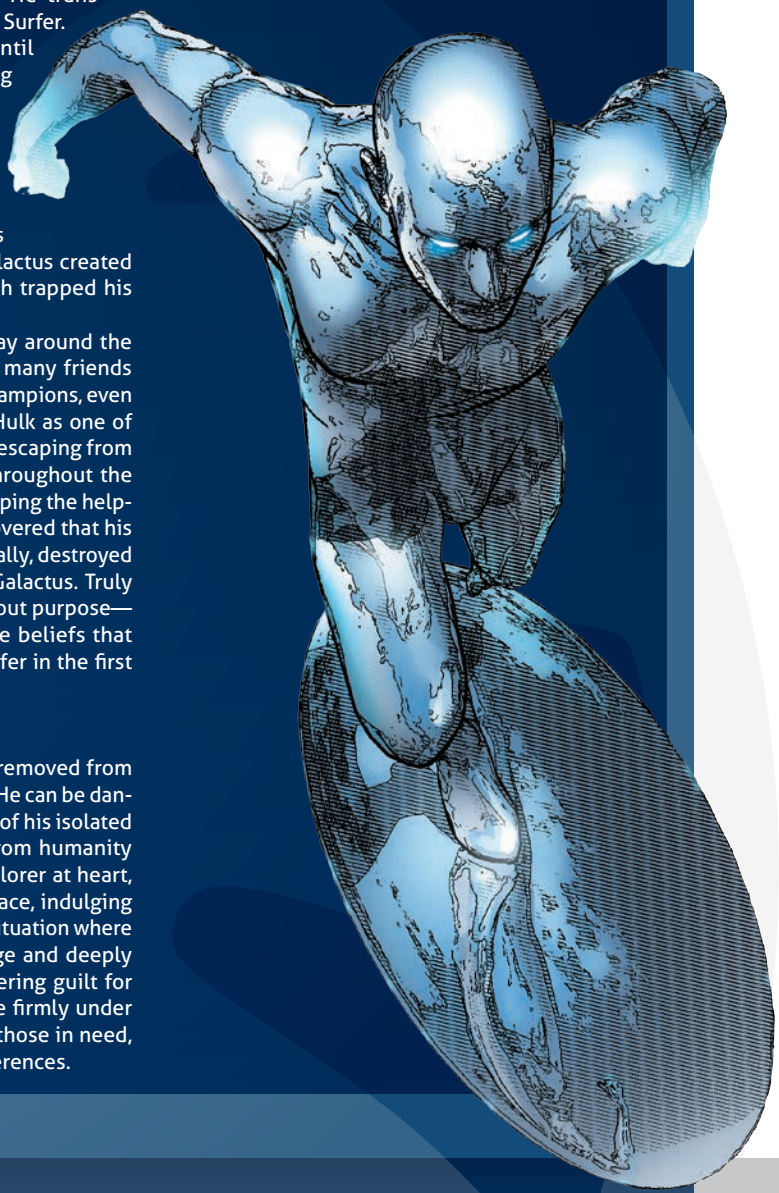
The Surfer eventually found a way around the barrier; but while on Earth he made many friends and allies among Earth's costumed champions, even joining Dr. Strange, Namor, and the Hulk as one of the founders of the Defenders. After escaping from Earth, the Silver Surfer wandered throughout the universe, defending the weak and helping the helpless. After many adventures, he discovered that his homeworld no longer existed—ironically, destroyed by a different menace unrelated to Galactus. Truly alone in the world—though not without purpose—he continues to champion the noble beliefs that caused him to become the Silver Surfer in the first place.

Personality

The Surfer is noble and stoic, far removed from normal mortal feelings and concerns. He can be dangerously naïve and reserved because of his isolated cultural background and distance from humanity enforced by his altered form. An explorer at heart, the Surfer never stays long in one place, indulging his wanderlust until he encounters a situation where he s moved to intervene. His courage and deeply held principles, combined with lingering guilt for the actions he undertook while more firmly under Galactus control, drive him to help those in need, regardless of species or cultural differences.

Abilities & Resources

Norrin Radd was transformed by Galactus into a nearly indestructible figure capable of channeling the mighty Power Cosmic. The Surfer is strong, fast, and durable beyond most mortal understanding; he can alter matter, energy, and even the very nature of the universe at a whim. He can raze worlds or obliterate mighty armadas. Riding his mentally-controlled board, he's capable of unimaginable speeds traversing galactic distances. His heightened senses are such that the universe holds no secrets from him and he can navigate anywhere with no need for instruments.



SPIRIT

Affiliations

Solo 8 | Buddy 6 | Team 10

Distinctions

Lethal Lady
Obsessive
Seeks Death

4 +1 PP or 8

Power Sets

ENERGY STAFF

Energy Blast 10 | Weapon 8

SFX: *Unleashed.* Step up or double any Energy Staff power for one action. If the action fails, add a die to doom pool equal to the normal rating of that power die.

Limit: *Gear.* Shutdown Energy Staff to gain 1 PP. Take an action vs. the doom pool to recover Energy Staff.

LUPHOMOID DEATH-SEEKER

Enhanced Durability 8 | Enhanced Stamina 8
Enhanced Strength 8 | Superhuman Reflexes 10

SFX: *Death-Bringer.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Not a Worthy End.* Before you take an action including a Luphomoid Death-Seeker power, you may move your physical stress die to the doom pool and step up the Luphomoid Death-Seeker power for this action.

Limit: A *Worthy End.* Step up current physical stress or trauma and add it to your next die roll including a Luphomoid Death-Seeker power to gain 1 PP.

Specialties

Acrobatics Expert 8 | Combat Master 10
Cosmic Expert 8 | Covert Expert 8
Menace Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

DEATHWISH

1 XP when you talk about death.

3 XP when you help an ally deal with death or loss in a Transition Scene.

10 XP when you either die—only to be reborn as something new, rewriting one or more of your Distinctions—or pledge your allegiance to Thanos and become an agent of Death herself.

GATHER THE ANGELS

1 XP when you talk to a female ally about her deadly capabilities.

3 XP when you create an asset for a fellow female warrior.

10 XP when you sacrifice yourself to save an ally, or accept the sacrifice of a teammate and pledge to honor their gift to you.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Xira [public]

History

Xira, a member of the alien Luphomoid race, is one of the few to survive the destruction of her world by Galactus. Sister to the warlord Zorr and rumored to be the aunt of the galactic mercenary Nebula, she responded to her planet's death and the devastation of her people by devoting herself to finding a threat worthy of ending her life.

Encountering the cyborg Death Metal outside her temple and noting his resemblance to her own conception of Death Incarnate, she followed him for a time. She assisted him and Brassknuckles in fighting the techno-wizards of Mys-Tek and their agents. Despite her expressed desire for Death Metal to take her life, the two parted ways with her very much alive.

Coming to Godthab Omega, Xira joined Gamora as one of her Graces. Working together, the deadly female warriors took over the planet; they rule over it from their base of operations on Mount Virago. Perhaps with these new companions this alien Valkyrie will find the death she so passionately seeks.

Personality

Xira both worships and desires death. She respects and loves the concept of the end of all life and wants to join the ranks of the dead. However, she has particular rules about how this should occur. Namely, she wants to die at the hands of a worthy killer, believing only such a person can properly end her life. Ideally, Xira wants an avatar or chosen servant of Death such as Thanos to finish her, but she will throw herself into battle against any mighty foe she feels might grant her wish.

Xira is a proud and fierce warrior. She takes herself very seriously; everything she does is worked somehow into her grand nihilism. She shows no fear of danger, pain, or destruction. This can be somewhat unsettling to those around her.

Abilities & Resources

Xira is a trained Luphomoid warrior. She has exceptional strength, agility, and endurance; she's skilled in most forms of combat. In addition to her natural abilities and training, she carries an energy staff she can use to channel powerful energy blasts; she uses other weapons as needed.

A member of a scattered race of former warlords and soldiers, Xira could call upon members of her race for assistance if she could find them. Whether they'd help her depends on their relationship with her or her brother Zorr. The same could be said of the cyborg Death Metal and his companion Brassknuckles, as the circumstances of their separation are unknown. It's rumored she's the aunt of fellow Graces member Nebula, but this hasn't been confirmed.

STARDUST

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Galactus Before All Others
Inconstant Servant
Pure Energy

4 +1 PP or 8

Power Sets

COSMIC HALBERD

Energy Blast 12 | Gravity Supremacy 12

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Energy Constructs.* When using a Cosmic Halberd power to create assets, add a D6 and step up the effect die.

Limit: *Gear.* Shutdown Cosmic Halberd to gain 1 PP. Take an action vs. the doom pool to recover Cosmic Halberd.

POWER COSMIC

Godlike Durability 12 | Godlike Senses 12
Godlike Stamina 12 | Godlike Strength 12
Intangibility 12 | Space Flight 12
Superhuman Reflexes 10 | Teleport 12

SFX: *Ethereal.* Spend 1 PP to recover your physical stress or step back your physical trauma.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from diseases.

SFX: *Multipower.* Add more than one Power Cosmic power die to a pool. Step back each Power Cosmic power die in that pool once for each die beyond the first.

Limit: *Oh, Wavering Force!* Shutdown any Power Cosmic power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

Specialties

Combat Expert 8 | Cosmic Master 10
Menace Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

DISCIPLE OF GALACTUS

1 XP when you discuss the coming destruction.

3 XP when you find something on a world worth saving and secret it away.

10 XP when you either see to the final destruction of a world via Galactus, or save a world and seek out a new cosmic entity to worship.

SELF-HATRED

1 XP when you discuss your despicable incorporeal race of energy beings.

3 XP when you hold on to some aspect of Ethereal culture that still has meaning for you.

10 XP when you either show your final act of hatred by steering Galactus towards your people's home, or go back to the Ethereals seeking redemption for your genocidal sins.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Lambda-Zero [secret]

History

Stardust is an Ethereal, an incorporeal race of energy believed to have evolved from elementary particles present at the creation of the universe. Despising the life of an Ethereal, she abandoned her people to become Galactus' Herald and served him as zealously as a religious fanatic. She not only led Galactus to populated worlds but also attempted to destroy all evidence of those who oppose him.

Stardust defeated Beta Ray Bill when Galactus arrived to devour New Korbin. She destroyed the rest of the Korbinite fleet and retrieved the construct Alpha Ray, delivering it to Galactus. When Stardust encountered Beta Ray Bill again, she threatened to destroy the Meta-Orb that contained the last souls of Korbin. In a vicious fight, Beta Ray Bill destroyed Stardust's physical form and rescued the Meta-Orb. Stardust quickly reconstituted herself and opened a portal to a hellish realm—however, instead of sending Beta Ray Bill into the portal, the demon Asteroth was released.

Realizing the threat to the universe that Asteroth posed, Stardust and Beta Ray Bill joined forces. Stardust created a black hole to slay Asteroth, but the demon redirected the gravitational pull towards his foes. Galactus imbued Alpha Ray with the Power Cosmic and it threw itself into the fight. Alpha Ray, Asteroth, and Stardust fell into the black hole. Stardust re-coalesced and returned to Galactus' service.

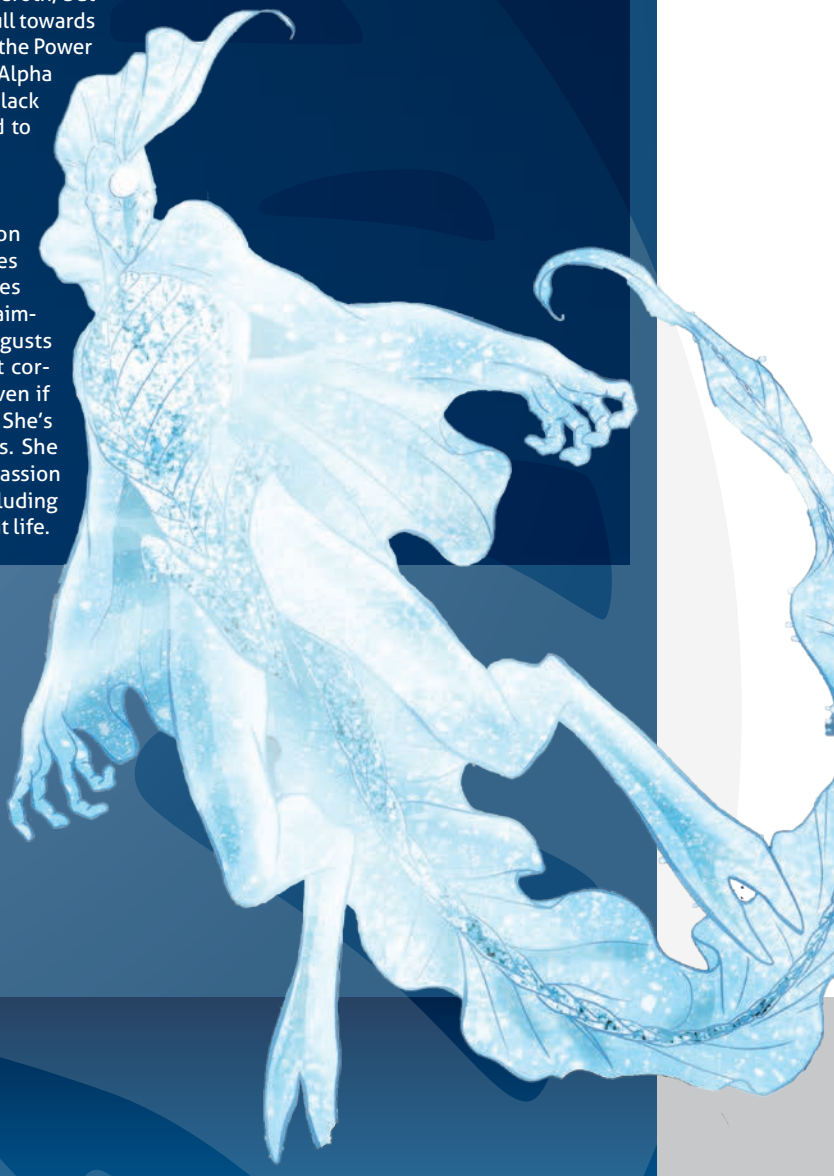
Personality

Stardust was born into a civilization that builds monuments from radio waves and art out of quarks; the culture changes with every shift of the solar wind. The aimless nature of her fellow Ethereals disgusts her. She admires the achievements that corporeal beings are capable of creating, even if she doesn't fully understand their needs. She's aloof, but her one weakness is Galactus. She worships and loves Galactus with such passion that she would do anything for him, including leading him to worlds supporting sentient life.

Abilities & Resources

Stardust is immune to all diseases and is capable of reconstituting herself even if utterly destroyed. While she can be defeated, it may be impossible to truly kill her.

Now granted the Power Cosmic by Galactus, Stardust possesses cosmic levels of strength, durability, stamina, and superhuman reflexes. She doesn't need food, air, water, or any other kind of sustenance. Stardust is capable of space flight and can travel quickly to other star systems and galaxies. She generates destructive energy blasts that she can focus through her halberd. Stardust can create inter-dimensional portals and black holes which she uses to destroy powerful beings.



STARLORD

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Cynical Tactician
Foolhardy Hero
Epic Guilt Complex

4 +1 PP or 8

Power Sets

CYBERNETIC WARRIOR

Cybernetic Senses 6 | Enhanced Reflexes 8
Enhanced Speed 8 | Enhanced Stamina 8

SFX: *Devilishly Resourceful.* Spend 1 PP to step up a stunt or resource from Combat or Covert Specialties.

SFX: *Fights for Keeps.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Second Chance.* If your pool includes a Cybernetic Warrior power, spend 1 PP to reroll.

SFX: *Second Wind.* Before you take an action including a Cybernetic Warrior power, you may move your physical stress die to the doom pool and step up the Cybernetic Warrior power for this action.

Limit: *Exhausted.* Shutdown any Cybernetic Warrior power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Limit: *Fate's Fickle Hand.* If your pool includes a Cybernetic Warrior power, both 1s and 2s on your dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

WARTIME ARMAMENT

Enhanced Durability 8 | Kree Weapons 8

SFX: *Concentrated Fire.* Against a single target, step up or double Kree Weapons die. Remove the highest rolling die and use three dice for your total.

SFX: *Focus.* If your pool includes a Wartime Armament power, you may replace two dice of equal size with one stepped-up die.

SFX: *Going For Broke.* Step up or double any Wartime Armament power for one action. If that action fails, add a die to doom pool equal to the normal rating of that power die.

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from vacuum, hunger, thirst, or fatigue.

SFX: *Tactical Expertise.* Spend 1 PP to step up a Combat Master stunt or resource and recover mental or emotional stress.

Limit: *Gear.* Shutdown Wartime Armament to gain 1 PP. Take an action vs. the doom pool to recover Wartime Armament.

Specialties

Acrobatic Expert 8 | Combat Master 10
Cosmic Expert 8 | Covert Expert 8
Menace Expert 8 | Psych Master 10
Science Expert 8 | Tech Expert 8
Vehicle Master 10

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

KYLN ALUMNUS

1 XP when you discuss your time in the intergalactic prison, the Kyln.
3 XP when you free someone from prison or bondage.
10 XP when you attempt to correct the mistakes that got you into prison, or get revenge against those who put you in prison.

SON OF SPARTOI

1 XP when you discuss your Spartoi heritage.
3 XP when you use a Specialty to create an asset for an ally fighting alongside you.
10 XP when you lead a small elite group against impossible odds and win, or you lead a small elite group against impossible odds and lose.

PP

STRESS / TRAUMA
P: 4 6 8 10 12
M: 4 6 8 10 12
E: 4 6 8 10 12

XP

Peter Quill [public]

History

Once upon a time, a prince of the Spartoi Empire was forced into exile and wandered through the universe before crash-landing on Earth. While trapped there, he fell in love with a human woman and they had a child. The prince left when his ship was finally repaired, hoping to draw any attention away from the existence of his lover and son and protect them from his enemies. The child was raised as Peter Quill and was a loner, very much apart from his community. When his father's enemies made their way to Earth, they killed Peter's mother, not realizing the child's significance. No one believed the boy's story of his mother's murder and he was placed in an orphanage.

Peter made his way into the Space Program, where he first made contact with alien life. Through a complicated set of adventures, Quill became the champion of an alien entity called the Master of the Sun, earning the title "Starlord." His travels and struggles among the stars eventually saw him dragged into his natural father's conflict with enemies seeking to take over the Spartoi throne. Discovering his true origins and ties to the Spartoi, he chose to decline any involvement with the empire and continue on his journeys.

While trying to stop the Fallen One, former Herald of Galactus, Starlord inadvertently caused massive collateral damage, killing hundreds of thousands. As a result, he was sentenced to a term in the Kyln, an intergalactic prison.

Personality

Starlord's experiences have made him a cynical and hardened veteran. He retains the loner tendencies of his youth. His natural sense of honor and moral obligation struggle against the weight of his guilt; his numerous personal sacrifices and losses often push him into the good fight against his better judgment. He's brave, but not foolish, displaying a well-developed set of survival instincts complicated by his knight-errant lifestyle.

Abilities & Resources

Peter Quill is in Olympic-level physical condition and displays extraordinary tactical skills and combat prowess, as well as an impressive breadth of knowledge about the cultures and peoples of the universe. He uses a variety of alien weapons and personal defense items such as a suit that's armed with deadly energy weapons and provides armor protection and life support. Quill has gained a number of cybernetic implants over the years—most enhance his senses, but he also has an integrated computer. He had a gun that acted as a teleportal to channel elemental matter from nearby worlds and a sentient star vessel called "Ship," but these were both apparently destroyed in his fight against the Fallen One.

STELLARIS

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Cosmic-Powered Tech
Hatred of Celestials
Reckless Warrior

4 +1 PP or 8

Power Sets

ALIEN WARRIOR

Enhanced Reflexes 8 | Psychic Resistance 8
Superhuman Stamina 10

SFX: *Cut Loose.* Add a doom die to your next attack action. After your action, step up the doom die and return it to the doom pool.

Limit: *Easily Manipulated.* Step up mental stress or complications inflicted upon you by manipulative characters to gain 1 PP.

ANTI-CELESTIAL ARMOR

Energy Blast 10 | Godlike Strength 12
Space Flight 12 | Superhuman Durability 10
Superhuman Senses 10 | Superhuman Speed 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Devastating Arsenal.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications caused by vacuum, poison, or disease.

SFX: *Invulnerability.* Spend 1 PP to ignore physical stress or trauma.

SFX: *Reconfigure Armor.* Step back an Anti-Celestial Armor power to step up Anti-Celestial Armor stunts until you recover that power. Activate an opportunity or participate in a Transition Scene to recover the power.

Limit: *Hatred.* When you refrain from attacking Celestials, their agents, or associates when first encountered, take D6 emotional stress and gain 1 PP. If you later ally with them, step up your emotional stress and gain an additional PP.

Limit: *Overwhelmed.* Shutdown Anti-Celestial Armor power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover the power.

Specialties

Combat Expert 8 | Cosmic Expert 8
Menace Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

HUNTING SPACE GODS

1 XP when you discuss hunting down a Celestial or other powerful cosmic being.

3 XP when you set aside hunting down a cosmic being or show mercy toward one of their servants.

10 XP when you either kill an actual cosmic being, or declare your feud with such entities over and forgive them for the destruction they have caused.

CRUDE

1 XP when you act in a boorish, blunt, or overbearing manner.

3 XP when you choose to display your high intelligence when being crude might serve your better.

10 XP when you either suffer an ignominious fate as a result of your crude manner, or give up this obnoxious persona and embrace your brilliance.

PP

STRESS / TRAUMA
P 4 6 8 10 12
M 4 6 8 10 12
E 4 6 8 10 12

XP

Stellaris [public]

History

Lone survivor of an unknown race destroyed by the Celestials, Stellaris has devoted herself to the destruction of these cosmic beings. Armed with alien armor of vast power, she tracked a Celestial agent to Earth where she fought Thor and Hercules. Defeated, she escaped and raided the High Evolutionary's ship, freeing the Thor-clone, Nobilus. The pair traveled to the massive bio-sphere known as the Black Galaxy to prevent the birth of a new Celestial; there they once again encountered Thor and Hercules. Intending to destroy the newborn cosmic being, Stellaris in reality provided the spark needed to bring it to life—an act that consumed the Black Galaxy.

Later, Stellaris tried to attack Thor again, but she was soundly defeated by the thunder god. Eventually, she had a change of heart and even aided the hero Thunderstrike (Eric Masterson) for a time before returning to space.

Recently, Stellaris joined with other female cosmic adventurers, pirates, and assassins to form the Graces; the group has settled on Godthab Omega, taking the world as their personal domain.

Personality

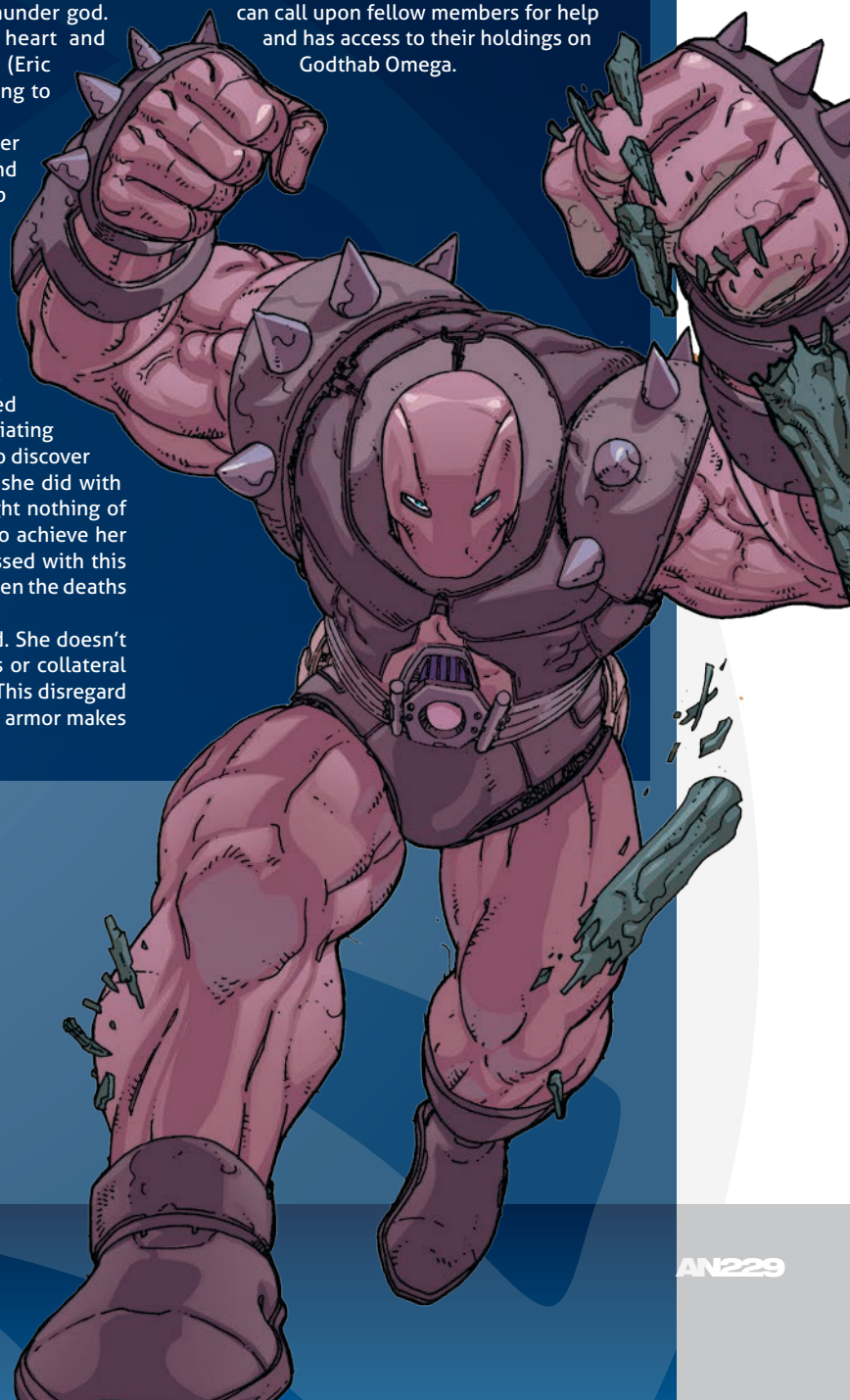
The obsessive survivor of an alien race, Stellaris was consumed with hatred for the Celestials who judged her race "unfit" and destroyed them. She even attacked those associating with the Celestials without pausing to discover the nature of their relationship—as she did with Thor and the Asgardians—and thought nothing of destroying worlds or even galaxies to achieve her goal. Recently, she seems less obsessed with this goal, though it's unlikely she's forgotten the deaths of her people.

Stellaris is very objective-focused. She doesn't worry much about civilian casualties or collateral damage when she takes down a foe. This disregard combined with the vast power of her armor makes her very dangerous.

Abilities & Resources

Stellaris wears an alien armor fueled by powerful cosmic energies. While wearing it, she's an "alpha-class" threat on par with a Herald of Galactus. The armor is capable of leveling cities with an array of weapons including concussion, sonic, and heat blasts. It also boosts her strength to incredible levels, protects her from most harm, and is capable of space flight. In addition to her armor, Stellaris is an exceptional warrior, experienced with fighting a number of alien and cosmic-powered beings.

Outside the Graces, Stellaris doesn't have a lot of friends. Her people are gone and her relationship with the heroes she's met, such as Thor, is shaky at best. As a member of the Graces, she can call upon fellow members for help and has access to their holdings on Godthab Omega.



SUPER-SKRULL

Affiliations

Solo 10 | Buddy 6 | Team 8

Distinctions

Old Warhorse
Ruthless Fighter
Sneaky Son of a Schma'ag

4 +1 PP or 8

Power Sets

FANTASTIC POWER MATRIX

Flame Blast	10	Flame Mastery	10
Force Blast	8	Invisibility	10
Stretching	8	Subsonic Flight	8
Superhuman Durability	10	Superhuman Strength	10

SFX: *Area Attack. Against multiple targets, for each additional target add a* D6 *and keep an effect die.*

SFX: *Fiery Body.* On a successful reaction against a melee attack action, inflict physical stress with the effect die. Spend a PP to step it up.

SFX: *Force Constructs.* When using a Force Blast power to create assets, add a D8 and step up the effect die.

SFX: *Multipower.* Add more than one Fantastic Power Matrix power die to a pool. Step back each Fantastic Power Matrix in that pool once for each die in the pool.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown Fantastic Power Matrix. Recover that stress or wake up to recover Fantastic Power Matrix. If emotional trauma is received, shutdown Fantastic Power Matrix until trauma recovered.

SKRULL PARAGON

Enhanced Reflexes	8	Enhanced Stamina	8
Mind Control	8	Shapeshifting	10

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from vacuum, hunger, thirst, or fatigue.

Limit: *Quick-Tempered.* Gain 1 PP to step up emotional stress from taunting, insults, etc.

Specialties

Combat Expert	8	Cosmic Expert	8
Covert Master	10	Menace Expert	8
Tech Expert	8	Vehicle Expert	8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

FANTASTIC RIVALRY

1 XP when you discuss your rivalry or past battles with the Fantastic Four.

3 XP when you use the Fantastic Four's own powers to inflict stress on them.

10 XP when you either defeat the Fantastic Four, or find peace with them and put your rivalry to rest.

SKRULL SOLDIER

1 XP when you give orders to Skrull soldiers.

3 XP when you alter or ignore orders given to you by a Skrull officer.

10 XP when you either achieve the highest rank possible for a Skrull soldier, or sever your ties with the Skrull Empire and declare yourself an independent agent.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Kl'rt [public]

History

Skrull Emperor Dorrek handpicked the soldier Kl'rt to become the first Super-Skrull—soldiers of the empire enhanced with superpowers. Dorrek sought revenge on the Fantastic Four directly, so Kl'rt's powers were engineered versions of the Fantastic Four's own powers, amped up through an energy transmission beam directed at him from space. His initial confrontation with the four went in his favor, but then Reed Richards figured out how the Super-Skrull was getting his power boost and the team delivered the first of many defeats to the Super-Skrull.

Disgraced in the eyes of the Skrull Empire, the Super-Skrull found other allies to help him as he continued to strike against Earth and her champions. Over time, the Super-Skrull came into conflict with several other Earth heroes besides his hated Fantastic Four. For a while, Kl'rt was mind-wiped and conditioned to believe he was a human with superpowers; Master Khan used him to fight Power Man and Iron Fist. Kl'rt was trapped in the Van Allen Radiation Belt when the other Skrulls lost their shape-changing abilities; this inspired one of the claimants to the Skrull throne to bring him back to the empire where he was used as the genetic template needed to recover the race's shapeshifting powers.

Returned to the good graces of his fellow Skrulls, Kl'rt was recently tried to take custody of Hulkling of the Young Avengers so he could be returned to the empire.

Personality

The Super-Skrull is an embittered veteran, jaded by his experiences and hardened by long years of fighting for principles and a people he's not sure he believes in anymore. Like other Warskrulls, Kl'rt is a cold-blooded killer and absolutely ruthless when he needs to be. He tends to think in terms of survival and brutal competition, regardless of the situation; he's always looking for an angle he can turn to his advantage.

Abilities & Resources

Like other Skrulls, the Super-Skrull is an accomplished shapeshifter, infiltrator, and agent provocateur. He's a highly experienced warrior with considerable skill in fighting against super-powered opponents. His abilities are modeled after the Fantastic Four's original abilities. While resourceful in his own usage of these powers, he isn't actually on par with any of the Fantastic Four with their finely tuned expertise.

TANA NILE

Affiliations

Solo 6 | Buddy 10 | Team 8

Distinctions

Brilliant Logician
Rigellian Renegade
Xenophile

4 +1 PP or 8

Power Sets

POWER ARMOR

Energy Blast 8 | Shapeshifting 6
Superhuman Durability 10

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from pressure, vacuum, or radiation.

Limit: *Gear.* Shutdown Power Armor power to gain 1 PP. Take an action vs. the doom pool to recover.

RIGELLIAN COLONIZER

Enhanced Durability 8 | Enhanced Strength 8
Mind Control 8 | Telepathy 8

SFX: *Increase Density.* Spend 1 PP to step up Enhanced Durability and Enhanced Strength until the end of the Action Scene. Then step down Enhanced Durability and Enhanced Strength. Recover with an opportunity.

SFX: *Infiltrator.* Spend 1 PP to step up or double Covert Master die in a roll to create assets or complications.

SFX: *Mind Thrust.* When using Mind Control to inflict complications on a target, add a D6 and step up the effect die.

Limit: *Exhausted.* Shutdown any Rigellian Colonizer power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover the power.

Limit: *Unrequited.* Step up emotional stress caused by attraction to other aliens species and their culture to gain 1 PP.

Specialties

Combat Master 10 | Cosmic Master 10
Covert Master 10 | Science Master 10
Tech Expert 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

STUDENT OF OTHER WORLDS

1 XP when you discuss a culture that's alien to your own.

3 XP when you get help during a Transition Scene from another species.

10 XP when you take on a part of an alien culture and alter one of your Distinctions to show how it's changed you, or abandon your study of that culture and move on to another field of scientific study.

UNDERCOVER ALIEN

1 XP when you make up details about your current role.

3 XP when you inflict stress on an ally or enemy who could blow your cover.

10 XP when you either betray your own people for an alien world, or betray a world for the benefit of your Rigellian military.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Tana Nile [public]

History

The lead female among the Rigellian Colonizers, Tana Nile was sent to Earth as part of a plan to colonize the world for her race. Posing as the roommate of Jane Foster—Thor's sometime romantic interest—Tana began taking control of humanity using her alien mental powers. However, she was forced to abandon her mission when she was ordered home to marry the High Commissioner of Rigel.

Little is known of Tana's history until she encountered Thor some time later, noticeably unattached. Tana assisted Thor, Sif, and their allies in defeating the menace of Ego-Prime, a failed creation of Ego the Living Planet, before discovering she had been manipulated by Odin. Reeling from her failure and enamored with humanity, she chose to stay on Earth with her romantic interest, sailor Silas Grant.

On Earth, Tana had varied and strange adventures, including meeting the X-Men and falling in love with Howard the Duck. After the destruction of much of the Rigellian Empire at the hands of Thanos, she was reassigned to work as an infiltrator among various alien cultures, including the Skrull. Recently, she was involved in the plot to frame Ronan the Accuser for treason. She's currently hiding out on Godthab Omega as a member of Gamora's Graces.

Personality

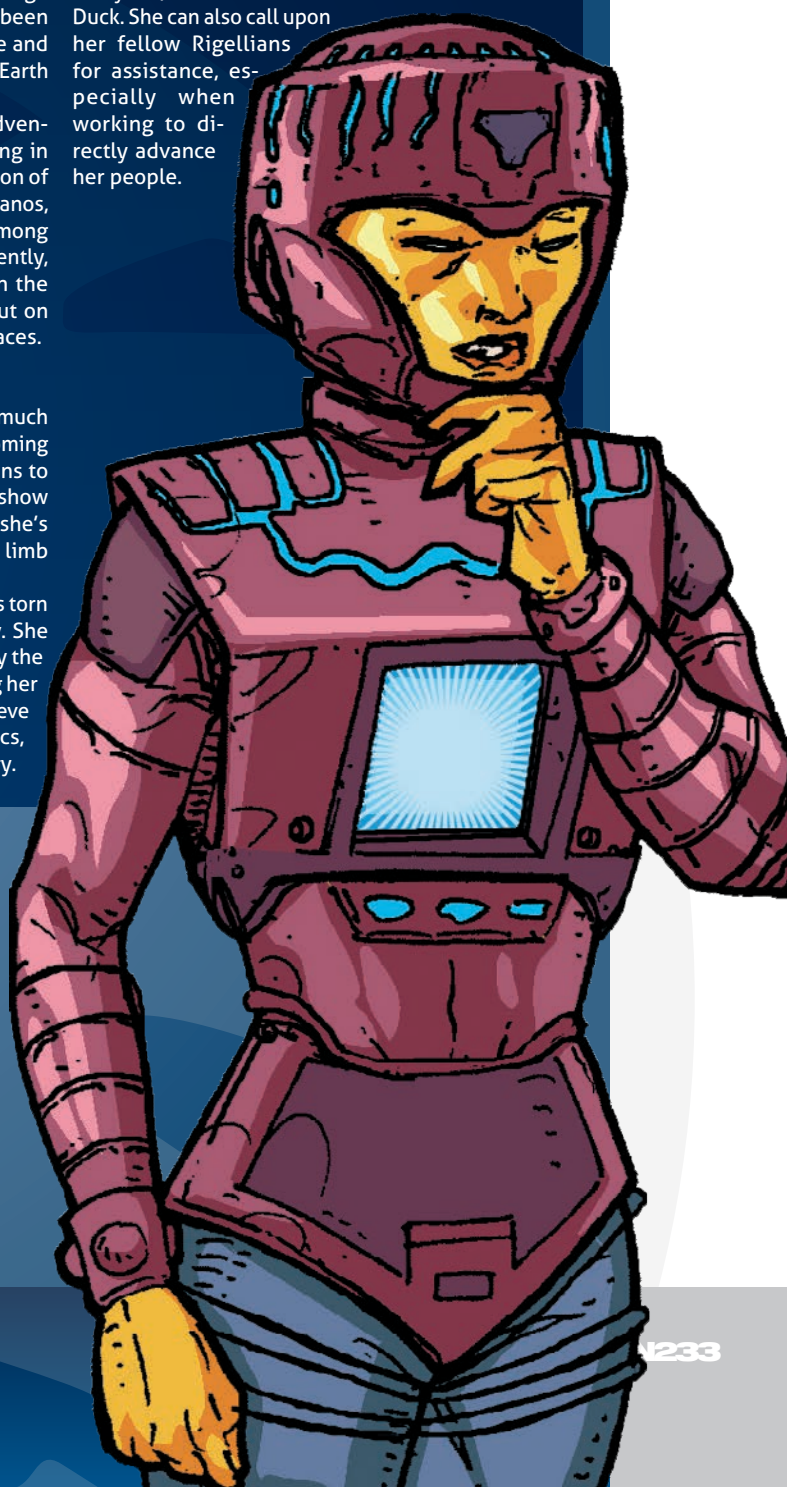
Tana loves other cultures—maybe a bit too much for her fellow Rigellians. She has a habit of becoming emotionally attached to everyone from humans to talking ducks. However, though she doesn't show much interest in the company of her own kind, she's fiercely loyal to her people and risks life and limb to aid them.

Apart from her cross-species interest, Tana is torn between her abilities as a scientist and a spy. She loves discovery and exploration, but can't deny the utility of deception and infiltration in achieving her goals. She frames or manipulates others to achieve her goals. She takes no pleasure in such tactics, but unapologetically uses them when necessary.

Abilities & Resources

As a Rigellian, Tana can increase her density at will, boosting her strength and resistance to injury. She can also use her native mental powers to read and dominate the minds of others. She usually wears Rigellian power armor that protects her from harm, alters her appearance to assume various humanoid shapes, and allows her to fire off "stasis rays" of heat or concussive force. Tana is a skilled scientist and spy. She's well trained in her race's martial arts.

In addition to her fellow Graces, Tana has a number of allies. These include Thor, Sif, the Valkyries, and even Howard the Duck. She can also call upon her fellow Rigellians for assistance, especially when working to directly advance her people.



TERRAX THE TAMER

Affiliations

Solo 10 | Buddy 8 | Team 6

Distinctions

Not Subtle
Quick to Anger
Tyrant Herald

4 +1 PP or 8

Power Sets

COSMIC AXE

Energy Blast 12 | Godlike Durability 12
Weapon 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.
SFX: *Nothing Can Stop This.* Spend 1 PP to prevent any material-based Durability power from being used in a reaction dice pool against your next attack action.
SFX: *Power Attack.* Against a single target, step up or double your Weapon die. Remove the highest rolling die and use three dice for your total.
Limit: *Gear.* Shutdown Cosmic Axe to gain 1 PP. Take an action vs. the doom pool to recover Cosmic Axe.

POWER COSMIC

Earth Supremacy 12 | Energy Blast 10
Godlike Durability 12 | Godlike Senses 12
Godlike Stamina 12 | Godlike Strength 12
Mimic 8 | Space Flight 12
Superhuman Reflexes 10 | Teleport 12
Transmutation 8

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from heat or cold attacks.
SFX: *Versatile.* Replace Earth Supremacy die with 2D10 or 3D8 on your next roll.
Limit: *Charging.* Shutdown any Power Cosmic power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.
Limit: *Interstellar Travel.* Teleport may only be used across interstellar or intergalactic distances.

Specialties

Combat Master 10 | Cosmic Master 10
Menace Master 10

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

ACT, THEN THINK

1 XP when you end a Transition Scene by doing something rash and impulsive that will directly lead to an Action Scene.
3 XP when you discuss your upcoming actions with an ally and make plans.
10 XP when you either impulsively destroy something massive, or save something massive by successfully executing on a plan.

AND MY AXE!

1 XP when you discuss your service to Galactus.
3 XP when you do stress to an enemy with your weapon.
10 XP when you either gather other Heralds for your own purposes, or take up your axe once again and become a Herald of Galactus.

PP

STRESS / TRAUMA

P 4 6 8 10 12
M 4 6 8 10 12
E 4 6 8 10 12

XP

Tyros [secret]

History

Tyros ruled of the city of Lanlak on the planet Birj and ensured his rule through his ability to command rock and earth. His lust for power and conquest drew the attention of Galactus who selected Tyros to become his Herald. In return for helping the Fantastic Four fight the villain Sphinx, Galactus sent the superhero team to humble Tyros and bring him before Galactus. Although Tyros resisted, he was unable to defeat the Fantastic Four. In the presence of Galactus, the Power Cosmic amplified his powers and he transformed into Terrax.

Terrax excelled in leading Galactus to many worlds to feed, but he also wished to use his abilities for personal power. Neglecting his duties to the Devourer, Terrax eventually led Galactus to Earth in the hope that the Fantastic Four would be able to kill him. In response, Galactus withdrew the Power Cosmic from Terrax in order to regain his energy; he left Terrax on Earth.

Doctor Doom restored some of Terrax's power using a portion of the Power Cosmic so he could fight the Fantastic Four. However, this portion of the Power Cosmic was unstable and, while he battled the Silver Surfer, Terrax was consumed. Terrax eventually regenerated and the Silver Surfer exiled him to an uninhabited world.

Terrax's power and cunning were needed by the Silver Surfer when he tried to subdue Morg, who had been made a Herald of Galactus because of his potential for unlimited destruction. Terrax joined Firelord, Nova, Gabriel Air-Walker, and the Silver Surfer to fight Morg, in exchange for his freedom and the recovery of his axe. During the battle, Morg soundly defeated the combined strength of the former Heralds and destroyed Terrax's axe. However, when Morg killed Nova against Galactus' wishes, Galactus revoked Morg's access to the Power Cosmic and Terrax killed Morg with his own axe.

Personality

Terrax's primary goal is to be feared and to rule. His anger has a hair trigger and he doesn't think of the consequences of his actions before he acts, which often leads him into trouble. Terrax has a complete lack of respect for life and no sense of loyalty to anyone besides himself. It was only because of his fear of Galactus that Terrax remained his Herald for so long. Terrax only helps others when it suits his purposes or is against a threat that may affect him.

Abilities & Resources

Even before becoming a Herald of Galactus, Terrax had impressive powers. His rock-like skin is incredibly tough and he can control rock and earth. After being imbued with the Power Cosmic, his control over silica-based objects grew exponentially and he can now control objects as small as sand grains or as large as islands within a 100 mile range. Using these powers he once lifted the island of Manhattan into space.

A dangerous combatant, Terrax often channels his cosmic power through his axe. He can emit powerful blasts of destructive energy, as well as cleave through almost any known material. Terrax can create a powerful force field with his axe and can fly through space on asteroids, reaching speeds faster than light. He's rarely formed an alliance with heroes, preferring to act on his own. Terrax despises the Fantastic Four because they defeated and humbled him.

THING

Affiliations

Solo 6 | Buddy 10 | Team 8

Distinctions

It's Clobberin' Time!
Not Just Another Pretty Face
Wotta Revoltin' Development

4 +1 PP or 8

Power Sets

Rocky Orange Hide

Godlike Durability 12 | Godlike Strength 12
Superhuman Stamina 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Collateral Damage.* Instead of spending 1 PP, add D6 to the doom pool to create a Rocky Orange Hide stunt.

SFX: *Haymaker.* Double Godlike Strength for an action, then add the second-highest rolling die from that action to the doom pool.

SFX: *Invulnerability.* Spend 1 PP to ignore physical stress or trauma unless caused by mystical attacks.

Limit: *Moody.* Step up emotional stress from doubt, guilt, or self-worth to gain 1 PP.

Specialties

Combat Expert 8 | Cosmic Expert 8
Psych Expert 8 | Vehicles Master 10

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

Far Away From Yancy Street

1 XP when you ask aliens questions about their strange ways.

3 XP when you decide to solve a problem by dealing a bad guy physical stress.

10 XP when you either declare cosmic adventuring as a big mess and go back to Earth, or take up a title, vocation, or role that will keep you in space.

What Time Is It?

1 XP when you lead a charge into a dangerous battle, yelling your battle cry.

3 XP when you take stress from standing toe-to-toe with a villain who possesses a D12 in one of their Power Sets.

10 XP when you either apologize to an opponent for clobbering them, or deal trauma to a global threat, defeating it.

PP

STRESS / TRAUMA

P 4 6 8 10 12

M 4 6 8 10 12

E 4 6 8 10 12

XP

Benjamin Jacob Grimm [public]

History

A street tough turned ace pilot, Ben piloted the infamous space flight that bombarded its crew with cosmic rays and created the super team known as the Fantastic Four. The most physically altered by the accident, Ben became a being of orange, rocky skin and amazing might. Calling himself "The Thing," Ben became one of the world's most recognizable super heroes.

Ben has been "cured" of his inhuman appearance a few times, but he always reverts back to it out of necessity or some twist of fate. He's traveled the cosmos, worked with numerous heroes, and even found love a few times. He's left the Fantastic Four periodically, only to return to the team he sees as his true family. The Thing's brawls with various villains and powerful menaces are legendary. He's gone toe-to-toe with everyone from the Hulk to the Champion of the Universe. In the latter matchup, the Thing's dogged determination and refusal to quit saved the whole planet from destruction. The hero's battle cry of "It's Clobberin' Time!" is welcomed by allies and feared by enemies.

Personality

Underneath the Thing's rocky orange hide and gruff attitude is a hero's heart and adventurer's spirit. He's loyal and brave, refusing to quit even in the face of impossible odds. Despite his inherent goodness, the Thing's own disgust at his inhuman appearance is his key weakness. On some level he can't bring himself to believe he isn't the monster he appears to be. This makes him try even harder to be a good and decent person, but it often makes him angry and deeply wounded by any rejection, real or imagined.

Abilities & Resources

The Thing's orange, rocky skin is incredibly durable. He's capable of withstanding amazing punishment, such as being knocked through several buildings by a devastating blow, only to emerge slightly woozy and very annoyed. He's one of the stronger heroes in the Marvel Universe, capable of lifting great weights and slugging it out with giant monsters and other menaces.

The Thing is an experienced brawler and pilot. He can fly nearly anything and is at home in the middle of a scrap. No scientist, he's nevertheless become familiar with many alien races and strange phenomena from his adventures with the Fantastic Four.

The Fantastic Four aren't just the Thing's friends—they're his family. The Thing has teamed up with nearly every hero on Earth—and beyond—at some time or another. He's worked closely with the likes of Spider-Man, Ms. Marvel, Captain America, and also with little-known heroes such as the Aquarian and Skull the Slayer. His good reputation means he can even call upon resources from organizations like S.H.I.E.L.D. occasionally. He has a longstanding and sometimes troubled romance with blind sculptor Alicia Masters, whom he loves dearly. The Thing is surprisingly wealthy, having gained a share of the Fantastic Four's patents over the years; he's done little with the wealth.

GLOSSARY OF GAME TERMS

Act: A chunk of time involving multiple Scenes, all of it leading up to some pivotal point or moment.

Action: Rolling dice to achieve a desired outcome. Opposed by a reaction.

Action order: The order in which the characters act, determined by the situation and then by the players.

Activate an opportunity: Spending a PP or a doom die to gain a benefit from an opponent's opportunity (roll of 1 on the dice).

Attack action: An action taken to inflict stress or a complication on a target character or trait.

Affiliations: Three traits—Solo, Buddy, and Team—that embody a hero's comfort level, capability, and confidence with others or alone.

Asset: A beneficial effect die that can be added to a hero's dice pool.

Complication: A problematic effect die that is added to an opposing dice pool.

Datafile: Sheet with everything you need to know about your hero and the traits—powers, significant backgrounds, abilities, and so on—that you can use in the game.

Dice pool: A collection of dice from various traits on your hero's datafile that support or help to achieve a goal.

Distinction: A trait that represents defining backgrounds, personality traits, or catchphrases that summarize important facets of the hero's outlook and approach to life.

Doom dice: Dice in the doom pool.

Doom pool: The pool of dice the Watcher uses in place of PP to add to the heroes' opposition and activate additional threats, challenges, and situations.

Effect die: A die from your roll not included in your total, and used to create an asset, complication, or stress.

Event: A single, over-arching storyline, incorporating several Acts and many Scenes.

Experience Points (XP): Earned by hitting triggers in Milestones and used to unlock datafile updates, gain new traits and resources, or trigger interesting developments in the story.

Extraordinary success: When your action total is 5 or more points higher than your opponent's reaction total.

Framing a Scene: Establishing who is present in a Scene and where they are.

Hitting the trigger: Completing the requirements on a Milestone to get an XP award.

Limit: Restriction on a Power Set that helps the player generate PP.

Major character: Usually an antagonist of the player heroes, created using the same rules hero datafiles are created with.

Milestone: A guide to the sorts of decisions the hero should make or seek out during play.

Minor character: Usually a secondary villain or hero in the current Event, with limited datafiles.

Mob: Anywhere from two to a dozen or more individual Watcher characters that act and behave as a unit.

Opportunity: Any die that comes up a 1 in a roll.

Panel: A moment in the Scene, usually encompassing a single character's action or effort to do something.

Plot Point (PP): The currency of play; earned by investing in the story or taking risks; spent to enhance your hero's actions, activate opportunities rolled by the Watcher, and more.

Power Set: A thematic collection of super-powers, special effects (SFX), and Limits on those powers.

Power trait: A trait in a Power Set that represents a standard super-power.

Push: Adding a D6 to your dice pool.

Reaction: Rolling a dice pool in response to an action.

Recovery action: Rolling dice to attempt to recover from stress or trauma more quickly.

Resource: A stunt linked to a Specialty representing contacts, knowledge, or tools.

Scene: A period of time centered on a single conflict or situation.

Scene Distinction: Traits put on a Scene by the Watcher; they may help or hinder the heroes.

Shutdown: When you can't use a power trait or Power Set until the recovery condition is met.

Specialty: A trait that represents skills, contacts, knowledge, and training beyond the level of an average person. Each Specialty is rated at either Expert or Master.

Specialty character: Sometimes referred to as a mook, thug, or minion, very often nameless and without much more than a handful of traits.

Special effects (SFX): Personalized tricks that individualize Power Sets to suit a hero.

Step: The difference between consecutive sized dice, such as the difference between a D4 and D6. The difference between a D4 and a D8 is two steps, and so on.

Step back: Switch out a die for one with fewer sides.

Step up: Switch out a die for one with more sides.

Stress: Negative traits gained as a result of conflict; can be emotional, mental, or physical.

Stress out: When a kind of stress (emotional, mental, or physical) exceeds D12; the character can't take any actions until stress is recovered.

Stunt: A D8 push die that's thematically linked to a hero's Power Set or Specialty.

Support action: Using your action to try to help another hero, usually by creating an asset.

Total: A measure of how much effort your hero has put forward, usually the sum of two dice in your dice pool.

Traits: Powers, significant backgrounds, abilities, and so on.

Transition Scene: A Scene that represents a break in the action, when the heroes can plan, establish resources, and recover from stress and trauma.

Trauma: Persistent negative traits that result from being stressed out.

Trigger: A specific element of a Milestone that earns you XP for meeting the conditions it sets.

Watcher: Player responsible for maintaining the coherent universe around the super heroes through knowledge of the rules and the Event and by playing Watcher characters.

Watcher characters: The super villains, helpful allies, innocent bystanders, and others that inhabit the game and which are played by the Watcher.

DATAFILE INDEX

Admiral Salo....AN137
Aegis....AN81
Angry Aakonian Colonists....AN120
Annihilation Advance Fleet....AN105
Annihilation Bombardment Fleet....AN106
Annihilation Ground Force Horde....AN61
Annihilus....AN55
Annihilus's Elite Guard....AN123
Annihilus's Flagship....AN65
Artillery Beetles....AN113
Badoon Hunters....AN85
Baroness S'bak....AN30
Beetle-class Starship....AN62
Beta Ray Bill....AN178
Blackjack O'Hare....AN91
Blastaar....AN180
Blood Brother....AN146
Cammi....AN187
Captain At-Lass....AN22
Centurion Mob....AN165
Cerise....AN182
Commandant Hawal....AN133
Deathbird....AN38
Deathcry....AN39
Delinquent....AN165
Devos The Devastator....AN184
Dire Wraith....AN87
Dire Wraith Queen....AN88
Drax The Destroyer....AN186
Dr. Minn-Erva....AN23
Drone Ground Forces....AN60
Drone Soldier Ground Forces....AN60
Eradica....AN57
Extermina....AN58
Extirpia....AN59
Fallen One....AN80
Firelord....AN188
Flying Scorpion-class Gunboat....AN62
Gabriel the Air-Walker....AN73
Galactus....AN71
Gamora....AN190
Gladiator....AN192
Glorian....AN115
Harvester of Sorrow....AN138
Human Torch....AN194
Hybelea....AN66
Ikon the Spaceknight....AN89
Invisible Woman....AN196
ISAAC....AN46
Korath The Pursuer....AN198
Kree Captain....AN20
Kree Royal Guard....AN20
Kree Sentry....AN21
Kyln Prisoners....AN79
Lilandra Neramani....AN39
Lyja....AN200
Mad Thinker's Giant Robot....AN166
Mantis-class Assault Ship....AN63
Mentor....AN45
Millipede-class Heavy Cruiser....AN63
Mister Fantastic....AN202
Monster of Badoon....AN85
Moondragon....AN204
Morg....AN75
Nebula....AN206
Negative Zone Mercenary....AN51
Negative Zone Mob....AN51
Nova....AN208
Nova/Frankie Raye....AN74
Omega Corpsman....AN79
Paibok the Power Skrull....AN210
Phyla-Vell....AN212
Praxagora....AN214
Preak....AN52
Quasar....AN216
Queen's Flagship....AN64
Ravenous....AN68
Red Shift....AN76
R'kin....AN30
Rocket Raccoon....AN90
Ronan The Accuser....AN218
Sakaaran Gladiator....AN92
Sakaaran Wildebot....AN93
Seekers and Currs....AN69
Shi'ar Councilor....AN37
Shi'ar Pilot....AN37
Shi'ar Warrior Cadre....AN37
Silver Surfer....AN220
Skreet....AN44
Skrull Infiltrator....AN27
Skrull Warlord....AN28
Space Cruiser....AN06
Spikes....AN93
Spirit....AN222
Squadron of Wave Fighters....AN07
Stardust....AN224
Starfox....AN45
Starlord....AN226
Stellaris....AN228
Super-Skrull....AN230
Tana Nile....AN232
Tenebrous....AN82
Terrax the Tamer....AN234
Thanos....AN43
Thing....AN236
Tyannan Warrior....AN50
Universal Church of Truth Black Knight....AN94
Universal Church of Truth Ship....AN94
Warskrull Squad....AN27
Yondu Chandra....AN86

ANNIHILATION BIBLIOGRAPHY

Marvel's **Annihilation** event launched a new focus on cosmic characters, many of which hadn't been involved in a major storyline in decades. The miniseries and its associated titles have been collected in trade paperback collections. You can pick up the collections at your local comic book store, or read and purchase individual issues from Marvel.com. This **MARVEL HEROIC ROLEPLAYING Event Book** and its supplements can't possibly cover all of the individual storylines and characters from the crossover, so you may find many more ideas for Scenes, Milestones, Unlockables, and datafiles by reading the collections listed below.

Note: Annihilation launched the new ongoing *Nova* comic series, and *Annihilation: Conquest* also launched the *Guardians of the Galaxy* ongoing series that lasted through *War of Kings* and ended with *The Thanos Imperative*.

COLLECTED VOLUMES

Annihilation Classic *ISBN 0-7851-3388-7 HC, ISBN 0-7851-3410-7 TPB* (first appearances of many Annihilation characters, collecting Bug #1, Tales to Astonish #13, Nova #1, Quasar #1, Rocket Raccoon #1-4, Marvel Spotlight vol. 2 #6, Logan's Run #6, Marvel Premiere #1)

Annihilation: Volume 1 *ISBN 0-7851-2511-6 HC, ISBN 0-7851-2901-4 TPB* (Drax the Destroyer: Earth Fall #1-4, Annihilation: Prologue, Annihilation: Nova #1-4)

Annihilation: Volume 2 *ISBN 0-7851-2512-4 HC, ISBN 0-7851-2902-2 TPB* (Annihilation: Ronan #1-4, Annihilation: Silver Surfer #1-4 and Annihilation: Super-Skrull #1-4)

Annihilation: Volume 3 *ISBN 0-7851-2513-2 HC, ISBN 0-7851-2903-0 TPB* (Annihilation: The Nova Corps Files, Annihilation #1-6, Annihilation: Heralds Of Galactus #1-2)

Collected Sequels and Spinoffs

Annihilation: Conquest Vol 1 *ISBN 0-7851-2782-8 HC, ISBN 0-7851-2783-6 TPB* (Annihilation: Conquest Prologue; Annihilation: Conquest - Quasar #1-4; Annihilation: Conquest - Starlord #1-4; Annihilation: Saga)

Annihilation: Conquest Vol 2 *ISBN 0-7851-2716-X HC, ISBN 0-7851-2717-8 TPB* (Annihilation: Conquest - Wraith #1-4, Nova #4-7, Annihilation: Conquest #1-6)

War of Kings: Road to War of Kings ISBN 0-7851-3967-2 TPB (X-Men: Kingbreaker #1-4, Secret Invasion: War of Kings; War of Kings Saga)

Guardians of the Galaxy: War of Kings: Book 1 *ISBN 0-7851-3982-6 HC, ISBN 0-7851-3339-9 TPB* (Guardians of the Galaxy #7-12)

Guardians of the Galaxy: War of Kings: Book 2 *ISBN 0-7851-4127-8 HC* (Guardians of the Galaxy #13-17, Marvel Spotlight: War of Kings)

War of Kings: Warriors *ISBN 0-7851-4293-5 HC* (War of Kings #1-6, War of Kings: Ascension #1-4, War of Kings: Darkhawk #1-2, War of Kings: Warriors, War of Kings: Who Will Rule?, War of Kings: Savage World of Sakaar, Marvel Spotlight: War of Kings)

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