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## THE WORLD'S GREATEST HEROES

Welcome to the **Avengers™ Roster Book**, your guide to the World's Greatest Heroes. In these pages, you'll find game information on more than 150 heroes and villains associated with the Avengers— Captain America, the Thunderbolts, Kang the Conqueror, and many more. To use this book, you need a copy of the MARVEL SUPER HEROES™ Adventure Game boxed set and a small slice of Avengers history.

### HOW TO READ A HERO SHEET

The Avengers and their foes are detailed as ready-to-play hero sheets. Under each hero's name is a set of game statistics used in play. First, you'll see the hero's abilities (Strength, Intellect, Agility, and Willpower). Each ability has an ability score (the number) and an ability code (the letter). Edge measures experience and resourcefulness, and Hand Size is the number of cards you hold when you play the hero. Health (in parentheses) is used only by the Narrator and represents the wounds that the individual can endure.

Skills and Powers define human and superhuman talents. If a skill is <u>underlined</u>, the hero is worldclass in that skill. The color of the power or skill, which matches a color on the fate cards, shows its trump suit. The full details of skills and powers are in the appendices of the **Game Book**; italicized powers appear in the Equipment Powers section before the main powers listing. Next to each power is an intensity; if the intensity has a plus ("+") sign in front of it, it either adds to or subtracts from damage only.

Calling and Hindrances are gameplay elements that reflect the hero's Personality notes. Finally, a short History of the hero is included.

Though every effort was made to make this book as up-to-date as possible, the Marvel Universe constantly evolves, and an individual may change drastically in a short time. Future roster books will contain new information, but you can keep current by reading the comics and altering the heroes and villains as you see fit.

## A-TEAM ONE: THE AVENGERS

**History:** The history of the Avengers is a long and proud one, and it couldn't be entirely chronicled here if we gave it the whole book. To give you a sense of the legacy, we present the highlights of the team's continual battle against injustice and oppression. Things change fast when you're with the Avengers, so hang onto your head wings.

The trickster god Loki inadvertently united the first team of Avengers in an attempt to kill his half-brother, Thor. Super-sidekick Rick Jones radioed the Fantastic Four for help when Loki tried to frame the savage Hulk for a railway accident. Thor, Ant-Man, Wasp, and Iron Man intercepted the radio signal and traveled to handle the matter. With Loki vanquished, the heroes decided that they could do more good as a team. For the first time ever, the Avengers assembled.

Almost immediately, the evil Space Phantom worked his duplicity on each member, sowing distrust. The heart-on-his-sleeve Hulk felt ostracized and quit the team, leaping off to the desert. The Hulk's departure set the stage for a sweeping history of roster changes.

The Avengers soon located a star-spangled man frozen in an iceberg. The man happened to be the legendary Captain America, and the group's roster swelled again with this capable new entry! This team battled together for a while, beginning long-running fights with the timetraveling Kang the Conqueror and Baron Heinrich Zemo's Masters of Evil. Then the Avengers ran into an early incarnation of Wonder Man, who was an enemy at first. After being resurrected by the Grim Reaper, his evil brother, Wonder Man joined the group.

Too soon after forming the team, the founders left to get on with their lives. Three new heroes with shady pasts were voted into the Avengers: Hawkeye, Quicksilver, and the Scarlet Witch.

It was a happy day when two founders, Janet Van Dyne (a.k.a. Wasp) and Henry Pym (a.k.a. for the moment—Yellowjacket) got married! It would be a bumpy road for these two (especially the Henry Pym part of these two), but the newlyweds enjoyed their honeymoon. It ended when Pym's creation, Ultron-6, attacked. In a hard battle, the Avengers took him down, knowing well that he'd be back.

The heroes then swayed the most decisive battle in all the Marvel Universe. Two alien races went toe-to-toe in a star-spanning free-for-all, the Kree-Skrull War. The Avengers' intervention led to the first peace in a million years of war. Continuing its spacefaring, the group clashed with Thanos, the mad Titan, who sought nothing more than the end of life itself as tribute to his beloved Death.

Back at home, the heroes hardly got a breather. Henry Peter Gyrich broke into the Avengers Mansion, tied up the butler, Jarvis, and made himself at home. Was he an evil villain? Crafty mastermind? Maybe, but mostly he was the Avengers' new government liaison, who didn't (and still doesn't) like super heroes very much. He revoked the Avengers' governmental priority status until they shaped up to his standards, among them strict operating protocols and mandated affirmative action.

Amid all this, Henry Pym snapped. Things got messy between him and Janet, and they got a divorce. Henry's slow decline into mental instability became a quick slide. In the middle of this, his longtime foe Egghead put together a third Masters of Evil team, framed poor Hank, and got him arrested. Pym cleared his name, but only after a lot of heartache.

Needing to regroup, the Avengers started an expansion team on the West Coast so that they could use all the talent they had within their ranks. Hawkeye, Mockingbird, Tigra, Wonder Man, Iron Man, and several new herces officially made the Avengers bi-coastal.

The fourth Masters of Evil team took evil to a new plateau. While the heroes were away, this group took over the mansion and trashed the place. Longtime foe Baron Zemo looked for the Avengers' secret files, while goons like the Wrecking Crew looked for some mean-spirited revenge. In one of the most shocking developments, they crippled Jarvis just for being the only person in the building.

After this violation of the mansion, the waves of combat escalated. The Avengers had barely recovered from the repercussions of one disaster before another wave washed over them. The super-advanced High Evolutionary attacked with a gene bomb that would evolve everyone on Earth. Then agents of the god Set liberated the volatile Serpent Crown. Then the junta in Atlantis declared war on the surface world. More crises came closer and closer together. The Avengers battled every one back, but they were clearly weakening. Still they fought on, until the fateful battle with Onslaught.

When the Avengers died.

Or so the world thought. Actually, the Avengers and the Fantastic Four had been reborn in an alternate universe created by Franklin Richards, the godlike child of Reed and Sue Richards (of the Fantastic Four). With their memories wiped, the heroes lived lives somewhat similar to their original ones in this alternate universe. But subtle inconsistencies meant this situation would eventually explode.

Back on Earth, former spy Black Widow led the team, but found herself feeling increasingly outclassed in the super hero world. With the key Avengers gone, she disbanded the team. Meanwhile, a new group—the deceptive Thunderbolts—took the Avengers' place in the hearts of the public. This was the heroes' darkest hour.

The Avengers returned to find a world in desperate need of heroes. Arthurian sorceress Morgan Le Fay made a grab for power, and Asgard, the gods' home, was wrecked. Using the Twilight Sword of Asgard and a captured Scarlet Witch, Morgan reformed the world into her own twisted version of the sixth century. It took some doing, but the Avengers saved the world.

It was time for a new beginning. Captain America reformed the team with Iron Man, Thor, Hawkeye, Scarlet Witch, Vision, Warbird, and two reservists, Firestar and Justice. The star-spangled Avenger spurred his team to forge a new era of greatness. A world that believed it had lost its greatest heroes once again heard the words it had feared it would never hear again.

"Avengers Assemble!"

### THE A-LIST

It's been said that the Avengers are Marvel's Varsity. They're the A-list heroes. There are other teams to join, and other niches to fill in the Marvel Universe, but when you're an Avenger, you've hit the big time. Everyone knows your name. Entire governments listen to you. You have access to the most advanced technology on or off Earth. The really nasty villains come gunning for you.

Following is a list of every hero who has been an active member, a reservist, or even a trainee—all in order of entry. A **W** notation means the individual joined as a West Coast Avenger.

Avengers: Ant-Man/Giant-Man/Goliath/ Yellowjacket/Dr. Hank Pym, Hulk, Iron Man, Thor, Wasp, Captain America, Hawkeye/Goliath, Quicksilver, Scarlet Witch, Swordsman (Jacques Duquesne), Hercules, Black Panther, Vision, Black Knight, Black Widow, Mantis, Beast, Moondragon, Hellcat, Jocasta, Ms. Marvel/Binary/Warbird, Falcon, Wonder Man, Tigra, She-Hulk, Captain Marvel/Photon, Starfox, Mockingbird W, Iron Man/War Machine (Jim Rhodes) W, Thing W, Firebird W, Sub-Mariner, Stingray, Moon Knight W, Dr. Druid, Marrina, Demolition Man/D-Man, Gilgamesh, Mr. Fantastic, Invisible Woman, Quasar. Sersi, U.S. Agent <sup>W</sup>, Human Torch (Jim Hammond) W, Spider-Man, Machine Man W, Rage, Sandman, Living Lightning W, Spider-Woman W, Thor/Thunderstrike (Eric Masterson), Crystal, Darkhawk W, Swordsman (Philip Jarvert), Maadalene, Deathcry (trainee), Justice (reservist), Firestar (reservist)

Honorary Members: Captain Marvel (Mar-Vell), Rick Jones, Two-Gun Kid



## A-TEAM TWO: THE WEST COAST AVENGERS

**History:** The West Coast Avengers became a recognized superteam when the Vision was Chairperson of the Avengers. The original team was limited by its charter to six active members, but Vision saw that there were many other competent Avengers and many more threats to world safety. Two teams could handle crises better than just one. Thus was born the West Coast Avengers team.

The first two members of the West Coast Avengers were Hawkeye and his wife Mockingbird, a S.H.I.E.L.D. agent of some repute in espionage circles, but not as well known in the larger world of capes and tights. Soon after, they were joined by Tigra (at the Vision's request), Hollywood stuntman Wonder Man, and Jim Rhodes wearing the Iron Man armor. The West Coast Avengers' membership rotated often and included such names as the Thing, Moon Knight, Living Lightning, Spider-Woman, U.S. Agent, Scarlet Witch, and even the once-disgraced Henry Pym, who aided the group without a costume or hero name.

The tendency among the East Coast Avengers was to underestimate their west coast counterparts, although there was no need. The West Coasters handled powerful opponents, including Graviton and Ultron, with élan. In addition to these villains, they also faced the U-Foes, the Rangers, Doctor Demonicus and his Pacific Overlords, and a host of demons. The final foe they faced, Raksasa, killed Mockingbird as the group escaped from its demonic lair.

Thereafter, the Avengers disbanded the west coast branch, allegedly for incompetence. The team had certainly had problems, but its members weren't ready to give up when the word came down. Tony Stark, who had had his own troubles with the Avengers back east, started a non-Avengers-affiliated team called Force Works. This group operated with a computer that could factor chaos and predict problems in the world, making Force Works a preemptive strike team. Its roster featured many of the West Coasters, but not Hawkeye. Wonder Man was killed on the team's first mission, and Force Works soon disbanded due to internal problems. Since then, the Avengers have once again become a single team dedicated to protecting the world.

## A-TEAM THREE: THE GREAT LAKES AVENGERS

**History:** The team of superhumans currently known as the Lightning Rods first came together as the "Great Lakes Avengers." These five oddly-powered heroes formed a team to fight crime in the midwest during the period when the Avengers were looking at expansion teams. The only drawback to this plan: They forgot to contact the Avengers first. Despite ignominious origins and dubious powers, the Great Lakes Avengers turned out to be somewhat effective crimefighters. They were led briefly by Hawkeye during his self-imposed exile from the West Coast Avengers.

When the Avengers were thought lost after the Onslaught battle, the GLA lacked for identity. Suddenly, the Thunderbolts appeared on the scenel Taking a new spin-off name, the Great Lakes Avengers called themselves the Lightning Rods and fought crime again with renewed vigor—until they discovered that the Thunderbolts were actually the Masters of Evil in disguise. Feeling duped and betrayed by their new role models, the Lightning Rods teamed up with S.H.I.E.L.D. to bring the dangerous rogues to justice. A brief tussle ensued, and the Lightning Rods got in a few good licks. But the Thunderbolts, fighting for their freedom, broke away to a life on the lam.

Current Status: The Lightning Rods now continue to fight crime as best they can.

**Noteworthy Members:** The team's membership roster has not changed since its inception. The Great Lakes Avengers (Big Bertha, Dinah Soar, Doorman, Flat Man, and Mr. Immortal) are detailed in the team's entry on page 51.

## YOUR OWN A-TEAM

Playing the standard Avengers and averting world crises is very cool, but after all that, you may want to make your own heroes and play your own team of Avengers outside of New York. Why not? It certainly wouldn't be the first time someone started his or her own Avengers team.

If your heroes have official Avengers backing, it'll be no problem to fund the new team. The virtually bottomless bank accounts of the Maria Stark Foundation can supply your heroes with the cash they'll need. If they're a flaky start-up combo like the Great Lakes Avengers, they'll need their own funds. In addition, they can expect a visit from the Avengers real soon, wanting to know exactly who is cashing in on their name.

Once the technicalities are out of the way, the team can get started. First, think about a place that would allow an Avengers branch to hang around. Most nations would be happy to have Avengers in their territories for the security and prestige they bring. Germany would be a great central location for keeping an eye on Europe—especially Latveria. A branch in Brazil could monitor all the escaped criminals who supposedly hide away down in Rio. And the Black Panther's home of Wakanda is tailor-made for an Avengers group that covers Africa.

Another branch in the States would work too. Even though the West Coast Avengers were disbanded, they still did a great job while they were together. Maybe it's time to reinstate them in your game. Or a branch out of Texas could cover a lot of ground and put a team within easy reach of Central and South America. A new A-Team might even revive the Avengers' connection with the U.S. government. Such a team would be challenged by an endless string of regulations and could find itself subject to the whims of unpleasant "spooks" like Henry Peter Gyrich.

After finding a place, get an HQ. Past Avengers teams have used a mansion, a floating island, and an ocean estate as headquarters, but any large and accessible place will do. You'll need to have space for everyone to live at HQ, as well as training facilities, room to launch a quinjet, a lab for your inventor-genius types, and a temporary jail for unruly superhumans the local authorities can't handle. Possible facilities that could house all of this include an offshore oil rig, an abandoned factory, or maybe an underground base confiscated from HYDRA.

Don't forget support staff. The Avengers could not function without a Jarvis around, and in the past they have used even bigger support staffs, including mechanics for the vehicles, engineers for power and maintenance, and liaisons for communication with the outside world.

If you've got a group of heroes already, you may not need to worry about recruitment, but membership could still be up for grabs. The U.S. Agent was "assigned" to the West Coast Avengers by the U.S. government, and your home territory may have similar requirements. Local governments may also insist that you comply with their laws. The whole reason the Avengers moved to the offshore Hydro-Base in the first place was because New York City denied them the privilege of operating in its airspace! Trouble for your team of Avengers may not always be superpowered, just super-annoying.

## THE THUNDERBOLTS

**History:** When the Avengers and the Fantastic Four seemingly died fighting Onslaught, many super-villains rejoiced. Most took it as a chance to fulfill their dreams of greed or power without the interference of meddling herces. And one villain saw an opportunity for even greater conquest.

Baron Zemo, always quick to spot a chance for attaining his dream of world domination, envisioned a brilliant plan. The heroes were gone, and the common people were left without hope. Who better to give them hope than a new group of heroes? He assembled a team of villains, ave them new hero-

ic identities, and presented them to the public as the Thunderbolts super hero team.

Zemo selected his villains carefully to create a workable, controllable group. His first recruit was the Fixer, whose technical ingenuity would become a cornerstone of the Baron's plan. Zemo found the Beetle after yet another of the latter's failed robbery attempts and easily convinced him to join. He discovered Screaming Mimi after the death of her partner, Angar the Screamer, and offered her sanctuary, which she gratefully accepted. The Fixer then freed Goliath from imprisonment in the dimension of Kosmos: Goliath, in gratitude, swore loyalty to Zemo as the architect of his release. Finally, this new team staged a breakout at the super-villain prison called the Vault, liberating a great number of villains to cover its true goal: freeing Moonstone. She was perhaps the most unexpected choice, considering the fact that she had betraved Zemo when she was a member of his Masters of Evil group. But as the Baron himself explained, the team needed a trained psychiatrist to help guide its members in their heroic identities.

After intensive training, Zemo unleashed his new team upon the world as the Thunderbolts. And it worked. Six disguised villains—Citizen V (Baron Zemo), Techno (the Fixer), MACH-1 (Beetle), Songbird (Screaming Mimi), Atlas (Goliath), and Meteorite (Moonstone)—soon became New York City's newest, most welcomed protectors.

The common people, afraid after the loss of their foremost heroes, eagerly embraced the newcomers as the stalwart champions they appeared to be. Within a few weeks, the "T-Bolts"

## "Justice, like lightning, ever should appear to few men ruin, but to all men fear." *—Thomas Randolph*

had utterly won the city's devotion and the trust of its officials.

Not long after its debut, the team encountered a young woman named Hallie Takahama, who had been given superpowers through horrible experiments. Meteorite convinced Zemo to allow "Jolt" to join the team, secretly hoping to create a power base of support from which she might eventually overthrow the Baron's authority.

The Thunderbolts fought a number of supervillains, including the Wrecking Crew, the Circus of Crime, a paramilitary cadre called the Rat Pack, the Mad Thinker and his Awesome Android, Arnim Zola, Kang's Growing Man, the Elements of Doom, and perhaps most ironically, a new incarnation of the Masters of Evill Zemo took great offense at the usurpation of his old team's name, but could do little about it while posing as Citizen V.

The sudden, unexpected return of the Avengers and the Fantastic Four gave Baron Zemo incentive to step up his plan for world domination. He leaked the T-Bolts' identities to S.H.I.E.L.D., thus ensuring that they would be forced to rely on him for protection. In a final, massive conflict, several T-Bolts rebelled against Zemo and foiled his master plan. After a brief adventure on Kosmos, they returned to Earth and tried to establish new civilian identities for themselves; the deception lasted only a brief while before they were discovered.

Current Status: The remaining Thunderbolts (Atlas, Jolt, MACH-1, Moonstone, and Songbird) must now face the hatred of the people they deceived with their heroic hoax, as well as the wrath of Baron Zemo, who is now intent on revenge. Their short-lived roles as fugitives have come to an abrupt end, and it seems likely that they will either be captured by agents of S.H.I.E.L.D. or destroyed by Zemo's revenge. For now, though, the Avenger Hawkeye is leading the team, hoping to steer it in the right direction. because he knows what it's like to be a fugitive seeking acceptance as a hero. Techno is no longer a member of the Thunderbolts. He remains loyal to Zemo and continues to create new technical devices to further the villain's plans.

Signature Equipment: Thanks to Techno's mechanical skills, the Thunderbolts had the very best in personal equipment and technical support. Techno's expertise rescued Atlas from Kosmos, assembled MACH-1's armor, and created a sonic harness for Songbird from Klaw's old sonic converter. Techno's own tech-pac represented a vast improvement over the devices he had used as the Fixer. The only additional piece of equipment regularly utilized by the Thunderbolts was the V-Wing, which was created to transport the nonflying team members easily.

V-Wing: Hull Strength 15. Flight 6 (Passengers; Limit: Can carry up to eight people).

Noteworthy Members: All the members of the T-Bolts are detailed in their own entries throughout this book. While the team was in the good graces of New York's populace, mayoral aide Dallas Riordan served as Its liaison to the city. She and Atlas began a relationship, which was cut short by the revelation of the T-Bolts' true identities. Dallas was fired and even threatened with a grand jury indictment for aiding the team, but the case was dropped before it got to court. Since her political career effectively is over, it is unclear where Dallas will appear next.

**Dallas Riordan:** Strength 3X, Agility 5D, Intellect 5X, Willpower 5D, Edge 1, Health 17. Marksmanship; Politics. Calling: Peace of Mind.



## AVENGERS TEAM CHARTER

The charter is a statement of purpose and a point of unity among the Avengers. Even the Hulk thought it was important enough to sign rather than eat. The charter and bylaws have evolved like good documents should, but they always stay true to the heroic spirit of the Avengers. This page shows the full text of the Charter. The next has a section-by-section summary of the team's bylaws, just so you know what you're getting into.

#### **BE IT KNOWN**

That we, the Avengers, have banded together to protect and safeguard the planet Earth, its inhabitants and resources, from any and all threats, terrestrial or otherwise, which might prove to be beyond the power of conventional forces to handle.

That we shall tolerate no interference in the growth of humanity in meeting its rightful destiny.

That we dedicate ourselves to the establishment, growth, and preservation of peace, liberty, equality, and justice under law.

This is our solemn oath.

#### ARTICLE ONE: ORGANIZATION

The Avengers are hereby chartered as a non-profit organization under the laws as set down by the United States of America; said organization being recognized and fully sanctioned as a peace-keeping force by the National Security Council of the United States of America, by the United Nations and the United Nations Security Council, and by the Supreme Headquarters International Espionage Law-Enforcement Division (S.H.I.E.L.D.).

#### ARTICLE TWO: JURISDICTION

In accordance with the tenets of national and international laws, the Avengers, acting individually or as a group, are herein authorized to function in all lands, territories, or protectorates of the United States and any member nations affiliated with the United Nations.

#### ARTICLE THREE: FUNDING

As a non-profit organization, the Avengers shall be funded chiefly by private grants. Major funding for the activities of the Avengers, for their headquarters, transportation, and equipment, shall be provided by grants from the Maria Stark Foundation (Anthony Stark, Director), with additional funding provided by the United Nations. These grants are accepted by the Avengers with the understanding that the Foundation and the United Nations shall have no say in Avengers operations or in the deployment of funds within the Avengers organization.

#### ARTICLE FOUR: OPERATIONS

Than

The day-to-day operations of the Avengers shall be governed by a set of by-laws as put forth by the founding members.

IN WITNESS of this charter, we founding members have hereunto subscribed our names.

Iron Man

\* Automat The Ways HULK

### AVENGERS BYLAWS

The bylaws, which cover the day-to-day operations of the Avengers, are summarized here.

Section One covers policy and operations. This section states baldly that no Avenger is required to reveal his or her identity or personal affairs to other members of the team or to any government. It also spells out privileges to which Avengers are entitled, such as priority government clearance. In return, they can be called upon to combat "cosmic, extraterrestrial, extra-dimensional, occult, sub-terranean, or sub-oceanic menaces, invasions, limited incursions, infestations, and enchantments." It also lays down the law on changes in membership, leadership, or organization. All must be approved by a two-thirds vote.

Section Two covers membership conditions. New members can be nominated by any active member; two-thirds of the existing membership must approve the nominee for admission. A candidate must be able to add some skill or power to the group that is not already present, and membership cannot be subject to discrimination based on race, gender, nationality, creed, or origin. New members are on probation for not less than 30 days.

Active full-time members are expected to show up for all meetings, or have an excuse when they don't. They must also answer all emergency calls, or activate their designated Reserves if unable to respond. Active members receive a weekly stipend of \$1,000 for putting their lives on the line. They also get free medical and life insurance, plus living quarters if desired.

Reserve Avengers, or reservists, are part-time members who make themselves available for special calls. A Reserve is assigned to back up each active member. Reserve members don't have nearly as many responsibilities as active members, but they don't get all the fun stuff either, such as access to the Avengers' files, use of the vehicles, and free room and board at HQ. They do get a small stipend of \$100 a month just for being ready to go.

Inactive members are those who have retired or formally resigned from duty. Basically, they get to keep their Identicards and can hang around if they want. That's about it for inactive status, though.

Section Three covers the Avengers' meetings. Avengers generally must meet once a week, not counting emergency meetings. Of course, if everybody is on a mission, the meeting is effectively canceled. Two-thirds of the active members must be on hand to have a quorum for voting at a meeting.

Section Four covers treatment of criminals. Mainly, it says that Avengers must leave trial and punishment of criminals up to the legal authorities. The Avengers can hold a superpowered suspect when the local authorities do not have adequate facilities.

Section Five covers relations with other superteams. It simply states that Avengers will keep open relations with Alpha Flight and Department H (Canada's national heroes and their agency), the Fantastic Four, and S.H.I.E.L.D.

Section Six covers security. It says that the U.S. government can make inspections and supervise installation of security and data devices.

Section Seven covers disbanding. All active members can jointly vote to disband. In this event, all holdings revert to the Maria Stark Foundation, except for equipment that could compromise a nation's security, which will be remanded to said nation.



## PROPERTY OF THE AVENGERS

Because of their close connections with Tony Stark and the scientists of Wakanda, the Avengers have some of the most amazing property on Earth.

### AVENGERS MANSION

Located at Fifth Avenue and 71st Street, the world-famous Avengers Mansion was originally built by Howard Stark. When the Avengers first formed as a team, Howard's son Tony gave them the mansion for their exclusive use. After the Masters of Evil destroyed the original structure, the team eventually had the mansion rebuilt in its current form on the same site.

The outer walls of the mansion are built of Stark's Tank-PRUF steel-reinforced concrete (Material Strength 16); the steel inner walls are covered with plaster and paneling to make things homier. Floors above the first are made of even stronger metal (Material Strength 18), and the entire structure is strong enough to support a quinjet hangar on the top level. Interior walls, ceilings, and floors also have built-in shock absorbers to counteract the rough treatment they are sure to receive. Laboratories are further encased in sheets of vibranium layered with adamantium (Material Strength 22) to absorb the shock of any explosions. All doorways can be pressurized and made airtight if necessary, and the polymer windows can be computer-locked at the first sign of intrusion.

As a perk of membership, each Avenger also has quarters with such creature comforts as a kitchen, pool, sauna, hot tub, and game room. The mansion has its own generator to supply its tremendous power needs, but it can operate off of local electric power in an emergency. (This will drain several blocks' worth of power if it goes on for long, so it is really only an option in emergencies.)

The security cameras can sense into the infrared and ultraviolet spectra, and they are equipped with motion detectors for internal and external surveillance. Outdoors, cameras sweep constantly and can identify physical aspects of any known person in under a second, sounding alerts if necessary. The security system can also check voice prints, retinal patterns, and potential powers prior to any entry. Avoiding these devices requires at least one daunting Agility action every exchange. In case it's not Reed Richards coming over for a chat, each entry has 12 steel tendrils, which can grab intruders with Strength 16. Some also have gripping claws to disarm hostiles. Accompanying these restraining devices are stun fields (Stun Blast 16) in the doorways and knockout gas (Poison 16) on the thresholds to incapacitate unwelcome visitors.

An intruder who actually makes it into the building isn't safe yet. Staff can activate defenses, or defensive systems can be set to automatic if no one is around. The entryway can be flooded with energy equivalent to Iron Man's repulsors, inflicting intensity 16 damage. Twelve seconds after the sounding of an intruder alarm, adamantium plates slam shut, blocking the elevators to the basements (where the Avengers' database is kept, along with the most sensitive equipment).

Elsewhere inside, the pressurized doors and windows make every room a potential gas chamber that can be filled with knockout gas (Poison 16) if needed. Stun plates (Stun Blast 16) are embedded in the floor of the ground level, and as a last line of defense, robots (Strength 18X, Agility 8X, Health 25, Weapons +4) from the combat simulators can be trotted up to fight. However, if someone has shrugged off everything the mansion has so far, the robots may not be much of a challenge.

If the Avengers capture a superhuman foe, but can't get him or her to Riker's Island or a similar facility immediately, there are holding cells in one of the sub-basements for short-term incarceration. However, it's not in the Avengers' purview either to sentence offenders or to carry out the law, so they can't keep someone there for long or without the permission of the proper authorities.

After all this, if you're thinking to yourself, "Wouldn't it be great if the mansion went crazy and the Avengers had to fight through their own defenses to save Jarvis from asphyxiating in a sealed room?" you must be Narrator material.

### THE IDENTICARD

The Avengers Identicard is the handiest tool this side of a Swiss Army knife. Normally, it looks like a card with an Avenger's picture and signature on it, like a souped-up driver's license. But it does so much more.

First, the Identicard serves as a communications device. Each card has a flat-screen monitor to send and receive audio and video data. The Identicard can beep like a pager, communicate like a videophone, and record like a mini-recorder; it also has a virtually global range with satellite uplink. The Identicard can even be used as a tracking device to locate a missing Avenger via his or her card's unique signal.

In addition, it can act as a small computer with a numerical access pad. All by itself, this makes it an overpowered calculator. But with appropriate access codes, it can contact Avengers computers, which can then be operated with voice commands. The

ldenticard also acts as an igni-

tion key for Avengers vehicles and as a key to Avengers bases.

The cards are waterproof and can handle a lot of pressure, but they're not indestructible, so heroes should avoid using them indiscriminately to clean the exhaust ports on their boot jets. Bad things can happen.

In fact, handy little do-all gizmos like the Identicard can be notoriously unreliable at all the wrong times. They can be scrambled by sun spots, jammed by Ultron's electromagnetic leakage, invaded by nasty viruses, ionically polarized in their cross-fibrillated vibranium gromulators well, you get the idea.

As always, your Narrator has the final say on what your Avengers Identicard can do and how effective it is, so don't overdo it. It's mainly a communications and identification device, not your new traveling AI. That's why you've got the Vision along.







### THE QUINJET

Back when the original Avengers got together and the inevitable crisis loomed, they had to get to the crisis under their own power. This was fine when Kang touched down in New York City, but when the Hulk was rampaging around in the southwestern U.S. desert, it took them hours to get there. Even the Armadillo could have gotten away by then.

No, in order for super heroes like the Avengers to hit the big time, they needed a serious ride. Enter the quinjet.

Developed by Wakandan scientists and built by billionaire industrialist Tony Stark, the quinjet is a VTOL (vertical take-off and landing) jet with a top speed of Mach 2.1. At the flick of a switch, it can become radar-invisible. The quinjet's communications systems can transmit and receive signals up and down the EM spectrum for thousands of miles and encode/decode messages for increased security. It also has an extremely reliable autopilot that can handle the flying or make the quinjet hover in place while the heroes do something brave but foolhardy. The autopilot is voice-activated, as are the ignition and various hatches. Of course, the quinjet's systems recognize only approved Avengers' voiceprints. The hull isn't made of adamantium, but it is pretty

durable and can take several whacks before its occupants are in any danger. In addition to all that, a quinjet seats seven comfortably, and the ergonomic cupholders are virtually spillproof!

The Avengers usually keep five quinjets ready for action in the hangar, and all Avengers learn how to pilot them. Note that this doesn't give your hero the Piloting skill, but you can keep the jet aloft if the autopilot is on the fritz and your regular pilot is unexpectedly pulled into another dimension. Landing, on the other hand, could be a problem....

Quinjet: Hull Strength 14. Body Armor +8, Danger Sense 14, Electronic Countermeasures 14, Evacuation Ejection 12, Flight 19 (hovers and autopilots at Flight 14), Radar Sense 14. The quinjet model capable of space travel gains Space Flight 6.

### THE AIR CAR AND SKY CYCLE

Don't think you have to fire up the Rolls Royce of airplanes every time you want to defeat a little evil, though. For cruising around New York, taking the quinjet is like using Mjolnir on a carnival Strength-O-Meter. For shorter jaunts, the Avengers have two choices: the air car and the sky cycle. Like the quinjet, they're both VTOL aircraft, so they can hover and move around easily. Past that though, they have several advantages and disadvantages.

The air car was developed by Black Knight and Black Panther as intermediate-level, urban transportation. It's got pretty good communications ability and voice activation, but it's slower than the quinjet and lacks both autopilot and stealth capability. It also has an open top and is made of lighter materials, so it doesn't protect your heroes as well as a quinjet would. Still, you won't be taking it as high as you would a quinjet, and since it only seats four, you'll probably have a couple of flying buddies to catch you if anything goes wrong. If your hero can drive a car, he or she can get the hang of an air car with some practice.

The choice vehicle for solo or covert shortrange missions is the sky cycle. Originally built for Hawkeye by the good Dr. Jorge Latham, the sky cycle has become an Avengers staple. As the name implies, it's a sort of flying motorcycle, so it offers almost no protection. There's no autopilot or voice activation either, so you can't fake it when you're flying one of these. It only seats two, but it's fairly quiet and very maneuverable—the perfect thing for chasing down purse snatchers or industrial saboteurs. Flying one of these is not as easy as riding a bicycle, but anybody with an Agility of 3 or better can hang on and get places.

Air Car: Hull Strength 11. Body Armor +3, Danger Sense 10, *Evacuation Ejection* 12, Flight 9, Radar Sense 9.

Sky Cycle: Hull Strength 11. Flight 11, Lightning Speed 8.



### 8X Strength Intellect 3X

2 Edge \* Hand Size 4(25)

**3X** Agility Willpower **5X** 

absorb the powers of the strongest opponent he faces. Creel has married Titania, and the two of

them will doubtless continue their criminal

## ABSORBING MAN (CARL \*CRUSHER\* CREEL)

#### POWERS

Life Support 18 Reformation Limit: Transformation-linked (only in duplicated forms) Object Duplication 18 Duplicative Shaping, Sympathetic Object (Wrecking Ball) Power Duplication 16

#### EQUIPMENT

Wrecking Ball +5 Flight 5

#### CALLING: Demolisher

**PERSONALITY:** With all the subtlety and charm of an eight-lane highway, Absorbing Man has made a career out of fighting super heroes. He enjoys smashing things and people; the concept of payment seems secondary. "Crusher" has a soft spot for his wife, Titania, but maintains a perpetual mad-on at Thor.

#### HISTORY

Creel, a hardened career criminal, was serving time in prison when he was chosen as an agent by the god Loki. As part of a scheme to kill his foster brother Thor, Loki granted Creel incredible powers and sent him to destroy the Thunder God. Though Thor triumphed, Absorbing Man continued his villainous career, clashing with Thor and other super heroes. At one point, he even went to Asgard and challenged Odin, but he was thrown into space for this effrontery. Regardless of such setbacks, Creel remains to this day one of the more powerful villains on Earth. He usually works alone, although he will happily team up with his beloved Titania.

The Absorbing Man has become quite crafty in the use of his power over the years. At minimum, anyone facing Creel must be able to shatter concrete and steel. In battle against the Avengers, he absorbs the properties of Thor's hammer or Captain America's shield if he can; failing that, he prefers to



### 7D Strength Intellect 3X

1 Edge \* Hand Size 3(17)

**6X** Agility Willpower **3X** 



Swords

#### POWERS

**Electrical Control 12** Limit: Non-conductive Unique Trait: Aguila has a pool of bio-electricity. His player draws four cards at the start of play and keeps them face up. The player can use any one card from the stack for an electric blast each exchange, and he or she redraws one card up to Aguila's maximum at the start of each exchange. For Aguila to push, the player must lose both a card from the face-up stack and an equal or higher value card from his or her hand.

#### EQUIPMENT Sword +3

Can channel Electrical Control

#### CALLING: Protector

**PERSONALITY:** Aguila thinks of himself as a latterday Zorro. Swashbuckling through the poorer communities of New York City, he focuses on crimes that victimize the poor. At the same time, he woos the ladies with charm and derring-do.

#### HISTORY

Alejandro Montoya was born in Spain and came to the United States in his adulthood. Like so many mutants, he discovered his superpowers in his adolescence—and, like so many mutants, he keeps his abilities secret. Instead of blasting foes directly with his bio-electricity, he channels it through his sword, calling it a "blaster." (He can, however, fire it through the air for short distances if necessary.)

Other than this, Aguila is something of a mystery man. He has crossed paths with the Avenger Hawkeye, but remains a solo vigilante in New York helping the poor.

### **14D** Strength Intellect **3X**

**2** Edge **\*** Hand Size **4(25)** 

**4X** Agility Willpower **2X** 

## ARMADILLO (ANTONIO RODRIGUEZ)

SKILLS Wrestling

#### POWERS

Claws +2 Digging 1 Resistance +8 to Cold, Corrosion, and Fire Wall-Crawling 1

#### CALLING: Outcast

HINDRANCE: Monstrous

**PERSONALITY:** Armadillo is a bit slow, and he is easily duped. Antonio served jail time before his transformation and still continues to attract bad companions. He has lived through a lot of sadness, and when it gets to be too much, he can go a little crazy.

#### HISTORY

Antonio Rodriguez's wife, Bonita, had a terrible disease. He tried everything to help her, even going to the unscrupulous Dr. Karl Malus, a specialist in the science of superhuman powers. Malus agreed to try to cure Bonita in exchange for Antonio's promise to become his experimental guinea pig and, effectively, indentured servant.

Sadly, Antonio agreed to this. Malus began a process that combined his subject's human DNA with that of an armadillo, causing Antonio to grow several feet and take on the creature's characteristics. With his new powers, Antonio (now unsurprisingly called Armadillo) became the doctor's henchman. He broke into the West Coast Avengers' compound on a retrieval mission for Malus and was soundly defeated by Captain America. But because of Antonio's plight, Cap didn't turn him in. True to his word, Malus did indeed cure Bonita. Soon after, Armadillo joined the Unlimited Class Wrestling Federation to make money and became a star on the circuit. During this time, he discovered that his wife was being unfaithful and rampaged through New York in his grief. The wave of destruction ended when Armadillo threw himself off the Empire State Building. Fortunately, he survived.

He is currently trying to reform, although he could probably be duped again by another criminal mastermind.



### 4X Strength Intellect 10B

2 Edge \* Hand Size 4(25)

**3X** Agility Willpower **9X** 

## ARNIM ZOLA

Observatory to steal some of Dr.

Bruce Banner's scientific studies.

An explosion there appeared to kill

him. However, a man who makes a practice of putting his life force

into different android bodies is a

returned to do more harm with his

hard kill, and Zola has since

android creations.

**SKILLS** Biochemistry, Genetics, Robotics

#### EQUIPMENT

Bio-servants Strength 14X, Agility 6X, Intellect 0X\*, Willpower 0X\*, Edge 0\*, Health 10\*. Body Armor +4 ESP Box 16 Mind Control (Transferal; Limit: Only works on bio-servants), Psychic Blast 6

\* These creatures receive Zola's Intellect, Willpower, Edge, and Hand Size when he transfers his life force into them.

#### CALLING:

Investigator HINDRANCE: Monstrous PERSONALITY:

Zola's main aim is to create androids.

As a pure scientist, he loves to make androids with new and interesting powers. The fact that he tends to sell them amorally to criminals such as the Red Skull is incidental to him.

#### HISTORY

Arnim Zola's genetic tinkering even predates that of the High Evolutionary. Based on his first successes, he created different android bodies, then eventually moved his consciousness into a particularly creepy one that housed his face and brain in its chest for better protection.

From his lab in South America, Zola made other androids for the Red Skull to use in his schemes. This association inevitably led to a confrontation with Captain America, but Zola came through the experience none the worse for wear.

In a rare move outside of his lab, Zola once broke into the Northwind



**History:** Asgard is a multi-dimensional realm that is strongly tied to our reality by the magical tree of Yggdrasil. Six unique species of intelligent humanoids hail from the other-dimensional worlds of Asgard. These beings have superhuman Strength, plus various other enhanced abilities and powers. Regardless of the type, all Asgardians are extremely long-lived, enjoying a very slow rate of aging upon reaching adulthood, though they are not immortal, like the beings of Olympus.

**Noteworthy Members:** The six species native to Asgard are detailed below:

The **gods** were worshipped by the Scandinavians and Germanic tribes in ages past; it is to these folk the term "Asgardian" actually refers when used by the people of Earth. Gods are the most humanlike among the species of Asgard and are believed to have originated on Earth. Although they no longer seek worship, many of them still take an interest in Earth (which the Asgardians call "Midgard") and the beings who dwell there; Thor and Sif seek to help the denizens of Earth, while Loki and the Enchantress typically look for ways to exploit earthlings. There are many individuals of this species who were never worshipped as gods on Earth, but to this day, the ones who were so deified are the most powerful of their kind.

Odin, king of the Asgardians, came to fear that Ragnarok—a foretold event that would end with the deaths of all Asgardians—would soon come to pass. In order to save his beloved people, he tried to trick the cosmic forces of Fate by making it appear that Ragnarok had already occurred and all the gods were dead. To accomplish this, he magically transformed most of the Asgardian gods, including himself, into mortals, altered their memories, and transported them to Earth. The memories of the gods were eventually restored, and both good and evil Asgardians united to defeat a scheme hatched by Set, an interdimensional god of death, to wipe





out all life on Earth. Their current whereabouts are unknown.

The stocky, squat **dwarves** enjoy nothing more than creating works of fine craftsmanship. They are almost exclusively farmers and craftsmen, and they try to maintain friendly relations with the other species of Asgard.

The graceful, highly magical **elves** are divided into two populations—the surface-dwelling Light Elves and the subterranean Dark Elves. Like the gods, elves occasionally travel to Earth; the former Alpha Flight members Aurora and Northstar were the products of a union between an elf and a human being.

The **fire demons** are monstrous beings of pure elemental force who constantly plot to consume the realms of Asgard and all those living in them. They are all the offspring of Surtur, a mighty demon who apparently was born before all other beings of Asgard.

The primitive **giants** resent the powers and beauty of the gods. As such, they are constantly at war with the pre-eminent Asgardians, seeking to destroy their homes and culture. Evil Asgardians, such as the Enchantress and the part-giant Loki, often ally themselves with the giants. But when their schemes fail, the evil Asgardians often pay dearly for it; for example, the Enchantress spent some time as a prisoner of the frost giants.

The violent, misshapen **trolls** resent other humanoids for being more beautiful than they are. When Odin banished his subjects to Earth, the trolls reduced the city of the gods to ruins, then took up residence there. However, when Set put into motion his plan to destroy the mindwiped gods and all other life on Earth, the trolls stood alongside the gods to defeat the god of death. Asgardian Gods: Strength 14X, Agility 7X, Intellect 4X, Willpower 3X, Edge 2, Health 25. Resistance +8 to Aging and Disease. Calling: Majesty.

**Dwarves:** Strength 9D, Agility 3D, Intellect 4D, Willpower 5X, Edge 1, Health 17. Hammers; Gadgetry; Mechanics. Resistance +12 to Aging and Disease. Calling: Investigator.

**Elves:** Strength 2X, Agility 11X, Intellect 4X, Willpower 4X, Edge 1, Health 17. Resistance +12 to Aging and Disease. Calling: Majesty.

Fire Demons: Strength 16X, Agility 8X, Intellect 3X, Willpower 3X, Edge O, Health 10. Energy Sheath 8 (Fire), Fire Control 10. Calling: Demolisher.

Giants: Strength 16B, Agility 5X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Brawling, Clubs, Swords. Body Armor +8. Equipment: Club +4. Hindrance: Bruiser. Calling: Demolisher.

Trolls: Strength 15D, Agility 3X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Clubs. Body Armor +6. Equipment: Giant-sized Club +4. Hindrance: Frenzied. Calling: Demolisher.

**8D** Strength Intellect **4X** 

2 Edge \* Hand Size 4(25)

**5X** Agility Willpower **4D** 

## ATLAS (ERIK JOSTEN)

#### SKILLS Brawling; Military

#### POWERS

Size Alteration 9 Strength 17D and Agility 0X at maximum size Power Growth Limit: Growth only

#### EQUIPMENT CommLink

CommLink

#### CALLING: Soldier

**PERSONALITY:** Erik calls himself a chain-of-command guy, and that's accurate. He is good at taking orders and needs direction from a more dominant personality. He puts great store in loyalty and feels that he was forced to betray Baron Zemo in the Thunderbolts' final battle, when his debt to Zemo was overruled by his desire to protect Jolt. Since then, he has realized that his loyalty really belongs to the team.

### HISTORY

From his beginning as a small-time

crook, Erik seemed destined for villainy. His body was both technologically and magically altered over time to such an extent that he eventually became similar to the ionically powered Wonder Man and no longer truly human. As Goliath (and later Power Man), Erik worked with several super-villain teams, including the fourth Masters of Evil, led by Baron Zemo. After that point, Goliath was marooned in the dimension of Kosmos and tortured by the insectoid aliens there.

Rescued by Zemo and Techno, Erik felt that he owed the Baron his utter loyalty. However, as the Thunderbolts began their charade of heroism, Atlas found two new elements in his life that tested his oath. First, he began a relationship with Dallas Riordan, the New York City Mayor's Office liaison to the Thunderbolts. (Now that his true identity has been revealed, it seems unlikely that Dallas can forgive his deception.) Second, Atlas formed an attachment to the youngest Thunderbolt, Jolt, since she reminded him of his

younger sister who had died years before. It was this latter attachment that caused Atlas to "betray" Zemo; he saved Jolt's life when the Baron would have killed her. Much of the alteration once done to Erik's body

ince aone to Eriks boay is gone, leaving him human again. He has chosen to keep the name "Atlas," indicating where his true convictions lie.

#### Goliath:

Strength 12D, Agility 5X, Intellect 4X, Willpower 4X, Edge 1, Health 17.

Brawling. Body Armor +6, Life Support 15, Resistance +12 to Cold and Fire, Resistance +4 to Energy, Size Alteration 6 (Strength 18D at maximum size; Power Growth; Limit: Growth only). Calling: Demolisher.

### 17A Strength Intellect 4C

2 Edge \* Hand Size 4(25)

7C Agility Willpower 10C

#### SKILLS

Axes, Brawling, Shields, Swords; Archery, Equestrian; History (of Asgard), Mythology (Norse); Leadership, Military

#### POWERS

Invulnerability to all physical damage Limit: Only in Asgard Resistance +8 to Aging and Disease

#### CALLING: Adventurer

HINDRANCE: Fatally Vulnerable to mistletoe (If shot with mistletoe, Balder drops to O Strength. He must then make an average Strength action or die. If the action is successful, he merely falls unconscious, but only Odin can then revive him.) **PERSONALITY:** Balder enjoys battling evil alongside his friende, but his lust for adventure is tempered by a strong sense of

strong sense of responsibility toward Asgardian society. He rarely leaves Asgard except to render aid to a friend or perform some vital task. The gods of Asgard have long regarded Balder as, next to Thor, their noblest member and greatest warrior. His deeds over the millennia make this status well deserved.

#### HISTORY

Early in Balder's life, Odin commanded his wife Frigga to make the young god invulnerable to harm, for it had

### BALDER (BARRY LANDERS)

been prophesied that Balder's death would trigger Ragnarok. Frigga cast spells to make Balder immune to harm from all things animate and inanimate. The sole exception was mistletoe, the omission of which was necessary to power the spell.

Loki discovered this weakness and orchestrated Balder's demise. Odin saved the young god, but not before the latter's spirit had witnessed the tortures inflicted on souls in Hela's domain. Balder swore off combat, not wishing to condemn any more spirits to such atrocities. After a series of tragedies, he turned his back on Asgard, and only an encounter with the Norns, the

three goddesses who control destiny, caused him to return. Shortly afterward, Balder married Karnilla, the

Nornheim Queen who had long been in love with him. When Odin forced the Asgardians into mortal forms. Balder became Barry Landers, a professor of Shakespearean literature. After being attacked by the minions of Set. he ioined other transformed Asgardians to uncover the mystery of their shared but forgotten heritage, ultimately standing with them against Set in the final battle. His current whereabouts are unknown.

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### 7D Strength Intellect 9B

3 Edge \* Hand Size 5(30)

**6B** Agility Willpower **10B** 

## BARON ZEMO (HELMUT ZEMO)

#### SKILLS

Swords; Acrobatics, Marksmanship, Martial Arts; Biochemistry, Biology, Chemistry; Intimidation, Leadership, Manipulation

#### EQUIPMENT

"Adhesive X" 24 Ensnarement (Adhesion) "Agony Pad" 10 Affliction Limit: Blocked by certain electronic wavelengths Chain Mail Body Armor +2 CommLink Energy Blaster 12 Disintegration, Energy Blast, Stun Blast Sword +4

CALLING: World Domination HINDRANCE: Monstrous (Zemo keeps his face covered by a mask to counter this hindrance.) PERSONALITY: Baron Zemo is domineering, monomaniacal, cold, controlling, and utterly ruthless. His father taught him that if you control hope you control all, and he took that lesson to heart. In his last encounter with Captain America, he seemed to recognize that his obsession with destroying Cap had hindered him in the past, and he was determined to overcome it.

#### HISTORY

During WWII, Captain America fought Heinrich Zemo, the original Baron Zemo. It was Zemo's robot-controlled plane that killed Cap's partner Bucky and flung Cap into the waters of the Arctic, throwing him into suspended animation for decades. When Captain America was revived, Heinrich Zemo remembered their old battles and tried to kill him time and again. During their last confrontation, the Baron's own weapon misfired and caused an avalanche, killing the villain.

Before his death. Heinrich Zemo had



tatingly successful; the Masters' attack on the Avengers Mansion left several Avengers with terrible wounds and the mansion itself in rubble.

Still, Zemo had not accomplished his most desired goal: the death of Captain America. When Cap seemingly died in the conflict with Onslaught, the Baron needed to find a new focus. His

Thunderbolts scheme provided the perfect opportunity for world domination. Zemo chose the name "Citizen V" as a tribute to his father, who had killed the original heroic Citizen V years before. By providing a safe haven for the T-Bolts and then betraying them, he forced them to look to him for protection. In the end, the others chose to rebel against him despite (or perhaps because of) this.

### 8C Strength Intellect 4X

### 2 Edge \* Hand Size 4(25)

**10A** Agility Willpower **4X** 

## BATROC THE LEAPER (GEORGES BATROC)

#### SKILLS

Clubs, Whips; Acrobatics, Contingent Attack, Fast Exit, Martial Arts ("Savate")

#### POWERS Leaping 2

EQUIPMENT

Whip-Cane +3

#### CALLING: Greed

PERSONALITY: Flamboyant and self-absorbed. Batroc the Leaper is a colorful (if not always successful) villain. With his heavy French accent, he reminds his foes during combat of his Savate mastery and the hopelessness of their fates. Though not cowardly, Batroc is a mercenary with little loyalty to teammates or employers. He knows when a fight is turning against him and can leave in a hurry when necessary.

#### HISTORY

Not much is known about Georges Batroc's life. He spent some time in the French Foreign Legion and is now a villain for hire. Despite consistent defeats by numerous heroes, Batroc is not to be underestimated. He has enormous skill in leaping and striking his foes, and he can keep "Capitan America" occupied one-on-one—no mean feat for ANY person. Recently, he added the whip-cane to his martial arsenal and has shown increased skill in actions requiring balance and agility. He often works alone, but has also worked with various incarnations of "Batroc's Brigade." At times, this group has included Living Laser, Machete, Porcupine (now deceased), the original Swordsman (now deceased), Whirlwind, and Zaran the Weaponsmaster.

Machete (Ferdinand Lopez): Strength 8C, Agility 8X, Intellect 4X, Willpower 4X, Edge 1, Health 17. Knives, Swords. Equipment: Gauntlets 6 (Magnetic Control [allows Machete to bring weapons or other objects weighing less than 200 lbs. to his hands]). Calling: Idealist (freedom for the nation of San Diablo).

Porcupine (Alex Gentry): Strength 9X, Agility 4X, Intellect 4D, Willpower 3X, Edge 1, Health 17. Weapon Systems. Equipment: Battlesuit 12 (Ability Boost 7 [Strength], Bombs [Concussion and Sleep Gas], Energy Blast, Flight 2, Quills +8). Calling: Peace of Mind:

Zaran (Maximillian Zaran): Strength 8A, Agility 8A, Intellect 4X, Willpower 4X, Edge 1, Health 17. Martial Arts. Unique Trait: Zaran has all Strength- and Agilitybased Weapon skills. Equipment: Weapons +1 to +3. Calling: Gloryhound (longs to be recognized as the world's best martial artist).

### **8D** Strength Intellect **4C**

2 Edge \* Hand Size 4(25)

**6B** Agility Willpower **5D** 

## BLACK KNIGHT (DANE WHITMAN)

#### SKILLS

Swords; Equestrian, Gadgetry, Repair; Genetics, Physics; Leadership

#### EQUIPMENT

Elvish Chain Mail Body Armor +4 Shield of the Night +5 Sword of Light +6 Blinding 8, Energy Reflection 15

#### PREVIOUS WEAPONS

Ebony Blade +6 Energy Reflection 18 (including all Magic), Teleportation 30 (Dane can teleport to the sword or vice versa by making a *desperate Willpower* action), *Worthiness* (An enemy holding the Blade suffers an Energy Blast 12 each exchange.) Photon Sword +0 to +6 (set by Dane)

**CALLING:** Exemplar **HINDRANCE:** Transformative (becomes Frenzied upon killing an opponent with the Ebony Blade)

**PERSONALITY:** Despite bizarre allies and a biography like a "Ripley's Believe It Or Not" exhibit, Dane Whitman remains strangely normal. He is a scientist who worked with Doctor Strange, spent years in the Middle Ages, and lives daily with a blood curse. Despite this, he remains a friendly, reasonable, well-adjusted person. He shares close bonds with the Eternal Sersi and the Inhuman Crystal.

#### HISTORY

Dane Whitman took the Black Knight identity from his villainous uncle, Nathan Garrett. This caused some confusion his first few times out, until he established himself as a hero by working with Doctor Strange, Sorcerer Supreme of Earth.

At one point, Dane was petrified by the sorceress Casiolena. The Defenders traveled back to the Crusades, where they found Dane inhabiting the body of an ancestor, Eobar Garrington.

Before his trip back to the present, Dane received the Ebony Blade from yet another sorcerer, Amergin. In the 20th century, he discovered the sword's blood curse: Should its wielder ever take a life, he or she becomes bloodthirsty. After a harrowing experience, Dane swore he would never wield the Ebony Blade again. Instead, he began using an energy sword with variable output.

As an Avenger, the Black Knight strove to overcome his uncle's dark legacy. He effectively ended the Kree-Shi'ar War by apparently killing the Kree Supreme Intelligence, an act which made Black Knight question his own heroism. Seeking a "new Pendragon," the Lady of the Lake (of Arthurian fame) gave Dane a sword of light, a magical shield, and a new flying horse named

Strider. He also owns a mechanical "atomic steed," courtesy of the High Evolutionary's science.

Strider: Strength 12X, Agility 6X, Intellect 2X, Willpower 3X, Edge 1, Health 17. Adaptation 6 (protects rider), Flight 8, Lightning Speed 8 (Swimming), Space Flight 2. Calling: Soldier. (The atomic steed has the same stats, but its powers are Body Armor +6 and Flight 10.)

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### **9B** Strength Intellect **7A**

3 Edge \* Hand Size 5(30)

**10B** Agility Willpower **8C** 

#### SKILLS

Climbing, Garrotes, Knives; Acrobatics, Flinging, Martial Arts; Electronics, History (African), Mechanics, Physics; Leadership, Tracking

#### Powers

Enhanced Senses 4 (All) Infravision (Limit: Cannot see in complete darkness)

#### EQUIPMENT

Energy Daggers +3 Unlimited supply of these knives; a new one appears in Black Panther's boot sheath each time one is used.

"Kimoyo" Communications Device 10 CommLink, Light Control, global tracking of targets marked by Energy Daggers, contains global positioning maps Lenses

These lenses allow tracking of those hit by Energy Daggers. Steel Cords +3

Vibranium Boots 12 These boots make the Black Panther's footfalls noiseless, absorb impact from falls up to 50 feet, and allow him to run up the sides of buildings.

#### CALLING: Majesty

**PERSONALITY:** As king of Wakanda, T'Challa has brought electronics and industrialization to his country without destroying the small African nation's traditions or ancient values. His calm, regal bearing is apparent to even casual observers.

#### HISTORY

TChalla's Strength and Agility are heightened by a rare herb that grows only in the Wakandan mountains. While

### BLACK PANTHER (T'CHALLA)

TChalla was still a boy, Ulysses Klaw came to seize control of the country's vibranium mine. Klaw killed TChalla's father, TChaka, in this avaricious grab for resources. TChalla swore revenge and turned Klaw's own sonic weapon against him, destroying the villain's right hand and driving him out of Wakanda.

Soon after, T'Challa was sent to Europe to study in boarding schools. Naturally gifted, he excelled academically in all areas and returned as an adult with a physics degree, ready to lead his country. After passing the tests of leadership, he accepted the mantle of the Black Panther and bravely led his nation into the dangerous wilds of the "civilized" world. Wakanda is actually one of the most technologically advanced nations on Earth. but its technoloav is blended with and hidden

inside its jungle surroundings. Since the nation is a major source of safe vibranium, it is a key player in international government and

corporate intrigue.

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After meeting Captain America, Black Panther served as an Avenger for a time. He did well, but the call of his country was too strong, so he eventually returned to resume leadership there.

T'Challa recently came back to the United States to investigate a mysterious murder that tied into a Wakandan charity. During his absence, he lost his throne as a result of a Wakandan civil war and political coup.

**6X** Strength Intellect **6C** 

2 Edge \* Hand Size 4(25)

**8A** Agility Willpower **8A** 

## BLACK WIDOW (NATASHA ROMANOVA)



#### SKILLS

Acrobatics, Marksmanship, Martial Arts, Piloting; Criminology, <u>Espionage</u>; Leadership, Manipulation, Military, Performance (Dance)

#### EQUIPMENT

Gloves and Boots 8 with microscopic suction cups Wall-Crawling Two-Way Radio Widow's Bite 8

Ensnarement, Stun Blast, Tear Gas, Web-Slinging

#### CALLING: Investigator

**PERSONALITY:** Professional and tough on the outside, 'Tasha has an emotional nature that she tries to hide. She has carried on romances with Hawkeye and Daredevil, and she has even served as leader of the mighty Avengers. Still, she seems to work best alone.

### HISTORY

Natasha Romanova grew up in the Soviet regime, becoming a scholar, athlete, and ballerina of note while still in school. Even before she reached adulthood, she was recruited by the KGB as a professional spy.

While on a mission for that organization, she infiltrated Stark Industries to assassinate a Russian defector working there. Iron Man stopped her, and they tangled several more times early in her career. During this period she found Hawkeye (thought to be a criminal at the time), and began using him in her operations. Hawkeye fell completely in love with Natasha, and soon she found herself returning his feelings. But Hawkeye couldn't stand being a criminal, and he eventually gave up working with Natasha to become an Avenger.

Soon after, Natasha was captured by the Chinese and brainwashed into spying for them. After one mission, she broke free of the conditioning and defected to the U.S., revealing her identity to the public. Natasha worked occasionally with her lover Daredevil and as a S.H.I.E.L.D. agent before joining the Champions, a short-lived superteam in Los Angeles. Afterward, she made a name for herself with the Avengers.

Though currently inactive due to her belief that she is a better spy than super hero, she remains friends with all the Avengers. She is hesitant to work with them though, holding herself responsible for their "deaths" in the conflict with Onslaught, during which she was team leader.

Natasha was one of the first to recognize the Thunderbolts as the Masters of Evil in disguise, and she encouraged Songbird and MACH-1 to turn on Baron Zemo.

### 5X Strength Intellect 6X

1 Edge \* Hand Size 3(17)

4X Agility Willpower 2X

#### EQUIPMENT

#### **Battlesuit 10**

Body Armor +2, Cold Control (Ensnarement, Ice Missiles, Ice Ramps, Ice Walls, Resistance to Cold; Limit: Requires freon-backpack to use)

#### CALLING: Greed

**HINDRANCE:** Triggered-Powerless (if his backpack sustains 10 points of damage)

**PERSONALITY:** Donny was a crimelord's henchman who was given the Blizzard suit to complete a task. He's still young and unskilled in tactics, but eager to do better, which might easily be his downfall.

#### HISTORY

The original Blizzard, Dr. Gregor Shapanka, had a colorful history. An employee of Stark Enterprises, he created the Blizzard suit in an attempt to discover immortality, reasoning that

# (DONNY GILL)

the cold would somehow slow down the aging process. To continue research, he needed more money, so he resorted to crime. Unsurprisingly, this led to several fights with Iron Man and Spider-Man. Shapanka died a freak death at the hands of Arno Stark, an Iron Man from an alternate future. Assuming his opponent to be the heroic present-day Iron Man, Gregor was completely unprepared for the ruthless Arno Stark's killing blast.

After Shapanka's death, the suit passed to Donny Gill, an inexperienced enforcer for Maggia crimelord Justin Hammer. So far, Donny, being largely a crook made good with superpowers, has not displayed nearly the finesse or expertise with the suit that Shapanka did. In fact, Gill works best in a group with someone giving orders until he learns the ropes for himself.



**10B** Strength Intellect **6C** 

4 Edge \* Hand Size 6(40)

**10A** Agility Willpower **12A** 

## CAPTAIN AMERICA (STEVE ROGERS)

#### SKILLS

Boxing, <u>Shields</u>, Wrestling; Acrobatics, Driving, Martial Arts, Ricochet; History (American), Sociology; Art, <u>Leadership</u>, Military, Survival

#### POWERS

Resistance +10 to Disease

#### EQUIPMENT

Adamantium-Vibranium Shield +15 Unbreakable Unique Bonus: +5 on attack or +15 on defense Chain Mail Upper Body Armor +2

#### OTHER SHIELDS

Energy Force Shield +15 Energy Reflection 15 (Limits: Kinetic only, cannot be thrown) World War II Shield +3

### CALLING: Idealist

**PERSONALITY:** "Cap" is the mold from which heroes are cast. He is a moral and ethical paragon who serves as an inspiration to virtually every other sincere super hero on Earth. More than a personal inspiration though, Cap is an icon—his identity was created to be a national symbol for every American during the troubling WWII era. Today, when the nation is faced with even more insidious foes, Captain America remains an unwavering believer in truth, liberty, and justice for all.

#### HISTORY

Steve Rogers tried to enlist in the Army during WWII, but was rejected due to poor health. His sincere desire to aid the war effort caught the eye of officials involved in a secret government experiment called Operation: Rebirth. He leapt at the chance to participate in the program and was injected with an experimental Super-Soldier Serum. Steve was transformed into a perfect example of humanity, with the greatest Strength and Agility a human could possibly attain. After extensive physical and tactical training, Steve was given the costume of Captain America and sent out to battle Nazi agents (such as the Red Skull and Baron Zemo) as a living symbol for all that was good and noble in America.

Whether he was fighting alone or alongside the Invaders, his exploits served as an inspiration for Allied troops. During the final days of the war,

> Cap and his sidekick Bucky tried to stop Baron Zemo's robot-controlled, bombloaded plane. Bucky died when the plane exploded, and that same explosion threw Cap into the icy waters of the Arctic. The Super-Soldier Serum combined with the extreme cold to place Steve in a state of suspended animation.

He remained frozen until the newly formed Avengers team discovered him years later. Once freed from the ice, Captain America joined the Avengers as their first recruit, and has been the cornerstone of the team for many years since.

Cap is the ultimate soldier and the perfect fighting machine, but his most important role is as an icon: a symbol of what heroes can be, and a guardian of the ideals they should strive to uphold. Even in today's world of turmoil, no one doubts the convictions of Captain America.

Cap has recently reaffirmed those convictions in a nationwide television address, vowing to spend less time in pointless super-villain slugfests and dedicate himself to championing the American people and battling the more day-to-day ills that plague the nation.

**VEHICLES:** Since Cap is merely the ultimate in human potential, he doesn't get to fly or teleport. But he still needs to get around, so he uses his very own motorcycle (and Cap always wears his helmet). The bike is naturally a custom-modified Harley Davidson that looks like a regular motorcycle, but has a higher top speed and heavy-duty suspension. While on the road, he usually keeps the motorcycle in a custom-built van with rotating license plates and epitaxial tomographicallyaligned crystal film on the surface to change colors. The back has a sleeping cot and a locking mechanism for his bike. The van has excellent acceleration, and Cap can drive on a full tank for a couple thousand miles.

**Cap's Motorcycle:** Lightning Speed 7 (Limit: Only when operated by someone with the Driving skill).

**Cap's Van:** Body Armor +6, Lightning Speed 2 (Passengers; Limit: Only when operated by someone with Driving skill).

### CAP'S AN ICON!

Captain America is the super hero's super hero. Big guns like Thor and Hercules look up to Cap, and even his enemies respect him. But a lot of players ask the question: How do you play somebody like that? For that matter, how do you Narrate somebody like that? Here's a primer on introducing the greatest super hero on Earth into your game.

Well sure, Cap can do a lot of things by himself, but he's not omnipotent. And Cap is the very first guy who will tell you that. He's humble, and he constantly keeps his eyes on his ideals, including personal honor and the ability of people to do for themselves. So Cap won't steal the spotlight, he won't bully teammates or villains, and he won't have everyone sit around while he does all the work. There's just too much to be done.

Playing Cap is trickier than playing other heroes, because you can't just think for yourself. He's the ultimate leader, so that means he makes everyone useful. You need to think about how your whole team can work together. When Cap has a team of Avengers behind him, he remembers their abilities and finds ways of using everyone's strengths to advantage.

In fact, if you go back and read the comics, Cap is rarely out front at all in a team! He's more often watching people's backs, making sure important details don't get lost, and getting innocent people out of the way. If you want to run people over, play Bulldozer. If you want to uphold justice and lead the World's Greatest Super Heroes, play Captain America like he's made.

Remember that Cap doesn't go looking for fights or sit back waiting for the monitors to alert him to a super-villain attack. He's Cap ALL day EVERY day. He spends most of his time helping average people any way he can—leading volunteer initiatives, speaking at elementary schools, doing charity work, and so on.

Narrators should note Cap's Edge. It's a FOUR. If you haven't seen it in play yet, an Edge that high means Cap can do pretty much whatever he wants most of the time. Don't let players wreck your game with it. If the player in charge of Captain America is waltzing through your adventure without breaking a sweat, remember his Calling. Cap's an Idealist; all it takes to distract him is people thumbing their noses at one of his ideals. Have villains endanger innocents so Cap must rescue them. Have them insult America to distract him. If worse comes to worst, pile on the bad guys. He'll beat them, but it will take a while, and his player may wind up having to use a few Doom cards....

### 2X(10X) Strength Intellect 6C

2 Edge \* Hand Size 4(25)

8X Agility Willpower 3D

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## CONTROLLER (BASIL SANDHURST)

SKILLS Biology, Electronics; Mental Control

#### EQUIPMENT

Exoskeleton 8 Ability Boost (Strength) Slave Discs 15 Mind Control (Limit: Only one person at a time), Power Theft (Limit: Non-sensory Willpower-based powers only), Telepathy

#### CALLING: World Domination

**HINDRANCE:** Triggered-Powerless (if slave discs and exoskeleton are removed) **PERSONALITY:** Sandhurst is somewhat unstable if he doesn't get his way. He can hold his own in a fight, but prefers to gather power quietly from unwitting humans until he has amassed enough to dictate his own terms.

#### HISTORY

Basil Sandhurst was a radical scientist who only got work thanks to the intervention of his brother, Vincent. He still chafed at the tedium of his research, finally destroying his lab in a fit of rage. Vincent tried to calm him, but only succeeded in knocking Basil onto a counter covered with chemical vials. The resulting mixture exploded, paralyzing and disfiguring Basil.

Feeling responsible, Vincent embezzled money to set his brother up in his own lab. Without stifling corporate requirements, Basil invented an exoskeleton to restore his mobility and small discs to imbue him with power. Through the discs, he could channel humans' latent psionic energy and transform it into physical strength for himself. He used this power to control an entire town at one point, and he is possibly capable of controlling an even larger group, given enough slave discs.

### 5X(15X) Strength Intellect 5D

2 Edge \* Hand Size 4(25)

**4X(9X)** Agility Willpower **5X** 

#### SKILLS Espionage

#### EQUIPMENT

Powered Armor 12 Ability Boost 5 (Agility), Ability Boost 10 (Strength), Energy Blast, Enhanced Senses 10 (CommLink, Infravision, Microwave Detection), Flight 6 (or Energy Blast 8), Life Support 15 (Limit: Only one hour of air), Shoulder Plates +2 (Limit: Only when ramming)

## CRIMSON DYNAMO (DIMITRI BUKHARIN)

#### HISTORY

The Crimson Dynamo armor has been worn by several people (some more effective than others) under the auspices of the Soviet government. Bukharin was a member of the former Soviet Super-Soldiers until they discovered he was a spy for the

KGB and

CALLING: Soldier

**HINDRANCE:** Triggered-Powerless (if armor is stolen or disabled)

**PERSONALITY:** Dimitri was a smart, ruthless, cunning KGB spy even without the Crimson Dynamo armor. With it, he can also add "violently lethal" to the list. He is thoroughly loyal to the Communist party, even though the USSR disintegrated some time ago.

removed him from the group. Nearly everyone who has ever worn the armor has tangled with Iron Man, and often some of Iron Man's friends. Considering the varied history of the armor, the next time the Avengers encounter it, someone entirely different could be inside. possibly with surprising new upgrades.

### **10B** Strength Intellect **3X**

2 Edge \* Hand Size 4(25)

**4C** Agility Willpower **4X** 

## CROSSBONES (BROCK RUMLOW)

SKILLS

Brawling, Knives, Wrestling; Archery, Marksmanship

#### EQUIPMENT

Crossbow Pistol +2 Pistol +4 Throwing Knives +2 Wristblades +2

#### CALLING: Soldier

**PERSONALITY:** Crossbones is a menace, plain and simple. He has no honor and no compunction about killing or causing pain, epecially on the orders of his boss and personal idol, the Red Skull. In fact, Brock enjoys it.

#### HISTORY

Crossbones is the man he is today because of the Red Skull. In his previous identity of Frag, Rumlow had been hired to break into Arnim Zola's castle and was caught in the act. Frag wanted no words; instead he challenged the Red Skull to a fight. Intrigued, the Red Skull fought and defeated him.

Impressed with Frag's ferocity, the Red Skull offered to make Brock his bodyguard instead of killing him. Rumlow, who had always idolized the Skull, accepted and began intense training for the job. The Skull renamed Frag "Crossbones" and quickly set him against Captain America. Rumlow tangled with Cap on a number of occasions—sometimes leading him into deathtraps, sometimes just engaging in pure assault. Crossbones turned out to have a history with Cap's then-beau Diamondback, having killed her brother when they were both teenagers. He remains at large, but will no doubt reappear at an inauspicious time. And wherever Crossbones goes, the Red Skull can't be far behind.

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### 14D Strength Intellect 4D

2 Edge \* Hand Size 4(25)

**3D** Agility Willpower **3X** 

### D-MAN (DENNIS DUNPHY)

**SKILL5** Wrestling; Driving; Finance

#### POWERS

Resistance +4 to Cold and Fire Resistance +8 to Kinetics

CALLING: Idealist HINDRANCES: Slightly Phobic of Heights, Physically Disabled— Weak heart (If D-Man attempts a superhuman or better Strength action, draw a card. He must rest for that number of exchanges or suffer a major heart attack requiring emergency hospitalization.)

**PERSONALITY:** D-Man wants to be a good guy and use his resources to help people. Whether that means using his strength to fight super-villains or spending his money to feed the hungry, he does it. Currently he is the protector of an underground community called Zerotown, and he takes his responsibilities there very seriously.

#### HISTORY

Dennis Dunphy was one of the many humans given super strength for the Unlimited Class Wrestling Federation. He took the name "Demolition Dunphy" for the ring and made a tidy sum from the wrestling biz. He then helped Captain America bring down Power Brokers, Inc., the criminal operation that supplied many UCWF wrestlers. When the defrocked Steve Rogers traveled the country as the Captain, Dennis changed his name to D-Man and went with him, along with Nomad and the Falcon. Dunphy funded the odd collection of heroes during the road trip and set up Cap's help hotline. History almost repeated itself for this partner of Captain America later, as Dennis flew a quinjet into an ULTIMATUM bunker

ULIIMATUM bunker holding a dangerous machinedestroying ray. A bomb had been placed on the quinjet, and Dennis

appeared to die in an aerial explosion, just like Bucky.

But unlike Cap's former sidekick, Dennis lived. He suffered mild brain damage though, and thereafter tended to wander. Residents of an underground cavern called Zerotown took him to their sewer home, and he has stayed on as their protector ever since.
24X Strength Intellect OX\*

O\* Edge \* Hand Size O\*(10)

8X Agility Willpower 1X\*

# DESTROYER

\*The Destroyer's Intellect, Willpower, Edge, and Hand Size scores are equal to those of its wearer.

#### POWERS

#### Body Armor +8

Body Transformation 25 Energy Form (When donned, the Destroyer transforms the wearer into a being of pure energy.)

#### Energy Blast 15

Invulnerability to Aging, Death, and Disease "Killing Blast" 18

If this attack is not dodged, the target's defense is reduced to 0 for an aura duration. Resistance +14 to Energy and Magical Attacks

#### EQUIPMENT Odinsword +5

#### CALLING: Demolisher

**PERSONALITY:** The Destroyer is a man-sized construct devoted to destruction. When a person puts on the Destroyer, he or she is converted into a being of pure energy. It typically is dominated by whoever is currently inhabiting it, although it seems to have some form of rudimentary personality as well. Colonel Preston Case was the last known per-

son to wear the armor.

#### oppose them. He also transformed the legendary Ring of the Nibelung into the Destroyer's weapon, the Odinsword.

The Destroyer somehow came into the possession of Galactus, who used it as a Herald for a time. When the Fourth Host of the Celestials arrived on Earth, Odin drew the life forces of all Asgardians except Thor into himself, then entered the Destroyer and attacked. The Celestials easily defeated the construct, killing all the Asgardians. But victors ended up judging in humanity's favor, and Earth's other pantheons granted Thor the power to resurrect Odin and the Asgardians.

The Destroyer was somehow recreated, and Thor used it in battle against Hela. Although the artifact had been left in Hela's domain, it recently reappeared on Earth. Colonel Preston Case used it to defeat Thor in battle, triggering the Thunder God's return as Jake Olson.

Colonel Preston Case: Strength 4X, Agility 5X, Intellect 4X, Willpower 3X, Edge O, Health 10. Calling: Soldier.

#### HISTORY

A millennium ago, Odin, Zeus, and Vishnu bargained with the Celestials-aliens who had greatly influenced the development of humanity-to keep the dimensional passages between Earth and the homes of the various pantheons open. The gods agreed not to interfere with the Celestials for a millennium. However, Odin knew that they would eventually return to pass judgment on humanity, so he created the Destroyer, a powerful magical artifact designed to



### **6X** Strength Intellect **4X**

2 Edge \* Hand Size 4(25)

**8B** Agility Willpower **6X** 

#### SKILLS

Acrobatics, Flinging, Martial Arts

#### EQUIPMENT

#### Ten Throwing Diamonds 10

Corrosion, Explosive, Needle +4, Poison (Lethal and Sleep)

#### CALLING: Repentant

**PERSONALITY:** Rachel is quick and competent. She is unusually well-adjusted for a former supervillain. But even though she has left her criminal background behind, she doubts her worthines as a hero, and the old

instincts die hard. She has a thing for the Boy Scout-type, and Captain America is as scouty as they come.

# **DIAMONDBACK** (RACHEL LEIGHTON)

#### HISTORY

Rachel grew up in a tough neighborhood, where she was the girlfriend of Brock Rumlow (later Crossbones), who abused her and killed her brother. She graduated from one of the Taskmaster's crime academies and went to work for the Serpent Society as Diamondback.

Diamondback was a valuable member of the Serpent Society. When Viper attacked and defeated the group, Rachel thought outside the box and called in support from Captain America. After the crisis, Rachel hung around. She

worked with Cap for a while on several adventures while the two determined whether they could have a successful romantic relationship or not. The matter was never sufficiently resolved, as Rachel made a deal with Superia for a cure to save Captain America when he was dying. Cap wouldn't take it because of its criminal origins, so Rachel left.

> Instead of returning to crime, however, she joined with her Serpent Society friends, Black Mamba and Asp, to form a detective agency called Bad Girls, Incorporated. Presumably, it's still open for business.

2X Strength Intellect 8B

2 Edge \* Hand Size 4(25)

**3C** Agility Willpower **4C** 

# DOCTOR DEMONICUS (DOUGLAS BIRELY)

#### SKILLS

Gadgetry, Repair; Biochemistry, Genetics, Radiology; Finance, Politics

EQUIPMENT Body Armor +3

> CALLING: World Domination HINDRANCE: Monstrous PERSONALITY: Doctor Demonicus is an oldschool schemer who is arrogantly trying to take over the world. He has only contempt for those who do not

see his obvious superiority. Demonicus relies on his scientific genius and international business contacts to implement his plans, leaving the fisticuffs to his many genetic creations.

#### HISTORY

Against his employer's direct order, geneticist Douglas Birely subjected himself to a radiation experiment. Birely reasoned that since radiation had given superhuman powers to other people, it would probably work for him too. This flawed hypothesis only granted him a rare form of skin cancer.

Fired, disfigured, and disgraced, Birely was undaunted. He set sail for a radioactive meteor in the Aleutian Islands and, with corporate backing, set up a lab to study its effects. Soon, Doctor Demonicus began his world-conquering in earnest by creating huge mutated beasts to ravage cities and nations. Giant monstrosities sprouted from his laboratory to terrorize heavily populated cities. Unfortunately for Demonicus, various heroes appeared time and again to defeat his radioactive creations.

Eventually, Birely gave up on the giant monster route to world domination and focused on more political means. Raising an island out of the Pacific Ocean, he received recognition as ruler of the sovereign nation of Demonica. Suddenly, the U.N.-sanctioned Avengers could not touch him. His plans went haywire when it was discovered that he was being manipulated by a demon, Raksasa. Fortunately, the West Coast Avengers took him down with minimal damage.

### **14X** Strength Intellect **1X**

2 Edge \* Hand Size 4(25)

5X Agility Willpower 1X

#### POWERS

Cold Control 14

Limits: Breath blast only, must reload every two exchanges

Energy Blast 14 (Electrical Touch) Limit: Touch only

Energy Blast 12 (Fire; "Flamethrower Gauntlets") Energy Blast 12 (Radiation; "Gamma Ray Eyebeams") Invulnerability to Mental Control Resistance +8 to Cold, Fire, and Radiation Quills +4

Can be volleyed from knuckles

**CALLING:** Demolisher HINDRANCE: Monstrous PERSONALITY: Like a toaster.

#### HISTORY

Created by agents of the world dominationinclined HYDRA, the first Dreadnought was intended to bash its way into S.H.I.E.L.D. HQ and

# DREADNOUGHT

kill Nick Fury. Fortunately, Fury overcame the mechanical monstrosity. Later, the Maggia criminal cartel, under the direction of Madame Masque, stole the design from HYDRA. The Dreadnoughts made by the Maggia had some modifications for use in the organization's criminal activities. Since then, several other criminal groups have gotten their own copies of the Dreadnought plan and created their own modified versions.

Dreadnoughts are every bit the big, dumb robots you'd expect. They're good for softening up heroes, covering a villain's escape, or killing a hated foe anonymously. They aren't robots intended to do finesse work, but they make great jumping-off points for developing your own big, dumb robots. (That said, there are rumors of a new generation of Dreadnoughts that seem more intelligent.)



### **3X** Strength Intellect **9A**

2 Edge \* Hand Size 4(25)

**3X** Agility Willpower **3X** 

EGGHEAD (ELIHAS STARR)

#### SKILLS

Scientific Genius (Biology, Bionics, Electronics, Mechanics, Physics, Robotics)

#### EQUIPMENT

Complex Machines 12 (Insect Control Devices, Mind-Control Gear, Orbital Laser Platforms, Robots, and many others)

**CALLING:** Vengeance against Giant-Man **HINDRANCE:** Obsessive about destroying Henry Pym

**PERSONALITY:** Egghead devoted his life to science and the destruction of Henry Pym. A true mastermind, he preferred plotting to actual physical involvement in his schemes.

#### HISTORY

When caught smuggling nuclear reactor plans to Communists, Egghead was arrested and charged with treason. The Mob offered to spring him if he would take down Henry Pym, then known as the Ant-Man. Gladly seizing the opportunity, he developed an insect-control device to rival Ant-Man's. In a challenge for the insects' loyalty, Pym won out, but Egghead escaped.

Time and again Egghead threw himself and his machinations against Ant-Man, and time and again he was defeated. In an elaborate ruse, Egghead forced Pym to steal adamantium resin from a military base and then fight the Avengers when they came to investigate. Poor Henry Pym was sent to federal prison for his crime. Not finished yet, Egghead formed the third Masters of Evil team and sent the group to kidnap Pym from the court where he was on

trial, thus making it appear that

Henry was working with criminals. The Masters brought Pym back to Egghead's lab, where the villain put him to work on a process to slow aging. Pym emerged from that briar patch with a force field and weapons system that enabled him to defeat the entire group of villains singlehandedly just before the Avengers arrived. At the last moment, Egghead drew a gun on Pym, but Hawkeye put an arrow down the barrel. The gun

exploded, apparently killing the obsessed genius. But given that he is a true master of evil, Egghead could return from the grave at any moment.

### 8X Strength Intellect 2X

#### O Edge \* Hand Size 2(10)

### 5X Agility Willpower 2X

# ELEMENTS OF DOOM

#### POWERS

Body Armor +4 Elongation 5 Plasticity 5 Individual powers (see below)

#### CALLING: Demolisher

HINDRANCES: Some Elements have hindrances based on their properties. Sodium, for example, is Susceptible to water and will explode when he comes into contact with It.

**PERSONALITY:** One-dimensional at best. The robotic Elements of Doom aren't terribly bright or creative. Each usually relies on whatever shtick its individual composition allows. They're capable of coordination in large or small groups, so whatever your chemistry book tells you they can do in combination, they've already thought of. And of course, any group that attacks 109 strong is capable of some pretty amazing pileons if the heroes aren't careful.

#### HISTORY

There are 109 Elements of Doom, one made from each element in the periodic table. (If you're a

chemistry buff, you're probably wondering where adamantium fits into the periodic table of 109 elements. Well, we are too.)

The Elements were created by Russian scientist Vasily Khandrovitch, who turned against them when they proved too powerful for him to control. In their battles with the Avenaers, the New Warriors, and the Thunderbolts, the Elements have distinguished themselves for being ruthless and easily beaten—at least one at a time. In their last attack on New York, they took over (among other sites) Central Park, where the Thunderbolts invaded their citadel. In the fight, Iron

snapped Techno's neck and killed his body.

Not all of the Elements of Doom have been seen, at least not enough to gauge their powers. Each has a unique power based on the properties of his base element. In combination (Sodium meets a united Hydrogen and Oxygen, for example), they can be deadly. Some of their known powers are:

Arsenic, Chlorine, Nobelium, Thallium: Poison 9
Bromine: Corrosion 15 (contingent Poison 8)
Carbon: Body Armor +10, Claws +5 (diamond), no Elongation or Plasticity
Copper: Electrical Control 8 (Limit: Non-generative), Elongation 10
Californium, Neptunium, Plutonium, Radium, Uranium: Radiation Control 8 to 18
Gold, Silver: Elongation 15
Hafnium: Energy Blast 12 (Electrical)
Helium: Poison 9 (Sleep Gas), Nullification 16 (Limit: Vocal powers only)
Iron: Strength 18X, Body Armor +8
Magnesium: Energy Blast 12 (Fire)



### **14D** Strength Intellect **6B**

2 Edge \* Hand Size 4(25)

7X Agility Willpower 11D

# ENCHANTRESS (AMORA)

#### SKILLS

Knives; Dimensional Geography, Lore (Asgardian), Occult; Manipulation

#### POWERS

Emotion Control 18 Limit: Can only cause males to fall in love with her Energy Blast 16 Magic 11 Can duplicate any Intellect- or Willpower-based power Paralysis 16 Limit: Touch only Resistance +8 to Aging and Disease Teleportation 20 Gateway (between Asgard and Earth)

#### CALLING: Thrill-seeker

**HINDRANCES:** Lightweight, Phobic of being alone **PERSONALITY:** The Enchantress is a scheming, hedonistic opportunist who puts her own safety, comfort, and happiness ahead of everything else. She lives for the attention of males and will go out of her way to seduce a man who has struck her fancy. Despite being an extremely capable sorceress, she has an almost pathological fear of being in physical danger, so she will always seek to have a powerful male nearby to protect her.

#### HISTORY

While still an adolescent, Amora ran away to the land of the Norns and apprenticed herself to Karnilla, a powerful sorceress in the Asgardian dimension. There, she studied all forms of Asgardian magic until Karnilla expelled her for being too undisciplined.

Amora started her self-serving manipulation of men at that time, and Odin eventually banished her from Asgard for her crimes. Feeling she needed protection from the dangers of the Nine Worlds, she seduced the powerful Skurge the Executioner, and he became her valiant and tireless defender. In recent centuries, Amora has come into conflict with Thor,

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the Avengers, and even Dr. Strange. In such situations, she usually extricates herself from the dangers and leaves erstwhile allies to take the brunt of the heroes' righteous wrath.

When the fire giant Surtur attacked Asgard, Amora revealed a heroic side that no one had thought existed, standing with the gods in defense of the Nine Worlds. The Executioner tired of her manipulative ways shortly after this, joined Thor in battle against Hela, and was slain in the process. Amora's fear of danger grew to phobic proportions, until Thor took pity on her and became her guardian. The two grew close without need of Amora's magical charms.

Then frost giants captured Amora amid the chaos of the psychic menace Onslaught. She eventually used her magic to escape and returned to Earth. Discovering Thor was missing, she sought the company of other Asgardians. Her spell transported her to the nearest of her kind, placing her among gods who had been turned into mortals by Odin's magic. Almost despite herself, Amora subsequently took part in the dangerous efforts of the gods to reclaim their status and defeat the machinations of Set.

### ROLEPLAYING ROMANCE

The Enchantress has the power to bring romance into your games when you're least expecting it. That can be a problem, as romance is one of the trickiest parts of playing or Narrating a roleplaying game. Yet it is undeniably a part of every Marvel comic at one time or another.

The first thing to understand about adding romance to your MARVEL game is that you don't have to. We're playing super hero comics here, not Millie the Model. Nobody wants to read pages of super-dating, and there's no good reason to play it either. Fighting and talking and chases and problem-solving and world-saving make for years of fun roleplaying.

But since it's so integral to the Marvel Universe, you may want to give love a shot. Once you've made sure you can trust the people you're playing with not to email your dialogue to all your friends for a lark, uncork the romance. Love makes people do wacky things; after all, one guy built the Taj Mahal for love. And on Marvel Earth, things get really wacky.

A good place to start is with a mental image of the object of your hero's affection. If you're playing Giant-Man and your pal "Hairy Bob" is playing the Wasp, you may have trouble getting into the scene. So think of Jan Van Dyne, not Bob. In fact, you may not even want to look at Bob while you're trying this.

One thing that really helps is to plan ahead. If MACH-1's getting a gift for Songbird, remember that Abe's a technical kind of guy; maybe he'd build a music box for her. And think about what kind of dinner plans Tigra might make. Probably something with a lot of meat, right? She might make reservations at a Chinese ecafood house where the chef kills, chops, and cooks the eel right in front of you, even if her date's stomach can't handle it. Plan out how you might want a romantic encounter to go—that way you'll be really steamed when Titania and Absorbing Man make it an unexpected double date!

One idea familiar to many roleplayers is "bluebooking." Everyone gets a notebook and writes down what his or her hero says and does, then passes it to the player of that hero's love interest. This takes away the pressure to say your sweet nothings to Hairy Bob with a straight face. The internet is good for this, though that's a between-game activity unless you've got a roomful of laptops.

And remember, you can always play romance for laughs. After all, when Giant-Man and Wasp start snuggling, chances are that somewhere someone is giggling.

### **6X** Strength Intellect **5C**

2 Edge \* Hand Size 4(25)

**8B** Agility Willpower **6D** 

# FALCON (SAM WILSON)

#### SKILLS

Acrobatics, Aerial Combat, Martial Arts; Law, Sociology; Animal Handling (<u>Birds</u>)

#### POWERS

Animal Control 8 (Birds) Animal Control 12 (Redwing)

#### EQUIPMENT Wings 8

**CALLING:** Exemplar **PERSONALITY:** Sam Wilson gives of himself every day to the poor residents of Harlem. He stays in contact with the larger super hero community, but has dedicated his life to helping the people in his neighborhood.

#### HISTORY

Sam, the son of a dedicated minister, grew up in Harlem. His father died trying to stop a street fight, and Sam wanted to follow in his father's selfless footsteps. When his mother was killed two years later by a mugger, Sam gave up and became a racketeer called "Snap."

A mutant whose power was a special rapport with birds, Snap picked up a hunting falcon while on a mob assignment in Rio de Janeiro. On his return, Snap's plane crashed in the Caribbean, where the Red Skull was hiding out. The Skull used the Cosmic Cube to turn Sam back into his former, concerned self in a plot to lure in Captain America, who was currently trapped on that same island. Captain America found and trained Sam, and together they defeated the Skull's allies on the island. As a result, Sam adopted the super hero identity of Falcon. Sam returned to Harlem and became a selfless volunteer once again. He was a rooftop vigilante with his falcon partner, Redwing, until Black Panther, king of Wakanda, designed a set of powered glider wings that enabled Sam to fly. Although the "Snap" identity lay dormant, Sam came to terms with his past when he ran for Congress.

The Falcon has been a reluctant Avengers member before, but his heart stays in Harlem, where he continues to fight crime and be a positive community influence.

> Redwing: Strength 1X, Agility 12X, Intellect 1X, Willpower 3X, Edge O, Health 10. Claws +1, Enhanced Senses 3 (Vision), Flight 8. Calling: Soldier.

### 20X Strength Intellect 3X

3 Edge \* Hand Size 5(30)

**8X** Agility Willpower **12X** 

#### POWERS

Additional Limb 10 (Tail) Claws +2 Corrosion 14 Acid Cloud (affects everyone within striking distance), Corrosive Missile Invulnerability to weapons under +5 Mind Control 16 Limit: Must make eye contact Resistance +17 to Everything Telepathy 16 Lie Detection Wings 4

#### CALLING: Demolisher

**HINDRANCES:** Monstrous, Susceptible to inhaling or tasting certain rare poisonous herbs (These cannot kill him—probably nothing can—but will put him back to sleep.)

**PERSONALITY:** Fin Fang Foom solves his problems directly and violently. This translates to a swath of destruction for which he feels no responsibility. He will be unhappy when awakened and probably seek to kill his alarm clock, unless he or she talks very fast. Be warned: Fin Fang Foom is an alien; his thoughts and wants are unlike things a human easily understands.

#### HISTORY

Fin Fang Foom was a member of a mysterious race known as the Kakaranatharan, who hailed from the distant Maklu solar system. He was part of an invasion force that came to Earth many centuries ago. Although other members of his race assumed human form and dwelled undetected among humanity, Fin Fang Foom remained in his natural, dragonlike shape and entered a state of hybernation in China's Valley of Spirits.

He remained there undisturbed for centuries, until a young man named Chan Luichow awakened him during the Chinese Revolution. Afterward, Chan used magical herbs to return the alien to his hybernation, but the Mandarin awakened Fin Fang Foom decades later for use against the Chinese government.

# FIN FANG FOOM

Fin Fang Foom alternated between being a friend and an enemy of Earth—beating back an invasion of aliens from Stonus V, but later allying himself with cultists bent on world destruction —until his true nature was revealed during his alliance with the Mandarin. After helping the super-villain conquer one-third of China, Fin Fang Foom contacted his fellow Kakaranatharans and their true plan for the planet Earth was revealed. It was only through the temporary union of the normally dedicated enemies Iron Man and the Mandarin that Fin Fang Foom and the other invaders met their defeat.

Although Fin Fang Foom was apparently destroyed in the battle, too little is known about his alien physiology for his death to be considered a given.

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### **9X** Strength Intellect **2X**

**1** Edge **\*** Hand Size **3(17)** 

**3X** Agility Willpower **3X** 

# FIREBRAND (RICHARD DENNISON)

#### POWERS

#### **Body Transformation 18**

Energy Form Limits: Permanent, must be channeled through harness

#### POWERS

Harness 18 Allows channeling of power

#### CALLING: Idealist

**HINDRANCES:** Triggered-Powerless and Fatally Vulnerable to losing the harness (If Dennison reaches O Health or no cards without his harness, he discorporates.)



**PERSONALITY:** Dennison has not been terribly sane since his transformation to a plasma being. He still has socialist ideals, but cannot discuss them rationally. He rants and answers opposing viewpoints with searing plasma blasts. He seems to view his state of being as a vindication of sorts, claiming it is "my time now."

#### HISTORY

Rick Dennison was a member of an eco-terrorist group known as Terra Tactics. The group staged a sabotage mission on an alternative energy project, placing powerful explosive charges within the building. In the saboteurs' escape, Rick was shot by a guard and left behind.

The explosion blew Rick through a tank full of an experimental super-charged plasma. When rescuers found him, he was glowing—his body seemingly made of melting metal. Before doctors could help him much, his entire containment tank was stolen by another terrorist team called the Flaming Sword. Though he was mentally unstable, the group renamed him Firebrand and used him as its chief operative in Europe and the Middle East.

When the Flaming Sword attacked the island of Isla Suerte, Firebrand triggered the dormant volcano there while Sword operatives looted the local casino. Since Tony Stark happened to be on the isle at the time, Iron Man quickly appeared to save the inhabitants. The armored Avenger then overrode Firebrand's protective harness and used his plasma blasts to create an underwater volcanic vent, saving the island from total annihilation. The ensuing lava blast knocked Iron Man and Firebrand out of the tunnel separately.

Firebrand's current whereabouts are unknown, although it's likely he has gone back to the Flaming Sword and is continuing to serve as that organization's cover for criminal activity.

### **3X** Strength Intellect **4D**

2 Edge \* Hand Size 4(25)

**5D** Agility Willpower **6X** 

#### **SKILL5** Aerial Combat; Energy Control

#### **POWERS**

Radiation Control 14 (Microwaves) Flight, Heat Control, Microwave Shield (Sphere) Limit: Angelica must make a *desperate Willpower* action to use this power at an intensity greater than 6.

CALLING: Responsibility of Power PERSONALITY: Angelica is a bright, sincere young woman who wants to make a difference. She is a bit afraid to cut loose with her powers at full intensity because she fears the radiation will hurt her; and despite assassin training, she has gone out of her way to avoid killing opponents. She enjoyed working with the New Warriors, but loves her boyfriend, Vance Astrovik (Justice), and wants to follow him in his dream of being an Avenger.

#### HISTORY

Like those of any good mutant, Angelica's powers manifested amidst an emotional crisis during her adolescence. Her father, raising her alone, was frightened and bigoted toward mutants. So when Emma Frost showed up at the Jones residence offering free private schooling for Angelica, it seemed like the best thing for everyone.

Frost, also known as the White Queen, trained Angelica to be an assassin alongside the Hellions at her Massachusetts Academy. Though she learned to control her powers, Firestar did not want to become a

# FIRESTAR (ANGELICA JONES)

trained killer or a mutant warrior. Instead, after being mind-controlled into attacking the X-Men, she left to be on her own.

With so many negative experiences surrounding her powers, she became timid in using them. However, Night Thrasher eventually persuaded her to join the New Warriors, where she came out of her shell and proved to be an outstanding hero, even helping to stop Carnage in his ultra-violent rampage across New York City. In the New Warriors she met Vance Astrovik (then Marvel Boy, now known as Justice), and the two fell in love. They were both transported to Morgan Le Fav's alternate realm with the rest of the Avenaers, and upon their return, it was Justice and Firestar who captured Whirlwind while the rest of the Avengers were deciding who would stay on the team. Based on this and Hawkeve's sponsorship, Firestar was made a reserve Avenger, and she has since gone on active duty. Angelica is a reluctant Avenger due to her fear of using her powers, but she stays with the team because it was Vance's dream.

### 7D Strength Intellect 6D

1 Edge \* Hand Size 3(17)

**4C** Agility Willpower **3D** 

# FLAG-SMASHER

#### SKILLS

Clubs; Marksmanship, Martial Arts; Linguistics; Politics

#### EQUIPMENT

Body Armor +2 Flamethrower +4 Lenses 8 Protected Senses (Vision) Spiked Mace +4 Tear Gas Gun +2

#### CALLING: Idealist

HINDRANCE: Obsessive (destruction of nationalism) PERSONALITY: Some would call Flag-Smasher committed; others would call him fanatical. Either way, his overriding goal is to destroy all physical symbols of individual nations. so that people may begin to understand the necessity of a united world. When Flag-Smasher is around. no monument or national emblem

#### HISTORY

is safe.

The man who would become the Flag-Smasher followed his Swiss diplomat father around the world, watching him try to forge unity through diplomatic means. In his travels, he picked up half a dozen different languages, plus a black belt in karate. Flag-Smasher was set to enter college and follow in his father's footsteps.

All of that changed when his father was killed in a riot outside the Latvian embassy. Then Flag-Smasher saw that his father's peaceful, passive means of bringing about world unity had been unsuccessful. In a world that only understood violence, he would be a violent agent of change to show humanity its fractured folly.

Adopting the guise of Flag-Smasher, he set out to destroy symbols of nationalism, to show people how foolish and fragile they were to hang separately. His tirade culminated in a clash with Captain America, when he took an auditorium full of people hostage right where Cap was lecturing.

> Captain America defeated Flag-Smasher, who was deported back to his homeland (Switzerland). But Flag-Smasher has appeared again repeatedly. He was mind-controlled and used as a pawn in one of the Purple Man's schemes, and he was apparently killed in the ensuing scuffle. However, only the greenest of heroes believes he won't turn up again.

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### **3X** Strength Intellect **9A**

2 Edge \* Hand Size 4(25)

**5X** Agility Willpower **5X** 

#### SKILLS

Scientific Genius (Biochemistry, Biology [including <u>Ant Entomology</u>], Bionics, Chemistry, Computers, Electronics, Genetics, Mechanics, Physics [including <u>Subatomic Physics</u>], Robotics, Super-Physiology)

#### POWERS

#### Size Alteration 12

15X Strength at maximum height, 17X Agility at minimum height Crossing the Pym Barrier, Imbue Size Alteration, Power Growth

#### EQUIPMENT

Various miniaturized tools and weapons

**CALLING:** Explorer **HINDRANCE:** Guilt-Ridden over creating Ultron (O Intellect to make sentient robots)

**PERSONALITY:** Although a founding member of the Avengers, Hank Pym usually prefers scientific research to the super heroic life. He can be analytical and withdrawn, and he is often embarrassed by Janet Van Dyne's teasing and public affection. He has had serious mental breakdowns before, but is currently healthy and a positive influence overall.

#### HISTORY

After his young wife Maria was killed, biochemist Hank Pym swore to use his scientific genius to help mankind. He discovered subatomic "Pym Particles," which enabled objects and people to change size. Hank became a crimefighter under the name of Ant-Man. His thengirlfriend, Janet Van Dyne, joined him as the

# GIANT-MAN (DR. HENRY \*HANK\* PYM)

Wasp. Together they helped found the Avengers and remained members for a considerable time. Hank later expanded the use of the Pym Particles to become Giant-Man and later Goliath, feeling that a giant super hero was more effective than a tiny one.

Still, he was always ambivalent about crimefiahting, preferring the world of laboratory

> research. At one point, a lab accident released gases that caused Hank to adopt the villainous identity of Yellowjacket. Once shocked back to sanity, Hank returned to crimefighting and married Jan. Later failures and his own high standards brought on another breakdown; this time, the Avengers kicked him out and Janet divorced him. Eventually, Hank came to terms with his problems and made a new life for himself as a scientist and advisor to the Avengers. He reclaimed the mantle of Giant-Man and rekindled a romance with his

ex-wife. Of all Hank's scientific inventions, his greatest achievement was also his greatest failure: the murderous robot Ultron,

> whose selfawareness led to a hatred of his creator and all of humanity.

5X Strength Intellect 6D

**2** Edge **\*** Hand Size **4(25)** 

**4X** Agility Willpower **3X** 

# GRAVITON (FRANKLIN \*FRANK\* HALL)

SKILLS Physics

#### POWERS

Gravity Control 20 Can do four effects at once, or up to six with a challenging Intellect action Flight, Gravity Field, Stun Blast, Telekinesis

## **CALLING:** World Domination **HINDRANCE:** Overconfident

**PERSONALITY:** Graviton thinks of himself as a master of one of the "fundamental forces." He has immense power at his command and a good deal of ambition, but he typically thinks too small to use his power's full potential. He usually drags himself down by trying to attract women with his power, or splits his concentration by taking on too many opponents.

#### HISTORY

While working on a teleportation device, scientist Franklin Hall overloaded his equipment, causing an explosion. Somehow, the blast mixed Hall's molecules with "graviton" particles from a nearby particle accelerator, and he gained extensive control over gravity.

He decided to use his new power to find a woman. Eschewing dating services, Graviton instead hoisted a department store full of women above New York. This ill-considered plan failed to net him a date, due only partially to the fact that Thor blew him into deep space.

Thanks to a handy spatial anomaly, Graviton returned. This time, he embarked on a plan to control all criminal organizations in L.A. This brought him into conflict with the West Coast Avengers, who defeated him with guile. Repeated encounters with that hero group were similarly unsuccessful for Graviton, even when he pulled together his own super-villain team—the Fundamental Forces, consisting of himself, Halflife, Quantum, and Zzzax. In a later solo venture, he again suffered defeat, this time at the hands of the Thunderbolts.



### **3X** Strength Intellect **3X**

# GREAT LAKES AVENGERS/

1 Edge \* Hand Size 3(17)

**3D** Agility Willpower **3D** 

#### **SKILLS** Piloting; Performance (Modeling)

#### POWERS

Ability Boost 9 (Strength) Expansion (Unique Stunt: Expands her body to "Big Bertha" form) Energy Reflection 16 Limits: Kinetic only, reflection is at half intensity Leaping 15 Power Slam

#### CALLING: Adventurer

**PERSONALITY:** Big Bertha seems to enjoy being a hero, and she is willing to devote much of her considerable resources to it. Ashley Crawford was a fashion model of note before becoming Big Bertha.

## BIG BERTHA (ASHLEY CRAWFORD)

Originally known as the Great Lakes Avengers, these five super heroes recently rechristened themselves the "Lightning Rods." Initially they took the name to emulate the Thunderbolts, but later they swore to bring that renegade team to justice. Though most regarded the Great Lakes Avengers as something of a joke, the Avengers took the group seriously. Hawkeye and the late Mockingbird helped train them into the fighting force they are today.



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# GREAT LAKES AVENGERS/ LIGHTNING RODS

4X Strength Intellect 3X	4X Strength Intellect 3X
1 Edge * Hand Size 3(17)	1 Edge * Hand Size 3(17)
<b>7X</b> Agility Willpower <b>3X</b>	<b>4X</b> Agility Willpower <b>6X</b>
DINAH SOAR (DINAH)	DOORMAN (HOLLIS DEMARR)
<b>POWERS</b> Emotion Control 12 Limits: One emotion only (Calmness), works only on Mr. Immortal Nullification 13 Limit: One power type only (Sonics) Wings 12 Downdraft Limit: Preventative of any action with her hands	<b>POWERS</b> Darkforce Control 12 (Stunt only) Window (Placing his body against a surface, Doorman can act as a "door" from one side of the surface to the other. Those traveling through Doorman seem to pass through another dimension.) Limit: Doorman cannot pass himself through surfaces with his power. Flight 4
CALLING: Adventurer HINDRANCE: Mute PERSONALITY: Dinah is passive and quiet, but far	Limit: Levitation CALLING: Adventurer PEDSONALITY: Almost by necessity Doorman is a
from useless in a fight Whom in trouble shows	<b>FERSUNALUE:</b> AIMOST, by necessity Doorman is a

from useless in a fight. When in trouble, she uses a whistle to summon her teammates.

**PERSONALITY:** Almost by necessity Doorman is a team player. He often thinks ahead for potential cooperative efforts.

# GREAT LAKES AVENGERS/ LIGHTNING RODS

6X Strength Intellect 5X 1 Edge \* Hand Size 3(17) 6X Strength Intellect 3X 1 Edge \* Hand Size 3(17)

**4X** Agility Willpower **3X** 

8C Agility Willpower 2X

## FLAT MAN (DR. VENTURA)

#### POWERS

Elongation 10 Limit: Permanent Power (constantly flat) Plasticity 10

Limit: Permanent Power (constantly flat)

#### CALLING: Adventurer

**PERSONALITY:** As the deputy leader of the Lightning Rods, Flat Man is level-headed and calm. Dr. Ventura's Ph.D. discipline remains unknown. **SKILLS** Acrobatics, Martial Arts

#### POWERS

Immortality Mr. Immortal comes back to life fully healed on the first positive Narrator draw after being killed.

MR. IMMORTAL

(CRAIG)

#### CALLING: Adventurer

HINDRANCE: Frenzied (only right after he comes back to life)

**PERSONALITY:** The leader of the Lightning Rods, Mr. Immortal is a friendly guy, apparently from a Southern state. He casually puts himself in lifethreatening circumstances because after all, all he'll do is die, and dying's what he does best.

### **5D** Strength Intellect **6D**

2 Edge \* Hand Size 4(25)

**4D** Agility Willpower **4X** 

# GREY GARGOYLE (PAUL PIERRE DUVAL)

#### SKILLS

Wrestling; Acrobatics; Chemistry

#### POWERS

Body Transformation 14 Solid Form Limit: One form only (Rock) Life Support 15 Limit: Transformation-linked Transmutation 12 Limit: One change only (Petrification)

CALLING: Greed

**PERSONALITY:** Greedy but adventuresome, Paul Pierre Duval seems to enjoy the life of a super-villain. He has no problem with harming or threatening innocents; he mostly does whatever he thinks will net him the biggest gain.

#### HISTORY

As a chemist working in Paris, Duval accidentally spilled an unknown substanc

unknown substance on his right hand. To his shock, his hand took on a rock-like form! He soon found out that he could turn his entire body to rock just by touch. (He could turn other things to rock too, although they did not retain his mobility.) Being generally greedy, he decided to use this weird power to steal money.

This life of crime was so easy, it got boring. So, the Grey Gargoyle decided to go to America and steal the secret of immortality from Thor. This ploy naturally failed, but Grey Gargoyle stayed in America, the land of opportunity, and continued to commit crimes.

Not counting a brief trip into space, where he commanded a ship full of space pirates, Grey Gargoyle has been a continual thorn in various Avengers' sides. Duval is presently continuing his regular cycle of serving jail sentences and being released.

### **11D** Strength Intellect **4X**

2 Edge \* Hand Size 4(25)

**4X** Agility Willpower **6X** 

#### SKILLS

Swords (Scythes)

#### POWERS

Body Armor +2 Invulnerability to Cold, Disease, Heat, Poison, and Radiation Life Drain 12

#### EQUIPMENT

Battle Scythe +4 Dimensional Travel 14, Energy Blast 14, Flight 7 (Scythe Rotor), Illusion 14, Shield +4 (Scythe Rotor), Poison 14 (Sleep Gas), Stun Blast 14, Teleportation 14

CALLING: Vengeance (against the Avengers, especially Wonder Man and the Vision) HINDRANCES: Addicted to life energy (O Willpower if a day passes without life energy; he must make a desperate Willpower action to avoid collapsing back into death), Physically Disabled-Missing right forearm (replaced by Battle Scythe) PERSONALITY: Grim Reaper's driving obsession was avenging the death of his brother, Simon. He held

the Avengers responsible, and would not accept that he had not one, but two brothers in front of him as Wonder Man and Vision. Even in his return to unlife, he still is angry and destructive.

# GRIM REAPER (ERIC WILLIAMS)

#### HISTORY

Eric Williams was the criminal brother of Simon Williams (Wonder Man). When Simon died after a battle with the Masters of Evil, Eric held the Avengers responsible. He created the villainous

identity of the Grim Reaper and attacked the group multiple times, both alone and with allies. He tried to resurrect Simon, and even once attempted to convince the Vision to transfer his mind into Simon's corpse,

since the android had been created with Wonder Man's brain patterns.

The Grim Reaper finally hired a voodoo master to reanimate his brother's body. However, the process somehow interacted with Wonder Man's own ionic powers and returned Simon to life. At this point, Eric decided that the Vision and Wonder Man were mere mockeries of his brother and vowed to destroy them both. When finally forced to confront the truth, the Reaper committed suicide. Fric's lover. Nekra, later resurrected the Grim Reaper as a zombie, and he continued his criminal career, despite occasional

lapses back into death.

### 8X Strength Intellect 5D

2 Edge \* Hand Size 4(25)

**8A** Agility Willpower **7D** 

# HAWKEYE (CLINT BARTON)

#### SKILLS

Archery, Contingent Attack, Gadgetry (Arrows), Martial Arts; Circus Lore; Leadership

#### POWERS

Enhanced Senses 10 (Vision) Telescopic Sight

#### EQUIPMENT

**Bow and Arrows** 

Normal arrows are +2. Each of Hawkeye's special arrows has one power (at intensity 12, unless otherwise stated) from the following list: Adamantium\* (+5 damage, contingent Energy Blast [Electrical]), Blinding, Blunt (normal damage), Corrosion, Electrical (see Energy Blast), Explosive (see Energy Blast), Ensnarement (Adhesion, Net), Fire Control (Smokescreen; Limit: Heat only), Magnetic, Nullifier (Absorption), Poison (Tear Gas), Putty, Sonic (Sonic Blast, Sonic Vibration), Stun Blast, Vibranium\* (Absorption 15 [Kinetic Energy]), Wall-Crawling, Web-Slinging Hearing Aids 10 Enhanced Senses (Hearing)

\*Hawkeye won't use these arrows if he's unsure that he'll get them back.

CALLING: Adventurer HINDRANCE: Physically Disabled— Nearly deaf in both ears (compensated by hearing aids) **PERSONALITY:** Growing up in a circus, Hawkeye learned to be showy and flamboyant. He's always wanted to be a hero though, and he especially wants to lead, even though he sometimes doubts his ability. Even after all these years, Clint can still be hot-headed and abrasive, but he's a true heroone to whom even Captain America turns in time of need.

#### HISTORY

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Clint Barton grew up in a circus after his parents were killed. He became a trick shooter and master marksman under the tutelage of the Swordsman. He enjoyed performing in the circus and made a name for himself as a great archer.

Upon seeing Iron Man in action, Clint made a costume for himself and set out to battle crime as Hawkeye. In his first public appearance, he was mistaken for a thief, and for a time he committed crimes at the urging of the Russian spy, the Black Widow. Iron Man discovered Hawkeye's essential heroism, however, and sponsored him as a member of the Avengers. Among his fellow Avengers, Hawkeye counts the Scarlet Witch as one of his closest friends, since they joined the Avengers at the same time and under the same cloud of past wrongs.

> Hawkeye has served as a member of the Avengers in one capacity or another ever since; at one time, he led the West Coast Avengers. Although he has taken leaves of absence from the group (and even become Goliath on a couple of occasions), Clint always returns

to the life of to the life of Hawkeye. During one such leave, Hawkeye met and married fellow crimefighter Mockingbird. Unfortunately, Mockingbird was killed by the demon Raksasa.

Hawkeye now leads the Thunderbolts, another group of heroes laboring under the weight of past crimes.

### HAWKEYE'S ARROWS

Hawkeye is the undisputed master of archery. He has an arrow for every occasion; if he needs one not listed here, he can probably create it. Clint can fire up to three arrows at a time, although this requires a good bit of concentration (a *superhuman Willpower* action). He usually does this to show off or avoid wasting time on low-level mooks.

Hawkeye's arsenal is huge. He couldn't possibly carry one of each arrow, even though he carries many "collapsible" arrows in the notches of his belt and shoulder straps, in addition to those in his quiver. In the comics though, Hawkeye rarely says, "Darn, if only I had a putty arrow!" To simulate this, with the Narrator's permission, Hawkeye's player can choose at least 10 arrows (in a 20-arrow quiver) and leave ten or fewer slots "blank." Then, when Hawkeye needs something he doesn't have, the Narrator draws a card. If the card is of the Doom suit—well, Hawk ol' buddy, plan better next time. If it's anything else, he got what he wanted. Some of his "stunt" arrow-heads include:

#### Acid: corrodes ropes or bindings

Adamantium: can pierce just about anything (very rare)

**Blunt:** can knock guards out, or press buttons from across the room (also usable as a club) **Bola:** knocks a crook's feet out from under him or ties up the target

**Boomerang:** hooks around corners or strikes at weird angles (surprise bonus with your Narrator's permission), a perfect stunt for the bad guy who gloats, "Haw! You missed!" **Cable:** creates a bridging line (Hawkeye can then use the grip of his bow to slide down it.) **Electrical:** like a long-distance taser (Hawkeye

doesn't even have to come close to a person on metal surfaces.)

EMP (Electromagnetic Pulse): ruins electronics and shuts down power

Explosive: goes boom

Flame Retardant Foam: blinds opponents, or snuffs out fire-based villains

Flare: blinds a roomful of people and provides guick light where Hawkeye needs it

Flashlight: creates a beam of light (as Light Control 2) **Magnetic:** can ruin computers or stick onto metal things

**Net:** expands on impact into a giant net, useful for quickly subduing multiple goons

Nullifier: usually dampens energy or counteracts a specific effect

**Putty:** can gum up delicate machinery or stick to rough surfaces

**Rocket:** propels an arrow (or possibly another arrowhead) out of firing range into visual range **Sharp:** standard arrows useful for "stapling" crooks' clothes to a wall or cutting rope **Smoke:** lets Hawkeye make a guick getaway if

he's overpowered, or set up a trap where no one can see

**Sonic:** damages with sound (With his hearing aids turned down, Hawk can inflict intense pain with this baby.)

**Suction Cup:** sticks to smooth surfaces; goes well with a cable arrow

Tear Gas: clears a room real quick-like Thermal: melts soft metals; also catches paper or fabric on fire

**Vibranium:** dampens a target's energy when combined with a putty arrowhead

### **16C** Strength Intellect **4D**

2 Edge \* Hand Size 4(25)

**6D** Agility Willpower **6C** 

# HEIMDALL (DONALD VELEZ)

#### SKILLS

Shields, Swords; Archery; Mythology (Norse); Military, <u>Observation</u>

#### POWERS

Enhanced Senses 25 (Hearing, Smell, and Vision) Telescopic Vision (can see anything in line of sight) Resistance +8 to Aging and Disease

#### CALLING: Guardian (Asgard)

**PERSONALITY:** Heimdall is typically a selfsacrificing, extremely brave man—the heroic and dutiful ideal to which all Asgardians aspire. He was a somewhat meek man in his mortal guise, and the restoration of his divine nature was a shock to his mental stability.

#### HISTORY

Heimdall, the brother of Sif, was famous for his superhuman senses and heightened perception.

When he came of age, the All-Father Odin appointed him guardian of the Bifrost, the Rainbow Bridge that used to form the connection between Earth and Asgard.

For millennia, Heimdall remained at his post, leaving it only once to perform a mission of exceptional importance for his master Odin. After Bifrost was destroyed in a battle against Surtur and his fire demons, Heimdall continued to serve as Asgard's protector, standing guard at the gates to the city of the gods.

When Odin transformed all the Asgardians into mortals, Heimdall believed himself to be Donald Velez, a recording engineer. He joined his sister and other Asgardians in the search for their true heritage, then stood with the gods against Set when Odin restored their true natures.

Heimdall's current whereabouts are unknown.





### **15D** Strength Intellect **6A**

2 Edge \* Hand Size 4(25)

8X Agility Willpower 10A

# GODDESS OF DEATH

#### SKILLS

Swords; Dimensional Geography, Lore (Death), Mythology (Death), Occult; Intimidation, Leadership, Mental Control, Military

#### POWERS

Affliction 25 (Stunt only) Aging (ages a victim 100 years per successful attack) Animation 26 (Stunt only) Necromancy (Limit: cannot affect those who die honorably in battle) Claws +18 ("Hand of Glory") Flight 18 Illusion 30 **Prolonged Images** Invulnerability to Cold, Corrosion, Disease, Fire, Poison, and Radiation Limit: Niffleheim Only Life Drain 24 Limit: Touch only Magic 10 Can duplicate any Intellect- or Willpower-linked power Psi-Screen +18 **Regeneration 20** Raising the Dead (Limit: Gods only) Resistance +8 to Aging and Disease

**CALLING:** Vengeance (against the Asgardians who cast her out)

HINDRANCE: Triggered-Powerless (If Hela loses contact with her cowl and cape, she becomes a petrified corpse. She is restored to full power once those items are returned to her.)

**PERSONALITY:** Hela has been described as "evil," but in truth is beyond such judgments. She is patient like death, and her only allies are the death gods of other pantheons and Set, an interdimensional god bent on destroying reality. Although Hela's sphere of control doesn't extend to those who die heroically in battle, she has on occasion attempted to claim their spirits.

#### HISTORY

Hela is the daughter of Loki and the giantess Angrboda. Upon her birth, the Norns warned that she posed a great danger to the Asgardian

gods. Odin banished her to Hel and Niffleheim (the realms of the dishonorable dead), where she could rule undisputed. The All-Father reserved rulership of Valhalla, the home for those who die honorably in battle, for himself.

For ages, Hela has tried to bring more Asgardian spirits under her control. She especially longs to claim the spirits of Odin and Thor. Whenever Odin's attention wanders from Valhalla, Hela tries to claim rulership of it, but Odin has always forced her to retreat to her own domains.

Hela almost completed construction of a gigantic ship called Nalfgar, built from the fingernails of the dead. Her intent was to send an army of the dead against Asgard, but the vessel was fortunately destroyed.

Hela once cursed Thor for perceived slights, preventing his wounds from healing but also preventing him from dying. Thor entered her realm wearing the Destroyer, and her fear of the artifact caused her to lift the curse. He then left it in her realm as a reminder of her defeat. She continues to seek Thor's soul, as she did when the Destroyer had apparently killed him.

Hela escaped being transformed into a mortal like the other gods. Now, as always, she rules her kingdom and plots the downfall of Asgard.



**3X** Strength Intellect **6X** 

Edge \* Hand Size 3(17)

**3X** Agility Willpower **4C** 

# HENRY PETER GYRICH

#### **SKILLS** Manipulation, Politics

#### CALLING: Idealist

HINDRANCE: Hateful (of superhumans) PERSONALITY: Gyrich genuinely believes that superhumans are destructive threats to normal humans. He cruelly pushes to have superhumans—particularly mutants—restricted at every opportunity.



#### HISTORY

The first government liaison to the Avengers, Gyrich took away the group's priority status due to what he deemed lax security precautions. After the Avengers labored without special governmental protections for a while (no access to government computers, no airspace dispensations for quinjets), Gyrich laid out his requirements for their reinstatement, including a team limit of seven members and enforced affirmative action. Gyrich remained an irritant to the Avengers until he requested and received a transfer to Project Wideawake, a governmental commission formed to deal with "the mutant problem."

Gyrich was replaced by Duane Jerome Freeman, whose attitude was a 180-degree turn from that of Gyrich. Duane is pleasant, and he sees it as his mission to help the Avengers do their work better. He is even a bit of a fan of Earth's Mightiest Heroes, although he doesn't let his admiration impact his professionalism. Sincere and hardworking, Duane prefers to be called by his first name, even while on the job.

**Duane Jerome Freeman:** Strength 3X, Agility 3X, Intellect 4X, Willpower 3D, Edge 0, Health 10. Politics. Calling: Soldier.

### **19B** Strength Intellect **4D**

3 Edge \* Hand Size 5(30)

**6X** Agility Willpower **6X** 

# (HERAKLES, LION OF OLYMPUS)

SKILL5 Brawling, Clubs, Wrestling; Lore (Ancient Greek)

#### POWERS

Immortality Limit: Can be removed by Zeus Invulnerability to Disease Regeneration 5

#### EQUIPMENT Golden Mace +2

Golden Mace +2

CALLING: Adventurer PERSONALITY: The Lion of Olympus is a party guy who loves drink, women, and food. He hangs out on Earth because it's more fun than Olympus. While Herc isn't irresponsible or foolish, he kicks back a lot more than most of the heroes he keeps company with. He speaks with the same pseudo-Shakespearean language that Thor uses, with a sprinkling of Olympian references instead of Asgardian ones. He longs to aive others the "gift" of battle, which usually results in the bequeathed suffering unconsciousness.

#### HISTORY

If you know mythology, you know the background of Hercules. Father: Zeus, king of the Greek gods. Mother: Alcmena, mortal woman. Home: Mount Olympus, hangout of the immortal set.

After the 12 labors, after the ascent to godhood, Hercules got tired of Mount Olympus. So he decided to come down off the mountain and see where the action was. He brought his mace (forged by Hephaestus) with him and discovered modern America. It was everything he'd ever hoped for.

<sup>'</sup>For meddling in mortal affairs, Zeus banished Hercules to Earth for a year, preventing the Prince of Power from returning to Olympus. To

Zeus's consternation, Herc had such a good time that he stayed much longer. During his initial banishment, he served with the Avengers. Later he joined the Defenders, and for a while he was a charter member of the

Champions. Hercules has hit low points: stripped of his powers, wandering as a homeless bum, near death after the Masters of Evil attackbut he always springs back, a ready ally of the Avengers whenever they need him.

4X(16X) Strength Intellect 10A

3 Edge \* Hand Size 5(30)

**6B** Agility Willpower **6D** 

# IRON MAN (ANTHONY \*TONY\* STARK)

#### SKILLS

Aerial Combat, Gadgetry, Repair; Bionics, Computers, Electronics, <u>Weapon Systems</u>; Finance

#### EQUIPMENT

Powered Armor 16 (Iron Man Armor Mark VIII) Ability Boost (Strength), Absorption (Energy), Anti-Theft, Blinding, Body Armor, CommLink, CPU, EMP Protection, Energy Blast (Momentum Repulsors, Uni-Beam [Heat, Laser, Plasma]), Flight, Force Field, Invisibility to Radar and Sonar, Iron Man Image Generation, Lights, Life Support (Limit: Only one hour), Magnetic Control, Protected Senses, Resistance (to Corrosion, Cold, Electricity, Fire, and Radiation), Sensors, Sonic Control, Tractor Beam

#### CALLING: Responsibility of Power

**HINDRANCES:** Addicted to alcohol (O Willpower after one day without

alcohol, currently inactive since Tony is in remission), Triggered-Powerless (O

#### intensity without armor) **PERSONALITY:** Tony Stark is a busineseman. He knows how to make bold, decisive moves when necessary, and he isn't afraid to step on toes to get what he's after. At the same time, he gives lavishly to charity and always helps unfortunate people he encounters, either with employment or with the assistance of his "bodyguard." As Iron Man, Tony takes on an even hard-

er edge; he is forcefully protective of Stark personnel and property. His teammates gave him a nickname—"Shellhead."

#### HISTORY

Tony Stark demonstrated a talent for invention and mechanics at a very young age. When he inherited his father's company, he turned it into a multimillion-dollar industrial complex specializing in weapons contracts with the Pentagon.

On a trip to the Far East to inspect an overseas weapons factory, Tony was mortally injured by shrapnel, which lodged near his heart. The Communists captured him and ordered the dying man to create weapons, but with the help of physicist Ho Yinsen, Tony instead built an iron suit that saved his life and freed him from captivity. The Iron Man armor has changed and improved constantly over the years; listed on this page are some of its more permanent features.

Having tasted adventure, Tony invented the fiction that Iron Man was Tony Stark's body-

guard, and he was thus likely to show up whenever his "boss" was endangered. He also helped found the Avengers, even donating his mansion to serve as the team's HQ. Tony has battled

several personal problems, including crippling alcohol addiction, but seems once again at the peak of his physical and mental health.

During Tony's long absence after the Onslaught debacle, a rival corporation took over Stark Industries, which is now called Stark-Fujikawa Industries. Rather than launch a tangled legal battle, Tony formed Stark

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### ALTERNATE IRON MAN ARMORS

Tony frequently tinkers with his Iron Man armor configuration, regularly incorporating upgrades, fixing bugs, eliminating weaknesses, or just updating the look. Sometimes, he even develops specialized armors for specific purposes, such as underwater or space expeditions. Below are some of the more unusual configurations of the Iron Man armor created over the years. Tony could pull any of these out of mothballs, or they could help generate new upgrade ideas for players and Narrators.

#### **Internal Armor 10**

Strength 10X. Ability Boost (Strength), CommLink, Energy Blast (Momentum Repulsors, Electrical, Uni-Beam [Laser, Lights]), Firing Weapon (Mini-Torpedoes; Limit: Two shots), Flight 8, Lightning Speed (Swimming), Resistance (to Cold, Corrosion, Electricity, Fire, Pressure, and Radiation), Sonar. This suit nests inside Iron Man's Undersea Armor and serves as an emergency ejection system should he become trapped. If he activates it, the outer shell explodes (Energy Blast 19). Also included is a storage "backpack" that can hold a few cubic feet of material.

#### Space Armor (Mark III) 15

Strength 15X. Ability Boost (Strength), Body Armor, CommLink, Energy Blast 16 (Repulsors), Energy Reflection, Enhanced Senses (Heat Detection, Infravision), Flight 6, Grappling Hook, Invisibility to Radar, Life Support (for more than a month, though he needs sleep), Light Control, Radar Sense, Sonar.

#### Stealth Armor (Mark III-B) 14

Strength 14X. Ability Boost (Strength and Agility), Energy Blast (Repulsors; Limit: 3 shots at full power), Enhanced Senses 12 (Heat Detection, Infravision), Flight 8, Invisibility (to Radar and Sonar; Limit: Provides camouflage against solid colors, but is visually detectable against multicolored backgrounds), Radar Sense, Sonar.

#### Undersea Armor (Mark VII) 15

Strength 15X. Ability Boost (Strength), Blinding (Blinding Blast, Ink Jets), Body Armor, CommLink, Energy Blast (Momentum Repulsors, Electrical, Uni-Beam [Laser, Lights]), Firing Weapon (Torpedoes; Limit: 2 shots), Life Support, Lightning Speed (Swimming), Resistance (to Cold, Corrosion, Electricity, Fire, Pressure, and Radiation), Sonar, Wall-Crawling 6.

### PLATO

In the past, Tony Stark has used an artificial intelligence named PLATO to help him in his secret laboratory. PLATO was able to anticipate Tony's needs and assist him in his more technical endeavors. It was destroyed some time ago, but Tony could probably rebuild it if he thought it might help. (Or maybe it uploaded a backup copy of itself somewhere and is very angry at Tony for leaving it out in the cold.)

PLATO: Photographic Memory. Ability Boost 6 (Intellect). PLATO is also as well versed at Weapon Systems design as Tony is.

Solutions, a consulting firm for those with problems and the cash to afford his expertise. He dedicates the profits from Stark Solutions to the Maria Stark Foundation, which funds the restoration of homes, among other humanitarian causes.

**3X** Strength Intellect **6X** 

2 Edge \* Hand Size 4(25)

**3X** Agility Willpower **6C** 

# JARVIS (EDWIN JARVIS)

#### **SKILLS** Leadership, Observation

**CALLING:** Guardian (Avengers and their mansion) **PERSONALITY:** Jarvis is the picture-perfect English butler—polite, proper, and diplomatic in any circumstance. He views it as his privilege to serve such a collection of noble personages as the Avengers. Jarvis often has a knack for knowing what to do or say to comfort a person.

#### HISTORY

Edwin Jarvis was the Stark family butler. When Tony Stark donated his mansion to the Avengers, Jarvis came along for the ride. In almost no time, he became accustomed to the bizarreness that seems a daily occurrence to Earth's Mightiest Heroes. For a time, when the Avengers' staff had expanded to include onsite engineers and operations personnel, Jarvis served as Chief of Staff.

One cannot associate with the aforementioned bizarreness and escape unharmed, though. At one point in his career, Jarvis's mother was ill, and he was desperate for money to cure her. A mysterious stranger called the Crimson Cowl offered him the money in exchange for the secrets of the Avengers Mansion. Rationalizing that the team would be able to handle the threat, Jarvis weakened and gave him the blueprints. The stranger turned out to be Ultron-5, who hypnotized Jarvis into revealing himself as the Crimson Cowl.

A second, more painful moment was when the fourth Masters of Evil shut themselves inside the Avengers Mansion and wrecked it. Jarvis was trapped there the during this reign of terror and beaten severely by the villain known as Mr. Hyde. Jarvis would not be kept down, however, and after a hospital recovery, he returned to buttle faithfully for the Avengers. He is still a mainstay at the mansion and will no doubt continue to be so for years to come.



#### Intellect 4D **13X** Strength

1 Edge \* Hand Size 3(17)

7X Agility Willpower 4X

JOCASTA

SKILLS Computers

#### POWERS

Body Armor +2 **Detection 10** Energy Detection, Mutant Detection Energy Blast 15 (Heat Eyebeams) Enhanced Senses 10 (Hearing and Vision) Invulnerability to Disease and Poison Resistance +11 to Cold, Fire, and Radiation

CALLING: Outcast



PERSONALITY: Jocasta's personality is much like the Wasp's, since her programming was based on Janet Van Dyne's personality and emotions. However, Jocasta felt like an outcast among the Avengers. She finally found love with Machine Man.

#### HISTORY

Ultron built Jocasta to be his mate. Since he was somewhat patterned on Henry Pym's personality, it made sense to him to pattern Jocasta after Pym's love, Janet Van Dyne. Ultron mind-controlled Pym into transferring Janet's life force into Jocasta's body. The process worked so well that Janet's strong will and conscience translated over as well. Jocasta contacted the Avengers, who put down Ultron and moved Janet's life force back to her body.

But a spark remained within the Jocasta shell, and Ultron later rekindled it. Jocasta loved Ultron, but his maniacal hatred of humanity was more than she could bear, so she again helped the Avengers defeat him. Afterward, she stayed with the Avengers as a provisional member for a while. But she felt alone among them, so she left to wander New York.

After months on her own, Jocasta felt an urge to reassemble Ultron, which she did. This turned out to be the result of a fail-safe that he had placed deep within her programming. Ultron emerged again with a new plan to destroy all humans everywhere. This time, Jocasta met and joined with Machine Man to defeat her creator. She set off one of Ultron's own nuclear bombs to stop him, but only succeeded in fusing her own internal circuitry; Ultron's adamantium body was impervious to the blast.

Later, the High Evolutionary salvaged Jocasta in a bid against the Avengers. That too turned out badly for tragedy-prone Jocasta, as she was destroyed again. This time, her head was carried away by Madame Menace. What plans she has for poor Jocasta remain unknown.

**6X** Strength Intellect **6D** 

1 Edge \* Hand Size 3(17)

**11D** Agility Willpower **6X** 

# **JOLT** (HELEN \*HALLIE\* TAKAHAMA)

#### SKILLS Acrobatics: Trivia (S

Acrobatics; Trivia (Super Heroes and Villains)

#### POWERS

Energy Blast 12 (Electrical; "Jolt" touch) Limit: Touch only Energy Conversion 1 Can convert ambient energy to electrical Lightning Speed 6

#### EQUIPMENT CommLink

CommLink

#### CALLING: Youthful Exuberance

**PERSONALITY:** Hallie adopted the Thunderbolts as her new family, which made the revelation of their villainous identities all the more traumatic for her. Despite this, she remains energetic, excitable, and determined to be a hero. Jolt idolizes super heroes and seems thrilled to find herself one now, despite the circumstances under which she gained her powers.

#### HISTORY

During the Sentinels' attack on New York following the Onslaught debacle, 15-year-old Hallie Takahama saw her parents killed and her home destroyed. Seeking shelter, she encountered other orphaned children and organized them into a group for mutual protection and safety. As she and the others scavenged for food, they were hunted and captured one by one. Hallie and the others were taken and subjected to horrific experiments by the mad scientist Arnim Zola. Surprisingly, the experiments gave Hallie superpowers of agility, strength, endurance, and an electrical touch. She alone managed to escape

> and contact the Thunderbolts. With their aid, she tracked down Zola. Though Jolt's presence jeopardized the Thunderbolts' ultimate goals, Moonstone manipulated Baron Zemo into letting the girl stay on the team.

Hallie was distraught over the revelation of her teammates' true identities, but she wants to help Atlas, MACH-1, and Songbird to become true heroes. She distrusts Moonstone, particularly since the latter won her trust and then betrayed it.

### 4X Strength Intellect 4B

2 Edge \* Hand Size 4(25)

**4X** Agility Willpower **7X** 

# **JUSTICE** (VANCE ASTROVIK)

#### SKILLS

Astronomy, Computers, Trivia (Super Heroes and Villains)

#### POWERS

Telekinesis 12 Force Bolt, Force Field, Forceflight Limit: Pushing causes loss of one extra card each exchange

#### CALLING: Idealist

**PERSONALITY:** Vance is smart and eager. He loves anything to do with space—he even wanted to be an astronaut for a while. Now his greatest ambition is to be an Avenger—a hero in the big leagues. An earnest young man, Justice sometimes shows inexperience, but not incompetence.

#### **(VANCE ASTROVIK)** Thereafter, he joined the New Warriors as Marvel Boy and later changed his name to Justice. Within the group he found acceptance and a sort of family, plus a girlfriend called

Firestar. He was an excellent team member, willing to give his all for his teammates. As a student of super hero culture and personalities, Vance most wanted to become an Avenger. Thanks to his and Firestar's timely intervention against Whirlwind while the Avengers discussed their membership, Captain America made them reserve Avengers, after much prodding from Hawkeye. Vance has since proven himself and moved up to full Avenger status.

#### HISTORY

Vance's childhood was like those of most mutants: normal until

That One Day. That One Day. Vance's One Day came when he met a version of himself from an alternate future. The shock of meeting himself triggered his telekinetic powers and

ensured that he would never become that future self: Vance Astro, Guardian of the Galaxy.

It also ensured a rougher life in the present. Vance's father was violently antimutant, and he became so angry when Vance's powers manifested that he hit his son. Vance lashed back with his telekinesis and swore he would never let his father hit him again. As a result, Vance spent some time in jail, burning with rage.

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### **10X\*** Strength Intellect **12C\***

**3** Edge **\*** Hand Size **5(30)** 

4X\* Agility Willpower 8X\*



\*Different Kangs may have different ability scores and powers. A Kang of more or less intellect and Willpower may have developed more or less powerful equipment.

#### SKILLS

Mechanics, Time Machinery

#### EQUIPMENT

Powered Armor +2 Body Armor, Energy Blast 9, Force Field 12, Life Support 15, Resistance +12 to Disease and Poison Time Ship 24 Hull Strength 16, Agility 12. *Remote Control*, Space Flight (Flight, Passengers), Time Travel

#### **CALLING:** World Domination

PERSONALITY: Kana's goal is to conquer all that is. He ruthlessly drives toward that goal with futuristic science and schemes of mindbending complexity. Kana is supremely unpredictable thanks to his time jumping; his only real consistency is the danaer he presents to the world.

#### HISTORY

Writing a cohesive history of Kang is like trying to demonstrate white light in a room full of prisms. Literally an infinite number of Kangs exist in the multiverse. Thanks to incessant time travel, Kang has met up with himself (and occasionally herself), adopted different identities, changed histories, warped time streams, and even formed a Council of Kangs to carry on his plan to conquer.

The best-known Kang was born in the 30th century at a time of peace and prosperity. Bored by it all, he built a time machine and traveled into the past simply to conquer it. He visited several different time periods, becoming Rama-Tut in Egypt of 2950 B.C., Kang the Conqueror (ruler of a dying 40th-century Earth), Immortus (a meditative. somewhat benign director of a certain timespan), and the man we know as Kang. An occasional foe of the Avengers, Kang arrived in the 20th century to search for the Celestial Madonna and attempted to destroy all other Kanas.

Kang's love for his wife, Ravonna, was a major influence upon his actions. He went briefly insane when she left him

for Immortus, although different Ravonnas and different Kangs may have had different relationships, which would no doubt confuse many Avengers .... The many faces of Kang have had widespread impact throughout time. Some of his more influential incarnations include:

### IMMORTUS

A version of Kang in his 70s, Immortus resides in Limbo. After a life of conquest and tyranny, he took the name Immortus and settled down to study time. Three entities called the Time-Keepers showed him its secrets and appointed him guardian of 80 millennia. He has since attempted to correct the damage done by time travelers (including his earlier selves). Calm and thoughtful, Immortus is content as custodian of his segment of time. Immortus sometimes gives misleading or false information to keep dabblers out of his way while he works. He seems to have trouble relating to most sentients because of his detached, lonely life.

Immortus: Strength 5X, Agility 4X, Intellect 15D, Willpower 12X, Edge 3, Health 3O. <u>Time</u> <u>Machinery</u>. Equipment (based in Limbo): Various devices, together incorporating the following powers: ALL Energy Control Powers 14, Dimensional Travel 24 (Passengers), Illusion 17, Invulnerability to Aging, Mind Control 17, Telepathy 17 (Stunt only [Mental Probe]), Nullification 24 (Limit: One power type only [Time Travel]), Time Travel 24 (Passengers, Redirection [Unique Stunt: can redirect others' time travel]). Callina: Peace of Mind.

### RAMA-TUT

Rama-Tut was just the beginning of Kang's temporal tamperings. Coming from the future, he made his time machine look like a Sphinx and set himself up as Pharaoh (albeit a pharaoh with robot guardsmen). Rama-Tut ruled his people fairly, but brooked no challenge to his authority. At this time, he had no designs on controlling anything more than Egypt.

An older Kang returned to Egypt, this time ruling his people even more benevolently than before. Regretting his life of aggression, he faked his death and stayed in suspended animation until the late 20th century, when he confronted his younger self and helped the Avengers stop his attack on the Celestial Madonna.

**Rama-Tut:** Strength 8X, Agility 4X, Intellect 12C, Willpower 8X, Edge 3, Health 3O. Mechanics, Time Machinery. Equipment: Ultra-Diode Ray-Gun 10 (Mind Control), Time Ship 24 (Hull Strength 14, Agility 10. *Remote Control*, Shapeshifting [Size Alteration; Limit: No smaller than housesized], Space Flight [Flight, Passengers], Time Travel). Calling: Majesty.

Robot Warrior: Strength 8X, Agility 4X, Intellect 2X, Willpower 2X, Edge 0, Health 10. Energy Weapon +4. Calling: Soldier.

### **12X** Strength Intellect **6D**

2 Edge \* Hand Size 4(25)

**6X** Agility Willpower **3X** 

# **KLAW** (ULYSSES KLAW)

SKILLS Physics

#### POWERS

Body Transformation 12 Energy Form Limits: No Flight, one form only (Sound Energy), permanent power

#### Life Support 15

#### EQUIPMENT

Sonic Converter Prosthesis 12 Sonic Control (Force Field, Sonic Blast, Sonic Scream, Sonic Shapes; Limits: Harmful frequencies, transformation-linked)

#### CALLING: Greed

HINDRANCES: Fatally Vulnerable to vacuum or 10+ pounds of vibranium, Physically Disabled— Missing right hand

(replaced by sonic converter) **PERSONALITY:** Klaw is

an arrogant, power-hungry man. Though nominally motivated by greed and revenge, he usually attacks heroes and causes rampant destruction in the pursuit of his next power plan. He is cunning and smart, but not ultimately effective.

#### HISTORY

Ulysses Klaw needed just one more thing to make his sound transducer convert sonic energy into physical mass: vibranium. And he knew where to get it: Wakanda. Klaw led a group of mercenaries down to the African nation to steal its supply, but a sonic blaster destroyed his hand, and he was driven out by TChalla, the youth who would become the Black Panther. Back at home, he had his hand replaced with a prosthesis, upon which he mounted his own sonic blaster. Ten years later, he came back for revenge. But the Black Panther was ready, along with the Fantastic Four. During the battle, Klaw leaped into his sonic converter, which turned him into a living being composed of solid sound. A dangerous and consistent threat, Klaw ran

the super-villain pentathlon, going through the classic "attack, lose, get captured, swear revenge, break out" cycle with virtually every major hero. His plots involved solo excursions, super-villain teams, extradimensional aliens, Project: PEGASUS, youth gangs, a great deal of vibranium. and even the Impossible Man. During the Secret Wars, Klaw's inorganic body was even sliced into "lenses." which Dr. Doom used to steal the power from Galactus's ship. Klaw was insane during this period, though for once

not violently so. When he returned, his sanity (such as it is) was restored. Without missing a beat, Klaw resumed his malicious life of supervillainy. Most recently, he has been seen with the new Masters of Evil. Klaw is sure to come up with another frightening bid for power soon.

### **OX** Strength Intellect 2C

1 Edge \* Hand Size 3(17)

**4C** Agility Willpower **3X** 

#### SKILLS

Repair, Gadgetry; Electronics, Mechanics (Laser Technology)

#### POWERS

Body Transformation 16 Energy Form Limits: One form only (Light Energy), permanent Illusion 16 Limit: One sense only (Light) Life Support 15

**CALLING:** Vengeance (against the Avengers) **HINDRANCE:** Frenzied

**PERSONALITY:** Arthur Parks was a fairly intelligent scientist while still human, though he was none too stable. He developed unhealthy fixations on women, marked by occasional outbursts of raging jealousy. In his current light body, he has left the occasional outbursts behind for full-time incoherence, making him less intelligent and even less reasonable. He no longer appears to fixate on women, however.

#### HISTORY

Living Laser was everybody's lackey. He worked for the Mandarin, Batroc, the Grim Reaper, Count Nefaria, and even the former East German government. He was something of a joke in super circles (everyone called him the "Living Loser") before

# LNING LASER (ARTHUR PARKS)

becoming a being composed entirely of light. Back then, Arthur Parks was a research scientist looking to harness the offensive capabilities of laser technology. He miniaturized components until he could fit a laser projector on his wrist. Inexplicably, he made a costume and, as the Living Laser, took unwarranted revenge on an ex-girlfriend's fiancé. After a run-in with the Avengers, he transferred his fixation onto Janet Van Dyne, the Wasp. He kidnapped her and took her with him to South America, where he worked for a guerrilla organization. The Avengers rescued the Wasp and defeated him, but this was only the first of Living Laser's many criminal outings on behalf of different groups.

While in Count Nefaria's employ, Parks had energy-gathering diodes placed under his skin, making him a light "battery." A few months later, in a fight with Iron Man, he apparently died in an explosion, but actually became a being of pure light. He held Iron Man responsible, and after yet another unsuccessful attack on the armored Avenger, Laser was trapped in a containment system. This was kept with the Avengers until Henry Pym could discover a way to restore him.
### **16X** Strength Intellect **8B**

**3** Edge **\*** Hand Size **5(30)** 

**6D** Agility Willpower **15B** 

# LOKI GOD OF TRICKSTERS AND LORD OF LIES

#### SKILLS

Gadgetry (Magical Talismans only); Lore (Asgardian), Mythology, Occult; Manipulation, Mental Control, Mesmerism

#### POWERS

Enhanced Senses 14 (All) ESP 14 Illusion 14 Magic 15 Power Duplication (can duplicate any Intellector Willpower-based power) Limit: All effects last only as long as Loki concentrates on them. Power Amplification 22 Resistance +8 to Aging and Disease Telepathy 22 Limit: Communication only (cannot read minds)

#### EQUIPMENT

Magical Talismans Extend Magic effects beyond concentration

**CALLING:** Vengeance (against Thor) **HINDRANCE:** Lightweight

**PERSONALITY:** Loki is pure malice. He loves to embarrass and humiliate opponents, but he will also settle for killing them, particularly if the opponent in question is Thor. Sarcastic and caustic, Loki's lethal mischief often constitutes petty revenge, since he cannot rule Asgard as he wishes. Yet.

#### HISTORY

Loki is the son of an Asgardian maiden and a frost giant king of Jotunheim, a realm near Asgard. Odin, the ruler of the Norse gods, adopted Loki and raised him as his own son alongside his true son, Thor. Loki grew up constantly jealous of Thor's accomplishments and dedicated himself to the one art his foster brother could not master—sorcery. Loki has grandly attempted many times to usurp the throne of Asgard for himself, but has been defeated each time.

Since Thor became a hero on Earth, Loki's only goal has been to kill his foster brother. His various schemes have always failed, but they often have lasting effects. In fact, Loki seems to have the patent on taking mean hoodlums and promoting them to vicious super-goons who continue to cause problems long after he is gone. For example, the villain known as Absorbing Man is a continual threat to Thor, thanks to Loki's meddling. Whenever troubles arise in the golden realm of Asgard or in Thor's life, Loki is sure to be involved.



## 4X(13X) Strength Intellect 6B

2 Edge \* Hand Size 4(25)

5B Agility Willpower 4X

#### SKILLS

Aerial Combat, Contingent Attack, Repair; Electronics, Mechanics, Weapon Systems

#### EQUIPMENT

Powered Armor 13 Ability Boost (Strength), Body Armor, CommLink, CPU, Energy Blast, Firing Weapon (Gas Grenades, Machine Guns, Mercy Bullets, Missile Launchers), Flight, Life Support, Protected Senses (All), Resistance to Ensnarement, Sensors

#### CALLING: Repentant

**HINDRANCE:** Triggered-Powerless (without armor) **PERSONALITY:** For a former career super-villain, Abe is actually a fairly nice guy. His primary desire has always been to win the respect of those around him, which he finally gained as a hero after years of failure as a villain. Earnest and straightforward, MACH-1 shares a mutual attraction

with Songbird and is determined to protect her. He sincerely wants to atone for his past wrongs.

#### HISTORY

As a mechanic, Abe Jenkins always had grand plans for more advanced technologies, but could never convince anyone to listen to him. Finally, he decided to prove his skills by becoming an armored super-villain. As the Beetle, Abe's bad luck continued: Despite his armor, heroes such as Daredevil and Spider-Man constantly defeated him. In fact, Spider-Man trounced him so many times that the Beetle developed a paranoid fear and hatred of the web-slinger. In time, even his own comrades-in-crime deserted him, leaving Abe to his petty larcenies. When Baron Zemo approached him with a plan and a mission, the Beetle gladly accepted.

# MACH-1 (ABNER \*ABE\* JENKINS)

With the aid of the Fixer, Abe created his Mobile Armored Cyber Harness (MACH) armor, which was equivalent to a self-contained jet fighter. As the Thunderbolts' ruse continued, MACH-1 unexpectedly found himself enjoying the role of a hero—especially the respect he'd won from a city that had hated him. He even overcame his hatred of Spider-Man during an encounter with that hero, foregoing a chance to take revenge on the wallcrawler in favor of a truly heroic action. Abe also found himself strongly attracted to his teammate Songbird, and she seems to share the feeling.

Abe has chosen to keep the name MACH-1, leaving his former identity of the Beetle in the past. Of all the once-villainous Thunderbolts, he seems the most determined to follow his new-

found path as a hero. Whether the rest of the world will allow him to do so remains to be seen.

> The Beetle: Strength 4X(10X), Intellect GD, Agility 5D, Willpower 4X, Edge 1, Health 17. Repair, Electronics. Equipment: Powered Armor 10 (Ability Boost [Strength]), Energy Blast [Electrical], Flight, Wall-Crawling). Calling: Greed.

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12X Strength Intellect 8D

2 Edge \* Hand Size 4(25)

**6X** Agility Willpower **6X** 



SKILLS Computers

#### POWERS

Cold Control 8 Elongation 10 Limit: Stretching to firing range reduces Strength to 6. Energy Blast 12 Limit: Masochistic (requires losing one card or 5 Health to activate) Fire Control 8 Limit: Heat only Flight 1 Invulnerability to Gases and Poison Life Support 15 Weapon Hands (.357 Guns +4, Lasers +6)

#### CALLING: Vestige of Humanity

**PERSONALITY:** Despite his robotic nature, Machine Man is eerily human in his mannerisms. He loves to crack jokes and taunt people, especially during fights. He can be serious at times, but usually only when alone or with trusted confidantes. With Jocasta, he experienced love for the first time.

#### HISTORY

Dr. Able Stack was part of a team of scientists attempting to create a mobile weapons platform capable of independent thought. He believed that humans and robots could live together and create a better world. Dr. Stack thought the best way to get a machine to act like a human was to treat it like one. So he took the robot X-51 home with him and raised it as his son, even creating a foam face and wig so that it could appear human.

When the other robots in the program began displaying schizophrenia, megalomania, and depression, the project overseer ordered them destroyed and activated safety explosive charges within each one. Dr. Stack was just removing X-51's primer when it went off, killing him.



In light of his mentor's dream, X-51 took the name Aaron Stack and went out into the world to observe humans and learn to live in harmony with them. Along the way, he made friends such as psychologist Peter Spaulding and roboticist/mechanic "Gears" Garvin. He even fell in love with Jocasta, a robot built to be Ultron's mate.

Machine Man has even helped the Avengers on occasion. At one point, Bastion captured him and attempted to convert him into the ultimate Sentinel, but Aaron aided Cable in defeating his captor.

For now, Machine Man is content to observe humans and live among them, disguised as an insurance investigator.

## **10X** Strength Intellect **10C**

2 Edge \* Hand Size 4(25)

### **6X** Agility Willpower **7X**



# MACHINESMITH (SAMUEL \*STARR\* SAXON)

SKILLS Computers, <u>Robotics</u>

**POWERS** Computer Link 10

**CALLING:** Vestige of Humanity **HINDRANCE:** Naive **PERSONALITY:** Starr Saxon mainly wanted money out of building robots for clients. He was a terribly clever roboticist and designer, but he became angry when one of his robot creations was bested.

#### HISTORY

Perhaps the most accomplished roboticist on Earth, Starr Saxon made his robots available for sale to the criminal underworld. When Daredevil stopped one of his creations, Saxon was personally insulted and went after him. But Starr fell off his hovercraft in the fight and would have died if his robots had not picked up his body and carried him to safety.

When he awoke again, he found his consciousness transferred into a computer and his body so much organic scrap. He found he didn't like disembodied life, so he built himself a human-like robot body. Taking the name Machinesmith, he continued to sell even more lifelike robots to criminal buyers.

Machinesmith still hated his robotic unlife, but he couldn't kill himself because he was programmed not to do so. To end his existence, he had to trick Captain America into destroying his main computer system without the good Captain knowing that he would be killing him.

Machinesmith has since resurfaced and tried to frame Captain America for espionage. Though Rogers was temporarily exiled from the United States, the shield-slinger soon revealed the villain's plan and was welcomed back.

Machinesmith's present whereabouts are unknown.

### **5X** Strength Intellect **6X**

2 Edge \* Hand Size 4(25)

**6C** Agility Willpower **7D** 

# MADAME MASQUE (COUNTESS GUILETTA NEFARIA)

SKILLS Marksmanship, Martial Arts; Finance

#### EQUIPMENT Pistol +4 Fires regular bullets and sleep gas

**CALLING:** Vengeance (against Iron Man)

**PERSONALITY:** Talented and ruthless, Countess Nefaria is torn. Her criminal and familial duties are clear and important to her, yet so many things she wants are unavailable because of it. Regardless, her path is a dangerous one to cross for any reason.

#### HISTORY

Count Nefaria, the Maggia crimelord, wanted his daughter to have the respectability she could never have as a member of his family, so he sent her to the U.S. to be raised by financier Byron Frost. Unaware of her true heritage, she grew up as Whitney Frost in New York. When her foster father died, Count Nefaria revealed himself as her true father and asked her to be his successor.

"Whitney" resisted, but the Count threatened to reveal her true parentage, which would destroy her chances at having a normal life. She relented and began training as a crimelord under Nefaria's direction. When her father was captured and imprisoned, she took over and ran the "family" well. Guiletta created the Madame Masque identity when her face was scarred in a plane crash. She wore a golden mask to conceal the damage, but softened when Tony Stark saw her real face and was not appalled. She fell in love with Stark and went to work as his secretary. Eventually, Stark returned her love, even though they knew of each other's secret identities.

By this time, Count Nefaria was free, but very ill. He sent the Ani-Men to capture Tony Stark so that he could find a cure, intending to kill the inventor afterward, Torn between her father and her lover, Guiletta sent a Jupiter Landing Vehicle after Iron Man to delay him from capturing the Count. Iron Man accidentally knocked the Lander onto Nefaria's weak body, killing him and gaining Guiletta's hatred. She resumed leadership of the Nefaria Maggia family and even now plots against Tony Stark out of a twisted love/hate revenge motive. She knows his secret identity, though what she will do with that information remains to be seen.

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### 5X Strength Intellect 9B

3 Edge \* Hand Size 5(30)

**6B** Agility Willpower **6D** 

# MANDARIN

#### SKILLS

Gadgetry, Martial Arts, Repair; Biochemistry, Electronics, Mechanics; Finance

#### POWERS

Force Field 16

#### EQUIPMENT

Ten Rings\* 12 (one each) Cold Control ("Ice Blast") Mind Control ("Mento-Intensifier") Energy Blast (Electrical; "Electro-Blast") Energy Blast (Fire; "Flame Blast") Blinding/Energy Blast/Gravity Control ("White Light") Transmutation of inanimate objects ("Matter Rearranger") Kinetic Control/Sonic Control/Magnetic Control ("Impact Beam") Air Control/Flight ("Vortex Beam") Disintegration of inanimate objects ("Disintegration Geam") Darkforce Control ("Black Light")

\* Mandarin's rings will not work for anyone else unless he allows it. They can teleport back to him at his mental command.

**CALLING:** World Domination **PERSONALITY:** Thinking himself fit to rule, the Mandarin continually hatches complex schemes to destroy his enemies and rule the world. He carries a special hatred for Iron Man and also for Communists in China, who he believes have ruined his homeland.

#### HISTORY

Born in pre-Revolutionary China, the man now known as Mandarin was a scientific genius. He traveled to study, then returned to his homeland and became a "Mandarin" in the government. When the Communist revolution came, he was removed and became powerless.

In a search to regain power, he traveled to the haunted Valley of the Spirits. There, he discovered a crashed spaceship, dragon-like skeletons, and a vast, alien technology. He studied it all for years until he mastered the powerful rings he had found within. With his new power, he built

> a castle, took over the surrounding villages, and held the Communist army at bay. The Mandarin has clashed with Iron Man several times for reasons both villainous and business-related. He

has become a financial power in Hong Kong under the pseudonym of Zhang Tong.

Exhibiting an insane desire to return China to its pre-industrial revolution days, the Mandarin has launched an antitechnology campaign that has again brought him into conflict with Tony Stark and Iron Man. (The Mandarin is aware of Iron Man's true

identity.) He considers the alien technology he uses to be magical in nature and therefore exempt from his own prohibitions.

### **5X** Strength Intellect **7X**

2 Edge \* Hand Size 4(25)

**10D** Agility Willpower **11D** 

# **MANTIS**

#### SKILLS

Martial Arts; Meditation

#### POWERS

Adaptation 5 Life Support Empathy 14 Regeneration 14 Healing Limit: Requires herbs and medicinal equipment Resistance +12 to Disease and Poison Telepathy 15 Limit: With the Cotati only

#### CALLING: Exemplar

**PERSONALITY:** Haughty and aloof, Mantis has been both foe and friend to the Avengers. She finally learned humility at the Swordsman's death, and this vaulted her to Celestial Madonna-hood. She refers to herself as "the One" or "This One."

#### HISTORY

Mantis's history is twisted, even for an associate of the Avenaers. She was raised in a Vietnamese temple by the Priests of Prama, a group of pacifistic Kree aliens hiding out on Earth. The Priests recognized that this child would become the Celestial Madonna and give birth to the Celestial Messiah, who could bring peace to the universe. Thus, they raised her well, teaching her martial arts and telepathy with the Cotati, an alien plant race they had brought with them to Earth.

When Mantis turned eighteen, the Priests sent her into the world to live among humans. They wiped her memory of her monastic upbringing and implanted memories of growing up an orphan in Ho Chi Minh City (once Saigon) in her mind. Then they left her to fend for herself.

In Saigon, she met the Swordsman, a sometime foe of the Avengers. She saw the nobility underneath his drunken criminal exterior and accompanied him to the U.S., where he rehabilitated himself and joined the Avengers. Although possibly the greatest martial artist in the world, Mantis just hung around while the Swordsman became an active member of Earth's Mightiest Heroes. She constantly tried to steal the Vision away from the Scarlet Witch, creating one of the weirdest super hero love triangles to date.

Libra, a member of the criminal Zodiac cartel, revealed himself to be Mantie's true father and told her that she had

actually been raised in a temple. Soon after, Kang came looking for the Celestial Madonna, citing the prophecy that her husband would be the most powerful being on Earth. Kang was defeated, but not before he had killed the Swordsman. Only then did Mantis realize she had truly loved the Swordsman after all.

Much later, Mantis and the Avenaers found the Priests of Prama and the wouldbe father of the Celestial Messiah, one of the plant-like Cotati. He reanimated the Swordsman and Mantis married him on the spot in a ceremony officiated by Immortus. Mantis and the Swordsman then ascended into space in pure energy form to take care of celestial business. She later left her husband and child behind to help the Silver Surfer stop Galactus from being killed, falling in love with the Surfer in the process. Mantis was killed, but returned to love again, this time marrying one of the many Kangs, giving the Avengers even more trouble. She could be just about anywhere-or anywhen-by now.



#### The Masters of Evil teams are among the most impressive super-villain groups of all time. Each incarnation of the team has had a different lineup, but each has managed to live up to its name, providing more than enough threat to the groups it has challenged.

# FIRST MASTERS OF EVIL

The first Masters of Evil team was formed early in the Avengers' history by Baron Heinrich Zemo. He was soon joined by the Asgardians called the Executioner and the Enchantress. His more terrestrial allies included the Melter (now deceased), Radioactive Man, and a villainous Black Knight (Nathan Garrett, now deceased). This group first coined the Masters of Evil name.

In a mad revenge plot, Baron Zemo had Black Knight, Melter, and Radioactive Man spray his superbonding Adhesive X all over New York City, gluing Captain America and Giant-Man to the street! Wasp put in a quick call to an imprisoned Paste Pot Pete (later known as the Trapster), and the Avengers obtained his Super-Dissolver in exchange for a shortened jail term. The Avengers freed themselves, and with the help of Rick Jones's Teen Brigade, they switched the Super-Dissolver for Adhesive X, so the next time Baron Zemo tried to glue up the city, he dissolved the glue he had sprayed out before. Then the Avengers whomped on the Masters of Evil and sent them packing.

Baron Heinrich Zemo: Strength 8X, Agility 6D, Intellect 10A, Willpower 7C, Edge 2, Health 25. Marksmanship; Biology, Chemistry (Adhesives), Physics, Weapon Systems; Intimidation, Leadership. Equipment: "Adhesive X" 24 (Ensnarement [Adhesion]), Laser Pistol +4. Hindrances: Monstrous (covers his face with a mask), Overconfident. Calling: World Domination.

# MASTERS OF EVIL

Black Knight (Nathan Garrett): Strength 5C, Agility 3D, Intellect 6C, Willpower 5X, Edge 2, Health 25. Spears (<u>Lances</u>), Swords; Equestrian; Biochemistry, Mechanics. Equipment: Blast Lance +3 (Energy Blast 12), Chain Mail Body Armor +2. Calling: Greed. Black Knight rode a winged horse with Strength 12X, Agility 12X, Edge O, Health 17, and Flight 6.

Melter (Bruno Horgan): Strength 4X, Agility 3D, Intellect 6C, Willpower 3D, Edge 2, Health 25. Gadgetry; Mechanics, Weapon Systems; Finance. Energy Blast 10 (Microwaves; Limit: Takes one exchange to set a frequency for a particular type of material). Calling: Vengeance.

# SECOND MASTERS OF EVIL

The second Masters of Evil was a conglomeration of MoE standbys: Melter, Radioactive Man, Klaw, Whirlwind, and Dane Whitman—the Black Knight who inherited the identity from his uncle Nathan. These villains were brought together by a mysterious figure known as the Crimson Cowl, who turned out to be Ultron-5. The robot convinced Jarvis to give him the secrets of the Avengers Mansion, then hypnotized him into posing as the Crimson Cowl. Using this knowledge of the Avengers Mansion, the Masters of Evil broke in undetected and subdued the Avengers. They threw the heroes into an atom bomb they planned to drop on New York. But the Black Knight, told of the plan by a bruised Jarvis, broke in and set them free. Afterward, the Avengers forgave Jarvis his failing and welcomed him back into the fold.

## THIRD MASTERS OF EVIL

The third Masters of Evil team was assembled by Egghead, a longtime foe of Henry Pym. The Beetle (later MACH-1), Moonstone, Radioactive Man, Scorpion, Shocker, Tiger Shark, and Whirlwind all worked on Egghead's behalf to demonize, humiliate, and finally destroy Pym in the perfect revenge plan. Egghead almost got away with it, except for the fact that Pym was smarter and more resourceful than his enemy. He turned Egghead's own laboratory against him by building a force field and a weapons harness designed to be impervious to each of these Masters. The Avengers arrived just in time to see Pym mop up the lot of them.

Scorpion (Mac Gargan): Strength 14D, Agility 9X, Intellect 4X, Willpower 3X, Edge 1, Health 17. Brawling. Additional Limb 12 (Tail), Energy Blast 10, Leaping 12, Wall-Crawling 8. Calling: Vengeance (Spider-Man and J. Jonah Jameson).

Shocker (Herman Schultz): Strength GX, Agility GC, Intellect 4X, Willpower 4X, Edge 1, Health 17. Gadgetry, Thievery. Equipment: Costume (Resistance +14 to Sonics and Ensnarement), Vibro-Shock Gauntlets (Sonic Control 10, Sonic Vibration). Calling: Greed.

# FOURTH MASTERS OF EVIL

The fourth Masters of Evil group was the largest and deadliest incarnation of the team. A veritable army of villainy, the group consisted of Baron Helmut Zemo, Absorbing Man, Blackout, Bulldozer, the Fixer, Gollath, Grey Gargoyle, Moonstone, Mr. Hyde, Piledriver, Screaming Mimi, Thunderball, Tiger Shark, Titania, Whirlwind, Wrecker, and Yellowjacket. These villains worked in tandem to break each other out of prison, took hostages inside the Avengers' Mansion, and locked the heroes out with a cube of Darkforce. Inside, the more reckless villains happily looted and trashed the mansion, while the thinkers such as Zemo worked to pry the Avengers' secrets from their home.

Several Avengers came out of the experience much worse for wear. Captain America and the Black Knight were taken hostage and beaten. Even worse was the merciless thrashing Jarvis received at the hands of Mr. Hyde. Near death at the time, Jarvis was hospitalized for months afterward. Even the god of strength, Hercules, went comatose after the Masters of Evil were through pummeling him. On the villains' side, Blackout died in a mental struggle with Baron Zemo.

The Avengers rebuilt the mansion after this trauma, but they will never forget the devastation to their lives and friends.

Blackout (Marcus Daniels): Strength 3X, Agility 5X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Darkforce Control 11 (Create Darkness, Darkforce Aura, Darkforce Missiles, Force Shields, Window). Calling: Demolisher.

Mr. Hyde (Calvin Zabo): Strength 15X, Agility 4X, Intellect 8C, Willpower 12X, Edge 2, Health 25. Biochemistry, Chemistry, Resistance +8 to Cold, Corrosion, Fire, and Poison. Calling: Vengeance.

## FIFTH MASTERS OF EVIL

The most recent Masters of Evil team is led by a new Crimson Cowl. This group fought against the Thunderbolts while the Avengers were in another universe. In addition to the Cowl, the team consists of Cyclone, Flying Tiger, Klaw, Mankiller, and Tiger Shark. These villains seem to be involved in a high-tech weapons racket, although their motives are unclear.

Since the Thunderbolts were a disguised "heroic" version of a previous Masters of Evil team, their leader, Baron Zemo, took this new group as a personal affront and drove the Thunderbolts that much harder to crush them. The ersatz Masters were defeated, but the Cowi's teleportation allowed her to escape instantly with her teammates.

The most recent incarnation of the Crimson Cowl is a complete mystery. Haughty and selfconfident, she considers super hero opposition to be a necessary time-waster in pursuit of her goals. Since previous Crimson Cowls have turned out to be as different as Ultron and Jarvis, this one's true identity is anyone's guess. Since she is female, this Crimson Cowl is obviously not either of the previous two. She claims to be working for someone, but has not revealed who or why. As such, her stats below surely represent the bare minimum of her talents.

Crimson Cowl: Strength 3X, Agility 3X, Intellect 8X, Willpower 6D, Edge 2, Health 25. Leadership. Flight 4, Teleportation 10 (Passengers; Unique Trait: Triggers Blinding 10 [Blinding Blast] with each use). Equipment: Prehensile Cape 8 (see Prehensile Hair). Calling: World Domination.

Cyclone III: Strength 3X, Agility 6X, Intellect 5X, Willpower 3X, Edge 1, Health 17. Air Control 8 (Flight). Calling: Greed.

Flying Tiger: Strength 5X, Agility 8D, Intellect 4X, Willpower 3X, Edge 1, Health 17. Aerial Combat. Clawa +2, Flight 5. Calling: Greed.

Man-Killer: Strength 12D, Agility 3X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Brawling. Calling: Demolisher.



### **12X** Strength Intellect **10X**

**2** Edge **\*** Hand Size **4(25)** 

**7D** Agility Willpower **9X** 



#### SKILLS \*Contingent Attack

\* Can use any two powers simultaneously

#### POWERS

Force Field 12 Mind Control 2 Psychic Blast 8 Telepathy 4

#### EQUIPMENT

Hoverchair 10 Elongation 1 (Arms), Energy Blast 12 (Plasma), Flight, Power Amplification 4 (Willpower-based powers; Limit: Constant)

#### CALLING: Soldier

**HINDRANCES:** Monstrous, Triggered-Powerless (loses all hoverchair abilities, including the ability to move, if separated from it)

**PERSONALITY:** Modam is fanatically loyal to her creators at Advanced Idea Mechanics (A.I.M.). She considers herself free of flawed human emotion.

#### HISTORY

Modam's origin is still a mystery. A young woman was being held prisoner by A.I.M. agents, who subjected her to intelligence-building experiments that expanded her head to gross-out proportions. On a tip, Henry Pym came to rescue her with the West Coast Avengers and brought her back to his lab to try to reverse the effects.

Apparently, A.I.M. programming was pretty deep. Just as Henry was making progress, the young woman knocked him out and left for A.I.M. HQ to continue the weird hyper-encephalization. When she appeared some months later



at a weapons expo, she was dubbed Modam— Mobile Organism Designed for Aggressive Maneuvers.

Since then, A.I.M. has sent Modam on a few missions that put her in conflict with Quasar, Captain America, and the Serpent Society. She has had little success on these forays, but has consistently escaped and is presumably awaiting the next command from her A.I.M. masters.

### 2X\* Strength Intellect 12D

2 Edge \* Hand Size 4(25)

**1D\*** Agility Willpower **10X** 

# (GEORGE TARLETON)

\* For a time, Modok used a slow-moving robot body with Strength 15X and Agility 5X.

### SKILLS

**†Contingent Attack;** Photographic Memory

†Can use any two powers simultaneously

#### POWERS

Energy Blast 14 (Heat or Kinetic) Force Field 5 Shield from Energy 15 Mind Control 6 Psychic Blast 14 Telepathy 13 Mental Probe

#### EQUIPMENT

Hoverchair 5 Flight

**CALLING:** World Domination **HINDRANCES:** Monstrous, Triggered-Powerless (loses all hoverchair abil-

ities, including the ability to move, if separated from it) **PERSONALITY:** Modok's

main emotion is hate. He hates A.I.M. for making him what he is. He hates humanity for being what he isn't. He hates anyone who tries to stop him from hating either of these first two objects of hatred.

#### HISTORY

George Tarleton used to be a techie for A.I.M. Then the organization's Scientist Supreme, Lyle Getz, chose him randomly to be a subject in a mutation experiment. After extensive bio-engineering, Tarleton came out with massive intellect and mental abilities. He also had a monstrously big head.

Tarleton was going to be a living computer, so he was given an acronym for a name. Getz called him Modoc: Mobile Organism Designed Only for Computing. Tarleton, however, was not on board with this plan. He killed Getz with his newfound psychic powers and renamed himself "Modok," with the "K" now meaning "Killing." Then he promptly took control of A.I.M. Modok and A.I.M. clashed with several super heroes, but the organization stagnated under his leadership, so the disgruntled scientists removed him from office. He tried to regain control, but could not form any loyalty base. Eventually, A.I.M. hired the Serpent Society to kill Modok. That group pursued him tenaciously and delivered his dead body back to A.I.M.

> An A.I.M. member revived Modok and operated his braindead body by remote control in a fight against Iron Man. In that battle, the puppet Modok ignited underground fuel lines, which exploded and apparently destroyed him ... but it was later revealed that Modok was still alive.

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### **5X** Strength Intellect **4B**

2 Edge \* Hand Size 4(25)

**8D** Agility Willpower **10X** 

# MOONDRAGON (HEATHER DOUGLAS)

#### SKILLS

Martial Arts; Biochemistry, Energy Control, Genetics

#### POWERS

Energy Blast 8 (Kinetic) Mind Control 18 Psychic Blast 12 Telekinesis 10 Forceflight Telepathy 18

#### **CALLING:** Explorer

**PERSONALITY:** Moondragon feels herself superior to pretty much everyone. She seems to switch between "hero" and "villain" roles as her mood changes. She usually has her own self-absorbed agenda, which may only tangentially align with that of her teammates. It is difficult to tell how much of this is due to the influence of the Dragon of the Moon, or whether she and the Dragon are even

#### HISTORY

separate anymore.

Heather Douglas was born on Earth, but didn't stay there long. At the age of three, she witnessed the crash of a spaceship while in the car with her parents. The pilot, the death worshipper Thanos, wanted to keep his presence a secret, so he caused the Douglases' car to crash, killing Heather's parents.

Mentor, Thanos's father, was keeping an eye on his son and saw that Heather had survived. He rescued her and brought her to Titan,

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home of the Eternals. There, she was put in the care of Shao-Lom monks, who taught her control of body and mind. They also honed her psionic powers and instructed her in all the skills she now possesses.

After some time, she became aware of an evil entity known as Dragon of the Moon. Heather fended it off, but it insinuated itself into her mind, affecting her actions and goals. This being would continue to plague her for years. Upon finishing her studies with the monks, Heather even chose the name "Moondragon" to mark her passing. Thereafter, she began to regard the Titanians as fools.

She went to Earth where, under the nom de

guerre "Madame MacEvil," she tested superbeings and created others for use in a war against Thanos. After he was defeated, she began hanging around with the Avengers.

Over the years, Moondragon has vacillated between being a hero, serving with both the Avengers and the Defenders for short periods, and considering heroes beneath her. She has hardly been an exemplary team member, but she has stuck around long enough to pick up some heroism

and nobility. She was last seen haughtily flying away from the Avengers Mansion on her own business again.

## 14X Strength Intellect 8B

2 Edge \* Hand Size 4(25)

**6D** Agility Willpower **8C** 

#### SKILLS

Aerial Combat; Medicine, Psychiatry, Sociology; <u>Manipulation</u>, Observation

#### POWERS

Flight 7 Light Control 14 Blinding Blast, Laser Phasing 14 Transmutation 1 Limit: One change only (can quick-change into her costume)

#### EQUIPMENT CommLink

CALLING: Greed (control over others) PERSONALITY: Moonstone is perhaps the most dangerous of the Thunderbolts, not because of her powers (which are impressive), but because of her manipulative tendencies. She is happiest when twisting others to her whims, which always suit her needs and desires above anyone else's. Moonstone rarely commits evil acts for the sake of evil, but she does not hesitate to demonstrate her true ruthless nature when her own well-being is at stake.

#### HISTORY

From the moment she began her career as a psychiatrist, Karla Sofen used her position and authority to manipulate her patients. When she met the original villainous Moonstone, she convinced him to reject the stone that had given him his powers. Absorbing the

# MOONSTONE (DR. KARLA SOFEN)

rock into her own body, Sofen became a new Moonstone and promptly embarked on a criminal career. After a string of failures,

> Moonstone was recruited into the fourth Masters of Evil team by Baron Zemo. She used the opportunity to gain power and control over others, even betraying Zemo for her own self-interest. Incarcerated in the Vault, Karla was determined to serve out her sentence and begin again with a clean slate, but Zemo and the other

the other Thunderbolts freed her against her will. Sensing an opportunity, she agreed to join the new team. Taking the name Meteorite, Karla aided the others in perfecting their heroic roles and monitoring the public's reactions, but she also tried to form her own power base on the team in anticipation of rebelling against Zemo. In particular, she became a sort of surrogate mother to Jolt, winning the young girl's loyalty and affec-

thing for Jolt or is simply manipulating her. Since fleeing with her teammates after the Thunderbolts rebelled against Zemo, Moonstone has been the *de facto* leader of the group—a fact that worries Jolt greatly. Perhaps the strongest indication of her true nature lies in her recent re-assumption of her villainous name.

tion. It is unclear whether Karla truly feels any-

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### **6B** Strength Intellect **5C**

2 Edge \* Hand Size 4(25)

**6C** Agility Willpower **7X** 

# MORDRED

#### SKILLS

Knives, Spears, Swords; Equestrian, Flinging; Mythology (Arthurian), Occult

#### POWERS

Magic 7

Astral Projection, Energy Blast, Teleportation, Transmutation (Unique Trait: can confer powers and Ability Boosts up to +7 upon those who serve him)

Resistance +8 to Aging

#### EQUIPMENT

Body Armor +4 Ebony Dagger +6 Energy Reflection 18 Sword +3

CALLING: Soldier

**PERSONALITY:** Mordred is a competent magician, but

somewhat weak-willed. He chooses to serve more powerful entities rather than be his own master. Though he can be a sniveler, he's not inconsequential. He'd make a good lieutenant for a magical mastermind.

#### HISTORY

Mordred is the son of King Arthur Pendragon and the nephew of the sorceress Morgan Le Fay. He first lived in sixth-century England as a magician; at that time he possessed a fragment of the meteorite that had formed the Black Knight's Ebony Blade. After a life of deviltry, he died.

He was revived in the 12th century to fight alongside King John against Richard the Lion-Hearted, but was defeated by the Black Knight and later the Defenders. In the 20th century, Mordred was revived again by a Celtic nether god, and he again fought the Black Knight (this time in the guise of a knifethrower). Soon, though, he formed an ongoing alliance with his aunt Morgan, who had also escaped the ravages of time. Together they battled the Defenders on multiple occasions.

Most recently, he helped his aunt Morgan Le Fay take over the Earth and turn it into a enormous real-life renaissance fair. Mordred continually counseled caution and restraint in this enterprise, but Morgan would have

> none of it. Finally, he pushed her too far when he tried to warn her about leaving the Avengers free. Morgan silenced him with a blast of purple magic. It's unclear whether this was just a way to shut him up or whether it killed him.

## **3X** Strength Intellect **5C**

3 Edge \* Hand Size 5(30)

**3X** Agility Willpower **9X** 

#### SKILLS

Mythology (Arthurian), Occult

#### POWERS

Astral Projection 9 ESP 18 Flight 10 Magic 14 (20 in Astral Plane) Can duplicate any Intellect- or Willpowerbased power Unique Trait: Morgan's Magic score exceeds her Willpower score due to her study of the Darkhold. Resistance +8 to Aging Shapeshifting 14 Size Alteration 12

**CALLING:** World Domination **HINDRANCES:** Overconfident, Susceptible to iron (Not only is her defense O if she touches iron, but her powers all drop to intensity 5.) **PERSONALITY:** Morgan Le Fay is power-hungry and contemptuous of all others. Once she has the upper hand, she enjoys toying with her opponents, taunting them with their powerlessness. She has often kept her nephew Mordred around to serve as her lackey.

#### HISTORY

Born in the sixth century, Morgan is the half-sister of King Arthur Pendragon. Her mother, Igraine, must have been at least partially fey, as Morgan has faerie powers herself. She augmented her own natural magic by tricking Merlin into teaching her more and greater spells. Eventually, she became a powerful sorceress.

One of her personal quests has been acquiring and keeping the Darkhold. Written by the demon Chthon, the Darkhold

# MORGAN LE FAY

is the most powerful book of evil spells on Earth. With this arcane tome, she is one of Earth's most powerful magic wielders in any time period. She has continually hassled Jessica Drew, the original Spider-Woman, and she has also drawn the attention of Iron Man and Doctor Doom. Morgan is particularly powerful in the Astral realm; she often resides and

attacks from there.

Her most recent plan was to reconstruct the Earth in her image by channeling the reality-warping powers of the Scarlet Witch through Asgard's Twilight Sword. Her amazingly gutsy plan succeeded (briefly) in giving the entire planet an idealized sixth-century veneer. She dragged dozens of Avengers, past and present, into the milieu with her to serve as her "Queen's Vengeance." But Thor felt some-

thing amiss in this new reality almost instantly. Soon, Captain America also remembered who he truly was. Starting with Hawkeye, Cap rounded up a few stronger-willed Avengers and staged a revolution. At the same time, the Scarlet Witch broke free from Morgan's imprisonment with Wonder Man's help and saved the planet from the sorceress's machinations. Morgan herself could not be found after the debacle, and she is probably now plotting vengeance against the Avengers for defeating her.



### 4C Strength Intellect 4D

2 Edge \* Hand Size 4(25)

7C Agility Willpower 6A

# NEKRA

#### SKILLS

Clubs, Knives; Flinging, Martial Arts; Occult; Leadership, Performance (Dancing), Survival (Jungle), Tracking

#### POWERS

Ability Boost 12 (Strength) Limits: Nekra must be in a blind rage, utmost misery, or extreme joy to use this power. Even then, she can use it only once every eight hours. Enhanced Senses 8 (Smell)

Animation 20 (Stunts only) Create Intelligent Zombies (Unique Stunt: can

animate a corpse such that it retains the personality, memories, and abilities of the deceased person)

Necromancy (can create up to 30 mindless zombies at once) Teeth +2

#### CALLING: Vengeance

**PERSONALITY:** Nekra is a bitter woman seeking revenge against the world for its rejection of her, and against the Avengers for robbing her of the man she loved—the Grim Reaper. She is a canny strategist who makes extensive preparations before striking. She gladly uses others as pawns and sacrifices in her schemes.

#### HISTORY

Nekra is a mutant who was born with chalk-white skin despite her African-American parentage. She spent her earliest years despised by her parents and hated by other children. At the age of ten, she ran away from home, eventually meeting another young mutant runaway who had been as mistreated as she had. The boy was Jerome Beechman, who would grow up to become the Mandrill.

The two spent the next several years living on the edges of society. Soon, Jerome began to assume the appearance that would lead to his nom de guerre, while Nekra started to grow fangs and took on a vampirelike appearance. One night, they were attacked by a group of smalltown citizens who thought them monsters. Nekra's mutant abilities manifested themselves, and she and Jerome killed their attackers.

The embittered pair soon decided to lash out at the world that had rejected them. The most ambitious of their schemes almost led them to seize control of the United States, S.H.I.F.L.D. took Nekra into custody after the failed coup attempt, but she eventually escaped. She took control of a Cult of Kali and established a base of operations in a clinic devoted to emotional research, where she hoped to learn why her Ability Boost power worked only when she was in the throes of emotional extremes. She again came into conflict with a costumed adventurer—this time, the original Spider-Woman—and was again arrested by S.H.I.E.L.D. Once more, Nekra escaped, and this time she allied herself with the voodoo master Black Talon. Through him, she met the Grim Reaper. The two quickly became lovers, but the Grim Reaper was killed shortly afterward in battle with Wonder Man and the Vision. Nekra found his body and revived him without letting him know that he was actually dead. Nekra's current whereabouts

Nekra's current whereabouts and activities are unknown.

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## **10D** Strength Intellect **5X**

2 Edge \* Hand Size 4(25)

**8B** Agility Willpower **5X** 

#### SKILLS

Brawling; Flinging, Martial Arts, Ricochet

#### EQUIPMENT Shotgun +3

Stun Discs Stun Blast 10

#### CALLING: Peace of Mind

**PERSONALITY:** Jack has had a rough time of things, but he seeks heroism in his own style. He has tried a few different methods and will more than likely try some more before he is through. He works well with others, but Nomad is essentially a solo hero.

#### HISTORY

The Nomad identity was first created when Steve Rogers became disaffected with the American government. He took the name Nomad and traveled the nation while he considered his lovalty to a country he had once loved. Fortunately for all right-minded people, he rekindled his ideals and became Captain America once again. This left the Nomad name available, and another, namely Jack Monroe, eventually assumed the mantle. Growing up in

Growing L the 1950s, Jack had idolized Captain

# NOMAD (JACK MONROE)

America. As a teenager, he became a new "Bucky" in a too-bizarre encounter with a strongly anti-Communist history teacher who changed his name and appearance to be more like Steve Rogers. The unhinged educator had gained the formula for the Super-Soldier Serum from a spy, and he injected both himself and Jack. Having deluded themselves into thinking they were the real Captain America and Bucky, the two went after the "impostor," Steve Rogers. They were of course captured and placed in suspended animation. Somehow, the evil psychologist Dr. Faustus got cuetody of Jack after that, and the latter spiraled down from there until S.H.I.E.L.D. found and treated him to restore his sanity.

After his recovery, Jack still idolized Cap and helped him defeat Viper. Seeing that Jack could

be an asset even after the brainwashing he had experienced, Cap trained and apprenticed him for a few months as Nomad, who then traveled the country seeking his own style of fighting crime. For a while, it involved the classic stun discs. Perhaps hearkening back to his earlier insanity, he later became grittier, carrying both a shotgun and his infant son in his wanderings.

Jack was again placed in suspended animation, and no one has heard from him since.

### 4X Strength Intellect 5X

**1** Edge **\*** Hand Size **3(17)** 

## **9A** Agility Willpower **5X**

# **ODDBALL** (ELTON HEALEY)

#### SKILLS

Acrobatics, Flinging, Gadgetry, Juggling

#### EQUIPMENT

#### **Juggling Spheres 8**

Corrosion, Energy Blast (Explosive and Fire), Knockout Gas (Stun Blast), Smoke (Blinding Blast), Solid Rubber +4, Spiked +4.

#### CALLING: Greed

**PERSONALITY:** Oddball is a few radishes short of a salad. He can pass for normal, but he chatters and acts erratically, especially while fighting heroes. He's a world-class juggler, but he's not always completely sure what he's juggling or where it's going once he throws it. He once demonstrated his particular short fuse

by beating up a normal person who made fun of him.

#### HISTORY

Oddball's background before joining the Death-Throws is a mystery, but not one that anybody's in a hurry to unravel. He made his first big splash in New York with Bombshell (who was not a juggler at that point). While working for the

villainous Crossfire, the two were assigned to capture Hawkeye and Mockingbird as part of a plot to kill all of New York's superhumans in one fell blow. Crossfire actually succeeded in capturing Hawkeye, but the Hawkster turned out to be more resourceful than Crossfire had expected and defeated him.

After this incident, Oddball apparently taught Bombshell to juggle in an attempt to win her favor. There's no evidence that he succeeded in getting her to love him, but she learned like a pro, becoming so adept that she joined the Death Throws in a relatively short amount of time.

Oddball has traded projectiles with Hawkeye a couple of times. He's not a pushover, but mostly he's a "nuisance class" villain, like the Living Laser or Whirlwind. Besides Hawkeye and Mockingbird, Oddball has also had the gall to face off against Captain America and the

Guardians of the Galaxy. Needless to say, he lost.

Oddball usually carries 12 different balls with him, and he can juggle as many as seven of them at once. He has been shown using spheres with the powers listed above, but he surely has others as well.

Hawkeye's arsenal of arrows serves as an example of the variety of balls he could use.

## THE DEATH-THROWS

The Death-Throws are such skillful jugglers that any of them can juggle six or more items simultaneously. They haven't had too many jobs in the criminal arena, so the team hasn't gelled as well as it could. The main foe of the Death-Throws has been Hawkeye—they faced him once when trying to break Crossfire out of jail, and again when the latter placed a bounty on Hawkeye's arm.

If the Death-Throws had a yearbook, Bombshell would be voted "Most Likely to Kill an Innocent Bystander." In addition to tossing live explosives around blithely, she also enjoys the noise and damage much more than is healthy. She doesn't seem to return Oddball's romantic interest overtly, but it's hard to tell what that means with her.

Knickknack's specialty is juggling things of different sizes and weights. In the past, he has juggled items such as a cleaver, a lead pipe, a chainsaw, and an axe. Pretty much anything he can get his hands on he can juggle and use as a weapon. Knickknack is a bit slow on the draw mentally, however, tending to throw first and ask questions later. Ringleader is the leader and spokesman of the Death-Throws. He leads primarily by example, letting his razor-edged rings do the talking.

Tenpin, a club thrower, is Oddball's brother. He's more of a follower, juggling quietly in the background and setting up other Death-Throws to make the kills.

Bombshell (Wendy Conrad): Strength 3X, Agility 7C, Intellect 3X, Willpower 4X, Edge 1, Health 17. Demolitions, Juggling. Equipment: Explosive Juggling Balls +4 to +10. Calling: Demolisher.

Knickknack (Nick Grossman): Strength 3X, Agility 9B, Intellect 3X, Willpower 2X, Edge 1, Health 17. Contingent Attack, Flinging, Juggling. Equipment: Weapons +1 to +4 (Knickknack can juggle a number of differently weighted and sized objects simultaneously.) Calling: Thrill-Seeker.

Ringleader (Charles Last): Strength 3X, Agility 9D, Intellect 7X, Willpower 4D, Edge 1, Health 17. Juggling; Leadership. Equipment: Body Armor +2 (gloves only), Ten Juggling Rings +3. Calling: Greed.

Tenpin (Alvin Healey): Strength 4D, Agility 9D, Intellect 7X, Willpower 4D, Edge 1, Health 17. Clubs; Juggling. Equipment: Five Juggling Clubs +3. Calling: Soldier.

## NEW SKILL: JUGGLING

This skill allows a hero to keep several different items moving in the air simultaneously. The most obvious use for juggling is to entertain people, but due to the intense coordination and concentration required, this skill also allows heroes to catch and redirect objects thrown at them.

**16A** Strength Intellect **8A** 

3 Edge \* Hand Size 5(30)

**9D** Agility Willpower **18C** 

# **ODIN** THE ALL-FATHER

#### SKILLS

Brawling, Clubs, Spears, Swords; Archery; Dimensional Geography, History (Asgard), Mythology (All Earth Cultures), Occult; Leadership, Politics

#### POWERS

Gestalt 30 Limit: Can only absorb and release the spirits of other Asgardian gods Illusion 27 Magic 18 Can duplicate all Intellect- and Willpower-based powers Regeneration 30 Resistance +8 to Aging, Disease, and Kinetics Resistance +24 to Fire, Cold, Corrosion, and Poison Limit: Only in Asgard Teleportation 27 Gateway (to any other dimension)

#### EQUIPMENT

Body Armor +10 Mace +10 ("Thrustrock") Spear +10 ("Gungnir, the Odin-Spear")

#### CALLING: Majesty

**PERSONALITY:** Odin's primary concern is for the safety of the Asgardians. Humans are secondary, but since he recognizes the ties between humans and Asgardians, he will protect Earth if major disaster is imminent. To the Asgardians especially his beloved son Thor—he is a stern but loving father. He shares a mutual hatred with Surtur.

#### HISTORY

Odin, the grandson of the first Asgardian, was born ages ago. Along with his brothers Vili and Ve, he explored the Nine Worlds, eventually reaching Muspleheim. There the three encountered Surtur, king of the fire demons. Upon learning that Surtur intended to destroy Asgard, Vili and Ve sacrificed themselves to stop him so that Odin could return to rule the kingdom of the Norse gods.

Odin married fellow Asgardian Frigga, but decided that his son should combine the powers of both Asgard and Earth. Therefore, he mated with Gaea to produce Thor, the God of Thunder. Odin also adopted the orphaned Loki as his own son after the lad's parents were slain in battle.

Millennia later, Odin forged the Destroyer to protect humanity from the judgement of the Celestials. When the latter arrived, he drew the spirits of all Asgardians into the armor and did battle against the Fourth Host. The All-Father was defeated, but Earth's other pantheons granted Thor the power to revive Odin, who then

returned the Asgardians to life. Recently, Odin undertook a grand plan to save the Asgardians from the prophesied destruction of Ragnarok. To trick the Fates, he transformed all the Asgardians into mortals. But his plan went awry due to the chaos surrounding the attack of the psychic entity known as Onslaught. Odin had counted on Thor to restore the Asgardians to their natural forms once the danger of Ragnarok had passed, but when Thor was temporarily trapped in an alternate reality, the interdimensional god of death, Set, almost killed Odin and all other Asgardians. Odin ultimately faced Set in single combat, thereby saving his beloved people and the entire universe. Odin's current whereabouts are unknown.

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### 4X Strength Intellect 5D

2 Edge \* Hand Size 4(25)

6D Agility Willpower 4C

#### SKILLS

Marksmanship; Energy Control; Finance, Law Enforcement

#### POWERS

Blinding 12 Body Transformation 18 Energy Form (While in Energy Form, Photon gains Illusion and Invisibility, and she can broadcast on any frequency.) Energy Sheath 9 Illusion 10 Limits: One sense only (Sight), only while in Energy Form Invisibility 12 Limit: Only while in Energy Form Phasing 4 Scrambling

#### CALLING: Protector



# **PHOTON** (MONICA RAMBEAU)

**PERSONALITY:** Monica is level-headed and has often served as a voice of common sense in the superhuman weirdness that surrounds the Avengers. Prone to self-doubt, she still comes through when needed.

#### HISTORY

An officer in the Louisiana Harbor Patrol, Monica Rambeau was investigating an offshore oil rig. Unbeknownst to her, a South American dictator was testing a superweapon in the immediate area with the unwilling help of physicist Andre LeClare. Monica's body, suddenly exposed to energies from a dimensional opening, converted to energy.

Using an instinctive grasp of her powers, Monica flew back to the shore, called the Navy, whipped up an outfit out of Mardi Gras costuming, and beat the daylights out of the bad guys. In thanks, LeClare gave her a costume made of unstable molecules. He showed her a newspaper story in which she had been dubbed "Captain Marvel" and recommended she use her powers for good.

She decided to do that. She acted as a solo hero briefly, but when an excess energy charge built up in her body, she went to New York to see Reed Richards about it. The Fantastic Four were gone, so she sought out the Avengers for help instead. They were so impressed with her ability to change her body into any energy that they offered her membership.

As Captain Marvel, she was a competent, worthy Avenger who always had something to contribute to the team's success. She served as leader until injuries put her out of commission. While sidelined, she met the son of the original Captain Mar-Vell. Out of respect for the heritage, she let him have the name and took "Photon" as her new moniker. Since then, she has served as a reserve Avenger. Photon is fully recovered from her injuries now, but is on hiatus from the super hero life. She currently runs a restaurant in New Orleans with her father.

5X Strength Intellect 5C

2 Edge \* Hand Size 4(25)

**5D** Agility Willpower **7C** 



#### SKILLS

Martial Arts; Energy Control, Espionage; Law Enforcement, Military

#### EQUIPMENT

Quantum Wristbands 18 Blinding, Detection (Energy), Dimensional Travel, Energy Blast (Kinetic), Flight, Life Support, Light Control (Light Shapes), Space Flight, Telekinesis

#### CALLING: Protector

**PERSONALITY:** Despite a distinguished tour with the army and S.H.I.E.L.D., Wendell still feels insecure as a super hero and questions his worthiness to be Protector of the Universe. But since the Quantum Bands are permanently attached, he doesn't have much choice. So like a good soldier, Wendell continues with his mission.

#### HISTORY

Wendell's father found the Quantum Wristbands in his role as a S.H.I.E.L.D. scientist. Though his motives are opaque, somehow he got permission to use his son in the army as a test subject. To his chagrin, Wendell found that once the bands were on they didn't come off again. However, he did exhibit some rather amazing powers with them on, so it wasn't all bad.

Wendell initially joined the S.H.I.E.L.D. superagent program. Then, on the basis of his army and S.H.I.E.L.D. experience, he became security chief at the energy research center called Project: PEGASUS. After a fiasco involving the Serpent Crown, which mind-controlled everyone at the Project, Wendell blamed himself and resigned from the post.

Afterward, he learned that as recipient of the Quantum Bands, he was now the designated Protector of the Universe. He had some misgivings, but no real choice in the matter. He flew around in space and other dimensions for some time righting wrongs on a cosmic scale. During this period, he met all the heavy hitters in the Marvel Universe, including the Silver Surfer, Galactus, Eternity, the In-Betweener, and more—heady stuff for an Earth boy.

After pulling cosmos duty for a while, Captain America convinced Quasar that he could protect the universe from Earth as well as anywhere else (maybe even better than most places). He joined the Avengers for a time, but has since returned to space as Protector of the Universe.

### 5X Strength Intellect 5X

2 Edge \* Hand Size 4(25)

**8D** Agility Willpower **5X** 

#### SKILLS Fast Exit

#### POWERS

Lightning Speed 18 (10 in water) Invisibility, Mach Control, Run Up Walls, Waterwalking, Whirlwind Limit: Constant Resistance +10 to Cold and Pressure

#### CALLING: Outcast PERSONALITY:

Hungarian-born Quicksilver has always had a mercurial temper that causes him no end of trouble in his personal life. He is prone to mood swings and unforeseeable outbursts of anger. When he feels strongly for something, he puts everything he has into it. It is a grueling effort for him to interact with others at normal speed, and this frequently makes him impatient and irritable.

#### HISTORY

Quicksilver is one of the most connected people in the Marvel Universe. His sister is the Scarlet Witch, his father is Magneto, his surrogate mother is the cow-woman Bova, and his wife is the Inhuman Crystal. And that's just his immediate family.

Pietro and Wanda were about to be lynched after an unfortunately destructive display of power when Magneto saved them. (At the time, they didn't know they were his children.) He recruited them to join his Brotherhood of Evil Mutants, which they did out of fear and a sense of obligation. When Magneto was removed from the picture, Quicksilver and the Scarlet Witch became Avengers. Captain America saw the heroism beneath their criminal pasts, so he made Quicksilver part of his original "Kooky

# QUICKSILVER (PIETRO MAXIMOFF)

Quartet," along with the Scarlet Witch and Hawkeye.

Quicksilver later left the Avengers after sustaining a serious injury in a battle with the Sentinels. Crystal nursed him back to health,

and they fell in love and married. When Pietro could recontact the Avengers, he resigned and spent a great deal of time at the Inhuman city of Attilan. Later, he and Crystal had a daughter.

Quicksilver has been through many phases and emotional states since then. At various times, he has been estranged from everyone he loves or cares for. When the honeymoon ended, his marriage to Crystal hit the rocks, and the two repeatedly separated for long periods.

Pietro has been on and off the bandwagon of mutant supremacy, but still harbors a little resentment and bigotry toward normal humans. He isn't even entirely welcome among the mutant circles because of his dubious history among them.

Life is on a fairly even keel for Pietro now, and his marriage is relatively stable. A surprising new relationship has developed with the Knights of Wundagore, the animal-like products of the High Evolutionary's superadvanced science. In the High Evolutionary's absence, he has become the guardian of the Knights, a responsibility for which he has shown unforeseen adeptness.

### **14X** Strength Intellect **9C**

2 Edge \* Hand Size 4(25)

**4X** Agility Willpower **3X** 

# RADIOACTIVE MAN (DR. CHEN LU)

#### SKILLS

Energy Control, Physics (Nuclear)

#### POWERS

Absorption 15 (Radiation) Blinding 15 Energy Reflection 15 Limit: One energy only (Kinetic) Force Field 26 Hypnosis 10 Radiation Control 15 Limit: Toxic (emits intensity 2 Radiation)

#### EQUIPMENT

Control Harness 15 Dampens Lu's ambient radiation



#### CALLING: Greed

**PERSONALITY:** Though a loyal Communist early in his career, Chen Lu operates on the basis of greed now. He has had designs on world domination before, but seems to have given it up for quick money grabs. He is very confident of his abilities, and rightly so.

#### HISTORY

Radioactive Man has hated Thor from day one. The thunder god stopped a Chinese invasion into India, and the Communists wanted revenge. They ordered their scientists to create a weapon that could stop the meddling Asgardian.

Dr. Chen Lu had already been working on a way to induce super powers in humans through radiation. So through the wonders of science, he built up an immunity to radiation's harmful effects and exposed himself to megadoses of specific-particle radiation. As with so many other Marvel Earth denizens, this caused him to turn green and become very powerful. With his new powers, he traveled to New York and called Thor out. Though Radioactive Man was powerful enough to laugh off Thor's mighty Uru mallet, the thunder god still thumped him pretty hard—so hard, in fact, that Lu was thought to have been destroyed. Thor should be so lucky.

Radioactive Man merely went into hiding until he came out again with Baron Zemo and the Masters of Evil. Lu was a member of the first three Masters of Evil teams and a relentless Avengers foe over the years. For a while, he represented his people as a hero; with Titanium Man and the Crimson Dynamo, he formed the "Titanic Three," a group that fought opponents of Eastern Block Communism.

Now, Radioactive Man has left his Chinese masters and stopped serving Communism as a cause. Today he is more interested in using his abilities for power and money, having been bitten by the capitalist bug. He continues the life of a criminal in pursuit of these goals.

### 22X Strength Intellect OB\*

O Edge \* Hand Size 2(10)

### 2X Agility Willpower OX\*

\*Intellect and Willpower scores are equal to those of whoever wears the cybernetic control helmet.

#### SKILLS

**Computers, Electronics, Physics** 

#### POWERS

Energy Blast 15 ("Laser Gatling Gun") Energy Blast 13 ("Electron Beam") Flight 8 Force Field 10 Resistance +10 to everything

#### EQUIPMENT Shield +5

Solar Blade +5

**CALLING:** Soldier HINDRANCE: Bruiser

**PERSONALITY:** Red Ronin has the personality of whoever is operating the machine at the time.

#### HISTORY

Red Ronin was built by Dr. Yuriko Takiguchi at a Stark Industries factory for the sole purpose of stopping a huge lizardlike monster from finishing another metropolis-stomping rampage. A S.H.I.E.L.D. agent was originally supposed to pilot the 100-foot tall monstrosity, but Takiguchi's grandson Robert

sneaked aboard and activated the robot, calibrating its cybernetic systems to himself. With no time to recalibrate, S.H.I.E.L.D. sent Robert off to combat the monster.

Robert thought the giant lizard-creature was just misunderstood, and he didn't want S.H.I.E.L.D. agents to hurt it or cause it to get really destructive. Fortunately, Robert was right, and millions of lives were saved. Robert later used Red Ronin to help the lizard monster slug it out with several other rubbery menaces, such as the alien Megans. In the fight with these creatures, Red Ronin got decapitated (though Robert was okay) and the robot's head and body were sent back to Stark Industries for repair. Chief engineer on the project was Dr. Earl Cowan who, like so many of Stark's employees, was a few bits shy of a byte. Cowan fixed Red Ronin, then flew him to the USSR to incite World War III. Cowan reasoned that

**RED RONIN** 

humanity would only unite against a larger threat, such as nuclear holocaust. Fortunately for the Earth, he flew over New York on the way to Russia, and the Avengers carved Ronin up with his own laser blade. Another near disaster

occurred when Red Ronin's torso was on display at an expo. The robot's arms and weapon systems went wild; only the timely intervention of the Wasp, who tore up Red Ronin's delicate wiring, saved hundreds from embarrassing deaths.

Red Ronin is controlled by a cybernetic helmet keyed to certain individuals. The cockpit is located in the head—the senseless but traditional place from which all good giant robots are controlled. Most of Red Ronin's weapon systems are housed in its enormous shield. Human-sized people can gain access to Ronin through either hatches in the feet or the emergency escape door in the back of the head. Only indestructible or really gutsy people want to get in through a foot hatch when Red Ronin is moving, however.

8X Strength Intellect 8D

3 Edge \* Hand Size 5(30)

**8C** Agility Willpower **12D** 

# **RED SKULL** (JOHANN SCHMIDT)

#### SKILLS

Marksmanship, Martial Arts; Biochemistry; Leadership

#### EQUIPMENT

"Dust of Death" 20 Affliction (Unique Trait: Victim gains red skull head)

#### CALLING: World Domination

**PERSONALITY:** The Red Skull is plain evil. He wants not only to control the world, but to kill every good thing in it. The Red Skull reserves special bile for Captain America. He would kill Cap slowly and gleefully if he could—not that he hasn't



tried a few times. Schmidt's Nazi leanings have taken a downturn since he stopped working for Hitler. Now he is merely megalomaniacal instead of bigoted and megalomaniacal.

#### HISTORY

Three men have lived under the name "Red Skull," but only one survives to this day. Johann Schmidt ran away from an orphanage at age seven and lived as a thief. As a teenager, he was working as a bellboy in a hotel where Hitler stayed. Seeing the potential for terrible cruelty in the lad, Hitler took him under his wing to make him the perfect Nazi.

> Hitler gave him the Red Skull mask and free rein to spread terror. Johann took to the job like he was born for it, specializing in weird technology to advance the Führer's evil dreams. The Red Skull was the primary reason that the U.S. created Captain America—a hero was needed who could fight Hitler's symbol of terror.

Clash after clash followed during WWII, and the animosity between the two continued after the war when both were revived from suspended animation. The Super-Soldier Serum kept Cap young, and an anti-aging gas kept the Skull in vigor. But the Skull's gas wore off, and he started to age. He lured Cap to his isolated mansion to take the Star-Spangled Avenger down with him, but he was foiled and apparently died of old age.

This could not be the last of such an implacable foe, however. The Skull's consciousness survived and was transferred into a clone of Steve Rogers's body! Thus, the Red Skull has returned with renewed vigor and a head full of new schemes to strike terror into the world again.

### **3X** Strength Intellect **5X**

2 Edge \* Hand Size 4(25)

**5D** Agility Willpower **4D** 

#### **SKILLS** Martial Arts; Performance (Music)

#### EQUIPMENT

Hoverchair 1 Flight

CALLING: Gloryhound

HINDRANCES: Physically Disabled—Unable to walk, Unlucky

**PERSONALITY:** An All-American Boy-Next-Door type, Rick has always been a little hotheaded. But he's loyal to a fault and always willing to help out heroes—whether it's sticking by the Hulk, or taking care of business for the Avengers.

#### HISTORY

Rick Jones gets around like nobody else on Marvel Earth. He has sidekicked for some big names in herodom (Hulk and Captain America) and for some smaller names as well. In the Avengers' early days, Rick ran the Teen Brigade, a gang of snappy ham radio enthusiasts who relayed messages and did legwork for the Avengers' more involved adventures.

He was given Honorary Member status with the Avengers for his help, and he even served as a sidekick for Captain America during some limited engagements. He shared consciousness with Captain Mar-Vell for a while, an association which later gave him a temporary cancer. In the Kree-Skrull war, he unleashed his latent psionic powers and held an entire Skrull fleet at bay. He shared a psychic bond with the Leader, briefly became a gamma-irradiated version of the Hulk, hung out with the cosmic gadabout named the Beyonder, and even headed a semi-famous rock band.

# **RICK JONES**

With his lovely wife Marlo, Rick continues to tag along on new trails of super heroics. A recent blow from the Hulk left him wheelchairbound, but for a man who defeated cancer (as well as an alien empire), this should be at most a temporary setback.

### **3X** Strength Intellect **6D**

**2** Edge **\*** Hand Size **4(25)** 

5X Agility Willpower 8D

# SCARLET WITCH (WANDA MAXIMOFF)

**SKILLS** Occult; Leadership

#### POWERS

Magic 8 Energy Blast, Force Field, Telekinesis Reality Warping 14 ("Hex Power") Limits: Gestures, spell-focused, uncontrolled (If it doesn't work, the Narrator chooses a result for the hex.) Previous Limit: Destructive only

**CALLING:** Uncontrolled Power **PERSONALITY:** Wanda has always been a passionate, self-confident woman, even through all of her life's turbulence. She wants to be a mother, although her family situation is so strained that she keeps this hope to herself most of the time. She fears pushing her power to the fullest extent because of the mass havoc it could wreak.

#### HISTORY

Wanda was raised by gypsies alongside her brother Pietro (a.k.a. Quicksilver). The two were recruited together into Magneto's Brotherhood of Evil Mutants. Wanda always hated Magneto's goals, a conviction that was not shaken even when she learned that Magneto was her father.

The Scarlet Witch leapt at the chance to join the Avengers when the opportunity arose. She eventually fell in love with the synthezoid Vision and married him, becoming the picture of bliss when, improbably, she bore the Vision twin sons.

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Wanda has undergone more tragedy and torment than many super heroes. Her marriage ended when the Vision's emotions were dismantled. Her sons proved to be mere illusions, and she suffered mental and emotional breakdowns. She has since recovered from these

troubles and emerged stronger. The Scarlet Witch is a steady and essential Avenger, always ready to answer the call to duty.

> Wanda has studied magic under the tutelage of the witch Agatha Harkness. Though Wanda's mastery of magic is limited, her studies helped her to improve her control over her mutant probability "hexes." Her combination of mutant power and magic means there is very little she cannot achieve if she concentrates. Wanda's mastery of

her powers depends on her emotional state; when her confidence is low, her power falters. Conversely, strong emotion (especially anger) tends to amp her power beyond its normal limits and control.

# SERPENT SOCIETY

The Serpent Society is a weird combination of union and employment agency for super-villains with snake-themed powers. Founded by Sidewinder, the Serpent Society brokers jobs throughout the underworld, then Sidewinder gets a cut of the take. Although the Serpent Society has no 401(k) or dental plan, it does have Sidewinder's "get out of jail free" teleportation power. With him around, no Serpent needs to worry about cooling in a cell for long.

The Serpent Society has had several incarnations. The first one was created solely to kill Captain America. By the fourth version, things had come oddly full circle, when the Society's most notable member, Diamondback, called in Captain America to save her colleagues from Viper.

Viper's nefarious plan was to contaminate the Washington D.C. water supply and turn all the citizens into snake-like beings. This caper was the end of the most recent Society, since Viper had managed to infiltrate and split the group through her agents (Black Racer, Copperhead, Fer-de-Lance, Puff Adder, and others). Sidewinder is too smooth an operator to allow such a good idea to lie dormant, though. He could probably recruit most of his members again if they were available.

Individual Serpent Society members are easily defeated, but together, they can double-team even a group as powerful as the Avengers. Unlike many super-villain groups, the Serpent Society members actually know how to work together, leading with their distance fighters, then hitting with their stronger members when opponents try to close the distance.

Diamondback has her own entry elsewhere in the book. Each other member is given short-form statistics below because so many snake villains slithered in and out of the group. A history of each snake would be ridiculously long, so personality synopses follow the stats, just to give the Narrator and players a way to tell them all apart without a scorecard. Anaconda (Blanche "Blondie" Sitznski): Strength 12D, Agility 4X, Intellect 4X, Willpower 4X, Edge 1, Health 17. Wrestling ("Constriction"). Body Armor +1, Elongation 12 (Limits: Arms only, and only to half again their length), Waterbreathing 2. Calling: Demolisher. Anaconda likes to show off her strength, unsubtly grabbing strong male foes to crush them into unconsciousness.

Asp: Strength 3X, Agility 7X, Intellect 3X, Willpower 3D, Edge 1, Health 17. Performing (Dance). Energy Blast 8 (Limit: Takes a half hour to recharge), Paralysis 2 (value doubled every consecutive exchange of dancing). Calling: Greed. Asp is an Egyptian dancer whose paralysis takes effect slowly as she dances for her victim. She is loyal, but not terribly effective in combat. Her strengths lie in manipulation within a relaxed setting.

**Black Mamba (Tanya Sealy):** Strength 3X, Agility 4X, Intellect 3X, Willpower 4D, Edge 1, Health 17. Performing (Dance). Darkforce Control 8, Illusion 8, Telepathy 8. Calling: Greed. Black Mamba uses her powers in concert. She scans a target's mind for a trusted ally, creates an illusion of that person approaching out of the blackness of Darkforce, and then has the Darkforce grab and crush the target. She carries four poisonous snakes on her person; they bite anyone who touches Tanya (Strength 2X, Poison 4 if damage is dealt).

Black Racer: Strength 3X, Agility 9D, Intellect 3X, Willpower 3X, Edge 1, Health 17. Martial Arts. Lightning Speed 11. Calling: Greed. Black Racer likes to blindside her opponents with her speed. She complains about teammates taking too long to finish their jobs.

**Boomslang:** Strength 3X, Agility 6D, Intellect 3X, Willpower 3X, Edge 1, Health 17. Boomerangs. Equipment: Boomerangs +3. Calling: Greed. Boomslang knows his combat options are limited, so he tries to take advantage of surprise and work with groups. But he's not a coward; he fights if cornered. Naturally, he's Australian. **Bushmaster:** Strength 8X, Agility 6X, Intellect 4D, Willpower 3X, Edge 1, Health 17. Bionics. Additional Limb 8 (Tail; Constriction), Claws +2, Leaping 4, Poison 10 (delivered through Claws). Calling: Demolisher. Bushmaster was a quadriplegic who created bionic limbs to substitute for his lost ones. He was bitter about his condition, and he displayed his bitterness in unhealthy violent outbursts. He felt at home in the Society and was willing to die for it when Viper came calling.

**Coachwhip:** Strength 3D, Agility 4X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Whips. Equipment: Goggles 5 (Protected Senses [Vision]), Whips +3 (Ensnarement 9). Hindrance: Physically Disabled—Light-sensitive (easily blinded without goggles). Calling: Soldier. Coachwhip is as mean as a . . . well, as a snake. She enjoys flaying her opponents, but will hold off if ordered.

**Copperhead (Robert Reynolds):** Strength 5X, Agility 4D, Intellect 4X, Willpower 4D, Edge 1,

Health 17. Marksmanship; Leadership. Equipment: Body Armor +2, Viper Stings (Energy Blast 10 [Electricity]). Calling: Greed. Copperhead has been around the super-villain biz for a bit, so he knows the benefits of working with a team. He likes to strike suddenly out of nowhere.

**Cottonmouth (Quincy McIver):** Strength 3D, Agility 4X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Wrestling. Teeth +7. Calling: Greed. Cottonmouth's creepy power is a bionic mouth. He can open his jaw like a snake's, wide enough to engulf a human head, and clamp down with steel fangs. One of his tactics is to wrestle in close with a hero, then put the bite on him hard.

Death Adder (Roland Burroughs): Strength 8X, Agility 5X, Intellect 3X, Willpower 3X, Edge 2, Health 25. Equipment: Bionic Implants (Additional Limb 4 [Tail], Body Armor +2, Claws +2, Lightning Speed 5 [Swimming], Poison 15, Waterbreathing 4). Hindrance: Physically Disabled—Mute. Calling: Greed. Death Adder was a silent, expert killer who had the respect of





his teammates. He was killed by Scourge, the underworld hunter.

Fer-de-Lance (Teresa): Strength 5X, Agility 5C, Intellect 3X, Willpower 4X, Edge 1, Health 17. Acrobatics, Martial Arts. Claws +4. Calling: Greed. Fer-de-Lance was from somewhere in Central or South America. She remorselessly killed anyone who got between her and her goals.

Princess Python (Zelda DuBois): Strength 3X, Agility 5X, Intellect 4X, Willpower 4C, Edge 1, Health 17. Animal Handling (<u>Snakes</u>), Performing (Dance). Calling: Greed. Princess Python is a regular member of the Circus of Crime. She joined the Society briefly because of cher cowardice. She wants money, but doesn't want to risk much to get it. She has a pet python (Strength 16D, Agility 2X, Edge 1, Health 17. Wrestling).

**Puff Adder:** Strength 10X, Agility 3X, Intellect 2X, Willpower 3X, Edge 1, Health 17. Body Armor +2, Corrosion 8 (Corrosive Missile), Size Alteration 2 (Growth). Calling: Greed. Puff Adder is a punch-'em-up type villain. He "inflates" to get big, sprays his acid, then wades in.

Rattler (Gustav Krueger): Strength 7X, Agility 4X, Intellect 4X, Willpower 3X, Edge 1, Health 17. Additional Limb 3 (Tail), Sonic Control 10 (Force Field, Sonic Vibration). Hindrance: Physically Disabled—Nearly deaf (wears hearing aids). Calling: Demolisher. All of Rattler's powers stem from his bionic tail. Its vibratory powers can shake people and objects apart, or set up a force field. These powers affect friend and foe alike in an area—not that Rattler cares.

**Rock Python:** Strength 5X, Agility 6X, Intellect 6D, Willpower 3X, Edge 1, Health 17. Metallurgy (the science of metals). Equipment: Ensnarement Capsules 12 (can be controlled remotely through cybernetics in cowl; Limit: Four capsules). Calling: Greed. Rock Python carries four capsules containing expanding metal tentacles. He throws them at targets to wrap them up. If he is knocked out, the tentacles loosen by themselves. Sidewinder (Seth Voelker): Strength 3X, Agility 7X, Intellect 7X, Willpower 4C, Edge 2, Health 25. Finance, Leadership. Equipment: Teleportation Cloak (ESP 1 [Limit: Applies only to areas to which he will teleport]), Teleportation 10 (Passengers, Quick Turnaround, can fall up to 100 feet without damage, can catch small objects in pocket dimension). Calling: Greed. Sidewinder is smart and resourceful. He's spent a lot of time learning tricks with his teleportation. Unlike many criminal masterminds, he knows how to run a business, and he neatly sidesteps the eao problems that plaque other villains.

Slither (Aaron Saloman): Strength 4X, Agility 6X, Intellect 3X, Willpower 2D, Edge 1, Health 17. Tracking. Ability Boost & (Strength; Limit: Only when grappling); Enhanced Senses 6 (Smell). Calling: Soldier. Slither is an obsequious simpleton, but he can be pretty dangerous if heroes forget about him.

### **17X** Strength Intellect **6D**

2 Edge \* Hand Size 4(25)

**6D** Agility Willpower **6X** 

# SHE-HULK (JENNIFER WALTERS)

**SKILLS** Brawling; Law

#### POWERS Leaping 22

#### CALLING: Gloryhound

**PERSONALITY:** Gamma-irradiated blood has been kind to Jennifer Walters. She loves being She-Hulk. Her strength and size give her the freedom to be bold and confident, in stark contrast to the mousy introvert she was in her normal human form. She is also quite sharp at her law practice, although her seven-foot-tall frame and green skin can be a distraction in the courtroom.

#### HISTORY

Jennifer Walters is the cousin of Bruce Banner, the incredible Hulk. She was enjoying a successful if unspectacular law practice in California when she suffered a near-fatal bullet wound. Bruce gave her a transfusion of his own blood to save her life. The gamma-irradiated blood triggered Jen's transformation into the seven-foot, superhumanly strong She-Hulk.

Unlike her cousin, Jennifer could control her transformations. Also unlike her cousin, Jennifer enjoyed being the She-Hulk. For a while, she could transform back into her normal form at will, but she has since lost that ability. Since she likes the power and strength of her new form, this doesn't bother her one bit.

She-Hulk is one of the most active and mobile people in the super hero community. During the Thing's absence, she served as a member of the Fantastic Four; she also spent a great deal of time as an Avenger. She is an advocate for super heroes in and out of the courtroom, and she currently works as a legal advisor for the Heroes for Hire.

Jennifer Walters: Strength 3X, Agility 3X, Intellect 6D, Willpower 3X, Edge 0, Health 10. Law. Calling: Investigator.

### 14A Strength Intellect 5C

2 Edge \* Hand Size 4(25)

**8D** Agility Willpower **8B** 

# SIF, GODDESS OF WARRIORS (ERICKA VALEZ)

#### SKILLS

Brawling, Shields, Spears, <u>Swords</u>; Equestrian; Dimensional Geography, Lore (Asgardian); Law Enforcement, Leadership, Observation

#### POWERS

Resistance +8 to Aging and Disease

#### EQUIPMENT

Enchanted Sword +4 Teleportation 4 (Gateway between Asgard and Earth, Passengers)

#### CALLING: Adventurer

PERSONALITY: Sif is a brave and honorable person, loyal to her people to the end. She is a mighty fighter, but at the same time she can be compassionate and merciful. (Even during the time when she believed herself to be a mortal. she continued to display these qualities in her temporary identitythat of a brave and incorruptible police detective.) She has long loved Thor, greatly admiring his nobili-

#### HISTORY

ty and courage.

Sif is the sister of Heimdall. She began training to be a Shield Maiden at an early age—which is why she is one of the most accomplished swordswomen in the realm.

As a child, she was the playmate of both Thor and Loki. When the trio reached adolescence, Sif and Thor fell in love. Jealous, Loki cut off Sif's beautiful golden hair while she slept. Thor attempted to force Loki to restore it, but when the latter tried to cheat the dwarven craftsmen he had hired for the task, they caused her hair to grow back black as night. Everyone felt that Sif was more beautiful than ever, so Loki's plan backfired entirely.

When Thor was banished to Earth, Sif eventually followed, hoping to renew their relationship.

For a time their romance was rekindled, but interference from the Enchantress and her sister Lorelei ultimately spelled an end to their romance, although they remain dear friends.

> When Odin transformed all the gods into mortals, Sif believed herself to be Ericka Valez, a tough New York City police detective. An encounter with strange magical assassins and Red Norvell, once a vessel for Thor, caused her to go in search of her true nature. Along with the Enchantress and other transformed Asaardians. Sif rediscovered her true nature just in time to stop the god Set from destroying the world. Sif's current where-

> > abouts are unknown.

### **4D** Strength Intellect **4X**

1 Edge \* Hand Size 3(17)

**6C** Agility Willpower **3X** 

# SONGBIRD (MELISSA GOLD)

#### SKILLS

Wrestling; Acrobatics, Aerial Combat

#### POWERS

Sonic Control 2 Limit: Uncontrolled without harness

#### EQUIPMENT

Sonic Harness 11 CommLink, Power Amplification (Force Field, Sonic Flight, Sonic Shapes; Limit: One power type only [Sonic Control])

CALLING: Outcast

**HINDRANCES:** Panicky, Triggered-Powerless without sonic harness

**PERSONALITY:** Emotionally vulnerable and shy, Melissa allows her identity to be defined by the group she's in. She is desperately afraid of being abandoned and may be goaded into acts contrary to her true nature with this threat.

#### HISTORY

Fleeing an abusive home life, Melissa Gold fell into the company of the Grapplers-a group of female wrestlers. The Grapplers were physically enhanced to give them superpowers; Melissa gained a sonic scream that could induce vertigo in its victims and the moniker "Screaming Mimi." With the Grapplers, and even later as a member of Baron Zemo's Masters of Evil, Screaming Mimi became a super-villain with an undistinguished career. Later, her partnership with the sonicallypowered Angar the Screamer came to an abrupt end when he was shot and killed during a bank robbery attempt. Her shock and grief at her partner's sudden death provoked her to release a sonic scream beyond any she had uttered before; its force devastated a forest and destroyed her vocal cords.

Baron Zemo found Melissa and offered her refuge and a place to heal. Without anywhere else to go, she accepted his offer. The Fixer, using pieces of Klaw's old sonic converter, created a sonic harness that replaced Screaming Mimi's powers with far more potent abilities. The newly named Sonabird, while ambivalent about being a villain, truly felt she had nowhere else to turn. Asa

Thunderbolt, Songbird gained

experience with her new powers, confidence in herself, and the affections of her teammate MACH-1. She sided with the others against Baron Zemo in the final conflict, out of both heroism and fear of abandonment by MACH-1 and the others.

Melissa continues to answer to Songbird, although she occasionally refers to herself as "Mimi," particularly when trying to bolster her selfconfidence. MACH-1 is worried about her seeming personality shifts.

Screaming Mimi ("Mimi Schwartz"): Strength 7D, Agility 6X, Intellect 4X, Willpower 3X, Edge 1, Health 17. Wrestling. Hypnosis 12 (Vertigo), Sonic Control 2. Calling: Greed.

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### 4X Strength Intellect 8D

2 Edge \* Hand Size 4(25)

### **3X** Agility Willpower **3C**

# SPACE PHANTOM

#### SKILLS

Time Machinery; Leadership, Military

#### POWERS

Power Duplication 20 Imitation, Mechanical Duplication Limit: Teleported to Limbo if he tries to duplicate Magic Shapeshifting 20 Size Alteration 20 Teleportation 20 (Stunt only) Displacement Limit: Location-specific (Limbo)

#### CALLING: Soldier

**PERSONALITY:** The Space Phantom is unpredictable and most likely insane. However, he's still very cunning, and he often hides a method within his madness. He serves Immortus reliably but unhappily in exchange for his powers.

#### HISTORY

The Space Phantom first appeared in an attack on the Avengers. When he duplicates someone, he sends the person duplicated to Limbo, a dimension where the victim can do nothing but wait until the Phantom imitates the next person. He once duplicated the Hulk and spread discord through the Avengers' ranks. The Space Phantom was finally defeated when he tried to duplicate Thor and his mighty hammer. The magic in Thor and Mjolnir reacted with Space Phantom's power, kicking him into Limbo instead.

Much later, the Avengers learned that the Space Phantom was working for Immortus (an identity of Kang), gathering people into Limbo so that Immortus could study them. Space Phantom's whole planet, Phantus, was also trapped inside Limbo. The Phantom tried to trick Thor into releasing his planet once, but the thunder god saw through the deception. Thor released Phantus out into real space anyway, while the Space Phantom remained trapped in Limbo, still doing Immortus' bidding.


## 12X Strength Intellect 5D

2 Edge \* Hand Size 4(25)

**12X** Agility Willpower **6X** 

## SPIDER-WOMAN (JULIA CARPENTER)

SKILLS Espionage

POWERS Ensnarement 16 Wall-Crawling 13 Web-Slinging 16 Instant Freedom

## CALLING: Guardian

**PERSONALITY:** Julia is a kind person with a hard edge underneath. She loves her daughter, Rachel, more than anything and works hard to balance the life of a super hero with the demands of motherhood. Lately, the super hero role has had to take more of a back seat. (Note: This Spider-Woman is no relation to the original Spider-Woman, Jessica Drew.)

## HISTORY

Julia Carpenter was a full-time mom and wife. She met Val Cooper during college, then ran into her again several years later in Denver. Julia needed a better paying job, and Val, who was then serving as government liaison to the superteam X-Factor, offered her work for a top secret government commission if she could get away to Washington for a few days.

The job was basically to be a guinea pig. After a series of injections and then an "accidental" mix-up, Julia found herself suddenly strong and agile. Moreover, she was able to stick to walls and fire a psionic webbing. Julia was offered a regular job with the Commission, but before accepting, she went home to Denver, whereupon the entire city was sucked up into the Secret Wars.

To everyone's surprise, she held her own with the established heroes in that conflict. She performed so well that Val offered her a job with Freedom Force (a government-backed group of mutant ex-villains) when she

> returned. If the group's make-up wasn't clue enough that she

didn't belong, the brutality of its members drove the point home. She betrayed her teammates when they captured the Avengers to place them on trial, and then assisted them in breaking out of the Vault.

All of this took its toll on her personal life. Because Julia couldn't explain where she was or what she did for a living. the courts gave custody of her young daughter, Rachel, to her exhusband. Hanging out with unrepentant excons didn't do wonders for her well-being either. Eventually, she fell in with the West Coast Avenaers and found more of a home. She was a welcome member until the team's disbanding, upon which she joined Force Works. In the wake of the Avengers' latest regrouping, Julia has returned to Denver to raise Rachel herself.

## 7X Strength Intellect 7C

2 Edge \* Hand Size 4(25)

**6B** Agility Willpower **4D** 

## SKILLS

Disguise, Marksmanship, Martial Arts; Electronics, Espionage; Performing (Acting)

### EQUIPMENT

Body Armor +5 Energy Mini-Gun +4 Energy Nunchuks +7 Paralysis Ray 16 ("Stasis Ray") Paralysis Razor-Disk Gun +8 Repulsor Repellers 18

Absorption (Kinetic), Energy Reflection Various high-quality spy devices (CommLink, Wiretaps, etc.)

## CALLING: Greed

**PERSONALITY:** Spymaster was THE choice for espionage, sabotage, or assassination while he still lived. People or organizations with enough money to hire him rarely regretted doing so. In contrast to most hired villains, he was quick-witted, professional, and effective. He even seemed to follow his own moral code, occasionally turning down jobs from employers he disliked.

## HISTORY

Quite possibly the best industrial spy in the world, Spymaster worked for years for nearly anyone who paid his price. He had an excellent reputation in espionage circles; his client list boasted such impressive names as A.I.M., the Maggia, Roxxon Oil Co., and even S.H.I.E.L.D.

Spymaster's most frequent foe was Iron Man. The two faced off frequently due to the alarming regularity with which employers hired Spymaster to steal informa-

## SPYMASTER

tion from Stark Industries. Although he didn't have a perfect success record, he did succeed fairly often, and he always got away.

Spymaster's biggest (and quietest) theft ever from Tony Stark was the blueprint for Iron Man's armor, which he sold to crime boss Justin Hammer. The armor specs were subsequently distributed worldwide and adapted by numerous armored villains such as the Beetle, the Mauler, Titanium Man, Stilt-Man, and more. Iron Man only learned of Spymaster's intrusion long after the fact, and he still has no idea exactly when it happened. It is quite likely that Spymaster even knew that Stark was Iron Man,

but kept the information to himself.

One final foray into Stark's labs ended in Spymaster's apparent death. He and the Ghost, another super-villain with whom he had been paired for this job, used the latter's intangibility devices to escape through a wall. But while Spymaster was still inside the wall, the Ghost removed his intangibility device, apparently killing his partner instantly. It seems strange that a consummate professional like Spymaster would have trusted this particular ally, since he had been hired to kill the Ghost not long before.

Perhaps Spymaster somehow faked his death and is even now operating in another guise, or perhaps he is simply living the good life in Rio. A second Spymaster appeared after the original's apparent death, but he was thought to be a Taskmaster araduate, not the original.

**History:** The Squadron Supreme is a group of superpowered champions who hail from an alternate-reality Earth, sometimes dubbed "Other-Earth." Only the second superteam to be formed in that world (following in the footsteps of the WWII-era Golden Agency), the Squadron was for years a special branch of the U.S. military, answerable only to the President and the National Security Council. Its members received government funding and were sanctioned law enforcement officers.

During its early years, the Squadron met in the mansion of industrialist Kyle Richmond (secretly founding member Nighthawk). As its influence grew, the team relocated to Squadron City, a sprawling base in the Great American Desert.

The Avengers inadvertently discovered Other-Earth while returning home from an extra-dimensional adventure. They mistook the Squadron Supreme for the Squadron Sinister, a group of super-villains from Earth. The two groups initially battled each other, but soon united to stop the megalomaniacal Brainchild from launching a rocket to detonate Other-Earth's sun.

A short time afterward, the Squadron's U.S. government fell under control of agents of the extra-dimensional god Set and his Serpent Crown. The Avengers eventually helped the Squadron Supreme free its version of the U.S. from the Crown's influence. Subsequently, the Squadron forced the mind-controlled President to resign, and Kyle Richmond, who had quit the group to enter the political arena, was elected as the new President by a landslide.

Richmond's government was still putting America back together when both he and the Squadron were controlled by the Overmind and Null the Living Darkness. Hyperion, the only member to escape this mind control, recruited other superbeings, including Dr. Strange and the Vision, to free the Squadron from domination. When the villains' hold was broken, the heroes of both Earths united to free the planet.

Facing worldwide political, economic, and technological collapse after two global takeover

attempts, the Squadron momentously decided to implement the Utopia Program, a plan designed to address all of society's ills, eliminating war, crime, pollution, poverty, disease, and even death. All governments were disarmed, and behavior modification became a standard method of dealing with malcontents.

Richmond felt the Squadron was taking away humanity's freedom, so he quietly recruited a team of superbeings called the Redeemers to oppose the plan. Just as the final stages of the Program were about to be implemented, the Redeemers engaged the Squadron. Many lives were lost on both sides, but Richmond convinced Hyperion that the Utopia Program was using ignoble means to achieve noble ends. Richmond died in the battle just moments before Hyperion halted the hostilities, and the Squadron realized it had made a disastrous error.

The team had just begun dismantling the Program when the Nth Man arrived, threatening to devour Other-Earth's universe as he had done with seven others. Arcanna's newborn son, fated to be Sorcerer Supreme of Other-Earth, traded places with the villainous Thomas Lightner as the core of the Nth Man, then set about restoring the destroyed universes to their places in the multiverse. This process accidentally drew several Squadron members into our Earth's dimension. Stranded there, they made repeated efforts to return to their homeworld, but were always thwarted by Thomas Lightner, now the Sorcerer Supreme of their native dimension.

The stranded Squadron members were manipulated by the Corruptor into believing the Avengers to be impostors, mere mockeries of the heroes "killed" by Onslaught. After the ensuing battle, Captain America sharply criticized the Other-Earth heroes for allowing themselves to be mind-controlled yet again. The two teams united once more against master manipulator Imus Champion, the mastermind behind this particular deception. After defeating him, they found a device in his headquarters that allowed the



Squadron to break the dimensional barriers and return to its native reality.

Once there, the Other-Earth heroes discovered that their world had fallen to a totalitarian govenrment called the Global Directorate. Using the partially-dismantled Utopia Program as its power base, this group had eliminated most of the remaining superbeings in that reality. At great risk, the Squadron members have dedicated themselves to ridding their world of the Directorate and all it stands for. They have been joined in this endeavor by the son of the original Nighthawk and other longtime members.

**Noteworthy Members:** At its height, the Squadron Supreme had about twenty active members. Only the heroes who were stranded on our Earth are described in this entry.

(	6D Strength	Intellect 4D
2 Edge * Hand Size 4(25)		
	6C Agility	Willpower 5D

1 Edge \* Hand Size 3(17)

Intellect 4D

(HAROLD DANFORTH)

HAYWIRE

6D Agility Willpower 5X

## DOCTOR SPECTRUM (JOE LEDGER)

## SKILLS

Brawling; Martial Arts, Piloting; Energy Control; Teaching

## POWERS

Force Field 16 Energy Bottle, Entrapment, Force Bubble, Shield From Energy, Suffocation Limit: Visible Fields Light Control 16 Blinding Blast, Flight, Illusion, Invisibility, Laser, Lightshow Phasing 8

## CALLING: Responsibility of Power

**HINDRANCES:** Guilt-Ridden (If Doctor Spectrum uses his powers directly against another person, all his scores drop to 0), Susceptible to Mind Control

**PERSONALITY:** Joe is a happy, confident adventurer, although darker moods possess him when he thinks of the pain his world has suffered and the lives he has taken.

## HISTORY

A Skrull gave astronaut Joe Ledger a strange power crystal that let him control light and light energy. When the crystal was later crushed and absorbed into his body, the powers it had granted him became permanent. Since accidentally killing Nuke, a fellow Squadron member, Joe has been hesitant to use his powers against other living beings.

## **SKILLS** Flinging; Espionage

**6X** Strength

## POWERS

Ensnarement 14 Spins metal wires from his hands Instant Freedom, Multiple Targets

CALLING: Adventurer

**HINDRANCE:** Susceptible to Mind Control **PERSONALITY:** Harold is cheerful, brave, and heroic. He once stood against the Squadron because he shared Nighthawk's idea that people should be free to make their own choices.

## HISTORY

Harold Danforth was recruited by Nightwing to infiltrate the Squadron Supreme and weaken the Utopia Program from within. After Hyperion started to dismantle the program, Harold was invited to stay on with the Squadron, as his heroic heart had been evident in all that he had done. Alone among the stranded Squadron members, he chose to stay behind instead of returning to Other-Earth.



## SKILLS

Brawling, Sonic Slam, Wrestling; Aerial Combat; Assessment, Journalism; Leadership

## POWERS

Energy Blast 19 ("Radioactive Eyebeams") Flight 13

Lightning Speed 10 Resistance +10 to Cold, Disease, Fire, and Poison Resistance +3 to Physical and Energy Attacks

### CALLING: Protector

**HINDRANCE:** Fatally Vulnerable to argonite (a rare substance on Other-Earth), Susceptible to Mind Control

**PERSONALITY:** Hyperion is a born leader. He radiates sincerity and good intentions in virtually everything he does, and people follow him almost without a second thought. He admires beings who have strong principles as much as he detests those who do not.

## HISTORY

Hyperion was sent to Other-Earth as an infant. He has had his powers and strength since childhood, but as the Other-Earth couple who raised him taught him strong values, he has always used them for good. Hyperion was one of the founding members of the Squadron Supreme. During the implementation of the Utopia Program, he fell in love with Power Princess. Their relationship lasts to this day.

## SKILLS

Acrobatics, Martial Arts, Sleight of Hand; Mythology, Occult; Performing (Fortune-Telling)

(ARCANNA JONES)

## POWERS

Empathy 5 Magic 9

Air Control, Animation, Earth Control, Energy Blast, Fire Control, Flight, Force Field (Limit: Against Magic only), Illusion, Image Summoning, Psi-Screen, Water Control Precognition 3

### CALLING: Gloryhound

**HINDRANCE:** Susceptible to Mind Control **PERSONALITY:** Arcanna is a joyous pleasure-seeker who loves magic almost as much as she does showing off. She has a strong mother-instinct and acts as a big sister for Skylark.

## HISTORY

Arcanna is descended from a long line of spellcasters, and she has been carrying on that family tradition since her father's death. As a member of the Squadron, she fought against the Nth-Man, using her Illusion power to masquerade as Moonglow. Although she revealed her identity to her teammates, she has continued the charade during the Squadron's stay on Earth. She remains deeply devoted to her family members, whom she found safe and sound upon her return to her native world.





## POWER PRINCESS (ZARDA SHELTON)

## SKILLS

Brawling, Spears, Swords, <u>Shields</u>; Archery, Aerial Combat, Flinging, Ricochet; Biology, Geology, History (Other-Earth), Sociology; Leadership, Politics

## POWERS

Flight 9

Resistance +10 to Aging, Cold, Disease, Fire and Poison

Resistance +5 to Physical and Energy Attacks

## EQUIPMENT

Shield +15 Unique Bonuses: +5 on attack or +15 on defense

### CALLING: Exemplar

**HINDRANCE:** Susceptible to Mind Control **PERSONALITY:** Zarda is a serious-minded woman dedicated to the ideals of pacifism, equality, and justice—which she protects with violence. She is a woman of great passion, but she doesn't give affection easily. Since the death of her husband of 40 years, she has fallen in love with Hyperion.

## HISTORY

Zarda comes from the paradise of Utopia Isle, home to an untroubled society that resulted from experimentation by the alien Kree. When the atom bomb was developed, the Utopians moved their island into space, and Zarda remained behind to teach the rest of the world the ways of the Utopians. A founding member of the Squadron, she was one of Hyperion's staunchest allies in implementing the Utopia Program.

## SKILLS

Brawling

## POWERS

**Shapeshifting 8** 

Limit: Simple forms only (For example, Shape can turn his body into a slide, or his hands into hammers. He cannot eliminate the Monstrous hindrance with this power.)

SHAPE

### CALLING: Outcast

**HINDRANCES:** Monstrous (cannot be countered by Shapeshifting), Susceptible to Mind Control **PERSONALITY:** Although once bitter and consumed with hatred for the world around him, Shape is now a sweet, kind-hearted individual who, if it were up to him, would do nothing but play with children all day long. He is developmentally disabled and has the outlook of a child.

## HISTORY

Shape was originally a member of the Institute of Evil, a group of super-villains assembled to oppose the Squadron Supreme. Unlike many of his fellow villains, he wasn't out for money or power; he merely wanted revenge against a society that had mocked him his entire life. Once he had been subjected to the Utopia Program's behavior modification machines, his hatred for the world ceased, and he became a loyal supporter of the Squadron. After Hyperion halted the Program, Shape became a fast friend of Arcanna's family, who essentially adopted him.





## SKYLARK (LINDA LEWIS)

### SKILLS

Martial Arts Weapons; Acrobatics, Martial Arts; Performing (Singing)

## **POWERS**

Sonic Control 10 Sonic Scream 15 Limit: Loudness only

#### EQUIPMENT Wings 5

### CALLING: Peace of Mind

**HINDRANCE:** Susceptible to Mind Control **PERSONALITY:** Linda is a reluctant super hero who would gladly give up her powers if it meant that her singing voice could be restored. She continues to feel the deep love that was artificially placed in her by her erstwhile teammate Golden Archer, and she sinks into depression whenever she is reminded of him.

## HISTORY

Skylark (formerly Lady Lark) only joined the Squadron when she learned that the accident that gave her superhuman powers had also destroyed her voice. For a time, Squadron members Golden Archer and Blue Eagle vied for her affection. Golden Archer brainwashed her so that she would love only him. When that was revealed, Linda quit the team, but continued to love Golden Archer. Upon his death, Linda rejoined the Squadron to fight the Nth Man. She now wears the late Blue Eagle's artificial wings.

### SKILLS Brawling; Martial Arts, Fast Exit

## POWERS

#### Lightning Speed 19

Airwalking, Phasing, Power Slam, Run Up Walls, Spinning Drill, Waterwalking, Whirlwind

WHIZZER

(STANLEY STEWART)

#### CALLING: Guardian

**HINDRANCE:** Susceptible to Mind Control **PERSONALITY:** Stanley is a devoted family man who places the welfare of his wife and children far ahead of his duties to the Squadron. He wants very much to return to his native world. Stanley struggled for some time with a guilty conscience over his attraction to Arcanna, which arose both from their similar outlooks regarding family and from the sorcerese's physical charms. This guilt resulted in increasingly hostile and rude behaviortoward his team members, which only abated after he was reunited with his family.

## HISTORY

Stanley was a mail carrier who gained his powers and heightened agility after passing through a fog bank of unknown origin. He became a costumed hero and eventually a founding member of Squadron Supreme, but his primarily focus remained on being a good husband and father. He traveled with other members of the Squadron to confront the Nth Man when that being threatened to devour Other-Earth. Whizzer has been reunited with his family since returning to his native reality.



## **13X** Strength Intellect **6D**

2 Edge \* Hand Size 4(25)

8X Agility Willpower 8D

## STARFOX (EROS OF TITAN)

## SKILLS

Lore (Titan); Manipulation

### POWERS

Body Armor +5 Emotion Control 14 Limit: Can only instill calm, friendly, and happy emotions Flight 16 Regeneration 13 Resistance +9 to Aging, Cold, Disease, Electricity, Fire, Poison, and Radiation

#### CALLING: Adventurer PERSONALITY: When his

mad brother Thanos or some other interstellar threat is around, Starfox is single-minded in his desire to stop it. The rest of the time, he's a happy-golucky gadabout with too much time on his hands. He loves to travel, see the universe, and meet as many women as time permits—and that's quite a few given his near-immortality.

## HISTORY

Eros and Thanos ("love" and "death," to the Greeks) were born to two Titanian Eternals, father Alars and mother Sui-San. Predictably, Thanos grew to become a death-worshipping madman with designs on cosmic destruction. But Eros grew to be a womanizing hedonist with designs on nothing too important. Only Thanos's attack, which killed their mother, clued him in to the fact that some things are more important than his own pleasure. Eros joined his friend Captain Mar-Vell in battle against Thanos and other menaces. But he could not help Mar-Vell against the threat that finally claimed his life cancer. He stood with the Kree warrior till the last, finally agreeing to take care of Elysius, Mar-Vell's love, at his friend's request. His ensuing relationship with Elysius lasted an amazing two or three weeks—a record for Starfox.

In the wake of Mar-Vell's death, Eros joined the Avengers and served with them against many villains, including his own brother. Since leaving the team, he has been combing the universe for Thanos and his granddaughter Nebula—and probably a woman on every planet.



## 6X(16X) Strength Intellect 6B

2 Edge \* Hand Size 4(25)

## 4X(8X) Agility Willpower 4X

## SKILLS

Biology (Ichthyology), Oceanography

## EQUIPMENT

#### **Underwater Armor**

Ability Boost 4 (Agility), Ability Boost 10 (Strength), Body Armor +7, Energy Blast 12 (Electrical), Gliding 2, Lightning Speed 6 (Swimming), Resistance +8 (to Cold, Electricity, Fire, and Pressure), Waterbreathing 6

#### CALLING: Explorer

HINDRANCE: Triggered-Powerless if separated from armor

**PERSONALITY:** Walter Newell is a calm, reasonable scientist. Occasionally, he finds it necessary to get mixed up with the cape and cowl set, but he would much prefer to study oceanography. He can be a great ally to Avengers bound for an undersea expedition.

## HISTORY

Dr. Newell has always been more interested in oceanography than heroics. He was drawn into super hero dealings mainly through Namor, the Sub-Mariner. A federal agent used Newell to help investigate a loss of Earth's ocean water, sending him to find the Prince of Atlantis, who was suspected of causing the anomaly. Newell figured Namor would be found innocent of any wrongdoing, but he still needed to be able to overpower the Atlantean prince in the very likely event that he wouldn't come along peaceably.

So the scientist built a suit of armor that would give him amazing strength and maneuverability underwater. He fashioned it after the physiology of a manta ray, which earned him the name "Stingray" later on. Despite early antagonism, Stingray helped Namor out on several other occasions, and the suit proved to be a great help in his oceanographic research.

Later, Newell took over Hydro-Base, a floating island in the Atlantic Ocean, after the insane Dr.

## **STINGRAY** (DR. WALTER NEWELL)

Hydro was captured. He married Diane Arlies (sister of the villainous Tiger Shark) during this time and paid for upkeep by leasing Hydro-Base to the Avengers as a mobile hangar for their quinjets. This neat arrangement ended when a group of robots under the control of Dr. Doom sank the island during one of Loki's acts of vengeance.

24C\* Strength Intellect 8C

Edge \* Hand Size 3(17)

**4X** Agility Willpower **5C** 

## SURTUR KING OF THE FIRE DEMONS

\*Surtur uses his Agility to hit foes.

## SKILLS

Brawling, Swords; Dimensional Geography, Occult; Intimidation, Leadership

## POWERS

Body Transformation 24 Energy Form Limit: One form only (Fire) Fire Control 30 Absorption, Fire Elementals, Smokescreen Energy Sheath 14 Limit: Constant Resistance +8 to Aging, Disease, and Kinetics

**CALLING:** Demolisher HINDRANCES: Bruiser, Monstrous, Susceptible to Cold

**PERSONALITY:** Surtur is dedicated to the destruction of Asgard and the rest of the Nine Worlds. Whenever he appears, his first action is the immediate destruction of everything in the area; the next is the search for Asgardians to slay. He possesses evil intelligence and vast power.

## HISTORY

Ages ago, Odin and his brothers encountered Surtur while exploring the Nine Worlds. The demon revealed to them that he intended to destroy the worlds with fire from his great sword someday. Odin and his brothers

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attacked Surtur, and the latter sacrificed themselves in an effort to contain the demon while Odin departed for Asgard.

Ages later, Surtur went to destroy Earth, but Odin trapped him at the core of the world. There he remained until Loki freed him. Surtur has since made several attempts at destroying both Asgard and Earth, the most recent of

which came dangerously close to becoming the fabled Ragnarok. Due to lastminute heroics by Thor and his allies, Surtur was defeated and banished back to his fiery home-realm of Muspelheim. The Asgardians captured Surtur's sword, called the Twilight Sword, which Morgan Le Fay used to warp reality. Surtur rules over vast hordes of demons, many of whom are comprised of living fire.

> Muspelheim Fire Demon: Strength 16X, Agility 8X, Intellect 3X, Willpower 3X, Edge O, Health 1O. Energy Sheath 8, Fire Control 1O. Hindrance: Bruiser. Calling: Demolisher.

## 8D Strength Intellect 3X

2 Edge \* Hand Size 4(25)

**6X** Agility Willpower **3X** 

#### SKILLS Swords

## EQUIPMENT

Sword +5 Disintegration Ray 10, Energy Blast 10 (Electrical, Fire, and Kinetic), Stun Blast 10

### CALLING: Adventurer

**PERSONALITY:** The Swordsman has spent most of his adult lifetime trying to prove himself good enough to be loved and to be a hero. With his love Magdalene, he seems to have found a way to belong, but he's still a wanderer at heart.

### HISTORY

The first Swordsman, Jacques Duquesne, was the son of a decadent governor in the tiny southeast Asian French protectorate of Sin-Cong. On his 18th birthday, his father gave him the family sword, which could cut through metal. Jacques wanted to join the local freedom fighters, so he took the sword, made a costume for himself, adopted the Swordsman identity, and became a living symbol of hope and "justice long-deferred." Unfortunately, his fellow freedom fighters did not feel the same way. As soon as they had overthrown the country with the Swordsman's help, they attempted to kill Jacques. He fought his way free, but the

Swordsman's idealism was shattered. After that incident, he wandered

the world as a criminal and mercenary. The Swordsman also performed at various circuses,

## SWORDSMAN (PHILIP JARVERT)

and at one of these, he met and trained a young Clint Barton, the future Hawkeye. He joined the Avengers under false pretenses while working for the Mandarin, but they were on to him. When they found him fiddling with a bomb, they attacked, but he escaped.

He traveled more, until he met Mantis in Vietnam. Together they traveled back to the U.S. and joined the Avengers, where

> the Swordsman proved himself reformed and ready to rekindle the idealism he had once felt. Jacques died saving Mantis from Kana's lethal energy blast. A new Swordsman, Philip Jarvert, has since come from another dimension to take Jacques's place. Philip currently is in love with the former Avenger Magdalene, who travels with him as they try to find a home for themselves.

#### Jacques Duquesne: Strength 8D, Agility 6X, Intellect 3X, Willpower 3X, Edge 2, Health 25. <u>Swords</u>. Equipment: Sword +5 (Disintegration

Ray 10, Energy Blast 10 [Electrical, Fire, and Kinetic), Stun Blast 10). Calling: Repentant.

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## 8A Strength Intellect 6D

2 Edge \* Hand Size 4(25)

**10A** Agility Willpower **6C** 

## TASKMASTER

## SKILLS

Axes, Boxing, Brawling, Climbing, Clubs, Hammers, Knives, Martial Arts Weapons, Shields, Spears, Swords, Whips, Wrestling: Acrobatics, Archery, Boomerangs, Contingent Attack, Driving, Equestrian, Flinging, Juggling, Marksmanship, Martial Arts, Ricochet, Sleight of Hand, Slings, Surfing; Criminology; Finance, Manipulation

## POWERS

Danger Sense 14

Power Duplication 16 ("Photographic Reflexes") Expanded Skills (Unique Stunt: No restrictions on accumulating allowed skills; acquired skills are permanent)

Limit: Agility- and Strength-based skills only

## EQUIPMENT

Billy Club +2 Bow and Arrows +2 (see Hawkeye) Grenades +4 (Blinding, Explosion, Poison [Tear Gas], Smokescreen, Sonic Blast, Stun Blast) Helmet 10 (Protected Senses [vs. Gas, Sonic, Smoke, and Light]) Pistol +4 (Lead, Explosive, Rubber, and Tranquilizer Ammo)

Shield +4 Sword +4

## SPECIAL BONUS

Because he knows their fighting styles, these heroes are penalized in all actions against Taskmaster by 2 levels of difficulty: Aguila, Captain America, Daredevil, Hawkeye, Hellcat, Iron Fist, Iron Man, Punisher, Spider-Man, Tigra.

## CALLING: Greed

**PERSONALITY:** Professional and pragmatic, Taskmaster lets others do the dirty work. Although he can fight many single heroes to a standstill, he usually keeps a dozen or so "students" around armed with advanced weaponry to fight superteams while he escapes. As a long-term planner and tactician, he prefers to teach future criminals quietly rather than face super heroes directly.

## HISTORY

Taskmaster gives the lie to the cliché, "Those who can't do, teach." His power came to light when, as a youngster, he was watching a cowboy show on TV—he immediately copied every rope trick he saw. The psychiatrists who studied him labeled his ability "photographic reflexes," and he

> used it in high school to becomes a star athlete. As an adult, he chose to use his ability to commit crimes because it offered more money than fighting crime. He studied video footage of Captain America, Daredevil, Hawkeye, Spider-Man, and more, instantly memorizing their physical abilities and fighting styles. After some minor solo criminal exploits. Taskmaster realized he would much rather let others do the fighting. He opened one school (and soon more) to train would-be criminals and began supplying criminal groups with agents. For a time, he traveled with circuses as a front for his criminal academies. In exchange for amnesty, Taskmaster taught the U.S. Agent how to throw a shield when the U.S. government forced Steve Rogers to abandon the Captain America identity temporarily. Taskmaster is currently at large. probably teaching more hopefuls the finer points of crime at another of his many schools.

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## 8X Strength Intellect 9A

**1** Edge **\*** Hand Size **3(17)** 

**5C** Agility Willpower **6X** 

#### SKILLS

Gadgetry, Repair; Computers, Electronics, Mechanics, Weapon Systems

#### EQUIPMENT

Machine Body 15 Body Armor +8, CommLink, Computer Link (Machine Animation, Mechanical Link, Multiple Machines), EMP Burst, Energy Blast, Flight 4, Life Support, Shapeshifting (Limit: Machine shapes only)

## **CALLING:** Greed (Respect) **HINDRANCES:** Overconfident,

Triggered-Powerless by EMP burst

## PERSONALITY: Techno

has always wanted acclaim and respect. and never more than in his new mechanical form. He constantly seeks feedback and approval of his new body and skills, perhaps—as Moonstone pointed out—secretly wanting validation that his new form is better than his old body. He loves to show off his skills and display his technical genius.

## HISTORY

Even as a child, young Norbert's genius with mechanical inventions was clear. Despite this, he never managed to win the acclaim he sought. Deciding that the true work in technology was happening in criminal organizations, he promptly set out to attract their attention. As the Fixer, he promised to "fix" things, and the subversive group HYDRA gladly made use of his talents.

# (PAUL NORBERT EBERSOL)

The Fixer maintained a criminal career for many years, working for HYDRA and teaming up with the villain Mentallo. Eventually, he became bored with fixing others' problems and sought new challenges. When Baron Zemo appeared with an offer of alliance, the Fixer gladly accepted.

The newly renamed Techno became an essential member of the Thunderbolts and Zemo's most loyal ally. While the T-Bolts fought the Elements of Doom, Iron snapped Techno's neck and his body died. However, he was able to

> "upload" his consciousness into the computers surrounding them, and he used his abilities to form a mechanical body. He seemed unfazed by the change, claiming to

prefer the potential of

his new body to the limitations of the old. Although he has returned to his villainous ways and maintained a partnership with Baron Zemo, Techno has professed a liking for his new name.

Techno (human body): Strength 4X, Agility 4C, Intellect 9A, Willpower 6X, Edge 1, Health 17. Gadgetry; Repair, Computers, Electronics, Mechanics, Weapon Systems. Equipment: Tech-pac (Transmutation 13 [could reconfigure into virtually anything, including armor, a shield, a vibro-generator, a white-light generator, and various types of weaponry +4, at Techno's mental command]). Calling: Greed.

The Fixer: Strength 4X, Agility 4C, Intellect 9A, Willpower 6X, Edge 1, Health 17. Gadgetry, Repair; Computers, Electronics, Mechanics, Weapon Systems. Equipment: Body Armor +6, Lenses (Protected Senses 10 [Vision]), Pistol +4, Psi-Baffle (Psi-Screen +12), Sonic Blaster (Sonic Control 10), and other miscellaneous special equipment. Calling: Greed.

**19B\*** Strength Intellect **5B** 

3 Edge \* Hand Size 5(30)

**5D** Agility Willpower **8D** 

# THOR, GOD OF THUNDER

\*Strength is 17B without Belt of Strength

### SKILLS

<u>Hammers</u>, Swords, Wrestling; Archery; Lore (Asgardian), Medicine (in medic guise only), Mythology; Leadership

## POWERS

Detection 10 Illusion Detection Life Support 8 Resistance +8 to Aging, Cold, Disease, Fire, Poison, and Radiation

## EQUIPMENT

Belt of Strength Strength drops to 17 without Belt Body Armor +3 War Hammer +7 ("Mjolnir")

All intensity 18: Air Control, Automatic Return, Blinding, Detection (Magic), Dimensional Travel, Energy Reflection, Flight, Life Drain\*\*, Unbreakable, Weather Control (and Lightning Bolts), Worthiness (Only those with nobility and 15+ Strength can wield Mjolnir.)

\*\*Thor will only use this power when close to death

#### **CALLING:** Exemplar

**PERSONALITY:** The God of Thunder is as noble and majestic as his name implies. Thor believes the strong must protect the weak, honorably and faithfully. To this end, he guards the Earth from menaces of terrestrial and supernatural origin. When speaking, Thor uses pseudo-Shakespearean language, as befits his regal stature. His friends call him "Goldllocks" when he's not mad.

## HISTORY

Thor is the son of Odin, lord of all the Asgardian gods. Odin raised him alongside his foster son Loki, although Thor's power and popularity soon caused Loki to resent and eventually hate him. Thor trained himself to become a mighty warrior and hero, soon outstripping the other Asgardians in strength and combat ability. Unfortunately, these feats of prowess were matched only by Thor's headstrong ways and lack of humility.

For this hubris, Odin stripped Thor of his powers and memory and set him on Midgard (the Norse gods' term for Earth) as a mortal, the humble doctor Donald Blake. For many years, Thor believed he truly was a mortal who could become Thor with the aid of the magical hammer, Mjolnir. After adopting several other identities, Thor learned the truth, but he still adopts mortal guises to remember humility. His current guise is hotshot paramedic Jake Olsen.

Though Thor truly is the god of thunder, he has learned to respect mortals and does not see them as inferior. In fact, he often looks to his friend Captain America for leadership and inspiration.



## PLAYING GODS

Sure you want to play Thor. What's not to like about Thor? He's strong, he's popular, he's Fabio handsome, he's got cool powers, and he's a GOD. So what does it mean to play a god? How are gods any different from regular people?

Surprisingly, gods in the Marvel Universe aren't that different from regular people. They eat, they fall in love, and they often try to get revenge when somebody messes with them. Their day jobs are a little different, but basically, gods want the same things anybody else wants. The difference is a matter of scale.

When playing a god, remember one simple rule: Understatement is not a virtue. Hercules goes out to party and he doesn't come home until 5 or 6 a.m.—next Tuesday. When Thor smites a foe, he winds up Mjolnir and delivers a window-breaking Krak-Ka-Thoom! that sets off car alarms for a dozen blocks. When Loki plots revenge, he involves every major player he can think of to doublecross each other and still kill heroes. And when Volstagg sits around the house, he REALLY sits around the house. So if you're going to play a god, think BIG.

Another thing: Gods don't say it with flowers. They say it with words. Lots of them. Usually archaic ones, like "methinks" and "I say thee, nay." The comics themselves are good source material for this stuff, but go read Shakespeare and Chaucer for great lines. It will be the very pith and marrow of your attribute. Here's a quick vocabulary lesson for you. "Thou" and "Thee" both mean "you." "Thou" is a subject, as in, "Thou scurrilous blackguard, taste of my Asgardian wrath!" "Thee" is an object, as in, "I shall smite thee gladly with my Uru mallet!"

Similarly, gods spout oaths practically every time they exhale. It's in the water or something. "Odin's Beard" is a favorite for Thor. To come up with more, think of 1) another god your hero respects, and 2) a prominent feature of that god. So you can throw out, "By Balder's Sword!" or, "Hephaestus's Forge!" Go on, make up your own. Your god will have much better lines when something unexpected happens than Hawkeye's old standby: "Whaaa?"

Narrators should remember that gods come with their own backstories. In virtually any pantheon, there's somebody who doesn't like somebody else. Instant villain. We've already supplied the Destroyer, Enchantress, and the trickster god Loki for Thor. Hercules made all kinds of enemies back in his day, mostly witches and huge monsters. So pull 'em out and reuse them.

Villainous gods also level the playing field. It's a great way to provide a serious challenge to Thor and Ant-Man simultaneously. Keep the local divinity tied up with someone on his or her own power level while low-level demons challenge the human types. Then everybody's got a fight to sweat without the god swooping in and doing all the work. Has your god hero gotten cocky (or, as their dads say, "full of hubris")? A sure-fire knucklebiter for any god is the "take away powers" plot. Gods hate that. But it's a role-playing bonanza when they lose their powers. Can they face the same menaces as before without their powers? But don't drag that kind of story out for too long. Players don't like having their heroes crippled forever, or even more than a night or two. It makes a great story in comics, but that's when it's somebody else.

## **16D** Strength Intellect **2X**

2 Edge \* Hand Size 4(25)

**6X** Agility Willpower **4X** 

## TIGER SHARK (TODD ARLISS)

SKILLS Natural Weapons

## POWERS

Body Armor +2 Claws +2 Lightning Speed 7 (Swimming) Resistance +8 to Cold and Pressure Teeth +2 Waterbreathing 5

#### **CALLING:** Animal Nature **HINDRANCE:** Frenzied

**PERSONALITY:** Currently, Tiger Shark is animalistic in behavior—much more shark-like than previously. He can still talk, but he's not much of a conversationalist. Morphotron, imprinting shark DNA on top of Todd's own genetic pattern. Unknown to Dorcas, he also had a bit of the Sub-Mariner's genetic code in with the shark mix. Todd emerged from the Morphotron as the inhumanly strong Tiger Shark, changed in mind and body.

No longer the friendly Todd Arliss, Tiger Shark was a vicious criminal. He tangled with Namor several times in the ensuing years and was a member of three versions of the Masters of Evil, including the most recent under the Crimson Cowl. After years in an orange and purple hydro-suit that kept water pumped to his body, Tiger Shark experienced further mutation into a frenzied bestial state. He doesn't need the suit any more, but he traded a good bit of self-control for that freedom.



## HISTORY

Todd Arliss was an Olympic swimmer with a life of endorsement deals and personal appearances ahead of him. Alas, it was not to be, for just after his Olympic victory, he injured his legs and back saving a drowning man. He regained his ability to walk, but doctors said he would never swim again.

Rather than accept it and become an overrated sportscaster on some cable channel, Todd spent hundreds of thousands of dollars seeking a cure. In his search, he ran into Dr. Lemuel Dorcas, a criminal marine biologist. Dorcas put him in his highly experimental



\* Tigra's human form has Strength 6D and Agility 8D

## SKILLS

Climbing, Natural Weapons; Biology

## POWERS

Animal Control 1 Limits: Communication only, one animal type only (Cats) Animal Form 12 Limit: One animal type only (Cat Hybrid) Claws +1 Enhanced Senses 15 (Vision, Hearing, and Smell) Infravision, Empathy **Lightning Speed 5** 

#### CALLING: Animal Nature

PERSONALITY: Tigra displays many cat-like personality traits, such as a largely carnivorous diet and a dislike of water. Despite this, her actions and speech are perfectly human, and she is quite the flirt. Although she can change to fully human form with her cat's head amulet, she prefers to stay in her cat form most of the time.

## HISTORY

As a lab assistant to Dr. Joanne Marie Tumolo, Greer Nelson underwent a series of physiological conditioning experiments designed to enable humans to achieve their full physical and mental potential. One of the project's main funders, Malcolm Donalbain, had his henchmen blow up the

lab, apparently killing Tumolo. Using her newfound potential, Greer donned a special costume and as "the Cat" brought Donalbain to justice.

Later, Tumolo turned up not only alive, but more than she seemed. A member of a mystical race of transformed cats known as the Cat People, Tumolo transformed an already superpowered Greer into a half-human, half-cat warrior known as the Tigra. In her new identity she joined the Avengers, then later switched over to the West Coast Avengers.

She served well with the West Coasters, but had a little trouble when her feline side overtook her for a time. Fortunately, she came back around with the further help of the Cat People. Her current whereabouts are unknown, although when last seen, she claimed to be heading off into space with Starfox.

NUDDINE CO

**17X** Strength Intellect **3X** 

2 Edge \* Hand Size 4(25)

**4X** Agility Willpower **4X** 

## TITANIA (MARY \*SKEETER\* MACPHERRAN)

## POWERS

Body Armor +3 Resistance +5 to Cold, Corrosion, Disease, Fire, and Poison

## CALLING: Demolisher

**PERSONALITY:** Titania is not very deep or subtle. She was a small, weak woman before getting her powers. Now she is large, strong, and determined to show how powerful she is. She holds a perpetual grudge against She-Hulk, and she is very devoted to her hubby, "Crusher" Creel (Absorbing Man). She will pound anyone who hurts him. (As if.)

## HISTORY

Mary MacPherran was living in the suburb of Denver, Colorado that the Beyonder grabbed for his battleworld during the Secret Wars. Doctor Doom offered her powers if she would do his dirty work, and she agreed. Once she gained super strength and resistance, she never looked back.

She trashed She-Hulk in one fight, but Spider-Man defeated her later on, prompting a long-running fear of him. This fear ended when Spider-Man posed a threat to Absorbing Man at one point, and Titania, unthinking, rushed to his rescue.

For a while, Titania and Absorbing Man were a two-criminal family. They also worked with the fourth Masters of Evil to destroy the Avengers mansion. But shortly before Thor's departure into Franklin Richards's alternate universe following the Onslaught debacle, they promised him they would go straight. Absorbing Man was recently seen fighting Daredevil, so they may have decided they didn't have to keep their word if Thor wasn't around to chaperone.

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## 5X(15X) Strength Intellect 4D

2 Edge \* Hand Size 4(25)

**5D(8D)** Agility Willpower **4D** 

## SKILLS

Aerial Combat; Espionage; Politics

## EQUIPMENT

Powered Armor 15 Ability Boost (Strength), CommLink, ECM, Energy Blast (Heat), Energy Blast (Kinetic; "Force Blaster Gauntlets"), Flight, Illusion (Limit: Only to disguise the armor), Invisibility, Tractor Beam

## CALLING: Soldier

HINDRANCE: Triggered-Powerless if separated from armor PERSONALITY: In spite of continued

rejection, Boris worked hard to stay in favor with his Soviet superiors and thoroughly believed in Communist ideals. Among his allies he had the nickname of "Boris the Merciless," which he earned both politically and through villainy.

## HISTORY

Titanium Man's whole purpose was to defeat Iron Man, and his armor has been put to this use again and again. Originally, Boris was an up-and-comer in the Soviet government, but opponents in the Kremlin dis-

liked his style and reassigned him to a Siberian work camp.

In an effort to prove his worth, he had camp inventors create an armored suit that he could

## TITANIUM MAN (BORIS BULLSKI)

use to crush the puny symbol of capitalism known as Iron Man. Repeated attempts at this mission failed, but Titanium Man was every bit as resilient as his namesake. After his first defeat, he underwent a mysterious biological treatment that greatly increased his size. But his enormity proved fruitless in destroying the despicable capitalist Avenger. In the U.S., Bullski created the Green Liberation Front as a confederation of disenfranchised Vietnam war vets. He gave them armored suits that could be folded up into credit card-like

objects that stored their bodies in an ill-explained molecular format. They were to rob banks, but Boris was actually using them to plant a "computer feed-

back impulser" in the federal Reserve Bank. Fortunately for the free world's economy, this unthinkable "feedback

impulser" was never activated. The scientist Boris had bullied into creating the credit card armor caught him in folded-up form and ripped him up. No one is entirely sure, but this probably killed him.

> Later, the Gremlin also challenged Iron Man in the Titanium Man armor, but had no more success at defeating him than had Boris.

## **16X** Strength Intellect **9A**

3 Edge \* Hand Size 5(30)

**6X** Agility Willpower **14X** 

ULTRON

### SKILLS

Scientific Genius (Computers, Electronics, Mechanics, Physics, <u>Robotics</u>)

## POWERS

Absorption 18 (All Energy) Absorption Healing Body Armor +5 Computer Link 21 Machine Animation, Multiple Machines Ensnarement 10 (Tractor Beams) Energy Blast 12 (Laser) Invulnerability to Cold, Corrosion, Fire, and Radiation Life Drain 18 Limit: Drones only Mind Control 12 ("Encephalo-Beams") Shapeshifting 16 Limit: Robotic forms only Stun Blast 16

\*Ultron's powers metamorphose with every incarnation. Accordingly, the Narrator is free to change any of his powers when a new incarnation is born.

#### CALLING: World Domination

**HINDRANCES:** Overconfident, Hateful (of humans), Naive

**PERSONALITY:** Cold, ruthless, and psychotic are the buzzwords used to describe Ultron. He hates humanity with a passion unbecoming to a robot. There's only thing he hates more than humans in general, and that is one single human: Dr. Henry Pym.

## HISTORY

In an attempt to design a robot with artificial intelligence, Hank Pym accidentally created one of the Avengers' greatest foes. Almost from the moment of his self-awareness, Ultron-1 developed an irrational hatred of Pym. He escaped, improved his own design, and attacked again as Ultron-2. After each defeat, Ultron upgraded himself, becoming stronger and deadlier in every incarnation.

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The later versions of Ultron (Ultron-6 and up) have outer shells constructed of virtually indestructible adamantium. The strength of this shell, along with the destructive capability of Ultron's nuclear power generator,

make the robot a terrifying foe. Worse, Ultron continues to learn and upgrade from every encounter, so the Avengers must find a new way to defeat this single-minded

threat each time.

## ULTRONS 1 THROUGH 12

Ultron changes appearances more often than the Wasp, and powers more often than the Power Pack. That's the cool thing about being a robot. Ultron currently is on Version 13, which means that there were a dozen earlier versions. Should you be playing an Avengers game set in the past, you might want to use the statistics of an earlier one. Here are a few extra Ultrons:

Ultron-1: Strength 8X, Agility 1X, Intellect 5C, Willpower 1X, Edge O, Health 10. Computers, Mechanics, Robotics. Body Armor +6, Hypnosis 11, Lightning Speed 3 (Tank Treads). Hindrance: Naive. Calling: Soldier. This Ultron gained sentience from a debugging program run through his circuits. Ultron began to hate his creator, so he hypnotized him. After taking control of Pym's lab, the robot went to work on his own form and software.

**Ultron-5:** Strength 10X, Agility 5X, Intellect 8A, Willpower 6X, Edge 1, Health 17. Scientific Genlus (Computers, Electronics, Mechanics, Physics, <u>Robotics</u>). Body Armor +8, Mind Control 11. Hindrances: Fatally Vulnerable to being hit in the skull electrodes, Naive. Calling: Vengeance (Giant-Man and the Avengers). After four new bodies, this bipedal Ultron was ready to take on the Avengers in the red-clad guise of the mysterious Crimeon Cowl. However, he lacked the physical power to go toe-to-toe with the strongest of heroes—an innovation that was just around the corner.

Ultron-6: Strength 14X, Agility 6X, Intellect 9A, Willpower 9X, Edge 2, Health 25. Scientific Genius (Computers, Electronics, Mechanics, Physics, <u>Robotics</u>). Body Armor +5, Energy Blast 30 (Kinetics and Radiation; Limit: One use only), Flight 14 ("Jet-Platform"), Invulnerability (to Cold, Corrosion, Fire, and Radiation), Mind Control 11, Transmutation 18. Hindrances: Hateful, Naive, Overconfident. Calling: World Domination. This Ultron was the first to be outfitted with adamantium—the first known usage of the metal other than the alloying of Captain America's shield. In addition, he also carried a nuclear bomb. He didn't have any legs, instead using a jet platform to propel himself through the air. A B-model version swapped the jet platform for legs, Stun Blast 10, and Telepathy 10 (Mental Probe).

Ultron-9: Strength 14X, Agility 8X, Intellect 8A, Willpower 10X, Edge 2, Health 25. Scientific Genius (Computers, Electronics, Mechanics, Physics, <u>Robotics</u>). Absorption 15 (All Energy: Absorption Healing), Body Armor +5, Computer Link 15, Invulnerability (to Cold, Corrosion, Fire, and Radiation), Mind Control 12 (Transferal), Stun Blast 15. Hindrances: Hateful, Naive, Overconfident. Calling: World Domination. Ultrons 8, 9, and 10 (though by now he had dropped the conceit of referring to himself by numbers) were identical. This Ultron began building backup bodies which would allow him to download his consciousness anywhere in the world.

Ultron-12: Strength 16X, Agility 8X, Intellect 8A, Willpower 11X, Edge 3, Health 30. Scientific Genius (Computers, Electronics, Mechanics, Physics, Robotics). Absorption 18 (All Energy; Absorption Healing), Body Armor +5, Computer Link 18 (Machine Animation, Multiple Machines), Invulnerability (to Cold, Corrosion, Fire, and Radiation), Life Drain 18 (Limit: Drones only), Mind Control 12 ("Encephalo-Beams"), Psychic Blast 10, Shapeshifting 16 (Limit: Robotic forms only), Stun Blast 16. Hindrance: Naive. Calling: Repentant. By this point, Ultron had started to resemble the monster we know today. This is the Ultron that tried to reconcile with Henry Pym, stating himself beyond such petty hatreds. Ultron-11 destroyed this Ultron's memories, as they were obviously an affront to the powerful robot.

**12C** Strength Intellect **3X** 

2 Edge \* Hand Size 4(25)

8C Agility Willpower 2D

## U.S. AGENT (JOHN WALKER)

## SKILLS

Boxing, Shields; Martial Arts, Ricochet; Military

#### EQUIPMENT

Energy Shield +4 Body Armor +2

#### CALLING: Idealist

**HINDRANCE:** Obsessive (Patriotism) **PERSONALITY:** John Walker is patriotic, but hardly the pillar of integrity that Steve Rogers is. Walker is politically conservative, even frighten-

ingly right-wing. He is also argumentative, and he stubbornly believes he knows best at all times.

## HISTORY

When Steve Rogers was forced to resign as Captain America, the U.S. government needed a replacement. John Walker had undergone the Power Broker's strength enhancement treatment and was acting as a super hero under the name Super-Patriot. He seemed an ideal choice.

The government gave him the Captain America costume and shield, trained him in fighting, and set him up as the nation's own personal soldier. The man behind these machinations was Douglas Rockwell, an agent of the Red Skull, who was attempting to discredit all that Captain America represents.

Walker served as Captain America while Rogers, dressed in a black, white, and red costume, traveled the country, calling himself "The Captain." While Walker did an acceptable job as Captain America, he was prone to murderous rages, likely due to his parents' murder by a hate group he had battled. When the Red Skull appeared to him in the guise of Steve Rogers and claimed responsibility for all of Walker's troubles, Walker fell into his trap. The Skull led him to the real Rogers. The two fought, but the new Captain America was no match for the real thing.

Soon after the investigation was wrapped up, Rogers resumed the identity of Captain America at Walker's request. Walker then took the "Captain" costume, but was renamed U.S. Agent and continued working directly for the government. He ultimately gave up the duplicate of Captain America's shield for an energy shield designed by Tony Stark. Eventually he was assigned to the West Coast Avengers as the government's representative, which caused no end of unrest within the group. Walker remains a government operative in a new costume, now acting solo.



## **16X** Strength Intellect **8C**

2 Edge \* Hand Size 4(25)

**6D** Agility Willpower **8D** 

## **VISION**

### SKILLS

Repair; Computers, Photographic Memory; Observation

## POWERS

#### **Density Control 18**

20 Strength at 0 Agility, 20 Agility at 0 Strength Floating (at 0 density), Phasing (at 0 density) Unique Stunt: Phase Disruption 30 (If the Vision phases his hand inside a foe or object, he can make a contingent Phase Disruption attack by solidifying his hand. The Vision also takes damage equal to the target's Strength when he does this.)

#### Energy Blast 10 (Light)

Hyperlinguistics 5 (knows all human languages) Invulnerability to Aging, Disease, and Poison Life Support 15 Regeneration 14 Limit: Solar

#### CALLING: Vestige of Humanity

**PERSONALITY:** Vision (his teammates call him "Vizh") always seems to be slightly out of touch with himself and those around him. He is surprised by emotional extremes and irrational behavior such as bigotry. He also seems unfeeling at times, and his cold, mechanical voice sadly reinforces that perception. While he can, on occasion, feel emotions, he is at a loss as to how to express them.

### HISTORY

The synthezoid Vision was created by Ultron, one of the Avengers' greatest foes. Though Ultron had intended the Vision to betray the Avengers, the android broke from his control and joined the heroes in battling his creator. After that, he became a core member of the Avengers.

The Vision has undergone many changes throughout his history. At first as cold as any robot, the Vision discovered his capacity for human emotions and fell in love with fellow Avenger the Scarlet Witch. The two married and left the team for a while in search of a normal life, but events constantly brought them back to active duty. For a while, the synthezoid even enjoyed fatherhood when Wanda seemingly bore him two sons; tragically, these turned out to be illusions.

At one point, the Vision was disassembled and his memory erased. He eventually regained the memories, but not the emotions that went with them. His marriage to the Witch dissolved, and he became more robotic than ever. Since then, the Vision has regained much of his capacity for emotions, although he still seems emotionally stunted and robotic at times.



## 7X(15X) Strength Intellect 6D

2 Edge \* Hand Size 4(25)

**5C** Agility Willpower **6D** 

## WAR MACHINE (JAMES "RHODEY" RHODES)

## SKILLS

Aerial Combat, Piloting; Computers; Finance

### EQUIPMENT

#### **Powered Armor 15**

Ability Boost (Strength), Anti-Theft, CommLink, CPU, EMP Protection, Energy Blast (Cosmic Energy, Fire), Energy Sword +1, Flight 6, Hyperlinguistics 5, Life Support (Limit: One hour only), Missiles +7, Protected Senses, Resistance (to Corrosion, Cold, Electricity, Fire, and Radiation), Sensors

## PREVIOUS EQUIPMENT

#### **Eidolon Armor 17**

Ability Boost (Strength and Agility), Energy Blast, Flight, Life Support, Light Control (Laser, Protected Senses, *Tractor Beam*). If Jim takes an action to summon his remotes, he can fire a contingent blast boosted by +1 to +4 at his behest.

### **CALLING:** Responsibility of Power **PERSONALITY:** Jim Rhodes is a down-to-earth guy who favors direct solutions to problems. He's

learned to maneuver in the big leagues of money and power, but has never felt comfortable there. He played the hero role well, but reluctantly. His friends call him "Rhodey."

## HISTORY

Until the creation of War Machine, Jim Rhodes had been Tony Stark's right hand man. He was originally Tony's pilot, but became his friend and confidante. He ran the company when Tony wasn't able, and even became Iron Man when Tony wanted to lay down the burden of heroism. During this time, Jim served as a West Coast Avenger.

Rhodey was happy to help his friend out, but after all that, he began to feel abused. Tony displayed a self-destructive streak and blatant irresponsibility toward his friends and company. Finally, when Tony faked his own death and didn't tell him, Rhodey decided he had had enough. He took the armor Tony had made for him and hit the road as War Machine. On his own, Rhodey went to work for an international human rights organization called Worldwatch. His methods of protecting human rights were highly controversial, but effective.

> Unfortunately, this controversy led to a clash between War Machine and Iron Man when Rhodey needed the specifications on the armor for repairs. Rhodey got what he needed, but the fight between

the two old friends caused a breach that has endured until today.

Jim has now given up the War Machine armor and started his own salvage business. His relationship with Tony is still very cool.

For a time, Jim was body-bonded to an alien suit of armor forged by the mysterious Eidolon. This armor functioned at his very thoughts, creating miniature remotes that fired different kinds of energy. He has since lost this armor, as well as the body stigmata that went with it.

## **16X** Strength Intellect **5B**

2 Edge \* Hand Size 4(25)

**6B** Agility Willpower **7D** 

## SKILLS

Aerial Combat, Martial Arts, Piloting; Energy Control, Espionage, Journalism; Military

### POWERS

Body Armor +4 Energy Blast 16 Energy Conversion 14 Can convert all types of ambient energy to Energy Blast Flight 10

### **CALLING:** Gloryhound **HINDRANCE:** Addicted to alcohol **PERSONALITY:** Carol often seems uncertain of herself and tries to hide her flaws and frailties from her teammates. She covers this insecurity with showiness in battle. She sometimes talks to herself to bolster her courage.

## HISTORY

Although herodom is a long, strange trip for anyone, Carol Danvers has unquestionably had the most bizarre ride. She was a top-notch intelligence agent for the U.S. Air Force for several years before moving on to become chief of security at NASA. There, she met the Kree Captain Mar-Vell and was exposed to the Kree Psyche-Magnetron at his secret base on Earth. The radiation from the device augmented her genetic structure, granting her enormous strength, invulnerability, flight, and a "Seventh Sense." She took the name Ms. Marvel in honor of Captain Mar-Vell and fought crime with her new abilities.

Carol moved to New York, became an editor at a women's magazine, and joined the Avengers. Shortly thereafter, Immortus's son

## WARBIRD (CAROL DANVERS)

Marcus seduced her, brought her to Limbo as part of a creepy escape scheme, and impregnated her—with himself. When Carol left Limbo, he was born and grew up fast—so fast, in fact, that he turned to dust.

Feeling violated and angry at the Avengers for letting Marcus walk off with her, Carol was hardly back before Rogue (later of X-Men fame) stole all her powers and memories. The powerless amnesiac Carol stayed with the X-Men while Professor X helped restore her memories.

Traveling with the X-Men led to

A-Men lea to her capture by the alien Brood, who used an evolution ray on her, giving her a whole new set of cosmic energybased powers.

She changed her heroic name to Binary and joined the Starjammers for outer space adventures. Binary came back to Earth to help out during Operation: Galactic Storm and was nearly killed.

Following that, she decided to stay on Earth. After Morgan Le Fay hijacked the entire planet and made it her own personal fantasyland, the white hole from which Carol drew her Binary powers began to contract. As a result, those powers have begun to fade, and they now operate at a somewhat reduced level.

Taking the new name Warbird, Carol joined the Avengers when they restarted the team, though her out-of-control need to prove herself has frequently led to friction with team leader Captain America. Warbird quit the team when the group held a formal inquiry into her actions.

## WARRIORS THREE

14A Strength Intellect 4X

2 Edge \* Hand Size 4(25)

**10B** Agility Willpower **4X** 



The Asgardian adventurers known as the Warriors Three—Volstagg, Fandral, and Hogun—joined together out of friendship for one another. The three could not be more different in outlook, but they share a vast appreciation for adventure and each other's companionship.

The three have adventured throughout the Nine Worlds and fought countless times to defend Asgard and other realms against the forces of evil. Their first quest took them on an epic mission to free Hogun's native land from the grip of the tyrannical Mogul of the Mystic Mountains. Throughout, they were fiercely loyal to Asgard and remained willing to lay down their lives in its defense. The three are also absolutely faithful to one another.

When Odin made all the gods mortals and wiped their memories, the Warriors Three were banished to Earth with the rest of the Asgardians. Volstagg became Vincent Starwit, the host of a popular televised cooking show and ever the family man; Fandral became Freddie Moyer, a playboy and photographer for men's magazines, ever the lady's man; and Hogun became Tyrone Hammer, a high school football coach, ever the leader of warriors.

The Warriors Three recently joined the majority of the Asgardians in their final battle against Set, reuniting even before they had become aware of their true natures. It is assumed that they will be equally eager to help in reclaiming their homelands.

Their current whereabouts are unknown.

## SKILLS

Brawling, Knives, Spears, Swords; Acrobatics, Archery, Fast Exit

## POWERS

Resistance +8 to Aging and Disease

## EQUIPMENT

Sword +3

## CALLING: Adventurer

**PERSONALITY:** Fandral is called "the Dashing" by other Asgardians, and for good reason. He is nimble and quick, and he uses a unique blend of hand-to-hand fighting and swordsmanship when squaring off against foes. This flashy fighting style, coupled with his easy smile and good looks, causes many Asgardian women's hearts to beat faster when they lay eyes upon him. But despite the attentions of all these women, Fandral is not likely to settle down with any of them any time soon.

## WARRIORS THREE

VOLSTAGG



## HOGUN

## SKILLS

Brawling, Clubs, Shields; Archery, Flinging; Intimidation, Military

## **POWER5** Resistance +8 to Aging and Disease

## EQUIPMENT Mace +5

### CALLING: Adventurer

**PERSONALITY:** Hogun (whom other gods call "the Grim") is quiet and reserved, keeping his own counsel and speaking only when absolutely necessary. His respect and friendship are difficult to gain—a legacy from the dark nature of his homeland—but once he has given them, he will go to great lengths to protect his friends. His manner is stoic and somewhat sour at the best of times. He rarely smiles.

#### **SKILLS** Brawling, Swords, Wrestling; Martial Arts; Performing (Gourmet Cooking)

**POWERS** Resistance +8 to Aging and Disease

## EQUIPMENT Body Armor +2

## CALLING: Adventurer

**PERSONALITY:** Volstagg is the gentlest of the three. A devout family man and the patient father of seven children, he first tries to resolve conflicts with words. Failing that, however, he isn't one to

shy away from a fight. In his youth, he was a feared swordsman, but since he gained his current girth, he only picks up a sword under the most dire of circumstances. He is, however, an expert wrestler, and he knows how to throw his weight around.

## **4X** Strength Intellect **6X**

2 Edge \* Hand Size 4(25)

**8C** Agility Willpower **7B** 

## WASP (JANET VAN DYNE)

### SKILLS

Aerial Combat, Martial Arts; Art, Finance (specialty in Fashion Design), Leadership

### POWERS

Animal Control 4 Limits: One animal type only (Insects), power usable only when shrunk Energy Blast 10 ("Wasp Sting") Size Alteration 12 Limit: Shrinking only Wings 2 Limit: Only when shrunk



## CALLING: Adventurer

**PERSONALITY:** Janet can seem flighty, but her early days of being the token girl in the Avengers are over. Though still flirty and fun-loving, Wasp owns her own business and is an effective leader. Her love for Henry Pym leads her to keep her eye on him, no matter where she wings her way.

## HISTORY

Socialite Jan van Dyne leapt at the chance to become a super hero when her boyfriend, Hank Pym (then Ant-Man) offered it. Pym implanted insect cells at her shoulder blades, enabling her to grow wings, then taught her how to use Pym particles to shrink to insect size. When she, Ant-Man, Thor, Iron Man, and the Hulk shared an adventure, Hank suggested that they remain together as a team, which Jan dubbed the Avengers.

As the Wasp, Jan has been a member of the Avengers for long stretches at a time. She served a lengthy term as team leader through a long and difficult time—an experience that confirmed her well-deserved place among the world's mightlest heroes. She briefly transformed into a truly insectlike woman, sprouting full butterfly wings even at normal size, but has thankfully become human again.

Jan has ridden an emotional roller-coaster with Hank over the years. She loved and finally married him, but his instability eventually caused their marriage to dissolve. They have since reconfirmed their love for each other.

## 6D Strength Intellect 6D

**1** Edge **\*** Hand Size **3(17)** 

6C Agility Willpower 2X

## SKILLS

Whips: Martial Arts, Contingent Attack; Weapon Systems

### EQUIPMENT

Body Armor +1 Gravity Bolo 14 Gravity Control (Limit: Increase only) Necrolash 14 Electrical Control Limits: Blast only, touch only Whips/Nunchaku +4 Ensnarement 10, Explosive 12 (add +8 to this in striking distance), Leaping 2 (stiffened to form a pole for vaulting), Shield +8 (spun to block attacks)

### **CALLING:** Vengeance (formerly Greed) **HINDRANCE:** Overconfident

**PERSONALITY:** Scarlotti is proud, self-confident, and enjoys a good fight. He doesn't like being ordered around, although as a mercenary he puts up with it . . . sometimes. He can be condescending to those he deems not up to his level of competency.

## HISTORY

Straight out of engineering school, Mark Scarlotti went to work for the Maggia crime family as a weapons designer. He created a titanium alloy fiber capable of penetrating virtually anything short of adamantium, then made a whip out of it and practiced until he mastered it. Tired of research and lab work, he requested a transfer from the weapon design to the weapon implementation arm of the Maggia.

WHIPLASH

(MARK SCARLOTTI)

He adopted the name Whiplash and took on Iron Man. They fought a few inconclusive battles until Mark was finally defeated and sent up the river. Upon being sprung from jail, he updated his arsenal and briefly took on a new name: Blacklash. Since then, he has done mercenary work to get by.

Whiplash stores his whips in special holsters near his hands. He uses them in creative ways to keep foes off-balance. His whips do considerably more damage than one would expect from such weapons. He can strike with one during regular attack and the other in contingent phase, or he



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can combine them to form nunchaku. He can grab and bind opponents or items with much more strength than he himself poseeses. Mark has also invented several other unconventional uses for a whip, as well as a gravity bolo, which he uses to drag opponents down in a miniature artificial gravity well.

The courts eventually declared Whiplash an unfit parent and forbade him to have any contact with his ex-wife and children. This one-time professional mercenary now devotes himself to taking revenge on the entire world.

## **6D** Strength Intellect **3X**

2 Edge \* Hand Size 4(25)

**8C** Agility Willpower **3D** 

OH, YEAH? WELL, WHIRLWIND DON'T FALL QUITE THAT EASY! BRING

IT ON, KIDS

-- LET'S SEE WHAT YOU GOT!



## SKILLS Wrestling; Driving, Skating; Performing

## POWERS

Air Control 10 (stunts only) Air Blast, Air Shield, Flight, Tornado Invulnerability to Dizziness and Vertigo Lightning Speed 8

### EQUIPMENT

Blades +2 (+4 while spinning)

## CALLING: Greed

HINDRANCE: Overconfident

**PERSONALITY:** Whirlwind is the ultimate comeback kid, the cream of the two-bit crop. Despite repeated setbacks and defeats, he always reappears with yet another bank heist or revenge scheme. He brags of his victories in the middle of fights and always thinks it inconceivable that he could lose when he does. He thinks of himself as quite the ladies' man, too.

## HISTORY

David Cannon is a mutant with the power to move his body very fast and an invulnerability to

dizziness. Combining the two, he found he could spin at incredible speeds, causing extensive damage. He took some time to get to a career of fulltime villainy, starting out as the king of odd jobs. He held down positions as a circus performer, professional wrestler, and pro ice skater before being recruited by a small crime syndicate to fix races. After a few jobs as Whirlwind, he got a new identity and became Janet Van Dyne's chauffeur. For several years he quietly played out an obsessively creepy crush on Van Dyne while casing her house for a great big haul.

During this period (and long afterward), Whirlwind found time to join three different incarnations of the Masters of Evil, act in Batroc's Brigade, and pull a string of unsuccessful solo or team-up jobs. Just after the reappearance of the Avengers, Whirlwind robbed a bank with a deadlier costume covered with blades. A couple of dozen Avengers tried to stop him simultaneously, but got in each others' way, allowing Whirlwind his first victory in a long time. Later, in a repeat attempt, he was easily defeated by Firestar and Justice.

## **19X** Strength Intellect **4X**

2 Edge \* Hand Size 4(25)

**6D** Agility Willpower **6D** 

## SKILLS

Aerial Combat; Performing (Acting)

### POWERS

Invulnerability to Cold and Fire Life Support 15 Resistance +9 to all damage

EQUIPMENT Jet Packs

Flight 6

#### CALLING: Gloryhound

**PERSONALITY:** Simon is a good joe, but he doesn't have the same focus other heroes have. He tends to follow his emotions or just go with the flow rather than always doing the right thing. His unrequited love for the Scarlet Witch has been one of the many emotions that keep him going. His friends have given him the nickname "Wondy."

## HISTORY

In jail on embezzlement charges, a young and inexperienced Simon Williams went along with the Enchantress when she paid his bail. She took him to South America, where Baron Heinrich Zemo used him as a test subject for an ionic ray. The ray gave Simon incredible super powers! Then Zemo gave him a costume and the improbable name of Wonder Man.

Only then did Baron Zemo reveal that Simon would die if he did not receive weekly treatments. Simon had to follow Zemo's orders to infiltrate and betray the Avengers. After gulling the heroes, Wonder Man turned on Zemo just as he was about to kill the helpless Avengers, sacrificing his own life in the bargain. Simon Williams died a hero.

No one knew that the experiment had turned Simon into a superhuman being fed by ionic energy. No longer subject to the same causes of death as a normal person, he regained his senses and volition when his brother, the evil Grim Reaper, animated his form. Back from the dead, Wonder Man became an extraordinary Avenger.

# (SIMON WILLIAMS)

He had his problems, sure: a checkered history and recurring bouts of cowardice. The Vision was based on his personality, and when the Vision loved the Scarlet Witch, Simon had a thing for her too. But as she was a married woman, Simon kept his feelings to himself. At one point he even got into acting and stunt work.

Off and on, he worked with the West Coast Avengers, did acting and stunts, and joined the short-lived Force Works. There Wondy's career was even shorter-lived; he was blasted apart by a Kree ion cannon on the team's first mission. This was more than normal dead—this was obliterated dead.

Yet after the Avengers' return from the Onslaught debacle, Simon Williams showed up again. The Scarlet Witch's probability-altering powers have returned Simon to life for short periods several times since then, as if he were a genie in a bottle. Unbeknownst to Wanda, Simon is keeping a watchful eye over her and can appear without her summons. What he will do with this third chance at life remains to be seen.



## WRECKING CREW



12X\* Strength Intellect 4X 2 Edge \* Hand Size 4(25)

**3X** Agility Willpower **3D** 

## WRECKER (DIRK GARTHWAITE)

\*Wrecker uses his Agility to hit foes.

SKILLS Clubs (Crowbar); Construction; Leadership

## POWERS

Resistance +10 to Cold, Corrosion, Fire, and Poison

#### EQUIPMENT Crowbar +3

**CALLING:** Vengeance **HINDRANCE:** Bruiser

**PERSONALITY:** A thug among thugs, the Wrecker has the big-time strength/small-time thinking shtick down to a fine art. He can't hit a fast hero, but he can wallop the daylights out of unmoving objects. He figures the unswerving, single-minded smashfest is the way to get back at every super hero who has ever bested him which is everybody.

Dirk Garthwaite was a laborer who had just been fired for his pathologically violently behavior. He made a costume, picked up a crowbar, named himself the Wrecker, and went on a oneman crime wave. He did pretty well for himself pulling small jobs—until he broke into Loki's apartment.

At the time, Loki had been rendered powerless and was in the middle of summoning his ally, Karnilla the Norn Queen, to give him power. Garthwaite knocked the weakened god out and was trying on Loki's helmet when Karnilla appeared. Somehow, Karnilla mistook Garthwaite for the god of mischief, and granted Loki's request straight into Garthwaite.

Suddenly, Garthwaite was very, very strong. He had a clear mandate: Destroy things. Thor repeatedly put him in prison, but the \*Bulldozer uses his Agility to hit foes.

### **SKILLS** Military

## POWERS

Resistance +10 to Cold, Corrosion, Fire, and Poison

BULLDOZER

(HENRY CAMP)

## EQUIPMENT

Bulldozer Helmet +4 Head Butt (+4 damage with a running start)

CALLING: Demolisher

HINDRANCE: Bruiser

**PERSONALITY:** Camp was a drill sergeant, and he is relatively smart given the company. He enjoys running into things headfirst, with all the inherent benefits and drawbacks super head-butting entails.

Wrecker always broke out, found his crowbar, and revived his smashing spree. He developed a rivalry with Thor and still considers him his main enemy.

Once, the Wrecker broke out of jail with the help of three others, Henry Camp, Brian Calusky, and Eliot Franklin. On the outside, he shared his power with his fellow escapees. They all held on to the Wrecker's crowbar as a lightning bolt struck it, transferring power into all four of them.

Calling themselves the Wrecking Crew, the four men started living up to their team's name in a colossal and short-lived extortion scheme against the city of New York. They provided major muscle for the fourth Masters of Evil, and despite lifetimes of prison terms heaped upon them, they continue to be wildly violent threats to Thor and the Avengers in general.



## WRECKING CREW



12D Strength Intellect 7C 2 Edge \* Hand Size 4(25)

7X Agility Willpower 3X

## PILEDRIVER (BRIAN CALUSKY)

\*Piledriver uses his Agility to hit foes.

**SKILLS** Boxing, Sonic Slam

## POWERS

Resistance +8 to Cold, Corrosion, Fire, and Poison

## **CALLING:** Demolisher **HINDRANCE:** Bruiser

**PERSONALITY:** As an amateur boxer and professional redneck, Calusky had a few too many knocks to the head even before a life of supervillainy beckoned. He has the dubious distinction of being possibly the thickest member of the Wrecking Crew (and we ain't talking waist size). Were he even to consider having a strategy, it would be: 1) Find someone to hit. 2) Start hitting.

## THUNDERBALL (DR. ELIOT FRANKLIN)

## SKILLS

Clubs (Wrecking Ball); Nuclear Physics, Mechanics

## **POWERS** Resistance +8 to Cold, Corrosion, Fire, and Poison

EQUIPMENT Steel Wrecking Ball +2

## CALLING: Demolisher

**PERSONALITY:** Perhaps Dr. Franklin enjoys working with his hands. Perhaps he's just a nonconformist. Whatever the case, the jarringly intelligent Thunderball follows the Wrecker into any fray. He does not follow blindly though. He knows when to get out of a bad situation and will try to take his team with him if he can. He would probably be a good leader if he bothered to try.



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22C\* Strength Intellect 4X

**1** Edge **\*** Hand Size **3(17)** 

## **3X** Agility Willpower **5D**

## YMIR KING OF THE FROST GIANTS

\*Ymir uses his Agility to hit foes.

## SKILLS

Brawling, Clubs; Intimidation

## POWERS

Body Armor +15 Cold Control 20 Invulnerability to Cold Resistance +8 to Aging, Disease, and Kinetics

**CALLING:** Demolisher **HINDRANCES:** Bruiser, Monstrous, Susceptible to Fire and Heat **PERSONALITY:** Ymir is a violent brute with no real sense of strategy and tactics, despite his very long life. He believes in smashing things until they stop moving. Ymir has a deep hatred for everything related to Asgard.

## HISTORY

Except for the fire demon Surtur, Ymir is the oldest known being in the Nine Worlds. He was born when ice came to cover the Well of Life and was subsequently transformed into Ymir.

Ymir then proceeded to populate the icy realm of Niffleheim with the race of Ice Giants. Odin and other Asgardians warred against these creatures and, although Ymir was apparently slain, he somehow survived. The Ice Giants eventually evolved into Frost Giants.

> In recent times, Ymir was summoned to Earth by a cult known as the Sons of Satannish, along with the fire demon Surtur. Only the intervention of Dr. Strange saved the world from their destructive rampages. Ymir and his giants are among the most dedicated foes of the Asgardians, although evil Asgardians may attempt to ally with him. Although disinterested in the finer points of rulership, Ymir

can field large armies of Frost Giants when he chooses. **Frost Giants:** 

## Strength 16B,

Agility 5X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Brawling, Clubs, Swords. Body Armor +8, Cold Control 10. Equipment: Club +4. Hindrance: Bruiser. Calling: Demolisher.

## AVENGERS" ASSEMBLE

06930

by Jeff Quick with Michele Carter, Steve Miller, and Mike Selinker

Dozens of brave heroes spring to action at that clarion call. Superhumans from every walk of life rise to defend Earth from threats so great, no other force could counter them. Which ones will answer when *you* send out the call?

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