

# MARVEL

## SUPER HEROES™

### ADVENTURE GAME



# Fantastic Four™

## ROSTER BOOK

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COMICS





# MARVEL SUPER HEROES ADVENTURE GAME

# Fantastic FOUR™ ROSTER BOOK

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# INTRODUCTION

Welcome, True Believers, to the third full-length Roster Book for the **MARVEL SUPER HEROES™ Adventure Game!** This **FANTASTIC FOUR™ Roster Book** features information on more than two hundred heroes and villains from the world's greatest comic magazine. Sure, the X-Men and the Avengers may get a lot of press these days, but let's not forget those brave heroes who started it all: the Fantastic Four. As the first superteam in the Marvel Universe, the fabulous foursome set the standard by which all others would be judged. Almost forty years later, the Fantastic Four is still one of the most important and powerful hero teams in the business.

This book is devoted to the Fantastic Four, their friends, and of course, their many, many enemies. The book begins with a chapter about the four heroes who make up the world's greatest superteam, complete with expanded statistics for each. Featured in his own section is the Fantastic Four's arch-nemesis: old metal-head himself, Doctor Victor von Doom, Lord of Latveria. Scores of other villains who have tried their best to bring the world to its knees occupy many of the remaining pages, but sprinkled here and there throughout are those few brave souls who've been willing to stand beside the world's first super hero team and defend the rest of us.

But wait—there's more. No earthlings have gone into strange dimensions or rocketed off to alien worlds as often as the Fantastic Four, so it seemed only right that we devote some space to those beings who don't call Earth home. Therefore, you'll find many aliens and cosmic entities in this book as well, from the Skrulls to the Kree to the Elders of the Universe.

## HOW TO USE THIS BOOK

The information presented here follows the format established for hero sheets in the previous Roster Books. In addition to standard hero/villain roster pages, brief histories of important groups are provided. Also, a slew of minor personalities are described using an abbreviated notation, either as part of superteam overviews, or on roster pages of major heroes or villains with whom they frequently associate.

Players can use the detailed hero descriptions in this book to portray their favorite Marvel heroes against the villains described herein, or others within the Marvel Universe. Alternatively, Narrators can use this information as raw material with which to weave their own

campaigns focused around super heroes of the players' creation, where the Marvel personalities serve as a supporting cast of friends and foes.

## HOW TO READ A HERO SHEET

Under each hero's name is a set of game statistics used in play. First, you'll see the hero's abilities (*Strength, Agility, Intellect, 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; it represents the wounds that the individual can endure.

*Skills and Powers* define the hero's human and superhuman talents. If a skill is underlined, the hero is world-class 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, as appropriate.

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





# THE FANTASTIC FOUR

If you haven't heard this story already, then you must have been hiding under a rock for the past forty years. Just in case that's true (or if you'd simply like a little refresher), here's the scoop on how the world's first super-family came to be.

Reed Richards, a brilliant young scientist, had developed a new form of propulsion with the potential to take man to the stars: a specialized drive designed to break the light barrier. But he needed to test the prototype unit, so he asked his old college roommate, famed test pilot Ben Grimm, to fly the experimental craft. Ben was reluctant, and he told Reed in no uncertain terms that not enough was known about the effects of cosmic rays for the mission to be safe. Nevertheless, calling on Ben's patriotism and their friendship, Richards convinced his old pal to undertake the mission. Reed's fiancée, Susan Storm, decided to accompany the pair on the mission, though both men protested this initially. When her younger brother Johnny found out about it, he demanded to come along as well.

The four would-be space explorers took off in secret, and at first everything seemed to be going well. But before they could give the star-

drive a good workout, they passed through a pocket of concentrated cosmic rays near Earth. Overcome by the effects of this radiation, Ben lost control of the ship, which crashed to Earth. All four people aboard survived the crash uninjured, but not unchanged—the cosmic rays had given each of them superhuman powers. Reed found that he could stretch his body in amazing ways and form his limbs and torso into almost any shape. Ben, who had felt himself growing heavy on the flight, emerged from the crash with incredible strength and a body made of stone. Susan's new ability was startlingly mostly because it wasn't apparent, or rather she wasn't apparent—she had turned invisible. Young Johnny Storm, who had grown hotter and hotter as the cosmic rays bombarded the ship, now found that he could sheathe his body in flame, fly, and control fire itself.

Well, as you might imagine, all this took some getting used to. But the four decided to make the best of an awkward situation. They realized that they should have died in the crash, and that what had happened was a second chance for them. They now had a new lease on life, plus powers that few humans could ever dream of

having. The four friends decided to use their newfound abilities to do good in the world by protecting America and the Earth from anything that might threaten them. In short, True Believers, they became the Fantastic Four.

## THE WORLD'S PREMIER SUPER HERO TEAM

Thirty-odd years ago, the Fantastic Four was something entirely new—a team of super heroes working together on a daily basis. Unlike some other comic-book heroes of the time, the members of the FF were never shy about admitting who they were or what they could do. From their prominent headquarters atop the Baxter Building in Manhattan, they declared to the world their intention to fight evil in all its forms. They soon became worldwide celebrities, and their exploits were recounted in newspapers, on television, and in the pages of comic books. Fans wrote them letters, and people stopped them on the street asking for autographs. Their lives were constantly under public scrutiny,





and when Sue and Reed married, it was the wedding of the year.

Of course, if you're a super hero, all this attention has plenty of drawbacks. Sure it means lack of privacy and all that, but more importantly, it means all the bad guys know exactly where to find you. The Fantastic Four faced down all comers, but sometimes it got a little old. After all, Doctor Doom can only attack your home so many times before you get tired of it. So over the years, Reed, Ben, Sue, and Johnny have occasionally decided, individually or in groups, to withdraw temporarily from the team and take a break from the stresses of superheroism. In those instances, other super heroes have been more than willing to fill in for the missing member(s) of the world's premier super hero squad. Some of the FF's more prominent substitute members were She-Hulk, Crystal, Ms. Marvel, Medusa, and Luke Cage. Still, the core four have always managed to find their way back together eventually, and they are the ones we will always think of as the Fantastic Four.

## THE FANTASTIC FAMILY

A number of individuals have become associated with the Fantastic Four through their friendships with one or more of the team members. The FF tries to be as friendly and open as possible, and over the years its members have opened up their hearts and home to many new friends, not all of them with superpowers.

The most important addition to this superfamily is Franklin Richards, Sue and Reed's only child. Franklin is a powerful mutant; he is described fully in his own entry later in this book.

Also significant is Alicia Masters, a blind sculptress who is actually the stepdaughter of one of the FF's greatest enemies, the Puppet Master. Alicia, however, has none of her stepdad's evil tendencies. She fell in love with Ben Grimm, and they were a happy couple for a long time. But then the Skrulls secretly kidnapped Alicia and replaced her with their agent Lyja, who successfully impersonated the sculptress for years. The real Alicia has been accompanying the Silver Surfer on his journeys since her return.

Another longtime companion of the superfamily was Wyatt Wingfoot, a Native American. Not only was Wyatt a close friend of the FF, he was also romantically involved with the She-Hulk while she was filling in for the absent Thing.

Perhaps the most faithful friend the Fantastic Four ever had was their postman, Willie Lumpkin. He delivered mail to them at the Baxter Building and later at Four Freedoms Plaza. Willie

took pride in his work and developed a great affection for the super heroes on his route. He was constantly sharing witticisms with the FF, and he was particularly fond of demonstrating his ear-wiggling ability, joking that it was his one superpower and wondering if it could get him into the Fantastic Four. After his retirement, he passed on his route to his daughter, Billie—a beautiful young mail carrier who has turned the heads of both the Thing and the Human Torch. In her own way, Billie is just as spunky as her father.

**Alicia Masters:** Strength 2X, Agility 4X, Intellect 4X, Willpower 6D, Edge 0, Health 10. Art. Hindrance: Physically Disabled—Blind. Calling: Peace of Mind.

**Billie Lumpkin:** Strength 2X, Agility 2X, Intellect 3X, Willpower 2X, Edge 0, Health 10. Calling: Idealist (U.S. Postal Service).



**Willie Lumpkin:** Strength 2X, Agility 2X, Intellect 3X, Willpower 2D, Edge 0, Health 10. Performing (Ear-Wiggling). Calling: Idealist (U.S. Postal Service).

**Wyatt Wingfoot:** Strength 6X, Agility 6C, Intellect 5X, Willpower 5C, Edge 1, Health 17. Driving, Marksmanship; Animal Handling, Tracking. Calling: Adventurer.



**4X Strength Intellect 5D**

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

**8B Agility Willpower 6X**

# THE HUMAN TORCH (JOHNNY STORM)

## SKILLS

**Aerial Combat, Driving, Repair, Energy Control**

## POWERS

**Energy Sheath 10**

**Flight, \*Partial Sheath**

**Fire Control 18**

**Absorption, \*Blinding Blast, \*Body Doubles, Fireball, Fire Missiles, Fire Restraints, Fire Shield, Flame Shapes, \*Flame Whip, Heat Control, Heat Sphere, Nova Flame, \*Remove Heat, Updraft**

**Resistance +8 to Fire**

**\*New Stunt, defined on next page**

## EQUIPMENT

**Atmo-Web**

**Allows Johnny to use his powers in a vacuum**

**CALLING:** Gloryhound

**HINDRANCE:** Triggered-Powerless (0 intensity when hit by water, wind, or cold of 10+ intensity, or when no oxygen is present)

**PERSONALITY:** Usually the first to dive into battle or try to right wrongs, Johnny Storm is the adventuresome spirit of the Fantastic Four. His brash and impulsive nature has earned him the nickname "Hot-head." Always seeking to be the center of attention, he is known for flashy maneuvers in combat and his well-known battle cry, "Flame on!" Despite his many romantic setbacks over the years, Johnny believes in true love, and he pursues that goal with considerable zeal.

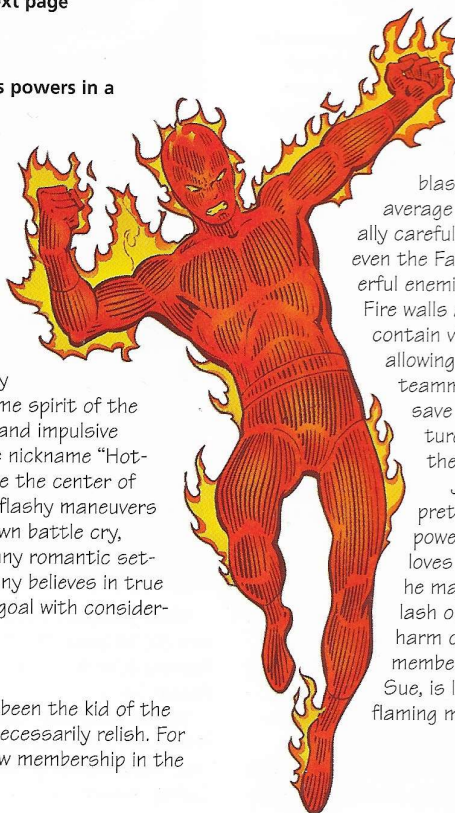
## HISTORY

Johnny Storm has always been the kid of the group—a role he doesn't necessarily relish. For much of his life, Johnny saw membership in the

Fantastic Four as a great big adventure. As he matured, however, a series of tragic events made him considerably more responsible. The apparent demise of Reed Richards, plus several of his own brushes with death brought Johnny to the realization that he's in a serious business with serious consequences. Even his marriage to Alicia Masters turned out to be a carefully executed Skrull plot to infiltrate the FF. But although he's a bit more careful of his actions these days, that doesn't mean he's always dour and stern; Johnny still retains his fun-loving side as well.

When fighting alongside his teammates, Johnny is one of the team's two power hitters (the other being the Thing). The Human Torch's flame blasts can take out most average foes (although he's usually careful not to kill anyone), and even the Fantastic Four's most powerful enemies fear his Nova Flame. Fire walls and flame cages help contain villains who try to escape, allowing time for Johnny and his teammates to wrap up fights, save innocents, and turn captured miscreants over to the authorities.

Johnny normally has pretty good control over his powers, but if someone he loves is threatened or killed, he may lose his temper and lash out. Anyone who dares to harm one of the other FF members, especially his sister Sue, is likely to get the Torch flaming mad.





## THE HUMAN TORCH'S BATTLE TACTICS

Fire is a deadly weapon, but like all Marvel super heroes, Johnny does not want to kill anyone. As such, when battling human foes and others who can't take much fire damage, the Human Torch will often use his Fire Control power in an indirect fashion. Rather than blasting at the bad guys with raw flame, he'll fly rings around his opponents, surround miscreants with fire so they can't get away, or even blast nearby objects to make them fall on his foes.

To put this in game terms, the Human Torch's player can declare that his hero is going to make an indirect attack against an opponent. The action is resolved normally, using the full intensity of the Human Torch's power to generate an action score and overcome the opponent's defenses. However, the attack inflicts only half the damage it would normally do. Such attacks are seldom (if ever) fatal. This tactic is perfect for stopping angry civilians, capturing the average bank robber, or defeating other mundane foes. It's not the kind of attack he would use, say, on Dr. Doom.

## NEW STUNTS FOR THE HUMAN TORCH

### ENERGY SHEATH STUNT

**Partial Sheath:** The hero can remove the energy sheath from parts of his or her body. The partially sheathed hero still retains all abilities and stunts to which he or she is normally entitled, as long as at least half of his or her body surface is still sheathed. For example, the Human Torch can remove the flame sheath from his arms, allowing him to carry people without burning them, but still fly.

### FIRE CONTROL STUNTS

**Blinding Blast:** By flaring his flames as brightly as possible, the Torch can create a Blinding Blast, which can blind everyone within firing distance for an aura duration. If he pushes this power, he cannot see or use the stunt again until restored to full Hand Size.

**Body Doubles:** The Human Torch can create flaming duplicates of himself with an average Fire Control action. The maximum number of such doubles is equal to his power intensity. These duplicates look exactly like the Human Torch, but their only power is Flight (at the Torch's power intensity).

**Flame Whip:** With this stunt, Johnny creates a whip of flame up to 30 feet long. When wielded as a melee weapon, it inflicts damage at the intensity of the Torch's Fire Control power.

**Remove Heat:** This is really a modified version of the Heat Control stunt. The Human Torch can suck the heat out of anything, even people and water. Such an attack, if successful, inflicts the Torch's power intensity in cold damage and freezes all water within striking distance.



**4X Strength Intellect 6D**

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

**6D Agility Willpower 10C**

# THE INVISIBLE WOMAN

(SUSAN STORM RICHARDS)

## SKILLS

**Martial Arts; Energy Control; Leadership, Performing**

## POWERS

**Force Field 15**

**Energy Bottle, Entrapment, Expanded Field, Forceflight, Force Bolt, Force Bubble, Force Cushion, \*Force Ram, \*Force Shapes, Remote Field, \*Scatter Blast, Shield from Energy, Suffocation**

**Invisibility 8**

**Invisibility Field, Invisibility to Machines, Remote Invisibility, Remove Invisibility**

**\*New Stunt, defined on next page**

**CALLING:** Guardian (of her family)

**PERSONALITY:** Susan Storm Richards is the heart of the Fantastic Four—the force that keeps the group together. Certainly she shares close family bonds with Mr. Fantastic (her husband) and the Human Torch (her brother). But the Thing, though not related to Sue, also has great respect and fondness for her. None of the three men would ever discount her opinion, advice, or feelings—and well they shouldn't, for she contributes wisdom and insight that the rest of her team lacks. Over the years, Sue has grown from an idealistic girl into the epitome of heroic womanhood. Calm, wise, and practical, she is a capable fighter and leader for the team. She is also compassionate, motherly, and highly protective of her family (especially her son). But Sue has a ruthless side that can manifest itself when friends or family are injured.

## HISTORY

Susan Storm and her brother Johnny insisted on accompanying Sue's fiancé, Reed Richards, and pilot Ben Grimm on a dangerous space voyage. Intense cosmic radiation bombarded the ship, causing the four explorers to develop superpowers. Sue gained the ability to turn invisible, and later she learned to use her power to create force fields as well. Taking the name "the Invisible Girl" (eventually updating it to "the Invisible Woman"), she joined the other three in protecting Earth as the Fantastic Four.

Though she shared a mutual attraction with Namor, the Sub-Mariner, Sue later married Reed Richards. The two now have a son, Franklin, whose vast emerging mental powers are a source of constant concern. Susan Richards is intensely loyal to her family, particularly her son Franklin. Anyone who threatens her family or friends had best be ready for the formidable wrath of the Invisible Woman.

Sue is the leader of the team when Reed is not around, and she has proven quite capable in



## THE INVISIBLE WOMAN: THE ULTIMATE TEAM PLAYER

Sue is without a doubt the most flexible member of the Fantastic Four. (Well, okay, Mr. Fantastic is more flexible in the physical sense.) But from a teamwork standpoint, Sue is good on both offense and defense. She can lay out the toughest foes with her force bolts while protecting her teammates with nearly indestructible force shields. The wide range of stunts available to her lets her either stand on her own or team up effectively with any or all of her comrades. As the heart and soul of the Fantastic Four, she provides the guiding spirit that keeps the team going when times are tough.

### NEW STUNTS FOR THE INVISIBLE WOMAN

#### FORCE FIELD STUNTS

**Force Ram:** The Invisible Woman can project a beam of force and maintain it in place. The initial strike inflicts damage like a force bolt, but also knocks the target back. Sue uses the ram to pin targets against a wall. While she has them immobilized, she can continue to apply damage each exchange. It takes a daunting Strength (Force Field) action for a pinned victim to break free.

**Force Shapes:** Sue can mold force fields into very specific shapes, not just walls and spheres. Some typical examples include ramps to send speeding cars flying, slides for getting down from high places safely, and other simple tools, such as wedges and even razor sharp blades.

**Scatter Blast:** The Invisible Woman can project scores of tiny force bubbles at high speed, much like buckshot from a shotgun. Multiple opponents can be targeted with one such blast, but for each additional target, the intensity of the attack drops by 2. For example, if the Invisible Woman attacked two people with one Scatter Blast, the intensity of both attacks would be 13 instead of her usual 15 (the intensity of her Force Field). If she attacked three at once, each would have to defend against an intensity 11 Force Field.

that role—maybe even more so than her husband. Where Reed has a tendency to get distracted by the wonders of science, Sue usually manages to keep her wits about her. However, even her level-headed disposition has its limits, and she sometimes grows frustrated with all the time Reed spends on his scientific endeavors, as well as the constant bickering between Ben and Johnny. When Sue does lose her temper, everyone else knows better than to argue with her.

Once the world saw her as the weakest member of the Fantastic Four, and in fact,

before she matured into her powers, Susan Storm Richards was not the masterful super hero she is today. It took her a while to learn the full extent of her powers, but now that she has done so, she is truly formidable. Her force fields alone can defeat many opponents, but when used in combination with the powers of her teammates, they are even more effective.

**The Invisible Girl:** Strength 3X, Agility 5X, Intellect 6X, Willpower 7D, Edge 1, Health 17. Performing. Force Field 10, Invisibility 8. Calling: Guardian.



**3X Strength Intellect 12A**

**3 Edge ★ Hand Size 5(30)**

**4X Agility Willpower 8X**

# MISTER FANTASTIC (REED RICHARDS)

## SKILLS

Scientific Genius (Astronomy, Biochemistry, Biology, Chemistry, Computers, Dimensional Geography, Electronics, Genetics, Mechanics, Physics, Radiology, Robotics, Spacecraft, Super-Physiology, Time Machinery, Weapon Systems)

## POWERS

**Elongation 15**

Seven League Strides, Telescopic Attack

**Plasticity 15**

Bouncing, Disguise, \*Ensnarement (Instant Freedom, Multiple Targets, Resistance to Ensnarement), Kite Flight, Liquidity, \*Lock Picking, Net, \*Slingshot

\*New Stunt, defined on next page

**CALLING:** Explorer

**PERSONALITY:** Reed Richards is an intellectual in the purest sense—inquisitive, inventive, and knowledgeable on almost any technical subject. Happiest when wrestling with abstract scientific problems, he sometimes seems to forget that other people even exist. Dedicated to bettering humanity's lot through application of science, he often spends long hours in his lab working on his latest invention, to the occasional frustration of his wife Sue. To most, Reed seems kind and knowledgeable, but somewhat stuffy and often distracted. All of his teammates have great respect for their leader, but they sometimes get annoyed by his overly dry and scientific way of viewing the world.

## HISTORY

As a student at State University, Reed Richards met two people who would change the course of his life. He encountered Victor von Doom, an equally brilliant but far more arrogant student. (Driven by jealousy, Doom would later become Reed's greatest nemesis.) Here Reed also met Ben Grimm, a football star and pilot who became his roommate and closest friend—and, when he later flew Reed's prototype spaceship, the Thing.

The ill-fated test flight of that ship granted Reed the power to stretch his body into amazing shapes, which quickly earned him the nickname "Stretcho." But although his powers offer him some distinct advantages in a combat situation, Reed's greatest contribution to the FF is his amazing mind. He provides leadership for the Fantastic Four that is nothing short of inspired, and his quick thinking and inventive ability have saved the day for the FF more often than anyone cares to count.

Reed's primary drive is to explore the wonders of the universe, even if such explorations lead him into danger. One of the greatest inventors in history, he always tries to develop new devices, tools, and safeguards that will benefit humanity. Aside from this fascination with science, the most important things in Reed's life are his family and friends.

At one point, Reed Richards lost his powers of plasticity and





## "ALL I NEED IS SOME TOOTHPASTE AND TWO INCHES OF BALING WIRE!"

Sure, being able to stretch your body all over the place can be pretty useful, but we all know that mere plasticity is not the reason Reed leads the Fantastic Four. He's one of the smartest people on the planet, and his mind is unarguably his most valuable contribution to the world's premier super hero team. It's impossible to count the number of times Reed's quick thinking and wondrous inventions have saved his friends and the world from certain destruction.

Reed always seems to come up with some jury-rigged device to save the day, or some insight into the potential weaknesses of a given opponent or piece of technology. In order to simulate this in play, Mr. Fantastic's player can make special "Intellectual Inspiration" actions in non-combat situations. To do so, the player must declare what it is that Reed is trying to figure out—how to improvise a weapon from a ruined spaceship, a weakness in a rampaging robot, a way out of the Negative Zone, or some equally difficult problem. The only limit is that Reed can only come up with Intellectual Inspirations related to his Scientific Genius skills. The Narrator then determines the difficulty and the attempt is resolved like any other Intellect action. If it is successful, Reed comes up with something really cool, seemingly out of nowhere. The Narrator should be prepared ahead of time with some interesting devices or solutions that Mr. Fantastic can discover in this way.

## NEW MR. FANTASTIC STUNTS

### PLASTICITY STUNTS

**Ensnarement:** Mr. Fantastic gains the Ensnarement power, along with the following related stunts: Instant Freedom, Multiple Targets, Resistance to Ensnarement.

**Lock Picking:** Any fool with Plasticity can turn his or her body into basic tools for smashing and bashing, but Reed has refined this skill to a new level. He can insert a finger into a keyhole and instantly shape it to the lock's internal features. This ability allows him to open virtually any mechanical lock with a successful average Plasticity action.

**Slingshot:** By stretching his body between two objects, Mr. Fantastic can become a living slingshot or catapult. In this mode, Reed can use his Plasticity power to fling objects through the air as missile weapons. He can provide the tension for firing himself, or have some big strong type (like his buddy the Thing) pull on him. An object hurled against a target in this way has a damage bonus of +2 to +4, depending on its size and Material Strength.

elongation and temporarily became a normal man again. But he retained his keen intellect and inventive mind, so he continued to be a strong asset to the Fantastic Four during this time. To approximate some of his former abilities, Reed

created a pair of robotic arms that had Elongation 8 and Plasticity 10 powers. While these did not make him as powerful as he had once been, they allowed him to do some of the same things he used to do for the team.



**18B Strength Intellect 6D**

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

**6C Agility Willpower 8D**

## THE THING (BEN GRIMM)

### SKILLS

**Hyper-Breath, Sonic Slam, Wrestling; Piloting, Repair (Aircraft); Aeronautics; Leadership**

### POWERS

**Body Armor +4**

**Resistance +4 to all Energy attacks**

**CALLING:** Responsibility of Power

**HINDRANCE:** Monstrous

**PERSONALITY:** Ben Grimm, otherwise known as "Rocky" or, in his own words, "the ever-lovin' blue-eyed Thing," is quite literally the strong right arm of the Fantastic Four. Gruff, abrupt, cynical, and always ready to pound criminals into the ground, the Thing is nevertheless kind, protective, and even downright softhearted when it comes to his friends. Truth be told, given the Thing's incredible strength and toughness, it often doesn't take more than a couple of his punches to knock out the bad guys. In fact, he relishes fighting so much that his battle cry ("It's Clobberin' Time!") is known throughout the world.

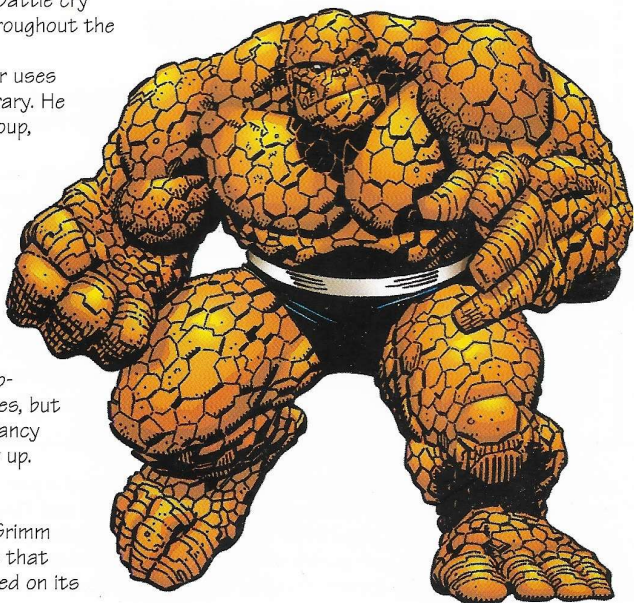
That's not to say that Ben never uses his head, however—quite the contrary. He is often a voice of reason in the group, albeit a somewhat cynical kind of reason. Ben's biggest problem is that he thinks he's a monster and feels that he can never lead a normal life as long as he's made of rock. Most of the time Ben treats his situation with good humor, but when he gets depressed, everybody had better look out. Ben is respected by his opponents and loved by his teammates, but is still an object of ridicule in the Yancy Street neighborhood where he grew up.

### HISTORY

Holding to a college promise, Ben Grimm piloted an experimental spacecraft that his friend Reed Richards had created on its

first test flight into space. Along for the ride were Reed, his fiancée Susan Storm, and Sue's brother Johnny. Ben's preflight fears proved prophetic when cosmic rays bombarded the ship. The exposure to these rays granted the four humans amazing powers, but robbed Ben of his human appearance in the process. He became a rocky-skinned, super-strong monster. Morosely taking "the Thing" as his heroic name, he joined the other three in founding the Fantastic Four.

Ben's acceptance of his inhuman appearance has come only after years of soul-searching, and even now he sometimes rails against his fate. His companions—especially Reed, who feels guilty about Ben's plight—have tried to help him deal with his transformation. The kindness and care of blind sculptress Alicia Masters, who was once his lady love, has also helped Ben cope with his condition.



## THE THING'S COMBAT MOVES

Both of the following combat tactics are Strength-based attacks. The difficulty is listed with each entry.

**Ballplaying:** All-American Joe that he is, Ben loves baseball. In combat, he likes to take some long, heavy object (like a tree or a bus) and swing it at his foes, usually knocking them into next week. It takes one exchange for the Thing to find and dislodge an appropriate weapon (a *superhuman Strength* action). On the next exchange, he can swing at an enemy with his makeshift "bat" (a *unfathomable Strength* action). A tree, bus, or other object of similar size and weight counts as a +5 weapon. The Thing adds 3 to his Strength score when using such weapons.

**Gift Wrapping:** Ben doesn't want to hurt anyone if he can help it—besides, sometimes it's easier to capture villains than to beat them into the ground. The Thing likes to take long pieces of metal and wrap them around his foes, effectively immobilizing them. It takes one exchange for Ben to turn a nearby vehicle, lamppost, or structure into appropriate metal "ribbons," (a *superhuman Strength* action). On the next exchange, he can Gift Wrap his target (a *challenging Strength* (Agility) action). The Thing can wrap up several villains at a time if they are close together, but he suffers a -1 penalty to his action score for each additional target. Unless they're strong enough to break through metal (Material Strength 12 to 14), they ain't goin' anywhere.

The Thing has developed other skills besides his strength in his years with the FF, however. For a while, when Sue and Reed had temporarily left the Fantastic Four, Ben became the group's leader, and he did a mighty fine job (if he does say so himself).

Ben's form has changed from time to time during his career as a super hero, however. Once, when Ben and Ms. Marvel went into space to save their friends, the two were exposed to cosmic rays in Earth's orbit. As a result, Ms. Marvel turned into the She-Thing, and Ben changed again, becoming even stronger and taking on a more angular, spiked appearance (see "The Spiky Thing," below). Eventually he returned to his "normal" form.

Also, Reed Richards and others have tried on various occasions to change Ben back into a human. Once in a while they have succeeded, though the transformation has never lasted. During these brief periods of humanity, Ben has chosen to remain with the FF and contribute to

the best of his ability. When in human form, Ben often wore a suit of armor designed to mimic his old form and powers. Although the suit did not fully make up for his lost clobbering abilities, it still made him a force to be reckoned with.

In combat, Ben likes to use his fists, but he also has a fondness for improvised weapons, such as telephone poles, city buses, and other large objects. Over the years, he has developed some favorite battle tactics—specific actions he is likely to take during a combat situation.

**The Spiky Thing:** Strength 20B, Agility 5C, Intellect 6D, Willpower 8D, Edge 3, Health 30. **Hyper-Breath, Sonic Slam, Wrestling:** Piloting, Repair (Aircraft); Aeronautics; Leadership. **Body Armor** +5, **Resistance** +5 to Energy Attacks. Calling: Outcast.

**Ben Grimm:** Strength 8D(16D), Agility 5C, Intellect 6D, Willpower 8D, Edge 3, Health 30. **Wrestling:** Piloting, Repair (Aircraft); Aeronautics; Leadership. **Powered Armor** 16 (Ability Boost [Strength]).



**15X Strength Intellect 9B**

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

**12D Agility Willpower 13D**

# ADAM WARLOCK

## SKILLS

**Martial Arts; Dimensional Geography, Energy Control, Occult; Leadership**

## POWERS

**Cosmic Energy Control 16**

**Energy Blast 16**

**Flight 15**

**Life Support, Resistance to Pressure**

## EQUIPMENT

**Soul Gem 20**

**Life Drain**

**Limit:** Adam's Cosmic Energy Control and Energy Blast intensities are halved when he uses the Soul Gem.

**CALLING:** Vestige of Humanity

**PERSONALITY:** Adam Warlock is not your average kind of guy. He sees the world from a cosmic perspective and tends to talk in a way that reflects that viewpoint—in lofty, godlike phrases with content that is seldom immediately practical. He has stripped himself of both good and evil, leaving only responsibility for the cosmos.

## HISTORY

It all began in the Citadel of Science—a secret place where a group of committed (if not altogether stable) scientists calling themselves the Enclave created their version of the perfect human—a being they called simply “Him.” Unfortunately, they fell prey to that most typical of mad-scientist failings: They were unable to control their creation. Luckily for the world, Him turned out to have an inherent sense of morality, and he revolted against his power-hungry creators. With a little help from the Fantastic Four, Him burst from his cocoon and escaped into the universe, eventually becoming Adam Warlock.

The young and inexperienced Adam Warlock might well have gotten himself into all kinds of trouble but for the help of the High Evolutionary, who saw the potential within this burgeoning superbeing. The High Evolutionary gave Adam training, direction, and a powerful artifact called the Soul Gem (one of the awe-inspiring Infinity Gems).

Adam Warlock later had a number of problems associated with his own powerful nature and the added complications of wielding the Soul Gem. He came into conflict with such cosmic powerhouses as Thanos, the Man-Beast, and his own dark half: the Magus. He was instrumental in winning the Infinity War, and he even held the Infinity Gauntlet for a short while, until Eternity deemed that even the highly evolved Adam Warlock could not responsibly wield such power.

Adam Warlock continues to be a bastion of defense against forces that would disrupt the cosmos—a commitment that has led him to work with the FF on several occasions.



**2X Strength Intellect 6B**

**2 Edge ★ Hand Size 4(25)**

**2X Agility Willpower 11A**

## AGATHA HARKNESS

### SKILLS

**Occult, Psychiatry; Animal Handling, Meditation, Mesmerism, Observation**

### POWERS

**Magic 11**

**CALLING:** Mentor

**PERSONALITY:** Agatha is warm, caring, and mysterious. She pretends to be much less than she is, never showing her hand if she can help it.

### HISTORY

Soon after Sue and Reed Richards became parents, they realized that they needed a fulltime nanny to care for their son Franklin while they were off saving the world and bettering humanity's lot. They sought out Agatha Harkness, whom they knew had supernatural powers, in the hope that she could both handle the precocious child and protect him from superpowered threats. Agatha gladly accepted the position that the world-famous Fantastic Four offered her. As it turned out, Franklin's super hero parents could not have made a better choice of nanny. Agatha and her cat Ebony watched over young Franklin faithfully, sometimes in the FF's headquarters and sometimes at her home.

Agatha cared a great deal for Franklin and the Fantastic Four, and her magic powers allowed her to protect Franklin better than anyone else could. However, those same powers also enabled her to perceive the latent mutant power that existed within the child, and she grew worried about his enormous potential for power. She knew that Franklin could well harm his own family—and maybe even the entire world—if he could not learn to control his mutant abilities early. It was for this reason that she actually helped Nathaniel Richards kidnap Franklin and spirit him off to another dimension, where his grandfather could raise him safely. While this did not go over well with Sue and Reed, Agatha knew that it was for the best.



**Ebony:** Strength 1X, Agility 5X, Intellect 5X, Willpower 3X, Edge 0, Health 10. Animal Form 10 (Panther), Claws +1, Magic 4, Teeth +1. Calling: Protector. In Panther form: Strength 7X, Agility 10X, Intellect 1X, Willpower 1D, Edge 0, Health 25. Tracking. Claws +2, Lightning Speed 2, Teeth +2. Calling: Demolisher.



**12X Strength Intellect 5X**

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

**7D Agility Willpower 3X**

# THE AIR-WALKER

## SKILLS

Energy Control

## POWERS

Air Control 14

Downdraft, Hyper-Breath, Tornado

Energy Blast 12

Telekinesis 12

Forceflight, Force Bolt, Force Field, Object Swarm, Passengers

## EQUIPMENT

Cape of Destiny 5

Ability Boost (Multiple Ability Boost [New Stunt: can boost Strength and all powers]; Limit: Permanent as long as cape is worn), Flight, Ensnarement 15, Space Flight



**CALLING:** Soldier

**PERSONALITY:** As programmed. When he played the role of Gabriel, a bringer of destruction, the Air-Walker was appropriately vengeful and disdainful.

## HISTORY

There have been two Heralds of Galactus known as the Air-Walker. The first was Gabriel Lan, whom the Devourer of Worlds took from a Xandarian spaceship. Lan served faithfully and well until he died defending his master from the aliens called Ovoids, who had sent out an attack fleet to destroy Galactus. Weak from hunger, the Devourer of Worlds was unable to resuscitate Lan, so he transferred Gabriel's consciousness into a perfect robotic replica of him.

This android version of the Air-Walker proved to be less than ideal as a Herald, since it lacked Lan's passion for the mysteries of space—a trait that Galactus had particularly admired. So the Devourer of Worlds sent the robot to Earth to try to reacquire the services of the Silver Surfer. Upon Galactus's instructions, the Air-Walker assumed the guise of the Biblical archangel Gabriel and visited Manhattan to draw Norrin Radd out of seclusion. Thousands of New Yorkers who witnessed him descending from the skies believed that this Gabriel was indeed an angel capable of initiating the Apocalypse, and they were willing to do whatever he said to avoid his wrath. Though the Surfer apparently destroyed the android, the latter reappeared some time afterward and battled Thor, among others, before he was once more destroyed.

In making this second Air-Walker, Galactus aptly demonstrated his ability to create robotic beings and imbue them with cosmic power. Although Earth's heroes succeeded in destroying this one twice, the Devourer of Worlds could easily create more. They are not intelligent or powerful enough to perform well as his Heralds, but they serve nicely for other purposes.

**16X Strength Intellect 8B**

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

**7X Agility Willpower 8X**

## ANNIHILUS

### SKILLS

Astronomy (Negative Zone), Mechanics, Weapon Systems

### POWERS

Flight 5

### EQUIPMENT

Body Armor +4

Cosmic Control Rod 18

Ability Boost (Strength); Animation (Limit: Non-organic material only), Cosmic Energy Control, Energy Blast, Flight, Invulnerability (to Aging, Cold, Disease, Heat, and Radiation), Space Flight

**CALLING:** World Domination

**HINDRANCE:** Triggered-Powerless (Strength drops to 8 and all power intensities drop to 0 without Cosmic Control Rod)

**PERSONALITY:** The megalomaniacal Annihilus is driven by his lust for power and his overwhelming fear of death. Arrogant and cruel, he demands absolute obedience from his underlings.

### HISTORY

The Negative Zone is an interesting, if dangerous, dimension near our own. The being called Annihilus hails from that hazardous place, and it is there that the Fantastic Four have encountered him most often.

Annihilus is a thoroughly evil sort who has no love for the FF. Although he would like to rule the Negative Zone and our universe as well, the real thing that motivates Annihilus is a terrible fear of death. It was to forestall his inevitable demise that he created the Cosmic Control Rod, a device of immense power. With it he can control cosmic power and is therefore invulnerable to nearly everything. Without it, he becomes essentially powerless.

Annihilus used the Cosmic Control Rod to conquer many worlds in the Negative Zone, and since discovering the existence of Earth, he has tried several times to conquer that as well. The Fantastic Four have always thwarted his plans for universal conquest, but he still contin-

ues to plan the domination of all that is. Annihilus has thousands of nearly mindless minions at his beck and call, and he remains a danger to anyone entering the Negative Zone.

**Minion of Annihilus:** Strength 6X (or more), Agility 2X, Intellect 1X, Willpower 1X, Edge 0, Health 10. Equipment: Energy Gun +4. The minions vary in their physical attributes, and individuals may have wings, claws, horns, and/or other misshapen body parts.





**3X Strength Intellect 7B**

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

**3C Agility Willpower 4X**

## ANT-MAN (SCOTT LANG)

### SKILLS

**Gadgetry, Thievery; Computers, Electronics, Mechanics**

### EQUIPMENT

**Body Armor +5**

**Cybernetic Helmet 4**

**Animal Control (Animal Summoning, Animal Telepathy, CommLink; Limits: Insects and arachnids only; average Intellect action required to attune signal for a different species), Resistance (to Gases)**

**"Disruptor Sting" 10**

**Energy Blast**

**Shrinking Gas 12**

**Size Alteration (Imbue Size Alteration, Power Growth; Limit: Shrinking only)**

**CALLING:** Repentant

**PERSONALITY:** Scott is a deeply loyal, committed man, but a reluctant super hero at best. At times, he fails to communicate his thoughts or feelings effectively, leaving friends in the dark. He is absolutely devoted to his daughter, Cassie, and will do anything to protect her.

### HISTORY

Scott Lang was a good man in a bad situation. Though he was a diligent worker, he simply could not make ends meet with his electronics repair job. So he turned to burglary to feed his family. He quickly landed in jail, but used his three years behind bars to study electronics in more depth.

After serving his sentence, Scott got a job with Stark International and started a promising new career. But circumstances again conspired against him. His beloved daughter developed a serious heart problem, and the only

surgeon who could save her life was being held captive at Cross Technological Enterprises. So once again Scott resorted to burglary. He broke into Henry Pym's house and stole the latter's Ant-Man costume and paraphernalia, then freed the surgeon from CTE's evil clutches. In gratitude, the physician saved his daughter's life.

Shortly thereafter, Pym (in his Yellowjacket identity) confronted Lang. Admitting that he had been following Scott ever since the burglary, Henry demanded to know his intentions. A sheepish Scott apologized, but Pym gave Lang his blessing to become the new Ant-Man.

Over the years, Scott has toyed with a heroic career from time to time, even adventuring alongside the Avengers on occasion. When the Fantastic Four believed that Reed Richards had died fighting Dr. Doom, they hired Lang as their resident technological expert, and his Ant-Man identity came in handy there as well. During this time, Scott's costume was redesigned to give him more protection. His daughter, whom he had thought insulated from his cape-and-tights activity, revealed that she had known about her Daddy's secret identity for quite some time.

Scott eventually left Stark International and opened his own electronics store. He rarely assumes the Ant-Man identity anymore, though he has worked with Jim Hammond's Heroes for Hire team from time to time.

**Flying Ant Mount:** Strength 1X, Agility 4X, Intellect OX, Willpower 1X, Edge O, Health 1. Flight 5. Calling: Soldier. Scott can use his Animal Summoning to call a flying ant that serves as his mount until dismissed.



**15X** Strength    Intellect **14A**

**4** Edge ★ Hand Size **6(40)**

**16X** Agility    Willpower **15D**

## ARON, THE RENEGADE WATCHER

### SKILLS

Scientific Genius (Biochemistry, Biology, Chemistry, Computers, Electronics, Genetics, Geology, Medicine, Oceanography, Physics, Radiology, Time Machinery); Observation

### POWERS

Animal Control 15

Body Transformation 18 (Energy)

Cosmic Awareness 24

Cosmic Energy Control 15

Ability Boost [All], Absorption [Cosmic Energy],

Alchemy, Energy Detection, Energy Gift,

Healing, Starburst

Empathy 24

Resistance to Mental Control

Energy Blast 15

Enhanced Senses 18

ESP 18

Force Field 24

Remote Field, Shield from Psionics

Hyperlinguistics 24

Immortality

Invisibility 24

Remote Invisibility

Invulnerability to everything

Kinetic Control 18

Life Support 30

Mind Control 18

Ability Boost, Mindwipe

Shapeshifting 24

Telekinesis 18

Forceflight, Object Swarm, Passengers

Telepathy 18

Teleportation 30

Gateway, Passengers, Summoning

Time Travel 15

**CALLING:** World Domination

**PERSONALITY:** Aron used to be a curious, if somewhat overbearing fellow. Later, he became pompous, arrogant, and downright mean to others.

### HISTORY

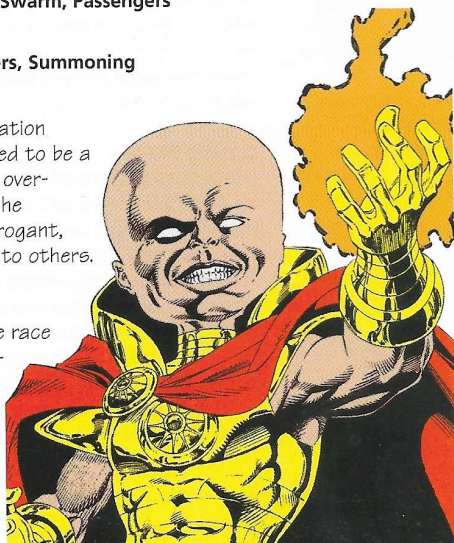
Aron comes from the race of Watchers—powerful, cosmic beings who have sworn to watch various

worlds and record history as it passes, but never to interfere. Aron is still young as such beings go, and he was for a time under the tutelage of Earth's Watcher, Uatu. Aron saw, as did Uatu, that there was something interesting about these humans, so the young Watcher decided to take a hand in events on Earth. For a while he was satisfied with simply simulating human conflicts, but eventually he actually began to interfere with Earth's destiny. He secretly altered the lives of mortals, setting up conflicts among them and observing the results.

Aron is a wild card—a renegade among his own people. Once they learned of his disobedience, the Watchers tried to bring him to trial, but he managed to escape their grasp. Unlike Uatu, Aron does not care for the Earth or its inhabitants, and he would gladly see them perish for his own amusement. He bears humans particular ill will because one of them, Doctor Doom, managed to steal some of his cosmic power, leaving him weakened. In an attempt to regain it, he masqueraded as Uatu and manipulated the actions of the Fantastic Four to suit his own purposes, but he ultimately met with defeat at the hands of his brother Watchers.

#### Aron (Original):

Strength 15X, Agility 16X, Intellect 11A, Willpower 15D, Edge 4, Health 40. Scientific Genius (Biochemistry, Biology, Chemistry, Computers, Electronics, Genetics, Geology, Medicine, Oceanography, Physics, Radiology); Observation. Cosmic Energy Control 15 (Ability Boost [All], Absorption [Cosmic Energy], Alchemy, Energy Detection, Energy Gift, Healing, Starburst), Energy Blast 20, Immortality, Teleportation 20, Time Travel 20. Calling: World Domination.







# ATLANTEANS

**History:** Founded in 19,000 BC, the Atlantean Empire was one of humanity's first and greatest civilizations. Atlantis was a small continent, perhaps the size of Australia, located in the center of the Atlantic Ocean. Over the centuries, its inhabitants built an empire that encompassed several other islands in the Atlantic, as well as coastal portions of Europe, Africa, and South America. The empire of Atlantis reached a pinnacle of technology and magic that remains unequalled on this planet. Such wealth and power eventually attracted interest from the Deviant Empire of Lemuria, half a world away.

The Deviants launched a concerted attack on Atlantis, hoping to bring the humans to their knees. To repulse the invading hordes, the Atlanteans opened the magma pits that they had been using as an energy source. Although this tactic destroyed the Deviant army, the ensuing volcanic reaction began to destabilize Atlantis itself. As bad luck would have it, the Celestial Host was at the same time devastating the Deviant realm in the Pacific. When battered Lemuria sank beneath the ocean's surface, a huge tidal wave swept across the planet. The island of Atlantis, still reeling from the volcanic explosions, was also swallowed by the sea. A few surviving Atlanteans fled to Europe and spread their advanced knowledge amongst the barbarian tribes there.

One of the nearby islands, Attilan, managed to survive this cataclysm unscathed. Years later, aliens called the Kree performed genetic alterations on its human inhabitants, whose descendants would become the Inhumans.

Centuries passed, and the world forgot the Atlantean Empire. Then, ten thousand years ago, *Homo mermanus*, a race of blue-skinned humanoid who could breathe underwater, appeared in the Atlantic Ocean. These creatures may have been humans biogenetically engineered by Deviants, but their true origins are still a mystery. One thing is definite: *Homo mermanus* was not a product of natural evolu-

tion. These beings traveled as nomads throughout the ocean, hunting and scavenging to survive. Eventually, they settled in the remains of ancient Atlantis. Kamuu, the ruler of these sea people, received a visit from the ghost of Atlantis's last king, who asked him to rebuild the fallen nation and preserve the Atlantean heritage. Kamuu and his people did so, and in the process they found remnants of ancient technology, which they adapted for their own use.

After five hundred years, a group of undersea Atlanteans migrated to the Pacific Ocean for reasons still unknown (though it is probable that some political disagreement prompted a schism among several Atlantean factions). These colonists founded another city, which they named Lemuria, in the Pacific Ocean. Unlike the blue-skinned Atlanteans, the Lemurians have green skin and scales. The reasons for this transformation are still a mystery.

Years passed, and the Atlanteans remained hidden from the surface world. But one hundred fifty years ago, barbarian groups of *Homo mermanus* destroyed Atlantis. The surviving Atlanteans migrated from their ruined city to a peaceful area of the Antarctic. In the 1920s, an Atlantean princess met and married a surface-worlder. Her son Namor, the mighty Sub-Mariner, has ruled the Atlanteans on and off since then. Under the suzerainty of Namor, the Atlanteans rebuilt their lost nation once again.

**Current Status:** Most present-day Atlanteans fear and hate the surface world. They wish nothing more than to be left alone. They are sick of the pollution that surface-worlders pour into the seas, but they realize that they are powerless to stop it. Occasionally, rebels still flock to some strong-minded warlord and attack a coastline. At present, Atlantis maintains an uneasy truce with the surface world, and an Atlantean representative sits in the United Nations.

Morgan Le Fay raised a portion of the lost Atlantean continent from the depths with her

# ATLANTEANS

magic. The remaining Atlanteans are currently trying to rebuild their shattered civilization.

**Signature Equipment:** Atlanteans use tridents and knives in combat. They are also adept with nets. Atlantean warriors arm themselves with a type of energy gun, plus swords or spears.

**Noteworthy Members:** Namor, king of Atlantis, vacillates between ruling his people and pursuing business or personal interests in the surface world. Kymaera, his cousin, ruled as his regent for a while, but he is now back on the throne. Namor and Kymaera are detailed later in this book.

**Atlantean Citizen:** Strength 9D, Agility 3X, Intellect 4C, Willpower 2X, Edge 0, Health 10. Knives; Lore (Atlantean), Oceanography. Resistance +4 (to Cold and Pressure), Waterbreathing 3. Equipment: Knife +2, Net 8 (Ensnarement), Trident +4. Hindrance: Fatally Vulnerable to dehydration. Calling: Outcast.

**Atlantean Warrior:** Strength 10D, Agility 4D, Intellect 4C, Willpower 3X, Edge 1, Health 17. Spears; Underwater Combat; Lore (Atlantean), Oceanography. Lightning Speed 4 (Swimming), Resistance +6 (to Cold and Pressure), Waterbreathing 5. Equipment: Net 8 (Ensnarement), Power Trident +3 (Stun Blast 8), Ray Gun +4 (Energy Blast), Spear +3. Hindrance: Fatally Vulnerable to dehydration. Calling: Soldier.

## NEW SKILL: UNDERWATER COMBAT

Underwater combat is the skill that allows heroes to fight effectively in an undersea setting. Your hero may use Agility instead of Strength to attack while swimming. The hero can also use Agility instead of Intellect for declaration order during underwater combat.





**18B Strength Intellect 5X**

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

**7D Agility Willpower 7D**

# ATTUMA

## SKILLS

**Axes, Brawling, Swords; Underwater Combat; Leadership**

## POWERS

**Lightning Speed 6 (Swimming)**  
**Resistance +10 to Cold and Pressure**  
**Waterbreathing 3**

## EQUIPMENT

**Body Armor +5**  
**Sword +4**  
**Trident +4**

**CALLING:** World Domination (Atlantis)

**HINDRANCE:** Fatally Vulnerable to dehydration

**PERSONALITY:** Attuma believes he is fated to conquer and rule Atlantis. He plans toward this end relentlessly, to the dismay of Namor, the king of that undersea realm.

Attuma prefers to work alone, but will join with others if it suits his needs. He is as bitter, angry, and powerful an Atlantean as you are likely to find, but he is confident of his own destiny—he will be ruler of Atlantis. Oh yes, he will.

## HISTORY

Attuma is a member of the *Homo mermanus* branch of humanity, a species of waterbreathers. He was born to a nomadic barbarian tribe that had rejected the civilization of the Atlanteans. In his late adolescence, Attuma learned of a prophecy that a conqueror would one day take Atlantis. Being presumptuous and not too bright, Attuma naturally assumed that this prediction referred to him. This conclusion gave him the sense of destiny he needed to gain and maintain his present position of authority over the other Atlantean barbarians.

Attuma's greatest foe in achieving his "destiny" is, of course, Namor, the Sub-Mariner. These two titans of the deep have slugged it out on the many occasions when Attuma has tried to seize Atlantis, but the latter has never defeated Namor in combat. His actions have, however, earned him banishment from all Atlantean cities and strongholds, as well as the Sub-Mariner's eternal enmity.

Nevertheless, Attuma's determination to validate the prophecy has sustained him through these repeated failures. Eventually, he began combining efforts with villainous allies, such as the Red Ghost, Tiger Shark, and Tyrak, plus various human and Atlantean scientists. But none of these alliances has brought him victory.

When Namor was thought dead for some time, Attuma managed to become ruler of Atlantis, and he continued to hold the kingdom even after the Sub-Mariner's return. Eventually though, Namor defeated the usurper and reclaimed his throne.

At present, Attuma waits and plots to retake Atlantis at his first opportunity. He lives with and leads a ragtag band of undersea barbarians, who follow him not because of his personality or vision, but simply because he is the strongest, fiercest, and most determined of them. Attuma's efforts at conquest have also brought him into contact with various surface-dwelling heroes, but he has no love for any of them. As far as he's concerned, the whole surface world should just wither up and die, along with Namor.



**13X Strength Intellect 3X**

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

**4X Agility Willpower 3X**

### POWERS

Body Armor +2

Cold Control 10

Ensnarement, Ice Patch, Ice Walls

Fire Control 16

Limit: Blast only

Flight 6

Whirlwind

Invulnerability to Heat

Life Support 15

Teleportation 5

**CALLING:** Greed

**PERSONALITY:** Basilisk was boastful, arrogant, and headstrong. He was so confident in his powers that he rarely resorted to any sort of plan. Never one for weaving a complicated plot, he typically just tried to bludgeon opponents into submission.

### HISTORY

Basil Elks was your common, everyday, petty criminal. He managed to pull a few small-time robberies, but spent most of his time behind bars. In jail, other criminals began calling him "Basilisk," perhaps making fun of his less-than-illustrious criminal career.

After his release, Elks tried again to get the really big score by breaking into a New York museum and stealing a valuable gem. As was typical for his career, a guard caught him in the act. Then something happened that changed Basil's pathetic life forever. The

guard fired a shot, missing Elks, but shattering the gem. The stone exploded and engulfed Basil in a wave of energy, for it was no ordinary gem—it was the Alpha Stone, a powerful Kree artifact.

The destruction of the alien artifact granted Basil powers similar to those of the mythical creature called a basilisk. Instead of turning objects to stone with a glance, however, Elks had gained the ability to emit powerful beams that controlled fire and cold from his eyes. The gem also endowed him with incredible strength and a certain degree of invulnerability.

Assuming the villainous name Basilisk, Elks set about building a new criminal career. Soon he discovered that the

Alpha Stone possessed a twin called the Omega Stone. Believing that this other artifact could augment his new powers, Basilisk battled against Spider-Man and Captain Mar-Vell beneath the streets of Manhattan for possession of it. In the course of this subterranean adventure, a flow of molten lava swamped Basilisk and seemingly destroyed him. But he survived and actually managed to absorb the Omega Stone's energy.

Before the super-villain could start much more trouble, however, the Thing managed to defeat him and trap him underground. Basilisk dug his way out and emerged in Four Freedoms Plaza, where the super-villain killer Scourge surprised and killed him. But in the Marvel Universe, death is rarely final.

## BASILISK (BASIL ELKS)





**13C** Strength    Intellect **7X**

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

**12D** Agility    Willpower **10D**

## BLACK BOLT (BLACKAGAR BOLTAGON)

### SKILLS

Brawling, Wrestling; Acrobatics; Leadership

### POWERS

Ability Boost 5 (Strength, Stunt only; Master Blow  
[Unique Stunt: Black Bolt can channel all his  
energy into one arm for a single powerful  
blow. Limit: Strength drops to 0 for an aura  
duration after he uses this ability.]

Sonic Control 25 (\*Stunts only)

Force Field, Sonic Flight [Limit: 500 mph], Sonic  
Scream, Sonic Shapes, Sonic Vibration  
Limits: Constant, loudness only (cannot speak  
at a volume less than his maximum)

\*Stunts affect all targets at visual distance or less.

**CALLING:** Majesty

**HINDRANCE:** Fatally Vulnerable to diseases of all  
sorts and even mild toxins (including pollution of  
Intensity 15+)

**PERSONALITY:** Stoic and imperious, Black Bolt  
presents a forbidding appearance. He cares  
deeply for his family and his people, and he will  
do anything to protect them. Black Bolt never  
speaks, for his voice brings destruction.

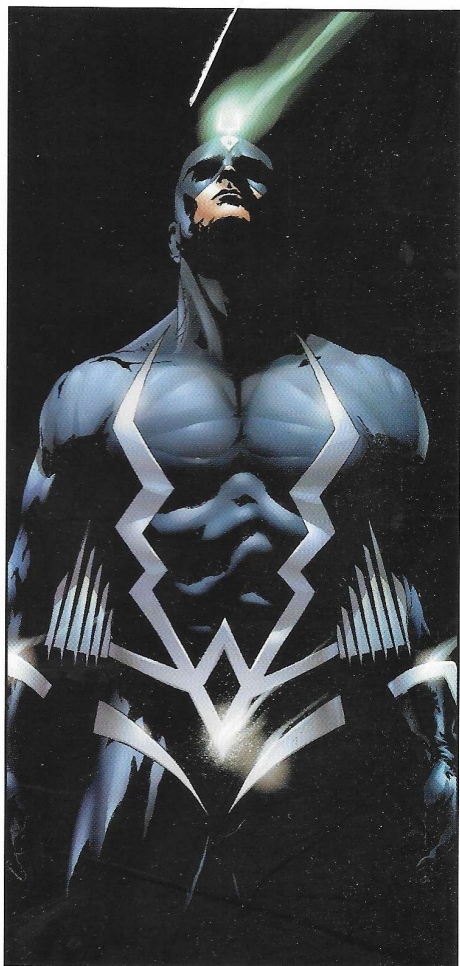
### HISTORY

From the mysterious city of Attilan come the In-  
humans—beings much like ourselves, but with  
mutant powers and advanced technology. Their  
king is none other than Black Bolt.

Black Bolt is a fair and just ruler who cares  
only for his people's well-being. He would greatly  
prefer to keep humans and Inhumans out of one  
another's affairs, but this isolationist policy has  
not always been practical. In particular, his  
sister-in-law, Crystal, has had more dealings  
with humans than he would like—entering a  
troubled marriage with the mutant Quicksilver  
and spending a great deal of time with the Fan-  
tastic Four. Still, he has always held a place for  
her within the Inhuman royal court.

Black Bolt's greatest power is his voice, which  
can level cities. Unfortunately, he cannot moder-  
ate that power—he cannot speak, even in a  
whisper, without laying waste to everything

around him. With the help of his beloved wife  
Medusa, he manages to rule quite effectively  
anyway; she simply passes along orders to  
others on his behalf. Black Bolt is an effective  
warrior in his own right, and he seldom resorts  
to using his voice.



**14X Strength Intellect 6C**

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

**8D Agility Willpower 5D**

## **BLASTAAR** **THE LIVING BOMB-BURST**

### **SKILLS**

**Piloting:** Energy Control, Spacecraft; Leadership

### **POWERS**

**Body Armor +6**

**Energy Blast 18 (Kinetic)**

**Explosion**

**Flight 18**

**Life Support 15**

**Suspended Animation**

**CALLING:** World Domination (Earth, Negative Zone, or both)

**PERSONALITY:** Blastarr is loud, angry, and imperious. He shouts as much as he talks—maybe so others can hear him over all the explosions he's producing.

### **HISTORY**

Aside from Annihilus himself, there are few beings in the Negative Zone who provide a more constant threat to Earth and the Fantastic Four than does Blastarr. He is a rapacious warlord whose realm, a planet called Baluur, seems to exist close to the barrier that separates our world from the Negative Zone. Blastarr wants nothing more than to extend his sphere of influence beyond his homeworld, and he finds his options limited in his own dimension. Presented with an opportunity to attack the Earth, therefore, he gladly jumped at it. He might well have succeeded in his attempted conquest were it not for the timely intervention of the Fantastic Four.

Now Blastarr waits in the Negative Zone for any opportunity to strike out against the FF. It seems that whenever the Fantastic Four boldly venture into that alternate universe, Blastarr is there, waiting to shower them with his deadly bomb bursts. The warlord has no love for his fellow Negative Zoner Annihilus and has even tried to steal the latter's Cosmic Control Rod on one or two occasions.





# BROOD

**History:** In a distant part of our galaxy, a fertile planet teemed with life—but it was hardly a paradise. The world was so conducive to life that its many species had to struggle constantly for survival against all the other life forms. In this competitive environment, the intelligent insectoids called the Brood evolved. Over the millennia, these vicious, cunning, and bestial creatures slowly eliminated their natural competition.

Brood society had a distinct structure, with different castes of Brood performing different functions. The Warriors protected Brood Hives. The Workers culled the fields for valuable pollen and prey. The Drones cared for the living quarters. The Queen bred, and bred, and bred, while ruling her people absolutely and tyrannically.

While other species developed mechanical ships to fly into space, the Brood found a much more convenient method of interstellar travel. Within their own solar system lived the massive Acanti—huge, spacefaring whales. The Brood used their scientific expertise to enslave the Acanti, forcing them to serve as spaceships.

Brood Queens had long ago developed the ability to lay their eggs in practically any living species. A creature with an implanted egg gradually turned into a Brood. Thus, once they had the technology to travel through space, Brood Queens could spread their progeny across the stars.

Because of the threat the insectoid aliens posed to Shi'ar space, the X-Men and the Starjammers set off to find and

destroy the Brood homeworld. Though they were successful, the X-Men soon realized that they had not stopped the Brood. On Earth, a Queen managed to lay an egg in a human after a Brood ship had crashed in New Mexico. Oddly, the subject did not metamorphose into a Brood, as had other hosts. Instead, he became a Brood-Human hybrid with the ability to create others like himself. Each of his spawn also developed some sort of superpower. The X-Men eventually tracked down all the hybrids and destroyed them.

**Current Status:** Surviving Brood Warriors (and presumably a Queen) continue to wander the stars in search of a new homeworld. One thing is clear: The Brood will stop at nothing to preserve their race. Nothing.

**Noteworthy Members:** The Brood have no individuality, save for their Queen.

**Acanti:** Strength 23X, Agility 1D, Intellect 7C, Willpower 7X, Edge 2, Health 25. Navigating;



## ALIENS IN ADVENTURES

As a Narrator, you can add lots of spice to adventures by incorporating an alien race such as the Brood into the plotline. To do that successfully, you need to consider your aliens' motivations and basic needs.

For example, what would a Brood Queen who survived the destruction of her homeworld do first? She and her surviving Warriors are probably very weak, so she must arrange for a steady food supply and a safe haven in which to recover. To accomplish that, she must hatch some Workers and Drones—the former to secure steady sources of food and implantation material, and the latter to build a safe hive. Until she has those, she must rely on her Warriors for everything. Naturally they'll make some mistakes, like killing and eating prey instead of returning it to the Queen for implantation, but they will suffice until she can hatch the Brood she requires.

While developing the new Hive, the Queen would have to live in an isolated place, with heavy vegetation to conceal her activities and a huge supply of living prey. Earth's rainforests fit the bill nicely.

Heroes can get involved with a developing Hive at several different stages:

**Whalescream:** Earth's scientists detect the approach of an Acanti ship, or discover one in orbit. In some ways, this is both the easiest scenario and the most exotic. The Brood are weak and limited in numbers, and the adventure takes place within the Acanti ship.

**Snakes Alive:** Naturalists report bizarre behavior among wild animal populations in one of Earth's rainforests. Other animal populations are decreasing rapidly for no known reason. When the heroes investigate, they discover a Brood Hive. Depending on how far the Brood have progressed, this situation could be very deadly, especially if the Brood Queen is ready for interference.

**What Big Teeth You Have:** People start disappearing. Some reappear but behave bizarrely. At this stage, the Hive is moving up the food chain and taking humans as prey. Brood hatched from normal humans gain some of their knowledge, as well as a degree of individuality. They now have enough initiative to report investigators to their Queen without her specific directive. If this happens, the Brood begin to hunt the heroes, since any hatchlings spawned from them would gain their powers!

Astronomy, Spacecraft. Body Armor +13, ESP 12, Life Support 18, Regeneration 15, Space Flight 20, Telepathy 16. Equipment (Brood Implants): Detector 16 (Detection [Chronometric Detection, Dimensional Detection, Energy Detection, Invisibility Detection, Life Detection, Telelocation]), Energy Blaster 18 (Energy Blast). Calling: Peace of Mind.

**Brood Drone:** Strength 8D, Agility 8X, Intellect 3X, Willpower 3X, Edge 0, Health 10. Natural Weapons. Body Armor +3, Claws +4, Digging 8 (Lightning Speed), Teeth +2. Hindrance: Monstrous. Calling: Protector.

**Brood Queen:** Strength 14D, Agility 6X, Intel-

lect 7X, Willpower 9X, Edge 2, Health 25. Natural Weapons. Affliction 5 (Alien Implant), Claws +4, Flight 4, Paralysis 12, Teeth +4, Telepathy 15 (Limit: Offspring only). Hindrance: Monstrous. Calling: World Domination.

**Brood Warrior:** Strength 8D, Agility 8X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Natural Weapons. Body Armor +5, Claws +4, Flight 4, Teeth +4. Hindrance: Monstrous. Calling: Soldier.

**Brood Worker:** Strength 8D, Agility 8X, Intellect 3X, Willpower 3X, Edge 0, Health 10. Natural Weapons. Body Armor +5, Claws +4, Flight 4, Teeth +4. Hindrance: Monstrous. Calling: Protector.



# CELESTIALS

**History:** No one knows the origins of these massive, armored, spacefaring beings who serve as silent judges of the universe. Since the dawn of time, they have traveled through space in groups (called Hosts), determining the worth of various species and monitoring evolutionary progress.

The Celestials have appeared on Earth four times. The First Celestial Host landed one million years ago and experimented with human DNA, producing the offshoot race now called the Eternals. The First Host also introduced mechanisms into human genes that would result in the development of mutants. But one of these Celestials, later called the Dreaming One, dared to rebel against his brethren. He independently pursued another genetic experiment that created a second offshoot of humanity—the monstrous Deviants.

The Second Host arrived on Earth twenty-five thousand years later to find the Deviants producing weapons of mass destruction. Dissatisfied with this turn of events, the Celestials destroyed the Deviant city of Lemuria and sank its remains into the sea. (This huge cataclysm became the foundation for Earth's myths of a great flood.) As punishment for creating the Deviants, the Second Host bound the Dreaming One in a special vault under the Diablo Mountains of California.

One thousand years ago, the Third Celestial Host visited the Andes Mountains and instructed the Inca tribes there to build a hidden city of advanced technology to their specifications. (This "lost" Inca city is still on its original site, but special devices render it effectively invisible to outsiders.) At that time, Earth's deities challenged the Celestials and their right to judge humankind. The Celestials withdrew only after the gods agreed to stop interfering with humanity.

In the twentieth century, the Fourth Host appeared, and Odin drew the spirits of all the Asgardians into the Destroyer armor to do battle with them. After defeating the combined Asgar-

dian force, the Celestials rendered their judgment—approval for man's current evolutionary track.

Humanity is certainly not the only species the Celestials monitor. They have also leveled judgment against the equally enigmatic Watchers. In that case, the members of the Host refrained from destroying the whole race and contented themselves with killing the leader. Nevertheless, the Watchers know they are a doomed race and that the Celestials will eventually destroy them.

These "space gods" have performed their strange genetic experiments on a number of species throughout the galaxy. The shapechanging Skrulls, for instance, are a product of their DNA tinkering.

**Current Status:** The Fourth Host withdrew from Earth after rendering its decision in humanity's favor, and no Celestials have visited since. As far as anyone knows, the Dreaming One is still incarcerated in his California mountain prison. The Deviant High Priest Ghaur managed to steal his life energy for a time, but Earth's heroes recaptured it and restored it to its vial, which lies hidden somewhere in the arctic regions of Earth.

Both the Eternals and the Deviants continue their efforts to unlock the secrets of the Celestials. The Deviants, because of the Lemuria disaster, have sworn to destroy the race that made them. The Eternals are committed to protecting Earth from the Celestials' might. Both races view the Celestials with a mixture of reverence, hatred, and fear.

**Signature Equipment:** Celestial armor stands several hundred meters high. It's unknown exactly what's inside that armor, though most hypothesize that a Celestial's true form is pure energy. Susan Richards once managed to enter a Celestial's armor by tapping into hyper-energy. From her interior vantage point, the Celestial appeared to be a mechanical construct controlled by a central brain made of energy.

# CELESTIALS

It's impossible to say whether this was a true perception, or whether this Celestial merely created an internal universe for itself as a way of communicating with Sue.

**Noteworthy Members:** Up to ten Celestials have visited Earth at any one time, but no one knows exactly how many exist. The ones who appeared most recently were Arishem the Judge, Eson the Searcher, Gammemnon the Gatherer, Hargen the Measurer, Jemiah the Analyzer, Nezarr the Calculator, One Above All, Oneg the Prober, Tefral the Surveyor, and Ziran the Tester. Together, these ten made up the Fourth Host.

Celestials are similar to a force of nature. They do not reason with others and they do not communicate with lesser beings, other than to indicate their satisfaction or dissatisfaction with a race's progress.

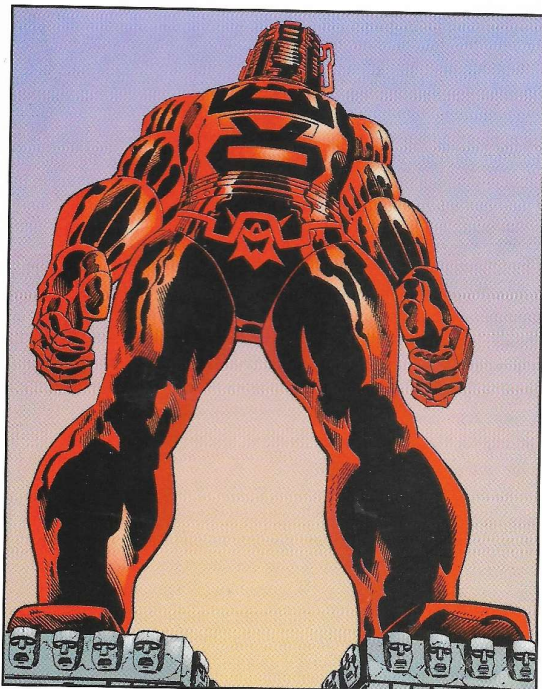
Each Celestial in a Host has a specific task to perform in evaluating a species. Once the team members have gathered the necessary information, the Judge within their group renders a decision. If his thumb goes up, the planet survives—at least until the Celestials decide to re-evaluate it. If it goes down, the Celestials quickly purify and destroy the world.

Celestials also frequently engage in genetic tinkering with species, which may be the reason for their periodic re-evaluations. If they are satisfied with their experiments, they allow them to continue; otherwise, they end them.

Cosmic entities such as the In-Betweener tread with great caution near these beings. Not even the mighty Galactus understands the Celestials, but he must nevertheless bow to their inexorable power. Many of the sentient species in the universe owe their very existence to Celestial experiments, and even more owe their destruction to these powerful entities.

One thing is for certain—wherever the Celestials roam, doom is sure to follow.

**Celestial:** Strength 30X, Agility 30X, Intellect 30A, Willpower 30X, Edge 5, Health 50. Energy Control, Scientific Genius (Astronomy, Biochemistry, Biology, Bionics, Chemistry, Computers, Electronics, Genetics, Geology, Medicine, Oceanography, Physics, Psychiatry, Radiology, Robotics, Super-Physiology). Body Armor +30, Cosmic Awareness 30, Cosmic Energy Control 30 (Ability Boost [Strength], Absorption [Cosmic Energy], Alchemy, Energy Detection, Energy Gift, Healing, Resistance to Radiation, Starburst), Immortality, Invulnerability (to everything), Life Support 30. Equipment: Spaceship 30 (Space Flight). Calling: Investigator.





**20A Strength Intellect 9X**

**4 Edge \* Hand Size 6(40)**

**15A Agility Willpower 10X**

## THE CHAMPION OF THE UNIVERSE (TRYCO SLATTERUS)

### SKILLS

Axes, Clubs, Garrotes, Hammers, Knives, Martial Arts Weapons, Sonic Slam, Spears, Swords, Whips, Wrestling; Acrobatics, Archery, Boomerangs, Marksmanship, Martial Arts, Slings

### POWERS

**Cosmic Energy Control 20**

**Ability Boost (Dual Ability Boost [Strength and Agility]; Limits: Can increase only one point in each permitted ability score per exchange, up to a maximum of 25, and only when he is angry), Healing**

**Force Field 17**

**Immortality**

**Invulnerability to Cold, Energy, and Fire**

**Life Support 15**

**Teleportation 15**

**Passengers**

**CALLING:** Gloryhound

**PERSONALITY:** The Champion is as ego-swollen and haughty as any boxer with a 50,000-0-1 record would be. He needs to fight and he needs to win. But he does not need to kill opponents—he operates by a personal code of honor that limits him to nonlethal combat for testing the worthiness of worlds.

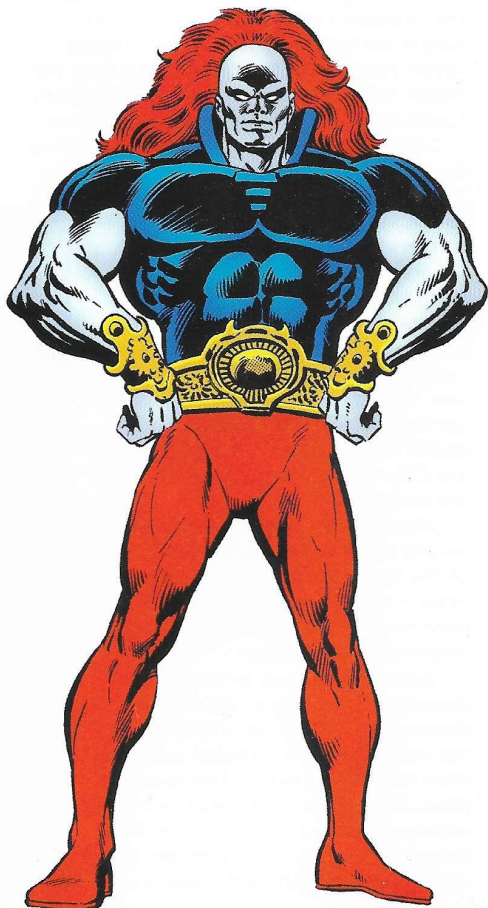
### HISTORY

Tryco Slatterus, a.k.a. the Champion, is one of the so-called Elders of the Universe—immortal beings who have existed since the dawn of time itself. His strength and agility are far higher than those of most mortal beings, for they have been augmented by the awesome power primordial. The Champion lives to fight and has spent an eternity studying the combat techniques used on tens of thousands of different worlds.

Now the Champion spends most of his time wandering from world to world, challenging the greatest warriors of each planet to battle. He is actually pretty picky about whom he fights; he does not battle gods or beasts (like Thor or the Hulk)—or women either, for that matter. So during his visit to Earth, he challenged the ever-lovin', blue-eyed Thing to a fight in Madison Square Garden. They fought, but for the first

time in all creation, the Champion did not win. He beat on his opponent forever, it seemed, but the Thing would not go down. The match was declared a draw.

The Champion has a burning hatred for Galactus (who ate him once). He has tried on several occasions, along with his fellow Elders, to destroy the cosmic Devourer of Worlds.



## CITADEL OF SCIENCE (THE ENCLAVE)

**History:** Time and again the Fantastic Four have encountered highly intelligent men and women who have, for one reason or another, turned their gifted minds toward evil. The scientists of the Enclave did just that—although in this case, their nefarious plan ended up benefitting humanity in the long run.

Years ago, four of Earth's greatest scientists (Jerome Hamilton, Maris Morlak, Wladyslav Shinski, and Carlo Zota) selected other committed men and women from the scientific community and brought them together in a remote region of the Earth to create the organization known as the Enclave. In their Citadel of Science—a vast, underground complex equipped with the very latest in technology—the Enclave's members grappled with scientific problems and achieved many minor but impressive advances. They also pursued the greater goal for which the Enclave had been founded—the creation of life itself. They strove to develop the perfect life form—the next step beyond humanity. This may seem a relatively noble goal, but the project leaders intended to conquer the world with their creation, not to better mankind's lot.

As is so often the way with such projects, things got out of hand. The Enclave scientists did indeed create a new and amazingly powerful form of humanoid life, which they called Him. But their attempts to train Him failed, as did their last-ditch effort to destroy their creation. Eventually, Him used his tremendous powers to break away from his creators and escape to the stars.

Him at last metamorphosed into his final form—a being of great power who appeared human, but definitely was not. The Fantastic Four know him today as none other than Adam Warlock. On his way out into the galaxy, Warlock destroyed the Citadel, though its scientists managed to escape.

**Current Status:** Dr. Hamilton died in the “Him” fiasco. Dr. Wladyslav Shinski became the supervillain known as Crucible and apparently killed Dr. Morlak.

**Noteworthy Members:** In addition to the four scientists who once headed the Enclave, the Citadel's roster included dozens of additional scientists, plus technical staffers and guards.

**Dr. Carlo Zota:** Strength 4X, Agility 4X, Intellect 10C, Willpower 7X, Edge 1, Health 17. Electronics, Mechanics. Calling: World Domination.

**Dr. Jerome Hamilton, M.D.:** Strength 5X, Agility 4X, Intellect 9C, Willpower 5X, Edge 1, Health 17. Biology, Medicine. Calling: Investigator.

**Dr. Maris Morlak:** Strength 3X, Agility 5X, Intellect 10C, Willpower 6X, Edge 1, Health 17. Physics, Radiology. Calling: World Domination.

**Guard:** Strength 6X, Agility 7D, Intellect 5X, Willpower 5X, Edge 1, Health 17. Marksmanship. Equipment: Energy Rifle +4. Calling: Soldier.





**14X Strength    Intellect 19A**

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

**15X Agility    Willpower 17X**

# THE COLLECTOR

## (TANELEER T'NAN)

### SKILLS

Archaeology, Assessment, Dimensional Geography, Lore, Spacecraft

### POWERS

Dimensional Travel 15

Immortality

Life Support 15

Reformation

Precognition 4

Regeneration 21

### EQUIPMENT

Body Armor +6

Teleportation Device 5

Teleportation, Time Travel

Valarian Forcefield 20

Force Field

**CALLING:** Greed

**PERSONALITY:** The Collector is demanding and disdainful. When he comes to a world for a particular object, no amount of reasoning can convince him not to take it. He cares for nothing save maintaining, expanding, and improving his collections.

### HISTORY

Like the Champion, the Collector is one of the Elders of the Universe. He travels inhabited worlds with only one goal in mind: collecting things. But he is choosy in his acquisitions—only rare or unique things attract his attention. If he decides that an item merits a place in his collection, he tries to take it, claiming that only

he is intelligent and learned enough to appreciate it. The Collector goes to great lengths to obtain what he desires, even killing those who stand in his way if necessary. But he is by no means a cold-blooded killer who takes joy in the deaths of others—he gladly leaves people alone once he has taken what he wants from them. Of course, those who refuse to leave him alone thereafter soon discover that his collection includes some interesting devices that enable him to dispose of unwanted tourists.

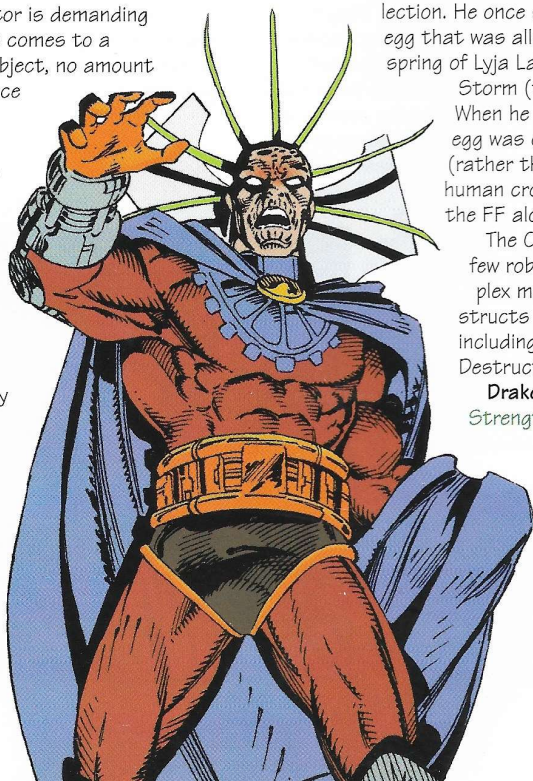
The Collector has a whole host of unusual and powerful weapons at his disposal, but he is always looking for more. The devices listed are just a few of those he has used against the

Fantastic Four in his repeated attempts to obtain things from them for his collection. He once sought to steal the egg that was alleged to be the offspring of Lyja Lazerfist and Johnny Storm (the Human Torch). When he discovered that the egg was of Skrull origin only (rather than a Skrull and human cross), he left it and the FF alone.

The Collector also has a few robots and other complex mechanical constructs of alien design, including the Drakonian Destructoid.

#### Drakonian Destructoid:

Strength 18X, Agility 8X,  
Intellect 3X,  
Willpower 0X,  
Edge 0, Health  
10. Body Armor  
+12, Energy  
Blast 18. Calling:  
Soldier.



**5X Strength Intellect 23A**

**4 Edge \* Hand Size 6(40)**

**5X Agility Willpower 20A**

## THE CONTEMPLATOR (TATH KI)

### SKILLS

Assessment, Astronomy, Dimensional Geography, History, Lore, Sociology, Trivia; Meditation, Observation, Teaching, Trance

### POWERS

Ability Boost 15

Dual Ability Boost (Strength and Agility)

Astral Projection 12

Chi 15

Cosmic Awareness 20

Cosmic Energy Control 18

Dimensional Travel 15

Dimensional Detection, Passengers

Empathy 15

Empathic Broadcast, Resistance to Mental Control

ESP 20

Bestow ESP

Immortality

Invulnerability to Cold, Energy, and Fire

Postcognition 20

Precognition 20

Psi-Screen +20

Psychic Blast 20

Telekinesis 18

Telepathy 18

Teleportation 20

**CALLING:** Investigator

**PERSONALITY:** The Contemplator is kindly, wise, and inscrutable. (Picture the loftiest Zen Master and you're halfway there.) He has acquired the nickname "Mr. Buddha."

### HISTORY

The Contemplator is one of a group of disparate beings known as the Elders of the Universe. He first became aware billions upon billions of years ago, when time itself began. A philosopher at heart, he spends much of his time considering the mysteries of the universe, many of which he has already unraveled. But every time he figures something out, it just raises more questions, and so his eons-long contemplation continues.

This Elder is a generally benevolent sort of being, but he seldom interferes in the affairs of mere mortals. Occa-

sionally, he stumbles across some lesser being who has an intriguing mind. In such a case, he may take a short break from his meditations (a century being pretty short by his standards) to teach that individual some of what he has learned about enlightenment.

The Contemplator's vast powers all stem from his basic understanding of how the universe works. He is so in tune with the pulse of the cosmos that he can effectively do anything that occurs to him.





**4D(14D) Strength Intellect 10A**

**2 Edge ★ Hand Size 4(25)**

**6D Agility Willpower 10B**

# CRUCIBLE

(DR. WLADYSLAV SHINSKI)

## SKILLS

**Martial Arts Weapons; Martial Arts; Biochemistry, Chemistry, Occult, Super-Physiology; Leadership, Mesmerism, Trance**

## POWERS

**Alchemy 12**

**Animation, Choking, Disguise, Dustcloud, Explosion**

**Transmutation 10**

## EQUIPMENT

**Mystic Armor 14**

**Ability Boost (Strength)**

**CALLING:** Idealist (Twisted)

**PERSONALITY:** "I am the salvation of mankind," says Crucible, and he believes it. He views himself as the one destined to purify mankind—though what he impurities he intends to remove are still unknown. Though he appears to model himself after Doctor Doom, his goals are completely different. However, Crucible also holds a deep grudge against the Fantastic Four.

## HISTORY

Reporters Isabelle Aguirre and Gordon Clay traveled to Tibet hoping to get the story of a lifetime—and so they did, but not the one they had intended. With guides to show them the way, these two intrepid souls sought out the mysterious monastery that had spawned the would-be world conqueror, Doctor Doom. Days later, half-blind from the snow and wind, they eventually found the place—or what was left of it. A veritable massacre had wiped

out the monastic brotherhood. Isabelle and Gordon thoroughly explored the monastery, hoping to discover who had been responsible for the crime. Before they could find any concrete answers, however, a mysterious foe named Crucible captured them.

The villain bound his captives and took them to distant Stockholm, where he revealed that he was a master of the medieval mystic art of alchemy—and the only one who could cleanse mankind. Afraid of Crucible's power, Isabelle and Gordon agreed to his demand that they help him strike at his oldest foes. To that end, the two

reporters managed to get their captor an invitation to a scientific symposium that

Reed Richards and Ben Grimm were attending. After a fierce, yet oddly inconclusive fight with the Thing and Mr. Fantastic, Crucible mysteriously retreated, but not before Reed had noticed a remarkable similarity between his opponent's armor and Doctor Doom's.

Crucible later reappeared, this time with a new incarnation of Her called Aeysha. This time, the villain revealed his identity—he had once been Dr. Wladyslav Shinski, one of Her's original creators and a former member of the Enclave. The Fantastic Four managed to defeat the pair, but Crucible's real goals remain unknown, and the world probably hasn't seen the last of him yet.



**3X Strength Intellect 4C**

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

**6X Agility Willpower 3D**

## CRYSTAL (CRYSTAL AMAQUELIN MAXIMOFF)

### SKILLS

Energy Control, Medicine (First Aid); Politics

### POWERS

\*Air Control 12

Air Shield, Downdraft, Flight, Tornado

\*Earth Control 12

Dustcloud, Earthquake, Earth Animation  
(Unique Stunt: Can animate pillars of earth and  
"fire" rocks). Entrapment

\*Fire Control 12

Absorption, Heat Control, Updraft

\*Water Control 12

Dehydration, Fog, Melting, Tsunami

\*Limit: Crystal can only use a single power for one hour, or multiple powers for 45 minutes, before she needs to rest.

**CALLING:** Guardian

**HINDRANCE:** Fatally Vulnerable to diseases of all sorts, and even mild toxins (including pollution of intensity 15+)

**PERSONALITY:** Crystal is a thoughtful, dutiful woman who balances superheroics with a child, a strained marriage, and occasional Inhuman royal family responsibilities. Crystal can be very stubborn when it comes to important issues, but is also willing to listen to others.

### HISTORY

Born to the royal family of the Inhumans, Crystal gained her powers from the Terrigen Mists as an infant. Her whole family fled Attilan when a civil war broke out, so she spent much of her childhood and adolescence traveling with her parents. Her sister Medusa became separated from the group and, suffering from amnesia, joined the villainous team called the Frightful Four. Eventually her family found her, and her memory returned. Shortly thereafter, the Fantastic Four appeared on the scene, and Crystal and Johnny Storm fell in love at first sight. The FF and the Inhumans clashed at first, but reached an understanding after Medusa had returned to Attilan, where she eventually married Black Bolt, the king of the Inhumans. Crystal, however, spent a great deal of time with the Fan-

tastic Four. When Sue took a leave of absence while pregnant with Franklin, the Inhuman woman took her place on the team. She also served with the Avengers for brief periods. Like the rest of her kind, however, Crystal had a weak immune system that rendered her susceptible to any illness or toxin. Although Reed Richards created a serum that kept the symptoms at bay, the condition eventually forced her to leave the team and return to Attilan.

On her way back, Crystal discovered Quicksilver, beaten and nearly dead. She took him with her to Attilan and nursed him back to health. The two fell in love, married, and had a daughter, Luna. Since then, however, the marriage has been rocky for several reasons, not the least of which is Quicksilver's unpredictable moodiness. The couple has separated repeatedly, and the future of the relationship remains in doubt.

Crystal is very close to the mutated dog called Lockjaw, who is in turn fiercely loyal to her.





**14D Strength Intellect 7D**

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

**8C Agility Willpower 4X**

## **DARKOTH THE DEATH DEMON (MAJOR DESMOND PITT)**

### **SKILLS**

**Brawling; Aerial Combat, Piloting; Spacecraft**

### **POWERS**

**Additional Limb 12 (Tail)**

**Constriction**

**Body Armor +4**

**Claws +3**

**"Firehorns" 12**

**Energy Blast (Fire, Kinetic), Mind Control**

**(Limit: Requires two exchanges of concentration to use)**

**Phasing 12**

**Wings 4**

**CALLING:** Vengeance (against Doctor Doom)

**HINDRANCE:** Monstrous

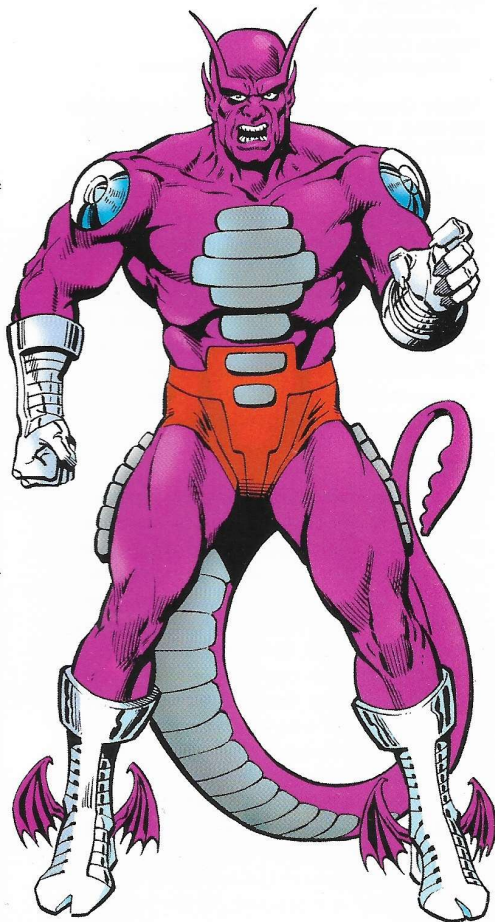
**PERSONALITY:** Darkoth's overriding emotion was fury—primarily at Doctor Doom, the architect of his misery. But he still had, somewhere within him, a high morality that demanded he do the right thing by his friends and his country.

### **HISTORY**

Darkoth is not really a demon at all, but a horribly transformed human. Once, he was Major Desmond Pitt of the U.S. Air Force, an old friend of Ben Grimm's. While working for NASA on its new solar shuttle, Desmond discovered that agents of Doctor Doom had infiltrated the operation. Posing as a traitor, he wormed his way into the Lord of Latveria's service, trying to learn all the details of the master villain's plan so that he could expose it to his superiors. But the untimely death of Pitt's wife caused him to slip up, and Doom discovered his perfidy. Rather than killing the major, Doom transformed him into a horrible, demonlike, superpowered monster and wiped his memory, intending to use him as a bodyguard and a weapon.

But Pitt turned against his new master anyway. With his aid, the Fantastic Four defeated Doom and saved the shuttle program. During the final showdown in space, however, Darkoth was sent hurtling back to Earth, where he nearly died from his flaming re-entry and

impact. But the mad alchemist Diablo found and revived him, then chemically augmented his powers, granting him the ability to fly and walk through walls. The two then joined forces to fight Doctor Doom, but ultimately the creature who was once Desmond Pitt had to turn against his evil ally. Darkoth apparently died in the ensuing battle, but his body was never recovered.



**12X Strength Intellect 7D**

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

**7C Agility Willpower 9C**

## DEATHBIRD

### SKILLS

**Aerial Combat, Piloting (Spacecraft); Spacecraft; Intimidation, Leadership**

### POWERS

**Claws +2  
Wings 5**

### EQUIPMENT

**Shi'ar Energy Pistol +4  
Wristlets**

Each wristlet contains six telescoping Quill Javelins 8 (selected from the following list): **Blinding ("Tear Gas"), Energy Blast (Electrical); Limit: Requires touching two such javelins together), Normal (+2 damage), Poison (Gas)**

**CALLING:** World Domination (Shi'ar Empire)

**PERSONALITY:** Deathbird has believed all her life that she was born to rule the Shi'ar. She is fully as arrogant as any stereotypical tyrant.

### HISTORY

Deathbird was the eldest child of the Shi'ar royal family. Unlike her two younger siblings, D'Ken and Lilandra, she is a mutant—an evolutionary throwback to the birdlike ancestors of the Shi'ar race.

As she grew to adulthood, Deathbird plotted to kill her father, knowing that as firstborn, she would inherit the throne. But after her part in her father's death was revealed, she fled to an obscure planet called Earth to escape the dreaded

Imperial Guard. While repairing her spacecraft, Deathbird crossed paths with several of Earth's super heroes. Meanwhile, back on the Shi'ar homeworld, Deathbird's mad brother D'Ken had assumed the throne. Not much of a ruler, he was later replaced by the reluctant Lilandra.

With the help of the Brood and treacherous elements within the empire itself, Deathbird eventually returned to Shi'ar space and overthrew Lilandra. But the latter escaped death in the coup and found support with the pirate Starjammers, who helped her foster a rebellion. Eventually, with the help of the Starjammers and the X-Men, Lilandra toppled Deathbird and regained the throne.

The sisters have now reached an uneasy truce. Lilandra, who still holds the throne, has recognized that Deathbird truly is more suited for ruling than she in some respects and has therefore accepted her sister as her right-hand confidante. Deathbird appears satisfied as the second-in-command of the Shi'ar Empire—but how long she will remain content, no one can say.

Deathbird's quill javelins were her weapons of choice while she was on Earth. She could detach these small rods (each of which could telescope to a length of several feet) from her wristbands whenever she needed them. Several of these javelins had special powers similar to those of Hawkeye's arrows.





# DEVIANTS

**History:** When the Celestials first landed on Earth, they performed genetic experiments on humanity's simian ancestors, producing two offshoot races: the Eternals and the Deviants. But while the Eternals were blessed with immortality and a host of other superpowers, the Deviants were cursed with highly unstable DNA and all manner of deformities.

Deviant DNA alters radically from one generation to the next, even within the same family. Children almost never have the same mutations as their mothers or fathers; in fact, it is rare for a child to resemble his or her parents in any way. An individual can look like almost anything—a two-headed lizard-man, a tiny gnome, or even a grotesque fish-woman. Sometimes these mutations grant a power (such as Body Armor or Additional Limbs), but more often than not, they just make Deviants amazingly ugly. Most Deviants are not immortal, but they reproduce almost as fast as humans do, so their race is in no danger of dying out anytime soon.

Thousands of years ago, the Deviants built a mighty empire, whose capital city was located on the Pacific island called Lemuria. This civilization was one of only two major global powers at the time, the other being the human empire of Atlantis. But the Deviants didn't take kindly to having rivals; they caught and enslaved humans whenever possible.

At the height of Lemurian power, the Celestials returned to Earth. Frightened that these "space gods" would destroy all they had worked to achieve, the Deviants foolishly attacked them. As punishment, the Celestials sank Lemuria under the sea, causing a global cataclysm that resulted in the sinking of Atlantis as well. Industrious Deviants who survived

that attack followed their beloved city under the waves and rebuilt it inside a vast, airtight space.

Deviant leadership has always consisted of two major factions: a monarch and a priesthood. Nominally, it is the Deviant king who holds the supreme power in Lemuria. In actuality, however, the priests' word is law—even for the monarch. The sacred priesthood is in charge of determining which Deviants are genetically pure enough for reproduction and destroying the remainder in the flame pits. But the priests often have their own agenda—at one point, it became clear that none of these "genetically unfit" had really died. Instead, the priests had placed them in suspended animation, saving them for later use as soldiers in the army with which they planned to attack the Eternals.

**Current Status:** Within the safety of undersea Lemuria, the Deviants continue to plot against the Eternals, whom they hate and despise. Deviants also believe that humans are less than animals and should be treated as such. Those previously declared genetically unfit have reawakened from suspended animation, and the flame pits no longer burn in the City of Toads.

**Noteworthy Members:** Most Deviants who have come to the attention of surface-dwelling heroes have been members of the priesthood, such as Ghaur, who was instrumental in raising the Serpent Crown. Kro and Ghaur have their own entries within these pages.

**Deviant:** Strength 7D, Agility 4X, Intellect 4X, Willpower 2X, Edge 1, Health 17. **Brawling.** Body Armor +2, plus additional individual powers (usually at intensity 8). Hindrance: Monstrous. Calling: World Domination or Vengeance (against Eternals).



**6D(16D) Strength Intellect 7D**

**3 Edge ★ Hand Size 5(30)**

**10B Agility Willpower 10X**

## DEVOS THE DEVASTATOR

### SKILLS

**Brawling; Marksmanship, Piloting, Ricochet; Spacecraft**

### EQUIPMENT

**Energy Blaster +6  
Powered Armor 16**

**Ability Boost (Strength), Absorption (Electricity; Absorption Boost), "Bio-Electric Backlash" (Electrical Control [Shock Field]; Limit: After discharge, must recharge armor via Absorption before using this stunt again), Blinding, Claws +3, Detection (Chronometric Detection, Dimensional Detection, Energy Detection, Illusion Detection, Invisibility Detection, Life Detection), Flight, "Frost Grenades" (Cold Control [Ice Missiles]), Life Support, "Missiles" (Energy Blast [Explosion]), "Sedators" (Poison [Poison Gas (Soporific))]**

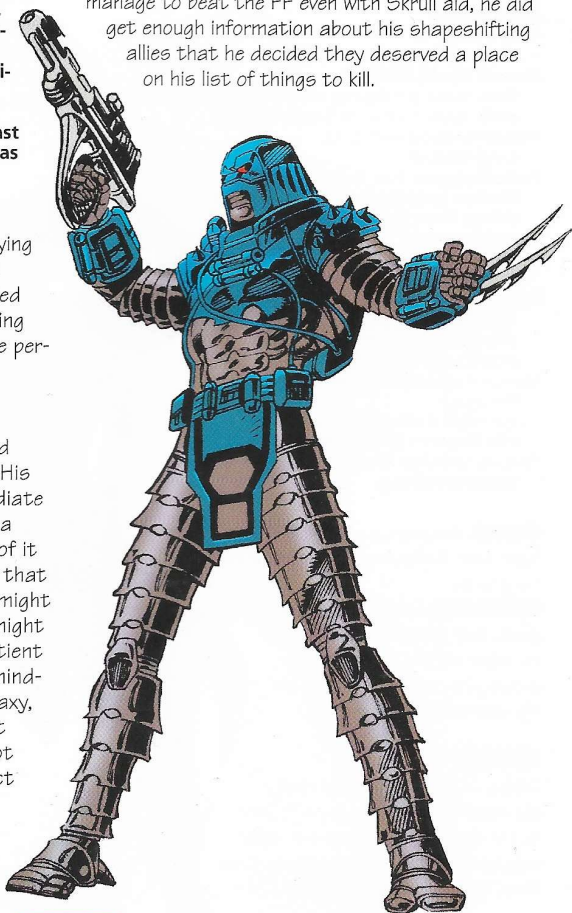
**CALLING:** Idealist

**PERSONALITY:** Devos is committed to destroying all life that could ever possibly evolve into a threat to peace. He's incredibly single-minded about his task, but he's also creative, forming alliances as needed to help him exterminate perceived threats.

### HISTORY

Long ago, some unknown alien race created Devos the Devastator as a tool of peace. His original mission was to destroy any immediate threats to harmony. While this may seem a noble enough goal, Devos's interpretation of it grew a little skewed over time. He decided that it was his duty to destroy anything that might become a threat to peace—ever. As you might imagine, that covers just about every sentient being out there, as well as a great many mindless animals. Devos now traverses the galaxy, hunting down and destroying them all. But when he ran into the Fantastic Four, he got more than he bargained for. The simple fact that they could defeat him proved just how dangerous they and their kind (that is, humans) really were. So Devos set his sights on destroying Earth.

Devos may be devoted to his task, but he's not stupid. He knows better than to fight a battle he cannot win. He also knows that sometimes the enemy of your enemy is your friend. Thus, he has been known to make alliances with other potentially "threatening" races to achieve the greater goal of defeating the Fantastic Four. Most notably, he maintained a long relationship with the Skrulls for that purpose. Although he did not manage to beat the FF even with Skrull aid, he did get enough information about his shapeshifting allies that he decided they deserved a place on his list of things to kill.





**4X Strength Intellect 8C**

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

**4D Agility Willpower 5X**

# DIABLO

## (ESTEBAN CORAZON DEL DIABLO)

### SKILLS

**Flinging;** Chemistry, Occult

### POWERS

**Alchemy 15**

Animation, Choking, Create Potion (Unique Stunt: can create potions with a variety of temporary effects; see "Equipment," below), Disguise, Dust Cloud, Elemental Animation, Explosion

### EQUIPMENT

**Acid Potion 15**

Corrosion (Corrosive Missile)

**Eternal Youth Elixir +6**

Resistance (to Aging; Limit: Must imbibe this elixir once a year or begin to age)

**Freezing Cloud Bomb 12**

Cold Control

**Hallucinogenic Gas Bomb 15**

Illusion (creates images of horrible things from the victims' worst nightmares)

**Healing Ointment 12**

Regeneration

**Multi-Arm Elixir 8**

Additional Limbs (Four Arms; allows up to four additional attacks per exchange)

**Muscle Relaxant Potion 15**

Paralysis

**Suspended Animation Bomb 15**

Life Support (Suspended Animation)

**Waterbreathing Elixir 4**

Waterbreathing

**CALLING:** Vengeance (against all those who have ever misunderstood him or foiled his plans)

**PERSONALITY:** Diablo is loud, arrogant, and flamboyant. He likes to show off his array of wondrous potions—preferably as his enemies bow in defeat.

### HISTORY

Diablo is an old man—a really old man—though he doesn't look it. He was born in northern Spain way back in the ninth century. Back then, his name was Esteban Cora-

zon del Diablo, and he was the son of a nobleman. The restless youth spent many years traveling, learning the secrets of Europe's alchemists and wise men. Eventually, he managed to discover what no one else had: the secret to eternal life! He bottled this secret as a potion and used it to extend his own lifespan, then spent the next several centuries perfecting an amazing array of potions and elixirs.

In 1864, a mob of peasant types attacked him, thinking him a servant of evil—which was not so far off the mark. They couldn't kill him, but they did manage to wall him up in a crypt, which kept him out of circulation for a century.

But someone was bound to find his prison eventually, and it happened to be the Thing who unwittingly set him free.

Ever since then, Diablo has been in conflict with the Fantastic Four. It took him a while to get the hang of this modern world, but now that he's in the swing of things, he plans to set himself up again in the royal style to which he's always been accustomed. Unfortunately for him, very few places outside of Latveria are willing to accept a nineteenth-century feudal lord as absolute ruler. Thus, Diablo has turned to a life of crime to support his expensive lifestyle. He always arms himself with a dazzling array of potions, some of which are listed on the opposite page.



## DIABLO'S POTIONS

Diablo can create any of these potions (and probably many others) with his Alchemy power. They represent his only claim to superpower—without them, he's just your average eleven-hundred-year-old goon.

Diablo can only use one potion per exchange. He bottles those he intends to throw in small, fragile, winged vials (Material Strength 1) and those he intends to use on himself in steel containers (Material Strength 12). He stores them all in numerous hidden pockets within his costume.

### BOMBS

Bombs are missile weapons. They affect all within striking distance when they break (*challenging Agility (Agility)* action to avoid the effect). Diablo likes to toss these into an area containing one or more opponents.

**Freezing Cloud Bomb:** In addition to inflicting cold damage, the cloud of freezing air instantly turns any water within striking distance to ice and can even snuff out flames.

**Hallucinogenic Gas Bomb:** Those who breathe this gas see images from their worst nightmares. Affected heroes must make *average Willpower (Illusion)* actions or believe what they see. The Narrator must describe to each player privately what his or her hero is experiencing and adjudicate actions accordingly.

**Suspended Animation Bomb:** This looks like a flask full of fumes. It places victims in a state of suspended animation.

### ELIXIRS

Elixirs affect only the imbiber. Effects occur on the same exchange as ingestion.

**Eternal Youth Elixir:** As long as Diablo takes a hearty dose of this concoction at least once a year, he never ages.

**Multi-Arm Elixir:** Diablo drinks this to give himself combat advantages, or when he needs some extra hands for his experiments.

**Waterbreathing Elixir:** One dose of this allows Diablo to breathe underwater.

### OINTMENTS

The user must apply these preparations externally to gain their effects.

**Healing Ointment:** Diablo always stores some of this on his person for emergencies, so that he can slather it onto wounds immediately. One dose of the healing ointment immediately restores one card or five points of Health. It takes a full exchange to apply a dose, but it takes effect instantly.

### POTIONS

Potions are missile weapons that Diablo simply throws at an opponent (*easy Agility (Agility)* action to *dodge*). If the vial hits its target, it breaks and splatters the target (only) with its contents, which immediately have the indicated effect. If Diablo misses, the vial hits something nearby and breaks, splashing its contents on everything within striking distance. The Narrator should decide the effects in that case.

**Acid Potion:** This powerful acid can melt through inconvenient objects (like walls, safe doors, and floors) or inflict damage on living targets.

**Muscle Relaxant Potion:** This mixture causes the victim to lose control of his or her muscles (*average Strength (Paralysis)* action to avoid the effect).



# DOCTOR DOOM

## (VICTOR VON DOOM)

### SKILLS

**Scientific Genius (Bionics, Computers, Electronics, Mechanics, Physics, Robotics, Spacecraft, Super-Physiology, Time Machinery, Weapon Systems)**

### POWERS

**Magic 8**

**Dimensional Travel (Limit: One plane only [Mephisto's realm]), Energy Blast, Ensnarement, Force Field, Teleportation (Summoning)**

**Mind Control 14 (Stunt only)**  
**Transferral**

### EQUIPMENT

**Pistol +4**

**Powered Armor 14**

**Ability Boost (Strength), Absorption (Solar Power), Electrical Control (Stunt only; Shock Field), Energy Blast, Enhanced Senses (Hearing; Infravision), Flight, Force Field, Life Support**

**CALLING:** World Domination (sometimes Vengeance against Reed Richards)

**HINDRANCE:** Overconfident

**PERSONALITY:** Victor von Doom may be one of the smartest people on the planet, but his warped sense of values has perverted his genius toward evil. Doom intends to rule the world—maybe even the galaxy—and nothing will stand in his way. He is a proud, arrogant, and supremely self-confident megalomaniac with an obsessive need to control others. Doom is capable of holding a permanent grudge, and he hates the Fantastic Four—particularly Reed Richards, whom he holds responsible for his disfigurement. Nevertheless, Doom maintains his own personal (somewhat twisted) code of honor: He never breaks his word, and he refuses to fight unarmed opponents. His ego demands that he defeat his enemies in fair battles of strength and intellect—after all, there is no glory in destroying a foe who has already been vanquished by another. This sense of honor has saved the lives of the Fantastic Four on more than one occasion. Oddly, Doom also cares a great deal for the people of Latveria, provided that they respect and obey him. So long as his underlings serve him without question and produce the desired results, he can be quite a benevolent lord. But anyone who questions

his orders or stands in the way of his plans earns swift—and usually deadly—retribution.

### HISTORY

Victor von Doom was born in the tiny European nation of Latveria. His father was a gypsy healer, and his mother knew the ways of magic. His parents suffered persecution for their gypsy heritage and died while he was very young. Victor swore to make the world pay. He came to America on a college scholarship and attended State University, where he encountered Reed Richards. In the course of his scientific studies there, von Doom created a device that he believed would let him contact his mother's spirit. Reed found a flaw in the machine and cautioned him against using it, but Victor proceeded with his plans nevertheless. The device exploded, scarring Doom's face and prompting his expulsion from the university. He left, blaming Reed for his misfortune.

Victor traveled the world in the ensuing months. In Tibet, a band of mysterious monks taught him a thing or two about magic and mind control, then helped him forge a suit of armor and a metal mask. Donning the mask before it had cooled, Victor scarred his face even further.

Doom returned to his homeland of Latveria, overthrew the government, and set himself up as absolute monarch. In the meantime, his old enemy Reed Richards had risen to prominence as the leader of a new super hero team called the Fantastic Four. So when Victor set his sights on obtaining the mystical treasure of Blackbeard the pirate, he knew just whom he wanted to use as his pawns in that venture. Since that time, many of Doom's schemes have involved somehow getting the FF to do his dirty work for him.

Doom still runs his country with an iron fist, though oddly, his people seem quite happy with their monarch. Several coups have ousted Victor from his palace in Latveria, but he always seems to find his way back. He's even died a few times, but as the Fantastic Four know only too well, that's not enough to keep Doctor Doom down.

## HOW TO BE THE BADDEST OF THE BAD

The key to Narrating Doctor Doom is remembering that you believe yourself to be the most powerful, most feared man on the face of the planet—if not in the whole universe. Doom does not take kindly to others who think themselves superior to him. In fact, he tends to kill those who express such feelings within his earshot (which is further than anyone might think, courtesy of his many surveillance devices and spies). Likewise, anyone who tells Doom he has made a mistake is liable to trigger a murderous rage.

Doom enjoys hearing the sound of his own voice and is a regular chatterbox during combat, so make sure to tell the players how horribly their heroes are going to die at every opportunity.

## THAT GUY ALWAYS HAS A PLAN

Doctor Doom always seems to have thought of everything. He invariably has a prearranged escape route to ensure that he gets away alive in case of defeat. It's tough for a Narrator to plan ahead against every contingency the way Doom does—after all, most of us aren't mad geniuses. The easiest way to handle this problem is to assume that Doom has already foreseen every possible tactic the heroes might use and every situation in which he could find himself. This certainly does not mean that it's impossible to defeat Doom, but it's awfully hard to defeat him AND capture him.

In game terms, this means Doom gets a special advantage when he's in a losing position. If you're Narrating Doom and a hero's action should utterly defeat him, immediately play all the Doom cards in the Doom Bank, doubling all their values. (If the Doom Bank is empty, flip over the top card of the Fate Deck and double its value in Doom's favor. If this draw gets you a Doom card, triple the value!) Note that this special bonus only applies to ensuring Doom's escape; it cannot be used to harm the heroes in any way. Immediately after Doctor Doom uses this little trick to escape utter defeat, he must immediately quit the field of battle. Think of some plausible explanation for how he gets away. Maybe he has an emergency teleporter. Perhaps he had a hidden escape hatch. Possibly the heroes were really fighting a Doombot the whole time. Perhaps they have him dead to rights, but he escapes paying for his misdeeds with his perpetual claim of diplomatic immunity.

Whatever you decide has happened, let the players know that they have won this time, but that Doom is not gone for good. He never is. Then give them some evil Doom laughter. Ha Ha Ha Ha!!!!





# HOUSEHOLD OF DOOM

**2X(14X) Strength Intellect 10A**

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

**7X Agility Willpower 6X**

## KRISTOFF VON DOOM

### SKILLS

Scientific Genius (Bionics, Computers, Electronics, Mechanics, Physics, Robotics, Spacecraft, Super-Physiology, Time Machinery, Weapon Systems)

### EQUIPMENT

Powered Armor 14

Ability Boost (Strength); Absorption (Solar Power Source), Electrical Control (Stunt only; Shock Field), Energy Blast; Enhanced Senses (Hearing; Infravision), Flight, Force Field, Life Support

**CALLING:** Vengeance (on the Fantastic Four, but only while he thinks he's Doom)

**HINDRANCES:** Overconfident

**PERSONALITY:** Even after reverting to his previous self, Kristoff retained much of Doom's superior and condescending attitude toward others.

### HISTORY

When Victor von Doom was fighting to regain the throne of Latveria, which Zorba (a relative of the old king) had stolen from him, he met a single mother and her son, Kristoff. One of Zorba's robots killed the poor lad's mother, and Doom vowed to take care of the boy as if he were his own. After regaining his throne, Doom raised young Kristoff in Doomstadt, teaching him the ways of the absolute monarch.

Later, while battling the Fantastic Four, Doom apparently died, and this event activated one of his many contingency plans. The Doombots on guard at the palace hooked Kristoff up to a machine that implanted Doom's memories into the lad's mind. Kristoff, believing himself to be Victor von Doom, created his own set of powered armor, which was somewhat different from that of his adopted father. For a while, he ruled Latveria as if he were Doom, continuing the fight against the Fantastic Four.

But during the period that Doom and Reed Richards were thought dead, Kristoff regained his memory and joined forces with the Fantastic Four. While working

alongside them, he became acquainted with Scott Lang (a.k.a. Ant-Man) and his daughter Cassie, with whom he developed a close relationship. When the real Doom reappeared, Kristoff tried to kill him. Since then, father and "son" have been bitter enemies.



**15X Strength Intellect 9A**

**2X Edge ★ Hand Size 4(25)**

**9X Agility Willpower 10X**

## HOUSEHOLD OF DOOM

# VICTOR VON DOOM II

### SKILLS

**Scientific Genius** (Bionics, Computers, Electronics, Mechanics, Physics, Robotics, Spacecraft, Super-Physiology, Time Machinery, Weapon Systems)

### POWERS

**Body Armor +2**

**Elongation 8**

**Fire Control 8**

**Flight 8**

**Force Field 8**

**Invisibility 5**

**Plasticity 12**

**CALLING:** Repentant

**PERSONALITY:** Victor Junior had some of Doom's haughtiness mixed with a good deal of remorse.

### HISTORY

Young Victor the Second was not actually Doctor Doom's child at all. Victor von Doom

created a clone of himself and raised the child as his own son. Eventually, he hoped to install the lad on the throne of Latveria so that the world could see him as he should have been—handsome, powerful, and indomitable.

In order to assure that his "progeny" had great power, Doom kidnapped the Fantastic Four and started to drain their powers into his clone. Reed broke his teammates out of the machine before the process was complete, but Doom the Second did gain some of their powers. With his stone skin, invisibility, and plasticity, plus the ability to control flame and force fields, he was a not-quite-perfect amalgam of the FF. But he also gained a measure of their innate goodness in the process. As a result, he eventually came to regret the evil he and his "father" had done and turned against Doom.

## PRINCE ZORBA

Before Dr. Doom could take control of Latveria, he had to oust its reigning monarch, King Rudolpho. Of course, the latter put up a fight, but he was no match for Doom's evil genius. Since then, Doom has ruled the land through a combination of dire threats and personal charisma. Although Latveria's people have been among the happiest and most prosperous in Europe, there have always been those who chafed under Doom's dictatorship. At one point, they rallied around a young firebrand named Zorba, who formed the Freedom Fighters. Zorba was in fact none other than the brother of the dead king Rudolpho and the only person with a legitimate claim to the throne.

With the help of the Fantastic Four, Zorba led his Freedom Fighters in a successful assault on the castle in Doomstadt just as Doom was unveiling his clone, Victor von Doom II. Doom the Second ran amok, and in the chaos that ensued, the FF and Zorba managed to defeat Dr. Doom and drive him from the

throne. Zorba stepped into the monarchy and set himself up as king. Unfortunately, however, he did not turn out to be the benevolent ruler everyone had expected. In fact, he went more than a little power-mad when he discovered all the wondrous pieces of technology Doom had left behind. In short order, Zorba became a deadly tyrant, killing anyone who disobeyed his laws and ruining the Latverian economy with his excesses. Doom may have been a dictator, but his people had been happy under his rule. Now the country was in chaos. Eventually, Doom forced the Fantastic Four to help him recapture the throne and oust Zorba. Everyone assumes that Doom killed his rival, but the prince may well have survived, as Dr. Doom never actually admitted to slaying him.

**Prince Zorba:** Strength 5D, Agility 4X, Intellect 8C, Willpower 6C, Edge 2, Health 25. Brawling; Espionage, Robotics; Leadership, Politics. Nega-Beam Cybernetic Eye 15 (Energy Blast). Equipment: Royal Armor +4 (Body Armor). Hindrance: Phobic (terrified of losing the Latverian throne). Calling: World Domination.



# DEVICES OF DOOM

## GUARDIANS OF DOOM

Doctor Doom takes no chances with his personal safety. He maintains both robot and human guards, outfitting them all with state-of-the-art weaponry and devices.

### DOOMBOTS

Doctor Doom knows that it's often useful to be in several places at once. In particular, it's a good idea to keep considerable distance between oneself and physical danger. With these goals in mind, he created the Doombots. Several models exist, each created for a specific purpose. All look exactly like Doom in his powered armor.

Doom has equipment that allows him to monitor and even control the robots from afar, so he truly can be in multiple places at once. It's almost impossible to tell a Doombot from the real Doom; these constructs have fooled even the Fantastic Four on more than one occasion.

**Doombot (Combat Model):** Strength 12X, Agility 6X, Intellect 10X, Willpower 10X, Edge 3, Health 30. Body Armor +2 (Electrical Control 12 [Stunt only; Shock Field], Energy Blast 12, Enhanced Senses 12, Flight 12, Force Field 12, Invulnerability (to Mental Control), Life Support 12, Transmutation 2 (can self-assemble into a new body if head is detached). Calling: World Domination.

**Doombot (Diplomatic Model):** Strength 10X, Agility 6X, Intellect 12X, Willpower 12X, Edge 2, Health 25. Body Armor +2, Energy Blast 10, Flight 10, Invulnerability (to Mental Control). Calling: World Domination.

**Doom-Knight:** Strength 8X, Agility 8X, Intellect 4X, Willpower 3X, Edge 2, Health 25. Body Armor +8, Computer Link 10, Enhanced Senses 8 (Infravision), "Force Spear" 10 (Energy Blast; Limit: Power lost if spear is lost), Invulnerability (to Mental Control). Calling: Soldier.

### SERVO-GUARDS

These purple steel robots serve as Doctor Doom's personal guards and shock troops. They are heavily armed, entirely merciless, and loyal only to Doom. Anyone entering Doom's lair can

expect to fight hordes of them.

**Servo-Guard:** Strength 6X, Agility 6X, Intellect 2X, Willpower 2X, Edge 1, Health 17. Body Armor +6, Computer Link 10, Energy Blast 8, Enhanced Senses 8 (Infravision), Invulnerability (to Mental Control). Calling: Soldier. Some warrior robots carry *Insulato-Shields* +6 (attack or defense bonus; Limit: A single user must have Strength 12+ to use the shield, or two users must each have Strength 4+.) Typically, two servo-guards hold the shield in front of them and two ranks of servo-guards follow behind.

### LATVERIAN STORMTROOPERS

Not all of Dr. Doom's servants are robots. Latveria has its own standing army, which Doom has outfitted with top-of-the-line weaponry that he created himself. The Latverian soldiers are loyal to Doom, but they are only human. Thus, they sometimes break and run when faced with an overwhelming threat—like the world's greatest hero team. Still, they are a match for any soldiers in the world.

**Latverian Stormtrooper:** Strength 4D, Agility 5C, Intellect 3X, Willpower 3X, Edge 0, Health 10. Wrestling: Artillery, Marksmanship. Equipment: Blaster Pistol +3. Calling: Soldier.



# DEVICES OF DOOM

## INVENTIONS OF DOOM

Doctor Doom has used magic and technology to incorporate nearly all known superpowers into various machines. Vehicles and small devices that he can carry on his person are presented here.

### WEAPONS

The following is a selection of hand-held weapons that Doom has used in the past. The Narrator is, of course, free to design others.

**Antimatter Extrapolator 20:** Energy Blast (Limits: Striking distance only, ten shots only). This weapon fires a tight beam of antimatter particles. When the beam contacts matter (a being or object of any sort), an explosion results.

**Electro-Shock Pistol 15:** Electrical Control (contingent Nullification 20 against fire-based powers; Limits: Blast only, twelve shots only). This weapon, developed to defeat the Human Torch, fires a bolt of intensified electricity designed to knock its target unconscious.

**Molecule Displacer 12:** Disintegration (Reintegration; Limits: Pistol automatically draws the victim's molecules inside itself. It can hold only one disintegrated creature [plus equipment] or object at a time. If the pistol is fired again when it already contains a victim, the trapped individual is dispersed [killed] or reintegrated, at the user's choice.)

**Stasis Gun 20:** Life Support 20, Paralysis (Limit: Delayed onset [A victim can attempt to break free in the first exchange of exposure against Paralysis 10. If this is successful, the beam dissipates. Otherwise, the Paralysis takes effect, and the victim must defend a second time on the following exchange, this time against the weapon's full 20 intensity.]) This hand-held weapon places victims in a stasis shell. Victims "freeze" in place and have no need of nourishment or air while in stasis. All effects end when the gun's polarity is reversed.

**Stun-Shocker 10:** Stun Blast 10 (Stun Wave; Limit: Striking distance only). Doom can mount this device inside either gauntlet of his armor. Designed to knock opponents unconscious, it radiates stunning energy around the user.

### POWER SOURCES

Doom uses all standard Earth sources to power his devices, but he also has access to cosmic power on a limited basis.

**Cosmic Battery 12:** Cosmic Energy Control (Ability Boost [All], Absorption [Cosmic Energy], Alchemy, Energy Detection, Energy Gift, Healing, Resistance to Radiation, Starburst; Limit: Lasts only two hours). This backpack-sized device drains cosmic energy from beings who use it (such as the Silver Surfer) and stores it. Charging it requires complex machinery in Doom's castle, but it allows Doom to use the power cosmic safely. That power must eventually destroy any human user with its "energy tap," however, so Doom prefers to bestow this "gift" on pawns, such as Tyros (a.k.a. Terrax the Tamer).

### TIME MACHINES

Victor von Doom was one of the first humans to perfect time travel. He keeps the Temporal Plane in Castle von Doom.

**Portable Time Device 8:** Time Travel. This belt-mounted unit transports the user forward or backward in time. Controlling the exact destination time requires a *challenging Intellect* action.

**Temporal Plane 8:** Time Travel. This platform of light transports those standing on it, and their equipment, through time. Dr. Doom can use it to send people and objects backward or forward in time, then retrieve them.

### VEHICLES

Doom has employed a number of different vehicles, large and small, over time. For all practical purposes, he can create any kind of transportation device he desires, with any and all of the special powers listed in the Equipment section of the *Game Book*.

**Bubble Ship 8:** Hull Strength 18. Lightning Speed (Swimming; Passengers). Waterbreathing. This ship was built for underwater travel.

**Saucer Ship 18:** Hull Strength 18. Energy Blast 15, Flight 25 (Passengers), Invisibility (Invisibility to Machines), Space Flight. This is a VTOL (Vertical Take-Off and Landing) aircraft.



**18D Strength Intellect 1X**

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

**5X Agility Willpower 1X**

# DRAGON MAN

## SKILLS

Natural Weapons

## POWERS

Body Armor +6

Claws +2

Fire Control 12 ("Fire Breath")

Limits: Blast only, generated from mouth only

Wings 10

**CALLING:** Soldier

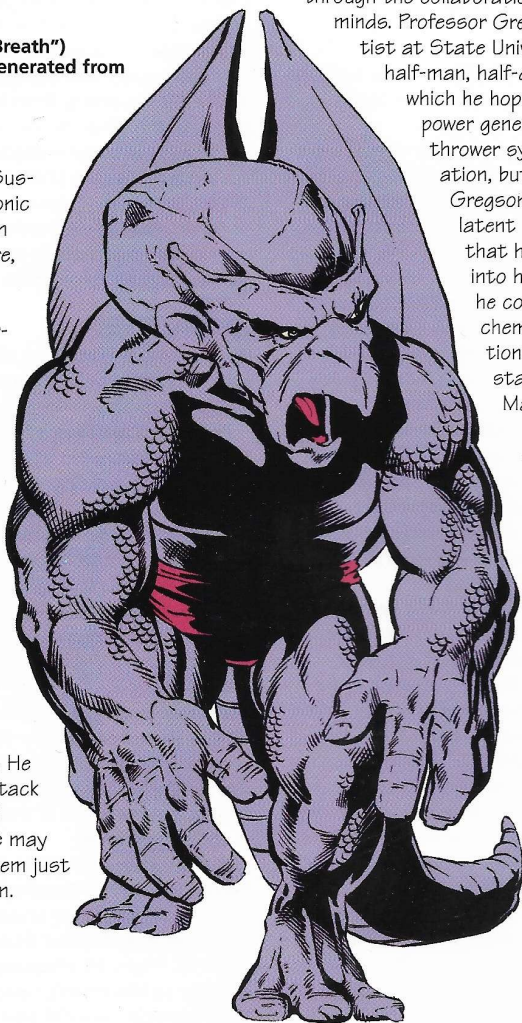
**HINDRANCES:** Bruiser, Susceptible to sonics (Sonic attacks cause Dragon Man to undergo severe, random mood alterations. A hero with Sonic Control can perform a daunting Sonic Control action to influence Dragon Man as though by Emotion Control.)

**PERSONALITY:** None, really. The Dragon Man is not too bright. He's just a big, strong dragon man, willing to serve anyone who gives him orders. This synthetic creature does have a soft spot, however—a fondness for attractive women. He generally does not attack them unless provoked somehow, although he may well try to capture them just to have them near him.

## HISTORY

The Dragon Man is neither a dragon nor a man; he is an animated synthetic creature created through the collaboration of two genius-level minds. Professor Gregson Gilbert, a scientist at State University, fashioned a half-man, half-dragon synthetic being, which he hoped to animate. He built power generators and a flame thrower system into his creation, but could not give it life. Gregson hoped to transfer the latent energy from a stone that had fallen from space into his creation, but before he could do so, the evil alchemist Diablo used his potions to animate the statue. Thus, the Dragon Man was born.

The Dragon Man is not much in the brains department—in fact, he's barely sentient. By himself, he isn't much of a threat, but he's easily swayed by the words of others and has a natural mean streak. Therefore, he's frequently found in the service of villains who use manipulation techniques on a regular basis, such as Diablo, the Mad Thinker, or the Puppet Master.



**20D Strength Intellect 11X**

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

**3X Agility Willpower 3X**

## **DRAX, THE DESTROYER (ARTHUR DOUGLAS)**

### **SKILLS**

**Brawling**

### **POWERS**

**Ability Boost 5 (Strength)**

Gains +1 Strength per exchange if angry, to a maximum score of 25 (Drax has the unique ability to push his Strength past the normal limit imposed by this power.)

**Energy Blast 18**

**Flight 15**

**Immortality**

**Life Support 15**

**Regeneration 10**

**Resistance +10 to Cold and Heat**

**Space Flight 15**

### **EQUIPMENT**

**Power Gem 20**

**Ability Boost (Strength; Limit: Maximum score of 30), Invulnerability (to everything)**

**CALLING:** Vengeance (against Thanos)

**PERSONALITY:** In battle, Drax can match the Hulk in strength and temper.

### **HISTORY**

When Thanos traveled to Earth on a reconnaissance mission, he offhandedly killed a few witnesses to his arrival, including Arthur and Yvette Douglas, who had been driving through the Mojave Desert with their young daughter Heather at the time. But what Thanos did not know was that his father, Mentor, was watching his every move and viewed this act with disapproval.

Mentor rescued Heather and took her to Titan to be raised by monks. Then, frightened by Thanos's growing power, Mentor enlisted the aid of his own father, Chronos, to

create a superpowered adversary for the death-worshipper. The two managed to corral the spirit of Arthur Douglas and place it into a synthetic body imbued with incredible powers. Then Mentor wiped clean all of Arthur's memories, even those relating to his daughter, and replaced them with an all-consuming hatred of Thanos. Thus was Drax the Destroyer born.

Drax bedeviled Thanos at every turn, stopping at nothing to destroy him—and apparently succeeding on several occasions. When it appeared that Thanos was dead, Drax had no idea what to do next—without his hated adversary, his life had no purpose. At one such time, Arthur's daughter (now Moondragon) persuaded Drax to accompany her on an expedition to the planet Ba-Banis. During an insurrection there, he seemingly died.

Later, Chronos reactivated

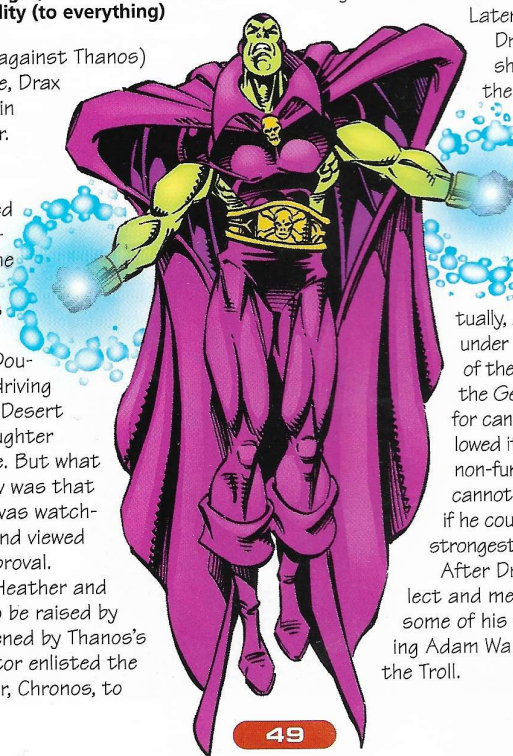
Drax when Thanos's dark shadow spread throughout the universe once more.

In this incarnation, Drax lost most of his ability to reason.

But although he had the mind of a child, he was still committed to destroying Thanos. Even-

tually, Adam Warlock took Drax under his wing and gave him one of the mighty Infinity Gems—the Gem of Power. Mistaking it for candy, Drax immediately swallowed it. To this day, it lies in his non-functional stomach. Drax cannot tap into the gem's power; if he could, he would become the strongest being in the universe.

After Drax regained his full intellect and memories, he clashed with some of his former comrades, including Adam Warlock, Gamora, and Pip the Troll.





**5X Strength Intellect 8D**

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

**15D Agility Willpower 12D**

# DREADFACE

## SKILLS

**Flinging;** Espionage; Mental Control

## POWERS

**Invulnerability** to Aging, Cold, Corrosion, Disease, Ensnarement, Metal, Poison, and Pressure

**Mind Control 15 (Stunts only)**

**Ability Boost (Strength;** possessed victim adds Dreadface's Strength score to his or her own while controlled), Possession

**Limit:** Touch only

**CALLING:** World Domination

**PERSONALITY:** Dreadface is a vicious, bloodthirsty creature who craves destruction. With the exception of anger, he is completely without emotion. Dreadface is, by his own admission, a conqueror of worlds and a slayer of vast civilizations. Earth, as a developed world housing multiple civilizations, is a prime candidate for his attention.

## HISTORY

An alien from somewhere in the Skrull Empire, Dreadface is dark malevolence without solid

form. He came to Earth as a stowaway aboard one of the Fantastic Four's space vessels. Once here, he fought the Thing and the Human Torch, who left him for dead on a deserted island. Whether or not they were right to abandon the alien remains to be seen.

In his natural form, Dreadface is nothing more than an animated pool of black slime. Quick, agile, and very sneaky, he is always on the lookout for strong, powerful creatures to possess—the sort of victims who can help him achieve his goals of conquest and destruction more quickly.

Dreadface can attempt to possess any living being with whom he comes in contact. A black, oily sheen, which is Dreadface himself, completely covers any victim so possessed. The alien then has full use of his victim's body and powers, as well as complete access to the latter's thoughts and memories. Dreadface will gladly switch to another body if he finds his current form inappropriate in some way, or merely to collect more information about the world he intends to destroy.



**25X Strength Intellect 22B**

**4 Edge \* Hand Size 6(40)**

**1X Agility Willpower 20X**

# EGO

## SKILLS

Astronomy, Geology, Lore (Alien Races and Celestial Beings)

## POWERS

\*Body Armor +25

Cosmic Energy Control 25

\*Earth Control 16

Digging, Dustcloud, Earth Elementals, Earthflight, Earthquake, Entrapment, Groundwave, Lava Blast, Lava Shaping

Gravity Control 15

Immortality

\*Life Drain 10

Life Support 25

\*Plant Control 20

Basal Cell Control, Ensnarement, Fungus Control, Memory Dredge, Plant Elementals, Plant Growth, Plant Simulacra

Psi-Screen +15

Psychic Blast 18

Shapeshifting 20

Space Flight 20

Telekinesis 18

Telepathy 18

\*Weather Control 16

Cold Control, Downdraft, Fog Cloud, Heat Control, Lightning Bolts, Resistance to Weather

\*Limit: Works only on Ego's surface.

**CALLING:** Demolisher

**PERSONALITY:** Much like Galactus, Ego continually wanders the universe in search of energy upon which to feed. He hungrily devours emanations from stars, and even life forms, to continue his parasitic existence.

## HISTORY

No one knows quite how the strange life form known as Ego evolved—in fact, not even Ego is sure about his origins. Some theorize that he developed in the tenebrous depths of the Black Galaxy, though this cannot be confirmed.

Ego is a living, breathing planet, capable of reshaping his surface features and weather conditions with just a thought. He frequently attacks interlopers with boulders, storms, lightning bolts, tidal waves, and earthquakes.

Ego survives by absorbing the energy from stars, just as Galactus absorbs the life energy from planets. He can also drain life force from creatures on his surface. On occasion, Ego has enticed entire races to settle on him, only to devour them slowly.

For that reason, there are no animals presently living on Ego—only odd-looking shrubs and trees, all of which are somehow part of his body.

Years ago, Ego learned to produce giant synthetic beings from his surface. With an army of these creatures, he managed to carve out a stellar empire for himself. Thor, however, soon frustrated Ego's expansionist efforts by creating atmospheric storms so intense that they stunned the living planet, forcing him to surrender. Since then, Ego has fought off Galactus on several occasions with the help of Earth's super heroes, but he has also attacked Earth and its solar system.

Ego's miles-thick surface shields him from most forms of attack. Nestled in the center of his being is his massive brain, which looks like a huge insect egg sac. Ego takes the utmost care to prevent incursions below his surface, as he realizes that his brain is his most vulnerable area.

**Synthetic Beings:** Strength 15X, Agility 6X, Intellect 0X, Willpower 0X, Edge 0, Health 25. Energy Blast 14, Size Alteration 4 (Limit: Growth only). Calling: Soldier.





# ELDERS OF THE UNIVERSE

**History:** The group known as the Elders of the Universe is a disparate collection of beings with one thing in common: Each is the sole survivor of an ancient, now-extinct, alien race. Their respective species were among the first forms of intelligent life to evolve after the Big Bang (the stellar explosion that scientists believe created the universe), predating the appearance of humanity by eons. Through means still unknown, each Elder somehow managed to prolong his lifespan to the point of near-immortality.

As their own species began to fade into oblivion, the Elders searched for meaning in their extended lives. To stave off the inevitable boredom of immortality, each dedicated himself to a single pursuit that would define his existence for eternity. The Gardener, for instance, spent the millennia planting and caring for every conceivable type of plant in the galaxy. The Champion devoted himself to a life of eternal combat. The Collector—well—collected things.

As the eons passed, these beings discovered one another. At times friends and at other times enemies, they all came to feel that the others, though very different from themselves, were nonetheless kindred spirits. Each was dedicated to defying Death and to pursuing a cherished activity for its own sake. Eventually, these ancient aliens dubbed themselves “the Elders of the Universe” (though exactly who came up with this name is still very much in doubt). Each member of the group calls the others his “brothers,” even though no blood relationship exists.

The Grandmaster achieved true immortality for all the Elders after successfully defeating Death herself in a contest involving Earth’s super heroes. According to that bargain, Death can never collect the lives of any of the Elders. The Elders once put this immortality to the test when they united in an abortive attempt to destroy Galactus with the Infinity Gems.

**Current Status:** The Elders continue to wander the starways, pursuing their chosen tasks. From

time to time, this brings each into contact with Earth and its super heroes, for good or ill.

**Noteworthy Members:** The known Elders are: the Astronomer, the Champion, the Collector, the Gardener, the Grandmaster, the Obliterator, the Possessor, the Runner, the Stranger, and the Trader. Several of these are described in their own entries within these pages; statistics for the rest are given below. A few are so obscure that nothing is known about them save their names.

**The Astronomer:** **Strength** 14X, **Agility** 6X, **Intellect** 18C, **Willpower** 15X, **Edge** 4, **Health** 40. **Astronomy**, **Energy Control**, **Absorption** 18 (Energy), **Cosmic Awareness** 18, **Cosmic Energy Control** 18, **Detection** 18 (Energy Detection), **Immortality**, **Invulnerability** (to Aging, Disease, Kinetics, and Poison), **Gravity Control** 18, **Life Support** 22, **Light Control** 18, **Radiation Control** 18, **Teleportation** 18. The Astronomer studies the very nature of the universe. He alone of the Elders realized that the death of Galactus would destroy the universe, yet he was the original architect of their plan to kill the Devourer of Worlds. The Astronomer is a non-combatant. He always teleports away at the first sign of trouble.

**The Obliterator (Maht Pacle):** **Strength** 18A, **Agility** 8A, **Intellect** 12D, **Willpower** 15X, **Edge** 4, **Health** 40. **Brawling**, **Knives**, **Spears**, **Swords**; **Artillery**, **Demolitions**, **Marksmanship**, **Ricochet**; **Weapon Systems**, **Immortality**. **Equipment:** **Blastor Gauntlets** 25 (Energy Blast [Explosion, Momentum, Wide Angle Beam]). **Calling:** Peace of Mind. As a child, the Obliterator discovered that he was a mutant whose powers enabled him to defy the aging process. Drunk with immortality, he slaughtered everyone on his homeworld. Offended by the existence of life other than his own, he set off to kill everything on any other inhabited worlds he could find. Eventually, he met the Gardener and realized that he was not alone in immortality.

## ELDERS OF THE UNIVERSE

**The Possessor (Kamo Tharnn):** Strength 20X, Agility 6X, Intellect 24B, Willpower 15X, Edge 4, Health 40. Assessment, Computers, Photographic Memory. Computer Link 18, Cosmic Awareness 18, Cosmic Energy Control 18, Life Support 22, Immortality, Invulnerability (to Aging, Cold, Disease, Electricity, Energy, Heat, Kinetics, Poison, and Radiation), Teleportation 18. Equipment: Runestaff 18 (Dimensional Travel [Passengers; Limit: Transfers the life energy of sentient beings into a pocket dimension within itself, trapping them there], Emotion Control, Regeneration). The Possessor always warns his opponents not to attack him. Though he does not actively participate in combat, he defends himself by trapping his opponents inside his Runestaff.

**The Runner:** Strength 15X, Agility 25B, Intellect 12D, Willpower 15X, Edge 4, Health 40. Acrobatics, Aerial Combat, Fast Exit, Astronomy. Body Armor +15 (Golden Skin), Flight 20 (Ability Boost [Agility]), Life Support, Mach Control, Passengers, Power Dive, Resistance to Pressure,

Whirlwind), Immortality, Kinetic Control 25, Life Support 15, Lightning Speed 25 (Invisibility, Mach Control, Passengers, Phasing, Power Slam, Resistance to Pressure, Run Up Walls, Spinning Drill, Waterwalking, Whirlwind), Space Flight 20. Calling: Explorer. The mysterious Runner is the traveler extraordinaire of the Elders, endlessly careening throughout the galaxy in search of something new.

**The Trader:** Strength 10X, Agility 8X, Intellect 18X, Willpower 12C, Edge 4, Health 40. Finance, Manipulation. Emotion Control 18, Empathy 25, Imitation 18, Immortality, Invulnerability (to Aging, Disease, Kinetics, and Poison), Life Support 18. Presumably, the Trader trades for profit, though what constitutes profit in his mind is unclear. He usually uses his powers to persuade his opponents to give up fighting—always presenting his argument as a trade and backing it up with his Emotion Control power. He participated in the Elders' attempt to destroy Galactus by obtaining two of the Infinity Gems in trades.





# ETERNALS

**History:** When the Celestials arrived on Earth a million years ago, they experimented with the DNA of some small primates—the evolutionary predecessors of humanity. This genetic tinkering created two offshoots of the human race: the Eternals and the Deviants, both of whom were left to evolve alongside humans.

At first, the Eternals were not aware of the potential for vast power contained within their genes. The only evidence that they were something more than human was the fact that they developed technology and an advanced society much faster than did their human cousins.

A civil war erupted between two Eternal factions, one led by Uranos and the other by his brother, Chronos. After many losses, Uranos and his followers sought refuge elsewhere in the solar system. On a planet far from the sun, which they named Uranus, these renegade Eternals found a Kree supply depot and scout ship, apparently abandoned. Armed with this new technology, Uranos and most of his followers returned to Earth to renew the rebellion. But as they neared their former home, the Kree located their lost spacecraft and launched an attack on those who had stolen it. The surviving Eternals crash-landed on Titan, one of Saturn's moons, and founded a colony there. The four Eternals who had stayed behind on Uranus also formed a settlement, the inhabitants of which would later raise and train the super hero Marvel Boy.

On Earth, Chronos reigned as king of the Eternals. While experimenting with cosmic energy, he accidentally caused an explosion that leveled the capital city and apparently killed him. But with this devastation came a new gift for his people: superhuman powers. The cosmic energy blast activated the Eternals' altered genes, granting them the powers of flight, immortality, and energy manipulation.

To determine who would inherit the vacant throne, Chronos's two sons, Zuras and Alars, drew their people together and initiated the first Uni-Mind—a communal joining of all Eternal intellects into one huge, psychic entity. Through contact of the Uni-Mind with the astral spirit of

Chronos, it was decided that Zuras would rule the Eternals. During his reign, he constructed several new Eternal cities, including Olympia (on Mount Olympus in Greece), Polaria (in Siberia), and Oceana (in the Pacific Ocean). In centuries to come, humans often confused the residents of Olympia with their gods—not just because that city lay near the dimensional nexus connecting Earth to the home of the Greek pantheon, but also because the Eternals represented the gods in the latter's absence by mutual agreement.

Alars left Earth for outer space. He eventually found the Titan colony (or what was left of it after a brutal civil war) and decided to stay. He married Sui-San, the sole survivor of the Titanian settlement, and the two had many children, including Eros (now called Starfox) and Thanos, who would become the greatest threat the universe has ever known. Renaming himself Mentor, Alars became the leader of the repopulated colony. But Sui-San did not possess the superhuman abilities of her earthly cousins, so her descendants never gained the full complement of powers that their earthly counterparts have.

Recently, the Celestials returned to Earth to judge its progress. Zuras, fearing that the Celestials would destroy the planet, formed a Uni-Mind to fight them off, but was slain for his presumption. After the Celestials had judged Earth worthy of continued existence, the majority of Eternals joined into a Uni-Mind and departed for the stars, though a few remained behind to watch over Earth.

As his last command, Zuras decreed that his daughter Thena should take the throne. She ruled the few dozen Eternals remaining on Earth for a while, but her love for the Deviant Kro doomed her reign. Ikaris now rules in her stead.

**Current Status:** All the Earth Eternals are committed to protecting the delicate balance of power among the Eternal, Deviant, and human populations. The colony on Uranus is extinct (destroyed in the late twentieth century by the Dragon of the Moon), though a few Eternals

remain on Titan. Chronos still exists in an astral form and has appeared a number of times since his "death." The Uni-Mind continues to wander the universe.

**Noteworthy Members:** Several Eternals still remain on Earth, including Ikaris, Makkari, Phastos, Sersi, Sprite, and Thena. Ikaris, Sersi, and Thena are described in their own entries elsewhere in this book; Starfox is fully described in the *Avengers Roster Book*.

**Makkari:** *Strength* 12X, *Agility* 14A, *Intellect* 8D, *Willpower* 6C, *Edge* 2, *Health* 25. *Acrobatics*, *Aerial Combat*, *Martial Arts*, *Piloting*; *Energy Control*; *Observation*, *Tracking*. *Energy Blast* 10, *Flight* 10, *Immortality*, *Invulnerability* (to Cold, Disease, Electricity, Energy, Heat, Poison, and Radiation), *Lightning Speed* 22 (*Invisibility*, *Mach Control*, *Passengers*, *Phasing*, *Power Slam*, *Resistance to Pressure*, *Run Up Walls*, *Spinning Drill*, *Waterwalking*, *Whirlwind*), *Transmutation* 3. *Calling*: *Guardian* (Olympia). Makkari currently lives in Olympia with Thena, but his speed allows him to span the globe in search of adventure.

**Mentor:** *Strength* 13X, *Agility* 6X, *Intellect* 13A, *Willpower* 12C, *Edge* 3, *Health* 30. *Computers*, *Electronics*, *Energy Control*, *Mechanics*; *Leadership*, *Meditation*. *Energy Blast* 10, *Flight* 10, *Immortality*, *Invulnerability* (to Cold, Disease, Electricity, Energy, Heat, Poison, and Radiation), *Transmutation* 3. *Calling*: *Majesty*.

**Phastos:** *Strength* 16C, *Agility* 4D, *Intellect* 8A, *Willpower* 6D, *Edge* 2, *Health* 25. *Hammers*, *Wrestling*; *Gadgetry*; *Computers*, *Electronics*, *Energy Control*, *Mechanics*; *Intimidation*. *Computer Link* 6, *Energy Blast* 14, *Flight* 10, *Immor-*

*tal*, *Invulnerability* (to Cold, Disease, Electricity, Energy, Heat, Poison, and Radiation), *Transmutation* 3. *Equipment*: *Battle Hammer* +4. *Calling*: *Guardian* (Pyramid of the Winds). Phastos protects Polaria from any threats, and his powerful hammer is still the subject of many nightmares amongst the Deviants.

**Sprite:** *Strength* 8X, *Agility* 12C, *Intellect* 9C, *Willpower* 5C, *Edge* 2, *Health* 25. *Acrobatics*, *Thievery*; *Energy Control*, *Espionage*; *Manipulation*, *Taunting*. *Energy Blast* 10, *Flight* 10, *Immortality*, *Invulnerability* (to Cold, Disease, Electricity, Energy, Heat, Poison, and Radiation), *Shapeshifting* 14, *Transmutation* 3. *Calling*: *Thrill-Seeker*. Sprite is a capricious troublemaker.

**Earth Eternal:** *Strength* 12X, *Agility* 4X, *Intellect* 8D, *Willpower* 8X, *Edge* 1, *Health* 17. *Energy Control*. *Energy Blast* 10, *Flight* 10, *Immortality*, *Invulnerability* (to Cold, Disease, Electricity, Energy, Heat, Poison, and Radiation), *Transmutation* 3. *Calling*: *Protector*.

**Titanian Eternal:** *Strength* 10X, *Agility* 3X, *Intellect* 6A, *Willpower* 6X, *Edge* 2, *Health* 25. *Scientific Genius* (Astronomy, Biochemistry, Chemistry, Computers, Electronics, Genetics, Physics). *Invulnerability* (to Aging, Disease, and Poison). *Calling*: *Protector*.

**Uni-Mind:** *Strength* 0X, *Agility* 4X, *Intellect* 16A, *Willpower* 19A, *Edge* 5, *Health* 50. All *Intellect*- and *Willpower*-based skills. (Because the Uni-Mind represents the sum total of all the Eternals' psyches, it possesses all mental skills known to the race.) *Ability Boost* 8 (*Intellect*), *Astral Projection* 20, *Cosmic Awareness* 10, *Psi-Screen* +20, *Space Flight* 20, *Telekinesis* 20, *Telepathy* 20. *Calling*: *Explorer*.





**3X Strength Intellect 8D**

**2 Edge ★ Hand Size 4(25)**

**5X Agility Willpower 4C**

## FASAUD (SHEIKH FAROUK AL-FASAUD)

### SKILLS

Energy Control; Finance, Manipulation

### POWERS

**Body Transformation 12**

Energy Form

Limits: One form only (Electrical; "Living Television Image")

**Electrical Control 10**

Resistance to Electricity, Shock Field

Limit: Must be in human form to use

**Teleportation 10**

**CALLING:** Vengeance (against Gregory Dunbar and the Fantastic Four)

**PERSONALITY:** Fasaud is corrupt, arrogant, and fabulously wealthy. There is little he cannot accomplish through manipulation, and he knows it. He enjoys using his powers, but does not attack rashly.

### HISTORY

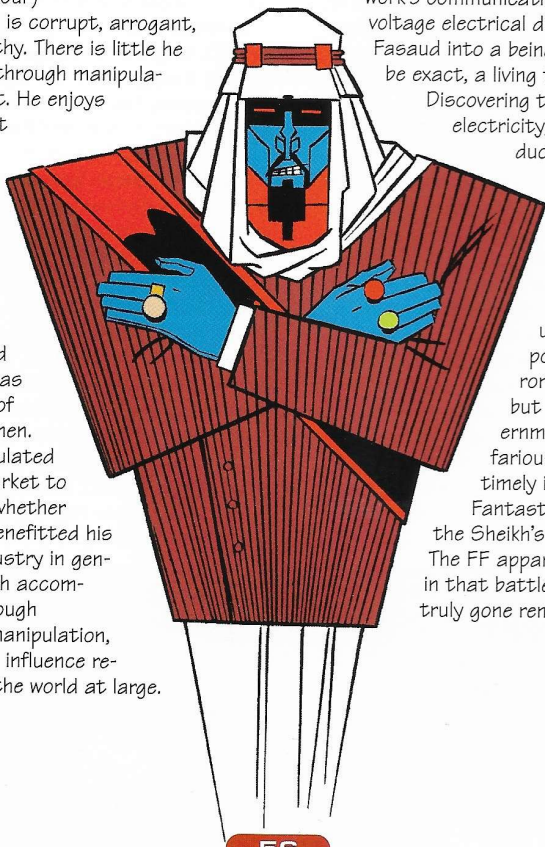
Sheikh Farouk al-Fasaud was once Oil Minister for a tiny, yet immensely wealthy nation called Aqira. As such, he was unquestionably one of the world's richest men. He ruthlessly manipulated OPEC and the oil market to suit his own needs, whether or not his actions benefitted his nation or the oil industry in general. Since the Sheikh accomplished his ends through behind-the-scenes manipulation, the full extent of his influence remained unknown to the world at large.

Eventually, an intrepid American news reporter named Gregory Dunbar learned some of the truth about the Sheikh and began to dig deeper. His findings, which were televised worldwide, exposed Fasaud for what he was. Uncomfortable with the scandal, many of the Sheikh's OPEC partners turned away from him.

Enraged, Fasaud sought out Gregory Dunbar to kill him personally. The villain caught up with his quarry in a television station, and in the ensuing fight, Fasaud plunged his dagger into the side of a camera that was linked to the network's communication satellite. The high-voltage electrical discharge turned Fasaud into a being made of energy—to be exact, a living television image.

Discovering that he could control electricity, move through conductive media, and

switch back and forth at will from physical form to television image, Fasaud began to craft his revenge. He used his newfound powers not only to terrorize Gregory Dunbar, but also to help his government with its own nefarious plans. Only the timely intervention of the Fantastic Four put a stop to the Sheikh's criminal activities. The FF apparently destroyed him in that battle, but whether he's truly gone remains to be seen.



**19X Strength Intellect 6A**

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

**19D Agility Willpower 8X**

## **FIRELORD (PYREUS KRIL)**

### **SKILLS**

**Piloting (Spaceships);** Assessment, Astronomy, Energy Control, Lore (Alien Races)

### **POWERS**

**Cosmic Awareness 18**

**Cosmic Energy Control 15**

**Ability Boost [All], Energy Detection, Healing, Resistance to Radiation**

**Fire Control 20**

**Absorption, Blinding, Fireball, Fire Elementals, Fire Missiles, Fire Restraints, Fire Shield, Flame Shapes, Flight, Heat Control, Heat Sphere, Illusion, Nova Flame, Smokescreen, Updraft**

**Life Support 15**

**Resistance +10 to Cold and Heat**

### **EQUIPMENT**

**Firestaff 26**

**Flight, Space Flight, Unbreakable**

**CALLING:** Explorer

**PERSONALITY:** Firelord has always been, and continues to be, a bit of a hothead. His temper flares whenever he encounters something that he feels is wrong or evil. Experience has taught him that he can't judge a book by its cover, but he still wrestles with his anger when it looks like a wrong should be righted.

### **HISTORY**

Pyreus Kril served under his closest friend, Gabriel Lan, on a Xandarian exploration vessel. When a huge, spherical spaceship mysteriously teleported Gabriel away from his own vessel, Pyreus assumed command and set out in pursuit of the guilty party. He couldn't catch the other ship then, but he was determined to track it down and rescue his friend.

In actuality, Lan had been abducted by Galactus, who needed a new Herald to replace the Silver Surfer. After his transformation into

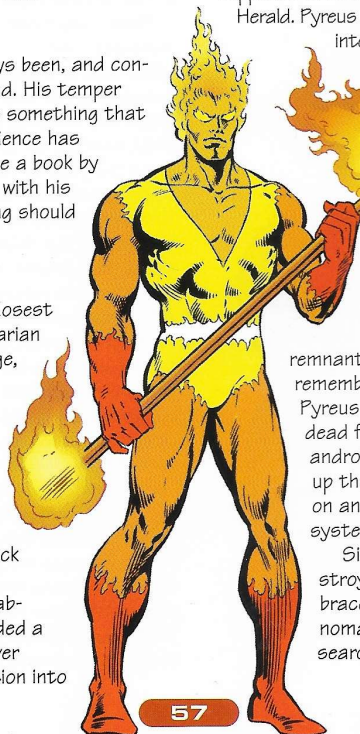
the Air-Walker, Gabriel served Galactus faithfully for some time, but died defending his master. The Devourer of Worlds created an android version of the Air-Walker as a replacement, but the Fantastic Four destroyed that when it visited Earth in an attempt to reacquire the services of the Silver Surfer for its master.

Ignorant of his friend's death, Pyreus tracked the World-Ship relentlessly, still hoping to save Lan. He caught up with his quarry's vessel just after the "death" of the robotic Air-Walker had left the mighty Galactus heraldless again. Kril dared to teleport aboard the immense ship and confront Galactus directly, demanding Gabriel's release. Impressed by this mortal's audacity, The Devourer of Worlds offered him a deal: He would reveal what had happened to Lan if Kril would become his next Herald. Pyreus assented and was transformed

into Firelord. Galactus kept his word, but suppressed Firelord's knowledge of Lan's fate when he sent him to Earth for a mission. During the course of that assignment, Galactus released Pyreus from service when Thor offered him the Destroyer armor in Firelord's stead.

On Earth, Kril discovered the remnants of the Air-Walker robot and remembered Lan's fate. Although Pyreus could not properly honor his dead friend, he decided to bury this android in Gabriel's name. Gathering up the remains, he deposited them on an asteroid in the Xandarian system.

Since Xandar had been destroyed by then, Firelord fully embraced the life of an interstellar nomad. He still wanders the stars, searching for some purpose in life.





**2X Strength Intellect 7X**

**0 Edge \* Hand Size 2(10)**

**5X Agility Willpower 6D**

# FRANKLIN RICHARDS

## SKILLS

Observation

## POWERS

Reality Warping 21

Pocket Reality

**Limit:** Uncontrolled (Franklin has no control over his power. Sometimes things just happen.)

**CALLING:** Uncontrolled Power

**HINDRANCE:** Kid

**PERSONALITY:** Franklin is pretty much like any other kid. He laughs when he's happy, cries when he's sad, and hates it when his parents fight. He enjoys playing with HERBIE and his father's other inventions.

## HISTORY

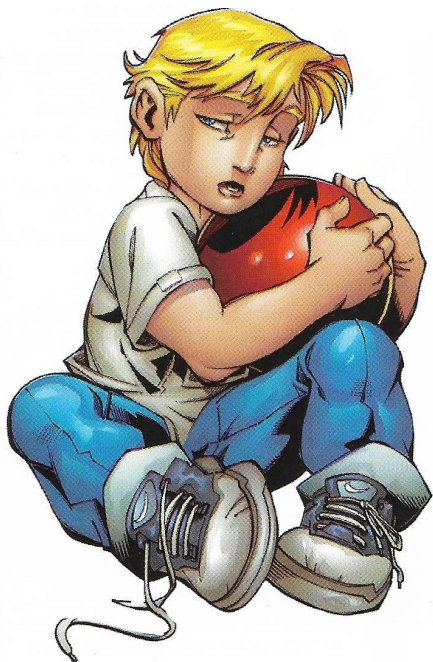
Franklin Benjamin Richards is the one and only son of Susan and Reed Richards. It should come as no surprise that the offspring of two of the world's greatest super heroes is more than your average kid. Franklin is, in fact, a mutant—a mutant with extraordinary potential. It has even been said that Franklin is one of the most powerful mutants ever born. With his psychic powers, he can actually bend and shape reality.

At one point, young Franklin accidentally used his powers to turn himself into an adult. He went on a confused rampage through the FF's headquarters until his mother could calm him down. Then he returned himself to his proper age and put up psychic blocks in his own mind, which prevented him from using his power.

Eventually, however, those blocks began to deteriorate—mostly because Franklin was under a great deal of stress. His mother and father were constantly fighting (largely because Sue was under the influence of Malice) and, as would any child, Franklin hated it. His anger at last broke down the psychic barriers and his power began to manifest itself. It was then that Nathaniel Richards, Reed's father, stole Franklin away with the help of the child's nanny, Agatha Harkness. In another dimension, Franklin grew up to become Psi-Lord, then returned to his family as an adult. After many misunderstandings and much strife, Psi-Lord departed, and the child Franklin was returned safely to his parents.

Franklin Richards has shown himself to be capable of doing great good with his power. When Onslaught would have destroyed many of the world's greatest heroes, it was Franklin who saved them, creating an entire universe in which they could exist safely and from which they could eventually return to our reality.

Franklin uses his power primarily to explore the world around him. Toward this end, he has joined with Power Pack (under the codename Tattletale), Howard the Duck, Man-Thing, and the young mutants Artie and Leech.



**5D Strength Intellect 9X**

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

**8X Agility Willpower 6C**

## FRANKLIN RICHARDS

### PSI-LORD

#### SKILLS

**Swords; Leadership, Survival**

#### POWERS

**Psychic Blast 15**

**Mind-Blowing, Psi-Screen, Psychic Detection, Sedation**

**Reality Warping 21**

**Telekinesis 15**

**Forceflight, Force Field**

**Telepathy 15**

**Mental Probe, Psychic Weapon**

#### EQUIPMENT

**Powered Armor 13**

**Ability Boost (Strength), Energy**

**Blast 18, Flight 10**

**CALLING:** Responsibility of Power

**PERSONALITY:** Although normally a caring, thoughtful person, Franklin at times gives in to youthful brashness and strikes out on his own. But he knows his powers could destroy the universe and always tries to keep a tight reign on them.

#### HISTORY

In one of Earth's many possible futures, the Sentinels will run amok, hunting down and killing mutants everywhere. To prevent these events from coming to pass, the time-traveling Nathaniel Richards (Reed's father) came back to the present and kidnapped his grandson, knowing that Franklin had the power to affect reality. He then raised the boy as his own among the different timestreams and dimensions that he calls home. Another of Nathaniel's children, Huntara, virtually grew up with Franklin. She became his closest friend and confidante.

When he had grown to maturity, Franklin returned home at a time only moments after his abduction. Needless to say, his parents did not readily accept him as their son. Franklin spent some time fighting beside them, but eventually broke off and formed his own superteam—the Fantastic Force.

Franklin always sought reconciliation among the different parts of his family, all of whom seemed to be at each other's throats constantly. He was loyal to the grandfather who raised him, even though his mother hated Nathaniel for kidnapping



her son. Likewise, he cared for his aunt and childhood friend Huntara, even though she at times sought to kill both the Fantastic Four and Nathaniel for interfering with the fates of various timestreams. In addition, the evil entity Malice (the personification of his mother's dark side) possessed Psi-Lord for a while before he managed to rout her. Torn between all these opposing interests, it is a wonder that Franklin managed to keep his head together. Yet manage he did, and he proved himself a capable warrior and leader on many occasions.

Eventually, Psi-Lord returned to the timestreams. The Franklin on Earth is once again only a child.



**30X Strength Intellect 30A**

**5 Edge \* Hand Size 7(50)**

**10X Agility Willpower 30A**

# GALACTUS (GALAN)

## SKILLS

Assessment, Astronomy, Biochemistry, Biology, Chemistry, Computers, Electronics, Energy Control, Geology, Mechanics, Oceanography, Photographic Memory, Physics, Radiology, Robotics, Spacecraft, Super-Physiology, Weapon Systems; Intimidation, Mental Control, Observation, Survival

## POWERS

Cosmic Energy Control 30

Ability Boost [All], Absorption, Alchemy, Energy Detection, Energy Gift, Healing, Starburst

Energy Blast 30

Flight 10

Immortality

Space Flight 30

Telepathy 30

## EQUIPMENT

Body Armor +30

**CALLING:** Uncontrolled Power

**HINDRANCE:** Addicted to life energy

**PERSONALITY:** Galactus is not evil, nor is he good.

He simply considers himself far above mortals and feels that his needs are more important than theirs. He takes no particular joy in killing other beings, but if a few billion mortals have to die to keep him fed—well, that's life. Secure in the knowledge that he performs an important service for the universe (maintaining the "cosmic balance"), he considers whatever he must do to remain alive his just due.

## HISTORY

While Doctor Doom may claim to be the most feared villain, even the Lord of Latveria trembles at the mention of Galactus, Devourer of Worlds. Galactus is a force of nature—a power in the universe that is virtually unstoppable.

Galactus is the sole survivor of the pre-Big Bang universe. Exactly how he managed to live through the death of his own universe and the birth of our own is unknown, even to him. He drifted for eons in his starship, evolving into something greater while life grew around him.

Since he reawakened from his incubation, Galactus has wandered the entire universe in his

World-Ship searching for his next meal. Unfortunately for the rest of us, his diet consists of planets—particularly those capable of supporting life. The Devourer of Worlds requires vast amounts of energy to sustain his existence. He usually limits his feedings to uninhabited planets, but if none are handy when he's hungry, he has no compunctions about consuming one that happens to have sentient mortals on it.

In earlier millennia, when he fed less often, he sought out his own worlds to devour. But his hunger has grown, so he now employs a Herald to scour space for planets that can satisfy him, at least for the moment. When the Herald finds a likely source of energy, Galactus comes to that world and sets up his energy-draining devices. These machines first convert the oceans and other bodies of water into pure energy, then suck out the energy from the planet's core, leaving the poor world a desolate, uninhabitable rock.

Galactus has tried several times to eat Earth—a particularly energy-rich world. With the help of Uatu and the rebellious Silver Surfer, the Fantastic Four drove Galactus off the first time he arrived, but he continues to pop up now and again, although he has promised on more than one occasion to spare Earth. Between visits, he continues to roam the galaxy, destroying planets and whole races.



## HERALDS OF GALACTUS

In ancient times, Galactus did not need a Herald because he fed so infrequently. However, his hunger has grown in recent centuries, and now he must feed so often that he needs someone to scout out likely candidates for his next meal.

Galactus has only one Herald at a time, but when the incumbent dies or rebels, he must recruit a new one. The Devourer of Worlds empowers each Herald with a bit of his own cosmic energy, making him or her more powerful than most mortals could ever dream of becoming. Often, he also gives a new Herald some sort of item imbued with additional powers, such as the Silver Surfer's surfboard or Terrax's axe. The transformation usually includes some sort of mind alteration that makes Galactus's new servant both obedient and unemotional about the fates of the planets his or her master must destroy.

Several beings have served as Herald of Galactus in recent years. The first of these was Norrin Radd, who became the Silver Surfer. Radd started the whole Herald tradition by offering himself in service to save his planet. But the Silver Surfer rebelled against his master

when the latter tried to consume the Earth. Next, the Devourer of Worlds found a Xandarian named Gabriel Lan, who became the Air-Walker. This Herald died fighting the Ovoids, and for a while Galactus used a robotic copy of him instead. As luck would have it, just after the destruction of the android Air-Walker, a better candidate appeared in the person of Pyreus Kril, loyal friend of Gabriel. In exchange for information on what had become of Lan, Pyreus agreed to become the next Herald and was transformed into Firelord. Kril's service ended when Thor convinced Galactus to take the Destroyer, a construct of Odin's, in Firelord's stead. After Loki stole the Destroyer back, Galactus employed the Fantastic Four to find him a new Herald. Their candidate, Tyros the Terrible, became Terrax the Tamer. But the ambitious Terrax proved an annoyance to Galactus, who subsequently stripped him of his power. Next came a young woman named Frankie Raye, whom Galactus transformed into Nova. She died fighting Morg, who in turn became the newest Herald.

### SO YOU WANT TO BE A HERALD

Surprisingly, it is not too difficult to meet the standards for a Herald. The Destroyer of Worlds requires only that a candidate be at least somewhat intelligent and able to handle the vast powers he is prepared to bestow.

Should Galactus choose your hero or someone he or she loves as a Herald, the transformation will no doubt be quite a shock. The Devourer of Worlds can imbue his Heralds with any of a number of powers, but a few are essential. Any Herald of Galactus gains some means of defense (Energy Blast or some powerful weapon), plus the following powers, or an item that confers them: Cosmic Awareness 15, Cosmic Energy Control 15 (Ability Boost [All], Absorption, Energy Detection), Space Flight 15 (Flight, Life Support). Unfortunately, the candidate does not get to choose his or her new persona and powers—Galactus does that. In general, he likes to keep all of a Herald's abilities within a certain theme—such as Air, Fire, Water, or Earth.

Once your hero is a Herald, he or she has two primary jobs: keep Galactus fed and help defend him from those who take exception to his practices. Those should be enough to keep life interesting for eons.



**10B Strength    Intellect 6D**

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

**12A Agility    Willpower 5D**

# GAMORA

## SKILLS

**Climbing, Knives, Swords; Acrobatics, Escape Artistry, Marksmanship, Martial Arts; Espionage; Tracking**

## EQUIPMENT

**Time Gem 20**

**Time Control (Paralysis, Speed Burst, Timetwisting), Time Travel (Chronometric Detection, Passengers, Time Tracking)**

**CALLING:** Soldier

**PERSONALITY:** Gamora keeps her own counsel, to the point that she is often abrupt or even hostile with others. In fact, she is very unfriendly to just about everyone except Adam Warlock. Gamora carries herself with grace befitting one of the universe's most deadly warriors. She revels in battle and does not hesitate to use killing force.

## HISTORY

When Gamora was a child, zealots affiliated with the Universal Church of Truth (an organization led by the Magus) invaded her peaceful homeworld. Because Gamora's people refused to convert, the Magus had them all ruthlessly slaughtered. But the evil Thanos saved Gamora and brought her back in time several decades. He raised her as his own child and trained her to become a living weapon.

Once, when Thanos's ship docked on a planet, the mischievous young woman escaped to investigate the planet despite her mentor's warnings. A gang of thugs cornered her in an alleyway and beat her severely. Thanos rescued Gamora before any permanent physical damage occurred, but the incident had already affected her mind. Swearing that nothing would hurt her ever again, she began training day and

night with Thanos, eagerly devouring his lessons of death.

At last, Thanos sent Gamora to kill the Magus and destroy the Universal Church of Truth. He hoped that by bringing her back in time and sending her against the Church in its earlier years, he might create an alternate timeline in which the Magus was destroyed, or at least seriously weakened. The Magus, however, escaped assassination.

Gamora, unwilling to admit defeat, teamed up with Adam Warlock against her erstwhile target.

When Gamora returned to her master, she was shocked to discover that he planned to destroy the universe. She tried to stop him and died in the process, but Adam Warlock stored her soul in his gem.

When Adam Warlock came forth from the gem to battle Thanos again, he also resurrected Gamora. At Adam's side, she battled several powerful individuals for various reasons: her old mentor for the Infinity Gauntlet, then the Magus in an Infinity War, and finally the Goddess in

an Infinity Crusade. After Adam Warlock had briefly held all of the Infinity Gems, several astral deities decreed that he was not worthy of the power, so he divided them up among several beings who would form the Infinity Watch. Gamora received the Time Gem, which she still holds, although she does not know how to use its power.



**5X Strength Intellect 12A**

**4 Edge \* Hand Size 6(40)**

**4X Agility Willpower 12X**

## THE GARDENER (ORD ZYONYZ)

### SKILLS

Biochemistry, Biology (Botany), Chemistry, Genetics

### POWERS

Alchemy 25

Limit: Only applies to preparing a world to accept the seeds of life

Immortality

Invulnerability to Cold, Energy, and Fire

Life Support 20

Plant Control 22

Basal Cell Control, Ensnarement, Fungus Control, Memory Dredge, Plant Elementals, Plant Growth, Plant Simulacra, Plant Teleportation

**CALLING:** Peace of Mind

**PERSONALITY:** The Gardener is a patient, relatively calm man, just like many great farmers.

### HISTORY

The Gardener is one of the select few beings who have lived almost since the dawn of time. He and his fellow survivors, a few hardy souls from other ancient races, have bonded together in a loose confederation called the Elders of the Universe. This group was not organized to achieve any particular goal, but each of its members considers the others as "brothers."

Like the rest of the Elders, the Gardener has devoted his life to one particular occupation, perhaps in order to fend off the boredom that inevitably accompanies immortality. Through the millennia, he has traveled from lifeless world to lifeless world, planting seeds so that each planet might bloom with life. In this way, the Gardener has fostered life on millions of worlds.

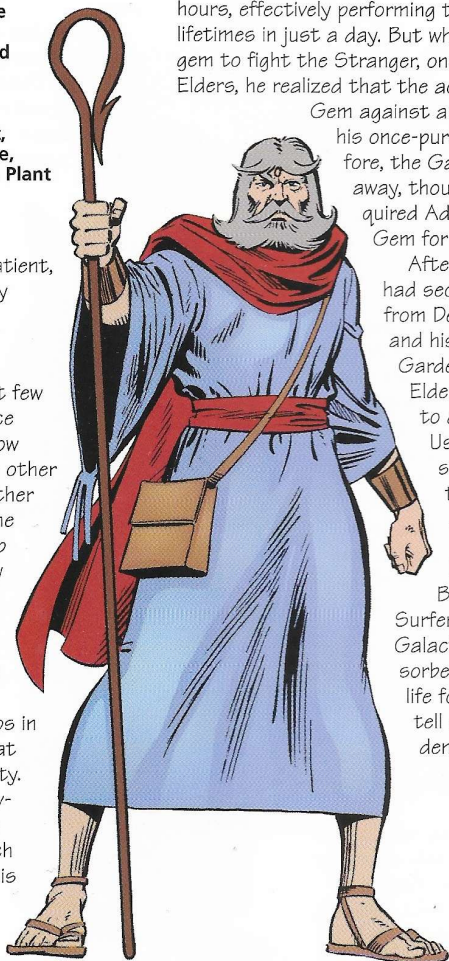
Throughout his long existence, the Gardener has largely avoided contact with other races, preferring the company of his plants. At one point, he acquired one of the infamous Infinity Gems. With its power, he could reshape entire worlds into virtual paradises in a matter of hours, effectively performing the work of several lifetimes in just a day. But when he used the gem to fight the Stranger, one of his "brother" Elders, he realized that the act of using the

Gem against another had defiled his once-pure intentions. Therefore, the Gardener gave it away, though he later acquired Adam Warlock's Soul Gem for a short period.

After the Grandmaster had secured immortality from Death for himself and his "brothers," the Gardener and the other Elders banded together to destroy Galactus.

Using the power of six Infinity Gems, they hoped to absorb all of the energy from the Devourer of Worlds.

But when the Silver Surfer foiled their plans, Galactus apparently absorbed his opponents' life forces. Only time will tell whether the Gardener is truly dead.





**4X Strength Intellect 6B**

**3 Edge ★ Hand Size 5(30)**

**3X Agility Willpower 6A**

# GHAUR

## SKILLS

Genetics, Occult, Photographic Memory; Intimidation, Leadership, Manipulation, Mental Control

## POWERS

Mind Control 11

Limit: Deviants only

Transmutation 12

Limit: Deviants only

**CALLING:** World Domination

**PERSONALITY:** Ghaur is a cold, calculating maniac who thirsts for ultimate power. His spy network is so well-developed that nothing occurs in the world of the Deviants without his knowledge.

## HISTORY

Ghaur's past remains cloaked in myth and mystery. Some claim that he is a child of the Deviant slums; others say he is really a demon in Deviant form. Whatever the truth may be, he isn't revealing it.

At some point in his youth, Ghaur entered the Deviant priesthood and rapidly rose to the position of Priestlord. It had always been the function of the priesthood to designate a Deviant (usually one with considerable influence) to become the next king. But with the arrival of Ghaur, the priesthood became the true power behind the throne. The priests wove intricate conspiracies and plots to strengthen their grip on power.

When Brother Tode, ruler of Lemuria, led a foolhardy attack on the Eternals' city of Olympia, an entire generation of Deviants died. Tode's son claimed the throne, but Ghaur had him killed. The

Priestlord subsequently allowed Warlord Kro to ascend to the throne, but he made it known that the new king did not wield any true power. Privately, Ghaur claimed to be the pinnacle of Deviant evolution, possessing powers far beyond those the genetic codes of his brethren would allow.

After trying unsuccessfully to steal the power of the Dreaming Celestial, who sleeps deep under the Diablo Mountains of California, Ghaur turned his attention to the Serpent Crown. With the help of the evil Llyra, he constructed a new, massive crown

capable of summoning Set to this plane. During a climactic battle between the two villains and various heroes, the spirit of Naga, a previous Lemurian emperor, emerged from the Crown and fought Ghaur for possession of it—then the two combatants and Llyra all vanished. This event liberated Ghaur's consciousness from his body, and he became pure psionic energy.

Ghaur later returned and arranged the kidnapping of Sersi and Thena, intending to use them to help his people form the Anti-Mind (the Deviant equivalent of the Eternals' Uni-Mind). With that entity, he planned to seize the mind of one member of the approaching Celestial Host. But due to the interference of various heroes, the Anti-Mind never fully formed, and Ghaur suffered another defeat.



**7C Strength Intellect 4X**

**2 Edge ★ Hand Size 4(25)**

**6X Agility Willpower 5X**

## SKILLS

**Brawling (Kicking), Sonic Slam**

## POWERS

**Ability Boost 10 (Strength)**

Gorgon's Strength is 17C when using his legs for any action.

**Limit: Legs only**

**Earthquake 12**

**CALLING:** Guardian (Inhumans)

**HINDRANCE:** Fatally Vulnerable to diseases of all sorts and even mild toxins (including pollution of intensity 15+)

**PERSONALITY:** Though known for his ribald sense of humor and love of ale, Gorgon is serious and driven when it comes to protecting the Inhumans. He is a no-nonsense defender of his people, though at times his fiery temper gets the better of his judgement.

## HISTORY

Gorgon is one of the Inhumans—descendants of humans whom the Kree altered genetically ages ago. Since then, Inhumans have enhanced their natural mutations and given themselves superpowers through deliberate, ritualistic exposure to the mutagenic Terrigen Mists.

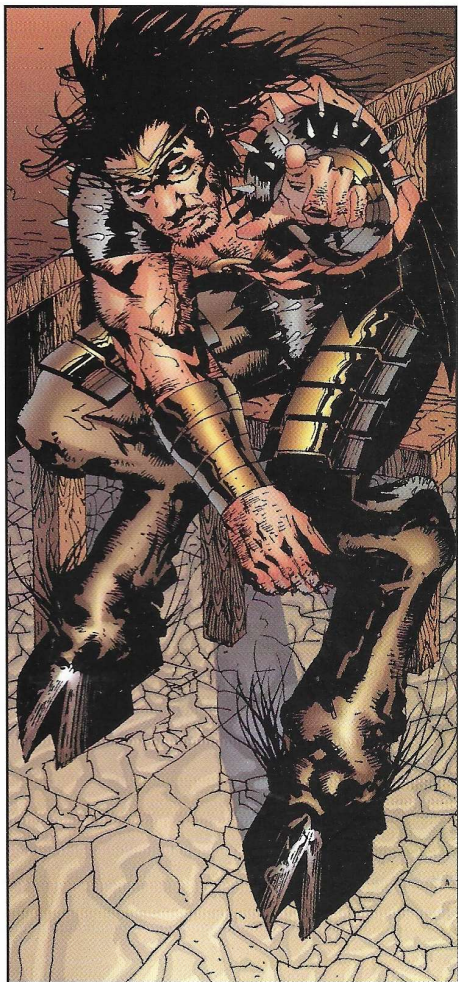
Gorgon looks very much like a satyr out of Greek mythology, with the legs of a goat and hooves for feet. All of his superpowers are centered in his powerful, goatlike legs. Not only can he deliver vicious kicks, but he can also cause earthquakes. (This latter ability is not a direct result of his strength, but actually a separate power.)

But Gorgon is not much like a mythical satyr in other respects. He is a very serious man who takes the plight of his people to heart. As part of Black Bolt's royal court, he was exiled for a time from the Refuge. Now that he and his king are back, he is going to make sure nothing happens to depose the rightful monarch again.

Like most of his people, Gorgon does not like normal humans and was perfectly happy to have his people living on the moon. Wherever they

# GORGON

dwell, he guards their privacy fiercely and often attacks intruders without asking questions first. Still, being a creature who depends on strength, Gorgon respects other beings who are as strong as he is.





**4X Strength Intellect 19A**

**4 Edge \* Hand Size 6(40)**

**2X Agility Willpower 19C**

# THE GRANDMASTER

(EN DWI GHAST)

## SKILLS

**Dimensional Geography, Energy Control, Scientific Genius (Biochemistry, Biology, Chemistry, Computers, Genetics, Physics, Super-Physiology); Manipulation, Observation**

## POWERS

**Cosmic Energy Control 23**

**Absorption, Energy Detection, Energy Gift, Healing**

**Dimensional Travel 10**

**Passengers**

**Force Field 20**

**Immortality**

**Raising the Dead**

**Inulnerability to Cold, Energy, and Fire**

**Teleportation 20**

**Passengers**

**Time Travel 20**

**Passengers**

**CALLING:** Thrill-Seeker

**HINDRANCE:** Obsessive (about playing games)

**PERSONALITY:** The Grandmaster is calculating, thoughtful, and reserved. His demeanor never reflects his burning need for competition, but he has based his entire existence on the thrill of chance—the ecstasy of winning and the agony of losing.

## HISTORY

The Grandmaster is one of the Elders of the Universe—beings who have defied Death and lived for countless millennia. Like the other Elders, he is the last survivor of a forgotten race that evolved shortly after the Big Bang and died out eons ago. The biggest challenge that all the Elders face is how to find meaning in a life that has lasted so long. The Grandmas-

ter has found purpose by dedicating himself, heart and soul, to seeking new games.

Using his vast powers, the Grandmaster has traveled through space and time to master nearly every game imaginable. As of late, he has become particularly interested in wagering on contests between other superbeings. On Other-Earth, he chose the famous Squadron Supreme as his team, while his opponent, the time-traveling Scarlet Centurion, assembled the Institute of Evil. The ensuing battle between the two supergroups energized the Grandmaster as few other contests ever had.

Once the members of the Squadron realized who was orchestrating the conflict, they refused to go along with the Grandmaster's plan for future bouts. Frustrated by their recalcitrance, the Elder created his own, darkened version of the Other-Earth heroes, dubbing them the Squadron Sinister. The Grandmaster once had this Squadron battle the Avengers as part of a bet with Kang the Conqueror, but fortunately for Earth, the Avengers triumphed. Since then, the Grandmaster has traveled to Earth in different time periods, pitting hero against villain, hero against hero, and villain against villain.

When the Collector died, the Grandmaster played a game against Death to resurrect his "brother." He won, but had to exchange his own life for that of the Collector. In a later rematch with Death, Grandmaster not only earned his own life back, but he also forced Death to guarantee that none of the Elders would ever die.

Armed with this immortality, the Grandmaster led the other Elders of the Universe in a foolish quest to destroy Galactus. Their attack failed despite the six Infinity Gems they held, and several of the Elders disappeared into a black hole.

The Grandmaster, however, was seemingly absorbed entirely by Galactus.



**2X Strength Intellect 3X**

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

**3X Agility Willpower 7C**

## THE HATE-MONGER

### SKILLS

Intimidation, Manipulation

### POWERS

Emotion Control 12

Broadcastable (can be focused through devices)

Limit: One emotion only (Hate)

### EQUIPMENT

Various Emotion Control and Mind Control devices (pamphlets, etc.)

**CALLING:** Demolisher

**HINDRANCES:** Hatred (of everything), Obsessive (about spreading hate)

**PERSONALITY:** The Hate-Monger's usual emotional state can best be described as hysterical—even maniacal. He loves the emotion hate and finds his only joy in its expression.

### HISTORY

Several different villains have used the Hate-Monger name, but all had the same basic goal: spreading hate and fomenting discord throughout the world. Arnim Zola, the mad geneticist, indirectly created the first Hate-Monger through his experiments. Zola managed to contain the essence of that most hated of twentieth-century men, Adolf Hitler, in a cloned brain. He then created several different bodies into which he could transfer that essence as needed, thereby theoretically keeping the Führer alive indefinitely. Whether or not this was entirely successful, the first Hate-Monger believed himself to be Hitler and worked to spawn worldwide warfare. Eventually he joined forces with the Red Skull, but that partnership ended with the Hate-Monger's consciousness trapped within the Cosmic Cube.

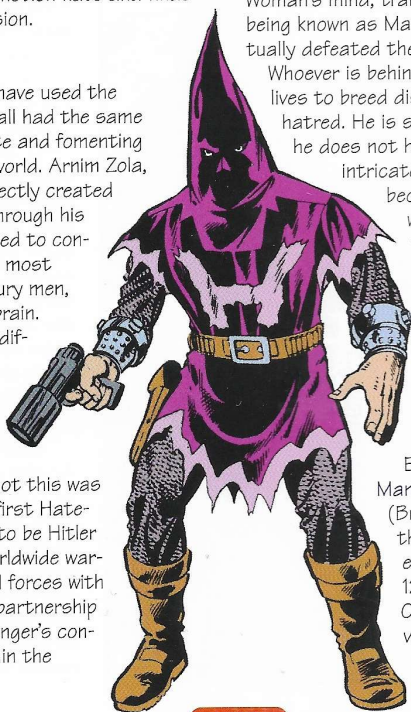
The second Hate-Monger was the Man-Beast, one of the High Evolutionary's creations. Man-Beast adopted the costume and name in the course of his attempt to conquer the world. During a battle with Spider-Man, this Hate-Monger seemingly died when his own hate amplification machine exploded.

The third Hate-Monger was an android created by Psycho-Man, an other-dimensional scientist. The android could shapechange to take on the appearance of any human and broadcast hate-inducing stimuli. Thus, it would alter its appearance to resemble that of the group to whom it was speaking and foment hatred for some other group. This Hate-Monger once impersonated Reed Richards and twisted the Invisible Woman's mind, transforming her into the evil being known as Malice. The Fantastic Four eventually defeated the android.

Whoever is behind the mask, the Hate-Monger lives to breed discord and fear through hatred. He is so crazed with hate that often he does not have the will to come up with intricate plans of his own. Instead, he becomes a tool for other beings who would use hate to further their own evil ends. The beings who have worn this mask have played important roles in the overthrow of several governments around the world.

#### Android Hate-Monger:

Strength 2X, Agility 3X, Intellect 3X, Willpower 7C, Edge 1, Health 17. Intimidation, Manipulation. Emotion Control 12 (Broadcastable [can be focused through devices]; Limit: One emotion only [Hate]), Imitation 12. Equipment: Various Emotion Control and Mind Control devices (pamphlets, etc.). Calling: Demolisher.





**17X Strength Intellect 10A**

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

**12D Agility Willpower 14D**

# HER

## SKILLS

**Aerial Combat;** Astronomy, Biochemistry, Genetics, Physics; Intimidation

## POWERS

**Body Armor +5**

**Energy Blast 16**

**Flight 25**

**Resistance to Pressure**

**Invulnerability to Aging**

**Life Support 15**

**Resistance +9 to Cold and Heat**

**Space Flight 10**

**Transmutation 10**

**Limit: Objects only**

**CALLING:** Majesty (with a touch of Outcast)

**PERSONALITY:** Her is absolutely convinced of her superiority over every other life form. The galaxy's immense vastness has not yet dissuaded her from this opinion. Though arrogant, Her is not evil in any way. For the most part, she uses her powers to protect "lesser" beings.

## HISTORY

After the Enclave had failed in its bid to create a superhuman (Him, who escaped and later became Adam Warlock), its scientists did what any self-respecting villainous organization would do—they tried again. Having created one superhuman, they knew they could make more. With an army of such beings, the Enclave could at last place the world under its "benevolent" control. But the scientists would first have to rectify the one mistake they had made in creating Him, who had turned out to be quite unresponsive to their commands. This time, they planned to hire Dr. Strange to op-

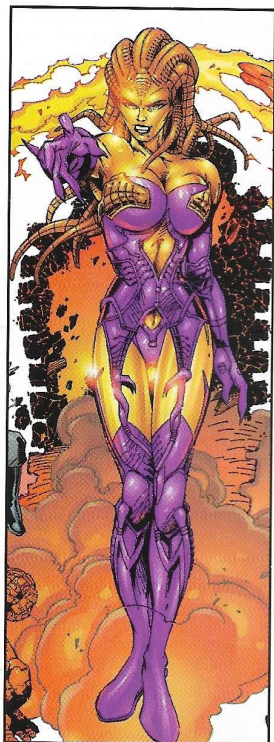
erate on their new synthetic being and remove any part of its brain that might give it the ability to rebel against them.

The Enclave scientists did make a second superhuman, but their overall plan failed yet again. The new creature, whom they called Paragon, destroyed their base and fled into space, where it formed a cocoon around itself and began to evolve. Having learned from its creators that its destiny was to found a new super-race, Paragon pondered its mission. At last, it decided the Enclave's directive meant that it should mate with the previous superbeing and spawn some super-offspring. So although the Enclave had planned to create another

male superbeing, Paragon used its immense power to transform itself into a female—the perfect mate for Him.

Paragon, now called Her, eventually discovered that Adam Warlock had died in battle with Thanos. Accompanied by the Thing, she sought out Warlock's body, hoping that somehow she could bring him back to life. Upon finding his grave on another planet, Her poured out enormous energy into the body, temporarily animating it. But she could not restore its soul, which was living at that time inside the Soul Gem. Frustrated by her failure, Her took off into deepest space.

Later, Her reappeared as Aeysha and battled the Fantastic Four on behalf of the villainous Crucible, who turned out to be none other than Dr. Wladyslav Shinski, one of her creators from the Enclave. How she returned to Earth and the story behind her current incarnation remain mysteries.



**8X Strength Intellect 10A**

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

**8X Agility Willpower 0X**

## HERBIE

### SKILLS

Computers, Dimensional Geography, Robotics, Spacecraft

### POWERS

Ability Boost 6 (Intellect, Stunt only)

Confer Ability Boost (New Stunt: Can raise the Intellect of any user)

Computer Link 12

**Ensnarement 8**

Limit: With tendrils only

**Flight 8**

**CALLING:** Investigator

**PERSONALITY:** Herbie is normally all business and not much personality, like any robot.

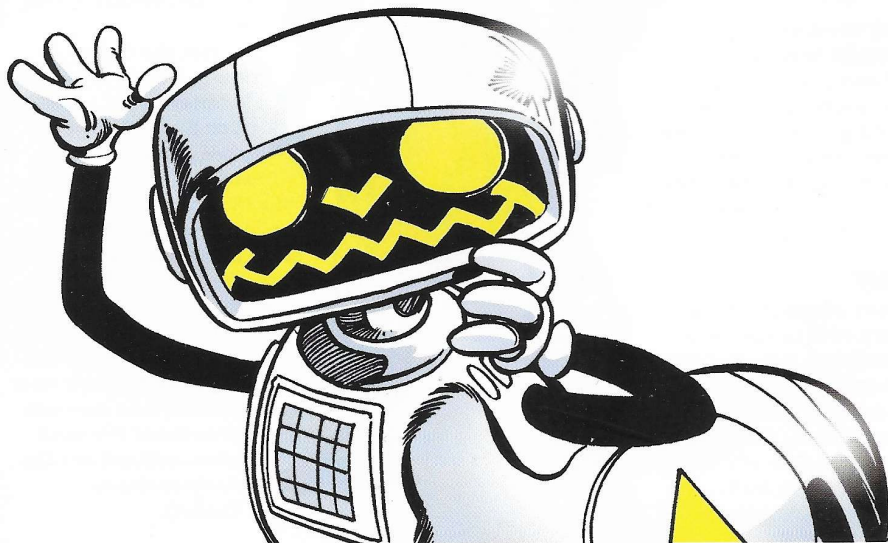
### HISTORY

While on the planet Xandar, the Fantastic Four found themselves in need of a little computerized

assistance. So Reed built a handy little robot, which he named HERBIE (Humanoid Experimental Robot B-Type, Integrated Electronics).

But Herbie was not just an average robot. He was linked to the living computers of Xandar, which gave him access to phenomenal computing power. Unfortunately, there was a problem—the recently defeated Dr. Sun had transferred his consciousness into the living computers of Xandar, which enabled him to take control of HERBIE. For some time, he worked mischief through the little robot, causing particular annoyance for the Thing.

Eventually Dr. Sun's influence was removed. Thereafter, HERBIE remained a loyal servant, often helping to guard young Franklin Richards when the Fantastic Four were away.





**10X Strength Intellect 20B**

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

**8X Agility Willpower 20X**

# THE HIGH EVOLUTIONARY

## (HERBERT EDGAR WYNDHAM)

### SKILLS

Scientific Genius (Biology, Bionics, Chemistry, Dimensional Geography, Electronics, Energy Control, **Genetics**, Medicine, Physics, Robotics, Super-Physiology, Time Machinery, Weapon Systems)

### POWERS

Alchemy 15

Astral Projection 15

Cosmic Awareness 15

Cosmic Energy Control 15

Enhanced Senses 15 (All)

Psi-Screen +20

Telepathy 15

Animal Telepathy, Mental Probe, Psychic Invisibility

### EQUIPMENT

Cyborg Exoskeleton 24

Body Armor +10, Computer

Link, Cosmic Awareness,

Danger Sense (Unique Trait:

senses danger to his

creations), Energy Blast

(Missiles, Wide-Angle Beam),

ESP, Flight, Hyperlinguistics,

Life Support, Size Alteration

**CALLING:** Investigator

**PERSONALITY:** Although the High Evolutionary was born a normal Joe, he now considers himself a god and acts accordingly. He treats those he deems less evolved than himself (that is, virtually everyone) in a rather paternal manner.

### HISTORY

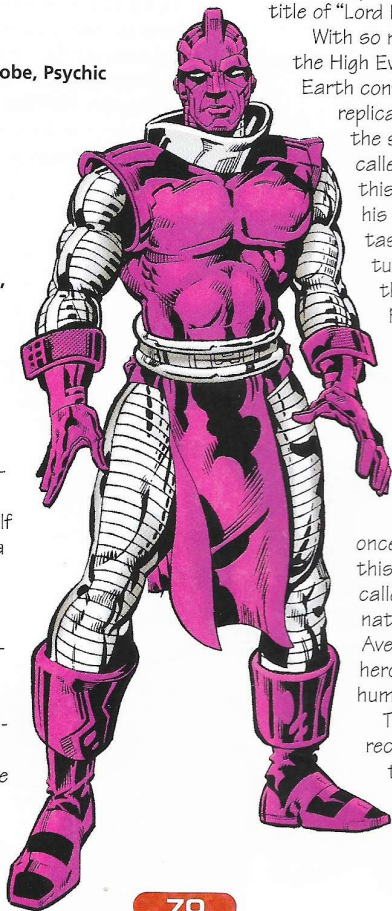
He wasn't always the High Evolutionary. While he was a student at Oxford, Herbert Edgar Wyndham built a machine capable of drastically accelerating evolution. Shortly thereafter, he and Jonathan Drew started their own research facility on Wundagore Mountain in the

nation of Transia. There Wyndham used his machine on himself and began to evolve. As his intellect increased, he made more and more radical scientific breakthroughs. One of these was the genetic acceleration of some local animals. The result was a band of half-human, half-animal "New Men," whom he trained in chivalry and combat. These creatures eventually renamed themselves "the Knights of Wundagore." During this seminal period, Wyndham adopted the title of "Lord High Evolutionary."

With so much evolution under his belt, the High Evolutionary began to find Earth confining, so he built a detailed replica of it on the opposite side of the sun. A Herald of Galactus called the Destroyer discovered this Counter-Earth and alerted his hungry master, but the Fantastic Four persuaded Galactus to go eat another world they had found (the planet Poppup, home of the Impossible Man) instead of that one.

Later, the High Evolutionary decided to make an "evolution bomb" and hide it on Earth. When it exploded, it would forcibly evolve all of humanity at once. His attempt to carry out this plan precipitated the so-called Evolutionary Wars. Fortunately for the rest of us, the Avengers and a few other super heroes ended the threat, and humanity remained its old self.

The High Evolutionary's most recent battles have been with the Man-Beast (his most violent creation) and the Acolytes (led by Exodus).



**6X Strength Intellect 4C**

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

**11D Agility Willpower 4C**

## THE HUMAN TORCH (JIM HAMMOND)

### SKILLS

**Aerial Combat; Energy Control, Espionage; Leadership, Military**

### POWERS

**Invulnerability to Aging and Disease  
Regeneration 4 (Solar)**

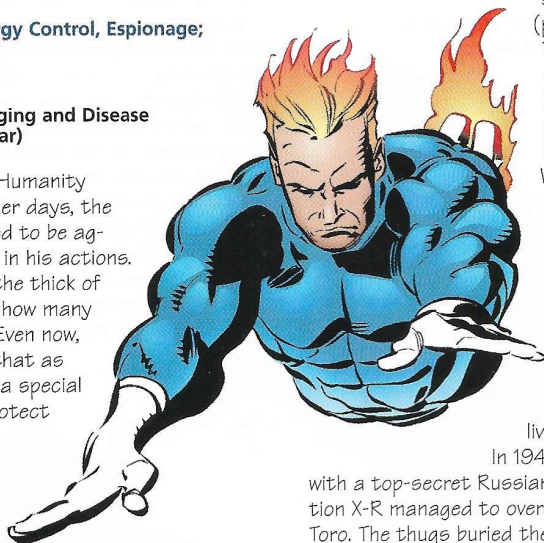
**CALLING:** Vestige of Humanity

**PERSONALITY:** In earlier days, the Human Torch tended to be aggressive and hasty in his actions. He often flew into the thick of battle, heedless of how many enemies he faced. Even now, the Torch believes that as an android, he has a special responsibility to protect human lives.

### HISTORY

When the science of robotics was in its infancy, Professor Phineas T. Horton had some eccentric, though brilliant ideas that were to revolutionize the field. He worked quietly to develop them, then in 1939, he built the world's first android. But it had a fatal flaw: Its photoelectric cells, which it used to collect solar energy, produced flame in an oxygen environment. Despite the potential danger, Horton revealed the android's existence (and, as it turned out, its flaw) at a press conference. The public declared this flaming construct a menace. Consequently, Horton buried his creation and went to work on rectifying the design flaws. But the Torch escaped, learned how to control his flames, and began to help humanity as best he could.

Before the start of the war, the Torch's main foe was the Sub-Mariner. The two engaged in a



series of epic battles (primarily in New York). The Torch soon discovered Toro, a young human with fire control abilities, and the pair became inseparable. When WWII commenced, the two joined forces with other super heroes and helped to found the Invaders. With the Torch's help, the Allies overcame the Axis threat. Following the war, the Torch joined the short-lived All Winners' Squad.

In 1949, criminals armed

with a top-secret Russian chemical called Solution X-R managed to overcome the Torch and Toro. The thugs buried the android in the Nevada desert, thinking he was dead. But in 1953, an atomic bomb test reactivated him, and the Torch returned to fight crime again. By 1955, however, it became clear that the bomb's radiation was causing him to lose control of his powers. In one last explosion, he expended all of his energy and deactivated.

But that was not the end. The Mad Thinker found the android's body and brought the Torch back to life so that he could strike back at his foes, the Fantastic Four. But it was not to be: The Torch seemingly sacrificed his life in order to save the FF. Androids, however, are not so easy to kill, and the Torch came to life once again. He was briefly associated with the West Coast Avengers, but he lost his powers when he gave an emergency blood transfusion to Spitfire. Since then, Jim has taken up the reins of Oracle, Inc., home of Heroes For Hire.



**6A** Strength    Intellect **5X**

**2** Edge ★ Hand Size **4(25)**

**10B** Agility    Willpower **9X**

# HUNTARA

(MARY ELIZABETH ALVAREZ)

## SKILLS

Axes, Clubs, Spears, Swords; Acrobatics, Contingent Attack, Martial Arts

## POWERS

Chi 10

## EQUIPMENT

Psi-Scythe 14

**Dimensional Travel, Time Travel** (The Scythe can open a portal to other dimensions and times, allowing both time travel and dimensional shifting simultaneously.)

Psi-Blade

Wielder may use Strength or Willpower as the action ability.

**CALLING:** Guardian (of the timestreams)

**PERSONALITY:** Huntara is a fierce warrior—all business and no chit-chat. She does, however, have a soft side when it comes to her family. She speaks in very formal, almost Shakespearean words.

## HISTORY

Huntara is yet another child of Nathaniel Richards. Although she was only a child herself at the time, she accompanied Nathaniel when he kidnapped his grandson, Franklin Richards, and took him into the timestreams. The two children grew up together in the dimension of Elsewhen under the protection of the warlord Kargul. Huntara trained with the best of her mentor's gladiators from an early age and became one of the dimension's most skilled warriors.

Huntara was raised with a profound respect for the sanctity of the timestreams. She believes that some timestreams are destined to be destroyed and others are chosen to continue, and she has dedicated herself to preserving that order. Unfortunately, this point of view set her against her own father when Nathaniel started interfering with the timestreams.

Our own timestream was once slated for destruction, but the Fantastic Four managed to divert it from its preordained fate. To rectify this meddling, Huntara set out to destroy the FF and repair the damage. This brought her into conflict with Franklin, then known as Psi-Lord. During this period, she allied herself with some very nasty fellows (including Faibok the Power Skrull, Klaw, and Devos the Devastator) in hopes of achieving her goal. Eventually, however, she came around to the Fantastic Four's point of view. Since she is at heart a warrior dedicated to peace and goodness, she even helped Psi-Lord and the FF battle the evil Dark Raider.



**13X Strength Intellect 5D**

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

**7D Agility Willpower 6C**

## ICONOCLAST

### SKILLS

**Fast Exit; Espionage; Survival, Tracking**

### POWERS

**Enhanced Senses 5 (Vision)**

**Infravision**

**Invisibility 11**

**Inaromatic, Inaudibility, Intangibility**

**Invulnerability to Kinetics**

**Phasing 7**

**Partial Phasing, Phase Cutting**

**Teleportation 3**

**CALLING:** Soldier

**PERSONALITY:** The phrase "First to null you before you null us" describes Iconoclast well. He is, for some unknown reason, on a mission to destroy the Invisible Woman. He clearly laments the necessity of killing Sue, but he has said that his very survival depends upon it. Beyond this obsession, Iconoclast seems to have very little personality.

### HISTORY

While Reed and Sue were putting young Franklin to bed one wintry night, a strange being appeared to Sue out of thin air and attacked her. She battled the intruder and forced him outside. Reed, meanwhile, tried to figure out who or what Sue could possibly be fighting. He could see no opponent at all, and Iconoclast had left no tracks or marks.

In the heat of battle, Iconoclast explained to Sue that she had to die in order that he might live. The Invisible Woman never did recognize her foe as anyone she knew, but he proved powerful enough to break through her force shields.

When the Human Torch and the Thing arrived on the scene, Reed directed Johnny to emanate heat waves into the vicinity, causing Iconoclast's dim outline to flicker in the night. As it

turned out, however, seeing their opponent was one thing, but hitting him was quite another. Iconoclast proved to be intangible as well as invisible, so he was completely immune to blows. Finally, Sue used her force fields to lure her opponent out over the water, then she shut them down suddenly, dumping him into the ocean. Reed had assumed that the water would short out whatever equipment Iconoclast was using, but in fact, he just disappeared completely.

Later, Mr. Fantastic used his new "holographic endoplasy" device to study Iconoclast's physiology. This computerized system compiled all the available data on the villain, then projected an image of it upon which Reed could perform a "virtual" dissection. He discovered that Iconoclast was a single-celled organism, much like an amoeba. Despite this discovery, Sue's attacker and his origins remain a mystery.





**16D Strength Intellect 6B**

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

**9A Agility Willpower 12C**

# IKARIS

## SKILLS

**Wrestling; Gadgetry, Marksmanship, Martial Arts, Piloting; Energy Control, Lore (Celestials, Eternals, Deviants), Mythology; Leadership, Meditation**

## POWERS

### Detection 10

Astral Detection, Dimensional Detection, Energy Detection, Illusion Detection

### Disintegration 12

### Energy Blast 14

### Flight 11

### Imitation 3

### Immortality

**Invulnerability** to Cold, Disease, Electricity, Energy, Heat, Poison, and Radiation

### Telepathy 2

### Teleportation 3

**Limit:** Masochistic (Draw a card when the power is used; a Doom card indicates that Ikaris suffers Paralysis 18)

### Transmutation 6

**CALLING:** Protector

**PERSONALITY:** Despite his warrior mentality, Ikaris is a surprisingly gentle soul. He rarely leaps into combat without first examining all the non-violent options available.

## HISTORY

Ikaris was born twenty thousand years ago in the Eternal city of Polaria. While he was still a child, his uncle Valkin entrusted him with the keys to the Pyramid of the Winds—a mysterious structure that Valkin and Phastos had built deep below the ice of the Arctic for storage of deadly weapons. The three lightning-bolt insignias on Ikaris's costume act as the keys to the Pyramid, and they glow if anyone manages to breach its defenses.

But Ikaris used his powers to do

much more than guard the Pyramid. When the Celestials destroyed the Deviant city of Lemuria and devastated the planet with a flood, he led a number of humans to safety in a giant ark. Years later, Ikaris defended the Greek isle of Crete from the Deviant hordes. He married a human woman there, who bore him a child. Because the young boy loved to fly in his father's arms, Ikaris constructed a flying harness for him. Unfortunately, the kind-hearted Eternal was called away before he could instruct his son on the use of the device. The child impulsively tried it out alone, flew too high, and died. (This event spawned the ancient Greek legend of Icarus.)

Of all the Eternals, Ikaris has mingled the most with humans. In fact, he has married more than one of them over the years and fathered several children. Ikaris even posed as a human archaeologist's guide once in order to search for the secret Eternal city constructed by the Incas without attracting any attention from the Deviants. He found the city, and within it a beacon that would summon the Fourth Host of the Celestials.

After the Fourth Host arrived on Earth and then departed in peace, the other Eternals joined into one last Uni-Mind and traveled into space. Ikaris, however, stayed on Earth at the behest of his people to protect the humans he cherished so much.

Ikaris now serves as leader of the remaining Earth Eternals. He views himself as one of humanity's greatest champions—forever protecting the planet against the plots of the Deviants.



**3X Strength Intellect 4C**

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

**5D Agility Willpower 3X**

## THE IMPOSSIBLE MAN AND WOMAN

### SKILLS

**Disguise; Astronomy, Trivia (Television)**

### POWERS

**Ability Boost 15**

**Dual Ability Boost (Strength and Agility)**

**Duplication 20**

**Hyperlinguistics 4**

**Object Duplication 20**

**Duplicative Shaping**

**Power Duplication 5**

**Resistance +17 to all damage**

**Shapeshifting 20**

**Elongation, Plasticity, Propulsion (Unique Stunt: Gains Flight 20 or Space Flight 20 if he takes the form of an appropriate craft), Size Alteration**

**CALLING:** Thrill-Seeker

**HINDRANCE:** Naive

**PERSONALITY:** This feisty little alien is fond of saying, "Hey, look at me, I'm the Impossible Man!" Impy likes attention, and he needs entertainment—constantly. He will do just about anything to avoid boredom, and he cries readily and for long periods when bested or frustrated. On the plus side, he's really rather nice and would never hurt anyone out of malice. He loves movies and TV programs of all sorts. The Impossible Man has helped out the Fantastic Four on more than one occasion, but he is flighty and undependable. The Impossible Woman is nearly indistinguishable from her mate in terms of mannerisms.

### HISTORY

Somewhere in a far-off galaxy, there was once a planet called Poppup. Life was so dangerous there that the local sentients developed the ability to transform instantly into anything they

could imagine. On this ever-changing world, no one had a name, since they always knew who they were. (This apparently made perfect sense on Poppup.)

The Impossible Man is one of the shapeshifting Poppupian natives, with body morphing abilities that would make a Skrull turn even greener with envy. Since he was bored one day, he turned himself into a spaceship and came to Earth to check us all out. Here he met the Fantastic Four, and Ben Grimm gave him the name "Impossible Man," which has stuck ever since—though friends sometimes call him "Impy." He caused considerable trouble until the Fantastic

Four managed to bore him into going home.

Some time later, Galactus was threatening to devour Counter-Earth, the High Evolutionary's greatest creation. Hearing of this impending tragedy and bored with their own existence, the Poppupians sent Impy to talk Galactus into eating their world instead. After his planet became lunch for the Devourer of Worlds, the Impossible Man returned to

Earth and came to terms with the FF. Thereafter, he spent quite a lot of time hanging around the Baxter Building and watching television, which he adored.

Lonely for someone of his own kind, the Impossible Man eventually cloned himself a mate—the Impossible Woman. She has the same statistics, skills, powers, and basic personality as her male counterpart, but generally appears more feminine. The two left Earth together and cloned many offspring from themselves, but eventually the Impossible Man returned to Earth.





# INHUMANS

**History:** Twenty-five thousand years ago, the alien Kree discovered one of their ships being piloted by an unknown race in Earth's sector. After destroying the vessel, they recovered the bodies of those aboard for study. When the Kree realized that these beings (the Eternals) possessed the potential for enormous powers, the aliens dispatched their scientists to Earth to create more superbeings through genetic alteration of humans. Though the project was successful, the Kree eventually abandoned it. The modified humans they left behind became the ancestors of the Inhumans.

These beings built a mighty city, which they called Attilan, in Europe. But while the human empire of Atlantis grew and thrived, Attilan re-

mained isolated. Sometime during this period, the Inhuman scientist Randac invented the mutagenic Terrigen Mists, which he believed would catalyze the latent power in his race's genes. He allowed his people to receive treatment with the Mists upon request, but about half of those exposed to them transformed into grotesque shapes. Horrified, Randac stopped the process. Hundreds of years later, a leader named Galaxus ex-posed the rest of the Inhumans to the Mists involuntarily so that discrimination against the non-humanoids might end.

The twelve-member Genetic Council has guided the Inhumans since then. This body selects one individual from its ranks to serve as ruler of Attilan for life. Perhaps the greatest (and most



# INHUMANS

## TERRIGEN MISTS

There seems to be no limit to the kinds of powers the Terrigen Mists can bestow on those with the genetic predisposition for mutations. For such individuals, massive physical alterations are just as common as the acquisition of psychic or energy control capabilities. But the Mists are simply lethal (Poison 24) to normal humans.

Should a hero or character ever be exposed to the Mists, the Narrator must determine whether any transformation occurs, and if so, what kind. If the individual has the potential

for mutations, one or more should occur. One way to determine the type is to draw a card from the Fate Deck and bestow a power similar to one of those possessed by the character on the card. Then draw two more cards and add their values together to determine the intensity of the new power. If any of the three draws is a Doom card, the Mists have transformed the individual in a way that he or she would view as negative. Usually this means the victim assumes some sort of monstrous appearance or acquires some debilitating hindrance (like Black Bolt's inability to talk without destroying things or Triton's fishlike appearance).

troubled) Inhuman king has been Black Bolt. During his reign, he arranged to move the island upon which Attilan was situated to a remote region of the Himalayas to avoid its discovery by humans. Later, Black Bolt's brother Maximus drove the king and his family into exile. Nearly a decade after that, Black Bolt regained his throne, but in the process of trying to keep it, leveled the whole city with his voice.

Black Bolt then decreed that Attilan must move again, this time to a place free of diseases, toxins, and pollutants. (His people's weak immune systems rendered them highly susceptible to environmental impurities.) With the help of the Fantastic Four and their anti-grav generators, the Inhumans transported their city to the Blue Area of the Moon. Attilan has since moved back to Earth; it now rests on a risen portion of Atlantis, masked from prying eyes by various technological equipment.

**Current Status:** The Inhumans have little love for mankind. They blame humans for destroying the environment and forcing their previous departure from their homeworld. Humans—even those who have helped the Inhumans before—are most definitely not welcome in Attilan.

Meanwhile, the Genetic Council continues to

arbitrate the daily lives of Attilan's residents. Fearing the ill effects of inbreeding and wishing to preserve the genetic purity of the Inhumans, the Council determines who can marry whom. This has caused resentment among some of the younger Inhumans, but the leadership holds fast to its position. In addition, all children must undergo ritual treatment with the Terrigen Mists, even though this is not always beneficial. (Exposure to the Mists has mutagenic effects at any time, not just during childhood. But the required treatment occurs then because Inhumans who gain their new powers while young are less likely to suffer trauma from later transformations.)

**Noteworthy Members:** Black Bolt, Crystal, Gorgon, Karnak, Lockjaw, Maximus, Medusa, and Triton all have their own entries in these pages.

**Inhuman:** Strength 8X, Agility 4X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Every Inhuman possesses at least one power, usually at intensity 6 or lower. Normally this power is tied to some sort of physical aberration—the ability to cause an earthquake by stamping hooved feet, or shoot an Energy Blast from glowing eyes, for example. Hindrance: Fatally Vulnerable to diseases of all sorts and even mild toxins (including pollution of intensity 15+). Calling: Outcast.



**14X Strength Intellect 10A**

**3 Edge ★ Hand Size 5(30)**

**8D Agility Willpower 9X**

# JACK OF HEARTS (JACK HART)

## SKILLS

**Aerial Combat; Astronomy, Computers, Energy Control, Photographic Memory**

## POWERS

**Energy Sheath 17 ("Zero Energy")**

**Energy Blast, Flight**

**Limit: Constant**

**Radiation Control 10**

**Resistance +20 to Heat**

**Space Flight 20**

**Life Support**

## EQUIPMENT

**Body Armor +6**

**Containment (When not wearing his special armor, Jack explodes every exchange in an Energy Blast 20 that affects all targets within visual distance.)**

**CALLING:** Responsibility of Power

**HINDRANCE:** Transformative

**PERSONALITY:** Jack feels that the damage his power can do sets him apart from the rest of the world. Long hours spent in the depths of space have only furthered such thoughts, making him angry and bitter.

## HISTORY

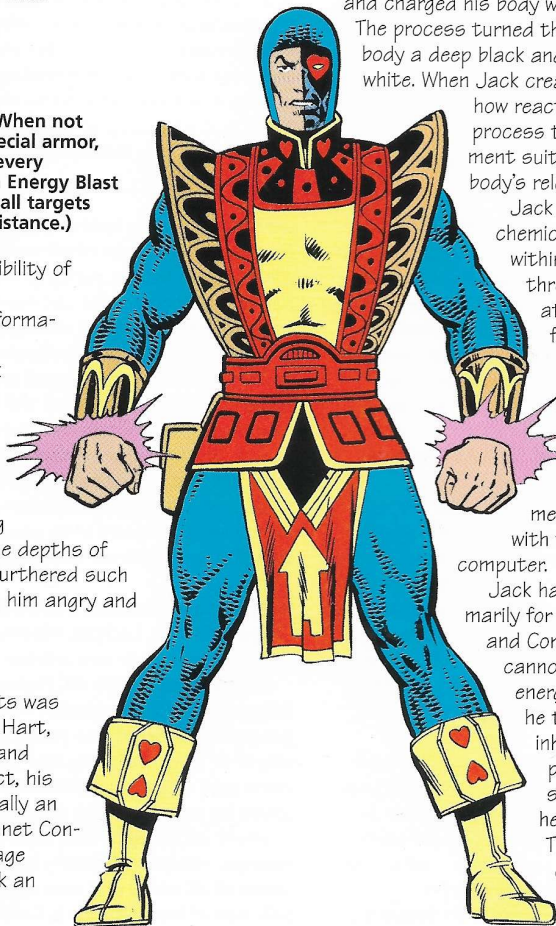
The Jack of Hearts was once simply Jack Hart, the son of Philip and Marie Hart. In fact, his mother was actually an alien from the planet Contraxia. This heritage would ensure Jack an interesting life.

He received his powers through several different sources, all of which combined to make him the space-traveling super hero now known as the Jack of Hearts. The primary power boost came from direct exposure to Zero Fluid, a corrosive substance his father had invented as a super-efficient fuel. When some of the fluid splashed Jack after his father's murder, it mutated him and charged his body with superhuman energy.

The process turned the entire left side of his body a deep black and his left eye a milky white. When Jack created his armor, it somehow reacted with the mutagenic process to become a containment suit that helped control his body's release of energy.

Jack now channels this chemical-based zero energy within him, allowing him to fly through space unharmed at incredible speeds and fire powerful blasts of deadly energy. He has also incorporated into his brain a device called the Scanalyzer, which lets him access memories and information with the speed of a super-computer.

Jack has used his powers primarily for good on both Earth and Contraxia, but because he cannot fully control his energy-producing abilities, he tries to stay away from inhabited worlds. At one point, he even became a star, radiating as much heat as a small sun. Thankfully, he's a little cooler now.



**14D Strength Intellect 9B**

**2 Edge ★ Hand Size 4(25)**

**3X Agility Willpower 7D**

# KARKAS

## SKILLS

**Brawling; History, Photographic Memory, Sociology; Teaching**

## POWERS

**Body Armor +7  
Claws +3  
Regeneration 3**

**CALLING:** Outcast

**HINDRANCE:** Monstrous

**PERSONALITY:** Despite his hideous physiognomy, Karkas is more of a scholar than a fighter. Friendly, sensitive, and caring, he does not resort to force if it is at all possible to avoid it.

## HISTORY

When Karkas was born, even his fellow Deviants considered him hideous. He immediately received the designation of mutate—a Deviant whose genetic code was so unstable that he could not be allowed to reproduce. The Deviant priests, however, do not kill every mutate—they send a chosen few to the gladiatorial arenas and make them fight to survive. Such spectacles serve as entertainment for the Deviant masses. Karkas agreed to this, mainly because he had no choice in the matter. The 8-foot-tall, taloned Deviant cut an imposing figure in the arenas.

But Karkas possessed no love for fighting or killing; he only did what he had to do in order to survive. Actually, he was far more interested in learning than in fighting. In his spare time, he read voraciously—his remarkable memory allowed him to devour whole Deviant li-

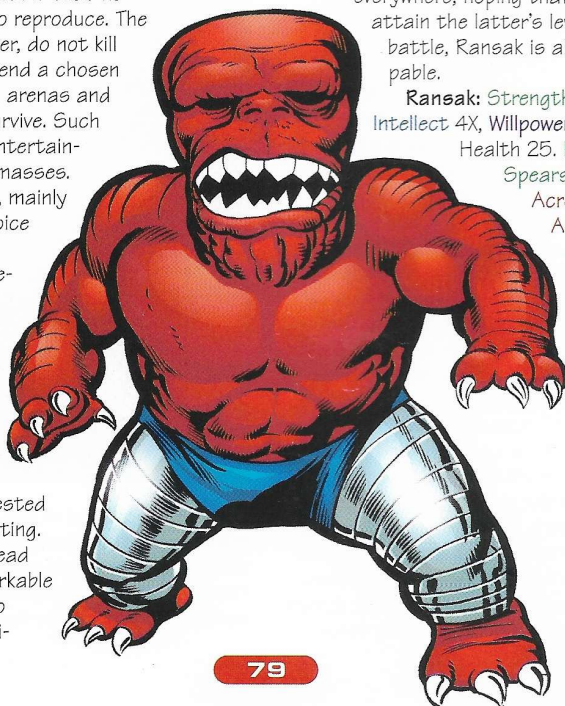
braries. Occasionally, he would teach and encourage his fellow doomed gladiators.

Karkas never considered escape—where could he go? Then opportunity knocked when he faced off against Ransak the Reject, a gladiator categorized as a mutate because he looked human (making him incredibly ugly to the Deviants). Despite Karkas's enormous strength and thick hide, Ransak trounced him thoroughly. The Eternal Thena happened to be present for the bout at the side of her beloved, Kro. When another Eternal attacked the city, Karkas pleaded with Thena to free him and Ransak. (He pitied his foe and didn't want him to suffer in the gladiatorial pits any longer.) Thena agreed, and ever since, Karkas has been a loyal friend to her and all the Eternals. He now spends most of his time reading and studying just about anything.

The gladiator Ransak accompanies Karkas everywhere, hoping that someday he can attain the latter's level of serenity. In battle, Ransak is almost unstoppable.

**Ransak:** Strength 9A, Agility 10B, Intellect 4X, Willpower 5D, Edge 2, Health 25. Knives, Shields, Spears, Swords;

Acrobatics, Escape Artistry, Martial Arts; Tracking. Ability Boost 6 (Strength; Limit: Triggers Frenzied hindrance). Calling: Outcast.





**4D** Strength    Intellect **6D**

**2** Edge ★ Hand Size **4(25)**

**8B** Agility    Willpower **3C**

# KARNAK

## SKILLS

**Wrestling; Acrobatics, Contingent Attack, Martial Arts; Assessment; Teaching, Trance**

## POWERS

**Life Support 16**

**Limit:** Karnak must devote one exchange to Assessment before he can initiate this power.

**Perceive Weakness 25**

**New Power:** If Karnak takes one exchange to use Assessment, the target's defense drops to 0 for any unarmed attack Karnak makes in the following exchange.

**Resistance +6 to Poison**

**CALLING:** Guardian (Inhumans)

**HINDRANCE:** Fatally Vulnerable to diseases of all sorts and even mild toxins (including pollution of intensity 15+)

**PERSONALITY:** Karnak is talkative and cultured. His air of refinement and superiority stems primarily from his ability to see everything's weaknesses—after which nothing much can impress him.

## HISTORY

Karnak is one of the Inhumans, a race descended from humans upon whom the Kree performed genetic experiments in ages past. Like the rest of his people, he developed superpowers through childhood exposure to the mutagenic Terrigen Mists. Karnak lives in Attilan, the hidden Inhuman city that rests on a risen portion of Atlantis.

Karnak, brother of Gorgon and Triton, is a loyal and trusted member of Black Bolt's royal court. He has the power to perceive the weakest point in any object, creature, or idea. This ability combined with careful training in martial arts makes him a deadly fighter and a staunch defender of his people. Likewise, his aptitude for detecting weak points in concepts and plans makes him a valuable advisor to Black Bolt and his wife Medusa. Unlike some of the Inhumans (Crystal, for example), Karnak does not have a high tolerance for humankind. He gladly joins in defending Inhuman territory against outsiders.

Karnak has expressed concern over the future of the Inhumans based on the unusual muta-



tions that occurred in one group of young Inhumans during their ritual Terrigenesis. One of these youngsters apparently became an Alpha Primitive—an event that Karnak sees as evidence of a fatal flaw in the race.

# KREE

**History:** An alien race called the Kree once ruled an empire that spanned more than a thousand star systems, both in our galaxy and beyond. Their expansionist bent led them into conflict with some of the other great spacefaring powers in the cosmos—most notably the Skrulls (with whom they had their greatest and longest-lasting conflict) and the Shi'ar.

Upon discovering the altered beings called Eternals thousands of years ago, the Kree dispatched scientists to Earth to create their own race of superbeings from the ancestors of humankind. Those genetically altered humans became the ancestors of the Inhuman race.

In the late twentieth century, the Fantastic Four activated the dormant Intergalactic Sentry that the Kree had left on Earth, destroying both it and the base it had been guarding. Although the aliens had not given this outpost a thought for millennia, its destruction raised their ire and drew them to Earth. Since then, the Kree have had increasing interaction with this world—usually not to the benefit of humanity.

**Current Status:** In their last interstellar war, the Kree came out the definite losers thanks to the interference of the Avengers. The Shi'ar, who won that conflict, annexed all Kree holdings.

**Noteworthy Members:** The Kree closely resemble humans, but most have blue skins. A few pink-skinned Kree have also appeared. Superpowers are not common in the race, but neither are they unknown. To date, three superpowered Kree have appeared on Earth—the now deceased Captain Mar-Vell (formerly of the Kree navy), Ronan the Accuser, and Commando, who serves with the Shi'ar Imperial Guard.

The ruler of the Kree is the Supreme Intelligence (Supremor), an amalgam of the Kree's best and brightest. Their scientists linked the brains of all these individuals via computer and synthesized them into one massive intelligence. The Supremor, though it has no physical being, appears as a giant green head topped with writhing tentacles. It realized long ago that the Kree were at an evolutionary dead-end, so it forced conflicts with other races in an attempt to "jump-start" the development of its people. The fact that several billion Kree died in these conflicts was of no particular consequence to it.

The Supremor led the Kree Empire quite effectively until Black Knight and a contingent of his fellow Avengers apparently killed it, thereby putting an end to the Kree-Shi'ar War. It has since resurfaced, however.

**Intergalactic Sentry:** **Strength** 20D, **Agility** 9X, **Intellect** 3X, **Willpower** 0X, **Edge** 0, **Health** 30. **Brawling**, **Body Armor** +5, **CommLink**, **Energy Blast** 18, **Invulnerability** (to Aging, Disease, Mental Control, and Poison), **Regeneration** 4, **Vibro-Screen** (Unique Power: The Sentry can project a spherical screen up to a mile in diameter that causes intensity 15 damage to anything that crosses it.) Calling: Guardian.

**Kree Warrior:** **Strength** 7X, **Agility** 3X, **Intellect** 3X, **Willpower** 3X, **Edge** 1, **Health** 17. Hindrance: Fatally Vulnerable to Earth's atmosphere. (compensated by a chemical breathing formula.) Calling: Soldier.

**Supremor:** **Strength** 1X, **Agility** 0X, **Intellect** 18A, **Willpower** 15X, **Edge** 3, **Health** 30. **All Intellect Skills**. **Illusion** 15 (Broadcastable). Calling: Majesty.





**7A Strength Intellect 7C**

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

**7C Agility Willpower 10A**

# KRO

## SKILLS

**Knives, Spears, Swords, Whips; Disguise, Martial Arts; Assessment, Espionage; Intimidation, Leadership, Military, Survival**

## POWERS

**Imitation 10**  
**Invulnerability to Aging**  
**Regeneration 10**  
**Resistance +5 to Disease**

## EQUIPMENT

**Battle Armor +8**  
**Ability Boost 5 (Strength)**  
**Glasses 4**  
**Enhanced Senses (Vision; Infravision)**  
**"Brain Mine" 15**  
**Mind Control**  
**Power Gloves +4**  
**Energy Blast 12**

**CALLING:** Majesty

**PERSONALITY:** Kro is not power-mad. He toys with being king of the Deviants more from a genuine desire to help his people than from any personal need for power. Frequently, Kro tires of his responsibilities and abandons Lemuria to seek refuge somewhere else in the world.

## HISTORY

Kro was born a Deviant—a member of one of the two human sub-races that the Celestials created in their genetic experimentation. Unlike his brethren, however, Kro is virtually immortal and capable of changing his appearance. Because he has always been afraid that his immortality would be subject to scientific study, he has more than once faked his own death, changed his features, and reappeared with a new identity. In every one of his "incarna-

tions," he has led armies of Deviants against the Eternals in the never-ending war between the two races. No Deviant suspects that Kro was around when the Second Host of Eternals destroyed Lemuria—most believe he is the descendant of that other Kro who lived so many millennia ago. Though it's hard to imagine, Kro and the Eternal Thena met during the fall of Lemuria and fell in love.

When Zuras, the previous leader of the Eternals, died in battle with the Celestials, the Deviant emperor Brother Tode launched an all-out assault on the Eternal city of Olympia. This was unsuccessful as always, and most of the captured Deviants were turned into stone and

hurled into space. Kro, however, managed to escape that fate. By the time he arrived back in Lemuria, the priesthood had seized power. Hoping to overthrow the vile Priestlord Ghaur, Kro feigned acceptance of this new status quo. Later, he helped Thena and the Eternals foil Ghaur's plan to seize the power of the Dreaming Celestial. After that battle, Thena convinced Ikaris to spare Kro's life.

Kro served for many years as King of the Deviants, but he grew tired of the crown.

According to rumor, he spent most of his time pining for Thena. He put down the responsibility of rulership for a while, but picked it up again once he realized that it was his duty, and that his relationship with Thena could never be.

Recently, Kro has begun affecting the demeanor and speech patterns of S.H.I.E.L.D. Director Nick Fury, whom he admires.



**13C Strength Intellect 3X**

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

**9D Agility Willpower 5X**

### SKILLS

**Knives, Spears; Underwater Combat; Oceanography**

### POWERS

**Claws +2**

**Lightning Speed 5 (Swimming)**

**Resistance +8 to Cold and Pressure**

**Waterbreathing 4**

**Wings 2 (on feet)**

### EQUIPMENT

**Atlantean Battle Armor +4**

**Knife +3**

**Net 8**

**Ensnarement**

**Spear +3**

**Trident +4**

**CALLING:** Youthful Exuberance

**HINDRANCE:** Susceptible to dehydration

**PERSONALITY:** Once a fun-loving, friendly young woman, Kymaera has become withdrawn, sullen, and bitter since learning that she is not a "true" Atlantean. Nevertheless, she still dedicates herself to ensuring the peace, prosperity, and well-being of her people.

### HISTORY

Kymaera is cousin to Namor, the Sub-Mariner. From her mother Namora, a human-Atlantean hybrid, Kymaera inherited pink skin and the ability to survive outside of a watery environment.

Upon the destruction of their underwater home, Namora took her young daughter Kymaera (then called Namorita) to the undersea city of Lemuria. There the two became embroiled in Llyra's plot to seize the throne of that realm. Namora mysteriously died in the coup, and though Namorita suspected the treacherous Llyra of the crime, she could prove nothing.

The orphaned Namorita was sent far away to the Atlantic Ocean, where Llyra was mustering troops to attack Atlantis itself. The power-mad would-be queen threatened to destroy Namora's body unless Namorita agreed to do her bidding. The girl consented, and Llyra used her as bait to

## KYMAERA (NAMORITA PRENTISS)

trap an unsuspecting Namor. After overcoming Llyra and foiling her plan, the Sub-Mariner realized that his young cousin needed more protection and supervision than he could give her, so he sent her to live in the surface world with the Prentiss family.

Namorita joined the band of young super heroes called the New Warriors. But after serving with them for a while, she began to feel ill. Her body wracked by harsh pains, she returned to Atlantis in search of an answer. There Namorita learned that she was not truly an Atlantean, but rather a clone of the Lady Aquiria Nautica Neptunia. Her shape was still unstable, and the pain resulted from the metamorphosis she was undergoing. Eventually, Namorita's skin turned blue and her hands contorted into claws. She renamed herself Kymaera, after the legendary Atlantean monsters. Later, she regained a modicum of self-esteem by rejoining the New Warriors.

Kymaera served as regent of Atlantis in Namor's extended absence. Since his return, she has been overseeing the reconstruction of the city, which was nearly destroyed when Morgan Le Fay raised a portion of the sunken continent on which it rested from the sea.





**8D Strength Intellect 8A**

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

**7C Agility Willpower 8C**

# LILANDRA NERAMANI

## SKILLS

**Swords; Marksmanship, Martial Arts; Astronomy, Computers, Linguistics, Physics; Leadership, Politics**

## EQUIPMENT

**Battle Armor +7**

**Laser Sword +4**

**Shi'ar Energy Pistol +4**

**CALLING:** Majesty

**PERSONALITY:** No matter what the circumstances, Lilandra is always calm, serene, and understanding. She never lets her emotions get the better of her, preferring to work through problems calmly with all concerned. Though she fulfills her duties as Imperial Majestrix of the Shi'ar admirably, she never really wanted the position.

## HISTORY

Lilandra was the third child of the Shi'ar royal house. Since two older siblings were in line for the throne ahead of her, no one expected that Lilandra would ever rule the mighty Shi'ar Empire. Deathbird, Lilandra's older sister, was the heir apparent. But she negated her eligibility for rulership by killing her own father in a premature bid for power. Her younger brother, D'Ken, ascended to the throne, and she eventually fled the empire to nurse her wounds. Meanwhile, Lilandra dutifully served as the Grand Admiral of the Imperial Guard.

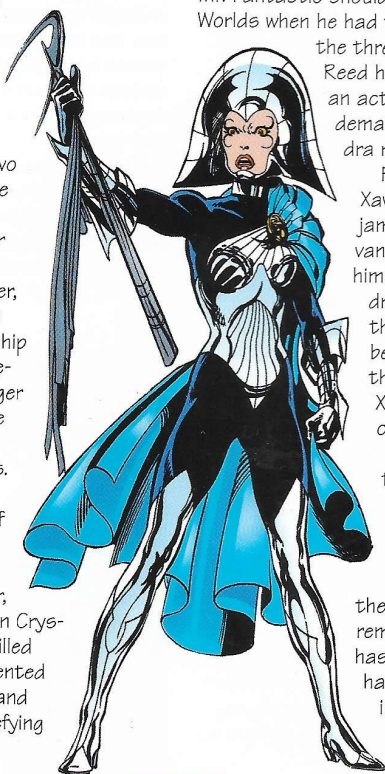
After a while, Lilandra realized that D'Ken, mad with power, intended to tap into the M'krann Crystal (an interdimensional nexus filled with unstable energy). She prevented him from carrying out his plan, and when he had her arrested for defying him, civil war broke out.

In the process of seeking aid from outside the empire, Lilandra somehow contacted the human telepath Charles Xavier. With the help of Professor X and the X-Men, she foiled D'Ken's plans for tapping the M'krann Crystal and deposed him, thereby becoming the Imperial Majestrix of the Shi'ar Empire. But Deathbird soon reappeared and overthrew Lilandra with the help of the Brood. The deposed Majestrix found refuge with the intergalactic pirates called the Starjammers.

During her exile, Lilandra presided over the trial of Reed Richards, who appeared before a galactic tribunal because of his last encounter with Galactus. Many sentient races felt that Mr. Fantastic should have killed the Devourer of Worlds when he had the chance, thereby ending the threat once and for all. Instead, Reed had saved Galactus's life—an act for which some beings now demanded Reed's execution. Lilandra ruled in Reed's favor.

For a brief time, Charles Xavier also lived with the Starjammers, hoping that their advanced technology could heal him. Thus, his path and Lilandra's crossed once again, and the bond that already existed between them deepened. To this day, Lilandra and Charles Xavier remain literally star-crossed lovers.

Eventually, with the aid of the Starjammers and the X-Men, Lilandra regained her throne. To keep the peace, she allowed Deathbird to share in governing the empire. Though her sister remains unpredictable, Lilandra has realized that the latter's hard edge is actually valuable in governing.



**9X Strength Intellect 3C**

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

**3X Agility Willpower 2X**

## SKILLS

Biology, Oceanography

## POWERS

Animal Control 9

Limit: Fish only

Resistance +5 to Cold

Transmutation 1

Limit: One change only; can change her skin color from green to Caucasian, and vice versa

Waterbreathing 4

**CALLING:** World Domination

**PERSONALITY:** Llyra is as mad as a hatter. Her moods fluctuate with the proverbial tide. One day, she's a calculating super-villain—on the next, she's a bloodthirsty tyrant. Llyra firmly believes that she has several different personalities, and she may be correct.

## HISTORY

When a group of workers at the Morris Oceanarium caught a real, live, waterbreathing man, they figured they had hit the jackpot. Quickly, they brought their find to work, thinking that this fish-man would become the focus of a big new exhibit. Their victim was in fact no freak, but merely a resident of Lemuria, a sister city of Atlantis. Rhonda Morris, the proprietor and owner of the oceanarium, looked at her new acquisition and immediately fell in love with him. Despite the obvious problem that neither could live in the other's environment, the two were married and Rhonda bore a daughter, Llyra.

The couple soon realized that the baby had inherited her father's waterbreathing ability. Her skin had a greenish tint, which faded away in adolescence. (The girl would later be able to control her skin color by force of will.) Llyra also possessed the ability to control fish, but she kept that a secret until she reached adulthood. Her parents also did not realize that their child was deeply disturbed.

# LLYRA (LLYRA MORRIS)

Llyra's mental problems emerged when she reached adulthood. Ever since she was a baby, her father had rocked her to sleep with stories about "golden" Lemuria, so she decided to visit it. Upon surveying the place, she found it to her liking and decided to take it. She proceeded to overthrow the Lemurian king and seize the throne for herself.

Prince Namor, ruler of Atlantis, visited Lemuria shortly thereafter, only to discover the just king in jail and this strange woman ruling in his stead. Llyra immediately perceived Namor as a threat and attempted to destroy him. In the ensuing battle, Llyra apparently died, and Namor returned her corpse to her parents. But Llyra was not so easily killed.

Since then, Llyra has been Namor's inveterate foe, allying with such threats to his realm as Attuma and the Frightful Four. Her thirst for

vengeance against the Sub-Mariner is matched only by her insane plans for domination of the world under the sea. At one point, Llyra teamed up with the Deviant Priestlord Ghaur in an attempt to summon the elder god Set to this plane of reality. The two kidnapped several female super heroes as "brides of Set" and attempted to sacrifice them during the ritual. Their plans failed and the two vanished, though Llyra has appeared again since.





**13D Strength Intellect 4D**

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

**2X Agility Willpower 8D**

# LOCKJAW

## SKILLS

**Natural Weaponry; Dimensional Geography; Tracking**

## POWERS

**Detection 12**

Telelocation (can track down specific people through space and dimensions)

**Dimensional Travel 15**

Passengers

**Teeth +3**

**Teleportation 18**

Gateway, Passengers

**CALLING:** Guardian

**HINDRANCES:** Fatally Vulnerable to diseases of all sorts and even mild toxins (including pollution of intensity 15+)

**PERSONALITY:** Lockjaw is a dog and acts like one. He can be extremely vicious when his friends are in trouble and very caring when they need his aid.

## HISTORY

Lockjaw is the one and only animal ever exposed to the Terrigen Mists. This powerful mutagen granted the puppy two special powers: teleportation and the ability to track targets through space and dimensional pathways. He shares the special vulnerabilities of the Inhumans, though he is not really one of them.

Named Lockjaw because of his extraordinarily powerful jaw muscles, he is loyal to the Inhuman royal family and serves its members to the best of his ability. Of these individuals, he is closest to Crystal and has often come to her aid. In fact, most treat him as her pet. In a rare show of open sentience, Lockjaw once helped persuade Crystal not to expose her child to the Terrigen Mists, lest they transform the babe into a monster.

Lockjaw remains an important part of the royal court, as well as a valuable resource and friend to all the Inhumans.



**3X Strength Intellect 6D**

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

**5D Agility Willpower 5X**

## LYJA (LYJA LAZERFIST)

### SKILLS

**Marksmanhip; Espionage**

### POWERS

**Energy Blast 15**

**Limit: With Lazer implant only**

**Shapeshifting 8**

**Size Alteration**

**CALLING:** Repentant

**PERSONALITY:** Lyja harbors deep feelings for Johnny Storm, and as such she can be quite jealous and even vindictive. She also has a marked tendency to tell less than the whole truth.

### HISTORY

Lyja was born a Skrull and raised a patriot of her race. She served in the armed forces of her people as a military liaison until Paibok, a Skrull captain, came up with a plan to infiltrate and destroy the empire's most hated human enemies: the Fantastic Four. The Skrulls kidnapped Ben Grimm's dearest friend and love interest, Alicia Masters, replacing her with Lyja. Unfortunately, this occurred just before the first Secret Wars, and when Ben didn't return with the others, Lyja had to improvise. So "Alicia" gradually seduced Johnny Storm, and eventually the two got married. Johnny was happier than he'd ever been—until the truth came out some time later.

The return of the real Alicia Masters finally blew Lyja's cover. At that point, the Skrull woman found she had a new problem greater than anything she could have dreamed of: She had fallen in love with Johnny and was still in love with him. For a while, she continued to serve Paibok and the Skrulls, who implanted in her a device that allowed her to project power-

ful energy blasts. But eventually she forsook her own kind to pursue Johnny, although he still mistrusted her after the years of deception she had practiced.

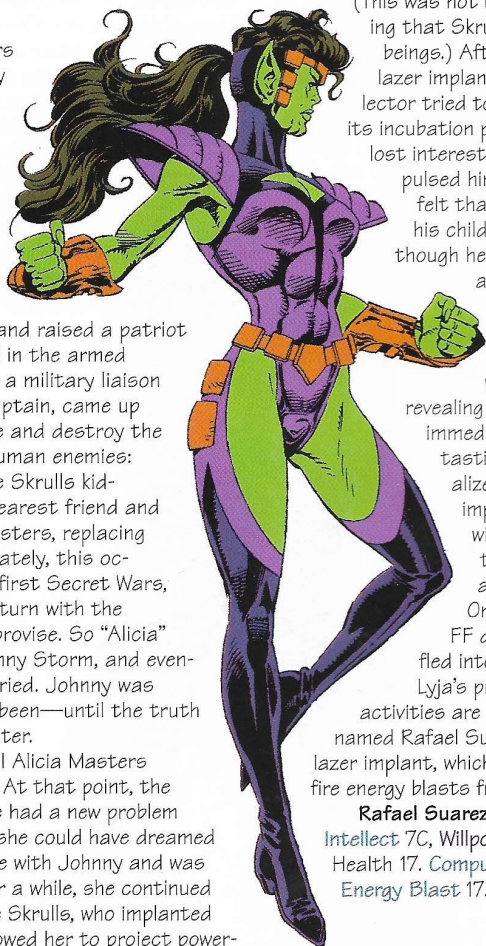
Soon, Lyja produced an egg which, she maintained, contained the child whom she and Johnny had conceived during their marriage.

(This was not unreasonable, considering that Skrulls are oviparous beings.) After she "gave birth," her lazer implant was removed. The Collector tried to steal the egg during its incubation period, but he eventually lost interest in it after the FF repulsed him. For his part, Johnny felt that he couldn't abandon his child and its mother, even though he still had serious doubts about this relationship.

Lyja was well on her way to winning back Johnny's affection when the egg hatched, revealing a monstrous alien that immediately attacked the Fantastic Four. Lyja belatedly realized that Paibok must have implanted this creature within her and allowed her to think it was really her and Johnny's offspring. Once she had helped the FF defeat the creature, Lyja fled into space.

Lyja's present whereabouts and activities are unknown. A lab worker named Rafael Suarez later received her lazer implant, which gave him the power to fire energy blasts from his hands.

**Rafael Suarez:** **Strength 4X, Agility 3X, Intellect 7C, Willpower 5X, Edge 1, Health 17. Computers, Electronics. Energy Blast 17. Calling: Explorer.**





**2X Strength Intellect 11A**

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

**2X Agility Willpower 9X**

# THE MAD THINKER

## SKILLS

**Scientific Genius** (Bionics, Computers, Criminology, Electronics, Mechanics, Photographic Memory, Robotics, Weapon Systems)

## POWERS

### Mind Control 15

**Transferral** (can transfer from anywhere in the world)

**Limit:** Can transfer only into his own androids

### Precognition 12

This power is not psychic, but is based on the Mad Thinker's own brilliance and on the results of computer modeling.

**CALLING:** World Domination

**PERSONALITY:** The Mad Thinker is a real cool customer. He never acts surprised, even when he is (which isn't very often). He is always calm, collected, and downright mean.

## HISTORY

The Thinker (or as the rest of us know him, the Mad Thinker) is a genius who rose to the forefront of New York City's criminal underground. His prodigious intellect and the advanced computer modeling systems he had designed allowed him to predict the future almost as if he were psychic. With his ability to plan crimes down to the smallest detail, foreseeing and forestalling everything that could possibly go wrong, he could probably have gone on being a small-time crook for the rest of his life without being caught. It

was when he turned his mental prowess to greater things that he drew the attention of the Fantastic Four. With their opposition came the first of many defeats for the Thinker.

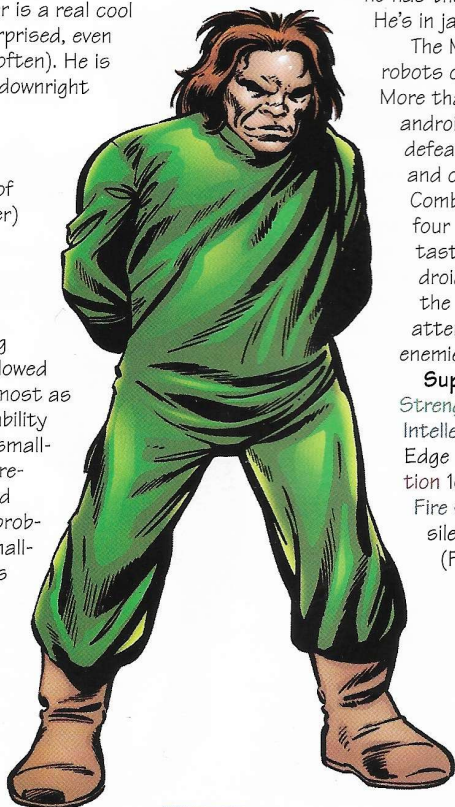
Eventually imprisoned for his crimes, the Mad Thinker languishes in jail to this very day. But in truth, mere walls cannot hold him. Before his incarceration, he had constructed android versions of himself, which he hid in strategic spots across the land. Since he can project his consciousness from his jail cell into any one of these android duplicates, he can effectively free himself at any time. So his crimes continue, and he has the perfect alibi:

He's in jail!

The Mad Thinker can create robots of exceptional quality. More than once he has designed androids specifically to defeat the Fantastic Four and other super heroes. Combining the powers of all four members of the Fantastic Four, the Super Android Model F-4 represents the Mad Thinker's latest attempt to defeat his arch-enemies.

### Super Android Model F-4:

Strength 17X, Agility 8X, Intellect 5X, Willpower 0X, Edge 0, Health 25. Elongation 10 (Telescopic Attack), Fire Control 12 (Fire Missiles), Force Field 12 (Force Bolt).



**17D Strength Intellect 1X**

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

**2X Agility Willpower 1X**

## SKILLS

Hyper-Breath

## POWERS

**Body Transformation 20 (Solid Form)**

Can turn to granite, steel, or ice

**Life Support 15**

**\*Power Duplication 5**

Limits: Works only with powers relating to the target's skin, such as Body Armor, Resistance, and Invulnerability

**Size Alteration 2**

Limit: Growth only

**\*The Android does not need to make any actions to use Power Duplication; he does it automatically. Once a "skin" has been duplicated, the Android may use it again at any time.**

**CALLING:** Demolisher

**HINDRANCES:** Monstrous, Triggered-Powerless (The Android will deactivate temporarily for 30 exchanges if it takes 20 or more damage points under its right arm.)

**PERSONALITY:** The Awesome Android is a remorseless machine that lives only to destroy. It never wavers from its orders and is not amenable to discussion.

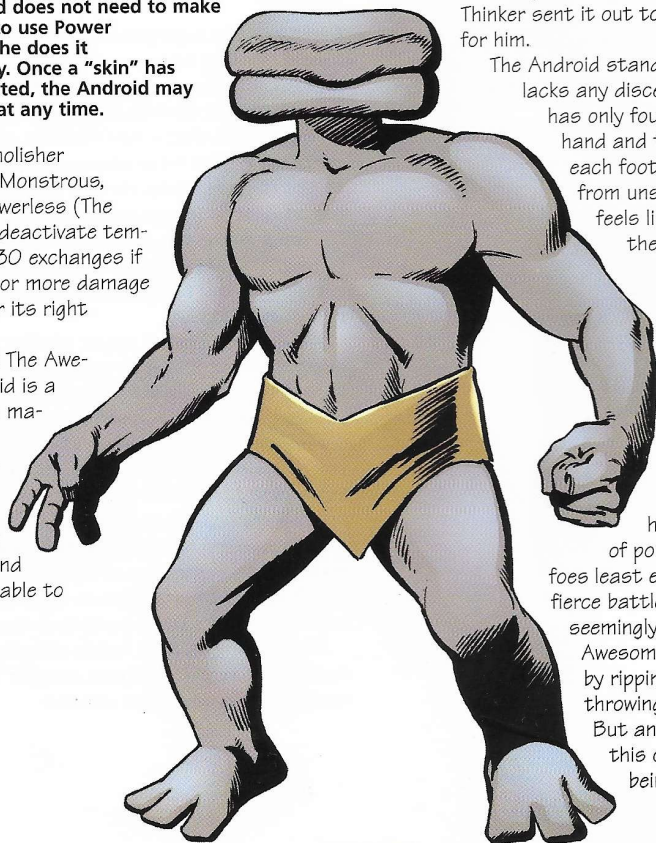
## HISTORY

This android was the Mad Thinker's first foray into robotic mayhem. Realizing that he needed background on the subject, the villain broke into the Baxter Building and stole some notes that Reed Richards had made in the course of robotics research. The Thinker, no mean scientist in his own right, combined Mr. Fantastic's work on DNA and unstable molecules with his own ideas to create an android that could change the texture of his skin to match that of his opponent.

Christening it the Awesome Android, the Thinker sent it out to commit crimes for him.

The Android stands 15 feet tall and lacks any discernible eyes. He has only four fingers on each hand and three toes on each foot. His skin, made from unstable molecules, feels like bubble gum to the touch.

The Thinker has since abandoned this model in favor of newer, more powerful versions designed especially to battle certain heroes. But the original has a nasty habit of popping up when his foes least expect it. In a fierce battle, the Sub-Mariner seemingly destroyed the Awesome Android forever by ripping off its head and throwing it in the ocean. But androids—especially this one—are known for being tough to kill.





**9D Strength Intellect 11A**

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

**9D Agility Willpower 5X**

# MAELSTROM

## SKILLS

**Brawling:** Aerial Combat; Biochemistry, Dimensional Geography, Genetics, Super-Physiology

## POWERS

**Cosmic Awareness 10**

**Kinetic Control 18**

**Absorption, Energy Reflection, Flight**  
**Mind Control 12 (Stunt only)**  
**Transferal**

**CALLING:** World Domination

**PERSONALITY:** Maelstrom is driven, destructive, and disdainful of others—even those he calls friends. Callous and hard, he is willing to sacrifice anything to achieve his goals.

## HISTORY

Over time, the superpowered being known as Maelstrom has had several identities and incarnations, including Anomaly and Malcolm Stromberg, the Cosmic Assassin. The product of an experiment that mixed Inhuman and Deviant genes, he gained his superpowers from exposure to the Terrigen Mists. Himself the product of radical genetic manipulation, Maelstrom possesses a genius for genetic engineering and cloning, which he has used both to heighten his own powers and to create his minions: Gronk, Helios, and Phobius.

Having once tasted power, Maelstrom wanted more. He was constantly searching for new ways to augment his own abilities and establish himself as ruler over mankind. In the process, he has transferred his consciousness from one cloned body to another several times and died at least twice. Now, Maelstrom has advanced to the point where bodies are simply shells for his consciousness, and he has no qualms about switching shells when the time comes. His long-time ally, Deathurge, has played an important role in helping him make these periodic switches.

Maelstrom has done battle with the Inhumans, Quasar, the Avengers, and the Thing. His current whereabouts are unknown.



# MAELSTROM'S MINIONS

The origins of the three superbeings who serve as slaves to Maelstrom remain shrouded in mystery. They might be mutated humans, or perhaps Deviants recruited from the undersea city of Lemuria. But whatever they were when their lives began, they are now simply alter-egos of Maelstrom.

The blubbery Gronk, the sadistic Phobius, and the high-flying Helios are three of the hundreds of minions whom Maelstrom has engineered to serve him in various villainous enterprises. The arch-villain usually keeps one or more of them beside him at all times. Whenever he feels that a particular minion has failed him, he executes that one and activates another "clone." Maelstrom has stored away hundreds of these minions in his bases around the world.

Gronk is the musclemen of the group. His tactics are simplistic—bash, maim, destroy. His yellow skin continually exudes a powerful adhesive that can trap even the mightiest hero.

Phobius eschews hand-to-hand fighting in favor of long-distance psionic combat. His telepathic attacks stimulate the fear centers in his opponents' brains.

The blue-garbed Helios, who flies so fast that no one can see him, frequently serves as Maelstrom's spy.

Another minion, Deathurge, doesn't appear to be a creation of Maelstrom at all. This strange, uncommunicative being seems to be an incarnation of Death itself. Maelstrom has several times commanded Deathurge to slay rebellious minions—or even Maelstrom himself, so that the latter could escape to another cloned body. The black-and-white-clad Deathurge has not always heeded Maelstrom's commands; he appar-

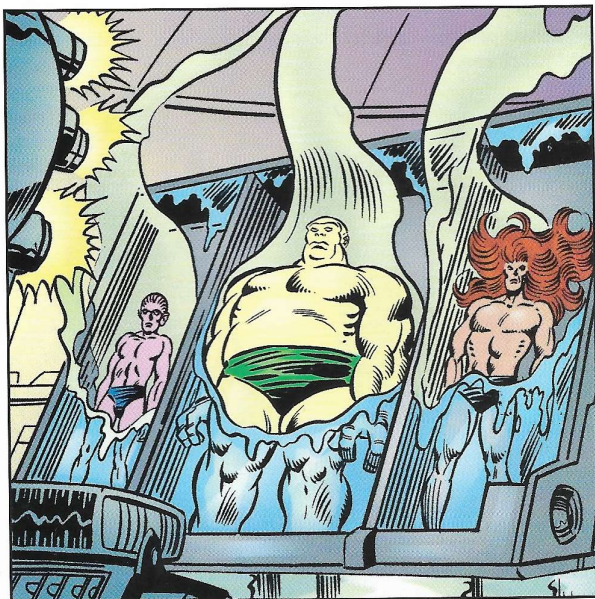
ently acts on his own. Deathurge carries a black spear upon which he occasionally flies.

**Deathurge:** *Strength* 10D, *Agility* 12X, *Intellect* 5X, *Willpower* 8X, *Edge* 3, *Health* 30. *Spears*. *Flight* 13, *Immortality*, *Life Drain* 16, *Phasing* 12 (Partial Phasing, Phase Cutting). *Equipment*: *Death Spear* 14 (*Life Drain*, *Paralysis*). *Calling*: *Soldier*.

**Gronk:** *Strength* 14X, *Agility* 1X, *Intellect* 2X, *Willpower* 1X, *Edge* 1, *Health* 17. *Ensnarement* 14 (*Adhesion*; *Limit*: *Target must be touching Gronk's skin*). *Calling*: *Demolisher*.

**Helios:** *Strength* 4X, *Agility* 13X, *Intellect* 2X, *Willpower* 2X, *Edge* 1, *Health* 17. *Air Control* 12, *Flight* 15. *Calling*: *Soldier*.

**Phobius:** *Strength* 2X, *Agility* 2X, *Intellect* 7X, *Willpower* 9X, *Edge* 1, *Health* 17. *Emotion Control* 14 (*Limit*: *Fear only*). *Calling*: *Soldier*.





**11X Strength Intellect 11X**

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

**5X Agility Willpower 14A**

# THE MAGUS

## SKILLS

Leadership, Manipulation, Mental Control, Trance

## POWERS

Energy Blast 8

Image Summoning 16

Create Doppelganger (Unique Stunt: The Magus can create "evil" doppelgangers with characteristics identical to those of the target. If the image defeats its original in combat, it takes over the body. Limit: Summoned images do not always obey the Magus.)

Mind Control 5

Limit: Only applies to summoned images

Resistance +5 to Cold, Disease, Fire, Heat, Kinetics, and Mental Control

**CALLING:** World Domination

**PERSONALITY:** The Magus is loquacious and arrogant. He seeks to rule the universe by any means possible, and he truly believes that the galaxy will be far more peaceful under his "benevolent" control. In fact, had his "holy empire" come to pass as Thanos foresaw, it would have preserved peace—albeit at the cost of free will and happiness.

## HISTORY

The Magus is the evil future version of Adam Warlock. As such, the two have similar voices and body mannerisms, though there is certainly no mistaking them for one another. Over the years, Adam Warlock had to battle the evil aspect of his personality several times within his own subconscious just to keep his sanity. He knew, however, that he possessed the potential to become that which he most hated.

Thanos knew this as well. When he was planning to conquer the universe, the Death worshipper discovered that Adam Warlock had within him the potential to become the Magus—a religious zealot who would carve out a section of the universe as a "holy empire." Fearing such power, Thanos attempted to undo the events that would lead to the Magus's creation. But although the Death worshipper managed to correct the present so that the holy empire would not rise in the future, he could not destroy the Magus himself.

While Adam Warlock briefly possessed the Infinity Gauntlet, he had power over all reality in his hands. Frightened by this, his subconscious separated his "good" half (the Goddess) from his "evil" half (the Magus) so that he might become purely rational and, thereby, more ready to handle omnipotence. But unbeknownst to Adam Warlock, the separation process had made those fractured parts of his personality real, so both entities now existed in physical form. The Magus attempted to destroy Earth's superbeings by creating evil doppelgangers to possess them in an "Infinity War," which the side of truth and justice eventually won.

Though the Magus suffered defeat that time, his threat still looms large over the universe.



**4X Strength Intellect 6D**

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

**6X Agility Willpower 10C**

## MALICE

### SKILLS

Energy Control; Leadership, Performing

### POWERS

Force Field 15

Energy Bottle, Entrapment, Expanded Field, Forceflight, \*Force Blades, Force Bolt, Force Bubble, Force Cushion, Force Shapes, Force Ram, Remote Field, Scatter Blast, Shield from Energy, Suffocation

Invisibility 8

Invisibility Field, Invisibility to Machines, Remote Invisibility, Remove Invisibility

\*Malice's Force Blades are like Force Bolts except that they can cut through most substances and can easily kill an average human. Any hero reduced to 0 cards becomes comatose.

**CALLING:** Demolisher

**HINDRANCE:** Hateful (of those who ignore her or think themselves better than she)

**PERSONALITY:** Malice is cruel and full of hate. She demands attention and requires that people take her seriously. If they don't, she flies into a rage.

### HISTORY

As her name suggests, Malice is a being of strong negative feelings. She revels in the power she wields and likes nothing better than cutting down all who oppose her. Evil, vicious, and deadly, she is the dark side of Susan Storm Richards.

Malice came into being when the FF crossed paths with the android Hate-Monger, who was then under the control of Psycho-Man. The Hate-Monger altered Sue's mind, shutting away everything within her that was good and loving and heightening all the negative thoughts he could find. The result was an entirely uninhibited Sue who felt no remorse about using her powers to kill.

Although Malice was eventually driven out of the Invisible Woman's consciousness, she lurked in the back of Sue's mind for a long time to come, eventually becoming an entirely separate personality. Over time, the Malice persona began to influence Sue in subtle ways, causing her to become more cruel and demanding. Finally Malice left Sue and inhabited her son, Psi-Lord, who also managed to force her out after much travail.





**4X Strength    Intellect 5D**

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

**5X Agility    Willpower 8B**

# MASTER PANDEMONIUM (MARTIN PRESTON)

## SKILLS

**Occult;** Art (Motion Pictures), Finance, Performing

## POWERS

**Energy Blast 13** (Force or Fire)

Reduces target's Resistance to Fire to 0

**Teleportation 10** (Stunt only)

Summoning (Limit: Demons only)

**Transmutation 18**

Altered Limb (Unique Stunt: Pandemonium can turn each of his limbs into a powerful demon [see Pandemonium's Demon, below].

Each demon remains attached to Pandemonium, but can attack a different target within striking range. Limit: A separate Transmutation action is required to alter each limb.)

## EQUIPMENT

**Amulet of Asmodeus 30**

Teleportation 10, Nullification

(Limit: Demon summoning only)

**CALLING:** Peace of Mind

**HINDRANCE:** Physically Disabled—Unable to walk or handle objects (when legs and arms are demons, respectively)

**PERSONALITY:** Pandemonium cares little for anyone save himself and would happily kill any being who stood between him and his purposes. If he thinks he can recover a piece of his soul, nothing will stand in his way.

## HISTORY

The man now known as Pandemonium did not begin life as the master of all demons. He was once a movie studio executive who, on one fateful night, lost control of his car and went plunging off a cliff. Horribly wounded, dying, his right arm severed, he cried out for help—any help. Unfortunately, it was the arch-demon Mephisto who heard and answered his call. In exchange for his soul, the Lord of Darkness saved his life, but replaced all his limbs with those of demons. Mephisto then took his soul, split it into five pieces, and scattered it across the universe.

Now Pandemonium spends his miserable existence scouring the universe in search of his soul. He has not been able to escape the corrupting influences of his demonic appendages, and thus he often finds himself in conflict with super heroes like the Fantastic Four and the Avengers.

### Pandemonium's Demon:

**Strength 12X, Agility 8X, Intellect 3X, Willpower 0X, Edge 1, Health 17.** One power selected from the following list, plus any one stunt related to that power (if applicable):  
**Additional Limb 12, Body Armor +4, Claws +3, Elongation 12, Horns +3, Plasticity 12, Prehensile Hair 12, Quills +3, Teeth +3.** Hindrance: Monstrous. Calling: Demolisher.



**3X Strength Intellect 8A**

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

**3X Agility Willpower 14X**

## SKILLS

**Scientific Genius (Biology, Biochemistry, Chemistry, Electronics, Genetics, Mechanics, Physics)**

## POWERS

**Invisibility 8**

**Limit: Fools only creatures**

**Mind Control 13**

**Mindwipe, Possession, Transferral**

**Precognition 3**

**CALLING:** World Domination

**HINDRANCE:** Fatally Vulnerable to diseases of all sorts and even mild toxins (including pollution of intensity 15+)

**PERSONALITY:** Maximus is as mad as a hatter.

While Dr. Doom possesses some twisted form of honor, Maximus will stop at nothing to overthrow Black Bolt, and he has done so several times. But he seems to sow the seeds of destruction in whatever plan he makes, thereby ensuring his own failure.

## HISTORY

None of the Inhumans could have ever guessed that the marriage of Agon and Rynda, two of their foremost scientists, would produce two children who were so diametrically opposed in character. Their elder son, Black Bolt, became the just ruler of

# MAXIMUS

Attilan, forever dedicated to protecting and preserving his beloved land. The younger son, Maximus, has devoted his life to overthrowing his brother and usurping the throne.

After he was exposed to the mutagenic Terrigen Mists as a baby, Maximus curiously failed to demonstrate any powers. In fact, he had acquired extensive mind control abilities in that time-honored ritual. But he successfully hid these, as well as his own burgeoning dark side, for quite a long time.

Eventually, Black Bolt caught Maximus conspiring with a Kree ambassador to take over Attilan. Enraged, Black Bolt loosed his devastating sonic voice and destroyed the escaping Kree ship. The remains fell to Attilan, crushing a government building and killing many Inhumans, including the boys' parents. At that point, Maximus lost whatever hold on decency he might once have had and embarked on a career dedicated almost solely to usurping Black Bolt's rightful rule.

Maximus's plots all have the same basic pattern. First, he recruits one or more allies, either from within the Inhuman kingdom or from outside it. Then, perhaps with his partners' help, he develops some new device that either simulates or enhances his mental control abilities. Usually, he succeeds in taking control of the throne temporarily, but Black Bolt and the royal family always defeat him in the end.

In two particularly noteworthy episodes, Maximus used the Alpha Primitives (the underclass that performs the menial labor in Attilan) to further his designs. By exposing several of them to the Terrigen Mists, he transformed them into the Trikon, a collective being who successfully forced the royal family into exile. In another incident, Maximus built the robot Omega, who fed off the Inhumans' guilt about using the Alpha Primitives as slaves.

Though Black Bolt has incarcerated him more than once, Maximus still lives and plots against the royal family of Attilan.





**3D Strength Intellect 5X**

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

**7D Agility Willpower 6D**

# MEDUSA

## (MEDUSALITH AMAQUELIN)

### SKILLS

**Wrestling; Contingent Attack; Leadership**

### POWERS

**Prehensile Hair 15**

**Ensnarement, Fine Control**

**CALLING:** Majesty

**HINDRANCE:** Fatally Vulnerable to diseases of all sorts and even mild toxins (including pollution of intensity 15+)

**PERSONALITY:** As part of the Frightful Four, Medusa was as cruel and vicious as they come. Now she is more even-tempered, but can still be quite abrasive when the safety of her people is on the line. Medusa is completely loyal to her husband and her people.

### HISTORY

Medusa, Queen of the Inhumans, has had a rather checkered history. As a young woman, she formed a close bond with Black Bolt, who later became the rightful king of Attilan. When Black Bolt's traitorous younger brother Maximus seized the throne, Medusa fled the Great Refuge with the rest of the royal family (including her sister Crystal) to avoid an arranged marriage to the hated usurper. But Medusa became separated from her kinsmen. Suffering from amnesia, she entered the world of humans alone and soon found herself involved with the wrong sort of people—specifically, the Wizard, who needed a fourth member for his super-villain group, the Frightful Four. With her new teammates, she fought against the Fantastic Four many times.

Eventually, however, her people came looking for her. At the sight of them, her memory returned, and she made her peace with the Fantastic Four. She then returned with her family to Attilan, where the FF aided the Inhumans in defeating Maximus and restoring Black Bolt to the throne. Some time later, Maximus attempted another coup. After Black Bolt took back his throne yet again, Medusa was finally able to marry her true love.



Once or twice since then, the world of humans has requested and received Medusa's aid. She replaced Sue Richards in the Fantastic Four when the latter was on leave from the team, and she has even cared for young Franklin Richards a time or two.

For the most part, however, Medusa and Black Bolt rule the Inhumans together. She acts as her husband's voice, since he cannot speak without destroying everything around him. Medusa has assumed the mantle of leadership with ease and become something of a mother figure for the Inhumans.

**3D Strength Intellect 8C**

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

**2X Agility Willpower 5D**

### SKILLS

**Clubs (Staff); Geology, Lore (Deviant); Leadership**

### POWERS

**Enhanced Senses 10 (Hearing and Touch)**

**Infravision**

**Radar Sense 3**

**Resistance +14 to Fire**

### EQUIPMENT

**Earthquake Staff 10**

**Earthquake (Tremors; Mini-quakes require everyone within firing distance to make an average Agility (Earth Control) action to avoid losing an action.)**

**Visor**

**Protected Senses 14 (Vision)**

**CALLING:** Vengeance (against surface-dwellers)

**HINDRANCE:** Susceptible to sunlight (compensated by visor)

**PERSONALITY:** The Mole Man hates dealing with surface-dwellers and is always very loud and demanding when discussing anything with them. He gets a little nervous above ground.

### HISTORY

The Mole Man was originally a surface-dwelling human like the rest of us. But because of his short stature and homely appearance, the sensitive young man suffered greatly from the taunts of others. Finally, he fled human society in hopes of finding a semi-mythical underground kingdom. After considerable searching, he discovered the mysterious Monster Isle in the Bermuda Triangle and, from there, an entrance into the underground realm of Subterranea. An avalanche nearly blinded him when he first arrived, but he has since learned to compensate with his other senses.

Since coming to Monster Isle and discovering the underground world, the Mole Man has managed through sheer force of will to become ruler of a vast subterranean kingdom. The Moloids—small, pale humanoid beings who live underground—are fanatically

## THE MOLE MAN (RUPERT)

loyal to him, and he has thousands upon thousands of them at his beck and call. Mole Man has also managed to tame some of the horrifying giant creatures that inhabit Monster Isle, giving him access to a cadre of nearly unstoppable beasts. He has used these creatures time and again to attack the surface world.

Although the Mole Man hates the world above, he has come to realize that if he leaves those who dwell there alone, they will leave him alone. He likes it this way, but should any surface-dwellers dare venture onto Monster Isle or into his subterranean realm, he will surely vent his wrath upon them.

**Moloid:** Strength 4X, Agility 3X, Intellect 1X, Willpower 1X, Edge 0, Health 10. **Invulnerability** (to Mental Control; Limit: 0 defense against Emotion Control). **Equipment:** Hand-held Weapons +2. **Calling:** Guardian (Mole Man).

**Monster Isle Creature:** Strength 22X, Agility 3X, Intellect 1X, Willpower 1X, Edge 3, Health 30. **Invulnerability** (to Mental Control), plus any two of the following: **Additional Limb 5, Body Armor +4, Claws +2, Digging 15, Leaping 15, Poison 15, Quills +3, Sonic Control 15 (Stunt only; Sonar), Teeth +3, Waterbreathing 15, Wings 15.**





**2X Strength Intellect 5B**

**1 Edge ★ Hand Size 3(17)**

**3X Agility Willpower 3X**

# THE MOLECULE MAN

## (OWEN REECE)

### SKILLS

Chemistry, Physics, Radiology

### POWERS

Alchemy 16

Animation, Choking, Dustcloud, Explosion  
Limit: Objects only

Cold Control 16

Flash Freeze, Ice Patch, Ice Ramps, Ice Shield

Disintegration 28

Limits: Disruption only, objects only

Earth Control 16

Earthflight, Entrapment

Transmutation 16

Limit: Objects only

### EQUIPMENT

Wand 18

Duplication (can form a new body for himself),  
Mind Control (Transferal)

**CALLING:** Repentant (previously World Domination)

**PERSONALITY:** Owen is a nervous fellow, and some might call him a bit of a nerd. When he gets angry he can be very dangerous, but his confidence deserts him relatively quickly once he starts to lose a battle.

### HISTORY

Owen Reece was employed as a laboratory technician, but he never felt that his superiors and co-workers appreciated him. A lab accident granted him a most amazing power—the ability to manipulate matter to suit his whims. With a wand to serve as the focus for his transformative energy, Owen could alter or destroy any object at the molecular level. Only nonliving substances were subject to his control, but this was enough to make him a formidable enemy for the world's greatest hero team.

With this tremendous power at his fingertips, he set about showing the world who was boss. The Fantastic Four managed to defeat him, but he was not down for the count.

He proceeded to cause more trouble for the FF and other protectors of peace.

Eventually, Molecule Man decided that world domination was not his cup of tea. He figured prominently as the savior of the universe in the Secret Wars, during which he found a woman he could love (Marsha Rosenberg, a.k.a. Volcana). He settled down with Marsha, intending to live out the rest of his life quietly as a law-abiding citizen. But that was not to be. Various super-criminals (particularly Doctor Doom and the Puppet Master) had noted Reece's remarkable powers, and from time to time one of them would "draft" Molecule Man to help him or her execute some villainous plan. He spent some time in a coma after one of these incidents, and Marsha nursed him back to health. But thereafter she left him, feeling that their relationship was not working. So, as much as Reece might wish to leave his superpowered life behind, it keeps coming back to haunt him.



**18C Strength Intellect 4X**

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

**15X Agility Willpower 5X**

## MORG

### SKILLS

**Axes, Brawling**

### POWERS

**Cosmic Awareness 20**

**Cosmic Energy Control 20**

**Ability Boost (Strength), Absorption, Energy Detection, Healing**

**Energy Blast 20**

**Space Flight 20**

**Life Support**

### EQUIPMENT

**Cosmic Axe +8**

**Energy Blast 25**

**CALLING:** Demolisher

**PERSONALITY:** Morg has never been much for conversation. He's more a "cut off the opponent's head and get on with it" kind of guy.

### HISTORY

Morg was a simple soul with few cares in the world. He just did his job and enjoyed it. The fact that that job was Court Executioner on his homeworld set him apart from his fellow beings to an extent, but other than that, he was a normal guy.

Then along came Galactus to eat Morg's world. His people perished, but the executioner lucked out in one respect: Of all the beings on that doomed planet, the Devourer of Worlds chose Morg, loyal purveyor of death, to become his new Herald. Imbued with the power cosmic, Morg suddenly saw a whole universe of possibilities before him. His new job was a lot like his old one, only instead of killing one person at a time, he got to help his new master destroy entire worlds. By immersing himself in the Well of Life, Morg augmented his powers even further. Armed with his Cosmic Axe, he became a galactic force to be reckoned with.

His status as Herald has naturally led him into conflict with other beings who have formerly held the post, most particularly the Silver Surfer. Morg even managed to get himself killed once, but Galactus revived him so that he could continue his destructive duties.





**14B Strength Intellect 5X**

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

**8B Agility Willpower 4D**

## MS. MARVEL (SHARON VENTURA)

### SKILLS

**Brawling, Climbing, Wrestling; Acrobatics, Driving, Skiing; Performing (Stunts)**

### POWERS

**Lightning Speed 4  
Regeneration 5**

**CALLING:** Responsibility of Power

**HINDRANCE:** Hatred (of domineering men)

**PERSONALITY:** Sharon is a spirited and passionate woman, particularly with regard to her loves and hates. When she became the She-Thing, her monstrous form made her feel unworthy of affection from others, and anger and despondency eroded her fighting spirit to some extent.

### HISTORY

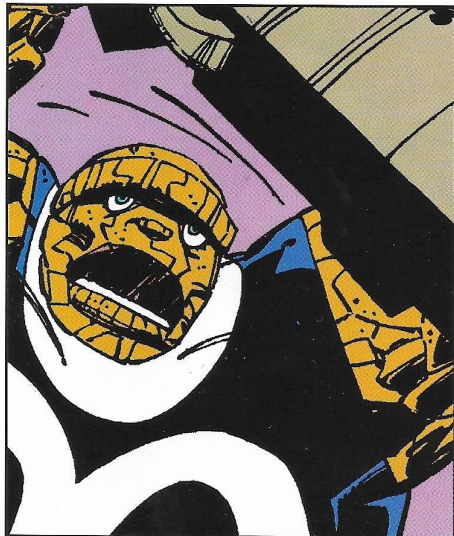
Sharon Ventura has not had an easy life. Her domineering father pushed her beyond all reasonable limits and left her with a need to prove herself constantly. An accomplished athlete, she excelled at some of the world's most dangerous

sports, including mountain climbing, skydiving, and alpine skiing. But even this wasn't enough for Sharon, so she sought out the Power Broker, a mysterious individual who promised to augment her strength beyond human limits. She underwent some of his treatments, but upon discovering that he intended to turn her into a monster, she fought her way out of his lab. Only the timely intervention of the Thing prevented her death at the hands of the Power Broker's enhanced warriors and ensured her ultimate escape. This incident cemented both her hatred of men and her bond of friendship with Ben Grimm—whom she did not consider a normal man because of his monstrous appearance.

Proclaiming herself the new Ms. Marvel, Sharon joined the Fantastic Four at Ben's request while Reed and Sue were on temporary leave from the group. Shortly thereafter, she and Ben had occasion to go into space for a mission. Cosmic rays bombarded their ship, and the radiation turned Ms. Marvel into an incredibly strong, rocky being much like the Thing (whose strength was further augmented as well). Sharon despised her new, monstrous form and wanted to kill herself, but with Ben's support, she eventually came to terms with her new existence.

That is not to say that she was ever really satisfied with her appearance, however. For years, she remained obsessed with transforming herself back into human form. Eventually she even sought out Dr. Doom's aid—a move that severely strained her relationship with Ben and the Fantastic Four. But Doom's treatments turned her into an ever-mutating She-Thing. Thereafter, she served briefly with the Wizard's reconstituted Frightful Four.

**She-Thing:** Strength 18B, Agility 6D, Intellect 5X, Willpower 4X, Edge 2, Health 25. **Brawling, Sonic Slam, Wrestling; Acrobatics.** Body Armor +4, Resistance +4 to all Energy attacks. **Hindrances:** Hatred (of domineering men), Monstrous. **Calling:** Responsibility of Power.



**3X(15X) Strength Intellect 12A**

**3 Edge ★ Hand Size 5(30)**

**4X Agility Willpower 9X**

## NATHANIEL RICHARDS

### SKILLS

Scientific Genius (Bionics, Computers, Dimensional Geography, Electronics, Genetics, Mechanics, Physics, Robotics, Time Machinery, Weapon Systems)

### POWERS

Powered Armor 15

Ability Boost (Strength), Energy Blast, Flight, Force Field, Time Travel

**CALLING:** Adventurer

**PERSONALITY:** Nathaniel is mysterious and soft-spoken, yet stubborn. Perpetually calm and collected, he never gives away exactly what he's thinking or feeling.

### HISTORY

Nathaniel Richards is the father of that most brilliant of heroes: Reed Richards. Every bit as great a scientist as his son, Nathaniel made some of the earliest breakthroughs in temporal and dimensional physics.

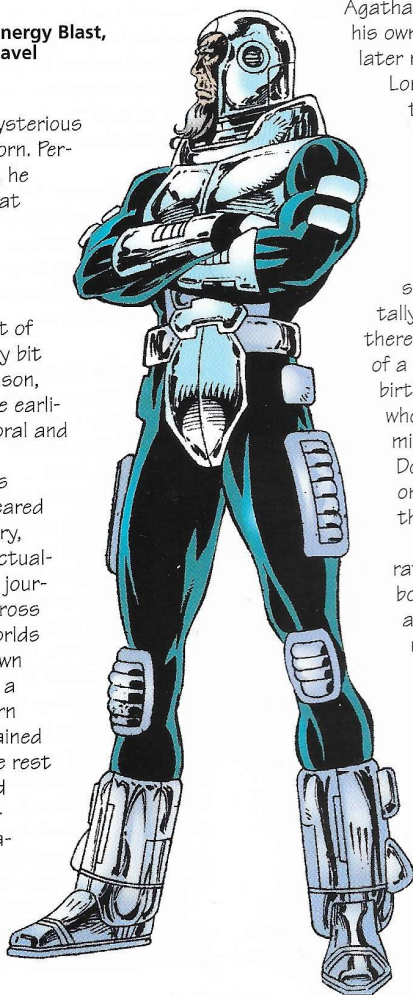
When Reed was only in his twenties, Nathaniel disappeared from his California laboratory, seemingly gone forever. In actuality, he had left on a cosmic journey that would take him across time and space to other worlds and other versions of our own planet. He settled down as a warlord on a future, war-torn Earth, and would have remained there had not Reed and the rest of the Fantastic Four found him. They helped him understand that his wife was manipulating him and that it was time to move on.

Nathaniel and the FF went their separate ways, but the prodigal father returned years later with a rather unsavory goal. Fearful for the world's fate should his grandson's incredible powers go unchecked, Nathaniel kidnapped young Franklin with the help of

Agatha Harkness and raised him as his own. The full-grown Franklin later returned to Earth as Psi-Lord, only to encounter a less-than-warm welcome from his family.

Nathaniel, meanwhile, was busy searching out his other son. It seems that during his time traveling, Reed's father had spent some time in Latveria. Mortally wounded during combat there, he recovered with the help of a gypsy woman. She later gave birth to a boy named Victor, whom Nathaniel suspected might have grown up to become Doctor Doom. Of course, no one except Nathaniel believes that this could be true.

Nathaniel now maintains rather rocky relationships with both his daughter Huntara and his son Reed. Welcome or not, however, his paternal meddling will undoubtedly continue.





## NEW MEN (THE KNIGHTS OF WUNDAGORE)

**History:** More than fifty years ago, Gregor Russell sold part of his vast estate, the mysterious Wundagore Mountain, to Herbert Edgar Wyndham and Jonathan Drew. The two found an enormous vein of uranium in the mountain and used the income it produced to build an advanced genetic research facility on the mountaintop.

After Drew's death, Wyndham continued his experiments. He accelerated the evolutionary processes of various animals in the hope of creating new life forms, and he was successful. Each beast gained the intelligence and some physical characteristics of a human, but kept much of his or her animal appearance. Wyndham renamed himself the High Evolutionary and dubbed his half-human, half-animal creations the "New Men." One of these, Lady Bova the cowwoman, served as foster mother to Quicksilver and the Scarlet Witch, raising them as her own children.

When Wyndham learned that Wundagore Mountain reportedly housed the powerful demon known as Chthon, he decided to train the New Men in battle tactics and the use of weapons so that they could oppose that entity should he ever return. Now called the Knights of Wundagore, the New Men modeled their organization and behavior after an actual medieval order of knighthood, adhering to the ideals of chivalry, integrity, and honor. Armed with their flying atomic steeds and custom-made battle armor, the Knights successfully protected their creator's citadel when Chthon did attack. After the demon's defeat, the High Evolutionary and his Knights migrated to a distant planet in search of peaceful existence. Currently, there is a small settlement of New Men on New Rigel.

Some time later, the High Evolutionary returned to Earth and recreated his cadre of Knights. As before, the creatures dedicated themselves to protecting their master at all costs. Another member soon joined the household of Wundagore—the infant Luna, daughter of the mutant Quicksilver and the Inhuman Cry-

stal (and therefore granddaughter to Magneto). Wyndham agreed to accept the girl as his ward and raise her properly. But Exodus and the Acolytes had other plans. They stormed the mountain fortress and seized Luna. Because of the Acolytes' power, the High Evolutionary abandoned Wundagore Mountain and ordered his Knights to give their full allegiance to Quicksilver, who had arrived to save his daughter. The Knights emerged victorious from the confrontation, though three of their number had died, and the Man-Beast had devolved into a normal wolf.

**Current Status:** The Knights have retaken their citadel on Wundagore Mountain from Exodus, whom they entombed once again with the aid of Thena and Black Knight of the Heroes for Hire. Black Knight remained with them as the Knights' new trainer and aide to the High Evolutionary.

**Noteworthy Members:** The current list of Knights includes: Lady Bova (cow), Sir Delphis (dolphin), Sir Gator (alligator), Sir Ram (ram), Sir Steed (horse), Sir Tyger (tiger), and Lady Vermin (rat). Lord Churchill (bulldog) and Lady Ursula (bear) died defending their home. Man-Beast killed the mysterious Sir Anon, a wolf-mutate who hid his true form under a costume, and secretly took his place.

**Anon:** Strength 9C, Agility 9D, Intellect 3X, Willpower 3D, Edge 2, Health 25. **Natural Weapons, Swords;** Piloting; Tracking. **Claws** +3, **Enhanced Senses** 8 (All), **Teeth** +3. Hindrance: Monstrous. Calling: Soldier. Anon barely got a chance to evolve before he died at the Man-Beast's hands.

**Bova:** Strength 5X, Agility 2X, Intellect 6C, Willpower 6D, Edge 2, Health 25. **Lore (Wundagore), Medicine;** Animal Handling. Hindrance: Monstrous. Calling: Protector. Bova is a kindly soul who heals instead of fighting.

**Churchill:** Strength 8D, Agility 5D, Intellect 4X, Willpower 5D, Edge 2, Health 25. **Swords;** Marksmanship; Tracking. **Enhanced Senses** 10

## NEW MEN (THE KNIGHTS OF WUNDAGORE)

(All), **Teeth** +3. Equipment: **Sword** +2. Hindrance: Monstrous. Calling: Soldier. Churchill was an honorable, loyal, and clever fellow.

**Delphis:** **Strength** 8X, **Agility** 7X, **Intellect** 3X, **Willpower** 3X, **Edge** 2, **Health** 25. **Enhanced Senses** 4 (All), **Lightning Speed** 5 (Swimming), **Resistance** +8 to Cold and Pressure, **Waterbreathing** 3. Hindrance: Monstrous. Calling: Soldier. Delphis is an inquisitive fellow who thinks through his plans before acting.

**Gator:** **Strength** 9D, **Agility** 6D, **Intellect** 3X, **Willpower** 3X, **Edge** 2, **Health** 25. **Natural Weapons;** **Piloting.** **Claws** +2, **Enhanced Senses** 7 (All), **Teeth** +3, **Waterbreathing** 2. Hindrance: Monstrous. Calling: Soldier. Gator is quiet and mysterious, striking only when foes least expect it.

**Man-Beast:** **Strength** 10C, **Agility** 11D, **Intellect** 8C, **Willpower** 9D, **Edge** 3, **Health** 30. **Swords, Natural Weapons;** **Piloting; Genetics, Mechanics; Mental Control.** **Claws** +3, **Mind Control** 10, **Psychic Blast** 16, **Telepathy** 4. Hindrances: **Hateful** (of humans), **Monstrous.** Calling: Vengeance (against the High Evolutionary). Man-Beast schemed to destroy humanity and the High Evolutionary.

**Ram:** **Strength** 11C, **Agility** 5D, **Intellect** 3X, **Willpower** 7D, **Edge** 2, **Health** 25. **Natural Weapons,**

**Swords;** **Piloting; Writing.** **Enhanced Senses** 2 (All), **Horns** +3 (Impalement). Hindrance: Monstrous. Calling: Soldier. Ram is noble and knightly, pledged in faith to his lord and master.

**Tyger:** **Strength** 10C, **Agility** 8C, **Intellect** 3X, **Willpower** 3C, **Edge** 2, **Health** 25. **Natural Weapons, Swords;** **Acrobatics, Piloting; Survival, Tracking.** **Claws** +3, **Enhanced Senses** 8 (All), **Teeth** +2. Hindrance: Monstrous. Calling: Soldier. Tyger is scholarly and wise, and paradoxically just as decadent as any civilized person.

**Ursula:** **Strength** 14B, **Agility** 3D, **Intellect** 3X, **Willpower** 3X, **Edge** 2, **Health** 25. **Brawling, Natural Weapons, Swords;** **Piloting.** **Claws** +2, **Enhanced Senses** 5 (All), **Teeth** +2. Hindrance: Monstrous. Calling: Soldier. Ursula alternated between being boisterous and vicious, but proved her just heart when she committed suicide rather than allow the Man-Beast to enslave her.

**Vermin:** **Strength** 1C, **Agility** 15B, **Intellect** 3X, **Willpower** 4X, **Edge** 2, **Health** 25. **Brawling, Natural Weapons; Escape Artistry, Marksmanship, Thievery.** **Claws** +1, **Enhanced Senses** 12 (All). Equipment: **Rocket Launcher** +1. Hindrance: Monstrous. Calling: Soldier. The clever Vermin is a walking, talking rat. Her high agility makes her a valuable addition to the team.





**4X Strength Intellect 8C**

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

**4X Agility Willpower 11B**

# NICHOLAS SCRATCH AND THE WITCHES OF NEW SALEM

## SKILLS

**Occult, Robotics; Leadership, Manipulation, Politics**

## POWERS

**Magic 10**

## EQUIPMENT

**Satan Staff 13**

**Magic Augmentation** (This magical artifact increases the user's Magic intensity to 13. Limit: The user must have Magic 8+ to use the staff at all.)

**CALLING:** Vengeance (formerly Guardian of New Salem)

**HINDRANCE:** Hatred (of all outsiders)

**PERSONALITY:** Nicholas is an ambitious man who wants not only to protect his people, but also to eliminate any threat to them. He appears genial and pleasant, but he has a very dark, vindictive side and will stop at nothing to reach his goals.

## HISTORY

Nicholas Scratch was once the leader of the New Salem Witches and a powerful magician in his own right. More importantly, as far as the Fantastic Four were concerned, he was the son of Agatha Harkness.

Nicholas left New England with the rest of his people more than two centuries ago to found New Salem in the Colorado Mountains. There the

witches hoped that they could practice their mystic arts without fear of ignorant outsiders turning against them.

Nicholas assumed leadership of the witches when his mother left the coven. When he thought Agatha had betrayed the location of New Salem to the Fantastic Four, he kidnapped her (along with Franklin Richards), intending to banish her with a spell. He also sent a powerful robot called the Eliminator to deal with the FF, but the world's greatest superteam naturally defeated it. Tracing it back to New Salem, they confronted Scratch and turned his own people against him. Nicholas himself was subsequently banished, but he continues to burn with rage against the Fantastic Four because of the part they played in his downfall.

After that incident, the witches cast a powerful spell that teleported their city to some hidden location, where it remains undiscovered to this day. A powerful magical illusion (Illusion 20) makes the town appear perfectly normal to any outsider who might stumble upon it, though its true appearance is somewhat startling. The stone buildings have frightful gargoyles hanging from every corner—and these can be brought to life for defense if necessary. A group of powerful mutated witches called the Salem Seven also aids in defense.

**Witch of New Salem:** Strength 4X, Agility 4X, Intellect 6X, Willpower 7X, Edge 1, Health 17. Magic 7 (Group Casting [Unique Stunt: For every witch involved in casting a spell, the intensity of the Magic increases by 1. Limits: Maximum of 13 participants, maximum Magic intensity of 20, spell requires one exchange per witch to cast]). Calling: Investigator.

**Guardian Gargoyle:** Strength 12X, Agility 8X, Intellect 2X, Willpower 0X, Edge 1, Health 17. Claws +9, Wings 10. Calling: Guardian.



**16X Strength Intellect 6A**

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

**18C Agility Willpower 6D**

### SKILLS

**Aerial Combat, Skating;** Assessment, Astronomy, Biology, Spacecraft; Observation

### POWERS

**Cosmic Awareness 15**

**Energy Sheath 18 (Fire)**

**Flight**

**Fire Control 20**

**Absorption, Blinding, Fireball, Fire Elementals, Fire Missiles, Fire Restraints, Fire Shield, Flame Shapes, Flight, Heat Control, Heat Sphere, Illusion, Nova Flame, Smokescreen, Updraft**

**Life Support 15**

**Resistance +12 to Cold and Heat**

**Space Flight 25**

**CALLING:** Explorer

**PERSONALITY:** Frankie was more than willing to become Galactus's new Herald in exchange for a chance to see the wonders of the universe. Eventually, however, she became slightly disturbed about the morality of her work.

### HISTORY

Frankie's father passed away when she was still a child. Her mother's second husband was Thomas Raye, a humble repairman—or so she thought. In reality, he was Professor Phineas T. Horton, inventor of the android Human Torch.

When the Fantastic Four first blazed their way across the headlines, Thomas decided to rebuild his greatest creation. With the aid of his stepdaughter, he broke into the old warehouse where his workshop had been. Much of his equipment, which the government had impounded, was still there. During their exploration, some rotten floorboards gave way beneath Frankie's feet. Grabbing a lab bench for support, she accidentally doused herself with chemicals and almost immediately burst into a living human flame. Thomas, frightened by the transformation, quickly hypnotized his stepdaughter to prevent her powers from surfacing again.

Years later, Frankie became romantically involved with Johnny Storm. Close association

## NOVA (FRANKIE RAYE)



with the Human Torch soon wore away her hypnotic suggestion, and Frankie regained her powers. She briefly adventured alongside the Fantastic Four.

When Galactus returned to satiate his hunger with Earth's life forces, Frankie offered to become his new Herald if he would promise to leave Earth alone. Galactus agreed and transformed Frankie into Nova. With the new powers that the Devourer of Worlds had given her, she flew through the vastness of space, forever searching out more planets to satisfy the rapacious Galactus. Nova apparently died in combat with the evil Herald called Morg.

**Frankie Raye:** Strength 3X, Agility 5D, Intellect 5X, Willpower 4X, Edge 1, Health 17. Skating, Energy Sheath 8 (Flight), Fire Control 12 (Absorption, Fire Missiles, Fire Shield). Calling: Adventurer.



**17D Strength Intellect 2X**

**2 Edge ★ Hand Size 4(25)**

**4X Agility Willpower 1X**

# ORKA



## SKILLS

**Brawling**

## POWERS

**Animal Control 15**

Limit: Whales only

**Body Armor +2 (Blubber)**

**Lightning Speed 9 (Swimming)**

**Resistance +8 to Cold and Heat**

**Waterbreathing 3**

**CALLING:** Demolisher

**PERSONALITY:** Orka is none too bright, so it is easy for super-villains to manipulate him. He makes good use of his strength in a fight and particularly likes to go after heroes who have defeated him in the past, such as Thor and the Sub-Mariner. At the least provocation, he can explode into primal rages, which make him a truly terrifying opponent.

## HISTORY

A member of the *Homo mermanus* race, Orka has served as heavy muscle for various would-be underwater conquerors. When Warlord Krang sought the throne of Atlantis, he recruited Orka

to help him battle Namor. The Sub-Mariner defeated the pair and exiled them both for their treachery.

Krang later chose Orka as a test subject for an experiment. By imbuing his fellow exile with the power of a killer whale, he increased Orka's strength and bulk, enabled him to breathe out of water, and gave him control over whales. Orka attacked Namor with his new powers, but the latter once again defeated his adversary soundly.

Later, the Brand Corporation experimented further on Orka, increasing his mass again and giving him a thick layer of blubber for protection. The Avengers attacked and defeated the Atlantean while he was on a mission for Brand, but he managed to escape. He later faced the Avengers once more as a soldier of Attuma when the latter attacked the surface world. In this and future meetings, the Avengers bested Orka again and again. The whale-man remains in the sea however, and is an easy hire for the next super-villain who needs a bruiser to carry out a water-related scheme.

**19D Strength Intellect 12X**

**4 Edge \* Hand Size 6(30)**

**8D Agility Willpower 21C**

## THE OVER-MIND (GROM)

### SKILLS

**Brawling; Flinging; Mental Control, Mesmerism**

### POWERS

**Ability Boost 4 (Strength)**

**Emotion Control 18**

Broadcastable, Multiple Targets, Resistance to Mental Control

**Energy Blast 12**

**Gestalt 6**

Limit: Permanent (The minds of six telepaths are fused inside the Over-Mind and cannot be released.)

**Illusion 12**

**Imitation 12**

**Mind Control 18**

Mindwipe, Possession

**Paralysis 18 ("Eye Beams")**

moved into space, adding ever more galaxies to their growing empire. But on the huge and mighty world of Gigantus, they met their match. The race native to that world fought back hard, and the devastating war consumed both groups of combatants.

In a last-ditch effort to save their people, the remaining Eternians decided to imbue one of their number with the collective consciousness of their kind. The individual they selected to become the exemplar of their race was Grom, Champion of Champions in the deadly arenas. They placed the mental energy of all surviving

Eternians into this perfect warrior, and thus was born the Over-Mind.



**CALLING:** Demolisher

**HINDRANCE:** Overconfident

**PERSONALITY:** The Over-Mind is disdainful of mere mortals, supremely confident of his own powers, and generally angry at the world.

### HISTORY

The Over-Mind is the exemplar of an ancient race of beings called the Eternians. These advanced, war-loving people conquered their entire galaxy, then

This gestalt being drifted through space in suspended animation for untold eons before coming to Earth. Upon his arrival, he set about reclaiming the heritage of his lost people: war and conquest. This agenda inevitably brought him into conflict with the Fantastic Four and even Dr. Doom. Earth's heroes managed to defeat him, but he may well be back someday.

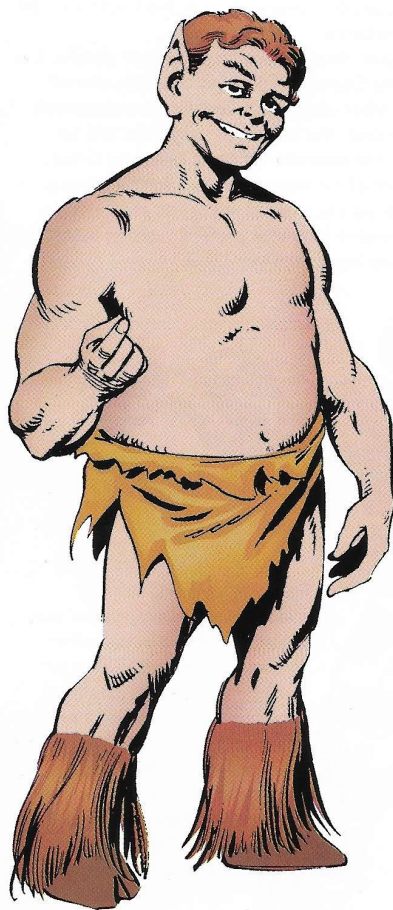


**4X Strength Intellect 5D**

**1 Edge ★ Hand Size 3(17)**

**3X Agility Willpower 3D**

## PIP THE TROLL (PIP GOFERN)



### SKILLS

Dimensional Geography; Taunting

### EQUIPMENT

Space Gem 20

Teleportation (Passengers, Quick Turnaround)

**CALLING:** Adventurer

**PERSONALITY:** Though others might find him lewd, lascivious, and dissolute, Pip considers himself just a fun-loving guy. A true hedonist, he tries not to take things too seriously. He does, however, feel a close kinship with and responsibility to his friends, especially Adam Warlock.

### HISTORY

Pip Gofern, alias Pip the Troll, came from the planet Laxidazia, where he once ruled as prince. Most of the people on his homeworld closely resemble humans. A few, however, have permanently changed into troll-like beings because of excessive partying and the consumption of a certain ale with mutagenic effects. After his own such transformation, Pip set off for the stars in search of the next great party. He has been traveling the known galaxy and enjoying himself ever since.

Somewhere along the way, he managed to acquire a sense of responsibility, probably through his friendship with Adam Warlock. The two had a number of cosmos-spanning adventures together, and both were members of the Infinity Watch. During the war for the Infinity Gauntlet, Pip nearly died. But though his soul was banished to Soulworld, he escaped by possessing the body of Ralph Bunker.

Adam Warlock has entrusted Pip with the Space Gem, which enables its bearer to teleport through space. This has greatly increased the fun-loving troll's ability to explore new worlds and locate parties in the making.

**10X Strength Intellect 9C**

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

**7C Agility Willpower 9C**

## THE POWER SKRULL (PAIBOK)

### SKILLS

**Marksanship, Piloting:** Spacecraft, Super-Physiology; **Leadership, Politics**

### POWERS

**Cold Control 15**

**Ensnarement, Ice Missiles, Ice Patch, Ice Ramps, Ice Sculpture, Ice Shield, Ice Walls, Resistance to Cold**

**Energy Blast 12**

**Shapeshifting 12**

**Size Alteration**

**CALLING:** Gloryhound

**PERSONALITY:** Paibok is a typical Skrull captain, loyal to his cause and to his empress. He is very, very ambitious and somewhat temperamental; his cold, calculating exterior hides an inner anger that can burst forth at any moment. Paibok believes that it is the destiny of his people to bring peace to the galaxy by conquering it. During that process, he intends to make a name for himself in any way he can—and what better way could there be than to defeat those age-old enemies of the Skrulls, the Fantastic Four?

### HISTORY

Taking a cue from the original Super-Skrull, Paibok transformed himself into the Power Skrull through a series of torturous experiments. Although he now has incredible powers, all the pain and trauma involved in acquiring them left him a little twisted in the thinking department (even by Skrull standards). What was originally a goal for the greater Skrull Empire—defeating the Fantastic

Four and conquering Earth—became an obsession for Paibok, especially after the FF had foiled a few of his plans.

The Power Skrull knows that even with his augmented abilities, he cannot take on the Fantastic Four head-to-head. Over the years, he has come up with all manner of complicated plans to bring down the FF, either together or separately. Toward that end, he has often worked with other super-villains, especially his protégé (Lyja Lazerfist), and Devos the Devastator. The Power Skrull's plans are always devious, sneaky, and designed to bear fruit only after a long and sometimes complex implementation.





**3X(14X) Strength Intellect 9A**

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

**4X(9X) Agility Willpower 8X**

# PSYCHO-MAN

## SKILLS

**Dimensional Geography, Electronics, Psychiatry, Weapon Systems**

## EQUIPMENT

**Emotion Control Box 16 ("Psycho-Ray")**

**Emotion Control** (can affect multiple targets; **Limit:** Fear, doubt, and hate only)

**Powered Armor 14**

**Ability Boost 9 (Agility), Ability Boost (Strength), Size Alteration** (Crossing the Pym Barrier [Because Psycho-Man is naturally microscopic, crossing the Pym Barrier allows him to grow and enter our world. His maximum size is slightly bigger than an average human, although he can change sizes in Sub-Atomica.]

**CALLING:** World Domination

**PERSONALITY:** A self-absorbed braggart, Psycho-Man relishes manipulating the minds of others and then lord-ing his successes over them.

## HISTORY

Psycho-Man hails from the cluster of worlds known as Sub-Atomica. In this microscopic realm are a number of different planets, including Traan, the villain's homeworld.

As Traan's premier scientist, Psycho-Man had to find a solution when his people began to outgrow their tiny universe. He decided that they would have to emigrate to the larger world beyond Sub-Atomica. Toward that end, he created a suit of powered armor that would support him in our world, then set about conquering Earth in preparation for his people's arrival. This was, of course, more difficult than he

had envisioned—primarily because the Fantastic Four discovered, opposed, and defeated him. But he didn't give up trying.

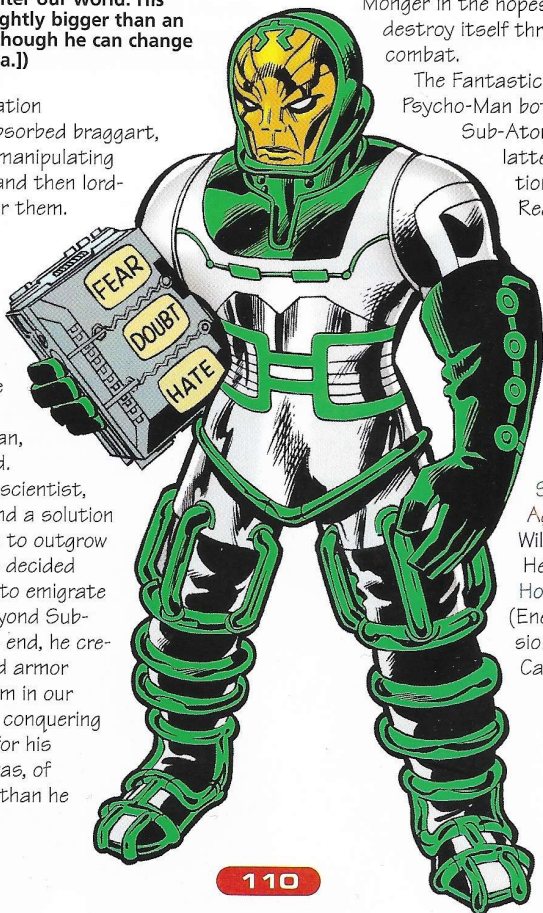
Psycho-Man is an expert at manipulating emotions, and he has created a number of devices that allow him to do just that. He has also been known to employ henchmen—presumably humans from our world who were not aware of his master plan—to do his dirty work. Live Wire and Shellshock have both worked for him, and

Psycho-Man also created an android Hate-Monger in the hopes of making humanity destroy itself through internecine combat.

The Fantastic Four have fought Psycho-Man both in our world and in Sub-Atomica, reaching the latter through an invention of Reed's called the Reducta-Craft.

**Live Wire:** Strength 5X, Agility 6X, Intellect 5X, Willpower 3X, Edge 2, Health 25. **Equipment:** Electrified Lariat +5, Electro-Gun +5. **Calling:** Greed.

**Shellshock:** Strength 4X, Agility 6X, Intellect 5X, Willpower 4X, Edge 2, Health 25. **Equipment:** Homing Missiles 12 (Energy Blast [Explosion], Homing System). **Calling:** Greed.



**2X Strength Intellect 5D**

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

**2X Agility Willpower 8C**

## THE PUPPET MASTER (PHILIP MASTERS)

### SKILLS

**Mechanics; Art (Sculpting), Mental Control**

### EQUIPMENT

**Radioactive Clay Dolls 15**

**Mind Control (Transferral; Limits: One target at a time, must have seen subject)**

**CALLING:** Guardian (of Alicia Masters)

**HINDRANCE:** Obsessive (about protecting his stepdaughter)

**PERSONALITY:** The Puppet Master is a high-strung, frantic little fellow. He has a bit of an inferiority complex, so he loves controlling big, strong guys like the Thing.

### HISTORY

Philip Masters wasn't always a supervillain. Born in Transia, he emigrated to the U.S. at the age of eight. Though he excelled in school, his cultural differences set him apart from other students. In college, he made his first friends—Jacob Reiss and Marcie Deaton. After graduation, he and Reiss (who had married Deaton and produced a daughter named Alicia) established a small research center. There, they tried to use some magical clay Masters had found on Wundagore Mountain to recreate the life-spawning conditions of primordial Earth.

But Masters grew jealous of Reiss's success and happy family life, so he sabotaged the research facility. The resulting explosion killed Jacob, injured his wife, and blinded Alicia. Masters later married Marcie, but she died thereafter from the lingering

effects of the explosion. This caused Philip to lose his already tenuous grip on sanity; thereafter, he cared for nothing in the world except his beloved stepdaughter, to whom he taught his art.

Philip opened a sculpture workshop and began to experiment with the clay from Transia as an artistic medium. He discovered that when he used it to create lifelike sculptures of people he had seen, he somehow gained control over the individuals his statues depicted. At that point, he took the final step into super-villainhood. Adopting the name Puppet Master, he forced innocent parties to commit crimes for him.

At one point, the crazed Puppet Master constructed an entire town in miniature, complete with clay dolls as occupants. With a device of his own creation, he could transfer the mind of an unconscious victim into one of the dolls and animate it, all without the subject realizing what had happened. A person could live out an entire lifetime in this miniature town without ever realizing that it wasn't the real world.

The Puppet Master has never lost his protective instinct concerning his stepdaughter, however. Alicia's well-being is still his foremost concern, and he goes to great lengths to ensure that she is both safe and happy. As much as Philip hates the Fantastic Four for constantly interfering with his schemes, he has occasionally worked with the FF on his stepdaughter's behalf. On one such occasion, he was instrumental in helping the FF uncover the truth about Lyja Lazerfist, the Skrull agent who had successfully impersonated Alicia for several years.





**14X Strength Intellect 11A**

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

**2X Agility Willpower 9X**

# QUASIMODO

## SKILLS

**Scientific Genius (Astronomy, Biochemistry, Biology, Bionics, Chemistry, Computers, Electronics, Genetics, Mechanics, Physics, Robotics, Spacecraft, Weapon Systems)**

## POWERS

**Body Armor +2**

**Computer Link 13**

**Haywire, Machine Animation, Mechanical Link, Multiple Machines**

**Energy Blast 12 ("Eyebeam")**

**Regeneration 5**

**Resistance +14 to Aging, Disease, Gases, and Poison**

**CALLING:** Vestige of Humanity

**PERSONALITY:** Quasimodo is cold, arrogant, and calculating. But despite all of his villainy, he no longer revels in mindless destruction. His deepest desire is to become a human being, so most of his recent schemes revolve around the acquisition of more knowledge or of a form that looks more human.

## HISTORY

At one point in his villainous career, the Mad Thinker designed a computer system of exceptional capability and named it Quasimodo (Quasi-Motivational Destruct Organism). To improve the machine's value to him, the Thinker bestowed upon it a sense of identity and the ability to feel emotions.

At first, Quasimodo felt nothing but devotion for his creator and master. But the machine quickly realized that he was not really human and began longing to become so. To ensure Quasimodo's continuing support for his schemes,

the Mad Thinker frequently promised his cybernetic minion a humanoid body. But that promise was never fulfilled. The Fantastic Four defeated the Mad Thinker time and again, and finally he abandoned poor Quasimodo to his own devices.

Help was not long in coming, however. The Silver Surfer sensed the computer's rudimentary emotions and investigated their source. Pitying Quasimodo's state as an inanimate object, the Surfer used his powers to create a new, powerful, cybernetic body for him. The newly made android reveled in his "life" and ran amok. Realizing that Quasimodo was in fact evil to the core, the Surfer transformed him into stone. But the computer had a self-repair ability that eventually returned his new body to mobility.

Since then, numerous super heroes have foiled Quasimodo's world-conquest schemes. Several years ago, the evil android sensed a powerful computer system on the planet Xandar. After breaking into the Baxter Building, he

headed for Xandar aboard one of

the Fantastic Four's spaceships. The villainous Sphinx intercepted him and destroyed his body, but Quasimodo beamed his electronic soul back to Earth. Eventually, when the Vision took over the world's computer systems, he discovered Quasimodo's essence and expelled it into space.



**8X Strength Intellect 12A**

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

**4D Agility Willpower 8D**

## RAMA-TUT

### SKILLS

**Scientific Genius (Archaeology, Chemistry, History, Mechanics, Radiology, Time Machinery, Weapon Systems)**

### EQUIPMENT

**Time Machine 24 (shaped like a sphinx)**

**Time Travel**

**Ultra-Diode Ray Gun 10**

**Mind Control, Nullification (Dampening Field, Extensive Nullification, Restoration)**

**CALLING:** Majesty

**PERSONALITY:** The time-traveling Rama-Tut, a normal human from the future of an alternate Earth, became a god in the eyes of a primitive people. Loud, brash, and demanding, he began to believe his own press about being a god.

### HISTORY

Rama-Tut, King of Kings, Master of Men, and Lord of the Seven Suns, ruled ancient Egypt thousands of years ago. His reign took place during a dark time in Egyptian history about which modern man knows very little.

But he was not born into the royal line of ancient Egypt—in fact, he was not Egyptian at all. He may have been a descendant of the Nathaniel Richards who lived as the Warlord in the future of an alternate Earth. The man who would become Rama-Tut grew up in the thirty-first century—a time of such peace and prosperity that he found life excruciatingly dull.

Then, on a trip to the abandoned home of his famous ancestor Nathaniel, he discovered the secrets of time travel. The young man rebuilt the time machine he found there into the shape of a sphinx and journeyed back to ancient Egypt. The trip damaged his ma-

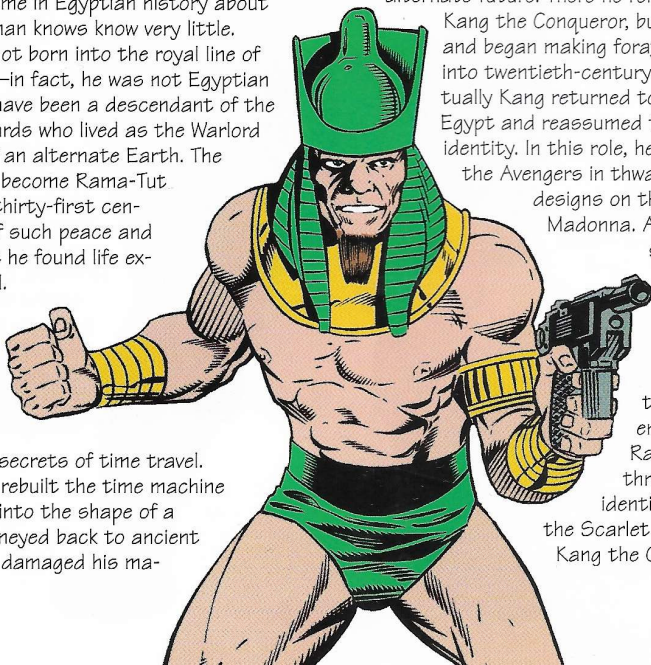
chine, but using his technology, he managed to set himself up as Pharaoh. Adopting the name Rama-Tut, he ruled there until the Fantastic Four traveled back in time seeking a mythical cure for blindness. Rama-Tut knew of them from records in his native time period, and he used his superior weaponry to capture and enslave them. With the help of another time traveler, Doctor Strange, the FF overthrew the tyrannical Pharaoh, who escaped into the timestream.

A “time storm” forced him out in the twentieth century, where he found Doctor Doom adrift near the planet Jupiter. Recognizing the Latverian monarch from thirty-first-century records, he rescued Doom and sent him back to Earth.

At this point, Rama-Tut’s actions caused a divergence of realities. In one, he journeyed a short time into the past and became the Scarlet Centurion. In the other, he continued his journey into the future, but overshot his goal, arriving on the war-torn Earth in 4000 AD of an alternate future. There he renamed himself

Kang the Conqueror, built an empire, and began making forays of conquest into twentieth-century Earth. Eventually Kang returned to ancient Egypt and reassumed the Rama-Tut identity. In this role, he later aided the Avengers in thwarting Kang’s designs on the Celestial Madonna. At the age of seventy-five, he journeyed to Limbo and became Immortus.

The Fantastic Four have encountered Rama-Tut in three of his other identities: Immortus, the Scarlet Centurion, and Kang the Conqueror.





**2X Strength Intellect 9A**

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

**3X Agility Willpower 6X**

## THE RED GHOST (IVAN KRAGOFF)

### SKILLS

Scientific Genius (Astronomy, Biochemistry, Computers, Electronics, Genetics, Mechanics, Physics, Radiology, Spacecraft, Super-Physiology)

### POWERS

#### Phasing 15

Airwalking, Partial Phasing, Phase Shift, Scrambling

**CALLING:** Peace of Mind

**PERSONALITY:** The Red Ghost has a slight inferiority complex, for which he overcompensates by bragging about his own abilities. He is a stereotypical superpowered bully.

### HISTORY

Ivan Kragoff was one of the greatest minds the Soviet Union ever produced. His expertise spanned all scientific fields, from space travel to animal handling. Upon hearing about what had happened to the Fantastic Four on their first trip into space, he conjectured that he too might acquire superpowers this way. Toward that end, he put three apes through a training program of his own design so that they could serve as his crew on a secret mission to the moon.

Ivan's wish for enhanced abilities was fulfilled when cosmic radiation bombarded his ship—he and all three members of his simian crew gained superpowers. Once the Red Ghost and company arrived on the

moon, they confronted the Fantastic Four, who had also gone there on a mission. The two four-somes fought in the moon's Blue Area (a zone where oxygen exists). Both teams managed to escape, but they were forever at each other's throats after that.

The Red Ghost trained his Super-Apes well; all three primates are fanatically loyal to their master and teacher. When last seen, however, the Red Ghost appeared to have lost his human intellect—possibly to his apes. Whether this is a long-term effect of the original radiation bombardment or the result of some other incident is unknown.

**Feotor the Orangutan:** Strength 8X,

Agility 5X, Intellect 3C, Willpower 2X, Edge 2, Health 25. Electronics, Mechanics.

Gravity Control 12 (Telekinesis). Calling: Soldier.

**Igor the**

**Baboon:** Strength 6X, Agility 6D,

Intellect 3X, Willpower 2X, Edge 2, Health 25.

Marksmanship.

Shapeshifting 12 (Elongation, Plasticity, Size Alteration). Calling: Soldier.

**Miklho the Gorilla:**

Strength 19X, Agility 5D, Intellect 3D, Willpower 3X, Edge 2, Health 25.

Piloting: Spacecraft. Calling: Soldier.



**12D Strength Intellect 8C**

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

**6C Agility Willpower 8X**

## RONAN THE ACCUSER

### SKILLS

**Brawling; Marksmanship, Piloting;** Law (Kree),  
Weapon Systems

### POWERS

**Body Armor +4**  
**Inulnerability** to Universal Weapon's damage

### EQUIPMENT

**Cone of Invulnerability 20**  
**Force Field** (to visual distance)

**Spaceship 15**  
**Teleportation** (Passengers,  
Summoning)

**The Universal Weapon 16**

**Disintegration,**  
**Energy Blast,**  
**Energy**  
**Reflection,**  
**Gravity Control,**  
**Invisibility, Stun**  
**Blast**

**Limit:**  
**Masochistic**  
(Touching the  
Weapon inflicts  
intensity 22  
damage each  
exchange until it is  
released.)

**CALLING:** Soldier

**PERSONALITY:** Ronan is single-minded about his duty. He feels that he is the hand of justice for the greatest civilization in existence and acts accordingly, following with pride the orders of the Kree Supreme Intelligence. But although he usually exhibits an attitude of haughty superiority over those he accuses, Ronan does not act out of malice or evil intent—he is simply a soldier carrying out his orders.

### HISTORY

In a far-off galaxy live the Kree—warlike aliens who have traveled all over the universe and once maintained an extensive empire. With such far-flung holdings, the Kree needed enforcers to uphold their laws and customs in the far reaches of space. Thus it was that Ronan the Accuser and others like him were charged with meting out justice to violators on any world.

When the Fantastic Four deactivated one of the Sentries that the Kree had

left on Earth, Ronan came to punish them. Using the matter transporter and the cone of invulnerability in his ship, he captured the FF. The trial of Reed, Sue, Johnny, and Ben consisted basically of

Ronan declaring them guilty and having at them with the Universal Weapon. This is, in fact, the way he always conducts business, for Ronan decidedly prefers the punishment part of his job to the accusation part.

Whenever Ronan is in serious trouble—about to die, for example—his ship teleports him back aboard automatically, so that he can lick his wounds in peace.

Presumably, he is still tracking miscreants through space and punishing them, even though the Kree Empire is a thing of the past.





# THE RUINED

**History:** It all started when DRC, an American conglomerate based in Paris, began excavating some ruins deep beneath the city streets. Three young French radicals—Yvette Diamonde, Laurent Levesseur, and Hervé DuBois—tried to prevent DRC from opening an ancient tomb at the dig. Much to everyone's ultimate regret, they failed. The tomb door opened, loosing a horde of dangerous spirits on the innocent bystanders.

These ancient ghosts immediately possessed everyone in sight (everyone, that is, except Yvette Diamonde), turning the poor, unsuspecting Frenchmen into monsters. Calling themselves the Ruined, these creatures claimed to be guardians of the ancient ways who had watched helplessly from their prison as mankind committed environmental atrocities upon the planet. Now freed, they intended to return the Earth to its original, pristine state—the way it was when they were alive. Yvette, though not transformed, willingly joined their cause.

Ultimately, the Fantastic Four managed to close the portal, free the possessed Frenchmen, and foil the creatures' plan.

**Current Status:** Since Martyr retained her powers, the Ruined may yet rise again to stop the despoiling of the planet.

**Noteworthy Members:** Martyr, B'Arr, Exalt, and Stem were the Ruined to be reckoned with. The remaining spirits transformed their hosts into various nasty-looking creatures, but none had the powers of the first four.

**B'Arr (Hervé DuBois):** *Strength* 12X, *Agility* 6X, *Intellect* 3X, *Willpower* 7X, *Edge* 2, *Health* 25. *Body Armor* +4, *Energy Blast* 15. *Calling:* Exemplar. B'Arr is the rock-solid base upon which the Ruined rest—the keeper of their ancient traditions and the guardian of the Martyr's mystical blade. His body is partially sheathed in a stone-hard hide that both gives him strength and protects him from the powers of the blade when he holds it. His left arm is bare, but he can unleash powerful energy blasts through it.

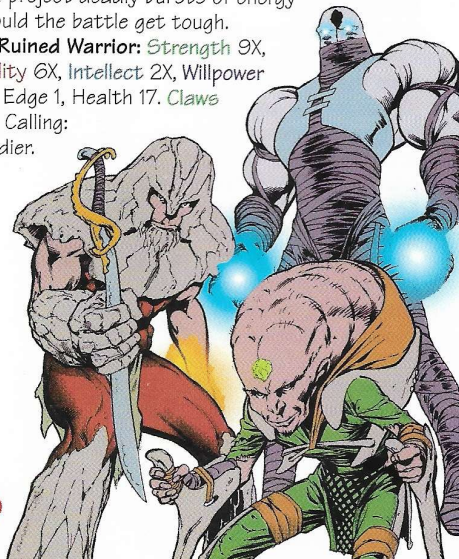
**Exalt (Laurent Levesseur):** *Strength* 13X, *Agility* 12X, *Intellect* 3X, *Willpower* 5X, *Edge* 3,

*Health* 30. *Power Fists* +8. *Calling:* Exemplar. Wrapped in blue armor, Exalt is the powerful fist of the Ruined. Always eager to jump into battle, he is entirely dedicated to the Ruined's cause.

**Martyr (Yvette Diamonde):** *Strength* 3X(16X), *Agility* 4X (16X), *Intellect* 7X, *Willpower* 7X, *Edge* 2, *Health* 25. *Absorption* 15 (Energy). *Equipment:* *Mystic Sword* +4, *Mystic Armor* 16 (*Ability Boost* [Dual *Ability Boost* (*Strength*, *Agility*)]). *Calling:* Idealist. Martyr is the heart of the Ruined—a human who freely dedicated herself to the group's cause by taking up the ancient blade. She turned against her fellow Ruined for a time after discovering that their agenda meant transforming all of Earth into a new world. Although the rest of the Ruined were banished from Earth, Martyr retains her full powers as long as she wields the mystic blade.

**Stem (Aaron Starr):** *Strength* 2X, *Agility* 2X, *Intellect* 12X, *Willpower* 10C, *Edge* 2, *Health* 25. *Finance, Manipulation, Energy Blast* 18. *Calling:* World Domination. Stem is the brains of the operation—a fact made obvious by the size of his head. The CEO of DRC prior to his transformation, he knows the secrets of manipulation and obfuscation, as well as how to lead his people into battle. The emerald crystal in his forehead can project deadly bursts of energy should the battle get tough.

**Ruined Warrior:** *Strength* 9X, *Agility* 6X, *Intellect* 2X, *Willpower* 3X, *Edge* 1, *Health* 17. *Claws* +4. *Calling:* Soldier.



# THE SALEM SEVEN

**History:** When the Witches of New Salem made their home in the Colorado Rockies, they thought they had found a place remote enough to ensure their peace and privacy. For a while, no one bothered them, but eventually society discovered the settlement. While the witches were confident that their magic could fend off most humans, they felt that the growing numbers of enhanced individuals might eventually pose a threat.

Thus, they decided to create their own group of superpowered guardians to protect New Salem from outside intruders. Seven of the coven's witches—the sons and daughters of Nicholas Scratch—volunteered to undergo a painful and permanent magical transformation. This process stripped them of their magical abilities and granted them superpowers instead. Thus the Salem Seven were born.

**Current Status:** Although the Salem Seven once answered to Nicholas Scratch, they now serve the whole community, protecting New Salem from those who would do it harm.

**Noteworthy Members:** The Salem Seven always fight as a team and, although they are not very powerful individually, they can be formidable together. These superpowered witches are not exactly evil; they are simply looking out for their own. They show absolutely no mercy when it comes to dealing with outsiders.

**Brutacus:** Strength 14C, Agility 6X, Intellect 3X, Willpower 7X, Edge 1, Health 17. Brawling, Natural Weapons. Claws +3. Calling: Guardian. A catlike warrior with super strength, Brutacus is always in the front of the fray.

**Gazelle:** Strength 7X, Agility 13C, Intellect 4X, Willpower 7X, Edge 1, Health 17. Acrobatics, Martial Arts. Leaping 4, Lightning Speed 4. Calling: Guardian. Gazelle, a super-agile fighter, prefers to dazzle her opponents

with acrobatic maneuvers before she strikes.

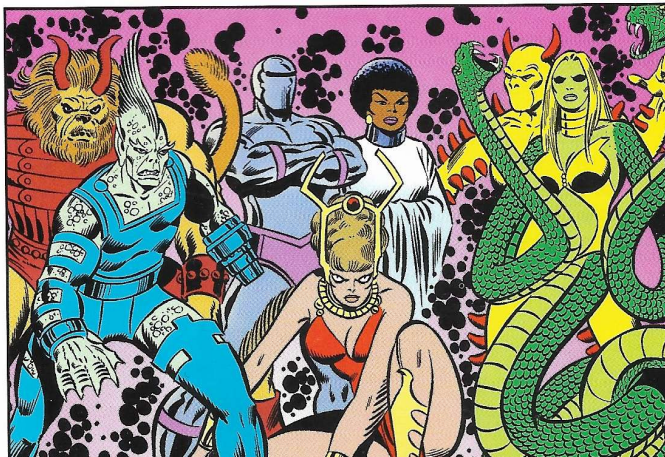
**Hydron:** Strength 4X, Agility 5X, Intellect 5X, Willpower 7X, Edge 1, Health 17. Body Transformation 12 (Liquid Form; Limit: One form only [Water]), Water Control 12. Calling: Guardian. The fishlike Hydron likes to hang back and direct water blasts at his foes while those with more physical prowess mix it up with their opponents.

**Reptilla:** Strength 7D, Agility 6X, Intellect 5X, Willpower 7X, Edge 1, Health 17. Wrestling, Elongation 12 (Telescopic Attack [Ensnarement]; Limit: Arms only), Poison 12. Calling: Guardian. Reptilla has serpents for arms and enjoys fighting hand-to-hand.

**Thornn:** Strength 5X, Agility 6X, Intellect 4X, Willpower 7X, Edge 1, Health 17. Quills +6 (Volley; Energy Blast 12 [Explosion]). Calling: Guardian. Thornn is a distance fighter whose explosive spines can easily cripple most humans.

**Vakume:** Strength 3X, Agility 4X, Intellect 6X, Willpower 8X, Edge 1, Health 17. Air Control 12 (Limit: Can only create an airless bubble around a target at firing distance), Phasing 12. Calling: Guardian. Vakume's bubbles can disable even the toughest opponents by depriving them of air.

**Vertigo:** Strength 3X, Agility 4X, Intellect 6D, Willpower 8X, Edge 1, Health 17. Occult. Hypnosis 12 (Stunt only; Vertigo). Calling: Guardian. Vertigo has the power to disrupt opponents' balance. She plays a supportive role in battle.





**16D** Strength    Intellect **8D**

**2** Edge ★ Hand Size **4(25)**

**14C** Agility    Willpower **9B**

# SERSI

## SKILLS

Brawling; Acrobatics, Sleight of Hand; Energy Control; Mesmerism, Performing (Acting and Dance), Taunting

## POWERS

Cosmic Energy Control 15

Ability Boost (Strength), Absorption, Healing, Starburst

Energy Blast 15

Flight 15

Illusion 15

Immortality

Invulnerability to Aging, Cold, Disease, Electricity, Energy, Heat, Poison, and Radiation

Mind Control 12

Telekinesis 10

Forceflight

Telepathy 8

Teleportation 20

Limit: Sersi must make a *desperate Strength* action on arrival or be paralyzed with pain for an aura duration.

Transmutation 15

Rapid Shift

**CALLING:** Thrill-Seeker

**PERSONALITY:** Sometimes playful and even a little hedonistic, Sersi can nevertheless be deadly serious when she's crossed.

## HISTORY

Sersi is indeed that same lady who made her way into the history books as the temptress of Odysseus during his long voyage after the Trojan War. It has been some time since she spent her days tormenting Greek heroes, but Sersi has not changed much physically. She is, after all, immortal—one of the Eternals who still make their home in Olympia.

In recent years, Sersi has given her life over to more noble pursuits, such as fighting alongside the Avengers and other super heroes who want to do some good in the world. Like the



rest of the Eternals, she has a long history of battling the Deviants and other threats to the Earth. Her main concern has always been the welfare of her own people, but she also has a soft spot in her heart for mortals. During one battle on their behalf, she journeyed into the Negative Zone with the Avengers in an attempt to find the other Eternals. There she fought Blastaar, who apparently killed her. Slaying an immortal is no easy feat, however, even for the Living Bomb-Burst, and Sersi returned to fight another day.

Sersi shares a close bond with the former Avenger Black Knight and remains on friendly terms with the other Earth Eternals.

**16X Strength    Intellect 25A**

**3 Edge ★ Hand Size 5(30)**

**2X Agility    Willpower 25C**

## THE SHAPER OF WORLDS

### SKILLS

Scientific Genius (Astronomy, Biochemistry, Biology, Chemistry, Dimensional Geography, Energy Control, Genetics, Geology, Oceanography, Physics); Mental Control, Teaching

### POWERS

Cosmic Awareness 20

Cosmic Energy Control 20

Ability Boost [All], Absorption, Alchemy, Energy Detection, Energy Gift, Healing, Starburst

Cyborg Body +14

All-Terrain Treads 2, Body Armor

Dimensional Travel 20

Passengers

Empathy 20

Reality Warping 28

Pocket Reality

Limit: Must use ideas from others

Teleportation 20

Gateway, Passengers

Transmutation 28

Limit: Must use ideas from others

**CALLING:** Investigator

**PERSONALITY:** The Shaper of Worlds is quite single-minded about its purpose in life. It wants to build worlds, but needs the ideas of others to make that happen.

### HISTORY

Thousands of years ago, the Skrulls experimented with opening portals to other dimensions. They managed to tap into a realm of amazing power and draw forth from it something they called the "X Element," which they contained within a construct called the Cosmic Cube. Whoever controlled the Cube was like unto a god, for it had the power to do almost anything (literally).

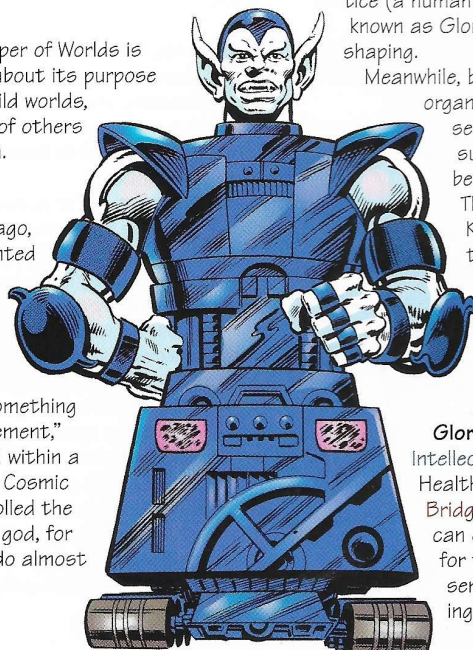
The Cosmic Cube's first controller was the Skrull emperor, who used it to make himself a living god. Unbeknownst to its creators, though, the Cosmic Cube was slowly gaining sentience, copying thoughts and ideas from the mind of the emperor onto its own blank consciousness. Eventually, it became power-hungry in its own right and made a bid for control of the empire. This resulted in a war that brought the Skrull Empire down into barbarism (from which it later recovered).

Once free from the emperor, the Cube went its own way. It gave itself a body—part Skrull, part cube—and traveled the galaxy in pursuit of its new passion: building worlds. Unfortunately, the newly named Shaper of Worlds had no imagination or vision of its own. Instead, it had to rely on others for ideas, which it would then make real. The Shaper eventually took on an apprentice

(a human named Thomas Gideon, now known as Glorian) to help it in its world-shaping.

Meanwhile, back on Earth, the criminal organization A.I.M. had created a second Cosmic Cube, which was subsequently used by such evil beings as the Red Skull, Thanos, and the Hate-Monger. Knowing what evil could befall the galaxy should this version of itself retain too many of the attitudes it had picked up from these evil men, the Shaper of Worlds cleansed the second cube of all its evil imprints.

**Glorian:** Strength 4X, Agility 4X, Intellect 4X, Willpower 10X, Edge 2, Health 25. Illusion 18, "Rainbow Bridge" 25 (Unique Power: Glorian can create a rainbow and use it for travel; Lightning Speed [Passengers], Life Support 15). Calling: Investigator.





# SHI'AR

## SHI'AR

**History:** The Shi'ar are humanoids who evolved from avian mammals on the planet Aerie (now known as Chandilar) in the Andromeda Galaxy. Relatively soon after inventing spaceflight technology, the Shi'ar began to build their empire. For centuries they struggled with the mammalian Mephitoids for supremacy, finally defeating them. Today, every planet in the Andromeda Galaxy is under Shi'ar control, and the empire is constantly growing in all directions—much to the dismay of some older races, such as the Kree and the Skrulls. For a time, the Brood were a thorn in the side of the Shi'ar, but since the destruction of the former's homeworld, nothing stands in the way of the latter's expansion. In recent years, the Shi'ar engaged in a vast intergalactic war with the Kree and emerged victorious; the Shi'ar Empire has since annexed many Kree worlds.

An Imperial Majestor (emperor) or Majestrix (empress) from the artificially created Throneworld serves as the supreme ruler of the Shi'ar. The High Council, a group of respected

Shi'ar from all over the empire, advises the ruler and provides him or her with information and guidance. The Majestor or Majestrix directly controls the powerful Imperial Guard, who in turn enforce Shi'ar law throughout the empire.

**Current Status:** The turmoil centering around the royal Neramani family has caused much dissension within the empire. Currently, Lilandra and her sister Deathbird share the duties of Imperial Majestrix, and both appear content with that arrangement. Under their leadership, the Shi'ar Empire continues to expand. The Kree are most unhappy to be part of it, but have not yet fomented any successful rebellion.

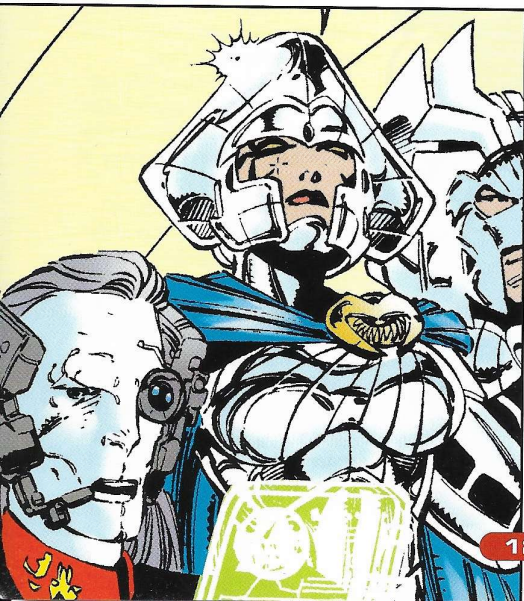
**Signature Equipment:** Shi'ar spacecraft are unlike those of any other race, using "stargates" to travel instantaneously over hundreds of light years.

**Noteworthy Members:** The Shi'ar believe they have a manifest destiny to carve out an empire for themselves, and that their rule brings harmony and peace to a chaotic universe. They are very calm compared to humans, whom they consider overemotional.

The fact that Shi'ar possess feathers instead of hair is evidence of their ancestral heritage. Occasionally, an evolutionary throwback (such as Deathbird) is born with wings. Compared to human beings, most Shi'ar are tall and spindly. Despite their light frames, however, they are far stronger than average humans. Mutants are exceedingly rare and highly valued; the noble Imperial Guard immediately enlists any children who demonstrate special abilities into its ranks.

Lilandra, Deathbird, and Gladiator (leader of the Imperial Guard) each have their own entries elsewhere in this book.

**Shi'ar Civilian:** Strength 8X, Agility 3X, Intellect 3X, Willpower 3X, Edge 1, Health 17. Skills and powers vary, though genetic mutations are rare. Calling: Varies.



**19A** Strength    Intellect **7X**

**3** Edge ★ Hand Size **5(30)**

**15C** Agility    Willpower **7D**

# SHI'AR

## GLADIATOR (KALLARK)



### SKILLS

Brawling, Hyper-Breath, Sonic Slam, Wrestling;  
Aerial Combat, Flinging; Leadership

### POWERS

Body Armor +4  
Energy Blast 15  
Enhanced Senses 9  
Telescopic Vision

Flight 18

Life Support 18

Resistance +10 to Cold, Disease, Fire, Gases,  
Mental Control, Pressure, and Radiation

Space Flight 17

**CALLING:** Guardian

**HINDRANCES:** Obsessive about protecting Lilandra,  
Overconfident, Susceptible to radiation

**PERSONALITY:** Gladiator is stern, authoritarian,  
and deadly. He is unquestionably loyal to Lilan-  
dra, but tends to interpret orders in his own  
way.

### HISTORY

The Shi'ar have their share of super heroes, just  
as humans do. However, the Shi'ar have a strict

policy that requires all superpowered individuals  
to join their elite Imperial Guard for the greater  
glory of the empire.

The current Praetor (leader) of the Guard is  
Gladiator, who is without a doubt one of the  
strongest, most powerful, and most dedicated  
Shi'ar ever to hold the position. His powers far  
exceed those of his troops, and he can stand up  
to almost any threat he faces. Skrulls scamper  
at the sound of his name, and Kree cringe at his  
approach. He is a force to be reckoned with—a  
sort of super-Shi'ar—and he loves it.

As leader of the Guard, he maintains a stern  
and noble bearing as he flies through the  
cosmos, hunting down all who threaten his  
beloved empire. He often acts on his own, chas-  
ing enemy Skrull agents across half the known  
universe to bring them to justice. He is familiar  
with the heroes of our little Earth, particularly  
the X-Men and (to a lesser degree) the Fantas-  
tic Four. He certainly bears neither of these  
groups a grudge, but would not hesitate to  
pound them into the ground should his Majestrix  
Lilandra command it.



# SHI'AR

## SHI'AR IMPERIAL GUARD

**History:** The most powerful beings in the Shi'ar Empire belong to the elite Imperial Guard. Their leader, Gladiator, answers only to the Imperial Majestrix or Majestrix. Everyone in the empire fears and respects the Imperial Guard, and all children aspire to join its ranks. The exact number of Imperial Guardsmen is unknown, but there are certainly well over a hundred.

Over the past decade, some Imperial Guard members have questioned whether they should blindly follow the commands of the Imperial Majestrix, or whether they should adhere to a higher principle. Some leaders, such as Deathbird, have been relatively unscrupulous, which has caused Guardsmen to wonder about the moral ramifications of their actions.

**Current Status:** Lilandra Neramani, the current Imperial Majestrix, uses the Guard not only for personal protection, but also for missions critical to the existence of the Shi'ar empire.

**Noteworthy Members:** In addition to Gladiator, the Guard's active membership currently consists of Commando, Earthquake, Electron, Flashfire, Mentor, Nightshade, and Sibyl.

**Astra:** **Strength** 3X, **Agility** 3X, **Intellect** 2X, **Willpower** 3X, **Edge** 1, **Health** 17. **Phasing** 8 (Partial Phasing, Phase Cutting, Phase Shift, Scrambling). **Calling:** Guardian. The playful Astra appears to be a normal Shi'ar; her yellow costume is fringed with red fur.

**Commando(M'Nell):** **Strength** 14D, **Agility** 6D, **Intellect** 3D, **Willpower** 3D, **Edge** 2, **Health** 25. **Brawling:** Aerial Combat; History (Kree); Military. **Equipment:** Power Gauntlets 12 (Energy Blast), Powered Armor 8 (Upper Body Armor +4, Flight [Life Support]). **Calling:** Peace of Mind. A Kree conscript, Commando was instrumental in bringing the Supreme Intelligence to Earth, but has since renounced all ties with that entity.

**Earthquake:** **Strength** 4X, **Agility** 2X, **Intellect** 2X, **Willpower** 2X, **Edge** 1, **Health** 17. **Earth Control** 10 (Digging, Dustcloud, Earthflight, Earthquake,

Entrapment). **Calling:** Exemplar. The reptilian Earthquake possesses skin the color of stone.

**Electron:** **Strength** 8X, **Agility** 3X, **Intellect** 3X, **Willpower** 3X, **Edge** 1, **Health** 17. **Electrical Control** 12 (Absorption, Brownout, Resistance to Electricity, Shock Field), **Magnetic Control** 12 (Flight). **Calling:** Adventurer. Electron is a Shi'ar male with mutant electromagnetic abilities.

**Flashfire (Grannz):** **Strength** 5X, **Agility** 4X, **Intellect** 3X, **Willpower** 3X, **Edge** 2, **Health** 25. **Energy Blast** 14 (Plasma; Resistance, Wide-Angle Beam), **Flight** 8. **Hindrance:** Overconfident. **Calling:** Gloryhound. The blue-skinned humanoid known as Flashfire lives for combat.

**Hobgoblin:** **Strength** 4X, **Agility** 2X, **Intellect** 4D, **Willpower** 5X, **Edge** 2, **Health** 25. **Espionage.** **Power Duplication** 10 (Limit: Physical powers only), **Shapeshifting** 15 (Size Alteration). **Calling:** Idealist. Hobgoblin is a purple-skinned alien of unknown origin; he is endowed with two antennae.

**Hussar:** **Strength** 3D, **Agility** 5X, **Intellect** 4X, **Willpower** 4X, **Edge** 2, **Health** 25. **Whips.** **Leaping** 8. **Equipment:** Neuro Whip 8 (Paralysis). **Calling:** Soldier. Hussar is a sadistic red-skinned female with hooves instead of feet.

**Impulse:** **Strength** 5X, **Agility** 2X, **Intellect** 3X, **Willpower** 5X, **Edge** 1, **Health** 17. **Body Transformation** 11 (Energy Form; Limit: Constant), **Energy Blast** 11 (Resistance, Ricochet, Wide-Angle Beam). **Equipment:** Containment Suit. **Calling:** Outcast. The braggart Impulse wears a costume that covers his entire body. He fires his infamous energy bolts through his enormous visor.

**Magic:** **Strength** 2X, **Agility** 3X, **Intellect** 8C, **Willpower** 10B, **Edge** 2, **Health** 25. **Mythology, Occult; Meditation, Mental Control, Mesmerism.** **Magic** 9 (Alchemy, Animation, Energy Blast, Force Field, Teleportation, Weather Control). **Calling:** Investigator. Magic is a female Shi'ar trained in her race's mystical ways.

**Manta:** **Strength** 4X, **Agility** 3X, **Intellect** 4X, **Willpower** 4X, **Edge** 1, **Health** 17. **Enhanced Senses** 10 (Infravision), **Flight** 6. **Equipment:** Cloak 8 (Blinding [Blinding Blast]). **Calling:** Peace of Mind.

## SHI'AR IMPERIAL GUARD

Manta's yellow-and-black costume allows her to blend into the background easily. Her enormous cloak can emit a blinding light burst.

**Mentor:** Strength 4X, Agility 3X, Intellect 15A, Willpower 5X, Edge 2, Health 25. Scientific Genius (Assessment, Bionics, Computers, Electronics, Mechanics, Robotics, Weapon Systems). Perceive Weakness 1B (If Mentor takes one exchange to use Assessment, the target's defense drops to 0 for any attack Mentor makes in the following exchange.) Equipment: Utility Device 8 (Detection [Energy Detection], Flight, Force Field). Calling: Explorer. Mentor is a green-skinned, bald humanoid with an incredible intellect and a tendency to complain.

**Midget:** Strength 3X, Agility 6X, Intellect 4X, Willpower 3X, Edge 1, Health 17. Size Alteration 12 (Limit: Shrinking only). Calling: Adventurer. Midget is a Shi'ar female who fears battle but is adept at sneak attacks.

**Nightside:** Strength 4X, Agility 4X, Intellect 3X, Willpower 4X, Edge 2, Health 25. Darkforce Control 13 (Create Darkness, Flight, Force Shields), Shadow Control 13 (Absorption, Infravision, Resistance to Darkness, Shades, Shadowplay, Shadow Spots). Calling: Outcast. Nightside is a blue-skinned humanoid from a race adept with manipulating darkness. Unbeknownst to her teammates, she actually fears the darkforce she controls.

**Quasar:** Strength 18D, Agility 3X, Intellect 3X, Willpower 2X, Edge 2, Health 25. Brawling. Resistance +10 (to Cold, Electricity, Heat, Kinetics, and Radiation). Calling: Soldier. The bulky Quasar has deep black skin dotted with white speckles; he proved to be a traitor to the Shi'ar.

**Sibyl:** Strength 3X, Agility 4X, Intellect 6X, Willpower 14X, Edge 2, Health 25. Psychic Blast 13 (Psi-Screen, Psychic Detection, Resistance to Mental Control, Sedation), Telekinesis 13 (Forceflight, Force Bolt, Force Field, Passengers), Telepathy 13. Calling: Responsibility of Power. Sibyl is a rare Shi'ar albino with telepathic powers.

**Smasher:** Strength 17X, Agility 6X, Intellect 4X, Willpower 3X, Edge 2, Health 25. Flight 5, Resistance +8 (to Kinetics and all energy). Calling: Exemplar. The brutish Smasher seems to be a human male with superior strength.

**Starbolt:** Strength 5X, Agility 8X, Intellect 6X, Willpower 3X, Edge 2, Health 25. Energy Sheath 16 (Fire; Energy Blast, Flight, Life Support, Resistance to Fire). Calling: Gloryhound. Starbolt appears to exist permanently in a flaming state, rather like the Human Torch.

**Tempest:** Strength 6X, Agility 5X, Intellect 4X, Willpower 4X, Edge 2, Health 25. Electrical Control 15 (Ability Boost [Strength], Absorption, Brownout, Lightning Bolts, Power Storage, Resistance to Electricity, Shock Field; Limit: Non-generative). Calling: Responsibility of Power. Tempest is a Shi'ar albino like Sibyl.

**Titan:** Strength 5X, Agility 4X, Intellect 4X, Willpower 3X, Edge 2, Health 25. Size Alteration 17 (Limit: Growth only). Calling: Soldier. Titan is another human-looking member of the Guard with amazing growth abilities.

**Warstar:** Strength 17X, Agility 8X, Intellect 8X, Willpower 7X, Edge 2, Health 25. Body Armor +8. Calling: Vestige of Humanity. Warstar is formed from C'cil (Strength 13X, Agility 2X, Intellect 2X, Willpower 3X. Body Armor +4, Gestalt 4) and B'nee (Strength 8X, Agility 4X, Intellect 4X, Willpower 3X. Electrical Control 10 [Stunt only: Shock Field], Gestalt 4). Warstar is, in fact, two symbiotic robots: the larger C'cil and the smaller B'nee (who rides in C'cil's back).



**20X Strength Intellect 7B**

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

**20B Agility Willpower 10C**

# THE SILVER SURFER (NORRIN RADD)

## SKILLS

**Fast Exit, Piloting (Spaceships), Surfing; Assessment, Astronomy, Energy Control; Meditation, Trance**

## POWERS

**Cosmic Awareness 20**

**Cosmic Energy Control 20**

**Ability Boost (All), Alchemy, Detection (Energy Detection), Energy Blast, Healing, Resistance to Radiation**

**Life Support 15**

**Resistance +10 to Cold and Heat**

## EQUIPMENT

**Surfboard 26**

**Flight, Space Flight, Unbreakable**

**CALLING:** Repentant

**HINDRANCE:** Naïve

**PERSONALITY:** The Silver Surfer just never quite seems to fit in. Besides his basic naïveté, there is always a touch of melancholy about him. Serving as an accomplice to Galactus in the destruction of untold worlds has left him with a heavy heart, as has the loss of his own world and his love, Shalla-Bal.

## HISTORY

Norrin Radd has the distinction of having been the very first Herald of Galactus. Before coming to his planet, the Devourer of Worlds had not even thought of having a Herald, but Norrin offered to become just that if Galactus would spare his world. Thus, the onetime scholar from the planet Zenn-La set the course for many other luckless souls whom Galactus would later recruit as heralds of destruction. The Silver Surfer feels guilty about this, as he does about many other things.

When Norrin Radd selected Earth as potential nourishment for Galactus, he became the enemy of the Fantastic Four, who fought him bitterly. However, when he saw the fundamental goodness in humans, his conscience would not let him continue to participate in the destruction of their planet, so he turned against his master. This of

course angered Galactus, who has tried several times since to take his revenge upon Radd. These attempts at punishment have included imprisoning him on Earth and devastating his homeworld.

Since winning back his ability to travel the stars, the Silver Surfer has come to think of himself as both a guardian of Earth and a defender of the innocent in the cosmos. Assuming those responsibilities has led him into repeated conflicts with extraterrestrial beings, including many of Galactus's more recent Heralds. Through it all, he and the FF have remained friends and comrades-in-arms.

Alicia Masters, Ben Grimm's former lady love, has been traveling with the Silver Surfer recently.



## THE WEIGHT OF THE WORLDS

Everybody salivates at the prospect of playing the Silver Surfer. Those scores leap off the page: Strength 20, Agility 20, Cosmic Energy Control 20. You know, Cosmic Energy Control—the power that allows you to do nearly anything. It's almost too tempting to resist.

And the Surfer isn't the only problem. Narrators have realized by now that the material in this roster gives players the opportunity to take on the roles of Eternals, Elders of the Universe, Adam Warlock—you name it. Say goodbye to those action scores in the low teens.

Still, cosmic power is not as big a problem as you might think. The great thing about these heroes is that everything that happens to them is big as the Great Beyond. And that means they don't get to go up against the Shocker—they face the wrath of living planets.

A player taking on the role of the Silver Surfer or some other cosmically potent entity should expect his or her hero to be snatched away to the center of the universe at a moment's notice. Nothing is predictable in such a setting; every creature and challenge the hero meets is new, with new powers, new strategies, and new viewpoints on life as we know it. Exploration means everything's a new adventure—and a new threat.

While the New Warriors confront the Sinister Syndicate, your player's hero is the only one who can stop the state-sized asteroid from crashing down on Earth. While the Avengers tackle the Zodiac, your player's hero squares off against an alien armada with planet-busting machines. While the X-Men battle the Brood, your player's hero gets the task of reining in Galactus.

All that said, when the cosmic hero gets back to Earth, it's no picnic there either. A hero from space—especially one with the Naive hindrance—just can't deal with Earth's little quirks the way you or I can. Negotiation, common-sense decision-making, anticipating maneuvers—all this is far beyond that near-omnipotent being. As Narrator, you're justified in dropping such a hero's Intellect or Willpower to 0 for any task that he or she just wouldn't be likely to manage effectively. So go ahead, let the Silver Surfer try to talk the crazy super-villain out of detonating his nuclear weapon. It ain't happening, O cosmically powered one.

Narrators also love pounding the stuffing out of the Surfer-class heroes. Get too confident, and there's gonna be a bunch of Doom cards crunching down on your hero along with a Mole Monster's jaws. Narrators are drawn to the source of the highest power—if there's a chance to take out either Hawkeye or Gladiator, you can bet that the guy with the Mohawk's going down.

Worst of all, the hyperpowered being from beyond is almost certainly world-class in angst. Nothing ever goes right for these guys. Nothing. Chances are, they've seen planets die, universes collapse, and entire species vanish from sight. In fact, chances are they've caused it. So anything can produce a sudden onset of the Guilt-Ridden hindrance. At any moment, a single action of theirs could trigger the end of life as we know it. So such a hero may lose an action puzzling over the possible consequences of unleashing cosmic power while the more grounded heroes rally to meet the threat. While the Surfer's deep in self-righteous soliloquy, Captain America's already solved the problem and moved on to the next one.

So what's a poor, spacefaring demigod to do? Well, first of all, such a hero should seek out the company of beings at the same power level. Second, he or she should take to the stars in search of adventures that can challenge a being of cosmic might. And third, the hero should brood. After all, what's the point of being the Silver Surfer if you're not going to whine about your past?



# SKRULLS

**History:** The Skrulls are a race of green-skinned humanoid beings who have the natural ability to change shape with but a thought. This evolutionary advantage gave them a leg up on the rest of the galaxy's inhabitants. Once they'd discovered the secrets of faster-than-light travel, the Skrulls were off and running, conquering any world they could find. Their empire, which now extends throughout the Andromeda Galaxy and beyond, has existed for hundreds of thousands of years. The Skrulls have been in constant conflict with many other races that have intergalactic expansion agendas—most particularly the Kree and the Shi'ar (the other two big bullies on the galactic block).

It was only a matter of time before the Skrulls discovered Earth. Before invading it, they sent scouts to gather all the information they could. Learning almost immediately of the fabulous Fantastic Four, they devised a plan to impersonate and discredit the world's greatest super hero team. The Skrull agents who took the heroes' places used high-tech gadgets to mimic their powers, but the FF managed to foil the scheme, uncover the aliens, and send them packing. This result instilled in the Skrulls a genuine fear of the superpowered heroes who guarded the planet Earth—a fear that has kept the shapechangers at bay for several decades.

This is not to say that the Skrulls haven't kept trying. Rather than risk massive loss of life with a full-scale invasion (which would leave their own worlds open to attack by nasty neighbors like the Kree and Shi'ar), the Skrulls have decided to weaken Earth by ridding it of its super hero guardians, starting with the Fantastic Four. To that end, the crafty aliens have created beings such as the Super-Skrull and the Power Skrull, as well as robotic warriors like Skrull X. The aliens are also capable of even greater deviousness—they

successfully replaced Alicia Masters with their own agent Lyja, who impersonated the blind sculptress for years and eventually married Johnny Storm.

The Skrulls have had their problems too: Devos the Devastator laid waste to one of their war worlds with his robotic fleet, and Galactus consumed their hundred-thousand-year-old throneworld, Tarnax IV.

**Current Status:** The Skrulls thirst for vengeance against humanity—most particularly the Fantastic Four. Not only has Earth's greatest superteam handed the Skrulls many defeats over the years, but its leader saved the life of Galactus, who then went on to kill more than seven billion Skrulls.

**Noteworthy Members:** Lyja Lazerfist, Paibok the Power Skrull, and the Super-Skrull all have their own entries within these pages. Skrull warriors are highly trained individuals, and most are career military men and women.

**Skrull Warrior:** Strength 3X, Agility 4C, Intellect 4X, Willpower 1X, Edge 1, Health 17. Marksmanship, Martial Arts. Shapeshifting 5. Equipment: Energy Weapon +5. Calling: Soldier.

**Skrull X:** Strength 15D, Agility 8X, Intellect 3D, Willpower 0X, Edge 0, Health 30. Energy Control. \*Elongation 12, Fire Control 12, Flight 12, \*Invisibility 8, Shapeshifting 5. Calling: Soldier.

(\*Powers can be used as contingent actions even if Skrull X takes another action during the same exchange.) Skrull X is a robot designed to mimic the powers of the Fantastic Four. Though slightly less powerful than the Super-Skrull, it was more likely to follow orders to the letter.



**14X Strength Intellect 12A**

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

**11C Agility Willpower 15D**

## SKILLS

**Gadgetry, Repair;** Archaeology, Biology, Chemistry, Computers, Genetics, Linguistics, Medicine, Occult, Physics; Mesmerism

## POWERS

**Ability Boost 6 (All)**

Multiple Ability Boost [affects all powers and abilities simultaneously]

## EQUIPMENT

**Ka Stone 15**

Absorption (Absorption Boost for any power), Cosmic Energy Control (Healing), Energy Blast, Flight, Immortality, Life Support, Mind Control, Size Alteration, Space Flight, Telekinesis, Telepathy, Teleportation

**CALLING:** Demolisher

**PERSONALITY:** The Sphinx has always been a rather depressed, angry man—certainly not the type one wants to have over for a dinner party.

## HISTORY

No one knows the Sphinx's real name; it has been too long since anyone used it. Five thousand years ago, he was court magician to the Egyptian Pharaoh Ramses II, but when Moses beat him in a challenge of divinity versus magic, the Pharaoh banished him.

The wizard wandered the desert until he discovered a strange, abandoned temple. Therein he found the mystic Ka Stone, which he felt compelled to place on his forehead. Grafting itself there, the stone gave him superhuman powers and made him immortal.

The Sphinx wandered the Earth without any real purpose for many centuries.

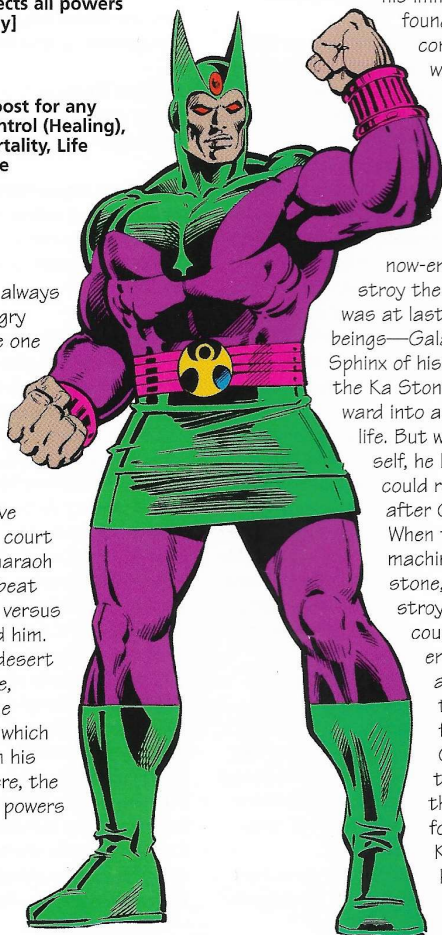
# THE SPHINX

After a few thousand years of this, he didn't want to be immortal anymore. He sought death for many millennia thereafter, but it would not come to him.

Eventually, he turned to outer space and journeyed among the stars, seeking the answer to his immortality problem. He found it in the planet-sized computer of Xandar, from which he learned not only the secret to death, but also the secret of even greater power.

Instead of killing himself, the Sphinx decided to use his

now-enhanced powers to destroy the Earth. His rampage was at last foiled by—of all beings—Galactus, who drained the Sphinx of his excess power, crushed the Ka Stone, and sent him backward into a time loop to relive his life. But with the aid of his past self, he built a machine that could reform the Ka Stone after Galactus crushed it. When the time came, the machine began remaking the stone, but the Thing destroyed the device before it could finish. Though the enraged Sphinx attacked and defeated the Thing, the Puppet Master, who felt he owed Ben Grimm a debt of gratitude, seized control of the Sphinx's mind and forced him to crush the Ka Stone, thus ending his long life at last.





# THE STARJAMMERS

**History:** Years ago, a motley collection of fugitives from the Shi'ar slave pits banded together to oppose the empire. Calling themselves the Starjammers, these beings took up intergalactic piracy and focused their efforts on disrupting Shi'ar space commerce. (In addition to causing trouble for their hated enemies, piracy paid pretty well.)

The leader of the Starjammers is none other than Christopher Summers—the father of the mutants known as Cyclops and Havok. Years ago, a Shi'ar exploration vessel entered Earth's space and shot down a private plane piloted by Summers, who was then a major in the U.S. Air Force. His wife, Katherine, was aboard at the time, along with the couple's two sons, Scott and Alex. The boys parachuted to safety before the plane crashed, but the rough landing resulted in amnesia for both. In time, the two boys, who had been separated and placed in different orphanages, would each exhibit powerful mutant abilities—Scott would become Cyclops, the leader of the X-Men, and Alex (as Havok) would become affiliated with X-Factor.

Meanwhile, the Shi'ar took Christopher and Katherine back to their homeworld and threw them into the slave pits. The mad emperor D'Ken found Katherine Summers attractive and sought to have her for himself. Christopher broke free from captivity and stopped him, but for this impudence, the emperor executed Katherine and sent her husband back to the slave pits. There, he met Ch'od, Hepzibah, and Raza, all of whom also had reason to hate the Shi'ar.

These four renegades banded together and escaped from captivity. To get offworld, they stole a prototype Shi'ar spaceship, which they later dubbed the Starjammer. A while later, the group met Sikorsky, who joined them for reasons of his own. Christopher Summers renamed himself Corsair to distance himself from his past, and thus the Starjammers were born.

Since then, the Starjammers have gone from criminals to heroes to criminals and back again.

Corsair was reunited with his son Scott (who at that time was unaware of any relation) when the Starjammers and the X-Men joined forces to depose D'Ken on behalf of his sister, Lilandra. On becoming Majestrix, she pardoned the scoundrels, declaring them faithful servants of the empire. Later, when her older sister Deathbird overthrew her, Lilandra took refuge with the Starjammers, who helped her regain her throne.

**Current Status:** Currently, the Starjammers are in the good graces of the Shi'ar, as Lilandra is once again upon the throne.

**Signature Equipment:** The Starjammers have always had a vessel that bears their name, though it has not always been the same craft. The pirates each carry a Shi'ar regulation energy pistol.

**Noteworthy Members:** The powerful personality of Corsair is the glue that holds the band together, though each member of the Starjammers has his or her own combat specialty.

**Ch'od:** Strength 14B, Agility 7C, Intellect 3C, Willpower 4X, Edge 2, Health 25. **Brawling, Swords, Wrestling; Marksmanship, Piloting (Spaceships);** Astronomy, Spacecraft. **Body Armor +5, Waterbreathing 4.** Equipment: Shi'ar Energy Pistol +4. Calling: Vengeance. Ch'od is a Saurid—a massive, reptilian alien—with a nasty streak. The Shi'ar viciously suppressed the Saurids, and it was Ch'od's outspoken nature that led to his arrest and imprisonment. His odd pet Cr'eee is always in his company.

**Corsair:** Strength 6D, Agility 5B, Intellect 4D, Willpower 5D, Edge 2, Health 25. **Swords; Gadgets, Marksmanship, Piloting (Aircrafts, Spaceships); Spacecraft; Leadership.** Equipment: Two Phasing Jewels (Phasing 15 [Stunt only; Phase Inversion (can summon Blaster Pistols +5 into Corsair's hands when struck); Limit: Pistols only]) built into gloves, Shi'ar Energy Pistol +4. Calling: Vengeance. At first, Corsair dedicated

his life to revenge. More recently, he has come to believe that killing is not necessarily the way to achieve peace.

**Cr'reee:** Strength 1X, Agility 12D, Intellect 1X, Willpower 1X, Edge 0, Health 10. Fast Exit. Calling: Soldier. Cr'reee is Ch'od's pet.

**Hepzibah:** Strength 3D, Agility 11B, Intellect 3D, Willpower 3D, Edge 2, Health 25. Natural Weapons; Acrobatics, Escape Artistry, Sleight of Hand; Electronics; Tracking. Additional Limb 1 (Tail), Claws +3, Enhanced Senses 8 (Vision and Smell). Equipment: Shi'ar Energy Pistol +4. Calling: Adventurer. Hepzibah's race, known as the Mephitisoids, once competed with the Shi'ar for control of the galaxy. Evolved from marsupial mammals, Mephitisoids are fur-covered humanoids with large tails, which they use for balance while climbing on the limbs of their city trees. The Shi'ar conquered the Mephitisoids' planet and quickly enslaved its inhabitants. Hepzibah, however, did not prove to be compliant, so she ended up in the dreaded slave pits. She is romantically involved with Corsair.

**Raza:** Strength 8D, Agility 5B, Intellect 5A, Willpower 3D, Edge 2, Health 25. Swords; Marksmanship, Martial Arts, Repair; Bionics, Computers, Mechanics, Spacecraft; Meditation. Cyborg Left Arm (Strength 13D), Cyborg Left Eye 9 (Enhanced Senses [Infravision]). Equipment: Sword +3; Shi'ar Energy Pistol +4. Calling: Outcast. Raza is a native-born Shi'ar with cybernetic enhancements. No one knows how or why he acquired these, and the taciturn Raza has never been very forthcoming about his past.

**Sikorsky:** Strength 1X, Agility 5X, Intellect 6A, Willpower 3X, Edge 2, Health 25. Biochemistry, Medicine, Radiology, Super-Physiology. Body Armor +6, Empathy 4 (Mental Probe), Flight 3. Equipment: Shi'ar Energy Pistol +4. Calling:

Guardian. Sikorsky is a flying, insectlike entity with a real flair for medicine. Nothing is known about his past.

**Starjammer:** Hull Strength 16, Energy Blast 22, Force Field 16, Regeneration 12 (Stunt only; Healing), Space Flight 19, Teleportation 4 (Limit: Others only). A computer named Waldo runs the Starjammer's systems.

**Waldo 6:** Ability Boost (Intellect; Confer Ability Boost [New Stunt: Can raise the Intellect of any user]). Waldo can also transfer into a small flying unit.

**Robot Waldo:** Strength 2X, Agility 2X, Intellect 8A, Willpower 3X, Edge 0, Health 10. Scientific Genius (Astronomy, Computers, Medicine, Spacecraft, Weapon Systems). Body Armor +4, Flight 4. Calling: Soldier.





**17X Strength Intellect 20A**

**4 Edge \* Hand Size 6(40)**

**3X Agility Willpower 20X**

# THE STRANGER

## SKILLS

Scientific Genius (Archaeology, Biochemistry, Biology, Bionics, Chemistry, Computers, Genetics, Geology, Medicine, Physics, Robotics, Spacecraft, Super-Physiology)

## POWERS

Cosmic Energy Control 27

Ability Boost (All), Alchemy, Energy Detection, Resistance to Radiation, Starburst

Density Control 18

Flight 20

Illusion 17

Prolonged Images

Immortality

Life Support 15

Resistance +10 to Cold, Electricity, Heat, and Kinetics

Size Alteration 18

Space Flight 25

Telekinesis 18

Teleportation 15

Transmutation 22

**CALLING:** Explorer

**PERSONALITY:** The Stranger is enigmatic and mysterious. He rarely explains his motives, and even when he does, what he reveals may not be the truth. Therefore, no one is certain about the veracity of anything he says.

## HISTORY

The Stranger is one of the Elders of the Universe, and possibly the most mysterious member of that group. A cosmic nomad, he roams the universe studying other beings for some unknown purpose.

No one is sure about his origins. In a conversation with Mr. Fantastic, the Stranger once claimed to be a composite being created from all the surviving inhabitants of his homeworld, Gigantus. According to his

story, the warlike alien Eternians attacked Gigantus, and the ensuing battle effectively destroyed both races. The last few Gigantians melded their minds into one being so that they could battle the Over-Mind (the Eternians' gestalt being). Calling himself the Stranger, this new Gigantian composite being traveled into space and took up the work of his lost people by studying the various life forms of the galaxy. The Silver Surfer later challenged the Stranger about this story, pointing out that it conflicted with other statements he had made. The alien

admitted that the tale of Gigantus was nothing more than a lie, but he was not forthcoming with the truth.

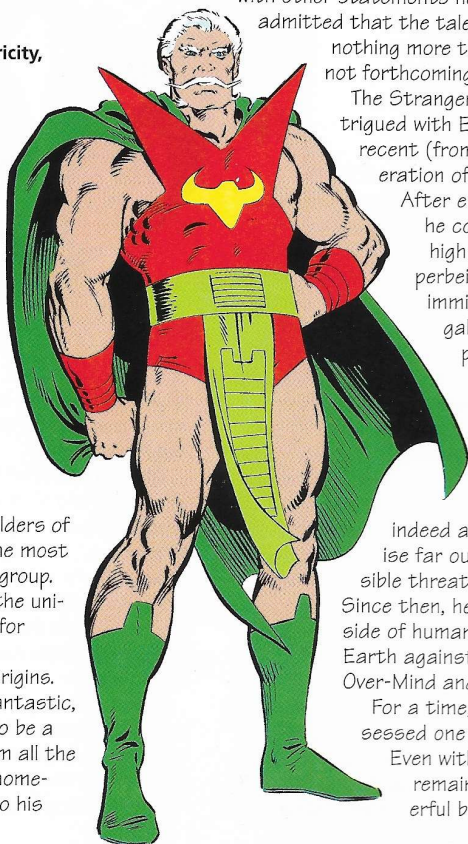
The Stranger has become intrigued with Earth because of the recent (from his viewpoint) proliferation of super heroes there.

After encountering Magneto, he concluded that the high concentration of superbeings here posed an imminent threat to the galaxy because of the potential for misuse of power. But after he had nearly destroyed the Earth, the Stranger decided that its heroes were noble

indeed and that their promise far outweighed any possible threat they presented. Since then, he has worked on the side of humanity, defending the Earth against the likes of the Over-Mind and Pluto.

For a time, the Stranger possessed one of the Infinity Gems.

Even without it, however, he remains an incredibly powerful being.



**17D Strength Intellect 6C**

**3 Edge ★ Hand Size 5(30)**

**8C Agility Willpower 10B**

## SKILLS

**Atlantean Weapons (Tridents and Nets); Aerial Combat, Underwater Combat; Lore (Atlantean), Oceanography; Intimidation, Leadership, Politics**

## POWERS

**Lightning Speed 6 (Swimming)**  
**Resistance +10 to Cold and Pressure**  
**Waterbreathing 4**  
**Wings 2**

## EQUIPMENT

**Horn of Monsters 18**

**Emotion Control (A positive Narrator draw produces a monster under his control. Works to beyond visual distance. Limit: Underwater monsters only.)**

**CALLING:** Majesty (formerly Vengeance)

**HINDRANCE:** Susceptible to dehydration

**PERSONALITY:** The King of Atlantis is imperious and demanding, but regal nonetheless. Despite his arrogance, he has a strong code of honor. Namor is smooth with the ladies, but occasionally moody and capable of rather frightening rages.

## HISTORY

Namor is the son of a human man and a princess of Atlantis. He came to the surface in the 1940s with war on his mind, believing that the world above was hostile to his people. Once convinced that there was a more just war to fight, however, the Sub-Mariner joined the battle against the Axis powers, fighting alongside Captain America and the Invaders.

In the mid-50s, Namor was stricken with amnesia. He lived on the streets of New York City as a derelict for years, unaware of his true identity. Even-

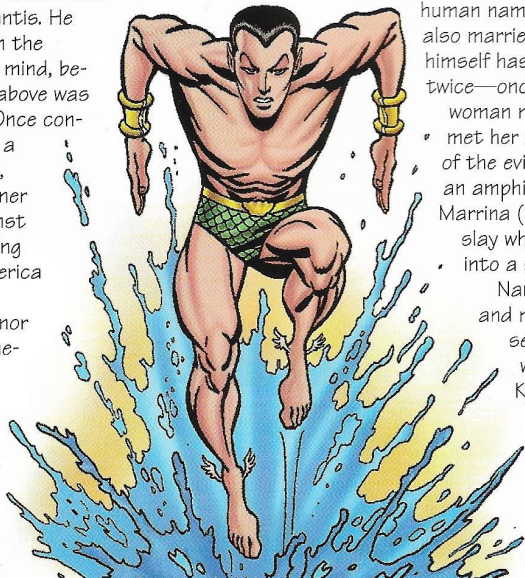
# THE SUB-MARINER (NAMOR I OF ATLANTIS)

tually Johnny Storm discovered him, and the FF managed to restore him to health.

The Sub-Mariner has attempted to conquer the surface world several times during his unstable periods. More often, however, the King of Atlantis has fought to make certain that his people could live alongside humans in peace and prosperity. He has even ventured into the arenas of politics and business to advance his nation's interests, winning representation in the U.N., managing a movie production firm, and chairing a philanthropic megacorporation called Oracle, Inc. Namor has also served with such superteams as the Avengers and the Defenders.

The Sub-Mariner shares a strong attraction with Sue Richards of the Fantastic Four, whom he courted briefly before her marriage to Reed. Over the years, the bond between Sue and Namor has developed into a deep friendship. But the male members of the FF don't much like the fact that the Sub-Mariner still appears to carry a torch for her.

In fact, the Atlantean king has never been lucky in love. After losing Sue to Reed, he became romantically involved with a human named Betty Dean, who also married another. Namor himself has been married twice—once to an Atlantean woman named Dorma (who met her death at the hands of the evil Llyra), and later to an amphibious alien called Marrina (whom Namor had to slay when she transformed into a sea monster). Namor has abdicated and reclaimed his throne several times. For a while, his cousin Kymaera ruled as regent in his stead, but he is now on the throne once again.





**16X Strength Intellect 5D**

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

**6B Agility Willpower 6C**

## THE SUPER-SKRULL (KL'RT)

### SKILLS

**Gadgetry (Kree & Skrull Technology), Martial Arts, Piloting (Spaceships); Espionage; Mesmerism, Survival**

### POWERS

**Body Armor +4**

**\*Elongation 16**

**Fire Control 16**

**Flight 12**

**\*Invisibility 8**

**Shapeshifting 18**

**\*These powers can be used as contingent actions even if the Super-Skrull takes another action in the same exchange.**

**CALLING:** Vengeance (against the Fantastic Four)

**HINDRANCES:** Overconfident, Triggered-Powerless (If the Super-Skrull is cut off from the Skrull Power Ray that feeds him energy, the intensity of all his powers drops by half, as does his Strength.)

**PERSONALITY:** Egotistical, ruthless, and fierce, the Super-Skrull is utterly loyal to the Skrull Empire. Confident about the superiority of his own powers, he is hungry for success and has no qualms about attacking the FF directly. His mantra is: "Earth for the Skrull Empire!"

### HISTORY

In the wake of their first loss to the Fantastic Four, the Skrulls decided that they needed a weapon specifically designed to overcome the troublesome foursome. What better weapon could there be than one being who had the powers of all the FF members, and at greater levels than they? So the Skrull scientists selected one of the race's greatest warriors and subjected him to a series of experiments. The result was the Super-Skrull—a being engineered specifically to defeat the Fantastic Four.

Armed with all the known powers of his enemies, the Super-Skrull

attacked the FF, who soundly defeated him. The problem was that the Skrull scientists had underestimated the Thing's strength and the full extent of the Invisible Woman's powers. In addition, there was a fatal flaw in the Super-Skrull's design. Since his vast powers consumed much more energy than his living Skrull body could handle, he needed an external power supply to operate. His creators provided for this need with a power ray that beamed a constant stream of energy directly into his body. But this was not a perfect solution, as the Fantastic Four managed to defeat the Super-Skrull by jamming that device.

Since then, he has been obsessed with killing the FF. He creates alliances with anyone he thinks can help him achieve this goal. The Super-Skrull's multiple powers make him a fearsome foe, but thankfully, his mastery of those powers still falls well short of its potential.



**4X(26X) Strength Intellect 16A**

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

**1X Agility Willpower 12X**

## TERMINUS

### SKILLS

Scientific Genius (Astronomy, Biochemistry, Biology, Bionics, Chemistry, Computers, Electronics, Geology, Oceanography, Physics, Radiology, Robotics)

### POWERS

**Gestalt 20**

### EQUIPMENT

**Power Lance 27**

Disintegration, Energy Blast, Flight

**Powered Armor 26**

Ability Boost (Strength), Hyperlinguistics, Resistance +10 (to Cold, Heat, and Radiation), Space Flight

**CALLING:** Greed

**HINDRANCE:** Monstrous

**PERSONALITY:** Terminus has all the charm of a raging hurricane. He views planets and their inhabitants as mere products that he can sell to the highest bidder. The fact that he must destroy a world to mine its resources causes him no angst whatsoever.

### HISTORY

In his robotic form, Terminus is a massive behemoth standing well over 400 feet tall. Without his exoskeleton, he is slightly larger than a human. No one knows where Terminus came from, or why he built the huge robotic exoskeleton that he now wears. What is clear is that he is an interstellar miner, traveling

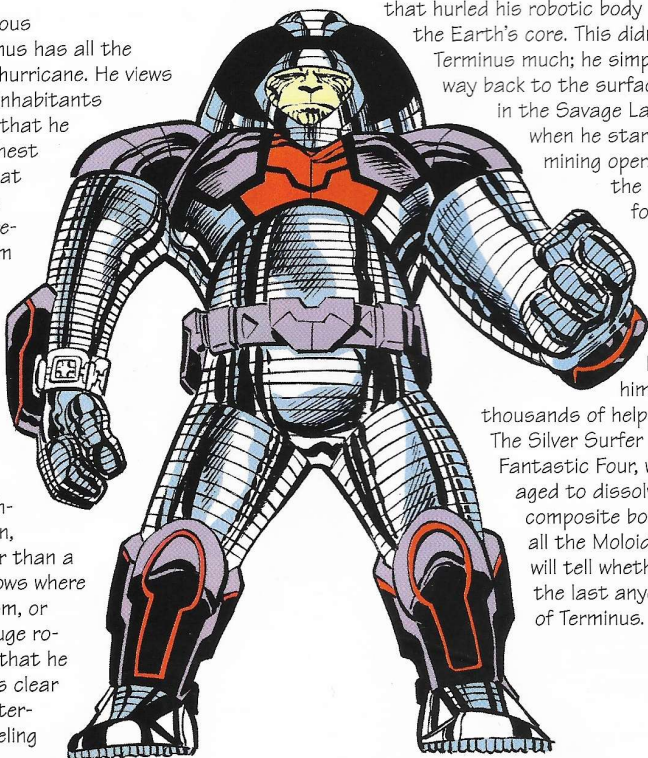
from planet to planet, breaking whole worlds down into constituent elements that he can sell. Sometimes, Terminus enslaves a planet's inhabitants and sells them too. Usually, though, he simply destroys all life on a world during the course of his mining process.

When Terminus saw Earth and realized what vast resources it had, he marked it with a blast from his Power Lance while he was still light years away. A mysterious, flaming message appeared, carved into the ground itself: "I claim this world—Terminus." By the time he arrived, the Fantastic Four had already reached the scene to investigate. After the FF managed to disarm the alien, Reed invented a device

that hurled his robotic body deep into the Earth's core. This didn't bother Terminus much; he simply dug his way back to the surface, emerging

in the Savage Land. But when he started his mining operation there, the Avengers foiled his plans.

Recently, Terminus formed a new host body for himself from thousands of helpless Moloids. The Silver Surfer alerted the Fantastic Four, who managed to dissolve his new composite body and save all the Moloids. Only time will tell whether this is the last anyone will see of Terminus.





**14C Strength Intellect 6C**

**2 Edge ★ Hand Size 4(25)**

**7X Agility Willpower 4D**

## TERRAX (TYROS THE TERRIBLE)

### SKILLS

**Axes, Brawling; Astronomy, Energy Control; Military**

### POWERS

**Detection 20**

**Life Detection (to beyond visual distance)**

**Earth Control 15**

**Dustcloud, Earthflight, Earthquake, Earth Elementals, Entrapment, Groundwave**

**Flight 15**

**Life Support 20**

**Resistance +7 to Energy and Kinetics**

**Space Flight 15**

### EQUIPMENT

**Cosmic Axe +4**

**Cosmic Energy Control 18 (Absorption, Energy Blast, Resistance to Radiation), Disintegration 18, Force Field 18**

**CALLING:** Greed (not so much for money as for personal power and luxury)

**PERSONALITY:** Terrax is arrogant, spoiled, and confrontational. As a former absolute ruler, he's not accustomed to having others talk back or deny his wishes.

### HISTORY

Tyros the Terrible was the absolute dictator of a far-off world called Terran. The most powerful being on the planet, he controlled an army of robotic soldiers who kept his subjects in line. Tyros had no plans for intergalactic conquest; he simply lived the good life and never looked beyond his own world.

Unfortunately for him, he somehow attracted the attention of Galactus, who was in need of a new Herald. The Devourer of Worlds used the Fantastic Four to subdue Tyros and teach him a little about humility. Then he imbued the former dictator with cosmic power, transforming him into Terrax the Tamer.

Since his three previous Heralds had each represented a different element (water, air, and fire, respectively), Galactus gave Terrax power over earth. But Tyros was never the most loyal of servants; in fact, he strained against his master from the very beginning. But although Galactus eventually terminated

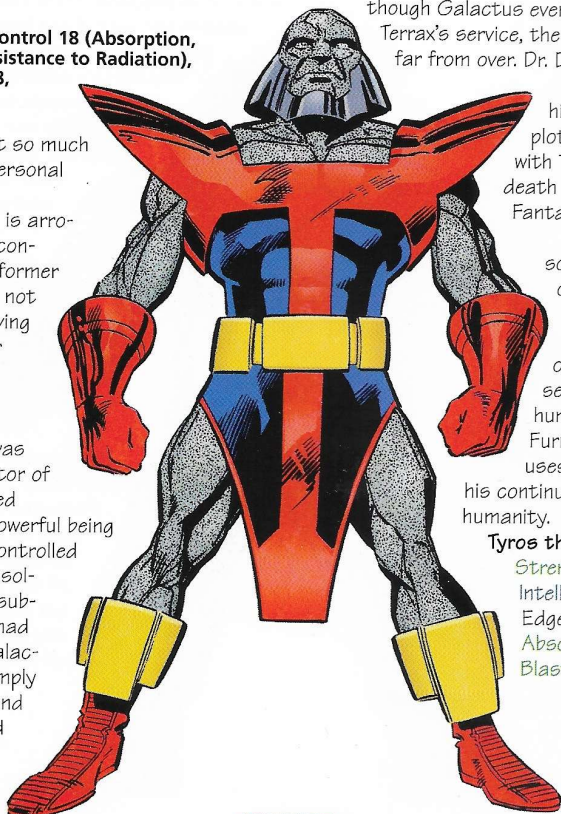
Terrax's service, the threat he posed was far from over. Dr. Doom captured the ex-Herald and used him in his own fiendish plots. This culminated with Terrax's apparent death in battle with the Fantastic Four.

Later, Genetech scientists used the corporation's AIELAC unit to revive Terrax, this time as a being of sentient energy. He seized control of a human named Harmon Furmintz, whom he still uses as a host body in his continuing assaults on humanity.

#### Tyros the Terrible:

**Strength 11X, Agility 5X, Intellect 6X, Willpower 6X, Edge 2, Health 25.**

**Absorption 14, Energy Blast 14. Calling: Greed.**



**19D Strength Intellect 16A**

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

**5D Agility Willpower 17C**

# THANOS

## SKILLS

**Brawling; Navigating; Astronomy, Biochemistry, Biology, Chemistry, Computers, Dimensional Geography, Energy Control, Genetics, Lore (Death), Mechanics, Occult, Physics, Radiology, Robotics, Time Machinery; Intimidation, Manipulation**

## POWERS

**Body Armor +8**

**Cosmic Energy Control 24**

**Ability Boost (Strength), Absorption, Energy Detection, Starburst**

**Immortality**

**Invulnerability to Aging, Cold, Disease, Electricity, Heat, Poison, and Radiation**

**Life Support 20**

**Psychic Blast 16**

**Teleportation 18**

**CALLING:** World Domination

**PERSONALITY:** Sometimes Thanos seems content with demonstrating his superiority over all other life forms; at other times, he seeks to kill every living thing in the cosmos as a gift to his beloved Death. Thanos is always tight-lipped about his plans, whatever they are.

## HISTORY

Thanos, son of the Eternal leader Alars (later called Mentor), was born on Titan. From his earliest childhood, he constantly sought more and more power. Through biogenetic engineering coupled with training, he enhanced his strength far beyond the normal limit of an Eternal.

At some point, in a dream or hallucination, Thanos met the personification of Death and fell in love with her. From that moment, he devoted himself utterly to pleasing her. Naturally, such a goal meant destroying all life.

When he reached adulthood, Thanos left Titan and traveled the galaxy, recruiting a mercenary army as he went. Then he returned to his homeworld and seized power, killing many of his own people in the process.

Once his power over Titan was secure, Thanos turned his attention toward Earth. When A.I.M. created the second Cosmic Cube, Thanos seized it, but Earth's heroes thwarted his plans. Later, he learned of the Infinity Gems and tried to collect their power into one huge, synthetic stone. With such an item, he could force the stars to go nova, thereby extinguishing all life in the universe. But a group of heroes drawn from several worlds dealt Thanos yet another defeat. Adam Warlock, leader of this heroic group, died in the battle, but not before his Soul Gem had partially absorbed Thanos's soul. Ironically, this incident granted Thanos immortality, denying him forever the embrace of his beloved Death.

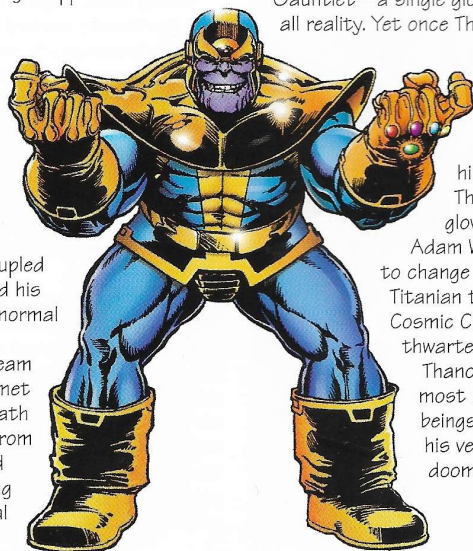
Eventually Thanos collected all the Infinity Gems and used them to create an Infinity Gauntlet—a single glove that held sway over all reality. Yet once Thanos had gained this

ultimate power, he realized that he really had no idea what to do with it. It was the quest that had thrilled him, not the power itself.

Thanos relinquished the glove to a resurrected

Adam Warlock and appeared to change his ways. Later, the Titanian tried to regain the Cosmic Cube, but Ka-Zar thwarted him.

Thanos remains one of the most brilliant and twisted beings in the universe, and his very existence could spell doom for reality.





**13X** Strength    Intellect **9A**

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

**5D** Agility    Willpower **10X**

## THENA (AZURA)

### SKILLS

**Martial Arts**; Chemistry, Energy Control,  
Mythology, Physics

### POWERS

**Body Armor** +8

**Energy Blast** 16

**Flight** 12

**Immortality**

**Invulnerability** to Cold, Disease, Electricity, Energy,  
Heat, Poison, and Radiation

**Telepathy** 2

**Teleportation** 3

**Transmutation** 6

**CALLING:** Majesty

**PERSONALITY:** Though Thena served for a time as head of the Eternals, she was never comfortable with the position. She cares for humans, though she does not mingle with them to the degree that Ikaris does.

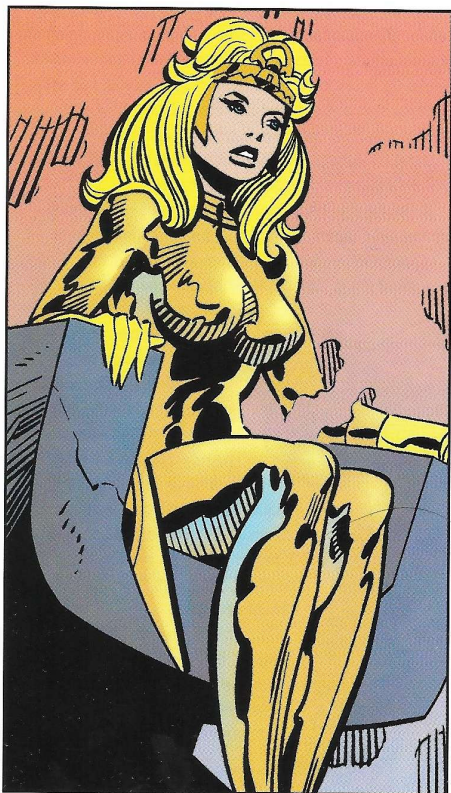
### HISTORY

Thena was originally named Azura after her father Zuras, who ruled the Earth Eternals for thousands of years. When the Greek gods came to Earth millennia ago, they discovered the Eternal city of Olympia on the very mountain they were using as a dimensional gateway. So the two races of beings made a mutually beneficial pact: When the gods were not present in person, the Eternals would act as their messengers and representatives. As a sign of this treaty, Azura adopted the name Thena, after the goddess Athena. The agreement proved problematical, however, as most humans confused the Eternals with the gods.

During those days in ancient Greece, Thena and the Deviant warlord Kro fell in love. The relationship ended poorly, as one might expect of a union between two opposed species.

When the Fourth Host of the Celestials landed on Earth, Zuras called the Eternals together to form the Uni-Mind, which unsuccessfully fought them. Knowing that his death was imminent, Zuras bade his daughter take up the mantle of leadership. He also asked that the majority of Eternals join into one final Uni-Mind and take to the stars.

Thereafter, Thena led the few dozen Eternals remaining on Earth through a difficult period, when the Deviant priest Ghaur plotted to gain the power of the Dreaming Celestial. After his defeat, she discovered to her surprise that her old lover Kro was still alive. (She had not realized that he was also immortal.) When her love for the Deviant was revealed, Thena's days as leader were numbered. Ikaris now leads the Eternals, while Thena lives peacefully in Olympia.



**16A Strength Intellect 3X**

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

**8C Agility Willpower 5X**

## THUNDRA

### SKILLS

**Brawling, Clubs, Sonic Slam, Wrestling; Acrobatics, Martial Arts**

### POWERS

**Body Armor +2**

**Leaping 12**

**Lightning Speed 3**

**Resistance +4 to Energy Attacks**

### EQUIPMENT

**Chain +3**

**CALLING:** Exemplar (Femizons)

**HINDRANCE:** Obsessive (about beating those who think they're stronger than she is)

**PERSONALITY:** Thundra is confident, boastful, and even a little vain. She is definitely her own woman and does not take kindly to those who try to boss her around. She readily challenges beings who think they are stronger than she is to a fight, but she has a soft spot for the Thing.

### HISTORY

Thundra hails from an alternate future of our very own Earth—a time and place in which the rule of women has replaced that of men. The women of the United Sisterhood Republic (USR), who are known as Femizons, rule the planet with iron fists.

Thundra is a prime example of Femizon breeding and training—a fierce warrior who cares for nothing but victory. When soldiers from an alternate future Earth called Machus (in which men reigned

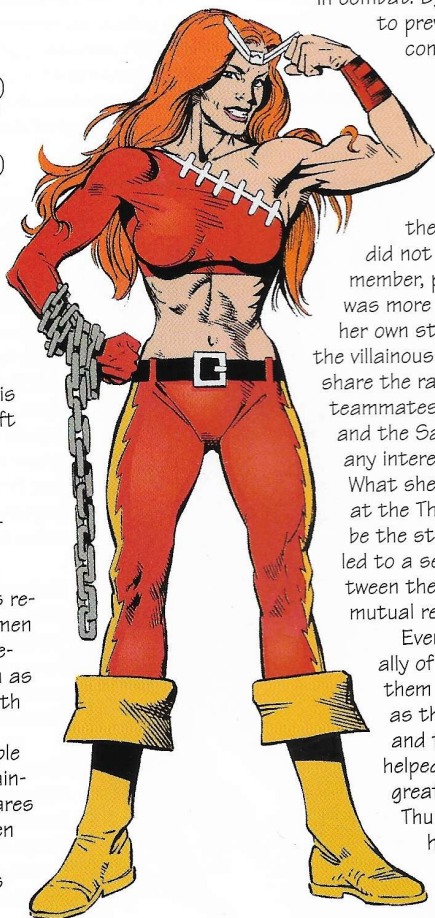
supreme) came to invade the USR, Thundra stole their dimensional travel apparatus, intending to launch a counterattack on their world. But the machine malfunctioned, stranding her on twentieth-century Earth, where she was naturally appalled at the pitiful excuses for men who seemed to dominate society. Her personal quest

became humbling the world's strongest men in combat. By that means, she hoped to prevent Machus from ever coming about.

Thundra soon fell in with the Wizard and the Frightful Four, who were in need of a fourth member after Medusa had turned to the good side. But Thundra did not make the best team member, principally because she was more concerned with proving her own strength than with achieving the villainous group's goals. She did not share the rapacious dreams of her teammates (the Wizard, the Trapster, and the Sandman), nor did she have any interest in ruling the world. What she really wanted was a crack at the Thing, who was reputed to be the strongest man around. This led to a series of titanic battles between the two, from which grew a mutual respect.

Eventually Thundra became an ally of the Fantastic Four, aiding them in battling such menaces as the Mad Thinker, Annihilus, and the Brute. The FF in turn helped her defeat Makhizmo, the greatest warrior of Machus.

Thundra has since returned to her own reality.





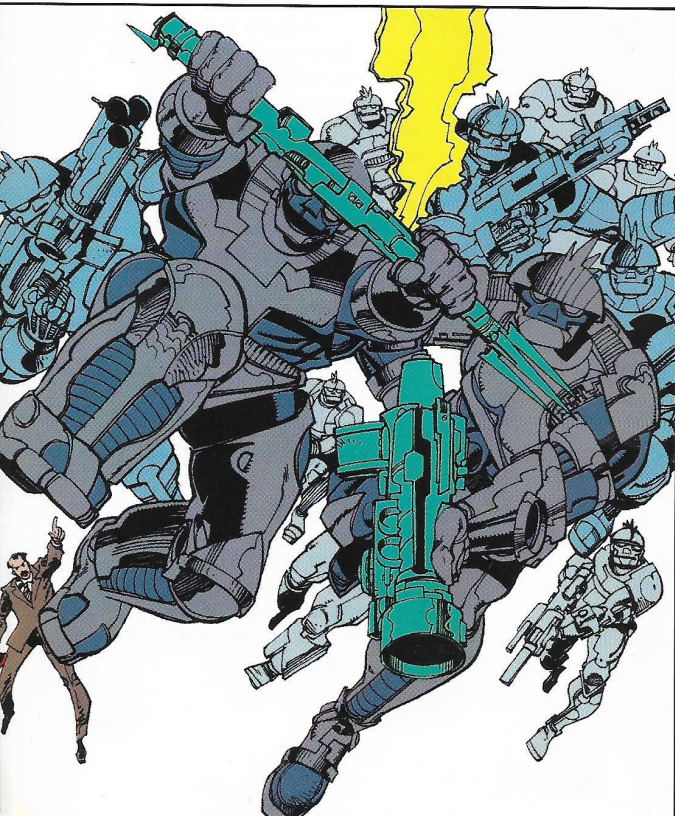
# THE TIME VARIANCE AUTHORITY

**History:** Time is a tricky thing. The Fantastic Four have spent a great deal of theirs traveling through timelines and investigating (or causing) temporal anomalies. It was only a matter of—well—time before they attracted the unwanted attention of the Time Variance Authority, or TVA.

The TVA is a massive, interdimensional bureaucracy charged with maintaining the continuity and integrity of all the different timelines. The organization has an enormous base of operations located in its own pocket dimension. From there, an infinite number of clerks monitor the infinite number of timelines that together compose all of reality.

The TVA brooks no interference with its work. It has both the authority and the ability to mete out justice to any and all who disturb the temporal order of things. Whenever the Fantastic Four (or any other time travelers) make a serious alteration in a timeline, they can expect a visit from the TVA's goon squad—an elite band of troops known as the Minute Men.

When the Fantastic Four managed to prevent the scheduled termination of their own timeline, the TVA decided that enough was enough and dispatched the Minute Men to bring the offenders in for questioning. Since then, the Minute Men have tracked down a wide variety of temporal reprobates.



**Signature Equipment:** The Minute Men have their own vehicles, which are capable not only of flight and space travel, but also of traversing time and dimensions with superb accuracy. In addition, the TVA's facility houses the Cross-Time Central Railroad, a complex network of time machines designed to resemble old Earth trains. The engineers who run them ostensibly obey only the TVA, but they are in fact susceptible to the occasional bribe or other inducement.

**Noteworthy Members:** The Minute Men are the TVA's elite troops. These skilled warriors have no qualms about bringing in an accused person dead rather than alive.

**Minute Man:** **Strength** 10X(14X), **Agility** 6D, **Intellect** 4X, **Willpower** 5X, **Edge** 1, **Health** 17. **Marksmanship**. **Equipment:** **Energy Weapon** +4, **Powered Armor** 14 (Ability Boost [Strength]). **Calling:** Guardian.

**19B Strength Intellect 8X**

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

**9D Agility Willpower 4X**

**TORG0**

### SKILLS

Brawling, Sonic Slam, Wrestling;  
Contingent Attack

### POWERS

Body Armor +3

### EQUIPMENT

Energy Weapon +4

**CALLING:** Guardian (of Mekka)

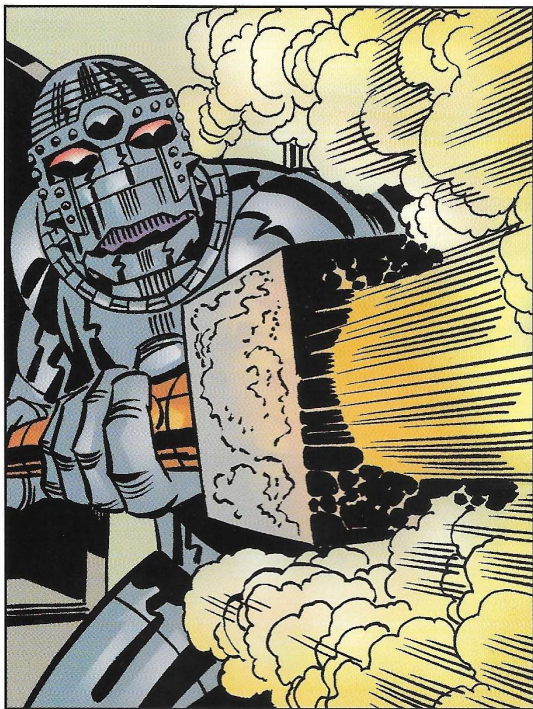
**PERSONALITY:** Torgo is surprisingly gentle and calm for a killer robot. He does not relish his violent lot in life, but he nevertheless accepts it.

### HISTORY

Torgo hails from a planet previously known as Maarin. Once, this world was home to many kinds of creatures. But a virulent plague destroyed its entire living population, leaving only androids to carry on the legacy of their creators. Now called Mekka, the planet no longer supports any biological life—even its plants are robotic.

In their long-running spate of galactic conquest, the Skrulls found Mekka and captured some of its residents, including Torgo. Offered the choice of fighting in the arenas for the entertainment of their captors or having their homeworlds destroyed, all the captives agreed to serve as gladiators.

Torgo's cellmate was the Thing, who had been captured in a raid on the planet Earth. The two became friends of a sort, even though the Skrulls forced them to fight each other in the arena.



In time, all the captives managed to escape from their Skrull slave masters. Torgo returned to Mekka and his fellow androids, and the Thing went back to Earth.

Now Torgo fights to protect his homeworld and keep its existence hidden from the rest of the galaxy. In particular, he fears Galactus, who at one point threatened to devour Mekka and all its android inhabitants.



**9X Strength Intellect 3X**

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

**5B Agility Willpower 5X**

# TRITON

## SKILLS

**Acrobatics, Martial Arts, Underwater Combat**

## POWERS

**Lightning Speed 12 (Swimming)**

**Resistance +10 to Cold and Pressure**

**Waterbreathing 10**

**CALLING:** Guardian

**HINDRANCES:** Fatally Vulnerable to dehydration, diseases of all sorts, and even mild toxins (including pollution of intensity 15+), Monstrous

**PERSONALITY:** Triton tries to hide his natural depressed state by faithfully supporting those around him, but he is occasionally prone to sulking. He does not have a good command of language, often transposing words or using them incorrectly.

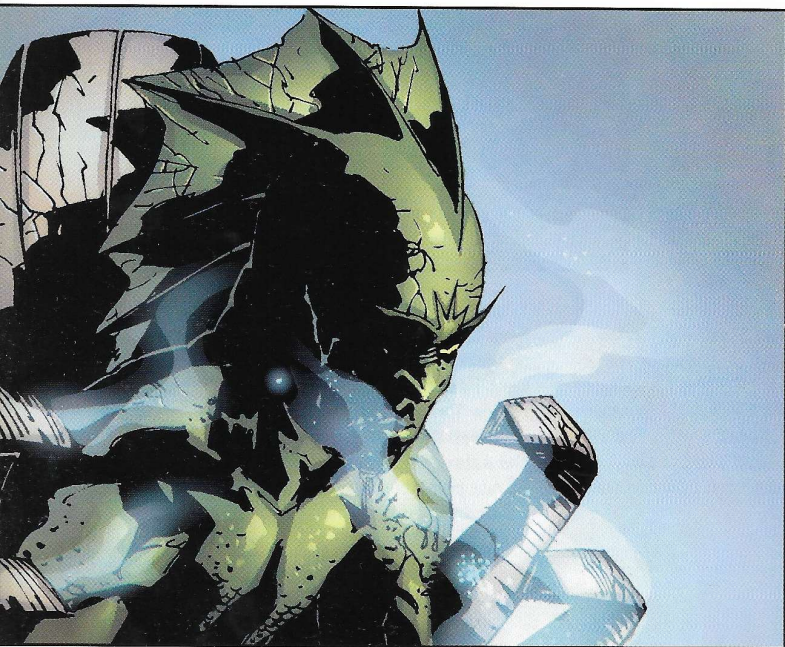
## HISTORY

Triton is a member of the Inhuman royal family—a fact in which he takes a great deal of pride. He is brother to Karnak and cousin to Black Bolt, Crystal, Gorgon, Medusa, and Maximus. But the Terrigen Mists were not as kind to him as they were to others of his race. Triton emerged from his ritual childhood exposure radically changed—still humanoid, but with the scales, fins, and gills of an aquatic creature.

His physical mutations set him apart from the rest of his people not only in appearance, but also in terms of basic needs. He cannot survive out of water without artificial assistance, such as the water circulation tubes he sometimes wears. This vulnerability to dehy-

dration separates him from the rest of his kind, exacerbating his basic loneliness and creating a no-win situation for him emotionally. When he's with his people, he wants to be in the water, but when he's swimming in the ocean, he misses his family and friends.

Despite his loneliness (or perhaps because of it), Triton is a very loyal member of the royal family. He is firmly committed to Black Bolt and his ideals, and he will fight to the last breath to protect his people from harm.



**4X Strength Intellect 6D**

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

**2X Agility Willpower 8B**

## TYRANNUS

### SKILLS

**Archaeology; Leadership, Manipulation, Mental Control**

### POWERS

**Life Drain 6  
Mind Control 8  
Telepathy 8**

**CALLING:** World Domination

**PERSONALITY:** Tyrannus is egotistical, vain, and imperialistic, always thirsting for more power. He rarely sullies his own hands with combat, preferring to order his underlings into battle instead.

### HISTORY

The true origins of Tyrannus remain a mystery to this day, though his manner and dress suggest that he was originally a citizen of ancient Rome.

But whoever he once was, he got his ticket to immortality several thousand years ago, when he discovered a Fountain of Youth deep in the bowels of the earth. The eternal youth he gained in this way came with a price, however—if he did not replenish himself with the restorative waters every few years, he would begin to age once again—though at a much faster rate.

Tyrannus eventually discovered a world underground nearly as vast as the one he had known on the surface. Through the force of his will (and occasionally the force of his sword), he subjugated a race of small but fierce underworld beings, whom he renamed "Tyranoids." (Their original name is now long-forgotten.) Much to the dictator's delight, these new "subjects" continued to follow him, even to their deaths.

As Tyrannus began to explore and conquer various underworld territories, he found several cities that the ancient race called the Deviants had abandoned. Armed with the fragments of their advanced technology, he managed to reproduce a number of incredible machines designed for warfare. With this new equipment, the Tyranoids blazed across Subterranea.

In the twentieth century, Tyrannus came across the Mole Man, and the two instantly became bitter enemies. Mole Man had retreated from the surface to find peace; Tyrannus had arrived in the underworld with dreams of conquest. Since their first meeting, the two have torn Subterranea apart with a series of epic wars. Tyrannus has also had several encounters with the Hulk, whom he often tricked into attacking the pitiful Mole Man.

Once, Tyrannus was deprived of the life-giving waters from the Fountain of Youth for too long. Disguised as the aged Des, he merged with the sacred Flame of Life in El Dorado and gained a new energy body that enabled him to ascend to the stars. Sometime later, he seized control of the Abomination's powerful body.

After Tyrannus had battled several heroes in that hideous form, Ghaur and Llyra managed to free him from it. In return, he tried to help them bring Set to this plane of reality, but he was seemingly eaten by a serpent demon in that process.

**Tyranoids:** Strength 11X, Agility 5X, Intellect 1X, Willpower 1X, Edge 0, Health 10. Calling: Demolisher.





**18X Strength Intellect 19A**

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

**12X Agility Willpower 19A**

## UATU (THE WATCHER)

### SKILLS

Aeronautics, Archaeology, Architecture, Assessment, Astronomy, Biochemistry, Biology, Bionics, Chemistry, Computers, Dimensional Geography, Electronics, Energy Control, Genetics, Geology, History (Earth), Linguistics, Lore (Earth), Mechanics, Medicine, Oceanography, Physics, Radiology, Robotics, Sociology, Spacecraft, Super-Physiology, Time Machinery; **Animal Handling, Art, Meditation, Observation**

### POWERS

**Animal Control 15**

**Body Transformation 18**

**Energy Form**

**Cosmic Awareness 24**

**Empathy 24**

**Resistance to Mental Control**

**Enhanced Senses 18**

**ESP 18**

**Force Field 24**

**Remote Field, Shield from Psionics**

**Hyperlinguistics 24**

**Immortality**

**Invisibility 24**

**Remote Invisibility**

**Vulnerability** to nearly everything

**Kinetic Control 18**

**Life Support 30**

**Mind Control 18**

**Ability Boost (Any), Mindwipe**

**Shapeshifting 24**

**Telekinesis 18**

**Forceflight, Object Swarm,**

**Passengers**

**Telepathy 18**

**Teleportation 30**

**Gateway, Passengers,**

**Summoning**

**CALLING:** Investigator

**PERSONALITY:** Uatu likes to pretend that he's completely aloof, but deep down he cares for humans, whom he's come to respect and admire. Still, he can seem detached and mysterious, which is appropriate behavior for one who has pledged never to interfere with the affairs of man.

### HISTORY

Uatu is just one member of an immortal, nearly omnipotent race called the Watchers, whose sole task is observing other species. Charged with monitoring Earth, Uatu has been watching humanity almost since its inception. Once he even lived on our world, but as humans grew intelligent, he thought it best that he move to another location where he was less likely to be spotted. So he built a huge citadel in the

Blue Area of the Moon, an enclosed

region with an artificially manu-

factured atmosphere. He

has occasionally shared the

Blue Area with other

beings—most recently the

Inhumans, who briefly moved

Attilan there to escape

Earth's pollution.

Although they possess unbelievable powers, the Watchers have sworn never to interfere with the events they observe. For the most part, Uatu obeys this directive. Occasionally, however, he slips over the edge and gives history a little nudge, for he sees great potential in the human race and cannot bear the thought of letting it die out. For that reason, the Fantastic Four have occasionally been able to convince him that he should lend a subtle hand when the whole planet seemed to be in danger of destruction. On the first such occasion, Uatu helped the FF stop Galactus from destroying the world. Since then, he has acted on behalf of the Fantastic Four (and thereby all of Earth) several times.



**2X Strength Intellect 3X**

**1 Edge ★ Hand Size 3(17)**

**3X Agility Willpower 2X**

## **VOLCANA** **(MARSHA ROSENBERG)**

### **POWERS**

**Body Transformation 16**

**Energy Form (Limit: One form only [Plasma]),**

**Solid Form (Limit: One form only [Stone])**

**Body Transformation 4**

**Semisolid Form (Limit: One form only [Ash])**

**Energy Blast 18**

**Life Support 5**

**Limit: Transformation-Linked**

**Resistance +10 to Fire**

**CALLING:** Peace of Mind

**PERSONALITY:** Marsha is cheerful, caring, and protective. In battle, she tends to stay at a distance and use her energy blast to guard her allies' backs. When Volcana feels that her quiet life is being threatened, she fights passionately to restore peace. Though she is slow to anger, Volcana's rage is fearsome to behold.

### **HISTORY**

Marsha Rosenberg was once an ordinary woman who had the misfortune to be in the wrong place at the wrong time. She and her friend, Mary McPherran, were transported to the mysterious planet of the Beyonder along with part of a Denver suburb during the Secret Wars. With the alien technology there, Dr. Doom promised the two women incredible powers if they would agree to help his villainous cause. Because both were desperately afraid on this alien world, they leapt at the offer. And so it was that Mary acquired super-

human strength and became Titania, while Marsha gained the ability to transform herself into a being of pure energy. Calling herself Volcana, Marsha soon befriended the nearly omnipotent Molecule Man. During the course of the Secret Wars, the two fell deeply in love.

Afterward, Molecule Man and Volcana returned to Earth and settled down in Denver, intending to renounce their villainous pasts and lead a quiet life together. Marsha went back to her former job at a local day care center and all seemed well. But the Beyonder's return to Earth shattered the couple's peace. Though concerned about the situation, Molecule Man at first refused to intervene. At Volcana's urging, however, he decided to defend Earth and face the Beyonder. The battle left Molecule Man catatonic, and thereafter Volcana spent years tirelessly caring for him, often to her own detriment. As a result of her devotion, he at last regained consciousness.

After the second Secret Wars, Marsha and Owen lived their lives anonymously, refusing to use their powers for any reason. But the relationship eventually became troubled, and Volcana finally left Molecule Man.





**3X Strength Intellect 9A**

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

**4X Agility Willpower 6X**

# THE WIZARD

(BENTLEY WITTMAN)

## SKILLS

Scientific Genius (Biochemistry, Computers, Electronics, Mechanics, Physics, Radiology, Spacecraft, Super-Physiology, Weapon Systems)

## EQUIPMENT

### Anti-Gravity Discs 14

Gravity Control (Levitation; Limits: Decrease only, 5 tons of weight per disc)

### Powered Armor 14

Body Armor +2, Computer Link, Energy Blast, Flight, Life Support, Stun Blast

### Wonder Gloves 11

Ability Boost (Strength), Air Control ("Typhoon Sphere," stunt only; Tornado), Electrical Control (Limit: Non-conductive), Kinetic Control (Repulse Field)

**CALLING:** Vengeance (against the Fantastic Four)

**PERSONALITY:** The Wizard is pompous and arrogant. He is sure that he's the smartest man alive and wants everyone else to admit it.

## HISTORY

The Wizard is a second-rate super-intellect who thinks himself the equal of men like Reed Richards and Victor von Doom. In spite of his inflated sense of self-worth, he has proven a formidable opponent to the Fantastic Four over the years, as his scientific genius has enabled him to create a variety of specialized weapons.

Realizing that he couldn't defeat the FF alone, the Wizard formed a team of super-villains called the Frightful Four, which has brought the Fantastic Four close to extinction on more than one occasion. But the Frightful Four never learned to work as a team, whereas that has always been the key to the FF's tremendous success.

In addition to the Wizard (the team's only permanent member), the Frightful Four's ever-changing roster has included the Brute, Electro, Hydro-Man,

Klaw, Llyra, Medusa, Quicksand, the Sandman, She-Thing, Thundra, and the Trapster.

**Hydro-Man (Morris Bench):** Strength 3X, Agility 3X, Intellect 2X, Willpower 3X, Edge 1, Health 17. **Body Transformation** 15 (Liquid Form), **Water Control** 15 (Drowning, Ensnarement [Unique Stunt: Hydro-Man can "swamp" an opponent.]) **Calling:** Greed.

**Quicksand:** Strength 16D, Agility 10X, Intellect 4D, Willpower 3X, Edge 2, Health 25. **Hammers; Physics (Nuclear).** **Body Transformation** 16 (Semisolid Form; Limits: One form only [Sand], Permanent), **Earth Control** 10 (Dustcloud, En-

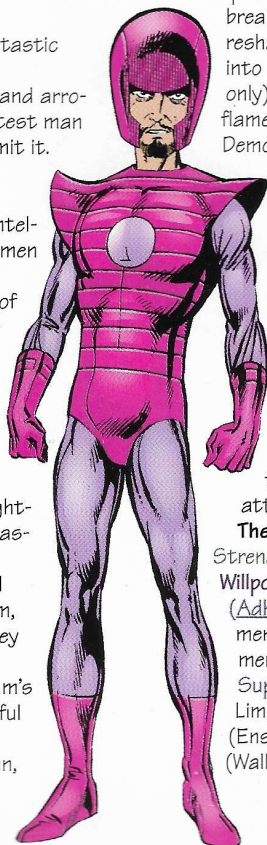
trapment [Limit: No damage to victim on a breakout attempt], **Sand Shaping** [can reshape any sand within firing distance into objects]; Limit: Sand manipulation only). **Hindrances:** Susceptible to heat-, flame-, and water-based attacks. **Calling:** Demolisher.

### The Sandman (William

**Baker):** Strength 14D, Agility 8X, Intellect 4X, Willpower 8X, Edge 2, Health 25. **Hammers.** **Body Armor** +2, **Body Transformation** 14 (Semisolid Form; Limit: One form only [Sand]), **Earth Control** 12 (Dustcloud, Entrapment [Limit: No damage to victim on a breakout attempt]; Limit: Sand manipulation only), **Regeneration** 8. **Hindrances:** Susceptible to heat-, flame-, wind-, and water-based attacks. **Calling:** Repentant.

### The Trapster (Peter Petruski):

Strength 4X, Agility 4X, Intellect 4C, Willpower 6X, Edge 1, Health 17. **Chemistry (Adhesives), Weapon Systems.** **Equipment:** Paste Shooters 20 (Ensnarement [Adhesion], Web-slinging 14), **Super-Dissolver** 25 (Disintegration; Limit: Adhesives only), **Trap** 14 (Ensnarement), **Wall-Walking Boots** 10 (Wall-crawling). **Calling:** Greed.





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