

THE

MARVEL

UNIVERSE

ROLEPLAYING GAME



MARVEL UNIVERSE
ROLEPLAYING GAME GUIDE
REQUIRED TO PLAY.

SPIDER-MAN'S GUIDE TO NEW YORK

TABLE OF CONTENTS

ROLE PLAYING SECTION	1-50	ACTIONS AND MODIFIERS	41-48
INTRODUCTION	1	New Actions	41
MARVEL UNIVERSE BRIEFINGS:		New Magical Actions	44
NEW YORK CITY	1	New Masteries	45
The Big Apple In Brief		New Options for Existing Actions	46
A History of Marvel Manhattan		New Modifiers	46
Why New York?		SUPPLEMENTAL RULES	49-50
SPIDER-MAN	4	Doctor Octopus' Tentacles	49
Every Day Hero: The History of Spider-Man		Entangling Attacks	49
A Hero Is Born		Gasses and Poisons	49
A Team Player		Drowning and Suffocating	49
The Clone Years		Out of Ammo	49
Beginning Again		Slaying Vampires	49
Spider-Man Variant Statistics		Summoning Armies	49
CHARACTER PROFILES	10	Henchmen , Thugs, and Goons	50
Araña	10	New Advantages, Disadvantages, and Challenges	50
Black Widow	10	GAMESMASTER SECTION	51-84
Blade	11	Comments on Venom	51
Boomerang	11	Villains and Supporting Characters	51
Cage	12	Playing With Challenges	51
Calypso	12	Vigilantes and the Press	51
Carnage	13	CREATING YOUR OWN ADVENTURES	52
Carion	13	Adventure Attributes	53
Chameleon	14	Who are your Players?	53
Cloak	14	What do you want to Happen?	55
Cyclone	15	Obstacles	56
Dagger	15	How do you want it all to End?	57
Electro	16	Where do you want the Adventure to Take Place?	58
Ezekiel	16	How Long do you want the Adventure to Last?	58
Frog-Man	17	Outline	58
Hammerhead	17	What NPC's to Use?	59
Iron Fist	18	Mission Objectives	60
Jessica Jones	18	Backstory / Mission Briefings	61
Jester	19	Keeping the Adventure on Track	62
Jigsaw	19	Managing Plot Hooks	63
Kraven	20	Creating a Quick 3-Scene Adventure	64
Lizard	20	Team Descriptions	64
Mad Jack	21	ADVENTURE BRIEFINGS	65
Madame Web	21	Manhattan Island	65
Moon Knight	22	Area Map of Manhattan Island	67
Morbis	22	Area Map of Empire State University	68
Morlun	23	Empire State University	69
Mr. Fear	23	The Daily Bugle Building	69
Mysterio	24	Interior Map of the Daily Bugle	70
Namorita	24	17 th Floor/City Room	71
Night Thrasher	25	Code Blue Facilities	71
Nova	25	Interior Map of Code Blue Holding Facility	72
Owl	26	The Mog	72
Prowler	26	Central Park	72
Purple Man	27	Exterior Map of Central Park	73
Rhino	27	58 th Street to 67 th Street	73
Sandman	28	MURPG ISSUE #4:	74
Shang-Chi	28	<i>Something Sinister This Way Comes</i>	
Shathra	29	A Marvel Universe RPG Adventure	
Silver Sable	29	APPENDIX A: WEAPONS	85
Speedball	30	APPENDIX B: VEHICLES	85
Speed Demon	30	APPENDIX C: EQUIPMENT	86
Spider-Woman	31	APPENDIX D: BESTIARY	86
Stilt-Man	31	APPENDIX E: POWER AND RESPONSIBILITY	88
Tarantula	32	APPENDIX F: MASTER LIST OF ACTIONS & MODIFIERS	90
Tombstone	32	END PAGE: SPIDEY & FOES	96
Turbo	33		
Typhoid	33		
Vermin	34		
Vulture	34		
Werewolf	35		
White Tiger	35		
HUMANS	36		
Mary Jane Watson-Parker	36		
Ben Urich	36		
J. Jonah Jameson	36		
Microchip	37		
Foggy Nelson	37		
Aunt May	37		
THE GOBLIN LEGACY	38		

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And a special thanks to all the guys and
gals who brought us the original MURPG
game and hours of entertainment.

**FOR QUESTIONS AND COMMENTS
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INTRODUCTION

New York City! A hyperactive heartthrob beating from eight million people packed into little less than 800 square miles. Dozens of world-class museums, a range of industries from small mom-and-pop corner stores to multinational corporations. Skyscrapers, Central Park, taxicabs . . . and, of course, superheroes and villains.

In the world of Marvel Comics, New York is at once both a very real place and a place where the fantastic can happen. You might chance a glimpse at a blind man jumping from the spires of a church, or a jet lifting off from an unassuming brownstone on Park Avenue that houses an assemblage of Earth's mightiest heroes. The Baxter Building hosts hundreds of workers, but few know there is a gateway to the Negative Zone on the 33rd floor. Elsewhere, the supreme sorcerer of the universe recites a spell from a musty tome at his Greenwich mansion. And every once in a while, take a look up at the tops of the skyscrapers. You may just see an everyday photojournalist swinging from rooftop to rooftop on a thin line of webbing.

Spider-Man's Guide to New York will help you make the most out of this city of wonders (and of dangers.) This supplement provides over 40 new character profiles of heroes and villains, plus a unique Adventure Generator for additional character information. There is also the fourth full-length Marvel Universe Adventure issue and details on

specific locations that you can use to springboard into even more mighty Marvel action. Don't forget the host of new Actions, new Modifiers, and equipment that you have come to look forward to in each supplement! All of this is meant to complement your own copy of the *Marvel Universe Roleplaying Game Guide*, which you'll need to play the game.

This book takes you into the world of New York. Feel free to add as many details as you can to flavor your Marvel adventures. A generic office building is fine for a quick cut to a location, but placing the building in New York's famous Financial District suddenly makes it a real-city landmark, a part of real-world hustle and bustle of high finance. Likewise, an abandoned warehouse could be virtually anywhere, but there's instant atmosphere when you place it in Hell's Kitchen or The Mog.

THE BIG APPLE IN BRIEF

If this is your first time to New York, let us show you around. When we talk about Marvel New York, we're mostly talking about the island of Manhattan. After all, this is the "touristy" New York, the one with the skyscrapers and taxis and huge neon signs. The island is separated from its suburbs by the East River on the north and the Hudson to the south. First off,

the suburbs:

Queens is pretty much the most residential suburban area you'll get in New York. Aunt May once opened a boarding house here, but you'd probably know the area better for Shea Stadium. To the west, the Bronx is another outlying suburb (with its own stadium for the Yankees,) but it's nowhere near as nice, being little more than a weary, old, urban jungle. "Jungle" may be appropriate, for it's here you'll find the New York Zoological Garden, a.k.a. the Bronx Zoo. Brooklyn, to the east, is actually the most populous. Perhaps that's why it too suffers from much of the same urban decay as the Bronx, although Brooklyn has largely recovered in comparison. Brooklyn probably has the greatest concentration of ethnic diversity, with pockets of international flavor neighboring each other. The borough is famous for its nearby Coney Island amusement park and for once housing heroes such as Captain America and Thor. Manhattan itself is divided in different boroughs. At the eastern tip, Lower Manhattan is best recognized by the Financial District, which has more details in a later chapter. Here, the glittering Chase Manhattan Plaza exists nearby the more "colorful" Chinatown and Battery Park. Traveling to the west, there is Greenwich Village (or simply, the Village) and the Lower East Side. On one end, you have Yancy Street, the rough area that a young Ben Grimm was forced to survive. But there is also the fashionable Village, with Empire State University side-by-side the loft belonging to the party-girl Eternal known as Sersi. You'll also find Doctor Strange's Sanctum Sanctorium here.

Midtown returns us to the New York made popular in the movies. The United Nations is here, as is Times Square, the Baxter Building, the Empire State Building, and Madison Square Garden. Many superheroes are known to call this place home—Luke Cage, Daredevil, and Cloak and Dagger. The Kingpin's offices are here, and other Midtown office spaces hold the Daily Bugle. Deeper into the inner city of Midtown is the seedy Hell's Kitchen.

The Upper East Side, the most expensive residential area of New York, is separated from the Upper West Side, itself a posh area with a bit more retail space, by Central Park. The Upper East Side holds the Hellfire Club Mansion, the Latverian and Wakandan Embassies, and the Avengers Mansion. Further west lie Morningside Heights and Harlem, as the city progresses westward into more lower class areas.

A HISTORY OF MARVEL MANHATTAN

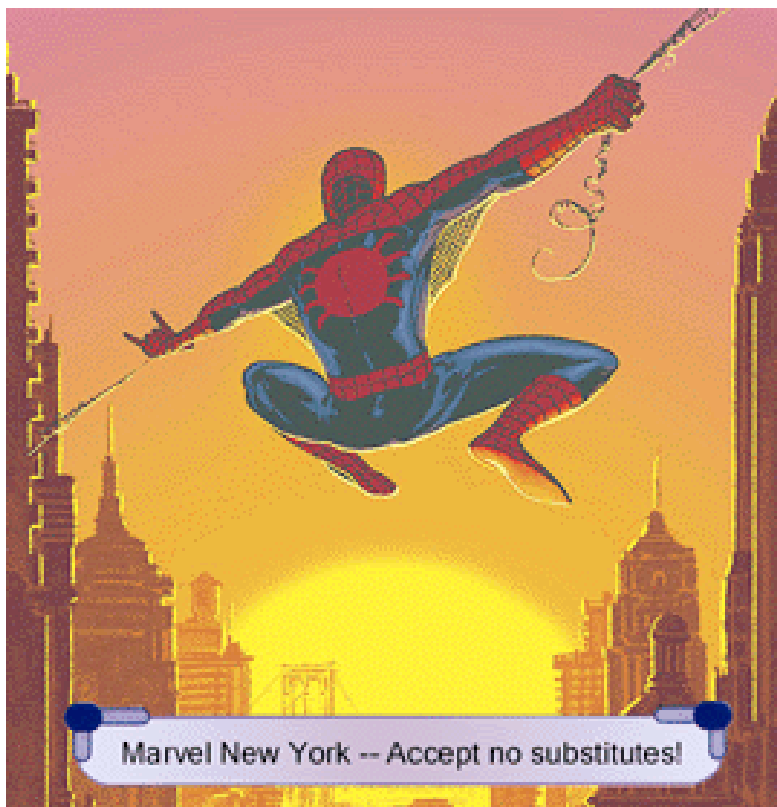
If you have been a citizen of Marvel Manhattan for the past 15 years or so, you can remember a very different time. The New York City of yesteryear was quiet, unassuming, and downright mundane. (Well, as quiet, unassuming, and mundane as a teeming, modern metropolis can get.) However, the forces of good and evil were still at work. They simply were out of sight and out of mind for the common citizens.

On the side of the angels, you most notably had S.H.I.E.L.D., the Supreme Headquarters International Espionage Law-Enforcement Division. Despite having their primary base of operations aboard the flying

Helicarrier, they maintained one of their largest adjunct headquarters in New York City. Before the rise of superhuman activity, S.H.I.E.L.D. kept their HQ hidden underneath a run-of-the-mill barber shop. (Today, the organization maintains public offices in the Upper East Side of Midtown and has covert operations housed in a base underneath a warehouse accessible via a hologram of a brick wall in an abandoned alley.) Other heroes of the time included Dr. Strange, a reclusive mystic who battled creatures and beings the public could never fathom. In the same way, most costumed heroes, like the so-called "Lost Generation" heroes of the First Line, believed the world would never accept them, and they instead kept themselves a clandestine force, deliberately hiding their activities from the public. They would never operate openly, let alone base themselves in a public area like the middle of Manhattan.

All of this changed with the appearance of a fiery number "4" in the sky. The forces of evil, once-underground, suddenly surfaced (and in this case, quite literally.) With giant monsters in tow, the Mole Man attacked New York in hopes of revenge, only to be stopped by the first public appearance of superheroes for what seemed like a generation. The city hailed its heroes, and the Fantastic Four became instant and long-lasting celebrities. Heroes were no longer a thing of the past, like the "Golden Age" heroes of World War II. Now, men in gleaming armor flew through the sky, and gods literally walked the earth. These new protectors were quick to assemble together, and the establishment of the Avengers, Earth's mightiest champions, remains a high point in this early, energetic time. These heroes decided to make the Stark family mansion their New York base. Hey, the heroes were not just here to stay, they may have happened to be just next door!

But at the same time that the larger-than-life heroes of the Fantastic Four and the Avengers ingratiated themselves to the people, the people grew suspicious and fearful of those heroes who stayed on the fringe of society. These vigilantes seemed less like "heroes" and more like creatures of the night, perhaps not even human. Spider-Man was the first of these.



Marvel New York -- Accept no substitutes!



As a fledgling hero, Spider-Man, in comparison to the authority and grandeur of Captain America, seemed spindly, inhuman, and, let's face it, associated with spiders! Ick! Elsewhere, cities were being virtually destroyed by the appearance of the monstrous Hulk, and Magneto and the Brotherhood of Mutants burst onto the scene wanting to subvert humanity itself. Could New York be far behind?

It didn't help that bizarre creatures and gaudy supervillains began popping up in nearly every borough and neighborhood. The Sub-Mariner tried to invade the surface world, starting with New York. Gods themselves left their mark on the city, especially Loki, who often created superhuman lackeys or sent strange mythical creatures after Thor. Heroes like the Human Torch began having villains pop up specifically to call him out, namely the wingless Wizard, among others. And let's not forget the shape-shifting Skrulls who tried to take public office!

So the people of New York began to marginalize those Marvels who didn't seem to live up to a more idealized version of "hero." The mutants that began to be born in greater frequency were shunned, if not persecuted, forcing many to band together and create the underground-dwelling Morlock community. Thankfully for most Manhattanites, the X-Men took up residence upstate.

As you learned to live in Marvel Manhattan during these turbulent times, you quickly developed a thick skin to deal with this strange stuff. It seemed fairly routine, after a while, to find yourself in a traffic jam caused by a super-criminal bank heist or the arrival of Kang in Central Park. Imagine your surprise, however, when seeing a being whose very body blocked the horizon—the coming of Galactus! While it became easy to blame fringe heroes like Spider-Man for those annoying inconveniences like traffic congestion, it was even more easy to praise the celebrities of heroes who could make Galactus turn tail. With heroes like these, other city-wide attacks could be taken in stride, including a rampage by the Living Monolith that would make Godzilla be put to shame, and displays of power by Graviton or Terrax, beings who proved capable of lifting the entire island of Manhattan into the atmosphere! That was nothing compared to Annihilus, of course, who managed to pull all of New York into the Negative Zone before the FF stopped him.

But what happens when these heroes disappear or otherwise fail you? During the so-called "Secret Wars," dozens of heroes were abducted by an enigmatic alien, leaving New York relatively champion-less. This contributed to the Avengers' Vision using his android mind to try to take control of the world. It was all for a noble cause, of course, but still! And then came the rise in vigilantism, as "protectors" such as the Punisher stepped up

their efforts to take a more violent stance on crime, no matter the repercussions. The heroes that seemed most invincible, the Avengers, had their mansion invaded and razed by the Masters of Evil. And some who you once thought of as heroes revealed themselves to be imposters—the mutant-hunting group X-Factor first appeared as humanity's defense against mutants, only to be exposed as mutants themselves. The government tried to take a hard-line stance on those whose powers made New York a dangerous place, hoping to enforce the Mutant Registration Act in some kind of attempt akin to gun control. Instead, the mutant Apocalypse violently entered the scene, nearly destroying everything with his Horsemen and flying spaceship.

The city was plunged into darkness, and many citizens thought the end was truly near.

The heroes, of course, saved the day, and you and the rest of the city were grateful. But every time the city seemed to recover, similar events kept threatening to shake the city to its core. A demonic invasion twisted the entire city into an evil version of itself, complete with evil inanimate objects. Atlantis continued to attack. And that one time, in some cosmic conflict that no regular Joe could understand, literally one-half of the population suddenly was wiped from existence! People still talk about a similar time that everyone was attacked by evil doppelgangers who tried to take their place. Both times, a collection of heroes, largely from your neighborhood, battled the forces of the Infinity Gems to save your everyday life. You may be aware of the event, but not many citizens are aware of the heroes who faced down near-omnipotent beings to help Earth survive.

For most New Yorkers, they see the presence of the heroes as a given, perhaps a necessary evil, like politicians. They are there to deal with stuff that has to be dealt with, like the Zodiac erecting a shield around Manhattan for their nefarious purposes. And when the heroes are gone, such as in a sacrificial victory against the psychic entity Onslaught, they are sorely missed. This was truly a dark time when most of Manhattan's mightiest were believed gone. To replace them, the Thunderbolts set themselves up as the city's protectors, only to be revealed as the Masters of Evil. Finally, when the heroes returned, it was with fanfare and parades. The Avengers re-established themselves, and the Fantastic Four eventually returned the Baxter Building to its former glory.

Yes, if you live in New York, you got to deal with a lot. It seems just like last month that you had to survive Kang launching a war on Earth, starting with the United Nations. There was also invaders from the Dark Dimension (the Mindless Ones), two Earth-dimensions colliding and shifting people back and forth (even switching the Avengers with the other Earth's heroes), a hero's mind becoming unhinged and warping reality (the Scarlet Witch), and the largest superhuman-prison break out in recent history (the Raft). And yet, whenever you see a hero fly overhead in gleaming metallic armor, you can't help but smile and feel a little bit more safe, a little bit more inspired. Sure, Manhattan has its dangers, more so than any city, but thankfully it will always have its champions.

Why New York?

No one is quite sure why New York City has become a haven for superheroes. But one thing is certain—the city sure needs them. Perhaps it is the sheer numbers of people, representing the spectrum of socioeconomic and ethnic backgrounds,

living on top of one another— a population crunch that concentrates the perils of city life onto one relatively small space. Muggings, bank robberies, gang rivalry, drug rings, corrupt city officials, financial fraud, you name it. Heck, groundskeepers have been known to handcuff trees once they plant them to discourage theft. The problems may seem insurmountable, but true heroes know that any little bit of difference they can give means the world for the individual lives they are able to touch. Ask Spider-Man about that whole “powers and responsibility” thing.

You can't picture Marvel New York without seeing Spider-Man swinging across the skyline. Of course Spider-Man makes New York his home. You can't imagine Spidey swinging through Los Angeles or Memphis-- any city with a limited number of skyscrapers and a wide amount of sprawl. But if it weren't for that infamous “Parker luck,” we may not have had a Spider-Man at all.

Everyday Hero: The History of Spider-Man

It's as inevitable as the timeless waves crashing against the beach. No matter how many times Peter Parker searches for stability, for security, or for simple rest, some kind of circumstance pops up to disrupt his plans. As the hero Spider-Man, he's fought these circumstances in forms ranging from supervillains to gangsters, aliens, and even the lambasting editorials of the *Daily Bugle*. But the villains return to destroy, the gangsters return to their crime spree, the aliens return to invade, and the *Bugle's* J. Jonah Jameson continues to believe that Spider-Man's is public enemy number one.

So why do it? Some heroes embark on a crusade to curb the flood of crime and injustice. Some struggle to fulfill a legacy, while some simply bound forth out of the sheer joy of using their abilities. All heroes strive forward because there is something deep inside that tells them they simply must do so. And one hero encompasses the full range of these motivations, while managing to maintain a friendly neighborhood attitude about it all. That is Spider-Man. No matter the situation, Peter Parker has always managed to work through it with determination and perseverance— not to mention humor!

He can swing through the air, propelled by momentum, to perch in a spindly crouch over the heights of New York City. Beneath his mask hides a satisfied smile. He looks to the future with hope and confidence, but at the same time, he is always drawn back to the past...

The “Parker luck” has always been fickle. It started at an early age with the death of his parents, leaving young Parker orphaned. Even so, this tragedy allowed him to be raised with the warmth and support from his Uncle Ben and

Aunt May. This environment allowed Parker to grow into a brilliant and selfless, albeit bookish and shy, young man.

During his time at Midtown High School, the company General Techtronics opened a public exhibition regarding atomic energy. Parker invited several girls to accompany him but faced only rejection— story of his life! At a demonstration for a particle accelerator beam, a small spider happened to get caught in the experiment and, dying, fell on Parker's hand and bit him. Parker rushed out of the hall, feeling strange. He was almost immediately accosted by a street gang, but Parker surprised himself by tossing them aside. Next, he instinctively avoided being hit by a car by jumping out of the way and onto a nearby building! Parker soon realized that the radioactive spider had somehow passed on its natural abilities to him— namely, the proportionate strength, agility, and speed of spider as well as the ability to cling to walls and have a precognitive “spider-sense” to warn him against danger.

Flushed with his newfound power, the formerly-reserved Parker sought out a way to capitalize on it. He happened upon a pro-wrestling match where Crusher Hogan was offering \$100 to any who would challenge him in the ring. Parker quickly fashioned a costume and designed an ingenious system of wrist-mounted adhesive shooters capable of firing a thin “web line.” Calling himself the amazing Spider-Man, Parker easily defeated Crusher Hogan and became the latest media favorite.

But Spider-Man's fame was extremely short lived. Perhaps it was the Parker luck, because very shortly afterward, a burglar robbed the TV studio, running past Spider-Man in his escape. And even though he could have done something to stop him, Parker allowed the burglar to run past him, snapping to the security officer that it wasn't his job to catch criminals. This one moment would change his life forever. A few days later, Parker came home to learn that Uncle Ben had been shot-- shot by a burglar. Overhearing that the criminal was cornered by police at an abandoned warehouse, Parker donned his Spider-Man identity to

confront him. Parker easily overcame the crook and, to his horror, realized it was the same burglar who had ran past him at the studio! If only he had stopped him when he had the chance, his uncle would still be alive. Parker then and there dedicated his life to fight crime, remembering his uncle's saying that “with great power comes great responsibility.”

A Hero is Born

Almost immediately, Parker realized his dedication would not come easy. What he feared most was that, if Aunt May would find out his identity as Spider-Man, it would aggravate her weak heart condition. The two would also face financial difficulties, a problem Parker hoped to solve by selling





The death of Gwen Stacy

pictures he took of Spider-Man's fights using an automatic camera. But even this would cause problems, as the pictures were bought by the *Daily Bugle* and ran with J. Jonah Jameson's popular editorials that branded Spider-Man a menace. The Chameleon, the Vulture, Doctor Octopus, the Sandman, the Lizard, Electro-- the villains that appeared were primal, almost forces of nature, but Spider-Man trounced them all! As simply Peter Parker, he kept himself constrained and cerebral. But as Spider-Man, he was confident, courageous, and full of quips.

Parker would soon graduate and enroll in Empire State University. Life finally seemed to be going fine for Parker. He moved into his own apartment with his friend, Harry Osborn, and found a balance in his life among being nephew, hero, student, and photographer. He met and fell in love with Gwen Stacy, a romance that was briefly derailed when Parker was introduced to Mary Jane Watson by Aunt May and M.J.'s Aunt Anna. Parker and Mary Jane began dating, and in jealousy, Gwen dated Harry Osborn. In true soap opera fashion, this ultimately came full circle, with Parker and Gwen paired up and Mary Jane dating Harry. In Gwen, Parker found the first great, deep love of his life. Sadly, this was not to last. When the Green Goblin learned of Spider-Man's real identity, he kidnapped Gwen to use as a hostage. In the ensuing battle, the Goblin knocked Gwen off the George Washington Bridge. Spider-Man frantically tried to save Gwen with his webbing, catching her by the legs. Although he caught her before she hit the water, the shock of the fall had killed her. Parker was thrown into a deep depression and even contemplated retiring his Spider-Man identity.

Parker's sense of responsibility would not let him go, and he continued his career as a full-time crimefighter (and photographer!) even after graduating from ESU. While also continuing to live on his own, Parker kept his relationship with Aunt May, who soon turned her house into a senior citizen's boarding home. At one point, he began a partnership with a former enemy, the Black Cat, and the two even formed a romantic relationship. Parker even shared with her his secret identity.

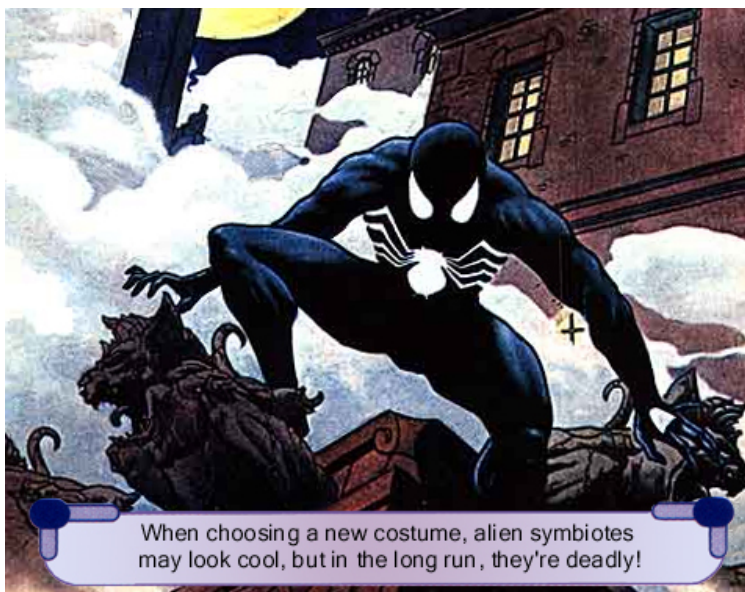
Talk about your Parker luck, however! The Black Cat was injured by Doctor Octopus in battle, and Parker dumped her, discovering the fact that she had no superhuman powers. She quickly sought out such powers and, when she returned, her "bad luck powers" ended up affecting Parker simply because of her presence. Parker soon came to realize that the Black Cat hurt him emotionally as well, as she resented his commitment to his life apart from being Spider-Man. The two have since reestablished their friendship.

During this time, Spider-Man found himself kidnapped along with others of Earth's heroes by the alien Beyonder and forced to battle an array of supervillains on another planet. There, his costume became shredded, and he hoped to repair it as other heroes had, using the alien technology on the Beyonder's world. Parker unknowingly used the wrong machine, however, and replaced his tattered rags with a black alien "symbiote" that masqueraded as a costume. Even after returning home, Parker used the symbiote as his new costume for several weeks. The costume unluckily began to take over Parker's body, and he was forced to seek help from the Fantastic Four to rid himself of the alien. The symbiote would later escape, ultimately merging with Parker's enemy Eddie Brock to create the villain Venom.

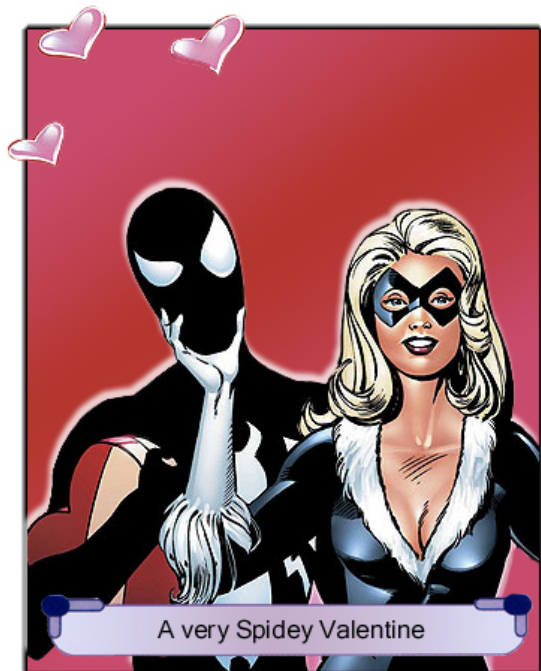
A Team Player

As Spider-Man, Parker has met and teamed up alongside nearly every hero in Manhattan, if not the world. In the beginning of his career, he was influenced by the Human Torch, and the two even began what would become a frequent partnership. Although he had fought with the hero team Avengers many previous times, he tried to join their number when he learned of the financial stipend their members received. The team respectfully declined, but Parker stowed away to help them in a mission to stop an invasion of the energy research facility, Project Pegasus. The heroes were successful, but perhaps due to the emergence of the Parker luck, Spider-Man was deemed to disrupt the team's cohesiveness and thus denied membership. (Eventually, however, the team would elect him as a reserve member, although later still he would by his own choice decided to dissolve ties with the Avengers.) One of Spider-Man's associates, the international mercenary Silver Sable, would often provide work for Spider-Man on a more freelance basis.

Before he dated the Black Cat, Parker had tried to date



When choosing a new costume, alien symbiotes may look cool, but in the long run, they're deadly!



Mary Jane Watson, but Parker's life as Spider-Man seemed to always get in the way. Parker even went so far as to propose marriage. Mary Jane declined, however, and left to further a modeling career in Florida. When she returned to New York, the couple rekindled their previous friendship, including the tension that existed with Parker's commitment to being Spider-Man. When the villain Puma discovered Spider-Man's secret identity, he involved Mary Jane in his attack on Parker. Parker tried to lay another lame excuse on Mary Jane, but she revealed to him that she had always knew, at least subconsciously, of his dual life—knew it from being his neighbor during college. The two continued to open up with one another, and Parker again proposed marriage. This time, Mary Jane accepted. The couple were wed by Mary Jane's uncle, a judge, with all of their friends and supporting cast in attendance.

Eventually, the Parkers had to move again due to a financial attack by a stalker of Mary Jane's. The couple moved in with Aunt May until Mary Jane found work as an actress in the day-time drama *Secret Hospital*. Harry Osborn leased his friends a loft in the building where he and his family was also living. Parker would eventually return to his studies and postgraduate work as a lab assistant at ESU. Overall, however, it was the stress of Parker's life as Spider-Man that strained the relationship of a superhero and his wife. Villains like Venom invaded their personal lives, and Mary Jane struggled with Peter's extended absences and the fear of his death.

The Clone Years

Then came yet another tragedy in Parker's life. Aunt May suffered a debilitating heart attack and died. This also led to the Parkers meeting Ben Reilly, a character Parker had fought earlier as a clone of himself. Reilly created a similar spider-costume, dubbed the Scarlet Spider by the *Daily Bugle*, and he helped Spider-Man in his adventures. Later, Mary Jane became pregnant. Could it be that Parker had finally found the opportunity to relinquish his burden—his great power and great responsibility? The Scarlet Spider had his reputation tarnished by the second Doctor Octopus, who also led the heroes to believe that Parker was the clone and Reilly the true Peter Parker. This seemed all

the more convincing since Parker lost his spider-powers in the adventure. Reilly adopted the identity of Spider-Man, and Parker felt free to "retire" with Mary Jane to Seattle, Washington. He tried to assume a scientific career, albeit one hampered by his incomplete graduate work.

The Parkers were drawn to return to New York, where Peter was almost immediately drawn back into battle with one of his oldest foes, the Green Goblin-- Norman Osborn, back from his apparent demise after the death of Gwen Stacy. Parker's powers had returned, and the Green Goblin attacked both Parker and Reilly. Reilly was revealed to be the clone by the Goblin, and he sacrificed his life to save Parker by throwing himself in front of the Goblin's glider. Before he escaped, Osborn unveiled his role in all of Parker's recent troubles, even the "death" of Aunt May. The May who died was in fact an actress. He even involved himself with Mary Jane's baby, which had just come to term. Mary Jane gave birth to baby May Parker, but unfortunately, the baby was stolen by an unknown villain on behalf of Osborn, and Peter and Mary Jane were told the baby died in miscarriage.

Parker, Mary Jane, and Aunt May reestablished their family in a new apartment in Manhattan. After many more adventures, Spider-Man was framed for a crime and increased pressure was placed on capturing him. In order to continue his crime-fighting career and investigate the fraudulent claims, Parker relinquished his Spider-Man identity while creating four unique and separate ones: Dusk, Hornet, Prodigy, and Ricochet. As Dusk, Parker was able to investigate the villain Trapster and publicly exonerate Spider-Man, at which point he resumed the identity.

With the appearance of another spider-hero, the most recent Spider-Woman, Parker had promised Mary Jane to give up his Spider-Man identity. But he couldn't escape the pressure and exhilaration of being a hero. Parker would continually sneak out at night as Spider-Man. The couple's marriage began to strain, in part because of Mary Jane's new modeling opportunity and in part because Mary Jane discovered Parker's sneaking. The two felt their relationship crumbling. Unfortunately, before they could reconcile, Mary Jane was believed to have been killed by a bomb in an



airplane.

For a long time, Parker refused to believe she was killed. He seemed to drift through his adventures as Spider-Man, and he only found stability in his old friend Randy Robertson, who became his new roommate once Aunt May returned home. The Green Goblin returned, hoping to manipulate Spider-Man into becoming his criminal heir, but Parker refused. Eventually, just as he seemed to have grown to accept Mary Jane's death, he learned she was alive, captured by a villain who had been stalking her prior to her airplane flight. After a brief reconciliation, Mary Jane asked to leave Parker once more, saying that she needed time by herself to adjust. Mary Jane left for Los Angeles, and Parker moved into a place on his own.

Beginning Again

It has been a long, hard battle 'til now. But if there is any constant in Spider-Man's life, it's change. Before, Parker had always tried to keep his secret identity from Aunt May, constantly fearing that such shocking news would be too much for her health. But then one day she happened to stumble across her nephew lying injured in his apartment, a bloodied Spider-Man costume by his side. Instead of having a heart attack, however, May confronted Peter, and the two opened up to one another after so many years. Soon, Mary Jane would return to Parker's life as well, with the two of them agreeing to make their marriage work. Without the support from the two women in his life, Parker would never be the hero he is today—a hero swinging through the skies but grounded by real life and real people.

Recently, Parker used this grounding to launch himself in new directions. He returned to Midtown High School, but this time as a part-time science teacher. Not only does this give him a chance to use his "powers" in a completely new way to help his community, but it gives him many more chances to create new and creative excuses to the principal when he (invariably) comes in late!

Spider-Man also had to confront the possibility of a strange mystical origin to his arachnid powers. He was confronted by the mystical Ezekiel, who tried to show Parker that they shared a deep "totemistic" source to primal power. As hard to believe as it was, Spider-Man did seem to confront a series of escalating attacks by totemistic

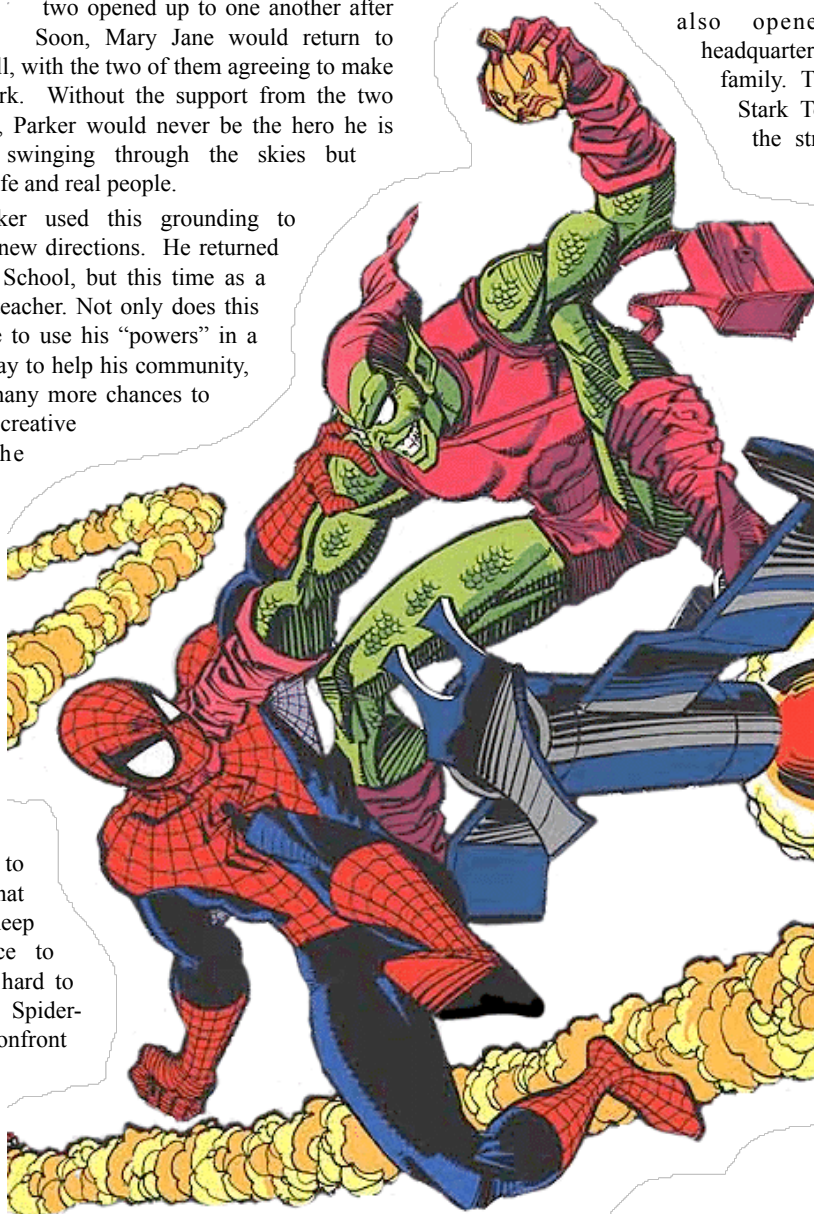
villains such as Morlun and Shathra. So it was easy for Spider-Man to trust Ezekiel into following him as a supposed mentor. In fact, Ezekiel had hoped Spider-Man would take his place to be punished for stealing the totemistic power for himself and left him to be sacrificed in a mystical Spider Temple.

Parker survived only to find himself a pawn again, this time to the evil Queen, who could control the "insect gene" present within all humans. She unleashed Parker's arachnid nature in her plans to place all the world under her thrall, but Parker soon resisted and defeated her. The experience left him changed, however, as he found his spider-powers enhanced, enabling him to generate his own webs organically and to be able to psychically communicate with spiders and insects in his vicinity.

Now matter how many team-ups Spider-Man found himself in, he always seemed the quintessential loner, at once both a veteran hero and a wisecracking outcast. One such alliance saw Spider-Man assemble with New York's mightiest heroes to contain the largest super-villain prison break the city had ever seen. Afterward, the group agreed to stick together to see that all the super-villains could be tracked down and captured, thus forming the new Avengers. The

heroes shared not only a common purpose, but Parker's new teammate Iron Man also opened their common headquarters to Parker and his family. They soon moved into Stark Towers, a far cry from the string of Parker's more humble apartments in the past.

And so the waves keep crashing--the Scorpion, Venom, the Sinister Six, (even the Sinister Twelve!) and of course . . . Norman Osborn, and on and on . . . No matter how often Spider-Man seems to find a balance between responsibility and freedom, between peace and battle, something is sure to come along and spark that infamous Parker Luck. So why do it? Beneath his mask hides a satisfied smile. After everything that has happened in the web-slinger's life, the question isn't why Spider-Man does it. The question is, how could he not?



SPIDER-MAN VARIANT STATISTICS

	①	②	③	④	⑤	⑥	⑦	⑧	⑨	⑩
NAME	CLASSIC SPIDER-MAN (Amazing Fantasy #15 +)	SIX-ARMED SPIDER-MAN (Amazing Spider-Man #100)	SPIDER-LIZARD (Spectacular Spider-Man #39)	COSMIC SPIDER-MAN (Spectacular Spider-Man #158)	SPIDER-HULK (Web of Spider-Man #70)	INFINITY WAR DOPPELGANGER	SCARLET SPIDER (Ben Reilly)	MAN-SPIDER (Amazing Spider-Man #437)	ULTIMATE SPIDER-MAN	CURRENT SPIDER-MAN
Height:	5'10"	5'10"	6'6"	5'10"	5'10"/6'10"	6'5"	5'10"	6'2"	5'10"	5'10"
Weight:	165 lbs.	230 lbs.	510 lbs.	165 lbs.	165 lbs./800 lbs.	230 lbs.	165 lbs.	290 lbs.	165 lbs.	170 lbs.
Eye Color:	Brown	Brown	Red	Brown	Brown/Green	White & Segmented	Brown	Black, Multiple eyes	Brown	Brown
Hair Color:	Brown	Brown	None	Brown	Brown/Green	None	Brown (bleached blonde)	Body Fur	Brown	Brown
ABILITIES										
Intelligence:	7	7	1	7	7/1	1	7	7	6	7
Strength:	5	5	6	5	5/10	5	5	6	5	6
Agility:	6	6	6	6	6/3	6	6	6	6	6
Speed:	5	5	5	7	5/2	5	5	5	5	5
Durability:	4	4	5	7	4/6	5	4	5	4	4
Health:	4	4	5	7	4/6	5	4	5	4	4
Energy:	12	12	15	21	12/18	15	12	15	12	12
ACTIONS										
Close Combat:	2 (Agility & Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts	2 (Agility & Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts	2 (Agility & Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts	2 (Agility & Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts	2/2 (Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts	1 (Strength Bonus or Weapon Modifier) - Brawling	2 (Agility & Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts	2 (Agility & Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts	2 (Agility Bonus or Weapon Modifier)	2 (Agility & Strength Bonus or Weapon Modifier) - Hand-to-Hand - Martial Arts
Ranged Combat: (Web Shooter Modifier)	4	3	0	4	4/4	4	4	4	3	4
Acrobatics: (Agility Bonus)	6	6	6	6 (Acrobatics/Web-Slinging/Wall-Crawling)	6/6	6	6	6	3	6
Photography: (Int. or Agility Bonus)	3	3	0	3	3/0	0	3	3	2	3
Social Skills:	1 - Scientific Community	1 - Scientific Community	0	1 - Scientific Community	1/0 - Scientific Community (Parker only)	0	0	2 - Scientific Community - Teaching Community	1 - High School Culture	2 - Scientific Community - Teaching Community
Technology: (Intelligence Bonus)	6	6	0	6	6/0	0	6	6	3 (Technology/Computers)	6

	1	2	3	4	5	6	7	8	9	10
NAME	CLASSIC SPIDER-MAN (Amazing Fantasy #15 +)	SIX-ARMED SPIDER-MAN (Amazing Spider-Man #100)	SPIDER-LIZARD (Spectacular Spider-Man #39)	COSMIC SPIDER-MAN (Spectacular Spider-Man #158)	SPIDER-HULK (Web of Spider-Man #70)	INFINITY WAR DOPPELGANGER	SCARLET SPIDER (Ben Reilly)	MAN-SPIDER (Amazing Spider-Man #437)	ULTIMATE SPIDER-MAN	CURRENT SPIDER-MAN
ABILITIES (cont.)										
Inventing: (Intelligence Bonus)	1	1	0	1	1/0	0	1	1	1	1
Wall-Crawling: (Agility Bonus)	5	5	5	(See Acrobatics)	5/5	5	4	5	5	6 (combined with Web-Slinging)
Web-Slinging: (Agility Bonus)	5	5	5	(See Acrobatics)	5/5	5	4	5	3	N/A
Add'l Actions:	None	None	Hunting/ Tracking: 4	Flight: 7 The Power Cosmic: 8 Molecule Manipulation; Increase Strength, Agility, Speed to AN; Cosmic Blast at 2x damage	None	None	None	None	None	Telepathy: 2, Communication with insects/spiders
MODIFIERS										
Appearance:	Human	Human, with four add'l arms	Inhuman, reptilian appearance	Variation of Capt. Universe uniform	Human or giant green monster	Feral, multi-limbed monster	Human	Giant, misshapen spider-monster	Human	Human
Healing Factor:	Healing Factor	Healing Factor	Healing Factor	Enhanced Healing Factor	Healing Factor	Accelerated Healing Factor	Healing Factor	Healing Factor	Healing Factor	Healing Factor
Prescience:	Prescience	Prescience	Prescience	Cosmic Awareness	Prescience	N/A	Prescience, ignores Venom/Carnage's Stealth Modifier	Prescience	Prescience	Prescience
Reflexive Dodge:	(+3)	(+3)	(+3)	(+3)	(+2)	(+3)	(+3)	(+3)	(+2)	(+3)
Team Affiliation:	None	None	None	None	None	Carnage/Shriek	New Warriors	None	None	Avengers
Wealth:	(-1)	(-1)	(-1)	(-1)	(-1)	(-1)	(1)	(-1)	(-1)	(1)
Add'l Modifiers:	None	Extra Arms (+1) Modifier to Strength OR Close Combat Action	Animal Senses: (4) Claws & Teeth: (+2) Limb Regrowth Tail: (+3) Toughness: (+2) No 2x Dmg.	Enhanced Senses: (6), Telescopic Vision	Transform Self, triggered by stress Toughness: (+6), Nullifies AP, No 2x Dmg.	Web Shooters: (+3), Fires organic razor-webs, Damages and entangles. Extra Arms (+1) Modifier to Strength OR Close Combat Action Teeth (+2) Claws (+2)	None	Claws: (+2) Enhanced Vision: (3)	None	Web Shooters: (+6), Fires organic webbing. Regenerates over time based on current Health. If you get through defense, you web your opponent
Equipment:	Camera Web Fluid: 26 cnstr. @ 100 stones/cnstr. Web Shooters: (+6) 100 stones of fluid use. If you get through defense, you web opponent. Spider-Tracer	Camera Web Fluid: 26 cnstr. @ 100 stones/cnstr. Web Shooters: (+6) 100 stones of fluid use. If you get through defense, you web opponent. Spider-Tracer	None	Camera Web Fluid: 26 cnstr. @ 100 stones/cnstr. Web Shooters: (+6) 100 stones of fluid use. If you get through defense, you web opponent. Spider-Tracer	Camera Web Fluid: 26 cnstr. @ 100 stones/cnstr. Web Shooters: (+6) 100 stones of fluid use. If you get through defense, you web opponent. Spider-Tracer	None	Web Fluid Web Shooters: Normal (+6) 100 shn. of fluid use. Get through defense to web opponent Impact Webbing (+2) Damages and entangles Singers (+3)	Camera Web Fluid: 26 cnstr. @ 100 stones/cnstr. Web Shooters: (+6) 100 stones of fluid use. If you get through defense, you web opponent. Spider-Tracer	Camera Web Fluid: 26 cnstr. @ 100 stones/cnstr. Web Shooters: (+6) 100 stones of fluid use. If you get through defense, you web opponent.	Camera Spider-Tracer

NOTE: Camera requires 3 panels to set up in order to photograph self in action;
Spider-Tracer launched from web shooters. Allows Spider-Man to track an opponent using his Prescience.



ARAÑA

Anya Corazon

Height: 5'3"
Weight: 115 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutagenic

ABILITIES

Intelligence: 2
Strength: 5
Agility: 5
Speed: 4
Durability: 4

④ ⑫

ACTIONS

Close Combat: 3

(Agility Bonus or Weapon Modifier)

Ranged Combat: 2

(Weapon Modifier)
- Bola

Force Field (Carapace): 4

- Defend Self only
- Deactivated by water

Acrobatics: 3

(Agility Modifier)

Wall-Crawling: 4

(Strength Bonus)

Hunting: 4

- Urban

Social Skills: 2

- High School Culture
- Streetwise

MODIFIERS

Mutagenic, human appearance, blue tattoo, spider-like appearance when using her armor

Flexible Skeleton: (+2)

Reflexive Dodge: (+2)

Team Affiliation:

WebCorps, Spider Society

Wealth: (1)

EQUIPMENT

Bola: (+2), when used as a swing-line, adds to Acrobatics

Goggles: Defense (+2), vs. sight-based attacks, excluding illusions

DESCRIPTION

Was it right place right time or the finger of fate? That's something 15-year old Anya Corazon is still trying to figure out after stumbling into ancient war between two warring mystical clans. She managed to help the secret Spider Society defeat the Sisterhood of the Wasp, which prompted Miguel Legar to confer the role of the "chosen one" upon her. With her new powers, she helps Miguel and the Spider Society fight the good fight from their base at WebCorps, a corporation once led by Ezekiel. She also has to contend with the more mundane demands of high school, all the while keeping her secret from her dad, an investigative reporter.

With the power of the spirit of the Spider within her, Anya has gained superhuman strength and reflexes. The new tattoo she gained as the chosen one can summon a thick carapace armor. But Anya isn't without her own innate aptitude. Using her own inventiveness, she has created a bola and grappling line.

It may sound like a dramatic onus, to be the chosen one of an ancient secret society. But in fact, Anya seems more than a little non-plussed by it all. She still pursues time with her friends, high school studies, gymnastics, and field hockey. Only now, she has to balance it all with her new-found power and responsibility. Quite the tomboy, her new calling hasn't diminished her typical sassiness and confident chip on her shoulder. Miguel certainly has his hands full with his new protégé!

Natasha Romanova

Height: 5' 7"
Weight: 125 lbs.
Eye Color: Blue
Hair Color: Red-Auburn
Species: Human

ABILITIES

Intelligence: 4
Strength: 2
Agility: 3
Speed: 3
Durability: 3

③ ⑨



BLACK WIDOW

ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)

- Hand-to-Hand
- Martial Arts
- Garrote
- KGB Training

Ranged Combat: 4

(Weapon Modifier)
- Wrist Weapons
- Handguns
- Rifles

Acrobatics: 6

(Agility Bonus)

Black Ops: 6

- Covert Ops
- Counterinsurgency
- Coercion
- Surveillance
- Infiltration/Exfiltration
- KGB Training

Social Skills: 4

- Russian Culture/Language
- Spy Culture
- High Society
- Seduction

Leadership: 3

Dance: 3

MODIFIERS

Mental Defense: (+2)

Reflexive Dodge: (+3)

Targeting: (+2)

Team Affiliation: Avengers

Wealth: (2)

EQUIPMENT

Costume: Wall-Crawling (3), microscopic suction cups

Radio Communicator

Tear Gas Pellets: (+2), stones vs. Durability

Wrist Bracelets:

- Widow's Bite: (+4) Ranged Combat weapon, electrical dmg.
- Widow's Line: (+3) Adds to Acrobatics when used to travel the skyline

DESCRIPTION

Natasha Romanova was once a famous ballerina who lived a happy life in Russia with her husband. Unknown to her, however, her husband was secretly the agent Red Guardian. When he died on a mission, the secret police convinced Natasha to become a spy for her country, training her to be the deadly Black Widow. She clashed most often with Iron Man, performing many acts of sabotage against the United States.

During this time, the Black Widow duped an infatuated Hawkeye as her pawn against Iron Man, until she began to grow to love him in return. She soon became so dissatisfied with her occupation that she defected to the West. As a freelance spy, Natasha later joined both the Avengers and S.H.I.E.L.D. She also became a partner with Daredevil, and the two enjoyed a romance for a time.

More recently, Natasha met her successor to the code-name Black Widow, who was working for Russian intel. The two clashed at first, but then teamed up against their mutual enemy.

The Black Widow's reputation is well-deserved. Her fighting and espionage skills are among the best in her profession, honed not only by her natural talent but her years of experience. She knows all the tricks of the trade and has developed her own line of signature weapons. Although she may find herself on solo missions, she often likes to work in groups. She has even lent her leadership experience to the Avengers, the Champions, and the short-lived group of street-level crimefighters dubbed the Marvel Knights.

BLADE



Eric Brooks

Height: 6' 2"
Weight: 180 lbs.
Eye Color: Brown
Hair Color: Black
Species: Pseudo-Vampire

ABILITIES

Intelligence: 2
Strength: 4
Agility: 3
Speed: 2
Durability: 4

④ ⑫

ACTIONS

Close Combat: 6

(Strength Bonus or Weapon Modifier)
- Daggers/Knives
- Swords
- Martial Arts

Ranged Combat: 5

(Weapon Modifier)
- Throwing Blades
- Gunes

Social Skills: 3

- Occult Underworld
- Vampire Lore

MODIFIERS

Pseudo-Vampire, human appearance, fangs, light-sensitive eyes

Accelerated Healing Factor

Immunity to Vampire Bites

Reflexive Dodge: (+2)

Drain Energy: 3

- Drain victims by biting
- Death Factor: Must drain at least 3 red stones per day or lose 1 white stone
- Pseudo-blood serum offsets Death Factor

Hunting/Tracking: 4

- Stalk
- Follow Trail
- Set up/Spot Ambush
- Move Silently

Enhanced Senses: (2)

See in darkness, sense supernatural

Team Affiliation:

Nightstalkers

Wealth: (1)

EQUIPMENT

Kevlar Body Armor:

Defense (+1)

Firearms: (+2) converted for use with hollow-point, garlic-filled silver bullets

Daggers: (+1) teak wood (fatal to vampires if hit through heart)

Sword: (+3)

Other custom-designed weapons that employ silver, garlic, sunlight, ultraviolet rays, and anti-coagulants:

DESCRIPTION

Blade's mother was bitten by the vampire Deacon Frost as she was going through labor. She died, but Blade was born tainted by the vampire's enzymes, making him immune to the effects of vampire bites for the rest of his life. Blade lived life on the mean streets, a survivor and a protector. He helped save the life of Jamal Afari, who took Blade under his wing and taught him how to become a musician and vampire hunter like himself. Blade has been waging a one-man war on vampires ever since, coming into battle with Deacon Frost and Dracula on more than one occasion. He briefly joined other vampire hunters Hannibal King and Frank Drake as the Nightstalkers.

Blade's unique birth has given him a sixth sense to detect the presence of the supernatural. This and his immunity failed to save him from the bite of Morbius, however, which transformed Blade into a pseudo-vampire. Now, Blade's martial arts mastery is boosted by preternatural strength and an accelerated healing factor. He seems to have all the powers of a vampire, even their thirst for blood, but none of the weaknesses.

If humanity is locked in a war with the supernatural, Blade is more than just a warrior, he is a crusader. Despite exacting revenge on Deacon Frost years ago, Blade continues his relentless passion of vengeance to rid the world of vampires.

BOOMERANG



Fred Myers

Height: 5'11"
Weight: 175 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Human

ABILITIES

Intelligence: 3
Strength: 3
Agility: 3
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Ranged Combat: 6

(Weapon Modifier)

- Boomerangs
- Throwing Discs
- Small Objects
- Catching

Close Combat: 2

(Agility Bonus or Weapon Modifier)
- Hand-to-Hand

MODIFIERS

Reflexive Dodge: (+1)

Targeting: (+3)

EQUIPMENT

Costume: Light Armor (+1)

Boomerangs: He carries a number of trick boomerangs prominently displayed on his costume. They can turn corners and may return to him at the end of the Panel.

Bladerang: (+2)

Gaserang: Tear Gas, 4-Stone Area Attack vs. Durability

Razorang: (+1), Armor Penetration

Shatterang: (+3), Area Effect explosion

Acrobatics: 3

(Agility Bonus)

Black Ops: 3

- Assassination
- Kidnapping
- Industrial Espionage

Social Skills: 5

- Professional Criminal
- Underworld
- Socialite
- Athlete Culture
- Australian Culture

Team Affiliation:

Sinister Syndicate, Sinister Six, employee of the Kingpin

Wealth: (1)

Gravityrang: (+3) Area Attack vs. Str., creates localized field of gravity that slows target. Dmg. taken from red stones in target's Action Boxes.

Reflexrang: (+2) Damage to white stones of health OR can stun for 1 Panel per red stone of damage

Screamrang: (+3), Sonic Attack

Flight Boots: Flight (2), boot jets may be used as a +2 weapon, Range = 0

DESCRIPTION

Fred Myers was born in Australia but raised in America, where he found his true passion: baseball! He was one of the most famous and talented pitchers around, and one of the most cockiest. It was only a matter of time before his freewheeling days caught up with him, and he was suspended for taking bribes. The subversive society known as the Secret Empire groomed Myers into one of their agents, dubbed Boomerang. When the Empire crumbled, Myers fled to Australia, eventually becoming a freelance assassin and one of the world's most notorious supervillains.

Myers has no real superhuman powers, but uses his remarkable prowess with boomerangs and thrown weapons that are custom-designed into deadly gimmicks.

This slippery assassin is as cunning as he is obnoxious. As an example, Boomerang has developed new tricks with standard equipment like using his boot jets as a weapon during a fight. And even if he adds a powerful presence to your supervillain team, don't take your eyes off him for too long. Myers may have been a part of a team or two in his lifetime, both in and out of the stadium, but there's really only one person he'll look out for: himself.



Luke Cage
 Height: 6' 6"
 Weight: 425 lbs.
 Eye Color: Brown
 Hair Color: Black
 Species: Mutagenic

ABILITIES

Intelligence: 2
 Strength: 5
 Agility: 3
 Speed: 2
 Durability: 5

(5) (15)

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

- Brawling
- Dirty Tricks
- Street Fighting
- Wrestling

Ranged Combat: 1

(Weapon Modifier)

- Handguns

MODIFIERS

Toughness: (+5) no 2x
 Damage from firearms or projectiles

Healing Factor

Black Ops: 3

- Bodyguard

Social Skills: 3

- Intimidation
- Streetwise
- Superhero Community

General Knowledge: 2

(Intelligence Bonus)

- Film Trivia
- Superheroes

Team Affiliation:

partner to Iron Fist, Heroes for Hire, Avengers

Wealth: (1)

EQUIPMENT

None

DESCRIPTION

Luke Cage started out as Carl Lucas, a street tough from the slums of Harlem. When he crossed his childhood friend who had grown up to become a professional criminal, Cage found himself framed and sent to prison. He later volunteered to undergo an experiment in cell regeneration, but a racist guard who had it out for Cage sabotaged the experiment. Cage was transformed into a superhuman, but since the guard seemed to die in the process, Cage fled, taking up his assumed name.

Cage decided to use his powers for good and, at the same time, for profit. No longer Carl Lucas, he was Luke Cage, Hero for Hire, working from the Gem Theatre which he purchased. For a while, he called himself Power Man, thinking the colorful name would give him more publicity. A later case had him team up with Iron Fist, which soon grew into a friendship and partnership that lasts until this day. More recently, Cage has developed a romantic relationship with Jessica Jones.

With bulletproof, steel-hard skin, Cage is more than a match for any threat to his friends or clients. His dense skin and hardened muscles and bone tissue grant him increased durability and superhuman strength, and his years on the streets and in prison have given him the brawling skills to make the most of it.

Cage and Iron Fist, Heroes for Hire, have formed a fast friendship out of their working relationship, despite their backgrounds and temperaments being diametrically opposite. Cage often presents himself as an angry urban bruiser, but in fact he is an honest, straightforward fellow seeking justice and protection for the underdog.

CALYPSO



Calypso Ezili

Height: 5'8"
 Weight: 120 lbs.
 Eye Color: Brown
 Hair Color: Black
 Species: Human

ABILITIES

Intelligence: 4
 Strength: 2
 Agility: 3
 Speed: 2
 Durability: 4

(4) (12)

ACTIONS

Voodoo: 8

(Intelligence Bonus)

Mastery of Magic: 4

(Intelligence Bonus)

- Illusions

Close Combat: 2

(Agility Bonus or Weapon Modifier)

General Knowledge: 2

(Intelligence Bonus)

- Occult
- Voodoo

Social Skills: 2

- Manipulation
- Voodoo Circles

MODIFIERS

Magical Defense: (+3)

Mental Defense: (+3)

Team Affiliation:

Partner to Kraven, master of the Lizard

Wealth: (3)

EQUIPMENT

Yorumba Spirit Drum,

Allows her to Summon/Control Animals with Voodoo Action.

DESCRIPTION

Calypso grew up on a small unnamed Caribbean island, giving herself totally to the study of black magic and dark rituals. Her animalistic magic and twisted cruelty made her a perfect match for Kraven the Hunter. Kraven took her to New York City, where Calypso spurred him on in his quest to defeat Spider-Man on more than one occasion. After Kraven took his own life, Calypso blamed Spider-Man and turned all her attention to his defeat. She also found a new person to hate, fighting Kraven's son who returned to take up the Hunter mantle. She later agreed to help Alyosha Kravinoff learn about his father, but this might have proven her downfall, as this new Kraven was determined to kill off any remnants of this father's legacy.

Calypso is a master of voodoo magic. The full repertoire of her spells has yet to be revealed, but she most often uses her powers to cast illusions (directly into the heads of her victims) and to control the minds of others. Using her Yorumba drum, she was able to place the Lizard in her thrall and nearly kill Spider-Man.

This witchy woman's power of voodoo is matched only by her own viciousness. This doesn't mean she lacks the capacity for love-- she would do anything to help Kraven. Once, Calypso helped him gain an upper hand in battle with Spidey, only to have Kraven's mad sense of honor reject such an easy victory.

CARNAGE



Cletus Kasady

Kasady / **Carnage**

Height: 6'1"
Weight: 190 lbs.
Eye Color: Green
Hair Color: Red
Species: Symbiote

ABILITIES

Intelligence: 3/3
Strength: 2/7
Agility: 2/5
Speed: 2/5
Durability: 2/5

② ⑥ ⑤ ⑮

ACTIONS

Close Combat: 2
(Strength Bonus or Weapon Modifier)

- Bladed Weapons
- Dirty Tricks

Ranged Combat: 3
(Weapon Modifier)

Wall-Crawling: 5
(Agility Bonus)

Leadership: 1

MODIFIERS

Appearance: elongated jaw, teeth, claws, fluid costume, may appear human

Weapon Morphing: (+0/+3), melee and telescoping weapons of symbiote's substance

Toughness: (+0/+1)

Reflexive Dodge: (+0/+3)

Sensitivity: 2x Damage from fire or sonic attack

EQUIPMENT

None

DESCRIPTION

Cletus Kasady is a sociopath and a convicted serial killer who once shared the same cell with Eddie Brock, a.k.a. Venom. When Brock's alien costume returned to free him, it left an "offspring" of itself which then bonded with Kasady in a similar symbiotic process that created Venom. Thus Carnage was born.

With reckless abandon, Carnage performed a spree of murders and proved too powerful to be stopped by Spider-Man single-handedly. Spider-Man was forced into an uneasy alliance with Venom, and together they defeated the deadly Carnage by leading him into a trap with help from the Fantastic Four. They thought they had killed the alien costume, and Kasady was immediately imprisoned at Ravencroft Asylum.

But the alien symbiote managed to survive by entering the bloodstream of its host, and Carnage has reappeared time and again to spread his message of chaos and revel in his sociopathic tendencies. Often, it has taken the assemblage of many heroes to stop the threat of Carnage.

Carnage has all of the powers of Spider-Man and Venom, but with greater strength. Like Venom, he shoots strands of the alien substance that makes up his costume in order to form his webs. He can also manipulate the costume to mimic any material, such as clothes and skin. But Carnage has developed an even deadlier ability, shaping his costume into tendrils and simple constructs such as blades, axes, and razor-sharp claws. Carnage can fire these blades at his opponents as well. Because the symbiotic substance has been reduced to a cellular level in his body, Carnage has even learned to send his costume through telephone lines! With the lethal combination of his powers and his personality, Carnage remains one of Spider-Man's most deadly enemies.

Web-Slinging: 4
(Agility Bonus)

Shape-Shifting: 5
- Clothes Only

Social Skills: 2
- Professional Criminal
- Asylum Culture

Accl. Healing Factor

Stealth: Invisible to Spider-Man's spider senses (only)

Limited Prescience: May change up to 1/2 stone allocation after enemy attack revealed. May only change 1/4 vs. Spider-Man & Venom

Insane: Mental Defense (+7)

Wealth: (0)

Malcolm McBride

Height: 5'10"
Weight: 175 lbs.
Eye Color: Yellow
Hair Color: None
Species: Mutagenic

ABILITIES

Intelligence: 5
Strength: 4
Agility: 3
Speed: 3
Durability: 4

④ ⑫

ACTIONS

Close Combat: 3
(Strength Bonus or Weapon Modifier)

Corrosive Touch: 8
- Attack vs. Durability
- Ignite fires
- Death Touch

Ranged Combat: 3
(Weapon Modifier)

Telekinesis: 6
- Only able to levitate self and repel living matter

MODIFIERS

Appearance: Yellow skin, cadaverous

Toughness: (+2)

Accl. Healing Factor

EQUIPMENT

Red Dust, adds to Ranged Combat, Corrosive: **(+6)**; Anaesthetic: **(+5)**, attack vs. Durability, target sleeps; Cellular Rotting: **(+5)**, causes death if damage exceeds target's number of white stones

DESCRIPTION

The Carrion virus is a deadly legacy left by one of Spider-Man's most personal of foes: Miles Warren, the Jackal. One of Warren's clones accidentally mutated, creating a corpse-like being calling himself Carrion. Although the original Carrion was destroyed after nearly killing Spider-Man, his signature Red Dust became known as the Carrion Virus, infecting Malcolm McBride, a hapless graduate student at ESU. Carrion again menaced Spider-Man and briefly joined Carnage and Shriek in a reign of terror the likes of which Manhattan has rarely seen. It took an assemblage of heroes led by Spider-Man to finally stop them all.

Carrion claims to be nearly invulnerable to attacks by living things, which is true in that he can mentally repel living matter and alter his density to become virtually intangible. But what makes Carrion truly deadly is the Red Dust he generates. Its touch is corrosive, acting as super-acid or flesh-eating bacteria, and he can throw whole handfuls of the stuff at his victims.

Despite Malcolm McBride's intelligence, his transformation into Carrion has given him a one-track mind: to destroy. His social intellect seemed effected, also, as he responded to Shriek's maternal instincts, considering himself to be like a son to her. It was this weird family relationship that cured McBride, as Shriek sacrificed herself to cure him of the Carrion Virus and return him to human form. Whether or not this cure is permanent remains to be seen.

CARRION



Phasing/Teleport: 4

Telepathy: 3
- Project emotions only

Technology: 4
(Intelligence Bonus)

Social Skills: 2
- Coercion
- Intimidation

Team Affiliation:
Partner to Carnage and Shriek

Wealth: (0)



CHAMELEON

Dmitri Smerdyakov

Height: 6' 0"
Weight: 160 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Human

ABILITIES

Intelligence: 3
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 2

(Intelligence Bonus or Weapon Modifier)

Ranged Combat: 2

(Weapon Modifier)
- Customized Pistols

Black Ops: 7

- Disguise
- Counter Intelligence
- Covert Operations
- Identity Theft
- Industrial Espionage
- Infiltration
- Information Gathering

Business Skills: 3

(Intelligence Bonus)

Vehicle Operation: 4

- Helicopters

Technology: 3

(Intelligence Bonus)

Social Skills: 6

- Underworld
- Political Arena
- Linguistics
- Performers
- Socialite
- Manipulation

MODIFIERS

Wealth: [8]

EQUIPMENT

Synthetic Masks: (+1) to Disguise

Holographic Masks: (+2) to Disguise, Illusions used for disguise or range of touch illusions

Smoke Pellets: (+2) to cover escape attempts

Explosives: (+4)

Customized Pistols: (+4) stones vs. Durability, gun shoots gas or poison-tipped darts

DESCRIPTION

Born to an exiled Russian aristocrat and his un-wed servant girl, Dmitri Smerdyakov learned to hate himself from an early age and sought escape by becoming others. Eventually he became a spy for the Russians: the Chameleon. He came to America to steal defense plans but ran into Spider-Man, the very first "supervillain" the web-slinger encountered. His other crimes revealed his insanity, and he was often remanded to the Ravencroft asylum.

The tricky spy once captured and unmasked Spider-Man, assuming his identity of Peter Parker. Mary Jane wasn't fooled, however, and took the villain out with a baseball bat.

The Chameleon's deep-seated hatred of Spider-Man is only overshadowed by that of his half-brother Kraven the Hunter and of himself. Wearing his blank and virtually featureless base mask constantly, he prefers to be an identity-less nobody than an unwanted Dmitri.

The Chameleon wears a black base mask of his own design to which he can attach any of his synthetic masks within seconds. He also uses a hologram belt to cover other features. As benefiting a spy, the Chameleon prefers to run and hide rather than fight, favoring knock-out darts and smoke grenades.

Tyrone Johnson

Height: 5' 9"
Weight: 155 lbs.
Eye Color: Brown
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 2
Strength: 2
Agility: 2
Speed: 2
Durability: 4

④ ⑫

ACTIONS

Close Combat: 2

(Agility Bonus or Weapon Modifier)

Mastery of Darkforce: 6

- Create darkness
- Intangibility (Becomes Intangible by concentrating, automatically intangible when hungry for life force)
- Energy Absorption/Reflection
- Can combine stones with Close Combat
- *Exists as living gateway to Darkforce Dimension

Drain Energy: 6

- Applies to victims teleported into Darkforce Dimension
- Hunger: Must drain 3 red stones from a single victim once per day, or go temporarily insane
- Hunger offset by 3 stones of Dagger's Living Light

Teleportation: 3

- Teleport into/via Darkforce Dimension
- Teleport others, Range = 1
Social Skills: 2
- Streetwise
- Intimidation

MODIFIERS

Mutant, non-human appearance body merged with darkness in cloak

Enhanced Vision: [6] see in darkness

Reflexive Dodge: (+3)

Self-Contained Lifeform

Team Affiliation: partner to Dagger, Marvel Knights
Wealth: [-1]

*Victims teleported into Darkforce Dimension lose 2 red stones per Panel, due to fear

EQUIPMENT

None

DESCRIPTION

High school can be rough enough, without having to deal with low-income slums and a chronic speech impediment. But Tyrone Johnson managed to beat all odds and excel. In an ironic twist of fate, however, Tyrone's life changed forever. He and a friend were mistaken for criminal suspects and were shot at by police. His friend died and Tyrone ran away, all the way to New York City. There, he helped fellow runaway Tandy Bowen survive the streets, forming a fast friendship. When the two were captured by a drug supplier and used to test an experimental narcotic, their latent mutant abilities were unleashed. They called themselves Cloak and Dagger, dedicating their lives to protect other children from drug dealers and other criminals.

The pair found refuge at the Holy Ghost Catholic Church near Hell's Kitchen, using it as their base of operations under the watchful eye of Father Deglado. They soon found themselves aiding Spider-Man against the Punisher, and the three have teamed up many times since then. Cloak and Dagger have often helped other young heroes as well, helping both Power Pack and the original New Mutants. More recently, they joined a loose connection of heroes dubbed the Marvel Knights.

Quiet, serious, and somber, Tyrone often finds himself aloof and distant from the rest of humanity, in part because of his inescapable connection to the Darkforce Dimension. The Darkforce is more than just an absence of light. The darkness is palpable and believed sentient. It feeds on the life force of others, subjecting them to intense fear, and the hunger tortures Tyrone's mind. His only reprieve is his love for Dagger, whose power satiates his hunger and whose presence helps his loneliness.

CLOAK



CYCLONE



Pierre Fresson

Height: 5' 11"
Weight: 195 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Human

ABILITIES

Intelligence: 3
Strength: 2
Agility: 2
Speed: 2
Durability: 3

3 9

ACTIONS

* Mastery of Wind: 5

- Cyclones: Area Effect Force Blast, Wind Screen like Force Field, but no extra defense stones.
- Immune to effects
- Cyclonic Punches: Can combine with Close Combat
- Create vacuum: Attack vs. Dur. to knock target unconscious for 1 Panel per red stone of damage.

* Flight: 3

Close Combat: 3

(Agility Bonus or Weapon Modifier)

- Hand-to-Hand
- Cyclonic Punches

Black Ops: 3

- Hiding
- Stalking
- Stealth

Social Skills: 3

- French Language/Culture
- Criminal Society
- Mercenary Culture

MODIFIERS

Team Affiliation:

Masters of Evil, Maggia

Wealth: (2)

EQUIPMENT

- * Cyclone costume, enables Mastery of Wind and Flight.

DESCRIPTION

The original Cyclone was murdered in the "Bar With No Name massacre" by the Scourge of the Underworld, and the designs of his cyclone-generating costume fell into the hands of a European-based crime "family," the Maggia. Maggia technicians managed to duplicate Cyclone's costume, and the Maggia leaders gave it to low-level member Pierre Fresson. He initially used it on missions on their behalf before becoming a freelance mercenary in his own right.

Both men to claim the title Cyclone have been normal humans, relying upon the powers of their costumes. The suit has a number of mechanisms devised by the original Cyclone to generate high-velocity winds about the wearer. These winds are of sufficient speed to allow the wearer to lift and propel himself through the air at fantastic speeds and even lift others and tear down buildings.

Much like his predecessor, Cyclone exhibits an extreme level of arrogance and self-interest. Cyclone quickly attaches himself to the next up-and-coming caper, but only as long as his chances of riches are assured. He has little time for those fighting purely for revenge or noble goals.

Tandy Bowen

Height: 5'5"
Weight: 115 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Mutant

ABILITIES

Intelligence: 2
Strength: 2
Agility: 3
Speed: 3
Durability: 3

3 9

ACTIONS

Close Combat: 3

(Agility Bonus or Weapon Modifier)

Ranged Combat: 4

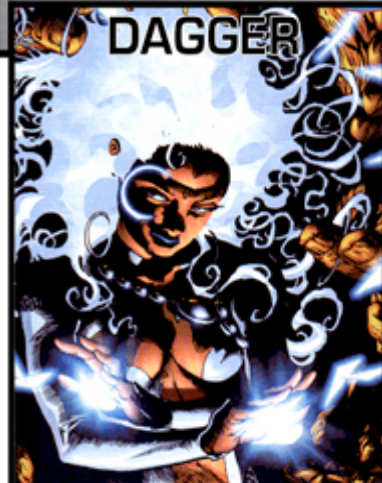
(Weapon Modifier)

Living Light Daggers: 4

(Psi-Weapon)

- Armor Penetration
- Control Trajectories; Hunt/Seek
- Overstrain
- Range = 3

Dance: 3



Mastery of Living Light: 6

- Accumulate Energy
- Create light
- Drain Energy
- Illusions, victim witnesses inspirational vision of self and is motivated to reform
- May transfer up to AN in stones from her Energy Reserve into Cloak's Energy Reserve
- Nullify poison/toxin/chemical addiction

Social Skills: 3

- High Society
- Influence
- Streetwise

MODIFIERS

Mutant, human appearance

Immunity to the effects of the Darkforce Dimension, may grant immunity to others, Range = 1

Reflexive Dodge: (+2)

Team Affiliation:

Partner to Cloak, New Warriors, Marvel Knights

Wealth: (-1)

EQUIPMENT

None

DESCRIPTION

You would think having a rich and famous mom would be everything you would need. But for Tandy Bowen, it only led to a series of new fathers and an awful lot of neglect. She finally ran away to New York City but immediately ran into trouble. She was saved by fellow runaway Tyrone Johnson, who became a fast friend. The two were accosted by drug suppliers, testing a new drug on them. Instead of dying, their mutant powers were unleashed, and they called themselves Cloak and Dagger, using their new abilities as vigilantes against the drug dealers and other criminals of the streets and finding a base of operations at the Holy Ghost Catholic Church. The pair battled many criminals and super villains over the years, becoming allies of Spider-Man after helping him against the Punisher.

Dagger's powers are more than simply generating light. It is more metaphysical in nature, affecting people at very core of their being, their darkness of inner evil. The light even holds healing properties, purifying its targets, curing drug addiction, and curbing the "hunger" that fuels the darkness within Cloak. She can throw daggers of this "living light" or form a single sword.

In contrast to the solemn Cloak, Dagger often displays the innocence and love of life characteristic of that 16 year-old runaway years ago. She is also more likely to be sociable, joining other heroes like the New Warriors and the Marvel Knights. Through it all, however, she is never far from Cloak's side, due to her love for him and his need for her.

ELECTRO



Maxwell Dillon

Height: 5' 11"
Weight: 165 lbs.
Eye Color: Blue
Hair Color: Reddish Brown
Species: Mutagenic

ABILITIES

Intelligence: 2
Strength: 3
Agility: 2
Speed: 3/7*
Durability: 4

④ 12

ACTIONS

Close Combat: 2

[Strength Bonus or Weapon Modifier]

Flight: 3

- Electrostatic Bridges
- 3x energy cost

Technology: 3

[Intelligence Bonus]

Social Skills: 2

- Blue Collar
- Professional Criminal

Mastery of Electricity: 7

- Immune to Electricity
- Force Blast (2x Damage)
- White stones OR stun damage vs. red stones of energy
- Create electrical barriers
- Can override or neutralize electrical devices
- Accumulate energy
- Neutralize Spider-Man's Wall Crawling
- Attack vs. Dur.: Foe knocked out for 1 Panel/stone of dmg. Requires successful grappling attack against opponent
- Absorb 3 red stones per panel from electrical sources
- * Replace Speed with AN when riding power lines

MODIFIERS

Electrification: Free 5-stone counterattack vs. anyone touching you

Energy Defense: (+5)

Team Affiliation:

Frightful Four, Sinister Six

Wealth: (0)

EQUIPMENT

None

DESCRIPTION

While repairing spooled power lines, high-wire line-man Maxwell Dillon was struck by lightning and transformed into a living electrical capacitor. Seeing his newfound power as the way to easy money, he adopted a gaudy costume and became the supervillain Electro. His first run-in with a superhero was Spider-Man, who soon became his most frequent nemesis, and he has crossed paths with numerous others, including Daredevil and the Fantastic Four, during his crime sprees.

Electro's body generates and stores vast quantities of electrical current, which he can expel from his fingertips as lightning bolts at his enemies. He can also use it to override electrically powered devices and manipulate them mentally. Electro moves easily about the city, either riding on huge bolts of electricity that he creates or skating along power lines or the subway's third rail. He can even use static cling to wall-crawl along metallic surfaces. As a last ditch defense, he can electrify his body and fry any who touch him, even if it makes it fairly easy for superheroes to discharge all his stored current.

Greedy and opportunistic to the extreme even before he gained his powers, Electro frequently seeks the easy way to wealth and power, relying purely upon his powers to see him through. Often his actions nowadays are as much about netting money as they are to show people that Electro is a name to be feared.

EZEKIEL



Ezekiel Sims

Height: 6'0"
Weight: 180 lbs.
Eye Color: Blue
Hair Color: Gray
Species: Mutagenic

ABILITIES

Intelligence: 3
Strength: 5
Agility: 5
Speed: 4
Durability: 4

④ 12

ACTIONS

Close Combat: 5

[Strength Bonus or Weapon Modifier]

Acrobatics: 5

[Agility Bonus]

Wall Crawling: 4

[Agility Bonus]

Leadership: 4

Business Skills: 5
[Intelligence Bonus]

General Knowledge: 4
[Intelligence Bonus]

- Spider-Clan Mystic Rituals

Social Skills: 2

- Big Business
- Deception

MODIFIERS

Reflexive Dodge: (+3)

Prescience

Healing Factor

Wealth: (5)

Stealth: Invisible to Spider-Man's Spider Senses; Spider-Man is invisible to his Spider Senses as well

EQUIPMENT

None

DESCRIPTION

Once upon a time, ages ago, an African man Kwaku Anansi pursued knowledge to the point where he encountered the gods themselves. The gods granted him the wisdom and power he sought, the ways of the spider. These powers were also passed on to each generation. Ezekiel Sims, wealthy entrepreneur, learned of the legend and forced an African tribal leader to perform the ritual so that he could take the powers instead. Ezekiel enjoyed his powers for many years, but he knew that the guardian of the Spider Temple would one day learn of his deception. In order to trick the spiritual forces, Ezekiel befriended Spider-Man, setting himself up as his mentor while setting Spider-Man up to be the fall guy for enemies like Morlun and Shathra.

When Ezekiel first appeared, he confronted Spider-Man with hints that his powers might be more than what they first seemed. After all, Ezekiel himself seemed to possess the same spider-like abilities as everyone's favorite web head, minus the web shooters or other scientific gadgets.

Ezekiel is a complex man. He first sought out the spider power because he wanted to help others, which was part of the condition of gaining the totemistic spider power. But he found his search for power often precluded helping others. In fact, his preoccupation with not getting caught by the Spider Clan mystical forces made him do just the opposite. It was in teaming up with Spider-Man that Ezekiel rethought his selfish ways. When Spider-Man was about to be eaten by a giant demon spider meant for himself, Ezekiel sacrificed his life to save Spidey.

FROG-MAN



Eugene Patilio

Height: 5' 8"
Weight: 185 lbs.
Eye Color: Green
Hair Color: Red
Species: Human

ABILITIES

Intelligence: 2
Strength: 1/3*
Agility: 1
Speed: 1
Durability: 1/3*

① ③ ③ ⑨

ACTIONS

* Leaping: 4

- (Agility Bonus)
- May Combine with Close Combat
- Uncontrollable Bouncing (May not choose direction)
- Cannot be improved by lines

Close Combat: 1

- (Strength Bonus)
- Crashing into Opponents

MODIFIERS

Clumsiness: The GM may subtract 1 stone from any of Frog-Man's actions so that he fails by 1 stone. If he doesn't fail after subtracting the stone, the stone is not subtracted.

Social Skills: 1
- Misfits

General Knowledge: 4
(Intelligence Bonus)
- Comic Book Trivia
- Games

* Reflexive Dodge: (+5)

Team Affiliation: would-be sidekick of Spider-Man
Wealth: (0)

EQUIPMENT

* **Frog Suit, Defense (+1)**, raises Str. and Dur. by +2, electronic springs enable Reflexive Dodge Modifier and Leaping Action (Uncontrollable Bouncing applies only when Eugene wears the suit), Computer-controlled Guidance System: (+1) to Close Combat while crashing into opponents.

Note: Frog suit designed and invented by Vincent Patilio, the Leap Frog

DESCRIPTION

Vincent Patilio was a down-on-his luck inventor whose only success was an electrically powered spring. Trying to get some quick cash as the Leap Frog, he ran afoul of Daredevil on multiple occasions before abandoning his criminal career. Doing the sensible thing, he retired his villainous identity and went on to earn an honest living.

But what to do when you've discovered your father has a criminal past? Well, for Eugene Patilio, you find his costume and decide to become a crimefighter! Unfortunately, Eugene's ambition has always exceeded his ability. He bounced into action hoping to help Spider-Man and the Human Torch and succeeded in capturing Speed Demon. Flushed with success (which seemed little more than dumb luck,) Eugene christened himself the Fabulous Frog-Man.

Often clumsy but ever optimistic, Frog-Man has always tried to wage an earnest, if somewhat inept, battle against crime. It doesn't help that he remains uncomfortable with the controls of his electrical coils, which often send him careening around the scene. Whatever he lacks in ability, though, he more than makes up for with unbridled enthusiasm. He has to-- both Spider-Man and his father turn a disapproving eye at his antics.

HAMMERHEAD



Unrevealed

Height: 5'10"
Weight: 265 lbs.
Eye Color: Blue
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 3
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 3
(Strength Bonus or Weapon Modifier)

Ranged Combat: 4
(Weapon Modifier)
- Handguns
- Submachine Guns
- Heavy Weapons

Unstoppable: 4
(Strength Bonus)

Business Skills: 4
(Intelligence Bonus)

Leadership: 4

Social Skills: 5
- 1920's culture
- Professional Criminal
- Underworld
- Gang Lifestyle
- Streetwise

MODIFIERS

Appearance, large, flattened head

Steel-Alloy Skull: (+3) may add stones to Unstoppable or Defense, but not both

Reflexive Dodge: (+1)

Team Affiliation: Maggia

Wealth: (3)

EQUIPMENT

Tommy M1921 submachine gun: (+4) (100 rds drum magazine)

Colt M1911 .45 semiautomatic pistol: (+3) (7 rds)

Combat Knife: (+1) concealed, may be thrown
Small army of goons and thugs

DESCRIPTION

Hammerhead is the original boy from streets gone bad. What's worse, he got caught in a brawl and nearly died. He was patched up by a rogue doctor, who experimented on the man and replaced his shattered skull with a steel-alloy version. Because of the trauma, Hammerhead remembered nothing of his previous life except for the last image he saw-- a poster for an Al Capone movie. He emulated the 1920's gangster lifestyle, creating such a name for himself that he eventually headed his own Maggia crime family.

The crime boss now has his hands in everything-- racketeering, smuggling, seedy night clubs, and a small army of thugs and goons. He and his fellow gangsters such as the Kingpin have strict territories they adhere to, but turf wars do break out. Hammerhead first fought Spider-Man during such a war. Once, Hammerhead was ousted and had to team up with the Chameleon to fight back.

If you want to get inside this guy's flat head, all you have to do is think of all the cliches of a 1920s gangster. Hammerhead dresses only in pinstripe suits, perpetually squints, talks with a thick accent. But don't let the gangster motif fool you. "Da Boss" here shows no mercy in carrying out his criminal activities. If you cross him, be on the lookout for Tommy guns pointed out of passing limousines.



IRON FIST

Danny Rand

Height: 5' 11"
Weight: 175 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Human

ABILITIES

Intelligence: 3
Strength: 3
Agility: 4
Speed: 4
Durability: 3

③ ⑨

ACTIONS

Close Combat: 6

(Agility Bonus or Weapon Modifier)

- Boxing
- Martial Arts Multi-Style
- Martial Arts Weapons
- Wrestling

Ranged Combat: 3

(Weapon Modifier)

- Martial Arts Weapons

Acrobatics: 5

(Agility Bonus)

Black Ops: 2

- Bodyguard

MODIFIERS

Reflexive Dodge: (+3)

Mental Defense: (+2)

Iron Will: 5

- Iron Fist
- Regenerate white stones
- Mind melding

Business Skills: 1

(Intelligence Bonus)

Social Skills: 4

- K'un L'un Lore
- Tibetan Culture / Language

Team Affiliation: partner to Cage, Heroes for Hire

Wealth: (4)

EQUIPMENT

None

DESCRIPTION

Young Danny Rand was taken on a trip to Tibet with his family and their business partner, but the partner betrayed his father, killing him so that he could take over the corporation. His mother sacrificed herself so that Danny could survive, and he found sanctuary with the people of K'un L'un, a hidden Shangri-La. There, Danny was raised to become a martial arts master, and at the end of his training, he slayed the legendary dragon, Shou-Lao the Undying, and thus gained the power of the Iron Fist.

Originally, Danny hoped to use his abilities to seek revenge on his father's partner, but he instead took pity on the broken man. As Iron Fist, he became a crime fighter and was helped to acclimate to the world outside K'un L'un by his friends, Colleen Wing and Misty Knight. During this time, he came to inherit his father's million-dollar corporation, Rand, Inc. When a later adventure teamed him with Luke Cage, the two became friends and crimefighting partners as the Heroes for Hire.

Iron Fist's martial arts training has transformed his body into a living weapon. His agility, stamina, and fighting prowess are nearly peerless, bordering on the superhuman. His signature ability came from the enlightenment he found after killing the Undying Dragon. He is thus able to manifest his chi, focusing his will into his hand until it becomes like unto a thing of iron.

Iron Fist and Luke Cage, Heroes for Hire, are fast friends, despite their disparate backgrounds and temperaments. In many ways, Iron Fist still remains an alien to these modern times. His training in a Tibetan paradise may have made him a martial arts master, but he has much to learn about life in the big city.

Jessica Jones

Height: 5'7"
Weight: 124 lbs.
Eye Color: Blue
Hair Color: Dark Auburn
Species: Mutagenic

ABILITIES

Intelligence: 3
Strength: 5
Agility: 2
Speed: 3
Durability: 4

④ ⑫

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

Ranged Combat: 2

(Weapon Modifier)

Flight: 3

- Resistance +2 to land properly or she crashes and loses her next Action

Private Investigation: 4

- Evidence Gathering
- Locating Individuals
- Tailing / Shadowing

Journalism: 1

Social Skills: 3

- Super Hero Culture
- Law Enforcement
- Journalism Circles

MODIFIERS

Mutagenic: human appearance

Psi-Screen: (+5) vs. the Purple Man's pheromones

Toughness: (+3)

Wealth: (2)

EQUIPMENT

None

DESCRIPTION

Jessica was a relatively normal teenager until that fateful car accident with a military convoy and its mysterious substance. Her entire family died, but she found herself transformed. She never tried to become a superhero, but when practicing with her powers she accidentally stopped the Scorpion's attempt to rob a Laundromat. Who was she to deny the crowd's cheers? She created a costume and called herself Jewel. Her heroic career was never as successful as, say, Captain America, or even Spider-Man, but she was active for years until falling victim to the Purple Man. She was kept as his unwilling slave, until an encounter with the Avengers rescued her. After all that, Jessica gave up on super-heroing, and became a private eye with a self-destructive lifestyle.

The full extent of Jessica's power remains unexplored. She has a great degree of superhuman strength and resistance to injury. She can even fly, but she was never fully confident or practiced in this ability and is therefore not known for her graceful landings. So don't ask her to fly. She doesn't like to do it.

While she still seems detached and stand-offish with others of the heroic community, Jessica has found stability in her life with her new boyfriend, Luke Cage. The couple began a long-term relationship, and Jessica has taken a position as a super-hero consultant with the Daily Bugle. She and Cage are also expecting a baby at the time of this writing.



JESSICA JONES



Jonathan Powers

Height: 6' 2"
Weight: 190 lbs.
Eye Color: Blue
Hair Color: Brown
Species: Human

ABILITIES

Intelligence: 3
Strength: 2
Agility: 3
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 4
[Agility Bonus or Weapon Modifier]

- Fencing
- Stuntman Fighting
- Hand-to-Hand

Ranged Combat/Juggling: 4

[Weapon Modifier]

- Throw and Catch

Performance: 4

- Acting
- Comedy
- Gymnastics
- Pantomime

MODIFIERS

Reflexive Dodge: (+2)

Acrobatics: 4
[Agility Bonus]

Vehicle Operation: 4

Social Skills: 3

- Professional Criminal
- TV Culture
- Theatrics

Wealth: (0)

EQUIPMENT

Yo-yo: (+1) to Ranged Combat as entangling weapon, to Close Combat as garrote

Marbles: (+2) Attack vs. Agility or stones of defense. Causes no damage; if successful, target falls and loses next action

Exploding Popcorn: (+4) to Ranged Combat, Area Effect vs. Int. Targets blinded for a number of Panels = to Damage

Flying Disc: (+3) to Ranged Combat vs. Dur., Anaesthetic

Rubber Balls: (+4), Area Effect, explosion

Extendable Hand: (+4) to Ranged Combat, 2x Dam. (electrified), Range = 25'

Other weapons include remotely-controlled 2'-tall mini-robots outfitted with lasers, diamond drills, etc.

DESCRIPTION

Some struggling actors work as waiters until their big break; Jonathan Powers became a supervillain. He could not forget the sting of rejection as he was jeered off the stage during an off-Broadway during an off-Broadway revival of Cyrano de Bergerac. He was shamed by the fact that the only subsequent work he could find was on a kid's TV show, where he was frequently the butt of pie-in-the-face gags. Now he wanted revenge. So he decided that if the audience wanted laughter at another's expense, that's exactly what he would give them. And so he launched a comedic crime spree as the Jester; that is, until Daredevil finally caught up with him.

The Jester's arsenal consists of numerous gimmick weapons that follow his costumed motif. Although they may seem like innocuous toys, they are deadly. He couples his arsenal with his peak-performance skills. He's trained as an expert fencer, gymnast, body builder-- the same abilities that he had hoped would make him a better actor.

Jonathan Powers is truly a criminal joker. His deranged motives, combined with his tremendous ego, make him a dangerous nuisance.

Billy Russo

Height: 6' 2"
Weight: 250 lbs.
Eye Color: Blue
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 2
Strength: 3
Agility: 3
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Close Combat: 5
[Agility Bonus or Weapon Modifier]

- Knives
- Street Fighting

Ranged Combat: 5
[Weapon Modifier]

- Handguns
- Submachine Guns
- Rifles

Leadership: 1

MODIFIERS

Appearance,
disfigured

Black Ops: 5

- Assassination
- Demolitions
- Infiltration

Vehicle Operations: 3

Social Skills: 4

- Underworld
- Military Protocol
- Gang Lifestyle
- Professional Criminal

Targeting: (+2)

Wealth: (3)

EQUIPMENT

Kevlar Armor: Defense (+1)

M16 Submachine Gun: (+4)

Pistols: (+2)

Semi-automatic Rifle: (+3)

Combat Knife: (+2)

DESCRIPTION

Billy "the Beaut" Russo was one of the first victims of Frank Castle's first outings as the Punisher. Russo was supposed to finish the job that wiped out Castle's family by killing Frank, its only survivor. Instead, the Punisher easily defeated him, kicking him through a window that left Russo's once-handsome face horribly scarred. Now calling himself Jigsaw because of his criss-cross patterns of scars, Russo became a criminal in his own right, hiring himself out for assassinations. He has since then crossed paths with other heroes, namely Spider-Man and Nightcrawler, but he most often clashes with the Punisher in a vendetta that is personal for both of them.

Jigsaw has formidable streetfighting skills, but he is better renowned for his marksmanship. In fact, his abilities make him one of the few people who has consistently given the Punisher a run for his money.

Russo is consumed with his desire for vengeance. This desire for revenge ironically makes him quite similar to his archenemy. In fact, even when Frank Castle was believed dead, Russo created his own Punisher costume to hunt down and kill anyone involved-- punishment for stealing what should have been his own revenge.



KRAVEN

Sergei Kravinoff

Height: 6' 3"
Weight: 240 lbs.
Eye Color: Brown
Hair Color: Black
Species: Mutagenic

ABILITIES

Intelligence: 4
Strength: 4
Agility: 4
Speed: 5
Durability: 4

④ ⑫

ACTIONS

Close Combat: 6

[Strength Bonus or Weapon Modifier]

- Martial Arts
- Wild Beasts
- Traditional African Hunting Weapons/Restrains
- Wrestling Holds

Ranged Combat: 6

[Weapon Modifier]

- All Hunting Weapons
- Nets

Nerve Punch: 4

[Intelligence Bonus]

Acrobatics: 1

[Strength Bonus]

Lion Taming: 7

- All Wild Cats

Concentration: 1

[Intelligence Bonus]

MODIFIERS

2x Natural Healing Rate

Reflexive Dodge: (+2)

Toughness: (+1)

EQUIPMENT

*Knives: (+2)

*Darts: (+1)

Net: (+4), 10 x 10 area, no damage; R: 4 to get free

Whip: (+2), to damage or entangle; R: 5 to get free

DESCRIPTION

Born to an exiled Russian aristocrat, Sergei Kravinoff had a nobility out of place in the modern world. Fleeing a world he could not tolerate, he relied on his wits and made his way to Africa. There, he discovered a talent for hunting and the sense of honor he craved as Kraven the Hunter. Searching for one that could challenge him, Kraven learned of the wall-crawler . . .

While in Africa, Kraven stole a witch-doctor's secret potion, giving him increased strength and speed and enabling him to hunt with his bare hands. Kraven also uses other hunting equipment, ranging from nets to special potions.

With his fame fading as hunting became less and less popular, Kraven dwelt more and more upon the one prey who had defeated him again and again: Spider-Man. In final battle, Kraven defeated his foe, burying him alive and taking his place. In Spider-Man's costume, Kraven defeated Vermin, something the wall-crawler was previously unable to do. After

proving himself superior to Spider-Man, Kraven took his own life, but his identity has since been adopted by his son, Alyosha Kravinoff.

Hunting/Tracking: 8

- Stalking
- Outdoor Survival
- Follow Trail
- Trace Scent
- Set Up/Spot Ambush
- Set Up/Spot Traps
- Hiding/Stealthy Movement
- Jungles/Forests

General Knowledge: 5

[Intelligence Bonus]

- Anatomy/Nerve Points
- Potions, Herbs and Natural Poisons
- Zoology

Social Skills: 3

- Tribal African Culture
- Intimidation
- Russian Nobility

Mental Defense: (+3)

Jungle Cat Senses: (+3)

Team Affiliation:

Sinister Six

Wealth: (3)

Manacles/Chains:

D/R: 6 to get free

Electromagnetic Ray

Weapon: (+4), stun dmg.

*Exotic Poisons: (+4), used to coat darts, knives, and other sharp weapons. May cause a variety of effects.

LIZARD



Curt Connors

Connors/Lizard

Height: 5' 11" / 6' 8"

Weight: 175 lbs. / 550 lbs.

Eye Color: Blue / Red

Hair Color: Brown / None

Species: Mutagenic

ABILITIES

Intelligence: 6/2

Strength: 1/6

Agility: 1/5

Speed: 2/4

Durability: 2/5

② ⑥ ⑤ ⑮

ACTIONS

Close Combat: 1/3

[Strength Bonus or Weapon Modifier]

Acrobatics: 0/4

[Agility Bonus]

Wall Crawling: 0/3

[Agility Bonus]

Hunting/Tracking: 0/4

[Agility Bonus]

Healing, Medical: 6/0

Technology/Inventing: 3/0

[Intelligence Bonus]

MODIFIERS

Mutagenic, non-human reptilian appearance as Lizard

Reflexive Dodge: (0/+2)

Toughness: (0/+2)

Claws & Teeth: (0/+2)

Tail: (0/+3) as weapon, 6'5" long

EQUIPMENT

None

DESCRIPTION

Dr. Curt Connors, brilliant surgeon and scientist, had his career cut short when a war injury left him without an arm. Undaunted, he poured all his efforts into researching the biological process that reptiles used to regrow lost limbs. He soon replicated the process but found it worked too well-- his arm grew back but his entire body was then transformed into a giant human lizard! The Lizard fled to Florida where he hoped to take over the world in the name of reptiles, but he was stopped by Spider-Man, who even managed to revert him to Dr. Connors. Even so, every once in a while, Connors finds himself transformed into the Lizard again. Whether by way of laboratory accident, periods of stress, or manipulation by other villains, the Lizard may always be considered at large and dangerous.

When transformed into the Lizard, all of Connor's physical powers are amplified to superhuman levels. His hide is tough like an alligator's, his sense of smell and infrared are like that of a snake, and he clings to walls like a gecko. His mind is dominated by a reptilian-like primitive drive for domination and violence. With this mind he can also mentally command other reptiles to do his bidding. The Lizard's powers make him more than a match for any hero.

In some cases, Connors can exert some control over his untamed alter ego, but in general the Connors/Lizard transformation is truly a classic example of Dr. Jekyll and Mr. Hyde. Connors is an articulate, determined, and helpful family man. In contrast, the Lizard is a nearly mindless savage, bent on dominating his territory and seeking out prey.

General Knowledge: 6/0

[Intelligence Bonus]

- Biology
- Biochemistry
- Herpetology

Social Skills: 4/0

- Academia (Connors)
- Scientific Community (Connors)
- Medical Community (Connors)
- Reptiles (the Lizard)

Summon/Control

Reptiles: 0/6

Animal Senses: (0/4)

Healing Factor

Limb Regrowth

Transform Self, from Connors to Lizard, uncontrollable

Wealth: (3/-1)

MAD JACK



Maguire Beck

Height: 5' 5"
Weight: 115 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Human

ABILITIES

Intelligence: 4
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 2

[Strength Bonus or Weapon Modifier]

Ranged Combat: 3

[Weapon Modifier]
- Thrown Weapons

Chemistry: 6

[Intelligence Bonus]
- Hallucinogens

Technology/Inventing: 5

[Intelligence Bonus]
- Robotics

Showmanship: 5

- Special Effects

Mesmerism: 4

- Can't read minds but can hypnotize

Vehicle Operation: 4

- Jet Glider

Social Skills: 2

- Intimidations
- Scare Tactics

Team Affiliation: Former partner to Mysterio

Wealth: (1)

EQUIPMENT

Costume: Defense (+2), no 2x Damage, illusion of Jack O' Lantern costume/flaming head

Jet Glider: Speed: 3, Diff: 4, Vehicle Damage: 3, Maneuver Modifier: +4, Def. Modifier: (+1)

Black Cat: Int: 1, Str: 1, Agi: 4, Spd: 3, Dur: 2, Close Combat: 2 (Agility Bonus), Hunting/Tracking: 3, Refl. Dodge: (+3)

Pumpkin Bombs: (+4), Area attack vs. Dur. If successful, foe hallucinates and receives -1 Situational Modifier for a number of Panels = to red stones of "damage"

Hallucinogenic Mist: 5-stone Area attack vs. Dur. If successful, foe hallucinates and receives -3 Situational Modifier for a number of hours = to red stones of "damage"

DESCRIPTION

What person could keep the great minds of Spider-Man and Daredevil guessing? What if it wasn't just one person? In reality, Mad Jack was two people: Maguire Beck, the cousin to the original Mysterio who helped him develop his criminal identity, and Danny Berkhart, who had once adopted the Mysterio identity for a brief period. The two of them would alternate wearing the costume for various assignments, and Spider-Man could never capture the elusive Mad Jack.

When the original Mysterio died, Danny Berkhart assumed the identity full-time. He and Maguire, as Mad Jack, launched a campaign to gain revenge on those responsible: Spider-Man, Daredevil, and J. Jonah Jameson. The heroes overcame their captors, and Mad Jack was sent to jail. Her sidekick, a black cat that seemed to understand her, escaped with Mysterio.

Maguire Beck revels in the terrifying illusions under her control, the trickery and misdirection of hallucinogens and robotics. But even her skills and confidence were consumed when she turned her mind toward revenge. Maguire remains driven by getting even against those she holds responsible for the death of her cousin and mentor, Quentin Beck.

MADAME WEB



Cassandra Webb

Height: 5'6"
Weight: 110 lbs.
Eye Color: Pale Grey
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 6
Strength: 1
Agility: 1
Speed: 1
Durability: 2

② 12 [1]

ACTIONS

Clairvoyance: 9

[Intelligence Bonus]

- Can look into Past and Future

Telepathy: 8

- Telepathic Communications
- Repair Minds
- Astral Projection

Leadership: 5

Social Skills: 3

- Occult Community
- Paranormal Beings

Ranged Combat: 2

[Weapon Modifier]

Close Combat: 1

[Strength Bonus or Weapon Modifier]

MODIFIERS

Precognitive Flashes, occasional glimpses into future, at GM discretion

Mental Defense: (+7)

Immortality

Sense Paranormal Abilities: (7)

Team Affiliation: mentor to Spider-Woman III

Wealth: (2)

EQUIPMENT

None

DESCRIPTION

Blind since birth, young Cassandra Webb found instead she had a second sight, one that more than compensated for her blindness. As an adult, Cassandra used her gifts to become a professional medium called Madame Web. Unfortunately, she contracted myasthenia gravis, a horrible disease that erodes the central nervous system. Her husband, before his death, designed a life-support system to provide for her vital life functions. She survived the disease, but she also became completely dependent upon the immobile machine. It was her talents as a seer that made Spider-Man seek out Webb to help crack a case of a kidnapping that nearly led to a hostile takeover of the Daily Globe newspaper. She remained a psychic resource for Spider-Man ever since.

Madame Web had a vision of her own youth returning. She had one part of an arcane ritual and was contacted by Norman Osborn to participate in the Gathering of the Five. The ritual was a success; she received the gift of youth and was no longer confined to her life-support chair. A fellow participant was the youngster Mattie Franklin, who obtained the gift of power and became known briefly as Spider-Woman. Madame Web took the heroine under her wing, mentoring her with the help of Jessica Drew.

Mysterious and arcane, Madame Web was originally a cryptic messenger in a cold and dark corner of the Marvel Universe. She later grew into a matronly figure for her protégé, although still prone to those cryptic remarks most mentors tend to speak with.

MOON KNIGHT



Marc Spector

Height: 6' 2"
Weight: 225 lbs.
Eye Color: Brown
Hair Color: Dark Brown
Species: Human

ABILITIES

Intelligence: 2
Strength: 3*
Agility: 3*
Speed: 2*
Durability: 3

③ ⑨

ACTIONS

Close Combat: 5

(Strength Bonus or Weapon Modifier)

- Boxing
- Hand-to-Hand
- Martial Arts
- Egyptian Weapons

Ranged Combat: 4

(Weapon Modifier)

- Thrown Weapons
- Darts
- Boomerangs

MODIFIERS

Reflexive Dodge: (+2)

Targeting: (+3)

Wealth: (3)

EQUIPMENT

Costume: Defense (+1)

Cloak: (1) Flight, gliding/parachute only, short distances

Scarab Darts: (+1) can throw two darts for (+2), throw four or more darts for (+3)

Ankh: (+2) to Close or Ranged Combat; glows in presence of danger, including ambushes

Wristbands: Defense (+1) vs. bullets and small projectiles

Acrobatics: 4
(Agility Bonus)

Black Ops: 5

- Ambush
- Covert Operations
- Infiltration/Exfiltration
- Military

Vehicle Operation: 3

- Light Vehicles
- Taxi Cab

Social Skills: 3

- False Identities
- Underworld
- High Society

* Note: Strength, Agility, and Speed vary with the phases of the moon; (+1) during half moon, (+2) during full moon

Throwing Irons: (+2)

Lasso-Grapple: (+2), Ranged Attack, ensnares target, D: 1, R: 5 to break free, Can add to Acrobatics when traveling the skyline

Bola: (+1) Ranged Attack vs. Agility to ensnare, D/R: 5 Agility or Strength to break free, no damage

Boomerang: (+2), returns to thrower

Moon Copter

DESCRIPTION

Marc Spector lived a carefree life, so it's no surprise that he didn't last long working for the CIA. Instead, he became a successful soldier-of-fortune, fighting in one third-world war after another. However, when he tried to flee from working for the wrong side on a job against rebel Sudanese, Spector was severely beaten and left for dead. He was found by a collection of priests and carried to their temple dedicated to an ancient Egyptian cult. Laid before the statue of Khonshu, god of the moon, Spector was miraculously healed and endowed with power. The priests gave him weapons, and, now Moon Knight, Khonshu's avatar of the moon's vengeance, he defeated the evil mercenaries.

Moon Knight settled in New York City as a hero with his aide-de-camp and helicopter pilot, Frenchie. In order to better fight crime, Moon Knight/Marc Spector created other identities for himself-- cab driver Jake Lockley and millionaire playboy Steven Grant. Despite his successful heroic career, he suffered from having to maintain four separate identities. Marc Spector briefly retired from all these disparate personalities, even Moon Knight, until he could get into his right mind again.

Spector prefers to work with only a few close friends and contacts, a testament to the grim dedication to his heroic career.

Michael Morbius

Height: 5'10"
Weight: 170 lbs.
Eye Color: Red
Hair Color: Black
Species: Pseudo-Vampire

ABILITIES

Intelligence: 7
Strength: 5
Agility: 4
Speed: 4
Durability: 4

④ ⑫

ACTIONS

Close Combat: 3

(Strength Bonus or Weapon Modifier)

- Grappling

Drain Energy: 5

- Improved Drain
- Drain red stones by biting
- Must drain at least 3 stones/day or lose 1 white stone
- Victims transform into Pseudo-Vampires unless given antidote

Hunting/Tracking: 4

MODIFIERS

Pseudo-Vampire, non-human appearance, fangs

Animal Senses: (3) vampire bat

Claws: (+2)

Flight: 2

- Gliding only

Mesmerism: 3

- Can't read minds, but can hypnotize
- Requires eye contact

General Knowledge: 6

(Intelligence Bonus)

- Biology
- Biochemistry
- Chemistry

Social Skills: 2

- Scientific Community
- Medical Community

Fangs: (+1)

Reflexive Dodge: (+2)

Accl. Healing Factor

Wealth: (-1)

EQUIPMENT

Leather Body Suit: Defense (+1)

Pseudo-Vampire Antidote

DESCRIPTION

When Doctor Michael Morbius found out he was dying from a rare blood disease, he turned his scientific talents to find a cure using vampire bats and electrical shocks. As sometimes happens, something went horribly wrong. He no longer suffered from a disease, but Morbius found himself transformed into a vampire-like creature. He searched for a cure during his moments of sanity, and he often clashed with Spider-Man during his moments of bloodlust. There have been times when he thought himself cured, but like most addictions, his desire for blood has resurfaced time and again.

As the Living Vampire, Morbius must feed on blood in order to survive. He also possesses many other traits similar to classical vampires, such as increased strength and a strong aversion to sunlight, though not a deadly reaction. Other things, like garlic and religious items, however, have no effect against him. Morbius also has some slight psychic abilities which enables him to glide and to hypnotize people through eye contact.

Morbius remains a guilt-ridden man. He wants to do the right thing, but his recurring addiction turns him into a raving monster. He feels responsible for the victims of his blood-fueled rages and has developed a serum that will prevent them from turning into Pseudo-Vampires like himself. He tries to use his abilities as a hero, hoping that some good may come out of his unfortunate tragedy.

MORBIUS



MORLUN



Morlun

Height: 6' 2"
Weight: 175 lbs.
Eye Color: White/Red
Hair Color: Black
Species: Unrevealed

ABILITIES

Intelligence: 3
Strength: 7*
Agility: 5
Speed: 5
Durability: 5

(5) (15)

ACTIONS

Drain Energy: 5

- Drain red stones by touching victim
- Improved Drain: (only when draining energy from super-beings with Totemistic powers)

Close Combat: 6

(Strength Bonus or Weapon Modifier)

Tracking: 6

- Can track quarry anywhere once touched
- Stalk
- Follow Trail

MODIFIERS

Immortality

- Never gets tired or weary
- When he finally dies, body reduced to ash

Susceptible to Radiation

(2x Damage)

Wealth: (3)

EQUIPMENT

None

DESCRIPTION

No one knows where he came from; no one knows if he is truly gone for good. Morlun is one of many individuals who has roamed the earth for countless centuries. The secret to his long life? Morlun feeds off of the life force energies of other people. In fact, Morlun taps into the so-called "totemistic" forces of the earth itself. In order to sustain his centuries-long life, Morlun must consume the pure energies of four distinct totemistic life forces-- animal, bird, human, and insect. Many superbeings whose powers mimic those of animals may be powered by these same totemistic forces, and this is what led Morlun to Spider-Man.

Morlun, accompanied by his human servant Dex, battled Spider-Man on many separate occasions, with neither side able to claim victory. Even with the help of Ezekiel, Spider-Man could not overcome Morlun. Only by picking up on clues to Morlun's weakness was Spider-Man able to defeat him-- he irradiated his blood so that when Morlun fed off him, Morlun was so weakened that Dex shot him dead.

With a cold but eerily powerful manner, Morlun was supremely overconfident in his abilities. He often liked to "play" with his food, a fact that allowed Spider-Man to escape his encounters on more than one occasion. He was equally overbearing with humanity in general, as his treatment with Dex showed. Whether or not Morlun is truly dead, or whether or not there are more beings out there like him, remains to be seen.

*Note: AN represents Morlun's peak strength. Actual strength varies according to how recently he has fed and on what kind of source.

Lawrence Cranston

Height: 5' 10"
Weight: 175 lbs.
Eye Color: Blue
Hair Color: Brown
Species: Human

ABILITIES

Intelligence: 4
Strength: 2
Agility: 3
Speed: 2
Durability: 3

(3) (9)

ACTIONS

Close Combat: 4

[Agility Bonus or Weapon Modifier]

Ranged Combat: 5

[Weapon Modifier]
- Custom Pistols

Legal Skills: 4

[Intelligence Bonus]

Leadership: 5

MR. FEAR



Thieving: 5

- Shadowing
- Blend In
- Hiding
- Escape
- Fraud

Social Skills: 4

- Academia
- Law Enforcement
- Teaching
- Professional Criminal

MODIFIERS

Targeting: (+1)

Wealth: (1)

Mental Defense: (+1)

EQUIPMENT

Fear Gas: (+4) vs. Durability, Can be shot from pellet gun or dart gun or injected with special ring used in Close Combat. Damage is taken from red stones currently in action box or from energy reserve.

Costume: Sealed suit, Defense (+1)

Gas Mask: Protection vs. gas attacks

DESCRIPTION

The original Mr. Fear was Zoltan Drago, who had the unlikely career combination of owning a wax museum and being an amateur scientist. When he accidentally discovered his chemical "fear compound," he became Mr. Fear, often clashing with Daredevil. After adding supervillain to his prestigious résumé, Drago was killed by Starr Saxon, who decided to become the next Mr. Fear. (Even though he died in his first foray, Saxon later became the Machinesmith.)

But the legacy of fear wouldn't die. Larry Cranston, a law school rival of Matt Murdock's, overheard the Machinesmith kill Drago in the hotel room next to his. After death of the second Mr. Fear, Cranston passed himself off as a relative of Saxon's and got all the Mister Fear equipment. When both Daredevil and Murdock appeared in San Francisco, Cranston realized that they were the same person. He became Mister Fear and attacked Daredevil, but he was defeated and seemingly killed. In fact, he secretly survived and returned to New York.

Mr. Fear's specialty Fear Gas is a chemical pheromone that triggers fearful reactions to whoever breathes it. Cranston has also used gloves that fire darts filled with a liquid chemical, directly into the bloodstream. Less effectively, small doses can be absorbed through the skin with prolonged contact.

Cranston now hides as law professor Harold Cranstone, preferring less direct confrontations. He uses other villains and criminals as his pawns, practices stalking techniques, and incites large crowds to revolts and panic. By playing behind the scenes, Cranston has become an even more insidious villain.



MYSTERIO

ACTIONS

Close Combat: 3

[Agility Bonus or Weapon Modifier]

- Self-Defense

Ranged Combat: 2

[Weapon Modifier]

Create Illusions: 5

Showmanship: 6

- Special Effects
- Stuntman
- Make-Up/Costumes
- Magician
- Prop/Set Design
- Movie Work

Acrobatics: 4

[Agility Bonus]

MODIFIERS

Reflexive Dodge: (+1)

Mental Defense: (+3)

EQUIPMENT

Padded Costume: Defense (+1)

Gloves and Boots:

- Smoke Clouds: (+2), to escape or cover, can be mixed with toxins, acids, or hallucinogens.
- Acidic Mist from gloves instantly dissolves Spider-Man's webs
- Boot Springs: (+2) to Acrobatics while leaping.

DESCRIPTION

Filmmaking can be a harsh business, especially for any craving fame and fortune. Quentin Beck found success as a skilled stuntman and special effects artist. But he always resented the fact that he would never gain fame in front of the camera, where the public could actually recognize you, perhaps even worship you, on sight. Quentin decided to launch himself into stardom by framing and capturing Spider-Man at the beginning of the hero's career. Quentin attacked Spider-Man as Mysterio, the Master of Illusion, but was defeated when Spider-Man exposed his trickery.

Mysterio hates the fact that Spider-Man saw through his illusions. He turned to a life of crime, not only to fund his new and ever-increasing repertoire of illusions but also to finally get revenge on his most hated enemy. Mysterio continued to make more and more elaborate attempts against Spider-Man, but when he learned that he was diagnosed with terminal cancer, he switched targets to Daredevil for his final "curtain call." He nearly succeeded in driving Daredevil mad, but in the final scene, Mysterio chose to take his own life before Daredevil could defeat him. Mysterio is survived by Daniel Berkhart, who took over Mysterio's identity once before, when Quentin faked his own death to escape Spider-Man.

Quentin Beck

Height: 5' 11"
Weight: 175 lbs.
Eye Color: Blue
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 5
Strength: 3
Agility: 3
Speed: 3
Durability: 3

③ ⑨

Technology/Inventing: 5

[Intelligence Bonus]
- Can make realistic robotic duplicates

General Knowledge: 5

[Intelligence Bonus]

- Movie Trivia
- Movie Business
- Chemistry

Social Skills: 6

- Persuasion
- Hollywood Culture
- Theatrics
- Psychobabble/Hypnosis
- Professional Criminal
- Stuntman Culture

Team Affiliation:

Sinister Six

Wealth: (2)

Helmet: Sonar (3).

provides 1/2 hour air supply, can jam Spider-Man's Spider-Senses

Hallucinogens: 5-Stone

Area Attack vs. Durability. If successful, target gets -2 Situational Modifier for a number of hours equal to red stones of damage

Namorita Prentiss

Height: 5'6"
Weight: 225 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Atlantean Clone

ABILITIES

Intelligence: 2
Strength: 6
Agility: 4
Speed: 3
Durability: 4

④ ⑫

ACTIONS

Close Combat: 5

[Strength Bonus or Weapon Modifier]

- Aerial Combat
- Atlantean Combat Training
- New Warriors Training
- Underwater Combat

Swimming: 6

[Strength Bonus]
- Can exceed human water speed maximum

Corrosive Touch: 4

- 2x Damage
- Paralytic Attack

MODIFIERS

Appearance: Non-human, pointed ears, small wings on ankles, may change skin color, skin color may change after severe trauma

Enhanced Vision: 6

Extended Life

EQUIPMENT

New Warriors Comm Badge

DESCRIPTION

Cousin to the Namor, Sub-Mariner, Namorita's early life was filled with violence as many of Prince Namor's enemies, such as the evil Princess Llyra, or the exiled Prince Brrah, have tried to use her as a pawn to trap him. Namorita was taken to live in relative safety with Namor's human friend, Betty Dean Prentiss, and she enrolled in Empire State University where she dedicated her studies to oceanography and environmental science. It was at a college protest that she was on hand to join the New Warriors when the cosmic Terrax was unleashed, and she remained one of its most spirited members as the heroes tried to tackle the issues that regular hero teams rarely addressed. When not helping her fellow Warriors, Namorita is often at her cousin's side, helping to defend and rule Atlantis.

Namorita enjoys both sides of her Atlantean-human hybrid nature; she is at home both above and below the water. Her unique physiology gives her hyper-strength and ankle wings like her cousin, allowing her to fly. Later, she discovered her true heritage as a clone of Namor's cousin Namora when she found herself mutated into an inhuman creature of blue skin with new, exotic powers. She has since returned to her former appearance but can still revert in times of stress.

With the noble and powerful Namor as her cousin, is it any wonder that Namorita has grown to become a confident and fiercely proud young woman? Despite her many years on the surface, she cannot understand the human's ability to pollute the world and engage in warfare. She uses her role as a hero to stop these social ills as best she can.

NAMORITA



Flight: 1

Shape-Shifting: 5

- Camouflage Only

General Knowledge: 3

- [Intelligence Bonus]
- Ichthyology
- Oceanography
- Environmental Science

Leadership: 1

Social Skills: 3

- Atlantean Culture

Toughness: (+2)

Sensitivity: 2x Damage from fire/heat-based attacks

Team Affiliation:

Nova Corps, New Warriors

Waterbreathing

Wealth: (1)

NIGHT THRASHER



Dwayne Taylor

Height: 6' 3"
Weight: 220 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 3
Strength: 3
Agility: 3
Speed: 3
Durability: 3

(3) (9)

ACTIONS

Close Combat: 5
[Strength Bonus or Weapon Modifier]

- All Hand Held Weapons
- Martial Arts Multi-Style
- Train Others Martial Arts

Ranged Combat: 5
[Weapon Modifier]

- Uzi/Submachinegun
- Rockets
- All Thrown Weapons

Acrobatics: 4
[Agility Bonus]

Leadership: 3

MODIFIERS

Reflexive Dodge: (+2)

Mental Defense: (+4)

EQUIPMENT

Costume: Defense (+1)

Nunchaku: (+2)

DESCRIPTION

After Dwayne Taylor witnessed the death of his parents, he vowed to make all criminals pay for their actions. Pushing his body to physical perfection, he became a martial arts master, and developed cutting edge gadgets and weaponry. His guardians, an ex-sargeant, Chord, and an old martial arts master named Tai, aided his quest, along with funds and equipment received from his parents' company, the Taylor Foundation. Dwayne also recruited several young heroes to assist in his war on crime. Together, they formed the New Warriors.

A determined, angst-ridden leader, Dwayne was rattled when he discovered that Tai was the mastermind who manipulated his parents' death and held Chord in her thrall. Tai planned to sacrifice the team to absorb a well of mystic energies, but the Warriors stopped her. Dwayne re-designed his armor and weaponry so that he could have a fresh start, rededicating himself to his original vendetta.

Later, Dwayne left the team, dedicating himself to his role as chairman of the Taylor Foundation. He now believed that the true battles for justice would be fought in the boardrooms; he moved to Seattle, disbanding the New Warriors. Over time, however, the New Warriors reassembled without Dwayne's help. Even so, as the Warriors continued to use the Foundation's equipment and facilities, he was able to keep tabs on the new version of the team and he eventually rejoined their ranks. More recently, in hopes of better funding for the team, Dwayne agreed to have a reality-TV show follow the exploits of the team.

In his youth, Dwayne's intensity got him into trouble with rages of temper and a single-minded devotion that blinded him to the friends around him. Nowadays, though still determined and intense, he tends to be a bit more level-headed.

Skateboarding: 4

- May combine with Acrobatics

Computers: 4
[Intelligence Bonus]

- Hardware
- Hacking

Technology/Inventing: 3
[Intelligence Bonus]

Black Ops: 5

- Demolitions
- Pursuit
- Intimidation
- Criminology
- Evidence Gathering

Business/Social Skills: 4

Team Affiliation: New Warriors

Wealth: (4)

Comm Unit

Shurikens: (+1)

Richard Rider

Height: 5'9"
Weight: 145 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Human

ABILITIES

Intelligence: 2
Strength: 7
Agility: 3
Speed: 3
Durability: 4

(4) (12)

ACTIONS

Close Combat: 4
[Strength Bonus or Weapon Modifier]

- Ariel Combat
- Nova Corps Training
- New Warriors Training

Flight: 6

- May combine with Close Combat

Leadership: 2

MODIFIERS

Team Affiliation: Nova Corps, New Warriors

Ranged Combat: 1
(Weapons Bonus)

Gravimetric Pulse: 5
(Force Blast)
- Area Attack

Social Skills: 3
- College Culture
- Pop Culture
- Sports Culture

Wealth: (0)

EQUIPMENT

Centurion Armor:

- **Toughness: Defense (+4)**, no 2x Damage, nullifies AP
- **Self-Contained Lifeform**, vs. air, cold, & pressure of space
- **Commlink**
- **Enhanced Vision: 4**, Infrared, Telescopic, UV
- Can call upon Armor at will

DESCRIPTION

Richard Rider was once an everyday high schooler, until an encounter with a dying alien of the Nova Corps, a galactic peacekeeping force, gave him the powers of Nova, transforming him into a human rocket! Rich became a fairly prominent superhero, teaming up with the Defenders and even the Fantastic Four. He really came into his own, however, when he became one of the Champions of Xandar, a team based on the planet where the Nova Corps originated. Rich soon returned to Earth but was frustrated with life without superpowers and a string of low-paying jobs. Night Thrasher came into his life, though, and showed him how to rekindle his Nova powers; he also asked him to help form the New Warriors. Nova has remained an active member ever since.

Aside from heightened physical abilities and the ability to fly like a human rocket, there is probably more to Nova's powers than meets the eye-- his gravimetric pulse is a more recent discovery, an explosive, omnidirectional release of energy, akin to a human nova burst.

Richard Rider spent most of his non-superhero days as a brooding slacker. As Nova, though, he is a fun-loving and energetic hero. Sometimes, his enthusiasm gets the better of him, and he tends to forget his own strength. He is sometimes a bit patronized by the more experienced heroes that he runs into, but that doesn't kill his enthusiasm. He remains a competent, if sometimes brash, young leader and superhero.

OWL



Leland Owlsley

Height: 6' 11"
Weight: 220 lbs.
Eye Color: Blue
Hair Color: Brown
Species: Mutagenic

ABILITIES

Intelligence: 4
Strength: 2
Agility: 3
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Close Combat: 3

(Intelligence Bonus or Weapon Modifier)
- Dirty Tricks

Ranged Combat: 2

(Weapon Modifier)
- Small Firearms

Flight: 2

- Silent Flight
- May not be improved by lines

MODIFIERS

Mutagenic, human appearance

Claws: (+3), talon-like fingernails

Vehicle Operation: 5

- Aircraft

Business Skills: 3

(Intelligence Bonus)

Leadership: 4

Social Skills: 4

- Intimidation
- Gang Lifestyle
- Professional Criminal
- Underworld

Wealth: (3)

EQUIPMENT

Owl Flier

DESCRIPTION

A criminal from the very start, Leland Owlsley was nicknamed "The Owl" because of his avian-like appearance and his ruthless, if not questionable, business practices and underworld contacts. When an IRS audit brought these connections to light, the Owl dropped all pretense-- he formed the Owl Gang from his own band of henchmen and acquired a serum and costume that granted him superhuman powers. The Owl's early career was characterized by his warped eccentricity. He was little more than a two-bit B-villain performing capers and using gadgets with bird-names, leading his minions from his "Aerie." Despite his former success as an evil businessman, however, he never quite had the same success as an evil crimelord, being repeatedly defeated by Daredevil.

The Owl's specially designed serum changed his body to a more bird-like physiology. It allows him to glide and fly silently, and he has, in the past, used specially-designed capes that allowed him to enjoy greater agility in flight. His fingernails have grown to be more like talons, and occasionally has been known to pilot his "Owl Flier" throughout New York City.

Unfortunately, the Owl's serum has even begun to mutate his personality, so that he is becoming more raptor-like; he's ruthless, cunning, and more willing than ever to go one on one with any hero that gets in his way. His drive to become the top crime boss of New York has driven him to extreme measures, such as creating a drug based on his own DNA and manipulating Spider-Man into fighting villains who had double-crossed him.

PROWLER



Hobie Brown

Height: 5'11"
Weight: 180 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 6
Strength: 2
Agility: 3
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 4

(Agility Bonus or Weapon Modifier)
- Hand-to-Hand
- Self Defense
- Tae Kwon Do

Ranged Combat: 4

(Weapon Modifier)
- Pellet Shooter

Climbing: 3

(Strength Bonus)

MODIFIERS

Reflexive Dodge: (+2)

Targeting: (+2)

EQUIPMENT

Costume: Defense (+1),
Air filters: Protection vs. Gas attacks

Pellet Shooters: mounted on wrists and ankles, Range = 2

Cleaning Fluid: No damage, target is blinded for a number of panels = to damage.

Explosive Pellets: (+3)

Flechettes: (+2)

Obscuring Fog: (+2) to escape or cover

Acrobatics: 3
(Agility Bonus)

General Knowledge: 3
(Intelligence Bonus)

- Chemistry
- Mechanics
- Physics

Technology/Inventing: 4
(Intelligence Bonus)

Social Skills: 2

Team Affiliation:
Outlaws

Wealth: (1)

Sleeping Gas: (+2), vs. Durability, target is unconscious for a number of panels = to damage
Weakness Gas: (+3), vs. Durability, stun damage

Glove Claws: (+2)
to attack or Climbing

Boots: (+2) to Acrobatics while leaping

Glider Cape: Flight (1),
Gliding Only

DESCRIPTION

Hobie Brown was a talented kid to whom no one would listen. It was the story of his life. Even with an obvious talent at design and invention, people looked down on him whenever he suggested something new and innovative. Instead of getting work where his talents were useful, he was a window washer. Finally, to prove his ability, he turned to crime. He designed a costume with a number of tricks and went out to steal the payroll of The Daily Bugle as the Prowler. His plan was to return the money as Hobie Brown, and become a hero-- and, most important of all, to impress his girlfriend, Mindy. It all went wrong, though, after a run-in with Spider-Man. Still, Spider-Man let him go, knowing Hobie wasn't really a bad kid. Hobie still uses his talents and equipment every now and then, but these days only on the right side of the law. He still goes on occasional adventures, to the chagrin of Mindy, now his wife. If his friends are threatened or if he needs some extra money from Silver Sable, you can be sure that the Prowler will stalk New York's streets once more!

The Prowler's costume uses specially-designed hi-tech weapons based on pneumatic technology. His wrist gauntlets fire compressed air blasts, usually combined with various gasses or liquids or even sharp metal flechettes. Pneumatics in his boots allow him to leap remarkable distances and to glide using his cape, and his claws enable him to scale vertical surfaces and can be used as weapons.



PURPLE MAN

ACTIONS

Close Combat: 1
(Strength Bonus or
Weapon Modifier)

Pheromones: 8

- Attack vs. Durability or Intelligence (target's choice), Duration = Damage, (see Duration row on D&R)
- Inspires loyalty/obedience to Purple Man's commands

MODIFIERS

Mutagenic, non-human appearance, purple skin

Mental Defense: (+6)

EQUIPMENT

None

DESCRIPTION

Zebediah Killgrave was a spy working for the Soviet bloc who was assigned to sneak into an American army depot and steal an experimental nerve gas. Things went horribly awry; the canister's contents thoroughly drenched him, dying his whole body purple, and, to his surprise, he discovered that the people around him obeyed his every command. Calling himself the Purple Man, Killgrave embarked on a criminal career, and even though he often managed to create several financial and criminal empires, he was always defeated, usually by Daredevil, who seemed immune to his pheromones. Killgrave finally gave up on crime, deciding he could get anything he wanted by using his power. He retired from crime and became a gentleman of leisure, rarely, if ever, encountering superheroes if he could help it.

The commands of Killgrave are so persuasive because his body constantly emits chemical pheromones that, when breathed by others, allows Killgrave to control their actions by verbal suggestions. So, despite holding crowds of several hundred people in thrall, the effects only last as long as Killgrave remains physically present. Just shield yourself from his psychoactive chemicals and you'll be fine. At first, when Killgrave controlled his victims, their skin turned purple. However, Killgrave usually focuses his abilities so that the purple taint of his subjects is minimized.

In some ways, the Purple Man is one of the smartest villains around. After all, he has learned that crime doesn't pay, at least not if you get caught.

Zebediah Killgrave

Height: 5' 11"
Weight: 165 lbs.
Eye Color: Purple
Hair Color: Purple
Species: Mutagenic

ABILITIES

Intelligence: 3
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

Leadership: 4

Black Ops: 4

- Covert Ops
- Escape
- Infiltration
- Surveillance

Social Skills: 5

- High Society
- Leisure Class
- Spy Culture
- Persuasion
- Yugoslavian Culture

2x Nat. Healing Rate

Wealth: (4)

Alexsei Sytseвич

Height: 6' 5"
Weight: 710 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutagenic

ABILITIES

Intelligence: 1
Strength: 8
Agility: 1
Speed: 4
Durability: 6

⑥ 18

ACTIONS

Close Combat: 2
(Strength Bonus or Weapon
Modifier)
- Brawling
- Smashing
- Can't split stones

Theiving: 1
(Agility Bonus)

MODIFIERS

Mutagenic, non-human appearance

EQUIPMENT

Rhino Armor: Defense (+7), virtually indestructible and unremovable, nullifies Armor Penetration, no 2x Damage

DESCRIPTION

Alexsei Mikhailovich Sytseвич was just another dim-witted thug in the Russian Mafia, grasping at dreams of easy money with which to support his family, when two foreign agents offered him what appeared to be the job of a lifetime. In return for agreeing to receive a number of painful and dangerous scientific procedures designed to turn him into a human rhino, able to plow through anything in the way of his target, he was to receive funds to help his family. His first assignment, to kidnap John Jameson, didn't go quite according to plan-- not with the appearance of Spider-Man-- and the Rhino turned his back on his superiors to become a free agent. He has since been a thorn in the side of a number of heroes. Over the course of his career, the Rhino has fought the Hulk, the Avengers, Iron Man, Cage, Captain America, and even Ka-Zar!

Tragically, the Rhino found himself trapped in his suit. When not receiving treatments to remove the suit, the Rhino has undergone other treatments to enhance his durability and physical strength, so much so that he can now even go toe-to-toe with Thor and the Hulk. With his head down and horn forward, there is little that the Rhino can't plow through, but when charging he can't easily stop or change direction, allowing faster foes to frequently dodge his attacks.

The Rhino is just plain dumb. His lack of ambition and sheer raw power makes him a good choice for those seeking super-muscle that doesn't question orders. It makes it rather easy for his allies to trick and double-cross him if things don't go to plan, just as it makes it rather easy for his foes to use relatively superior tactical skills to gain the upper hand.



RHINO

Unstoppable: 7
(Speed Bonus)

- May not make turns or sudden stops

Social Skills: 1
- Russian Language/
Culture

Team Affiliation:
Sinister Syndicate
Wealth: (0)

Horn: (+4), to Unstoppable, horn mounted on head of armor



SANDMAN

William Baker

Height: 6' 1"
Weight: 240 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutagenic

ABILITIES

Intelligence: 2
Strength: 3/(5*)
Agility: 3
Speed: 2
Durability: 5

⑤ 15

ACTIONS

Close Combat: 3

[Strength Bonus or Weapon Modifier]

- Combat using Stretching
- Streetfighting
- Trained by Silver Sable

Mastery of Sand: 5

- Can transform into element
- Sand Blast (Area Effect)
- *Increase Str. to Mastery AN
- Combine with Stretching
- Absorb 3 stones of sand to increase size/mass. Can heal lost energy or he can assign stones to increase Str. (Max = +3). (Use Area/Leaping Row as volume)
- Can't be improved

Stretching: 6

MODIFIERS

Mutagenic, Body of sand, may appear human

Toughness: (+4), Nullifies Armor Penetrating, No 2x Damage

Reconstitute Self

EQUIPMENT

None

DESCRIPTION

William Baker was born in a poor, rough section of New York, where he learned to steal and cheat his way through life. He was eventually sent to prison, but soon escaped and initiated a brutal one-man crime spree. With the FBI closing in on him, he sought refuge in the one place nobody would think to look for him: a nuclear testing facility. Caught in the blast of an unannounced bomb test, William awoke to discover that the radiation had merged his body with that of the sand beneath his feet, allowing him to take on the properties of the sand itself.

The Sandman's sand form is able to reduce its density so that his body becomes a virtual sandstorm to pass through obstacles or attacks or he can compact it until he is as hard as granite. He can shape his sand form into any solid object he wants, be it keys to a safe or a hammer to crush his foes. While he has all the advantages of sand, he also has its limitations. High-level winds can disperse his particles, water may dilute his body, and extreme heat can fuse him into solid glass.

The Sandman once reconsidered his selfish ways, and a heart-to-heart with the Thing convinced him to try his luck as one of the good guys. William went on to become a successful mercenary working for Silver Sable and even became an Avenger. However, the Wizard determined the Sandman's mind had been fractured and restored the

Sandman to villainy, bouncing him back to his evil ways.

Manipulate Body Density: 2

- Increase or decrease weight by 1 per stone spent (See D&R)
- Add +1 to Toughness or Str. per increase
- If density = 0, invulnerable to physical attacks, but can't pass through solid objects.
- Duration = 1 stone per Panel to maintain
- Maximum Weight = Natural Weight in stones + AN

Thieving: 3

(Agility Bonus)
- Bank Robbery

Social Skills: 4

- Streetwise
- Professional Criminal
- Mercenary Culture
- Blue Collar

2x Damage: from heat/flame, water, or air-based attacks

Team Affiliation: Sinister Six, Frightful Four, Avengers, Silver Sable

Wealth: (0)

Shang-Chi

Height: 5' 10"
Weight: 175 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 3/(+6)
Strength: 3/(+6)
Agility: 3
Speed: 3
Durability: 3

③ 9

ACTIONS

Mastery of Kung-Fu: 6

[Agility Bonus and Weapon Modifier]

- Create/adapt Kung-Fu techniques*
- Concentration
- Catch Projectiles
- Balance
- Blind Fighting
- Can substitute Mastery for Str., but only to break things
- Can substitute Mastery for Int., but only as Mental Defense

* May apply a specialty Situational Modifier for all combat situations.

MODIFIERS

Reflexive Dodge: (+3)

Mental Defense: (+1)

EQUIPMENT

None

DESCRIPTION

Shang-Chi was born to a dark legacy as the son of the evil criminal mastermind known as the Ghost. Kept from the knowledge of his true parentage, Shang-Chi believed his father's twisted version of himself-- that the Ghost was a true humanitarian with the world's best interests at heart. Shang-Chi grew to become the world's foremost master of the mental and martial arts of Kung-Fu. His father sent him on his first assignment, to kill his enemies Dr. Petrie and Sir Denis Nayland Smith. Instead, Shang-Chi killed an android replacement and was confronted with the truth about his father. Horrified by his father's evil, Shang-Chi declared himself his father's mortal enemy and dedicated his life to thwarting his father's schemes.

Shang-Chi joined Smith on behalf of the British MI: 6 department. Later, Shang-Chi joined Smith and others in creating Freelance Restorations, an independent agency. After several years of chasing his father's criminal empire, Shang-Chi ultimately defeated his father by destroying his life-sustaining "Elixir Vitae" potion. With his father believed dead, Shang-Chi retired to a quiet Chinese village and became a fisherman. Unfortunately, this did not last, and Shang-Chi often finds himself joining with fellow heroes to aid them as needed. When his father returned, Shang-Chi rejoined his former allies to stop his father's attempt to rebuild his empire.

The Master of Kung-Fu, Shang-Chi, possesses intimate knowledge of multiple Martial Arts styles, learning and developing new techniques, or coming up with new tactics and new adaptations of old techniques, even in the heat of battle. As a living weapon, he often chooses to avoid using weapons of any type. His name means "a rising and advancing of spirit," and he constantly searches to advance himself spiritually. One day, he hopes this will mean he can stop using violence to achieve peace.

SHANG-CHI



Acrobatics: 6

[Agility Bonus]

Black Ops: 5

- Ambush
- Pursuit
- Infiltration/Exfiltration
- MI6 Training

Fishing: 2

Eastern Philosophy: 5
[Intelligence Bonus]

Social Skills: 3

- Chinese Language/Culture
- Asian Underground
- British Culture

Team Affiliation: MI:6, Marvel Knights

Wealth: (0)

SHATHRA



Shathra
Height: 6'2"
Weight: 120 lbs.
Eye Color: White
Hair Color: Black
Species: Alien

ABILITIES

Intelligence: 2
Strength: 6
Agility: 6
Speed: 6
Durability: 5

5 15

ACTIONS

Close Combat: 5
[Strength Bonus or Weapon Modifier]
- Hand-to-Hand

Stingers: 6 (Force Blast)
- Paralyzing Toxin: stones vs. Durability
- Cut through Spider-Man's webbing

Flight: 3

Teleportation: 9
- Teleport via "Warp Holes"

MODIFIERS

Alien, non-human appearance, black skin with cape-like wings, may change shape to appear human

Animal Senses: (4)
Spider-Wasp

Inter-dimensional Travel, instantaneous travel to/from Astral Plane

EQUIPMENT

None

DESCRIPTION

Shathra, a being with the powers of the spider-wasp, sees Spider-Man, a being with the powers of a spider, as her natural enemy. But as an inhabitant of the Astral plane, Shathra never knew of Spider-Man's existence until he had a quick trip through her dimension while seeking the inter-dimensional kidnapper Shade. Shathra began hunting Spider-Man down first as herself, and later adapted a human form named Sharon Keller. Each time, Spider-Man seemed unable to defeat her. Ultimately, Spider-Man and Ezekiel managed to trap Shathra in the Spider Temple in Africa, where she was forced to battle its guardian, presumably to be consumed. Whether or not she managed to escape is unknown.

As the Spider-Wasp, Shathra possesses the full totemistic energy of her namesake, with superhuman strength, agility, and resilience. Because she has fully succumbed to her animalistic nature, she is even more powerful than Spider-Man, and can track him on a mystic level that spans continents and even other dimensions. Her very presence is enough to send Spider-Man to his animal-side, reducing him to a level of pure instinct.

Shathra's acceptance of her animal nature is total. She is driven by her own level of instinct, as her vendetta against Spider-Man was little more than a natural reaction of two rivals in nature. This doesn't mean that she isn't smart! Shathra will manipulate and deceive anyone who gets in the way of her goals.

Hunting/Tracking: 8

- Trace Scent
- Track Spiders
- Other Dimensions

Totemistic Mythology: 4

Social Skills: 2
- Deception
- Propaganda

Claws: (+3)

Reflexive Dodge: (+2)

Toughness: (+2)

Accelerated Healing Factor

Totem Enemy: may reduce Spider-Man's Intelligence to 1 (pure instinct)

Wealth: (-1)

Silver Sable

Silver Sable
Height: 5'5"
Weight: 125 lbs.
Eye Color: Blue
Hair Color: Silver-White
Species: Human

ABILITIES

Intelligence: 4
Strength: 2
Agility: 3
Speed: 2
Durability: 3

3 9

ACTIONS

Close Combat: 6
[Agility Bonus or Weapon Modifier]
- Hand-to-Hand

- Martial Arts
- Swords/Knives
- Teaching
- Multiple Opponents
- Wild Pack Training

Ranged Combat: 6
[Weapon Modifier]
- All Firearms
- Chai

Acrobatics: 3
[Agility Bonus]

Business Skills: 6
[Intelligence Bonus]

MODIFIERS

Reflexive Dodge: (+2)

Targeting: (+2)

EQUIPMENT

Body Armor: Defense (+1)

Chai: (+1) vs. Dur. to stun (red stones), or vs. Agi. to disarm, 12 total

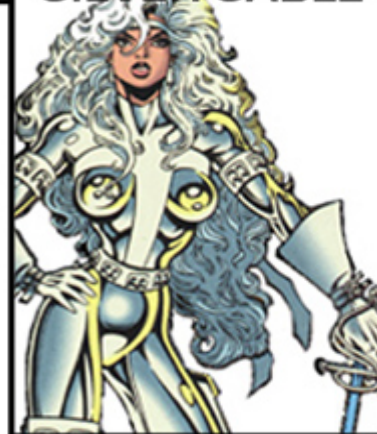
Derringer: (+1)

DESCRIPTION

Silver Sable is heir to the throne of Symkaria as well as heir to something a little bit more. Her father, then-current king, created and lead the Wild Pack, a group of professional soldiers whose job was to hunt down Nazi war criminals. Sable eagerly grew into her role as leader of a nation and leader of the most relentless and successful paramilitary teams ever. Spurred on by her father's untimely death at the hands of the retaliatory Nazis, she has since turned the focus of the Wild Pack more toward mercenary endeavors, until the group has become the major source of outside income for Symkaria. Under the auspices of Silver Sable International, the organization apprehends wanted criminals and recovers stolen property for a wide spectrum of clients, from major insurance companies to small nations.

A capable warrior and a capable businesswoman, Silver Sable isn't one to overlook allies. She often elicits the services and/or assistance of other costumed heroes and vigilantes, such as Spider-Man and Paladin. She formed a superhuman offshoot of the Wild Pack called the Outlaws, featuring Sable-associates Rocket Racer, Will O' the Wisp, Prowler, Sandman, and Paladin. Some time later, Sandman would lead Sable's elite superhuman force, the Intruders.

Sable is an expert in most forms of combat, armed or unarmed. Her signature weapon is the Chai, a three-pronged weapon of her own design.



Black Ops: 5

- Escape
- Infiltration/Exfiltration
- Mercenary
- Military Protocol
- Surveillance

Statecraft: 7

- Administration
- Eastern European Cultures
- Eastern European Languages
- Leadership
- Negotiation
- Politics
- Strategy

Technology: 3
[Intelligence Bonus]

Vehicle Operations: 4

Team Affiliation:

Wild Pack, Silver Sable International, Outlaws, Intruders

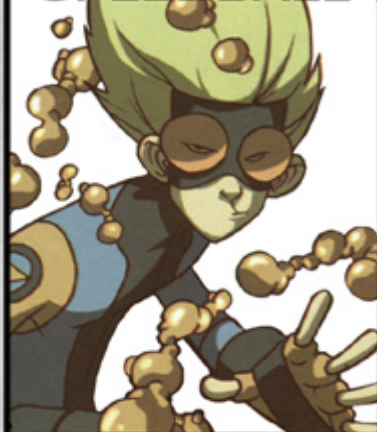
Wealth: (8)

Katana: (+2)

Pistol: (+2)

Weapons and Gear as needed per mission

SPEEDBALL



Robbie Baldwin

Baldwin/Speedball
 Height: 5'6"/5'10"
 Weight: 195 lbs./170 lbs.
 Eye Color: Blue
 Hair Color: Blonde
 Species: Mutagenic

ABILITIES

Intelligence: 2/2
 Strength: 1/4
 Agility: 1/3
 Speed: 2/5*
 Durability: 2/4

② ⑥ ④ ⑫

ACTIONS

Mastery of Kinetics: 0/5

- Create/Manipulate kinetic energies
- Immunity to kinetics (Redirect up to 5 stones of impact into Bouncing action)
- Kinetic Blast, Area Effect
- May combine Mastery with Close Combat

Close Combat: 2/2

- (Strength Bonus or Weapon Modifier)
- New Warriors Training
 - Crashing into Opponents

Bouncing/Leaping: 0/5

- (Agility Bonus)
- May combine with Close Combat

Social Skills: 2/2

- High School Culture

* Use Speed instead of Agility to determine order of Actions.

MODIFIERS

Mutagenic, surrounded by colorful balls of kinetic residue, when transformed

Energy Defense: (0/+1)

Reflexive Dodge: (+0/+3)

Transformation, via a kinetic jolt

Team Affiliation: New Warriors

Wealth: (0)

EQUIPMENT

Goggles: Defense (+4), vs. sight-based attacks, excluding illusions, when transformed

New Warriors Comm Badge

DESCRIPTION

Only in the Marvel Universe can a part-time job lead to a full-time heroic career! Robbie Baldwin took an after-school job as a lab assistant where scientists hoped to tap an extra-dimensional energy source. Unfortunately, the equipment overloaded and Robbie was caught in the blast. His entire body was transformed and he became Speedball, the Masked Marvel. He was the town sensation for some time but could never be taken seriously by the veteran heroes of the big city. Not to be deterred, he joined other young heroes in forming the New Warriors, enjoying the role of the wise-cracking superhero and continuing to grow in the development of his powers.

Robbie's "Speedball Effect" surrounds his body with a kinetic field, complete with a display of multi-colored bubbles. The field allows him to bounce harmlessly from object to object and protects him from kinetic impacts. At first, Robbie would transform with the slightest bump, but he has since learned a bit more control. He can even extend his field outward to deliver heavy blows, even as an area effect.

Speedball has grown up a lot since his first leap into the superhero arena. His enthusiasm often grated on his fellow heroes, especially when coupled with his uncontrollable, random bouncing. He has since become a competent, if carefree, hero-- as well as the heart and soul (and funny bone) of the New Warriors.

SPEED DEMON



James Sanders

Height: 5'11"
 Weight: 175 lbs.
 Eye Color: Black
 Hair Color: Gray
 Species: Mutagenic

ABILITIES

Intelligence: 3
 Strength: 4
 Agility: 4
 Speed: 10*
 Durability: 4

④ ⑫

ACTIONS

Close Combat: 2

- (Speed Bonus or Weapon Modifier)
- Hand-to-Hand
 - Using Speed in Combat

Ranged Combat: 1

(Weapon Modifier)

General Knowledge: 4

(Intelligence Bonus)

- Pharmaceutical Chemistry

Social Skills: 3

- Professional Criminal
- Blue Collar
- Show-Off

* Use Speed of 10 to create cyclone gusts of up to 5 stones. Run up walls or across water at Speed 7 or more.

MODIFIERS

Reflexive Dodge: (+3)

Team Affiliation:

Thunderbolts, Sinister Syndicate, Squadron Sinister

Wealth: (1)

EQUIPMENT

Goggles: Defense (+2), vs. sight-based attacks, excluding illusions

DESCRIPTION

James Sanders, once an unassuming chemist for a boring pharmaceutical company, accepted an alien formula from the cosmic Grandmaster in exchange for playing a pawn in a tournament of superhuman champions. As the Whizzer, James became a member of the Squadron Sinister and fought the Avengers. Though they were defeated, the Grandmaster kept his word. He returned Sanders, along with the others, to earth; they retained their powers. Sanders soon made a name for himself as Speed Demon, most often coming into conflict with Spider-Man! He would still occasionally team up with other criminals, like the Sinister Syndicate. He also took a job for Baron Strucker to infiltrate the Thunderbolts, a heroic team of former superhuman villains. However, Speed Demon, true to his name, quickly ingratiated himself into their company, but to such a degree that he soon turned against Strucker to help his new teammates.

Sanders can move at lightning-fast speeds. He can also use this speed to create a local cyclone by running in a circle, and to run up walls or across water. Sanders wears special goggles to protect his eyes when running.

A show-off and a braggart, Speed Demon's speed makes him feel that no one can touch him. His egotism is the thing that trips him up though, since it makes him constantly underestimate his opponents. And when you're moving at hyper-sonic speeds, tripping up is the last thing you want to do!

SPIDER-WOMAN



Jessica Drew

Height: 5'10"
Weight: 130 lbs.
Eye Color: Green
Hair Color: Black (Dyed)
Species: Mutagenic

ABILITIES

Intelligence: 4
Strength: 5
Agility: 5
Speed: 5
Durability: 4

④ ⑫

ACTIONS

Close Combat: 3

(Strength and Agility Bonus or Weapon Modifier)
- Martial Arts
- Trained by HYDRA

Ranged Combat: 4

(Weapon Modifier)
- Venom Blasts
- Handguns

Acrobatics: 4

(Strength Bonus)

Wall Crawling: 4

Pheromones: 7

- Attack vs. Durability
- Causes fear/mistrust in women (target must subtract red stones from Actions)
- Causes pleasure/attraction in men (stuns, dur. = dmg, see Duration row on D&R)
- Out of control

MODIFIERS

Reflexive Dodge: (+2)

Resistance to Magic: (+1)

2x Natural Healing

EQUIPMENT

Costume Wings: Flight 2

DESCRIPTION

Jessica Drew's father was a scientist and partner to Herbert Wyndham, the man who would become the High Evolutionary. The uranium deposits at Wundagore Mountain, the scientist's base, exposed Jessica to deadly radiation. In an effort to save her life, Jessica's father injected her with a unique spider serum. The High Evolutionary also subjected Jessica to his genetic accelerator, saving her life but making her virtually half-human, half-spider.

Jessica was later captured by HYDRA, brainwashed into forgetting her past and trained to be a terrorist, but she was saved by Nick Fury. She then moved to America, where she became a crimefighting heroine and private investigator. She eventually sacrificed her powers to save the life of Giant-Man, Bill Foster. This didn't stop her crimefighting. She was a private eye in Madripoor for a time, then later a mentor for a new Spider-Woman, Mattie Franklin, and, finally, an agent of SHIELD. Recently, her powers have been restored to an even greater potential.

The spider serum that gave Jessica her powers was only supposed to give her the spider's natural immunity to radiation. But it actually gave her much more: super-human physical abilities, the ability to cling to walls, and to harness her body's bioelectric energy to fire stunning blasts. Her body also emits pheromones which attract men, but cause a general feeling of creepiness for women in her presence.

Spider-Woman's life has been one of constant change. She started as an alien to this world, after an isolated life on Wundagore. She has since grown to be a confident, strong woman as well as a team player and a mentor.

Venom Blast: 6

- Maximum Range = 2
- May Damage or Stun (red stones)
- Attack vs. Dur. to paralyze
- May not split stones
- Can't use when energy reserve is less than 2/3 full
- Overstrain, but effects last for hours

Black Ops: 5

- Infiltration/Exfiltration
- Locating Individuals
- Security
- Surveillance
- Tailing and Shadowing

Leadership: 2

Social Skills: 5

- Law Enforcement
- Madripoor Culture
- Spy Culture
- HYDRA Protocol
- SHIELD Protocol

Invulnerability to toxins

Team Affiliation: SHIELD, Avengers

Wealth: (1)

STILT-MAN



Wilbur Day

Day / Stilt-Man
Height: 5'11"
Weight: 175 lbs.
Eye Color: Blue
Hair Color: Brown
Species: Human

ABILITIES

Intelligence/S.I.: 3/2
Strength: 1/4
Agility: 1/3
Speed: 2/2
Durability: 2/3

② ⑥ ③ ⑨

ACTIONS

Close Combat: 2

(Strength Bonus or Weapon Modifier)

Ranged Combat: 3

(Weapon Modifier)
- Handguns
- Custom Weaponry

Thieving: 2

(Agility Bonus)
- Industrial Sabotage
- Con Artist/Disguise

MODIFIERS

Toughness: Defense (+4)

PA Resistance to Entanglement: Defense (+8), vs. grappling/webbing attacks

PA Gas Releasers: (5)
vs. Dur. to paralyze

EQUIPMENT

Gas Grenades: (+2), Area Attack vs. Dur., knockout gas

Jet Pack: Flight (2), must be detached from main armor to use

DESCRIPTION

Dissatisfied as a scientist and inventor, Wilbur Day decided to steal his employer's invention of a hydraulic ram. With it, he created the telescoping stilts that have become the trademark identity of Stilt-Man. Day launched a successful multi-story crime spree, robbing his victims from their apartments high above the street. To add insult to injury, Day framed his former employer for the Stilt-Man's crimes and accused him of stealing the hydraulic ram from his own company! Although Daredevil believed Day's story at first, it wasn't long before the hero discovered the truth and defeated Day.

Wilbur Day has often returned as Stilt-Man, each time re-modifying and improving the original design. He has battled Captain America, Spider-Man, and even Thor, but he is most often thwarted by his nemesis, Daredevil. No matter the improvements, he has earned a bit of a reputation of the perennial loser. Once, he teamed up with the Owl, Copperhead, and a new Gladiator and nearly toppled the Kingpin. Later, when the Kingpin was believed dead, Stilt-Man was given a piece of his empire by his wife. Sure, the Owl soon took it over, but for a brief moment, Stilt-Man was truly at the top of his game.

You have to give credit to the Stilt-Man. He may be stuck with the reputation of the laughable loser, but he still chooses the path of the eternal optimist. Each scheme seems more daring, each modification on his armor seems more deadly-- whatever brings him closer to being a respected criminal. Consider this a warning to any hero who might underestimate the fury of the Stilt-Man!

Telescoping Limbs: 4

- As Tongue/Tail/Tendrill Whip
- Extend height up to 290 feet off ground
- Movement up to Speed 3

Technology: 6

(Intelligence Bonus)

Inventing: 3

(Intelligence Bonus)

PA Electrification:

Free 3-stone counterattack vs. anyone touching you

PA Internal Air Supply: 2 hrs.

Wealth: (0)

Particle Beam Blaster: (+3)

Thieving Devices: (+1)

Lockpicks, tiny saws, vacuum attachments (to suck up precious gems), etc.

TARANTULA



Anton Rodriguez

Height: 6'1"
Weight: 185 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 2
Strength: 3
Agility: 3
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Close Combat: 5

[Agility Bonus or Weapon Modifier]

- Hand-to-Hand
- Kickboxing

Ranged Combat: 2

[Weapon Modifier]

Acrobatics: 3

[Agility Bonus]

Black Ops: 4

- Ambush
- Guerilla Warfare
- Infiltration
- Kidnapping

Social Skills: 4

- South American Language/Culture
- Military Protocol
- Propaganda
- Professional Criminal

MODIFIERS

Team Affiliation: Former partner to the Jackal and Señor Suerte

Wealth: (1)

EQUIPMENT

Foot Spike/Claws: (+2), retractable, poisoned (stones vs. Durability), damage taken once per hour until death or antidote

DESCRIPTION

Delvadia: a South American country held in a grip of a repressive dictator. Anton Rodriguez joined a band of revolutionaries against the dictator, but he was too prone to violence even for that group. He eventually ended up on the other side, becoming the government's costumed agent, La Tarantula. But, even as an agent of this oppressive dictatorship, he proved himself to be too bloodthirsty when he killed a guard who tried to prevent him from beating a former ally to death. As a result, he was forced to flee the country. He ended up in New York where his criminal career ranged from terrorizing citizens for ransom, to working for the evil corporation, Roxxon Oil. Rodriguez was eventually killed after an experiment to give him superhuman powers turned him into a giant man-spider. Despondant, he threw himself into a barrage of police bullets. The Delvadian country continued to create costumed agents, and Captain Luis Alvarez once became La Tarantula. Rodriguez's daughter later tried to inherit La Tarantula's identity, but she was killed in her first excursion.

La Tarantula's signature weapon is his deadly foot-spike, located at the tip of each boot, which is capable of delivering deadly poison. He also possesses an above-average fighting skill, noted for its leaps and kicks.

Anton Rodriguez was meant to be his country's answer to Captain America, but it soon became clear that he was merely a selfish bully, loyal only to himself.

Lonnie Lincoln

Height: 6'7"
Weight: 215 lbs.
Eye Color: Pink
Hair Color: White
Species: Mutagenic

ABILITIES

Intelligence: 3
Strength: 5
Agility: 3
Speed: 2
Durability: 5

⑤ ⑮



ACTIONS

Close Combat: 5

[Strength Bonus or Weapon Modifier]

- Boxing
- Hand-to-Hand
- Streetfighting

Ranged Combat: 3

[Weapon Modifier]

- Small firearms

Black Ops: 3

- Blackmail
- Kidnapping
- Hitman

Leadership: 4

Social Skills: 5

- Underworld
- Gang Lifestyle
- Intimidation
- Streetwise

MODIFIERS

Appearance: albino

Toughness: (+2), No 2x damage, ignores AP

Reflexive Dodge: (+1)

Wealth: (2)

EQUIPMENT

Kevlar Vest: Defense (+1)

DESCRIPTION

Forced to survive New York's slums and dealing with an albino appearance that made him an outcast, Lonnie Lincoln had a "hard knocks" life. The only thing he had going for him was his strength and stature, which he used to become a small-time hood and, soon, a mob enforcer and hitman. He became so notorious that he was eventually contracted by the Kingpin. His past finally caught up with him when Robbie Robertson finally exposed a 20 year-old murder that he'd never had the courage to report. Since he had withheld information, Robertson was also convicted as an accessory. Tombstone tormented Robertson in prison, and when he finally escaped, he took Robbie with him. Robertson ultimately managed to turn the tables on his captor and flee after stabbing him with a pitchfork. Tombstone and Robertson crossed paths again after Tombstone affiliated himself with Hammerhead's organization. This time, Robertson managed to escape by trapping Tombstone in a chemical gas chamber, but he only succeeded in granting Tombstone true superhuman powers. Surprisingly, however, Tombstone now called off his vendetta against Robertson, thankful for his new abilities.

Tombstone is a grade-school bully given superhuman strength, bulletproof skin, and lightning-fast reflexes. He is a braggart and a violent browbeater, prone to solving his problems with intimidation or, more likely, his fists. Tombstone is likely to domineer other small-time crooks, easily leading a small gang of thugs or coercing other low-level villains for his own agenda.

TURBO



Michiko Musashi

Height: 5'6"
Weight: 122 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence/S.I.: 2/4
Strength: 2/5
Agility: 2/2
Speed: 2/4
Durability: 2/4

② ⑥ ④ ⑫

ACTIONS

Close Combat: 2

(Strength Bonus or Weapon Modifier)

- "Power Punch"

Ranged Combat: 2/4

(Weapon Modifier)

- Powered Armor Combat

Journalism: 4

PA Flight: 7

PA Turbo Blast: 6

- Gusts of air
- Small Tornadoes (Area Effect)
- May combine with Close Combat for "Power Punch"

Social Skills: 3

- College culture

MODIFIERS

PA Toughness: (+3),

No 2x damage from firearms or projectiles

PA Self-Repair

PA Sensors: (3), Telescopic sights, detect energy patterns

PA Collapsible/Portable

Team Affiliation:

New Warriors, Excelsior

Wealth: (1)

EQUIPMENT

Turbo Costume

DESCRIPTION

When Michiko "Mickey" Musashi needed a costume for a costume party, her college buddy Mike Jeffries lent her something that had been passed down to him: a battlesuit previously worn by the slain super-hero, Torpedo. But once Mickey donned the suit, Torpedo's arch enemies, the alien Dire Wraiths, quickly detected the costume's presence and attacked. Mickey defeated them, and the two college buddies decided to share the costume, adopting the new identity, Turbo. While Mickey utilized the suit for less heroic purposes (flying to Paris for shopping, for example), Mike desired to join the New Warriors. However, Mickey could use the suit more effectively than Mike, so she was invited to join instead. When the Dire Wraiths eventually returned for vengeance, Mike, as Turbo, was killed in action. Although distraught, Mickey continued as a member of the New Warriors. Nowadays, she has committed herself to the team Excelsior, an intervention group for young "heroes" so they don't end up making mistakes like poor Mike Jeffries.

The Torpedo suit that became the Turbo costume is powered by four collapsible nuclear-powered turbines that can be used to fly at fantastic speeds, fire powerful blasts of air, and add to the force of her punches. The helmet's visor has telescopic sights, and can detect energy patterns, even those emitted by shape-shifters (like the Dire Wraiths).

While at first Mickey seemed uninterested in the superhero milieu, especially when compared to the perpetual fanboy Mike Jeffries, it didn't take long for her to find her groove as a stalwart member of the New Warriors. However, as successful as she was as a young hero, Mickey has come to regret certain aspects of her crime-fighting career. She prefers to intervene in the lives of young heroes to try to save them from this dangerous lifestyle.

TYPHOID



Mary Walker

Walker/Typhoid
Height: 5'10"
Weight: 140 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Human

ABILITIES

Intelligence: 3/3
Strength: 1/3
Agility: 2/3
Speed: 1/3
Durability: 2/3

② ⑥ ③ ⑨

ACTIONS

Close Combat: 1/5

(Agility Bonus or Weapon Modifier)

- Hand-to-Hand
- Bladed Weapons
- Judo

Ranged Combat: 1/3

(Weapon Modifier)

- Small Firearms
- Throwing Blades

Actress: 6/0

Telekinesis: 0/4

- Small objects only
- Can't be improved by lines

Telepathy: 0/2

- Empathic projection
- Subtle commands

Pyrokinesis: 0/4

(Force Blast)

- Cause nearby objects to burst into flames
- Area Effect

Thieving: 0/5

- Blackmail
- Burglary
- Drug running
- Move silently
- Evasion

Social Skills: 3/5

- Asylum culture
- Show Business
- Insanity
- Criminal underworld (Typhoid only)
- Seduction (Typhoid only)

MODIFIERS

Appearance, as Typhoid, flushed, feverish pink skin

Split Personality: Mental Defense(+7)

Reflexive Dodge: (+0/+2)

Stealth: Invisible to Daredevil's radar senses (only)

Team Affiliation: agent of the Kingpin

Wealth: (1)

EQUIPMENT

Machete: (+3)

Knives: (+2)

DESCRIPTION

One person, two personalities: Mary and Typhoid. The two personalities, present since birth, are so distinct that they even have separate heartbeat rhythms, brain patterns and scents. Typhoid was so named because her skin ran flushed pink in a kind of perpetual fever. Early on, Mary was oblivious to Typhoid's activities, even while Typhoid became a deadly thief and mercenary. Typhoid, however, remained aware of Mary and her success as a stage actress. When the Kingpin hired Typhoid to ruin Daredevil, Typhoid helped manipulate Mary and Matt Murdock into falling in love. Unfortunately for Typhoid, Mary's love for Matt strengthened her personality, threatening Typhoid's existence. Typhoid led a gang of villains against Daredevil, leaving him for dead, but the hero was saved by the timely emergence of Mary.

The Typhoid personality has proven capable of physical abilities and skills that far surpass the more shy and mild-mannered Mary. Typhoid can even use limited telekinesis and pyrokinesis. Low-level telepathic abilities also enable her to plant suggestions or induce others to sleep.

Perhaps the most dangerous thing about Typhoid is her Dissociative Personality Disorder. Mary is just as kind and unsuspecting as Typhoid is violent and manipulative. Typhoid is more than willing to do whatever it takes to satisfy her thirst for vengeance on all men for the abuses she has allegedly suffered in the past.



VERMIN

Edward Whelan
 Whelan / Vermin
 Height: 6'0" / 6'0"
 Weight: 175 lbs. / 220 lbs.
 Eye Color: Brown / Red
 Hair Color: Black /
 Brown full body fur
 Species: Mutagenic

ABILITIES

Intelligence: 4 / 1
 Strength: 1 / 4
 Agility: 1 / 5
 Speed: 2 / 5
 Durability: 2 / 5

② ⑥ ⑤ ⑮

ACTIONS

Close Combat: 1/2
 [Agility Bonus or Weapon
 Modifier]
 - Claws

Animal Control: 0/5
 - Small mammals like rats
 and dogs
 - Range 6 (up to 2 miles)

Hunting/Tracking: 0/6
 - Trace Scent
 - Sewers as terrain
 - Hiding

MODIFIERS

Mutagenic, non-human,
 rat-like appearance

Flexible Skeleton: (+1)

Animal Senses: (0/5),
 Rat

General Knowledge: 4/0
 (Intelligence Bonus)
 - Genetics

Technology: 3/0
 (Intelligence Bonus)

Leadership: 2/0

Social Skills: 3/2
 - Asylum Culture
 - Insanity (Vermin Only)
 - Scientific Community
 (Whedon Only)

Claws & Teeth: (0/+3)

Transform Self, depends
 on psychological state

Wealth: (3/-1)

EQUIPMENT

None

DESCRIPTION

Be careful who you work for, especially if your employer is named Arnim Zola! Genetic Researcher Edward Whelan was once employed by the mad scientist before Zola transformed him into a cannibalistic rat-man called Vermin! Failing his mission to defeat Captain America, Zola abandoned him. Vermin later battled Spider-Man as well. Although Spider-Man wasn't able to defeat him alone, he finally stopped Vermin with the aid of Captain America. Vermin was captured, confined, and eventually treated at Ravencroft Asylum.

As Vermin, Edward's once-slight frame is turned into a mangy, fur-covered rat-man. This new rat physiology gives him superhuman speed, strength and agility as well as claws and fangs which he uses as weapons. His senses have also been superhumanly enhanced, especially that of smell. Although Vermin's intelligence seems impaired, he is able to communicate with small animals, such as sewer rats, stray dogs, and the like.

Originally, Vermin was believed to be a genetically-mutated child. It seemed consistent with his behavior, at least. With treatment from Ravencroft, Edward's true persona has finally begun to emerge, and he has worked through his abusive past. Nevertheless, Edward is still prone to psychological episodes during which Vermin is unleashed.

Adrian Toomes

Height: 5' 11"
 Weight: 175 lbs.
 Eye Color: Hazel
 Hair Color: Bald
 Species: Human

ABILITIES

Intelligence: 6
 Strength: 1/3*
 Agility: 1/3*
 Speed: 1/3*
 Durability: 2/4*

② ⑥ ④* ⑫*

ACTIONS

Close Combat: 1/3 *
 [Strength Bonus or Weapon
 Modifier]

- Aerial Combat
 - Dirty Tricks

Ranged Combat: 2
 (Weapon Modifier)

Technology/Inventing: 6
 (Intelligence Bonus)

MODIFIERS

Reflexive Dodge: (0/+2*)

EQUIPMENT

***Flight Harness and Wings:**
 - Flight: (2)
 - Razor Wings: (+2) to Close
 Combat
 - When wearing wings, abilities
 and values are always at highest
 levels. When deprived of wings,
 stats decrease at a rate of 1
 stone per day until they reach
 his normal minimum

DESCRIPTION

When Adrian Toomes, a brilliant, though elderly, electronics engineer was betrayed by his business partner, who stole his company out from under his nose, he sought revenge. Toomes used the man-sized flying harness he had recently built to gain access to company grounds and destroy the properties. But the sense of power he felt while wearing the harness fueled his desire for more. He soon became the super-villainous threat known as the Vulture. He enjoyed a wild crime spree and seemed virtually untouchable: committing crimes high above the long arm of the law. But that all came to a halt, thanks to the early appearance of Spider-Man.

Usually, the Vulture soars alone, but he has at times banded together with other criminals. He was a member of the Sinister Six and has even tried to organize his own crime family. After all, birds of a feather . . .

The Vulture's harness consists mainly of an electromagnetic-based anti-gravity device which easily allows human flight. Toomes also discovered that using the harness provides him with enhanced strength and vitality, countering his weakened body. While primarily relying upon his harness in combat, the Vulture has, on occasion, used other weapons, from simple grenades to an advanced pistol-sized electromagnetic blaster.

Among all of Spider-Man's foes, the Vulture takes Spidey's jokes and taunts personally, fueling his hatred of him. With his obsession for revenge and the acquisition of personal wealth, the Vulture proves that age is no deterrent for the ambitious criminal mind.



VULTURE

Aerial Acrobatics: 4

- Can combine with
 Close Combat
 - Perform acrobatic
 maneuvers while in flight

Theiving: 6

- Silent Flight
 - Breaking and Entering
 - Evasion
 - Industrial Sabotage
 - Robbery

Social Skills: 1

- Professional Criminal

Team Affiliation:

Sinister Six

Wealth: (2)

Grenades: (+4)
 (Area Effect)

**Electromagnetic
 Blaster Pistol: (+5)**



Jack Russell
Russell / Werewolf
 Height: 5'10"/6'8"
 Weight: 200 lbs./300 lbs.
 Eye Color: Blue/Red
 Hair Color: Red/Brown
 Species: Werewolf

ABILITIES

Intelligence: 3/1
 Strength: 3/5
 Agility: 3/4
 Speed: 3/5
 Durability: 2/5

② ⑥ ⑤ ⑮

WEREWOLF

ACTIONS

Close Combat: 2/5
 (Strength Bonus or Weapon Modifier)

Hunting/Tracking: 0/7

General Knowledge: 2/0
 (Intelligence Bonus)
 - Occult
 - Werewolves

Vehicles: 3/0

- Motorcycles

Social Skills: 3/0

- Occult Community
 - Transient Culture
 - Werewolf Community

MODIFIERS

Werewolf, bestial appearance when transformed, limited ability to speak

Transform Self, uncontrollable, based on phases of moon

Fangs/Claws: (+0/+2)

Toughness: (+0/+2), Nullifies Armor Penetration

Reflexive Dodge: (0/+2)

Healing Factor

Animal Senses: (+0/+6)

Susceptibility to Magic and Silver Weapons:
 2x Damage

Team Affiliation:
 Night Shift, Midnight Sons

Wealth: (0)

EQUIPMENT

None

DESCRIPTION

Jack Russell's family has lived under a curse for generations—ever since his great-great grandfather got bit by a werewolf while trying to protect his wife from Dracula. The curse later resumed itself when Jack Russell's father came into contact with the evil tome known as the Darkhold; Jack became a Werewolf-By-Night, rampaging through Los Angeles, transforming into a savage form whenever there was a full moon. However, over time he was able to gain control over the transformations, and to turn into a werewolf at will, while retaining his own mental prowess and skills. Thus, an evil curse became a boon for good, as the Werewolf used his abilities for crime-fighting purposes. Often a wanderer, Jack has at times teamed up with others, like the Night Shift, Shroud, and even the Midnight Sons, and has found a long-time home in New York City.

As a supernatural werewolf, Jack has all the abilities and limitations that you might expect. He transforms according to the phases of the moon, and is virtually impossible to kill; his weaknesses are magic and pure silver. At one time he was able to exert an amount of control over his transformation, such as transforming halfway, transforming only specific parts of body, and maintaining his intelligence before becoming truly bestial.

Jack, as the Werewolf, alternates from playing the hero, the villain, and the victim. He struggles with the curse that he's inherited, but his force of will will never allow him to give up the good fight, even as he searches for a cure to his condition.

Angela Del Toro

Height: 5'8"
 Weight: 157 lbs.
 Eye Color: Brown
 Hair Color: Brown
 Species: Human

ABILITIES

Intelligence: 3
 Strength: 1/4*
 Agility: 2/4*
 Speed: 2/4*
 Durability: 1/3*

① ③ ③ ⑨

ACTIONS

Close Combat: 2/5*
 (Agility Bonus or Weapon Modifier)
 - Kung Fu

Ranged Combat: 5
 (Weapon Modifier)
 - Handguns

Acrobatics: 0/5*
 (Agility Bonus)

Computers: 2
 - Information Sifting

MODIFIERS

Reflexive Dodge: (+1)

Toughness: (0/+1*)

EQUIPMENT

***Tiger Amulet:** Enables enhanced Abilities, Actions, Modifiers; may be split into 3 separate pieces (2 paws and a head) with each wielder granted +1 to Close Combat, +2 to Acrobatics, +1 to Reflexive Dodge OR Toughness, 2x Natural Healing, and all Abilities boosted by +1 (except Int.) Anyone who wields the amulet or its pieces long term becomes addicted to its use.

Handgun: (+2)

Cell Phone

Palm Pilot

DESCRIPTION

Hector Ayala had been a student at ESU when he found the mystical amulet that transformed him into the original White Tiger. He enjoyed a long and successful crimefighting career, often teaming up with Spider-Man. But after an enemy targeted his loved ones and nearly killed him in the process, he decided to retire. Recently, Hector tried to resume his heroic identity, but was framed for murder and got killed trying to escape. His amulet was passed on to his niece, Angela Del Toro, an FBI agent investigating claims that Matt Murdock was Daredevil. Curious as to why superhuman adventurers felt the need to fight crime, she teamed up with Daredevil to foil a robbery. Her success convinced her of the need for a new White Tiger.

The glowing jade Tiger Amulet has improved Angela's speed, strength, reflexes, stamina, and durability, giving her near-supernatural kung fu skills.

A formidable FBI agent, Angela maintains a no-nonsense attitude when cracking a case. She is not without heart, of course, feeling the loss of recent partner that was killed in action. Deeply moved by the people she can help as the White Tiger, her dedication to justice will help her become a true super hero.

WHITE TIGER



HUMANS

Not everyone who's important in the world of super-heroes has super-powers. The supporting cast plays an especially important role in these kinds of books. Some are able assist the heroes with information or favors, while others simply provide emotional support. Some, like J. Jonah Jameson, are antagonists who seek to bring down the hero at any opportunity they can find (legally or illegally)! And don't forget that any supporting guest star, beloved or hated by the heroes, can also make a great hostage!

This section features six important supporting roles from the pages of *Spider-Man*, *Punisher*, and *Daredevil*. You can use these people in your own campaign or they can serve as inspiration for creating your own original cast of supporting characters.

Mary Jane Watson-Parker "Face it, Tiger, you just hit the jackpot!" With those immortal words, Mary Jane Watson walked into Peter Parker's life and has played a pivotal role there ever since. She was often called "the original party girl" by friends, always hiding her true feelings behind the façade of a bubbly personality. But, as Peter would one day discover, there is much more to MJ than meets the eye.

Both Peter's Aunt May and MJ's Aunt Anna had been trying to set them up on a blind date for years. Peter and Mary Jane had other priorities at the time, though, and when they finally did meet, they were both pleasantly surprised at their mutual attraction. They dated a couple of times, but Peter drew closer to Gwen Stacy while Mary Jane started seeing Harry Osborn on a casual basis. Eventually, however, her relationship with Harry ended, due to his drug addiction. When Gwen Stacy was later murdered, it was Mary Jane who comforted Peter, and he soon realized there was more to MJ than the party-girl persona that she affected. The two eventually became lovers, but when Peter proposed marriage, MJ remained reluctant to commit, claiming that she was the sort of girl that couldn't be happy with just one man. Afterward, she left New York to further her modeling career in Florida, but soon returned to rekindle their friendship. Eventually, in an emotional confession, she revealed to Peter that she knew his secret. She also shared secrets of her own, including emotional abuse from her father, the death of her mother, and her strained relationship with her sister. After finally opening up to him completely, Mary Jane accepted his second marriage proposal.

Since then, MJ has done a lot of growing up. Professionally, she's gone from struggling actress, to model,



Perhaps Spider-Man's greatest power is the strength he gets from the support of his loved ones.

to soap opera super-star, and back to modeling again. But on a more personal front, she's stopped running from her past and has made peace with her father and sister. She's even proven herself to be brave in the face of adversity, having come face to face with numerous enemies of Spider-Man. Although their relationship has its stormy moments, Mary Jane has proven to be a true friend and a loyal companion. As true soul mates, Peter and MJ always seem to find their way back to each other's arms.

Ben Urich One of the old-school reporters, Ben Urich is skilled and tenacious in pursuit of a story, but better still, he's often extraordinarily successful. His success has brought him a long and

legendary career as a crime reporter for *The Daily Bugle*, a career that has often brought him to the forefront of many super-powered battles. He has often worked with Peter Parker, the *Bugle's* freelance photographer, and perhaps Parker's sudden disappearances at the scene of the crime was not lost on the sharp-nosed reporter...

There was one time in particular that Urich uncovered a deeply-covered secret—the identity of Daredevil. He merely pieced together stories of Matt Murdock and the sightings of Daredevil. After confronting Daredevil, who admitted the truth, Urich realized that the benefit of the secret was better than the benefit of its revelation, and he buried the story. Even when Daredevil's secret identity was leaked to the public, Urich would never confirm the rumors.

Urich's most public outing was a book, *The Destiny of Evil*, which told of Norman Osborn's identity as the Green Goblin. As a result, Osborn and his corporation caused no end of grief to the *Bugle* and left Urich in disgrace. But in order to take down Osborn once and for all, Urich went to Spider-Man, confronting him with the suspicions of Parker's identity. Together, they helped publicly expose Osborn.

Every hero needs a reporter in his lists of contacts. Spider-Man has often asked Ben Urich for information or advice in tracking down a lead, and Daredevil considers Urich a steadfast help in his pursuit of justice. Of course, the help goes both ways. Ben has often asked Spider-Man and Daredevil for help, whether that's helping save Liz Osborn and Normie Jr. From evil robots or rescuing the Kingpin's long-lost wife.

J. Jonah Jameson J. Jonah Jameson is both the publisher and driving force behind *The Daily Bugle*. Jameson offers his readers shocking headlines and photos, dramatic scandals and gossip, and scathing editorials (his personal

favorite!) On one hand, Jameson realizes the responsibility that comes with his powerful position; he often crusades for civil rights, champions the working class, and speaks out against organized crime. But heroes beware: Jameson scorns anyone he sees as “vigilantes,” anyone who operates outside of legitimate law and order, and especially anyone who uses a mask to hide his or her true identity.

Jameson’s passion for journalism can be seen throughout his career. Even as a budding reporter, Jonah braved the risks when pursuing a story about police corruption. The only paper willing to participate in the risk was a down-on-its-luck *Daily Bugle*. The story launched both Jameson and the *Bugle* to popularity. The two have been together ever since, especially once Jameson was able to buy the *Bugle* outright, creating Jameson Publications. Only twice has Jonah been separated from his position—once when the Puma bought the paper in hopes of single-handedly changing its editorial stance on Spider-Man. The second happened when Norman Osborn wanted to strip away all of Peter Parker’s sources of support—financially, personally, and spiritually. In both cases, Jameson was able to rise up from financial hardship and reclaim the *Bugle*.

More often than not, the front page of the *Bugle* contains stories and photos that feature the exploits of Spider-Man. These stories, thanks to Jonah’s creative editing, portray the hero as one of the worst menaces the city has ever seen—painting the image of a horrible vigilante who takes the law into his own hands and stops at nothing to grab the spot light. Through relentless media attacks, Jameson has even managed to turn a large portion of the populous against him and has had him branded as an outlaw on multiple occasions.

Jameson’s pursuit of Spider-Man (and other vigilantes) seems like a never-ending quest. In fact, J. Jonah Jameson might be one of the most dangerous enemies a hero like Spider-Man could ever face; while there are usually no physical battles to be won, Jameson’s weapon of choice is the media, which he can use to slander, misquote, and destroy reputations at will.

Microchip When the Punisher needed someone to help design and upkeep his specialized equipment, there was really only one place to go—Microchip. A legend among underground computer networks, Microchip is an expert in computer programming, information gathering, and special gadgets and weapons design. For the Punisher, Microchip helped create and outfit his signature van and various “war wagons,” amongst other equipment. Although he most often uses his skills in hacking and communication from a secure location, this doesn’t mean that Micro can’t help in the field; he has often aided the Punisher on his missions, providing backup or a second set of eyes (or shotguns.)

Microchip has a personal agenda for helping vigilantes. As Linus Lieberman, he had everything going for him—a prestigious scholarship, a loving girlfriend, and a best friend. But it all came crashing down when his friend coerced him to hack into the college to change his grades. It started a slippery slope that ended with Linus caving in to electronically stealing from a bank. The bank turned out to be affiliated with the mob, and Linus had to change his name and go on the run. Perhaps it’s this that keeps him partnered with the Punisher, another man who lost everything to organized crime.

Foggy Nelson Franklin “Foggy” Nelson was the roommate and eventual business partner of Matt Murdock. Their powerful friendship started during their time at

Cambridge Law School. He was always willing to give Matt both advice and trust. After Matt’s involvement with Elektra Natchios, which Nelson did not approve of, they both transferred to Harvard to finish out their schooling. Upon graduation, they opened their own legal practice with their combined legal knowledge and money from Nelson’s father.

Foggy has met with both success and failure over the years. He helped to grow his initial firm to a mediocre success, but failed to become a District Attorney after being implicated with a rigged election. He later became a D.A. with Murdock as his Special Assistant, but was urged to set his sights on becoming governor of New York by an overzealous media. (Unfortunately, he became the target of blackmail by the villain Mr. Kline and lost a high-profile case against Murdock involving the Black Widow, losing his candidacy and his position as D.A.) He was a corporate lawyer for Kelco Industrials, but he soon quit in protest when he learned its true owner was Wilson Fisk. He and Matt reestablished their small firm, only to be forced to sidestep over the overwhelming media attention of Daredevil’s no-longer-secret identity.

Regardless, being one of the close friends of Murdock, Foggy knows of his friend’s “Daredevil” lifestyle and often worries about his safety. However, he covers for any absences of his friend, even at great cost to himself.

Aunt May This section would not be complete without mentioning one of the most important supporting characters in the Marvel Universe, Peter Parker’s beloved Aunt May. It was she and her husband, Ben Parker who lovingly cared for young Peter after his own parents were killed. Aunt May and Uncle Ben worked hard to instill the values of respect and responsibility in the child, and together, the three soon became a close-knit family.

After losing her husband to violence, May often worried about her “fragile” teen-age nephew. She doted on him and tried to shelter him from all potential harm—a goal complicated by constant financial worries, her own fragile health, and Peter’s frequent disappearances and awkward excuses. When Peter got his job at *The Daily Bugle* to help pay the bills, she worried that his picture-taking would take him dangerously close to the front lines of superhuman battles, particularly that “distasteful” Spider-Man, who, in her mind, exemplified the crime and violence in the perilous world beyond the Forest Hills suburbs. Peter hated lying to his aunt, and he only kept it up because he thought it was necessary to protect her, physically and mentally. This conflicting way of life continued until recently, when May finally discovered the truth. She arrived at Peter’s apartment, finding him sleeping off the exhaustion of crime-fighting with his Spider-Man costume and equipment nearby. The two shared a deep heart-to-heart, breaking into a new life of honesty and openness in the process.

Although at times she might seem to be just a weak and defenseless old lady, nothing could be further from the truth. Like Peter, May always maintains an iron will in the face of great adversity, never giving up on life, even despite her nagging health. She’s come face-to-face with villains such as Dr. Octopus, the Beetle, the Green Goblin, Mysterio, and the Vulture and still lives to tell the tale. She’s been held hostage, kidnapped, and has even had her own death faked on multiple occasions. Having discovered Peter’s secret, she is now seemingly tougher than ever. She’s even become one of Spider-Man’s greatest fans, defending his public image. Now, with no more lies between them, May Parker and her nephew share a deeper relationship, one of honesty, trust, and mutual support.

THE GOBLIN LEGACY



Norman Osborn, head of OsCorp, was always an insanely ruthless businessman—it was only after accidental exposure to a strength-enhancing formula that he became truly insane. The formula gave him superhuman abilities, and he used it and other devices created by his company to become the Green Goblin. Norman was determined to become the leader of New York's underworld, an objective that was thwarted time and again by Spider-Man.

Knowing that killing Spider-Man would strengthen his reputation in the criminal underworld, Norman devised a plan to discover Spider-Man's secret identity. He created a compound that dulled Spider-Man's spider-sense, allowing him to follow Spider-Man home undetected. Using his knowledge of Spider-Man's true identity, the Green Goblin snatched Peter Parker and carted him back to a secret hideout, where he revealed his own secret identity and initiated one of the most harried battles of Spider-Man's early career. Spider-Man thought his troubles had ended when Norman Osborn was defeated—falling into electrical wires and losing his memories of being the Goblin as well as Spider-Man's secret identity. Since Norman had no memory of his criminal past, Spider-Man let him go.

This was not to last, however. Norman's memories returned, as did his insanity. Now, Norman was not only interested in being a criminal mastermind, but he was also strangely intrigued by his enemy Peter Parker, often coveting him, in his own twisted way, as his own son. As the Green Goblin, he kidnapped Parker's girlfriend, Gwen Stacy, as a hostage atop the Brooklyn Bridge. In a titanic battle that would forever change Spider-Man, the Goblin threw Gwen off the bridge, and she was killed. Spider-Man almost killed the Green Goblin in his fury and grief, but the Goblin

impaled himself on his own glider during the battle, killing himself.

Norman's only son, Harry Osborn, had grown up unaware of his father's unscrupulous practices as a businessman and supervillain. He had even become Parker's best friend during college and briefly dated Mary Jane. But after secretly witnessing the Goblin's "death," he finally realized his dad's alter ego. Harry had always been unstable, a condition worsened by his recent drug addiction. Now, grief-stricken over his father's gruesome death, his mind finally snapped. Harry blamed Spider-Man and assumed the Green Goblin identity to battle him. Thankfully, Spider-Man was eventually able to defeat his friend and remand him to custody.

Harry Osborn/Green Goblin II: **ABILITIES:** Int: 3, Str: 5, Agi: 4, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 2 (Strength Bonus), Ranged Combat: 3 (Gauntlets, Grenades); Business Skills: 3 (Intelligence Bonus), Vehicle Operation: 4 (Light Vehicles, Goblin Glider), Technology: 3 (Intelligence Bonus), Social Skills: 3 (Socialite, Industry, Drug Culture); **MODIFIERS:** Insane, Mental Defense: (+3); **EQUIPMENT:** Standard Green Goblin Equipment, Modified Goblin Glider; Speed: 5, Difficulty: 3, Vehicle Damage: 4, Maneuver Modifier: (+5), Defensive Modifier: (+1).

Dr. Barton Hamilton, Harry Osborn's psychiatrist, believed he had cured Harry of his insanity. But the lure of power was too much. Hamilton used his knowledge of the Green Goblin legacy to take on the identity for himself. He even managed to infiltrate New York's criminal underworld and escape the reach of Spider-Man. To make matters more confusing, Harry escaped his captivity at his asylum, making everyone wonder just who exactly the Green Goblin was supposed to be. In a three-way battle between Spider-Man and two Green Goblins,

Harry and Hamilton, Dr. Hamilton was killed when his own bomb exploded.

Bart Hamilton/Green Goblin III: **ABILITIES:** Int: 4, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Ranged Combat: 2, Psychiatry: 5 (Intelligence Bonus), Social Skills: 2 (Psychiatric Community, Medical Community); **MODIFIERS:** None; **EQUIPMENT:** Standard Green Goblin Equipment.

The Goblin legacy then took an unexpected turn. A small-time crook stumbled upon a "Goblin-Cave" (one of the secret lairs used by Norman Osborn) in the sewers. He sold the information to fashion designer Roderick Kingsley. Kingsley, who used questionable and ruthless business practices to develop a financial empire that reached far beyond the fashion industry, wanted to increase his physical power and strength as well. Using Osborn's notes, he re-created the Goblin Formula without the side effect of insanity. Kingsley then set out to rule New York's underworld as the villainous Hobgoblin. Barely surviving his first encounter with Spider-Man, Kingsley then brainwashed news reporter Ned Leeds into thinking he was the Hobgoblin, and Kingsley used Leeds as a puppet for years. Even when the "secret" of the Hobgoblin's identity was revealed with Ned Leeds' death, Kingsley's true involvement was never revealed. Jason Macendale, once the villain Jack O' Lantern, took over the Hobgoblin's identity soon after.

Roderick Kingsley/Hobgoblin I: **ABILITIES:** Int: 5, Str: 5, Agi: 4, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 2 (Strength Bonus), Ranged Combat: 2 (Firearms), Business Skills: 6 (Intelligence Bonus), Vehicle Operation: 4 (Armored Vehicles, Goblin Glider), Social Skills: 4 (Socialite, Professional Criminal, Fashion Industry, Underworld), Hypnotic Control: 5 (Brainwashing); **EQUIPMENT:** High-Voltage Gauntlets with computerized firing mechanism: (+5), Razor-Edged Throwing Bats: (+1), Guns (+4), Other Standard Green Goblin Equipment.

Ned Leeds/Hobgoblin II: **ABILITIES:** Int: 3, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Ranged Combat: 2 (Firearms), Vehicle Operation: 4, Journalism: 5 (Investigative Reporting), Social Skills: 3 (Journalism Circles, Sources, Underworld); **MODIFIERS:** Brainwashed, Mental Defense: (+2); **EQUIPMENT:** High-Voltage Gauntlets with computerized firing mechanism: (+5), Razor-Edged Throwing Bats: (+1), Other Standard Green Goblin Equipment.

Jason Macendale/Hobgoblin III: **ABILITIES:** Int: 2, Str: 2, Agi: 3, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 5 (Agility Bonus, Hand-to-Hand, Martial Arts, Marine Training, CIA Training, Dirty Tricks), Ranged Combat: 5 (Firearms, Grenades, Gauntlet Blaster), Acrobatics: 2 (Agility Bonus), Black Ops: 5 (Assassination, Explosives, Terrorism, Intimidation, Evasion), Vehicle Operation: 4 (Pogo Board, Goblin Glider), Social Skills: 4 (Streetwise, Military Protocol, Professional Criminal, Underworld); **MODIFIERS:** Reflexive Dodge: (+1); **EQUIPMENT:** High-Voltage Gauntlets with computerized firing mechanism: (+5), Razor-Edged Throwing Bats: (+1), Other Standard Green Goblin Equipment.

During this time, Harry became president of his father's company, helping to create the charitable Osborn Foundation. He eloped with his college sweetheart, Liz Allan. Together, they had a son, Norman Jr. Harry had a brief relapse into his Goblin persona during a demonic invasion of New York. At the same time, the Hobgoblin sought out the arch-demon responsible for this "Inferno" and offered his immortal soul in exchange for supernatural powers. The demon instead merged

Macendale to a mentally unstable demon, transforming them into a religiously fanatical demonic entity. The Hobgoblin threatened to take little Normie Jr. on behalf of the demon, but Spider-Man and Harry, as the Green Goblin, defeated him. Afterwards, Harry retired his Goblin identity once again.

Later, after many internal struggles with the demon within him, Macendale finally shook off the demon's influence, physically separating himself from the entity. The entity alone became known as the Demogoblin. The Demogoblin terrorized New York for months. Little more than a fanatic, the creature believed its single-minded purpose was to destroy all who it considered "sinners," which amounted to nearly anyone except for young children. The creature often clashed with Spider-Man, but it also ran up against Venom and even Macendale's Hobgoblin in its insane quest. Macendale, infuriated by its quasi-religious superiority, became determined to destroy it. Their final battle collapsed a church around them, and the Demogoblin stayed behind long enough to rescue a child at the cost of its own life.

Demogoblin: **ABILITIES:** Int: 2, Str: 5, Agi: 4, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 2 (Strength Bonus), Ranged Combat: 2, Hell-Fire Blast: 8 (Armor Piercing, 2x Damage), Telepathy: 3, Vehicle Operation: 4 (Mystical Goblin Glider), Social Skills: 1 (Religious Zealot); **MODIFIERS:** Insane, Mental Defense: (+5); **EQUIPMENT:** Mystical Pumpkin Bombs: (+5), Mystical Razor Bats: (+2), Mystical Goblin Glider: Responds to mental commands, can be mystically recreated if lost or destroyed, Speed: 5, Difficulty: 4, Maneuver Modifier: (+4), Defensive Modifier: (+1).

In a tragic side-effect of the Goblin legacy, Harry Osborn's sanity began to slip away, and he began having visions of his father urging him to seek revenge on Spider-Man. As the Green Goblin, Harry launched a series of attacks on Peter Parker, culminating in a battle between himself and Spider-Man at the Osborn Foundation. Harry hoped that both he and Spider-Man would die, taking the Foundation with them, but Parker reminded him that Mary Jane and Norman Jr. were trapped inside. In a final moment of clarity, Harry saved them all. Harry was able to profess his friendship to Parker even as he collapsed; he had succumbed, unfortunately, to the final symptoms of the Goblin Formula and died.

Unknown to Harry, his father Norman had actually survived his own apparent death due to the Goblin Formula's healing properties. Norman now lived in Europe, having secretly amassed his wealth and influence. When he learned about the death of his son, he assumed that Spider-Man was responsible. He returned to America to launch a new plot to destroy Spider-Man: an elaborate plan whereby the clone of Peter Parker, Ben Reilly, resurfaced to confront Parker. Just when Parker thought he was at his lowest ebb, Osborn revealed himself and again donned the Goblin costume. In the end, Ben Reilly sacrificed his life to save his "brother," but Osborn survived to continue plotting behind the scenes.

Not all Green Goblins are insanely evil, of course. Phil Urich, an intern at the Daily Bugle and nephew of esteemed reporter Ben Urich, once stumbled upon a laboratory which belonged to Harry Osborn, hidden within an abandoned warehouse. When he heard trouble coming, he put on a new design of the old Green Goblin suit and made his escape. Phil decided to use his powers for good, battling against many other costumed characters, ranging from Hobgoblin and Arcade to Angelface and Joystick. But Phil had a rough go of it, finding the hero's life difficult. During a crisis upon New York City by Onslaught, Phil's Green Goblin suit (not to mention his own body) was severely damaged by a giant robot Sentinel. After a

great deal of soul-searching, he returned to the lab where he originally found the outfit and disposed of it.

More recently, Phil joined a support group of other former teen heroes calling themselves Excelsior. They hope to be able to intervene with young people who try to enter the dangerous life of superheroing. One of Phil's roles is to drive the Excel, a small aircraft whose controls are configured to handle exactly like his old Goblin glider.

Phil Ulrich/Green Goblin IV: **ABILITIES:** Int: 2/2, Str: 2/5, Agi: 2/4, Spd: 2/3, Dur: 2/4; **ACTIONS:** Close Combat: 2/2, Ranged Combat: 1/2, Lunatic Laugh: 0/5, (Attack vs. Durability, damage is subtracted from target's red stones of energy in Actions or Defense), Vehicle Operation: 3, Social Skills: 1 (College Culture); **MODIFIERS:** None; **EQUIPMENT:** Standard Green Goblin Equipment, High-Tech Prototype Mask (Increases abilities to greater levels whenever worn, enables Lunatic Laugh), Modified Goblin Glider: Speed: 5, Difficulty: 3, Vehicle Damage: 4, Maneuver Modifier: (+5), Defensive Modifier: (+1).

The fifth Green Goblin, a clone created by Osborn to do his bidding, first appeared as part of a plan to convince the public that Norman Osborn never was the Green Goblin. In the course of doing so, he kidnapped Norman's grandson, Normie, for ransom while he also "attacked" Osborn in public. Spider-Man and the new Goblin clashed, resulting to the latter's apparent demise in an explosion.

Roderick Kingsley, meanwhile, also feared for his secret identity. He was upset when Macendale announced that Leeds was not the original Hobgoblin, as everybody thought. Fearing that his involvement with the Goblins might be revealed, Kingsley reassumed the Hobgoblin identity and murdered Macendale. All his precautions, however, proved to be meaningless, when Leeds' widow, Betty Brant uncovered Kingsley's trail. With the help of Spider-Man, Brant managed to lead Kingsley to justice. Kingsley, however, was busted out of jail by the fifth Green Goblin who operated under orders from Norman Osborn.

The fifth Goblin appeared again a couple of times, until Spider-Man finally managed to unmask his foe. When Spider-Man thought he saw the face of his long-dead friend, Harry Osborn, the clone revealed the truth that he wasn't really Harry. He also explained that the Goblin Formula was slowly killing him; a side-effect was causing his body to deteriorate. The clone melted to death shortly after his confession.

Osborn quickly resurfaced, however. He bought the Daily Bugle from his old friend J. Jonah Jameson and proceeded to orchestrate multiple attempts on his life. He also revived the Man-Wolf side of Jameson's son, John. Spider-Man stopped both machinations. Afterwards, in hopes of acquiring unlimited power, Osborn initiated and participated in the mystic ceremony called the Gathering of the Five. The ritual could confer each participant one of five mystical endowments: immortality, wisdom, power, madness, or death. Unfortunately, Osborn failed to gain the gift of power, receiving only madness. The Green Goblin battled Spider-Man once more in a fight that nearly toppled *The Daily Bugle* building itself. The Goblin was defeated, although in his madness he believed he had won. Instead of being remanded to custody, however, Norman was saved by the cult-like Screamers he had outfitted and used as his agents. He was interred in a Swiss hospital until he recovered.

More relentless than ever, Norman Osborn wanted to corrupt Parker, turning him into a man insane with hatred like himself. He attacked Parker's friends and family, from Flash Thompson to Aunt May— even Normie Jr. wasn't safe!

Spider-Man fought the Green Goblin like never before, but when the time came to deliver a final blow, Spider-Man refused and decided to show mercy to his archenemy. He told Norman he would never give in to the bitterness Norman has brought to his life, because giving in would taint the memory of Gwen Stacy, the first girl he ever loved. By refusing to fight, Spider-Man temporarily put a stop to Norman's never-ending violence.

Ultimately, it was Osborn's own lust for power that ultimately did him in; the way he fiercely ran his company, including the mysterious deaths of key employees, raised suspicions from reporters of *The Daily Bugle*. Reporter Terri Kidder, in particular, was killed under Osborn's bare hands when she tried to investigate. Rather than end suspicions, however, the *Bugle* staff went after Osborn *en force*, and Osborn, as the Goblin, went on a rampage. Luke Cage, Jessica Jones, and Spider-Man finally defeated him in a very public display. And this time, the police took Osborn into custody (hopefully) once and for all.

The Goblin legacy still lives on, however, as the result of a spontaneous affair between Gwen Stacy and Norman Osborn. Before her murder, Gwen hoped to raise the twins, Gabriel and Sarah, on her own with the support of Peter Parker, but Norman wouldn't stand for it. He kidnapped Gwen and killed her during that ill-fated battle between Spider-Man and himself and never revealed Gwen's secret to Parker. After his own apparent death, Norman secretly transported Gwen's twins to Europe, where they were raised with his servants. Due to Osborn's Goblin Formula in their blood, they possessed superhuman abilities and a rapidly aging/deteriorating physiology. However, Norman had always led them to believe that Peter Parker was their true father and that Parker had abandoned them.

When Gabriel and Sarah learned of Osborn's outing as the Goblin, they travelled to America to confront Parker, who they blamed for all of Norman's troubles. Parker was thrown into confusion, unsure of the exact nature of his foes, but he soon found the truth with the help of Mary Jane, with whom Gwen had confided in before her death. On the top of the Brooklyn Bridge, the site of their mother's death, Spider-Man confronted the twins and attempted to reveal the truth. Gabriel Stacy rejected the idea and attacked, being thrown from the scene. He turned to Osborn's previous instructions, using a new Goblin Formula and costume to become the Grey Goblin. Sarah Stacy believed Parker, however, and she even helped Spider-Man defeat her brother.

Gabriel Stacy/Grey Goblin: **ABILITIES:** Int: 7, Str: 6, Agi: 4, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 3 (Strength Bonus, Hand-to-Hand, Martial Arts), Ranged Combat: 4 (Firearms, Thrown Weapons), Acrobatics: 3 (Agility Bonus), Vehicle Operation: 4 (Goblin Glider), Social Skills: 2 (Streetwise, Drug Culture); **MODIFIERS:** Insane, Mental Defense: (+6), Toughness: (+2), Healing Factor; **EQUIPMENT:** Standard Green Goblin Equipment.

The twins were also on the run from a European drug cartel. Tragically, they had long since been dragged into a life of crime and drugs, forced into such dire situations in hopes of escaping their physical deterioration brought on by their advanced physiology. Sarah reached out to Parker as the only one she began to trust. Spider-Man and agents of Interpol helped Sarah overcome her pursuers, but the Grey Goblin, insane from the effects of the Formula, escaped. Sarah rejected her brother's choice of violence and villainy and chose instead to join Interpol as a superhuman agent. Now, after all these years, there are two paths of Norman Osborn's Goblin legacy— one for evil, but the other for good.

NEW ACTIONS

You’ve probably noticed that *The Marvel Game Guide* has a lot of the information you need to make up any Actions or Modifiers you could want. But with all the unique characters flying around New York City, you’re bound to find one or two that warrant a unique description, right? So here are more new Actions and Modifiers, plus a few Options for existing Actions and Modifiers, that match the new characters found in this Supplement. You’ll also find a couple you may have missed but are necessary for fully understanding these characters.

CLAIRVOYANCE

Cost Level = Action Number + 5 Levels

DESCRIPTION

One of the many psionic Actions available, this allows you to visualize distant sights without actually being physically present. The vision in your head could be a static image or a scene, depending on the results of your Action and/or the GM’s discretion. On one level, this is a kind of “remote vision” that isn’t hindered by distance, barriers, or concealment. You can also perceive objects or events separated by time itself. Magicians often use this trick (see P. 41 of *The Guide to Hulk and the Avengers*), but if you have this Action, you don’t need to have a crystal ball or scrying pool. The range in distance uses the D&R chart with any stones of concealment (Invisibility, Shapeshifting, etc.) as Resistance. The range for visions of the past or future can be a bit more tricky. The following chart can give you some idea, but it’s up to the GM to add more Difficulty plus any stones of concealment as Resistance, especially if it’s a vision of the future, which is always in motion and likely to be cloudy and indistinct:

Difficulty	Range
1	1 hour
2	12 hours
3	1 day
4	1 week
5	1 month
6	1 year
7	10 years
8	20 years
9	50 years
10	100 years

The ability to see through time is normally limited to the future or past of a person, creature, place, or object in your

immediate vicinity.

OPTIONS

- Can only have visions of specific objects/ persons (-1 to Cost Level)
- Can only look into the past (-1 to Cost Level)
- Can only look into the future (-1 to Cost Level)
- Can only visualize distant sights. Cannot see through time. (-1 to Cost Level)
- Can perceive through time regardless of physical proximity (+1 to Cost Level)

COMMENTS

An extremely useful power that makes a great complement to any psionic power. But it stands on its own merits quite well, especially if you are a spy, psychic detective, or even a stage magician. This especially comes in handy if your other powers are limited to things you can see —no need to worry about teleporting into an unknown location if you can scope it out first! Many psychics who have this power tend to be reclusive, however, because it can be too easy to build psychic bonds with others.

Rules for Action Box:

- **Intelligence Bonus**
- **Can perceive distant or hidden objects/events**

EXAMPLE

Answering Spider-Man’s call for help, Madame Web tries to use her Clairvoyance to determine where the Green Goblin’s hideout is. The GM secretly determines the Difficulty is 4, knowing that the Green Goblin is hiding somewhere in Manhattan. He also determines the Resistance would be equal to the Green Goblin’s Intelligence, 7, since Norman Osborn would think of everything in order to hide himself very well. Madame Web puts 5 stones into Clairvoyance and beats the Difficulty. She knows the general location and direction of the Goblin, but she will need another Panel of effort, at least, to pinpoint an exact location and overcome the Green Goblin’s Resistance.

CORROSIVE TOUCH

Cost Level = Action Number + 3 Levels

DESCRIPTION

Your touch is a specialized Close Combat attack, secreting an acid, corrosive, or similar substance that damages upon contact. First, you must touch your opponent (i.e., get past his defenses). If you do so, you can then spend stones up to your Action Number for an attack vs.

your opponents’ Durability, which ignores Toughness and Defensive Armor as an armor penetration attack. Your touch also has the power to dissolve or decay materials; use Hardness as Resistance. Choose from the Options below to create your signature touch.

OPTIONS

- **Paralyzing or Soporific Attack:** You may forfeit damage and paralyze your opponent instead. He is paralyzed or otherwise sleeps for 1 Panel per red stone that exceeds his Durability. (+2 to Cost Level)
- **Poisonous Attack:** You can poison your opponent, causing him to take stones of damage every Panel until an antidote is received or until it is purged from his system. (+4 to Cost Level)
- **Ignite Fires:** You can ignite objects by touch, using Hardness as Resistance. These objects burn with an intensity equal to the number of stones placed into the Action. (+1 to Cost Level)
- **Death Touch:** This touch causes damage as normal, but if damage exceeds the target’s number of white stones of health, he will die. (+7 to Cost Level)

COMMENTS

Any Action that attacks your opponent’s Durability directly is a deadly choice, so be careful and use your powers wisely. It’s still a great way to boost a close fighter’s effectiveness, and it’s especially useful when combined with other Actions such as Stretching and Tentacle Whip.

Rules for Action Box:

- **Close Combat attack**
- **Stones vs. Durability**
- **(List Options)**

EXAMPLE

Carrion has gotten the drop on several security guards whose hopes to protect a valuable bioengineered weapon may now be seriously compromised. The guards are highly trained with Durabilities of 2. With his ambush, Carrion shifts 4 stones into a Close Combat attack (using his Strength Bonus), successfully touching the guard. He then pours on the Corrosive Touch attack with a full 8 stones. After subtracting Durability, the damage is compared to the guard’s Health of 2. It’s obvious that the attack more than overwhelms him. The attack ignores the +1 Kevlar armor that the guard wears, and his flesh disintegrates before his hapless colleagues. Carrion had actually depleted his energy reserve in that first Panel, but it served its purpose: the remaining Guards flee in horror from the scene.

IRON WILL

Cost Level = Action Number + 4 Levels

DESCRIPTION

By force of will, you can control the chi (life force) that flows through you, uniting body and mind. This Action functions as a souped-up version of Concentration; its stones are able to add to ANY Action, including combat Actions.

OPTIONS

- Heal white stones of damage: You can heal your own body through the power of your mind. This allows you to spend 3 red stones to regenerate 1 white stone per day. This is in addition to stones you would heal from your normal regeneration rate. The maximum number of stones per day that may be healed this way is equal to your Action Number divided by 3 (rounded down). (+1 to Cost Level)
- Heal Others: As the Healing Action on P. 51 of the *Game Guide* (+2 to Cost Level)
- Mind Meld: You can use this power to simulate basic telepathy and share a mental link with your target. (+2 to Cost Level)
- Leadership: Leading others through your sheer determination and force of will. Grants leadership benefits. (+1 to Cost Level)
- Iron Fist: Channeling chi into your hand enables you to make an armor-penetration attack that combines with Close Combat. Alternatively, you can also break through materials with Hardness equal to your Action Number. The ability to overstrain is also a feature of this Option: you can add up to your Action Number in free stones to this Action, but you may not use the Option again for 1 hour per free stone used. (The GM may vary the length of the burnout to suit the severity of the Action. Extreme or dramatic usage leads to extreme or dramatic burnout—and usually extreme or dramatic Lines of Experience.) (+3 to Cost Level)

COMMENTS

A staple for martial artist and close fighters, this is a wonderfully adaptive Action that will set your hero apart. It's equally applicable to any type of hero, although it best matches those who are ready to undertake a commitment to seeking balance through mediation and personal sacrifice.

Rules for Action Box:

- Control flow of chi

- May combine stones with any Action
- (List Options)

EXAMPLE

Iron Fist is battling a robot minion of the Yellow Claw. The robot has Iron Fist on the ropes, so the hero wants to use all of his focus to stay out of reach of the deadly robot's pincers. He summons his Iron Will with 2 stones and combines it with 4 that he has placed in Agility. Then he shifts all of it into Defense, for an impressive total of 9 (when combined with his +3 Reflexive Dodge). Still, unfortunately, the battle does not go well, and Iron Fist is eventually captured and taken to face the Yellow Claw. Thankfully, the Yellow Claw's monologue lasts long enough for Iron Fist to regenerate his energy reserve. Seizing an opportune moment, he puts 6 stones into Close Combat, combining it with 3 from Iron Will. This gives him a 9 stone, armor-piercing attack. He may then add up to 5 free stones to the total, for a grand total 14 to his attack, Smash! The robot falls backward with a gaping hole in its chest, although our hero will have to face the remainder of the battle without the use of the Iron Fist Option.

NERVE PUNCH

Cost Level = Action Number + 2 Levels

DESCRIPTION

This is a special Close Combat attack that reflects the fighter's superior knowledge of the human body and its weak points. It comes with an Intelligence Bonus. This attack automatically includes the ability to do 2x damage OR to stun (for one Panel per stone of damage), chosen at the time of the attack. Because of the intense study of anatomy and martial arts you have undertaken, you can also ignore Situational Modifiers that may otherwise be given for targeting called shots with other combat actions. Stones placed into this action may never be shifted to Defense.

COMMENTS

For those who favor quick and sudden attacks. This Action is best used by close fighters, and it's helpful to have a high Agility so that you can be sure to act first during the Panel. Even when faced with overwhelming odds, judicious use of this Action will help pare the number of opponents to a manageable level. And although this is a fairly powerful Action, it may prove less effective against robots and powered armor, for obvious reasons.

Also, beware that other situational modifiers may force you to keep on your toes—some kinds of altered or alien physiology may keep you guessing on where exactly is that prime nerve you have to target!

Rules for Action Box:

- Intelligence Bonus
- Close Combat attack
- 2x Damage OR Stun
- Ignores called shot Situational Modifiers
- May not be used for defense

PEROMONES

Cost Level = Action Number + 5 Levels

DESCRIPTION

Release pheromones as an attack against Durability, distracting the victim (as if stunned) if any damage is caused. It is an Area Attack that affects everyone within Close Combat Range, but can combine stones of effect with Tendril Whip (etc.) to increase its "reach." Stones of "Damage" determine duration of effect; see Duration row on D&R chart. Does not affect non-corporeal beings or those without human or animal-type senses. You may also cause your choice of emotional reactions in your victims, like rage, fear, or sorrow. You may choose to have deadly pheromones where excess stones cause damage instead of stun (specify when purchasing.)

OPTIONS

- Attack vs. Durability OR Intelligence: Target's Choice (-1 to Cost Level)
- Attack vs. Durability OR Intelligence: Attacker's Choice (+1 to Cost Level)

COMMENTS

A limited but effective way of getting past conventional and mental defense. It does not cause damage, but it can take an enemy right out of a fight. The indiscriminate nature of this power makes it extremely useful for a "lone wolf" adventurer, but can make it problem in a group situation. We recommend that you couple this power with a high Agility, so you can act early in the panel.

Rules for Action Box:

- Area Attack vs. Durability to distract (or damage)
- Duration = Stones of "damage"
- Range = 1

EXAMPLE

The Purple Man wants to escape imprisonment on the Raft, but is stopped by Luke Cage. In reaction, the Purple Man yells out "stop!" with 6 stones of

Pheromones. With Cage's Durability of 5, he's successful, and Cage stops in his tracks. It won't last long, however-- just one Panel, and the Purple Man can't pump that much energy into the Action for too long. With a smirk, he hotfoots it out of the area as quick as he can.

SUMMON AND CONTROL ANIMALS

Cost Level = Action Number + 2 Levels

DESCRIPTION

You can call forth and direct animals to do your bidding. Choose a specialty at the time of purchase, and the basic form of this power is limited to a particular kind of genus (canines, beetles, carrion birds), but you can choose Options to limit yourself to a specific species (wolves, scarab beetles, crows) or to expand to a more encompassing order (mammals, insects, birds). It depends on the type of character you create. Some choose to be based on geography, being able to control arctic animals or oceanic life

Like Telepathy, this is a medium-range Action (4 on the D&R chart). Control is based on the number of "health stones" of your subject. You can command 1 stone of "health" per Action Number, so if you have Summon and Control of 5, you can control up to 5 stones of animals in any combination. This is a continuous Action, so it costs 1 stone per panel to maintain control, regardless of the number of animals you are controlling. However, if you want to divide your army of minions, directing them to attack more than one opponent, it costs 1 stone per opponent being attacked to maintain.

OPTIONS

- **Summon/control** any animal as opposed to types (no Specialty required.) (+2 to Cost Level)
- **Control** one animal per Action Number, regardless of animal's Health stones (as long as the Health of any one animal does not exceed the Action Number). (+3 to Cost Level)

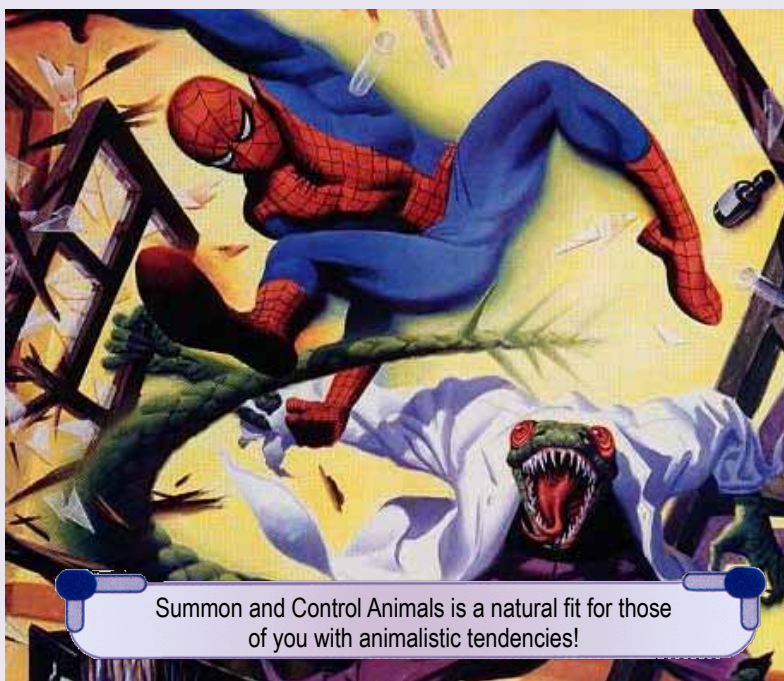
- No summoning; can only control those animals you can see. (-1 to Cost Level)
- May only summon/control one animal at a time. (-1 to Cost Level)
- May only summon a particular species. (-1 to Cost Level)
- May summon an entire family or geographical theme of animal types (+1 to Cost Level)
- Can summon at a Range equal to Action Number. (+1 to Cost Level)

COMMENTS

This Action seems particularly suited to characters who already have a strong connection to animals, and it seems a given if your identity revolves around a specialty animal, like the Lizard. If you want to have a pet, try Animal Training. If you want to bring forth animals from your environment, this is the Action for you. In fact, it can be a pretty powerful Action, so sit back and watch as your animal minions soften up the competition. Just be careful that you are in an environment that supports your specialty animals! Summon and Control Penguins may not be the most effective choice for a hero in New York, but just wait until you get to Antarctica!

Rules for Action Box:

- **Summon and control specialty animals.**



Summon and Control Animals is a natural fit for those of you with animalistic tendencies!

- **Summon** AN number of animals (based on Health of animals).
- **Maintain control:** 1 stone/Panel per opponent being attacked

EXAMPLE

The Lizard lives again! As Spider-Man tries to stop him from fleeing through the sewers, the Lizard needs a distraction. He has a Summon and Control Action Number of 6. By placing 6 stones into this action, he taunts Spider-Man as suddenly two large crocodiles (who each have a health of 2) burst from the low-lying water at the same time that two snakes (each with a health of 1) drop from the pipes above. Spider-Man now has his hands full, and in the next Panel, the Lizard can continue to flee the scene, using only 1 stone of energy to maintain control until he is out of range.

STATECRAFT

Cost Level = Action Number + 2 Levels

DESCRIPTION

Statecraft not only represents administrative skills, but also includes the ability to lead and inspire (kindly or harshly, successful methods vary widely) and cope with threats—both internal and external, political, economic and military—to your kingdom and your people. A good ruler will be able to discern and exploit avenues unavailable to less able peers and competitors. Statecraft includes the ability to give orders, offer suggestions, etc., in such a way as to improve the efforts of your subject or teammates. You can assign up to two of your stones per player to other players' actions, up to your Action Number per Panel (also a +1 Situational Modifier if the recipient is your subject). If you have Statecraft, Wealth can be purchased at -1 to Cost Level.

New Specialties include:

(feel free to make up your own):

- Armed Forces
- Bureaucracy
- Civil Defense
- Economics
- Media
- Public Administration
- Public Policy
- Regulation

COMMENTS

Note that Statecraft includes but is deeper than mere Leadership. It is not the ability

to conquer, per se, but rather what to do once one has been there and done that. Thus, heroes like Silver Sable are true Rulers while the likes of Kang tend more toward mere war and conquest. Statecraft is more comprehensive, but more of a burden than Leadership (and the cost difference reflects that).

Rules for Action Box:

- Includes Leadership
- (Insert Specialties)

EXAMPLE

Silver Sable often uses her Statecraft to track down internationally wanted criminals. For example, if the Tarantula has kidnapped a Delvadian ambassador in New York City and is making his way back to his home country, Silver Sable can use her Statecraft/Strategy to gather information and track his progress, hoping to detain him if not intercept him. In another use of Statecraft, Sable can try to negotiate better rates for her mission to capture terrorists. Even with a Difficulty as high as 6, she can turn rates to her advantage, obtaining more money for Symkaria or perhaps gain the use of special resources for that particular mission.

SWIMMING

Cost Level = Action Number

DESCRIPTION

The ability to function in water. Maximum water speed for a normal human is 3 but any extra stones can be used to support/carry people (1 stone/person) or overcome situational modifiers (such as strong tides, etc). You can combine swimming with other actions when appropriate. Specifically, Swimming Stones may be combined with Close Combat stones if fighting underwater. Because water speed is very different than land or air speed, we have listed the Difficulty below (Difficulty = Resistance):

Note: Pressure and breathing are two other aspects to functioning underwater you should take into consideration, especially if swimming is critical to your character and you plan on operating in the depths of the ocean for extended period of time. You may want to buy 1 stone of Self-Contained Lifeform Modifier, described as "Resistance to deep sea pressure" (P. 70, *Game Guide*). As for breathing, you may want 1 stone of Self-Contained Lifeform Modifier, described as "No need to breather" or "Breathe underwater." If you need them both, and

if you're human you do, then you might want to spring for the extra stone and just get the full Self-Contained Lifeform Modifier. Of course, if your character is Atlantean like Namor, you don't need either.

Difficulty	Water Speed
1	1 mph
2	2.5 mph
3	5 mph
4	10 mph
5	25 mph
6	50 mph
7	100 mph
8	200 mph
9	400 mph
10	800 mph

OPTIONS

- Can exceed human water speed maximum (+1 to Cost Level)

COMMENTS

Swimming is a very basic general skill. It's useless unless you find yourself in a situation where you need it, but then it can be a real lifesaver (literally). There are some heroes who are no great shakes on dry land but can be killers if fighting underwater. Most heroes can dog-paddle around using their Agility or Strength, but can't combine those stones with Close Combat. Certain swimming tasks such as diving to the bottom of an ocean trench may be assigned Difficulty numbers by the GM as part of the Mission. (Oh, yeah: Never swim alone, never swim without a lifeguard on duty and wait a half hour after you eat before going in the water.)

Rules for Action Box:

- **Strength, Agility or Speed Bonus**
- **Can combine with Close Combat if underwater**
- **Max. normal human water speed = 3**

EXAMPLE

A depth charge has been released from a submarine, threatening an Atlantean outpost below. Namorita is close by and places 4 stones into Swimming to cross the scene. In the next Panel, she grasps the top of the charge and now places a total of 8 stones into Swimming: 4 to dart to the surface at 10 mph and 4 more stones to handle the additional weight. (2

of them come from her Strength bonus.) Once atop the surface, she can throw the depth charge away a safe distance by placing Stones into Strength. With all these displays of strength, it's a good thing swimming is such good exercise!

NEW MAGICAL ACTIONS

VOODOO

Cost Level = Action Number + 2 Levels

Voodoo encompasses the same basic powers and Options as Witchcraft, including Restrictions 1 and 2, but with its own unique effects, leaning in the direction of the power of sympathetic magic and the dread mysteries of the Zombie. Voodoo Masters who know Magical Healing get a +1 or +2 Situation Modifier when acting on believers. Voodoo includes but is not limited to:

- **Communication with the dead:** if you have an object, body part or are at the place of death. (This can yield useful blackmail and other information.)
- **Communication with the forces of Nature:** be they beasts, birds or even some wise trees (effect similar to Social Skills). This can include spirits and minor powers, like Summoning, but is more like "requesting their presence" than "Summoning."
- **Zombies:** The raising of the dead to roam the earth again. Zombies may be summoned forth from a graveyard, or from anywhere bodies are available. Typically: Int: 1, Str: 2, Agi: 1, Spd: 1, Dur: 2, Close Combat: 1 (unless it was higher before). Player can control 1 zombie per Action Number, and it costs 1 stone per Panel to maintain control of all zombies currently under control. (Range of control = Action Number). They are not mindless and can be ordered to do much more complicated tasks than mere fighting (although they cannot speak). If normal human stock is used, one tends to get zombies as described above. If Super Heroes fall victim, the Voodoo Master gets a tortured hero to command, with all powers, Abilities, etc. (perhaps twisted a bit). If you release zombies from active control, you can either send them to their final rest, order them to guard specific places or leave them where they are to be reactivated later.
- **Zombie Brew:** This is a Voodoo potion which, when ingested, turns the living victim into a zombie within 3 days unless a cure can be found or the condition is stabilized. The victim arises as a total and "permanent" zombie slave of the Voodoo Priestess,

telling her all his secrets, etc. The maximum strength of the brew is the Action # of the brewer. Strength of the brew must exceed victim's Durability + Magical Defense for success. Anyone who succumbs to this brew goes into a deathlike coma an hour later. Resistance when making brew: It takes days to brew and may require extensive rituals or rare/unavailable materials, as well as spending 10 stones of effort for every 1 stone of the brew's strength. Treatment: To diagnose or to stabilize his pre-zombie state (it's not readily apparent) requires as many stones as the strength of the brew (Action # of Brewer). To fully cure (using Healing, Magic, Technology and the like) takes one more stone than the strength of the brew.

- **Weakness:** A curse which can cause a victim to suffer from inexplicable loss of energy. It requires one Panel to prepare for each stone of effect. Stones of effect vs. Durability + Magical Defense. The victim loses the use of one red stone of energy for every stone of damage. (E.g., 5 stones of Voodoo vs. 3 Durability makes 2 red stones temporarily sick and weakened, and will not regenerate until the victim recovers). Range = 2, Duration = Stones affected on Duration Row of the D&R chart.
- **Cause Injuries/Pain:** Like a Force Blast. You describe the injury to the victim. Injuries can include boils, blood burning in veins, making the victim trip and fall or hurt themselves with their own weapons, etc. (GM discretion applies, of course). Note: Unlike other Voodoo attacks, this one works against all defensive stones (including Magical Defense). Range = 2.
- **Voodoo Dolls:** Symbolic representation of victim which allows you to attack the victim at a distance, even if you are not present. First, you must make the doll. You must spend 10 stones of effort for every 1 stone of effect the doll can produce. The maximum effect of the doll you create is your Voodoo Action Number. So, to create an 8 stone Voodoo Doll, you'd need a Voodoo Action Number of 8 and the doll would cost 80 stones. The doll has no range limit, and lasts until destroyed. Creating a doll requires actual bits of the person/object (blood, hair fingernails, etc.) for proper effect. It may also require specific rare ingredients, requiring special missions (etc.) to acquire them. Once a doll is created, its attack can't be avoided by the victim, although it can be resisted by stones of Magical Defense plus either Intelligence or Durability, victim's choice. Any stones that get past those defenses do

damage. Once the doll exists, putting 1 stone of effort into the doll yields one stone of effect. (remember, stones are stones!) Effects can be long term or short term. Stones can be accumulated for greater effects. Add stones for duration as per the Duration Row on the D&R chart; these stones do not add to the effect. Effects can reduce available energy as per Weakness or do direct damage, as per Cause Injuries/Pain. Effects can also include pain, blindness, paralysis, physical distortion, behavior modification, and even gross muscle control by Voodoo Priest. In cases like these, the number of stones of damage are irrelevant: a single stone of damage is all it takes for the effect to succeed. Treatment: Diagnosis/Stabilization of effects as per Zombie Brew, above. To fully cure, however, the doll must be destroyed. Note: Anyone can destroy a Voodoo Doll. Smash it, blow it up, melt it in a fire. Unlike the movies, you can't just pick up a Voodoo Doll and affect its victim. To create an effect using a Voodoo Doll, even one that already exists, you must have the Voodoo Action. If you don't have Voodoo, then if you throw a Voodoo Doll in the fire, it melts and is destroyed.

NEW MASTERIES

MASTERY OF KUNG-FU

This is a Mastery of physical combat skills. It also includes knowledge of the human body and its pressure points, as well as the mind and spirit. It can be used for Close or Ranged Combat. Similar to the Ninja Action, it includes an Agility Bonus AND Weapon Modifier (but never two Weapon Modifiers). Combat Specialties can be added as Options to this Mastery for 1 white stone per Specialty, with a maximum number of Specialties equal to the Action Number.

OPTIONS

- Catch Projectiles (+1 white stone): You receive a +2 Modifier to catch projectiles that are thrown at you. If the final number of stones in the Mastery match the number of stones in the attack, the projectile is caught without any damage to you.
- Balance (+1 white stone): May combine with Acrobatics for the purpose of maintaining balance.
- Blind Fighting (+1 white stone): Ignore all penalties for fighting in the dark or blindfolded.
- Multiple Opponents (+1 white stone): You receive a total of 2 free stones

when splitting stones against 2 or more opponents.

- Create/adapt kung-fu techniques (+1 to Cost Level): May apply a Situational Modifier for all combat situations.
- Can substitute Mastery for Strength, only to break things. (+1 to Cost Level)
- Can substitute Mastery for Intelligence, only for mental defense. (+1 to Cost Level)
- Can substitute Mastery for Agility or Speed (must be chosen during character creation), only to be used for defense. (+1 to Cost Level)

Selected Masters of Elements

We have included the Cost Levels for each option so GMs can more easily construct and price their own unique Masteries.

Cloak: Mastery of Darkforce

Cost Level = Action Number + 5 Levels

- Create darkness (+1 to Cost Level)
- Can become intangible (+1 to Cost Level)
- Can combine stones with Close Combat (+2 to Cost Level)
- Gateway to the Darkforce Dimension (+2 to Cost Level)
- Exists only as Darkforce (-1 to Cost Level)
- Also purchased Energy Absorption/Reflection at a discount

Cyclone: Mastery of Wind

Cost Level = Action Number + 4 Levels

- Cyclone: Area Effect Force Blast AND Force Field = to number of stones placed into Mastery (+2 to Cost Level)
- Immune to effects (+1 to Cost Level)
- Create Vacuum: Attack vs. Durability to knock target unconscious for 1 Panel per red stone of damage (+1 to Cost Level)
- Also purchased Flight at a discount

Dagger: Mastery of Living Light

Cost Level = Action Number + 5 Levels + 1 white stone

- Accumulate energy (+2 to Cost Level)
- Create light (+1 to Cost Level)
- Create inspirational illusions (+1 to Cost Level)
- May transfer red stones to Cloak (+1 white stone)
- Nullifies poisons/toxins/chemical addictions (+1 to Cost Level)
- Also purchased Drain Energy at a discount

Electro: Mastery of Electricity

Cost Level = Action Number + 7 Levels + 1 white stone

- Immune to element (+1 to Cost Level)

- Force Blast: 2x Damage, white stones OR stun damage (+1 to Cost Level)
- Create electrical barriers/manipulate electrical items (+1 to Cost Level)
- Accumulate energy (+2 to Cost Level)
- Neutralize Spider-Man's Wall-Crawling (+1 white stone)
- Grappling/Shock attack: Attack vs. Durability (+1 to Cost Level)
- Absorb 3 stones of electricity from electrical sources (+1 to Cost Level)
- Replace Speed with AN when riding power lines (+1 to Cost Level)
- Maximum Range = 2 (-1 to Cost Level)

Speedball: Mastery of Kinetics

Cost Level = Action Number + 6 Levels

- Create/Manipulate kinetic energies (+1 to Cost Level)
- Immunity to kinetic attacks: redirect stones of impact into bouncing (+2 to Cost Level)
- Kinetic Blast (+1 to Cost Level)
- May combine with Close Combat (+2 to Cost Level)

NEW ACTION OPTIONS

The following are new Options that belong to existing Actions that appear in the *Game Guide* and prior Supplements.

DRAIN ENERGY

NEW OPTIONS

- Death Factor: Must drain at least 3 red stones per day or lose 1 white stone. (-2 to Cost Level)
- Hunger: Must drain 3 red stones from a single victim once per day or go temporarily insane. (-1 to Cost Level)
- Successful drain causes victim to transform. The transformation is of limited duration, or is reversible. (+2 to Cost Level)

FLIGHT

NEW OPTIONS

- Can only ride on air currents. (-1 to Cost Level)
- +2 Resistance to land gracefully, or the character trips and loses his next Action. (-2 to Cost Level)
- Silent Flight: Can't be heard while in flight. (+1 to Cost Level)

MASTERY OF ELEMENTS

NEW OPTIONS

- Must exist as your element of Mastery only. (This results in a certain loss of humanity.) (-1 to Cost Level)
- Absorb 3 stones of element from power sources. (+1 to Cost Level)

- Attack or effect that is extremely limited or applies only to a specific target. (+1 white stone)
- Absorb 3 stones of element to increase size/mass. Use Area/Leaping row as volume. Absorbed stones can heal lost energy or assigned to increase Strength to a maximum of +3. (+2 to Cost Level)
- May combine stones with Close or Ranged Combat. (+2 to Cost level)
- Area Effect Force Blast AND Force Field equal to number of stones placed into Mastery. (+2 to Cost Level)

SHAPE SHIFTING

NEW OPTIONS

- Clothing/Camouflage only. (-2 to Cost Level)

TELEKINESIS

NEW OPTIONS

- Limited Control: Can be used to levitate yourself, but not others, and can only repel objects, but not lift them. (-1 to Cost Level)
- Small Objects Only. (-1 to Cost Level)

TELEPATHY

NEW OPTIONS

- Empathic Projection: The ability to project emotions. Can cause others to feel the emotions that you are feeling, including fear, anger, sadness, glee, etc. (+1 to Cost Level; for +2 to Cost Level, can cause others to feel ANY emotion)
- Astral Projection. (+1 to Cost Level)
- Requires Eye Contact. (-1 to Cost Level)
- Can't Read Minds. (-1 to Cost Level)
- Subtle Commands: Limited Mind Control ability, able to influence others' actions through subtle suggestions. Influenced characters will only obey commands that are in accordance with their own desires. (+1 to Cost Level)

TELEPORTATION

NEW OPTIONS

- Teleport Others: You do not have to travel to teleport others. (+2 to Cost Level)
- Open Portals for others to return. (+2 to Cost Level)

UNSTOPPABLE

NEW OPTIONS

- Can't make sudden turns or stops. (-1 to Cost Level)

NEW MODIFIERS

FLEXIBLE SKELETON

Cost Level = Modifier Number + 2 Levels

DESCRIPTION

This Modifier gives you the ability to contort and twist your body beyond the normal human limit, without pain. While this isn't the Stretching Action *per se* (meaning you can't distort your shape), you can still fit your body through narrow spaces and small openings. But how tough could you really be with a Flexible Skeleton? Well, plenty! This Modifier also protects you from blunt force attacks (punches, blunt weapons, etc.) as well as escaping from grappling holds, bonds, and restraints.

COMMENTS

Although a natural fit for certain animal-like powers, this Modifier might be easily overlooked. Those players interested in thieving and spying, however, already know how useful this could be.

Rules for Modifier Box:

- Navigate narrow openings
- Defense, +X vs. grappling holds and damage from melee attacks

INTER-DIMENSIONAL TRAVEL

Cost Level = 9 white stones

DESCRIPTION

Instantaneous Travel to/from Limbo (you may substitute any other dimension for Limbo, such as Hell). This isn't Teleportation in that you can't teleport from one place within Limbo to another, or from one place on Earth to another except if you first travel to Limbo. Also, unlike Teleportation, it costs no stones to travel this way, and may not bring passengers.

COMMENTS

This is how Shathra is able to show up anywhere. It's more limited than Teleportation or Magical Travel, but it doesn't cost stones and it happens instantly, which makes anyone who has it really tough to catch.

Rule for Modifier Box:

- Inter-dimensional Travel, instantaneous travel to/from dimension

INVULNERABILITY/IMMUNITY

Cost Level = See Below

DESCRIPTION

Sometimes a substance (or hero) is simply invulnerable to a certain type of attack. This is expensive, though, and as a result, a hero will generally be left with an Achilles' heel. Do not allow a player to have too many Invulnerabilities/Immunities (they are ruinously expensive, in any case). Players and NPCs should always have some sort of Achilles' heel.

- **Physical Invulnerability** (Cost = 20 white stones): Can't be harmed by physical blows, bullets, etc. Not protected from Energy, Magic, Telepathy, etc. Note that Toughness and Reflexive Dodge protect against some forms of energy and magical damage, but Physical Invulnerability doesn't.
- **Energy Invulnerability** (Cost = 20 white stones): "Blast proof." Can't be harmed by any normal form of projected energy. Not protected from Magic, Telepathy, bullets, etc.
- **Magical Invulnerability** (Cost = 20 white stones): Can't be harmed directly by purely magical energy or spells. Can't be harmed by any normal form of projected magical energy. Of course, a Summoner could call up a Demon to rip you to shreds, but you could not be brought down by a stun blast cast by that Demon.
- **Mental Invulnerability** (Cost = 20 white stones): A Mental Defense that cannot be overcome except by Universe-wrenching plot twists (e.g., Magneto and Juggernaut both have helmets that give them Mental Invulnerability--as long as they keep their helmets on).
- **Minor Invulnerabilities** (Cost = 3 or more white stones each (highly variable): This covers a vast array of minor variations of protections the player of the GM will make up to keep things. The GM can vary cost at his discretion to keep things under control. For bigger versions, such as Invulnerability to Demons, the GM should bump up the charge to around 10 white stones. Here are a few examples: Invulnerability to Radiation, Invulnerability to being Stunned, Invulnerability to Good or Bad Luck.

OPTIONS

- +5 white stones to protect others from major Invulnerabilities by touch (per Invulnerability)
- +2 white stones to protect others from minor Invulnerabilities by touch (per Invulnerability)

COMMENTS

While the power is awesome, the expense is prohibitive. So even if you buy one of the more expensive versions, you can't

afford two.

Rule for Modifier Box:

- **Invulnerable to (name Invulnerability)**

LIMB REGROWTH

Cost Level = 4 white stones

DESCRIPTION

You can regenerate lost limbs, but not lost Health. Fingers and toes regenerate by the next Panel, hands and feet take 1 hour; arms and legs take a full day to regrow (up to 1 per day). Your regeneration is automatic; no need for additional stones of effort while you wait it out. You can also purchase a Healing Factor at -1 to Cost Level.

COMMENTS

Not the most glamorous power in the world, but it does come in handy if you ever need it. This is a low-cost way to enjoy a regenerative ability, but you may have a bit of inconvenience while you wait for it to kick in, and that may take some explaining to do in your secret identity!

Rule for Modifier Box:

- **Re-grow lost limbs, up to 1 per day**

2x NATURAL HEALING

Cost Level = Durability + 1 Level

DESCRIPTION

While you don't have a full Healing Factor, you do tend to heal a bit faster than most other people. You can cut the normal healing times in half. This means that after 12 hours (instead of 24) you'll heal back your first white stone lost as damage. Regeneration rate is the same, at 3 red stones per 2 white per Panel.

COMMENTS

Not as expensive as a true Healing Factor, but this is very useful for street-level characters, those who may not have become a superhuman powerhouse but are still enhanced beyond the normal ken.

Rules for Modifier Box:

- **2x Natural Healing: Recover 1 white stone/12 hours; Regenerate 3 red stones per 2 whites per Panel**

PRECOGNITIVE FLASHES

Cost Level = 1 red stone

DESCRIPTION

Less than Prescience, more than déjà vu. The GM can use this as a tool to warn a

player of danger to those things or people she is committed to protect. For example, Madame Web sees visions of Spider-Man in danger. Almost any player can have a Precognitive Flash, but some are so prone to it they have it listed as a Modifier.

COMMENTS

This sort of serves the role of a combination alarm clock and burglar alarm. On one hand, it can lead to inconvenient obligations and emergency situations--"Drop whatever you're doing, Spider-Man needs you!" On the other hand, if you want to keep an eye on certain concerns, an occasional look ahead to ward off potential danger never hurts. In essence, you're spending a red stone now to tell the GM what's important to your character, and the GM should give you a heads-up every now and then.

Rule for Modifier Box:

- **Precognitive Flashes**

RECONSTITUTE SELF

Cost Level = 8 white stones

DESCRIPTION

Up to one hour after being destroyed (GM discretion), you return to action, intact and whole. This works even if you're not destroyed, but just horribly mangled, or even just a little mangled.

OPTIONS

- +7 extra white stones to Reconstitute Self by next Panel.

COMMENTS

The reason most players don't go for this is that it's not cheap and the idea is to keep from getting killed in the first place. But for some (such as Sandman), it has very much come in handy. If you are going to "kill" such a character, you might have to find a way to separate the particles in his body or perhaps confine him in a special containment cell. And even then, he may always escape or be set loose.

Rules for Modifier Box:

- **Return intact and whole after about 1 hour (GM discretion)**
- **Return intact and whole by next Panel (option)**

RESISTANCE TO ENTANGLEMENT

Cost Level = Modifier Number

DESCRIPTION

This Modifier provides protection against any kind of ensnaring attack, including

sticky webs, glue, nets, and grappling holds. It is a Defense that works against both Close Combat and Ranged Combat attacks, but only if such attacks result in grappling or entanglement; it cannot be used to reduce red stones of damage.

COMMENTS

A necessary power if you know the kinds of villains you'd be likely to encounter. At first glance, you may be inclined to pass it over, but this Modifier can give you quite the advantage in various encounters, especially for such a cheap cost. It can be "flavored" to suit yourself, such as a non-stick coating from chemicals or frictionless field generator.

Rule for Modifier Box:

- **Defense, +X vs. grappling/entanglement**

STEALTH

Cost Level = 10 white stones

DESCRIPTION

You are undetectable to the special extrasensory perception of a chosen opponent. This costs no stones to use and is active all the time. Note that this isn't invisibility; you can still be seen, heard, or smelled in any ordinary fashion by your target. Any of the special senses listed in the *Game Guide* and the other supplements can be chosen (Prescience; Radar Senses; Vision, Enhanced; Sense Mutants; etc.) Your choice of both the special sense and the opponent must be chosen at the time of character creation.

OPTIONS

- +5 white stones to be undetectable to one specific sense used by ANY opponent.

COMMENTS

This is a Modifier used by Venom and Carnage, since their past association with Spider-Man negates his special Spider-Sense. For others, perhaps you have figured a way to shield your mind from a specific telepath with a unique kind of psychic static or, if you share a common technological device, to create a unique jamming signal. There's many ways to flavor this to foil your favorite foe.

Rule for Modifier Box:

- **Invisible to chosen opponent's special sense (specify)**

TOTEM ENEMY

Cost Level = 6 white stones

DESCRIPTION

This Modifier is only available if you are

a superhuman whose powers mimic those of a specific animal. If so, chances are you've tapped into the totemistic forces of the world-- a spiritual energy that embodies the life force of animals. You may choose to have a Totem Enemy, a character (or type of character) whose abilities represent your animal's natural enemy in the wild. This Modifier costs no stones to use, but becomes active once you are in the presence of your Totem Enemy (Range = 1). Your enemy has his intelligence reduced to 1. Moreover, he will act only on a level of pure instinct. The player cannot control his character and must act only as a base animal. This might mean that the character lashes out or that he runs away in fear, as the circumstances dictate. The GM will determine what Situational Modifiers, if any, also come into play.

OPTIONS

- + 5 white stones for additional types of characters, chosen at character creation

COMMENTS

A unique way to gain an edge on an enemy-- it's not an assurance of victory, but look for ways to use your enemy's disadvantage. You may both be victims of some cosmic, mystical balance, but it just might be the thing to give you an upper hand.

Rules for Modifier Box:

- **Reduce chosen enemy's Intelligence to 1 (specify)**
- **Range = 1**

WEAPONS MORPHING

Cost Level = See Below

DESCRIPTION

You can form a variety of simple weapons by warping or shaping the substance of your own body. A kind of limited Shape Shifting, you can form anything: the conventional bladed weapon and blocky hammer, various projectiles like quills and fletchettes, and even whips or other entanglements. These weapons can add to both Close or Ranged Combat, but, like Claws, don't count as a Weapon Modifier for Close Combat. The maximum Modifier number is 3.

OPTIONS

- Costs 4 white stones for (+1) Weapons Morphing
- Costs 6 white stones for (+2) Weapons Morphing
- Costs 8 white stones for (+3) Weapons Morphing
- +1 extra white stone to be able to create telescoping weapons, allowing you to strike at a distance with a Close Combat Action.

COMMENTS

A very powerful and effective Modifier, limited only by your imagination. On one hand, you will always have a ready source of weapons in any battle-- and we mean it literally, on one hand!

Rules for Modifier Box:

- **Adds free stones to Close Combat**
- **Weapon Modifier for Ranged Combat**



Sometimes Weapons Morphing trumps a web shield!

SUPPLEMENTAL RULES AND CLARIFICATIONS

Okay. Want some more clarity on a couple of issues from the original Marvel Game Guide, or just some examples of new Advantages, Disadvantages, and Challenges? Well, without further ado ...

DOC OCK'S TENTACLES

Doctor Octopus' Tentacle Whip was listed in the *Marvel Universe Roleplaying Game Guide*, but wasn't explained. According to his sheet, the Doc can place up to 5 stones in his Tentacle Whip action box. He also gets a Tentacle Strength Bonus from his Octopus Device. However, these stones come out of his own energy reserve. The number of stones he can add depends on how many tentacles he uses altogether. If he combines all four, he may spend up to 7 additional stones. If he combines a pair, he may spend up to 6 stones for that pair, but gains an equal number of free stones for the other two. With a single tentacle, he may spend up to 5 stones and apply an equal amount to each tentacle!

For example, let's say Doc Ock is fighting Spider-Man and Daredevil. He decides to attack each of them with a pair of tentacles. First, he puts 5 stones in his Tentacle Whip action box and splits them, putting 4 against Spidey and 1 against Daredevil. Then, he places 6 stones in his Octopus Device (the maximum allowed for two tentacles per task). Spidey gets hit with a total of 10 stones, and Daredevil gets hit with 7. But Doc Ock only had to spend 11 stones!

ENTANGLING ATTACKS

Entangling attacks, such as Spidey's webs, don't actually harm the target; they just tangle it up for as many Panels as the "damage" done. Reflexive Dodge helps protect against these attacks, but Toughness doesn't. For example, let's say Spider-Man webs up Rhino, putting 4 stones into Ranged Combat, with +6 Web Shooters, for a total of 10 stones. This panel, Rhino shifts no stones into Defense, and since armor won't protect him, he's entangled for 10 panels. Of course, the target may try to escape by slipping away (Agility, Black Ops, or Thieving) or by breaking through the ensnarement. (Spidey's webs are a Hardness of 7 or 8 for escape purposes.) An entangled target can't take any physical actions but can perform mental actions like Telepathy or Phase Shift.

If your Action Number equals or exceeds the Hardness of the snare, you must beat the Resistance, as usual to attempt escape. For example, Kraven has a Strength of 4, with a Knife +2, for a total of 6. Unless he earns a Situational Modifier, he must wait the full number of Panels to escape Spider-Man's web. But, if the Rhino is entangled, as in our previous example, he can place 9 stones into Strength and escape in 1 Panel, or he can divide the stones into multiple Panels.

GASSES AND POISONS

Many characters in the Marvel Universe (such as Mysterio, Kraven, and Mr. Fear), use poisons and gasses as weapons. When a character uses a gaseous attack, the resulting cloud attacks against the target's Durability. The gas cloud lasts for a number of turns equal to the gas cloud's effect. At the GM's discretion, characters aware of the gas can resist its effect by holding their breath. (See the ruling on Drowning and Suffocation.) In this case, if the target runs out of energy stones, he succumbs to the effect of the gas.

When you use poison-coated weapons, you must successfully hit the target. If the attack stones exceed the target's Durability plus all relevant Modifiers, including Toughness and Reflexive Dodge, the weapon has hits, and the poison takes effect.

Most poisons do stones of damage per Panel until an antidote is received or until the poison is somehow purged. But poisons (and gasses) can have a wide variety of different effects, from tranquilizers to hallucinogens and more. Be as creative as you like in determining the toxin's effect. Some might include:

- Drains Intelligence, Strength, or another Ability.
- Adds +1 to +3 Resistance to the target's Actions.
- Causes paralysis or unconsciousness for a preset duration.
- Drains energy from the target's energy box.
- Causes the target to see hallucinations and/or be controlled.
- Causes a physical and/or psychological transformation.

DROWNING AND SUFFOCATING

If you become trapped underwater (or in any situation where you can't breathe), you lose 1 red energy stone per Panel. While drowning or suffocating, you don't regenerate any stones. You can still take action, but if you run out of red stones, you die. The best defense is to flee the area as quick as possible! But if you can't, or won't, you can always exchange Health stones for energy. Each Health stone sacrificed yields three energy stones. Health stones traded in this way won't be regained simply by reaching fresh air; they must be healed normally.

OUT OF AMMO

Unless you've decided to keep track of ammunition, you can assume that you'll never run out during an adventure. But when the going gets tough, you can get a few free stones by announcing that your weapon has run out of ammo. You instantly get a number of free stones equal to the Weapon Modifier! You can place these stones in another Action or use them to replenish your energy pool. But you can't shoot that weapon again until you find more ammo.

For example, when Silver Sable is running low on energy stones, she announces that her +2 automatic pistol has just run out of ammo. She instantly gets 2 free bonus stones, ditching the gun and putting the 2 stones into her next Close Combat attack.

The same rule can apply for a melee weapon that breaks during combat. Just remember that the character can always re-arm when she returns to base or finds a new weapon.

SLAYING VAMPIRES

In any battle, it's important to know your enemies' weaknesses. The same principle applies when fighting evil vampires. While a vampire, like any other creature, could simply be beaten into unconsciousness only to return another day, a knowledgeable hero may try to end the fight quickly by destroying it. One way to accomplish this is by stabbing it in the heart. Vampires turn to dust when a stake (or any piece of wood) pierces its heart. To accomplish this feat, your attack stones must exceed the vampire's Defense plus the number of current white stones of health. (If not, the attempt fails, having no effect.) Of course, clobbering a vampire first makes staking it that much easier!

CONTROLLING ARMIES

Various characters have the power to summon and control armies of creatures (Calypso or Vermin, for example). An army of creatures is treated as a single character when attacking, performing actions, and for the purposes of Health.

To summon the army, first place stones into the appropriate Control

Action. As always, the number of stones must equal the Durability of the type of creature you are trying to control. (See Appendix D for a list of the Durability values for various animals.) But for each additional stone placed into the action, the army receives a +1 free Modifier to its actions.

You must also place a minimum of 1 stone into your own Intelligence. For each stone placed, the army's Durability is increased by +1, although this increase won't raise the initial cost to control the creature. The army also increases in size. (It's up to the GM and the player to determine the actual size.) The number of stones placed in Intelligence will also dictate the number of attacks the army gets without having to split stones; your army is allowed a total of 1 Action/attack per stone. For any additional Actions, split stones normally.

As with any other character, Situational Modifiers can boost these Actions, potentially boosting the size and power of the army. The army itself may also take advantage of Situational Modifiers to increase its chance of success, with one exception: it will never gain an additional Modifier for attacking in numbers, as its raised Durability score and Modifier stones already reflect this. Each turn, in order to maintain control, you must continue to place the same number of stones into Intelligence as you did on the first Panel, and at least 1 stone into the Control Action. Loss of control may mean that the army simply disperses, but volatile animals may actually rebel and attack their former commander!

HENCHMEN, GOONS, & THUGS

What would the Marvel Universe be without the various henchmen, goons, and thugs that are a part of almost every villain's arsenal? In the Marvel Universe Roleplaying Game, henchmen can fight as individuals or as a group. By attacking *en masse*, thugs present more of a challenge, combining their efforts and skills towards defeating their foe. When piling on their opponent, each thug earns a +1 Situational Modifier to attack, for each doubling of goons. (So 2 goons earn a +1 Modifier, 3 to 4 earn +2, 5 to 8 earn +3, and so on.)

They can also split the Modifier and apply some toward their Defense, since they are able to help protect on another. The henchmen group attack Modifier only applies to Close Combat attacks and will not benefit Ranged Combat. Goons do tend to have horrible aim, after all!

NEW ADVANTAGES

(Apply to appropriate Action or Modifier)

Description	Cost Increase
Power stuns or damages at will	+1 Cost Level
Overstrain Add up to Action Number of free stones to Action. May not use Action for 1 week/free stone used, although the GM may vary length of injury to suit the Action (e.g. Banshee's Overstrained vocal chords take weeks to heal, but Spider-Woman's Venom Blast only takes hours to recharge.) Overstraining should merit heroic Modifiers and extra lines.	+1 Cost Level
Control trajectories Ranged attacks can turn corners and does not require line of sight	+3 Cost Levels
Hunt/Seek Ranged attack continues to attack its target until it hits, as long as character keeps 1 stone in the attack.	+3 Cost Levels

NEW DISADVANTAGES

(Apply to appropriate Action or Modifier)

Description	Cost Decrease
Affects only living material	-1 Cost Level
Temporarily deactivated by a specific element/material	-1 Cost Level
Can't be used when energy reserve is less than 2/3 full	-2 Cost Levels
Affects only a specific type of opponent (mutants, totemistic, robots, etc.)	-2 Cost Levels
Affects only a specific opponent	-3 Cost Levels
Attack vs. 1 or 2 enemy's Abilities (Target's choice)	-3 Cost Levels
Attack costs 3x the normal amount of energy stones	-4 Cost Levels
Uncontrollable The GM has final say on the number of stones that are placed into the Action and how they are applied	-4 Cost Levels

NEW CHALLENGES

(Apply to character "as a whole," at start or during play)

Description	Extra Stones
Clumsiness GM may subtract 1 stone from any of your Actions, so that you fail by 1 stone. If you do not fail, the stone is not subtracted.	1 stone
Obsession	1-3 stones
Vengeful	2-3 stones
Animal rage	4-5 stones
Refusal to take a life	1 stone
Addiction You are addicted to a specific substance, element, or item. For each day that passes without it, you take a cumulative negative Situational Modifier of +1 to your Actions. (Maximum penalty is +3.) If the element is rare or obscure, there is less of a refund.	3-4 stones
Werewolf curse You change into a werewolf at full moon and are susceptible to silver weapons (2x Damage). Requires "Transform Self" Modifier, with the "Power out of Control" Disadvantage.	5 stones
Pseudo-vampire You must drink blood to stay alive, and are susceptible to silver weapons (2x Damage) and suffer 1 white stone of Health per Panel while exposed to direct sunlight and religious symbols. This challenge requires the "Drain Energy" Action with the "Death Factor" Option.	5 stones
Criminal record (Applies to heroic characters only)	2 stones
Hatred/Prejudice against a specific set of people	1-3 stones
Gloryhound	1-2 stones
Adolescence Dependency on parents, school responsibilities, teen angst, etc.	1 stone
Inferiority complex	1 stone
Phobia/Fears	1-3 stones

GAMESMASTER SECTION

Gamesmasters, this section is for you! After we discuss a few aspects of Marvel that have probably come up in your campaigns, we've got a really great section called "Creating Your Own Adventures," the much-anticipated Adventure Generator that was originally intended to appear in the MURPG's official Spider-Man's Guide to New York. With the Adventure Generator in your hands, you'll find a fast and easy way to come up with a never-ending supply of exciting adventures with which to challenge your players! The last section features profiles for highly-trained agents of the various organizations that populate the Marvel Universe.

COMMENTS ON VENOM

The Marvel Universe Roleplaying Game prides itself on flexibility. It encourages players and GMs to tweak characters to make the best gaming session possible. One of the legitimate reasons to adjust character profiles includes a changing status quo in the comics, but the GM might also wish to modify a character to present more of a challenge to the heroes. Sometimes, however, you might want to adjust the character simply because you feel that it is somehow "lacking." Let's take Venom, for example. Here is a way to "fine-tune" his character sheet with only a few adjustments to his profile:

- Increase Eddie Brock's Strength to 3.
- Increase Venom's Durability to 4 and Energy to 12.
- Add two new Actions: Web-Slinging and Tendril Whip, both at 5.
- Add two options to Shape-Shifting: "Camouflage" and "Applies to clothing only."
- Add Toughness: (+1).

VILLAINS AND SUPPORTING CHARACTERS

Recurring characters are the heart of every successful game campaign. Audiences love to see familiar faces, and game players are no different. Look for opportunities to re-use a character from a previous adventure. Need a reporter at a crime scene? Why not give her a name and a description, and have her show up on a regular basis? Before too long, the players will be seeking her out for information, and she'll become one of their favorite supporting characters.

Your favorite villains can make regular appearances, too. But how do you keep them alive for the next adventure?

- The Escape Route: A secret passage, a getaway jet, a teleporter, you name it.
- The Dummy: The villain dresses an unconscious hostage in his costume and escapes in the confusion.
- The Distraction: The villain puts a bunch of civilians in danger, then escapes while the heroes are saving them.
- Instead of getting killed, the villain can always get knocked out and arrested. Sooner or later, any villain can escape from prison.
- A son, daughter or protégé of the villain can take up the legacy.
- If all else fails, bring the villain back

from the dead, either through science, magic or cosmic force. Hey, you're in the comic books; it happens all the time.

Need a new villain in a hurry? Here's a trick: create the ultimate nemesis for a specific hero! Copy his or her profile and amp up the scores by a point or two all over. Suddenly, the hero is faced with a villain who can do everything she can, only better. Only quick thinking, good role-playing, and teamwork will save the day.

PLAYING WITH CHALLENGES

Challenges are more than just a way to get free stones. They can be a source for great role-playing, an opportunity for villains and even a springboard for new adventures.

The real fun of a role-playing game lies in acting out a situation as if you were actually a superhero, making tough choices while you take on the bad guys. If a hero has a compulsion to stick up for the underdog, make him choose between hiding in ambush for the bad guy or blowing his cover to help out a kid being hassled by a gang. Or, if a heroine won't break the law, let her know that she can get the object she seeks-- if she breaks into someone's house and steals it. And if a hero has conflicting interests between Asgard and Earth, stir up some trouble in both places and make him choose which one to protect. One of two things will happen: the player will ignore his challenge and the story will suffer, or else stick to his challenge and be forced to come up with another plan. Either way, he or she faces the same tough choices that crop up in Marvel comics.

You can also use challenges to help you create new adventures. If a hero has a haunted past, how about bringing a few skeletons out of the closet? Or if a hero has prying friends, how about making one of them a hostage of the bad guys? A hero who is susceptible to certain attacks (fire, sonics, etc.) is going to be a magnet for villains who specialize in that area.

Running out of new and interesting challenges? No problem. To make up your own challenge, decide how badly it affects the character. A minor challenge that doesn't have much impact should only be worth one white stone. A major challenge, which significantly affects the character, should be worth two stones. And a severe challenge should be worth three. You can add a stone if the challenge comes into play often; add two stones if it's a constant problem. Encourage your players to come up with their own challenges and then help them assign stones.

VIGILANTES AND THE PRESS

Everyone knows how *The Daily Bugle* treats Spider-Man.

Vigilantes are constantly bashed by the press and sometimes sought

by the police. But news reports can be a great way to motivate the players. For a good example, look at the news items in the adventure "We Live Here, Too!" contained in the Game Guide. Make up your own *Daily Bugle* headlines about the heroes' adventures, and share them during the game. A little bad press can motivate the heroes to show the world they're trying to do good. And the real payoff is the heartfelt thanks they'll get from the people they save. After all, isn't that what being a superhero is all about?



CREATING YOUR OWN ADVENTURES

Superheroes have many Adventures. It's part of what being a superhero is all about. This means, of course, you will need come up with new Adventures on a regular basis, just like the writer of a comic. It is not really enough to set up a "dungeon" and populate it with "monsters" for the players to wander around and "encounter." That's not the motivation of the standard comic book superhero (or supervillain either, for that matter). A superhero typically needs specific outside motivation to draw him forth into the cold, unsympathetic world. Maybe he's just on "patrol" and he spots something awry. Maybe a friend(s) is in trouble. Maybe his "boss" sends him on an "errand." But it's always something specific. Something out of the ordinary. This is a tool to help you come up with that "something" to cause your players to interrupt their normal routines, gather together and go out and-- adventure.

This is why we use the term "Mission" and have "Objectives." In other words, there is a— reason— the players start out on an Adventure and specific— goals— to accomplish, which the players may know from the start or will discover during the Mission itself.

If you have read the Adventure in the Game Guide (or in the X-Men or Avengers Guides), you'll know that we organize our Adventures into Issues, Missions and Scenes, and we devise "reasonable" Objectives for each Mission. To recap, most Issues comprise an entire Adventure (although some Adventures can run many Issues).

An Issue usually contains two to three Missions, and each Mission usually includes one to three Scenes each. This is can be varied, of course. Our first issue ("We Live Here, Too!") is fairly standard: Three Missions of 1 or 2 Scenes per Mission. On the other hand, our Issue in the Avengers Guide ("A Hulk Runs Through It") includes 9 Missions of one Scene each. In other words, the GM can vary the structure to fit the story he wants to tell.

So here is our system to help you design you own Adventures: rescues, desperate defenses, investigations,

opportunities, whatever kinds of stories you find in the comics and whatever you can come up with. We hope it helps you; we know it's helped us!

ADVENTURE ATTRIBUTES

This is how our Adventure Generator works: We will describe eleven things you should consider when you are designing an Adventure. Go through each of these eleven "menus" in order to decide what your Adventure is going to be like. You should carefully consider each item on each menu. As we proceed from step to step, we will show examples of how we use this tool to construct our Adventures, using our premiere Issue, "We Live Here, Too!" as an example.

When creating your own Adventures there are 11 menus to consider:

1. **WHO ARE YOUR PLAYERS?**
2. **WHAT DO YOU WANT TO HAPPEN?**
3. **WHAT ARE THE OBSTACLES TO SUCCESS?**
4. **HOW DO YOU WANT IT ALL TO END?**
5. **WHERE DO YOU WANT THE ADVENTURE TO TAKE PLACE?**
6. **HOW LONG DO YOU WANT THE ADVENTURE TO LAST?**
7. **OUTLINING THE ADVENTURE**
8. **WHAT NPCS TO USE**
9. **MISSION OBJECTIVES**
10. **BACKSTORY / MISSION BRIEFING**
11. **KEEPING THE ADVENTURE ON TRACK**

MENUS

1. WHO ARE YOUR PLAYERS?

Even before you decide what sort of Adventure you want to offer, you need to consider who your players are. For example, a bank robbery or terrorist strike is probably not an appropriate Mission for heroes like the Avengers, but it would be for a group like the Master of Evil or the Acolytes. So you have to consider what may be appropriate for your own group of players. The question you need to answer for each hero is, "Why am I here?" Here are a few questions you need to ask yourself to arrive at that answer:

- a) Are your players heroes or villains?

Or neither or both? This is probably the first question you want to know about a comic hero: Is he a good guy or a bad guy or what? The answer to this question as much as any other factor determines what kind of Adventure you'll want to design: Good guys do things like rescues, crimefighting and defending the innocent. Bad guys do things like conquest, organized crime and terrorism. And the enigmatic types can go either way, but even they usually have some sort of prime motivation when it comes right down to it.

- b) You also need to ask yourself what sort of Adventures your players like. Many Marvel heroes do just as well fighting as negotiating (take Gambit, for example), and you will always need to consider the personal tastes of your players. Not that you have to cater to their tastes utterly, but if they are combat-mad, you should consider adding more good old violence, if they like to negotiate, you should provide appropriate opportunities to do so. And if they like to solve problems, put together clues, mysteries or "puzzles," you should try to include those elements as well. One of the truisms of all roleplaying games is that there's more than one way to skin a cat.
- c) How powerful are your heroes? Usually there will be enemies to deal with. Be it fighting, stealth or negotiation, the players need to be able to at least have a good chance against their enemies. But you don't want it to be a pushover, either. And you don't want to "punish" your more powerful players by merely matching them with foes of equal power. (This is an 'easy out' for the GM, but can be immensely frustrating for players and greatly increases resentment toward powerful players and unseemly interplayer rivalry. RPG veterans will recognize this problem well, of course.) The idea is to give the

powerful players at least a little extra advantage (while providing sufficient danger for all). This will tend to keep the weaker players from shuddering each time another player gains a bit in power.

- d) What are their interests and Challenges? This is as important a factor as whether your players are “good guys” or “bad guys.” A hefty percentage of comic books involve stories that dwell on the Challenges or particular interests of the heroes involved. For example, if your players include Reed Richards, it would be appropriate if the Adventure included, problems that inventing would solve, figuring out High tech, etc. Besides, Reed would probably be more interested in an Adventure involving his own expertise than, say, warring against Organized Crime (which would be more the domain of, say, the Punisher or Spider-Man). You should always keep the “Why am I here” question in mind.
- e) Are they a team or a group of individuals who do not normally operate together? If they are a team, it’s probably fairly straightforward. After all, team members are at least likely to have the same basic goals. If they are a collage of individuals, however, you have to come up with a good reason why each of the players get together and set out with a common goal.
- f) What makes sense to them as characters? A GM should always have an eye out as to what kind of Adventure “fits” with his players. This often arises from players’ Challenges and concerns. For example:
 - Spider-Man will be interested in anything untoward occurring in New York and will be keeping an eye out to protect vulnerable family and friends.
 - Wolverine has made many enemies during his shadowy past who can be the catalyst to draw him into the Adventure. He also has a tendency to pick up vulnerable sidekicks, whom he has an interest to help out if they’re in danger.
 - If Doc Ock plotting something in NYC, you can bet Spidey and

friends would be interested in stopping him.

- If a group of fanatic mutant-haters are on the move, it would be an ideal job for the X-Men. Are the Masters of Evil on the move? Call the Avengers or Defenders. (Not that “crossovers” are not allowed.)
- g) How many players are going to be on the Adventure? We assume about a half-dozen players for the Adventures we have provided, but that can vary widely. Obviously, if you are going to run for only one or two players, the nature of the Adventure will be different. There may be less fighting (or fighting vs. weaker or less numerous foes) and more negotiation, stealth, etc. It all depends on the power, number and nature of your players.
- h) Are there NPCs among the players? You can make use of their personalities, motivations and Challenges as tools for your Adventure. And even more important, you can use them to guide (or mislead) your players and take the Adventure in the direction you have in mind (more on this later). For example, in our “A Hulk Runs Through It Issue” (Avengers Guide), Rick Jones serves as a primary guide throughout, and can be used to provide clues and direction as appropriate.
- i) Last but definitely not least are plot hooks. Any aspect can be a plot hook: Continuing or perennial storyline, previous Adventures, backgrounds, etc. Anything to connect the Adventure with your campaign as a whole. The Adventures we have already provided (Issues 1-3) are merely starting points: they can easily lead to a further, continuing Adventure. You had the same group on the last Adventure, so you don’t have to worry too much about how and why the players got together—you did that last time and the motives/issues will probably be much the same. And while players like fresh subjects, they also appreciate a degree of continuity, as well. (R drug sold to the military . . . ? Mission: Stop the test?)

Here’s how we dealt with it in our Issue

1: “WE LIVE HERE, TOO!”

a-b.) Players are heroes (ideally, X-Men). But this is only because we decided to do it that way. Had our players wanted to be the Brotherhood, we could have written it “inside out” so the players could be the Brotherhood or any other villainous group. The main thing is that you design your Adventures (or adapt the ones we provide) with your particular players, their proclivities and preferences in mind.

c.) Players are X-Men, but entry points are provided for NYC local heroes.

d.) Other than provisions for the play of Beast (his vast knowledge) and Jean Grey (her Telepathy), we really don’t go into that too much because we were designing the Adventure without a specific player-group in mind, to be useable by almost anyone. You, of course, may want to include stuff relevant to the particular characters in your campaign.

e.) They are a team (X-Men) and have the same basic goals.

f.) Dealing with mutants is prime territory for the X-Men.

g.) The issue is designed for roughly half a dozen players.

h.) This Adventure will accommodate NPCs in the group. Probably X-Men. The Beast would be an ideal addition if he’s not being played or there isn’t a player with similar powers along. He’d be easily available (especially if the players are X-Men). Note that we provide motives and “entry points” not only for the X-Men, but for the Punisher (motivated by Organized Crime issues), Spider-Man (motivated by NY crime as well as journalist assignments from J. Jonah Jameson) and others, as well.

i.) Since this is the very start of a new Adventure concept, it includes no plot hooks in the beginning, but we do provide a lot of potential for a continuing story regarding what happens to the R drug (will it “leak out?” or something?), How OsCorp will respond? What will Green Goblin do? And what about Dr. Felix? There is lots of plot-hook potential for continuing the Adventure.

All in all, this is one of the most important questions you may have to answer when starting to create an adventure. After all, it will set the whole tone and flavor of the Issue you create and any subsequent issues you might spin-off. In other words, what corner of the Marvel Universe will your very own Marvel series fill?

You will need to decide ahead of time whether or not you want to use the length and breadth of Marvel's universe or whether you will keep a tighter focus on just one corner of it. Some players enjoy a wide range of villains and locations, of heroes that happen to drift in and out of the adventure, and of other cameos from the comic books. Don't worry, however. There are thousands of stories that can be told with a more narrow focus. Perhaps all the players are mutants. They can be recruiters for the Xavier Institute, researching mutant activity at the start of each adventure. An even narrower focus might be that the players are all affected by Hammerhead of the New York Maggia crime family, and all adventures could center on gaining revenge and taking down the Maggia once and for all.

So how will your players fit into the greater scheme of the Marvel Universe? You might want to consider tapping into these very broad categories:

a) The Street-Level series. A perfect tone and scope if you're using this Guide book, the Street-Level series takes place entirely in New York City. There might be a reason to restrict activity to one location (Spider-Man needs the skyscrapers to swing across the city, after all), or it could just be that your heroes have taken up residence here. In any case, the majority of trouble facing heroes might be considered "low-level," like stopping bank robberies, crashing drug deals, rescuing mugging victims, and the like. More excitement will come from facing down city-wide threats like Maggia crime bosses, corrupt politicians, and villains that want to destroy or disrupt the city overall. You might think that you will be making a slight difference to the world overall, but sometimes helping individuals one-by-one is the most rewarding activity of all.

Keep in mind, of course, that heroes and villains have to be chosen appropriately. Spider-Man certainly fits



the bill, as does Daredevil, Cage, and Cloak and Dagger. The villains might range from Electro and Doc Ock to the Kingpin and the Green Goblin. Any individual hero should be able to handle three or four armed thugs on his/her own as well as stand up to a typical "average" villain one-on-one.

b) The Global series. While the city might be a good place to hold your headquarters, in this series New York City serves as a springboard for adventures around the world. These heroes are often called upon to defend the country, explore exotic locations, aid disaster victims, and, in general, prevent World War III. This series often features teams of heroes, like the Avengers, X-Men, and Fantastic Four. The heroes often command great power or are otherwise considered the mightiest on Earth in their chosen pursuit. They have to be—the villains that fit the scope of this series are the likes of Doctor Doom, the Leader, Magneto, the Red Skull, Ultron, and more!

New York City still features prominently even with a larger scope. Sometimes, these heroes still have to deal with the troubles of ordinary individuals, although it often becomes a plot hook to a scenario on a larger scale. Plus, this series features recurring NPCs that work best in New York. Think of the ambassador to a

troubled nation, a corrupt millionaire investor, and the high official of an international agency.

c) The Cosmic series. The largest possible scope for a Marvel series—it takes up the whole multiverse! These heroes get to explore strange new planets and other dimensions as well as defend Earth against invasion from the "other side." The ante is certainly upped in this campaign, since it might result in the destruction of the entire planet, if not the whole solar system! For heroes that want to participate in this type of series, you'll have to be powerful enough to handle cosmically-powerful villains such as Kang and Loki and an armada of Kree or Skrull soldiers. Heroes like Doctor Strange, Thor, and the Silver

Surfer fit this series best, although sometimes teams like the Avengers and Fantastic Four and even the X-Men find themselves in such situations.

2. WHAT DO YOU WANT TO HAPPEN?

What is the "main thing" going on on the Adventure. Is it a straightforward fight with obvious consequences. Or is it a subtle "wheels within wheels" sort of thing going on? Here is an extremely limited list of possibilities:

- a) Foiling a plot? This is one of the most commonly occurring themes in comic books:
 - A plot to seize power of or destroy the Earth (the US, the Earth, the universe, what have you)
 - Blackmail
 - Robbery: Cash, gold, radioactive elements, advanced special equipment, military (or other) secrets, etc.
 - Assassination/murder
 - Revenge (E.g., The Lethal Legion is composed of villains whose primary motivation is to destroy the Avengers, who had thwarted them in the past. The same applies to the "Legion of Losers," who strongly desire to avenge themselves on its prime nemesis,

Spider-Man.)

- “Outing” the secret identity of a superhero
- Discrediting of enemies in the eyes of the public, government, spouse, fellow team members, what have you
- Multiple effects: One thing leading to another. (Murder to enable Robbery to enable Blackmail to enable a plot to unleash a Demon on Manhattan and hold the UN for spiritual ransom?)

The usual pattern is that the heroes have to discover something suspicious is afoot (or someone tells them), discover the plot, prevent it from being carried out, and bring the miscreants to justice (or not).

- b) Rescue (perhaps someone the players would have second thoughts about rescuing). Hero is:

- Held captive
- Marooned
- In extreme danger
- Imprisoned
- Entrapped
- Brainwashed or mentally controlled

- Imperiled by natural disaster (or maybe not so “natural”)

- c) Response to attack. Naturally, whether your Adventure involves preventing these attacks or carrying them out may depend largely on whether your players are heroes or villains . . .

- Attack on an individual, team or location. This can be simple it can get elaborate: For example, in Under Siege, the Masters of Evil attack the Avengers Mansion intending to steal data from their secret files and reveal it publicly, thus causing embarrassment and loss of reputation to the Avengers)
- Attack on Earth by aliens (such as the Kree)
- Attack on a nation (e.g., Genosha)
- Attempted Genocide (e.g., the Morlock Massacre)

- d) An opportunity arises (this is ideal for villainous player-groups):

- An item is found that acts as a key or clue
- A uranium shipment is due next week (or something similar)
- A security chief on the take

- Some sort of one-time event giving a temporary window of opportunity to take advantage
- e) Something suspicious happens that warrants investigation: (This can in turn lead to any of the above situations, of course.)
- Professor X or some other “group leader” sends the players out to do something
 - Something heroic or villainous?
 - Something the players cook up for themselves? (“Let’s rob a bank! Let’s start a business! Let’s find my long-lost brother! Let’s Get Kraven! Whatever . . .)

Cases “a” and “e” apply to “WE LIVE HERE, TOO!” Initially, it’s something suspicious (news of a new drug on the street) that warrants investigation. At least in Prof. X’s opinion, which is why he sends a team of players to investigate. After initial investigation, it turns out that there is a nefarious plot afoot, courtesy of Green Goblin and OsCorp. The players need to foil this plot and shut down the drug operation in order to “succeed” in the Adventure.

3. OBSTACLES

An adventure isn’t an adventure without some complications! Heroes need something to test their mettle; villains need something, too. And rarely does any plan go off without a hitch.

- a) NPCs: Villains (or heroes), Individuals, Groups, Government organizations, etc.
- b) Situations: A mountain to climb, a vault door to get through, the Sphinx demanding answers to riddles, whatever.
- c) Things to figure out, including, “Who’s the good guy anyway,” and similar questions, and misunderstandings. You know, situations where your players need to put together clues learned so far during the Adventure. Sometimes heroes wind up fighting each other or helping those who turn out to be enemies.
- d) Red herrings, blind pathways: Just in case the players are getting too complaisant and think it’s getting too easy to solve stuff, you can throw in a false clue or two to throw them off. (You should also provide a way for the players to find out the clue is false. Especially if “player-

hubris” may cause them to pass over or ignore said clue.)

- e) Moral Dilemmas and Strategic Decisions that may affect the Mission. Potential betrayal, powerful temptations, overriding concerns or fixations, potentially disastrous priorities, honor among thieves, ulterior motives [That voluptuous elf maiden-- she’s using you. She doesn’t really like hairy toes.] , band-of-brothers, Noblesse Oblige, selling out, buying in, buying happiness, buying off unhappiness, going out in a blaze of glory, and last, but not least, (insert favorite cliché). Moral dilemmas often occur when deciding which course of action to take.
- f) Dual methods: It’s usually better to avoid problems that can only be solved one way or that require a single power to solve it that your players might not even be capable of. For example, your players may need to get through that aforementioned vault door. They can smash it, learn the combination or get hold of someone who can open it and convince (coerce?) them to do so. Or maybe they need to get past a guard, in which case they can either find out the password or else simply try to evade or ice the guard.

We use most of these obstacles during our “WE LIVE HERE, TOO!” Adventure:

For “a,” the Adventure has plenty of villains. Besides the gang selling the R drug, there are a collection of villains attempting to thwart the players, namely The Brotherhood, Bullseye, Green Goblin, and OsCorp’s mutated goons. As for “b,” situations to overcome (aside from the fighting), there is getting past OsCorp security, recovering Dr. Felix, and obtaining samples of the R drug.

c.) The players need to find out where the R drug is coming from. In order to do this they have to figure out who knows the info, how to get the info and then put the pieces together in order to know where to go next.

d.) An ideal place for red herrings and false or misleading clues is (naturally) the Daily Bugle Headlines. Our drunk in the warehouse in Mission 2 is a good example of an NPC that will provide false (or irrelevant) clues.

e.) Will the players try to use the drug themselves? Steal the secret and exploit

it? Sell the secret to the Brotherhood for a hefty price? Ignore the problem and let it get out of hand (a very common moral dilemma for superheroes)? Or will they do the right thing and turn the drug over to Professor X so he can develop an antidote?

f.) For example, we provide a number of different solutions for the players to get past OsCorp Security: Using tech expertise, Black Ops or thieving. The other is to lay low and simply let the Brotherhood do that, then join in the fun. Also, some of our playtesters found other logical methods to follow different trails from the street dealers to the OsCorp plant.

4. HOW DO YOU WANT IT ALL TO END?

- a) Crush the players (maybe kill some)? You can hit the players with some really nasty stuff. Or you can use a weaker force to ambush the players. It's customary to provide an opportunity for the players to back down, escape or evade, but it's amazing how eager some players can be for punishment. And if they must insist on taking lumps, it's your job to accommodate.
- b) Give the players a mild workout? Sometimes you will want to make it easier on your players. Especially if they are new to Roleplaying Games and/or the MURPG system.
- c) How "large" are the stakes? What's at stake and other issues. Save the world? A familiar theme, but the GM has to consider the consequences should the players fail. Save the USA, New York, or a foreign country? Save an individual? Another common goal-set. Of course, you have to adjudicate things should the players fail. So if you don't happen to want to end the world if the players fail, you should have some excuse ready as to why that doesn't happen.

- d) Consequences of failure: Can range from nothing to the end of the world (and worse), depending on how large the stakes are. Bear in mind, that it might turn out that the stakes are not as large as the players have been led to believe. For example, if they fail to "save the world," it's possible that the world won't actually come to an end. Maybe someone else "offscreen" winds up saving it. Or the world gets messed up, but not destroyed (with possible plot hooks giving the players an opportunity to set things right). Even the GM never knows how it's going to turn out—players come up with unexpected twists all the time and the GM needs to roll with the punches. Remember that you as GM are effectively a god and therefore *deus ex machina* solutions are not out of order. ("You wake up and find it's all a bad dream," might be a little extreme, but you get the idea.)
- e) What potential "rewards" do you want to make available? How many Lines? Money? Future goodwill or favors? Getting in good (or bad!) with powerful NPCs? Any special

items and/or equipment? In MURPG (as in the comics) we do not tend to slather a player with special equipment or dozens of "magic items" to the extent that most players are mainly a cacophony of equipment. Not that we are averse to said items, but we prefer to put more emphasis on the characters themselves rather than their "things." This is, of course, a matter of personal taste, but we prefer to go with what is more typical in the actual comics: Some characters rely on items, but this is more the exception than the rule. You may see it differently, but in any event, it's a factor you'll have to consider.

Considering "a" and "b," in our "WE LIVE HERE, TOO!" adventure we are merely giving the players a bit of a workout. There are a couple of serious scraps, but the opposition is not overwhelming. It's the first Adventure we provide, so we're not really looking to crush and kill the players. It's possible players will die, but not terribly likely.

For "c," the fate of the Earth is not at stake, here. Even saving Dr. Felix is optional (not a bad thing, but not required). If the players fail, though, they will doubtless be contending with R-enhanced enemies in future Adventures.

d.) If the players fail, the R drug will reappear and cause problems. OsCorp will be free to sell the drug to the military, for one thing. The Kingpin will probably get his fingers into the equation as well, and the streets of NY will be less safe if the R drug is widely distributed illegally.

e.) Generally speaking, there are two or three Objectives per Mission and two or three Missions per issue. In "WE LIVE HERE, TOO!," players can gain lines for 8 Objectives (3 Primary, 3 Secondary 3 and 2 Bonus). In addition, they might steal some of the R drug (a moral dilemma) for their own purposes. If someone thinks to grab an OsCorp computer hard drive, they might get some mileage out of any info on it. There is not a lot of "treasure"



to be gained, but cleaning the streets of the R drug will make future Adventures easier, and fulfilling the Objectives will please Prof. X, which also will be helpful in the future. Not to mention, you get more Lines for successful completion of Mission Objectives.

5. WHERE DO YOU WANT THE ADVENTURE TO TAKE PLACE?

Bear in mind that you may well need to make a rough map of each location. This can be especially important to players skilled in Acrobatics, Web-Slinging, Wall-Crawling, etc.

- How many places (locales)? This can vary very widely and relates to how long you want the Adventure to take. Some Adventures occur all in a single place (such as the X-Men Mansion). Others can occur on different places on earth, planets, even different dimensions and/or timelines.
- All on Earth? Locations include Wundagore, Latveria, Genosha, Savage Lands, NYC, USA, Russia, specific cities, capitals, etc. There are a number of “Marvel-specific” locations, but Marvel Adventures occur all over the world, frequently in “real-world” locations. Not to mention specific favorites such as the Avengers Mansion or the UN.
- Outer space or other dimensions/realities: Asteroid M, Limbo, Dr. Strange’s various stomping grounds, etc.
- In ships/bases (spaceships, aircraft, etc.) A Quinjet, Shi’ar starship, the Blackbird.
- The Moon: The Blue Area, Uatu the Watcher, The Supreme Intelligence of the Kree, etc.
- Other planets: Z’nox, Broi (homeworld of the Tsiln), Contraxia, Kymeliattia, etc.
- Alternate timelines? Likely to involve Kang, Immortus, the city of Chronopolis, “Historical” settings, etc.

Our “WE LIVE HERE, TOO!” adventure involves four different locations, all in NYC: We provide a map for each location: A high school and surrounding area under the West Side Highway, a midtown goth club, a nearly warehouse, and an OsCorp chemical plant. Your maps need not be as elaborate or as detailed as ours, but it doesn’t hurt

to have a good idea as to the physical surroundings.

Our “Unrest Underground” adventure (X-Men Guide) also is set exclusively in NYC, although it occurs mostly in the Morlock tunnels under the city. It involves five different location maps, mainly underground tunnels and complexes. All of the locations are real. 9th Ave. is where the world have gotten the goat’s head. There really is an Armory at 68th St., and there really is a sealed platform at 63rd St. And the Alley comprises some of the most tragic lore in all the annals of Marvel. The Marketplace is our own, but the Farmer’s Market overhead in Union Square actually exists. (Even the eternally cursed 2nd Ave. Subway project is real.)

Our “A Hulk Runs Through It!” adventure (Avengers Guide), however, involves Scenes all over the earth as well as the Blue Area of the Moon, all set in past or future times. Not only does it not occur in one city (or even one planet), but it involves time travel spanning over 3000 years, interspersed with intervals traveling though the space-time continuum during which time the players can interrelate.

6. HOW LONG DO YOU WANT THE ADVENTURE TO LAST?

- Scale: How powerful are the players and NPCs. How tough is the world? What’s the chance that a typical player is going to survive and prosper? How quickly do you want your players gain power? Adventures involving highly powerful players frequently take longer to run, and you need to consider that. So if your players’ characters are complex and powerful it may be wise to limit the overall number of Scenes.
- Scope: Is your Adventure confined to one particular location? Does it occur on Earth or elsewhere? Is time or space travel involved? Magic or the supernatural? Some campaigns are designed to deal strictly with specific locales or milieus and concerns. For example, a Marvel Knights Adventure would tend to be more limited in scope than a campaign dealing with many planets or such characters as Thor, Silver Surfer or even the Beyonder or Galactus, etc.

c) How does it unfold? Will the players know pretty much what’s going on from the beginning? Or will they find out during the Adventure itself (and if so, what is it that causes them to go on the Adventure in the first place)? We personally find that it is fun for the players to figure out what’s really going on during the course of the Adventure—and surely, this is typical of comic book plots. But sometimes it’s all quite straightforward, and the players pretty much know what’s going on from the start. We suggest that you accommodate your players’ tastes, but vary it so that they always need to keep their eyes and ears (etc.) open just in case things turn out different than they seem.

- How many Missions? If you want a short, sharp Adventure that can be finished in a couple of hours, make the entire Adventure a single Mission. Our New Mutant’s Eve Adventure (published in Inquest Magazine, April 2003) is single-Mission. But a typical Issue will consist of at least two or three Missions, often involving some sort of change of venue.
- Leads to a multi-Adventure quest? Ongoing or Perennial? Can it be “delayed” for other tasks? Can others “join in” in the middle?

Our “WE LIVE HERE, TOO!” Adventure comprises 5 Scenes and is designed to last around 3 or 4 hours. Typically, you’ll have to count on around a half hour to set up and tend to your players’ requirements before beginning. Missions that involve a lot of fighting generally (but not always) take a little longer, so you should account for that. We figure a rough average of about a half-hour to an hour per Scene. Naturally, this can vary widely!

7. OUTLINE

Weave it all together. Put it all in the proper order. This is when you may well find certain contradictions, inconsistencies and loose ends.

- What is the “point” of each of your Scenes? There should be a reason for every Scene in your Adventure. Maybe there’s an obstacle to be overcome. Or a clue to be discovered. Or friends (or enemies)

to be discovered. Yes, an encounter can occur merely because the players stumble into it, but there should be something to be gained/lost/learned, etc., in every Scene. It also keeps your players in the game.

- b) Is there more than one possible "logical pathway" to achieving the objectives? Can you "get there" by stealth, negotiation, figuring out a puzzle or just by brute force?
- c) Do they lead logically to the Scenes that follow?
- d) Tie up any loose ends. Make sure they are not too contrived, they make sense, and are true to the characters, NPCs, and situations involved.

Our "A Hulk Runs Through It!" adventure (Avengers Guide), however, involves Scenes all over the earth as well as the Blue Area of the Moon, all set in past or future times. Not only does it not occur in one city (or even one planet), but it involves time travel spanning over 3000 years, interspersed with intervals traveling through the space-time continuum during which time the players can interrelate.

Here's the rough outline of "We Live Here, Too!"

Intro: X-Men Mansion (or alternatives for non X-Men). Prof. X briefs the players.

Mission 1: Find who is distributing the R drug and break up the local operation.

Scene 1: High School (Leads players to West Side Highway)

Scene 2: Drug Dealers (under the West Side Highway) lead the players to the warehouse district.

Mission 2: Find out where the R drug is being manufactured.

Scene 1: Warehouse district/Drug haven (Leads players to Club Noir).

Scene 2: Club Noir/Harris "The Boss" (Leads players to the OsCorp plant)

Mission 3: Shut down the operation and get the specs on the R drug to the Professor.

Scene 1: OsCorp plant (Leads to possible further Adventures).

Meanwhile, back at the ranch: We had to figure what would happen "offscreen"

When appropriate, especially when relevant to the specifics of the Mission, you should make a specific note as to the likely behavior of the NPC.

Keep the NPCs "in character." If you are going to play Marvel "accurately," try to be true to its cast of characters. For example, it's out of character if Wolverine chickens out or Beast is prone to making stupid misjudgments. Your players may well be Marvel fans and they will naturally expect the

heroes and villains they encounter to behave in the same general manner as they would in the comics. Your very choice of NPCs will be often prove a clue to the players. (Who you gonna trust? Spidey or Doc Ock?) For an NPC's or team's attitudes and likely behavior, see the Team Generator in the X-Men and Avengers Guides for a how-to and a whole bunch of examples.

a) Do your players need help and/or direction? Do they know what they need to know, but have not yet put it all together? Are they "almost there"

but don't realize it? Or are they genuinely lagging behind in figuring out what's going on and could use a hint or two to get them into the "right way" of thinking? An NPC they meet or one that is already a member of the party might provide hints.

- b) Extras: NPCs who would be there "naturally." If the Adventure takes place in a school, you'd probably see kids and teachers. Such "normal" NPCs can be ideal conduits for providing the players with information and hints. You may be able to learn where/when you are by such observation if you are badly "lost." (E.g., if you see a



between each Mission. We made sure that the sequence of events made sense, that the players would have time to heal up, make any necessary dropoffs, etc., and that this would all make sense within the context of what's going on. Also, since it involves the discovery of information, mostly from non-powerful NPCs, we figured in a way to throw a wet blanket on the telepaths (via the R drug, as it happens).

8. WHAT NPCs TO USE?

Consider well the motivations you are putting into place: Why is an NPC there? ("Why am I here?") How will he relate to the other players? Is he there to fight the players, give the players info (correct or not) or even join them (for good or ill)?

bunch of half-naked laborers building a pyramid, you might well infer that you're back in Ancient Egypt.)

- c) **Fight/Negotiate:** Sometimes players can negotiate and gain the help of others, even of sworn enemies, if the cause is sufficiently drastic (such as saving the earth). But sometimes the players need to fight it out, typically (but by no means exclusively) with guards protecting whatever the players are after or who are "blocking further progress". Or they may just get jumped. There may be other sneaky ways around such of ungentlemanly conduct (involving Black Ops, Invisibility, Phase Shift, Teleportation (etc.), or opportunities for fast-talking (especially for a solo player).
- d) **Help:** Either in the form of a strong-arm, a helpful hint, an enlightening observation, or even opportunity for escape or rescue.
- e) **Info:** Specific to the Mission Objectives, or not. Of course, the info can turn out to be a vital clue, merely a helpful hint or even a red herring.
- f) **Pieces of the puzzle:** Someone who has a specific piece of information that is important for the players in order for them to pursue their Mission Objectives. May be someone who has info that when combined with what the players have learned will make it obvious what the players have to do next. (Or perhaps just security personnel with top secret clearance and governmental computer access...)
- g) **Refer to the Team Generator** to adapt any superheroes/villains you need. Use the eight questions above for creating teams to provide them with the motives (which in turn derive from the story).
- h) **Perspective:** As always, take into account how powerful your players are, either as individuals or as a group when using existing NPCs or adapting/making them up. We've said this before, but it bears repeating.

Further words of wisdom:

- Don't overscript. It will tend to restrict your options and fluster you

when the players refuse follow said script. (Just recycle what you don't use, as always.)

- If you want to use the same Adventure for different groups of players rather than the Adventure was originally intended, you should be prepared to bump up (or down) the Abilities (especially Durability), Actions, Modifiers, and/or weapons of your "fighting" NPCs. For example, in "We Live Here, Too!" you might make Harris or "The Duke," the Club Noir bodyguards, or the OsCorp bananas more powerful, but not necessarily the security guards, cops, kids, the drunk, and other "normal human" non-combatants that are placed there not to fight, but to impart information, clues and atmosphere.
- This is an ideal time to turn to the Team Generator (X-Men and Avengers Guides) You'll find a myriad of teams and individuals to make use of in your Adventure. You can use them "straight," or you can use them to adapt your own teams and heroes/villains.

We provide NPCs to cover all of these provisions. In the intro, Prof. X shows up to assign the Mission and give the players direction. Sure, he's a powerful dude, but that's irrelevant because all he's doing is giving the players the Mission briefing.

In Mission 1, Scene 1, we have a teacher some kids and three security guards. They're there to provide info, not to fight. Their likely behavior is noted with their statistics. They're just extras we made up to fit the Scene, and the most important thing about them is the notes on their potential behavior. It's all boils down to mostly an exercise in Social Skills. By the way, the Teacher and the Security Guards are (mostly) red herrings; it's the kids who actually have the info the players need.

In Mission 1, Scene 2, we throw in some light opposition: some non-powerful mutant drug-dealing goons. They need to get a sample of the drug and find out who's supplying it. It may well involve a light workout, but maybe not. If the players want to fight, they can, but it's possible to achieve their Mission 1 Objectives without resorting to force.

Mission 2, Scene 1 features more Mutant dealers, but then the Brotherhood shows up (Blob, Mystique, Sabretooth

and Toad, who are after the R drug themselves) and the players get their first big fight. They aren't there to give the players info, just to beat on them. Bullseye (on the orders of the Kingpin) shows up, as well, and takes pot-shots at the players.

In Scene 2, they also encounter violence, but the foes aren't as tough as the Brotherhood. They are mostly "extras," (such as the drunk) except for "The Duke," but they are mostly there to beat info out of rather than to engage in major combat.

In Mission 3 (only 1 Scene), there is a combination of less powerful fighting NPCs (Security and Mutant guards), a powerful fighting group (the Brotherhood, with the Green Goblin joining in), and a weasely (and highly vulnerable) professor with vital data (one Dr. Felix).

9. MISSION OBJECTIVES

You now know enough to determine appropriate Mission Objectives. You can have more than three Objectives per Mission, but we generally recommend that the pattern be that there is always a Primary Objective, usually a Secondary objective and frequently a Bonus objective as well.

Normally, a player receives 1 to 5 Lines per play session, and this is based heavily (although by no means exclusively) on Mission Objectives. So if you feel success warrants a lot of Lines, you can "go heavy" on the number of Objectives. Likewise, if you feel the particular Adventure should not provide too many lines, you can restrict the number of Objectives. All you really need is a Primary. Most Missions come with a Secondary Objective, but this is by no means required. Bonus Objectives are "extras" at the discretion of the GM. Don't strain to come up more Objectives than the situation warrants; make their inclusion logical.

- a) **Primary Objectives:** Each Mission gets one Primary Objective. Generally speaking, failure to complete the primary Objective means that the Mission is an overall failure (unless otherwise specified). Primary Objectives should be relatively simple, straightforward and obvious from the general context of the Adventure.
- b) **Secondary Objectives:** These are important to the Adventure and

failure/success in completing them usually affects its course. (There is normally only one Secondary Objective per Mission, but this is not a rule carved in stone.)

- c) Bonus Objectives: You don't need to complete a Bonus Objective to succeed in the Mission. Success or failure to do so may lead to plot hooks and consequences during future Adventures, however.
- d) Overall Success or Failure of the Adventure. How many Mission Objectives do the players have to fulfill in order to regard it as a success? Which Objectives can they fail to meet but still succeed overall? Did the players find some brilliant way of satisfying the situations while failing the Objectives, some way that the GM didn't think of?
- e) False Objectives: On rare occasions, Objectives can be "secret" or "false," or can actually change (or be suddenly revealed) during the course of play. For example, in "A Hulk Runs Through It!" it is a BAD thing to complete the original Objectives. Very, very bad, indeed! And a major part of the Adventure is finding that out and discovering what the true Objectives are.

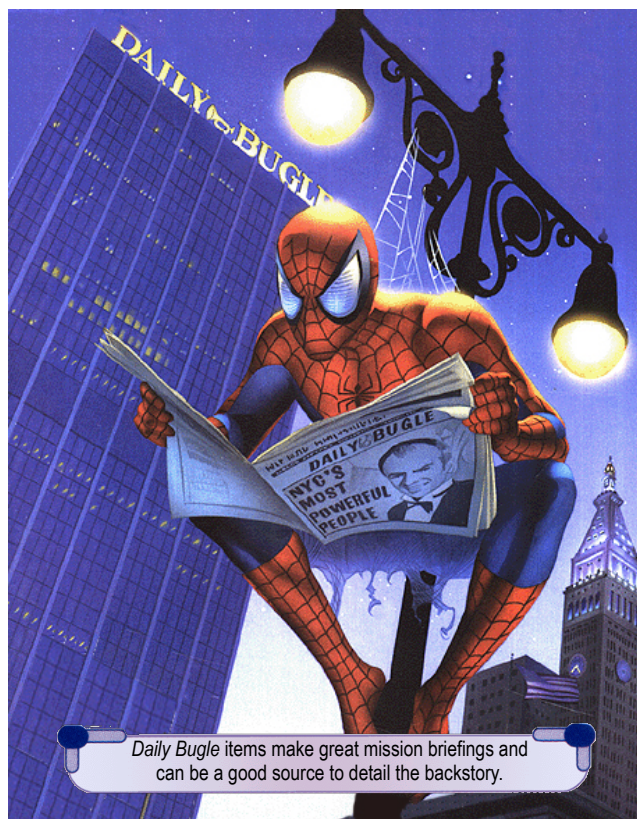
Let's explore the Mission Objectives in Issue 1: "WE LIVE HERE, TOO!"

Mission 1 Primary Objective: Find out where the people are getting the R drug.

Secondary Objective: Cut off the supply of R at the street level.

Bonus Objective: Get a sample of the R drug so somebody can fabricate a cure and undo the mutations.

Well, this Mission is a little "Objective-heavy," perhaps, but it is intended to introduce new players and get them off to a good start. The Primary Objective is obvious: Fulfilling it provides the necessary info to proceed to Mission 2. The Secondary Objective involves solving the proximate problem. While it's not necessary to complete it to continue the



Adventure, it is obviously highly desirable. The Bonus objective is an "extra." Good to complete, but not necessary. If the players fail to complete it, they will miss out on a Line, but will have opportunities to put things right, later on. (Besides, the street sample of the drug will be too diluted for proper analysis, anyway.)

Mission 2 Primary Objective: Find the next link in the supply chain of ReNew.

Secondary Objective: Find out who is the ultimate source of ReNew.

Bonus Objective: None (not all Missions need to have a Bonus Objective).

Again, the Primary Objective is obvious and it leads the players to the OsCorp chemical plant featured in Mission 3. You need to complete the Primary in order to proceed. As for the Secondary, it's desirable but not absolutely necessary to ID who is behind it all. But the main thing is to find where the drug is coming from. Of course, if they find out Green Goblin is behind it, the players won't be as likely to be ambushed when Goblin makes his sudden appearance mid-way through the final confrontation in Mission 3. There is no Bonus Objective for this Mission.

Mission 3 Primary Objective: Shut down the production of ReNew and keep the Brotherhood from obtaining the

secret.

Secondary Objective: Obtain a sample of the pure drug essence (unavailable in previous Missions) so a formula can be fabricated to undo the mutations. (Dr. Felix's laptop can provide this info, but a pure sample makes it quicker and less uncertain, so grab that as well, if you can.)

Bonus Objective: Get hold of Dr. Felix (or his laptop) and take him into custody.

Completion of the Primary Objective is clearly the main priority, but in this case the Secondary is obviously fairly important as well. The Bonus Objective (as is frequently the case) involves ancillary concerns such as bringing the guilty to justice.

10. BACKSTORY/MISSION BRIEFING

- a) Compile all that you've done. Once you lay it all out, you will be able to pick out the inconsistencies and deal with them.
- b) Determine what the players know at the outset. Sometimes they know all they ever need to. More frequently, however, the Adventure is a process of discovery as to what's really going down. But you need to know what's going on behind the scenes. The players only see part of the picture, but you, as GM, see it all. And it's all got to fit together.
- c) Daily Bugle Items, Tish Tilby reports, and other hints/diversions. The players should be able to pick up an idea of what's at stake. And, obviously, it has to be something compelling enough for the players to go on the Adventure in the first place.
- d) How/why are the players gathered together? Do they all start out in the same place (such as the Avengers Mansion), or do some of them "show up" independently? If they are a team with a "father figure" such as Professor X, Reed Richards, or Magneto, it's likely they will have briefed the players on how to

start off and give some indication of what he expects of the players.

- e.) Make sure the NPCs that you use have a logical reason for being there at that time. It's all very well to say "The Masters of Evil shows up," but why here? And why now? Some players, frankly, don't give a damn about such things, but the more thoughtful will always prefer that your story makes sense.

Here's some backstory for previous adventures:

a-b.) In *We Live Here, Too* all the players know is that there is a new drug on the street. They don't know at the outset about Norman Osborn's involvement nor do they know the Brotherhood and Kingpin's errand-boys are hot on the trail as well. They find this out during the course of the Adventure, and don't find out the whole story until Mission 3.

c.) Where appropriate we like to use *The Daily Bugle*, as a vehicle for providing info at the start of an Adventure, especially if the Adventure is set in NYC and involves something noticeable by the public. It's not always appropriate, of course, but we make use of the Bugle when it makes sense. Daily Bugle items are a good way to provide indirect hints as to what's going on. Of course the Bugle often (usually?) gets the story somewhat wrong, but there are useful tidbits to extract. These can serve as the catalyst for the Adventure. But don't expect to get the straight dope from the Bugle—one of the "main themes" of that paragon of journalism is that they usually get it wrong, or at least put a highly prejudiced spin on the events they report.

d.) In *"We Live Here, Too!"* our base assumption is that the players are X-Men, and that means they can be conveniently gathered in one place to start out the Adventure as well as instruction from Prof. X. So we set the "Mission Briefing" in Prof. X's Mansion. Now, "Mission Briefings" are not strictly necessary. In fact if the players are not X-Men, they won't be getting any—they will have to have made sense of the Daily Bugle reports in order to know that they have to go to the High School (in which case, the players can meet outside the High School and make their plans). So we also provide logical entry points for non-X-Men, in

which case they don't get an "introduction," but run into each other at the High School in the first Scene. You have to adapt this to the circumstances of your players, and this, of course, can vary widely. Sometimes it's less flexible, though: In *"A Hulk Runs Through It,"* the players have to have some excuse for being at the Avengers Mansion at the outset, and it may not be easy for the GM to allow other players to "join in" once the Adventure is under way.

e.) Logical placement of NPCs: For example, why does the Brotherhood show up in Mission 2, Scene 1 (as opposed to, say, the Masters of Evil)? Because it makes sense. Magneto would naturally have a particular and special interest in any drug that causes mutations. Mutants have always been of very special interest to him: He's even been involved in a plot or two to mutate humanity, himself. And since the news is beginning to leak out about the drug, it is logical that the Brotherhood would be investigating at this time. So it makes perfect sense that Magneto would be sending a team to check out the phenomenon—just as Xavier is doing.

11. KEEPING THE ADVENTURE ON TRACK

You don't want to force the events artificially, but a little steerage can go a long way. NPCs are ideal in this role.

- a.) Keep the players going from Scene to Scene so that it all connects.
- b.) "Clues": Like NPCs put into place to move the players along. Sometimes there are more, sometimes fewer. But you can always throw in more if you need them (but try to be logical about it).
- c.) Keep the players moving in the direction that you want them to go. What do you do to keep the players "on track" and what if they insist on "straying?" If the players "go outside the lines," or do something unexpected, how do you adjust? How do you "bring them back" to what you have planned—and do you even want to do this? Well, it's all a matter of personal style. Sometimes the players will come up with things you never dreamed of. And, likewise, they can (at the same time) remain utterly obtuse to clues you thought would be obvious.

The important thing is to keep

the Adventure moving. This is not to say you have to be overweening or spoon-feed the answers to your players, but it does mean that you should at least give them a fair shot at heading in the right direction. If they prove perverse in their insistence to go "off-track," it may be wise to let them do so. It is not necessary that your players succeed in every Mission or even Issue. In fact, some of the best, most enduring plot hooks stem from failed Missions

- d.) Deus ex machina solutions: An NPC shows up and gives the players the magic password (or whatever). Once again, try to have this make sense in the context of the Adventure. For example, if you're lost in Limbo, Dr. Strange might pop in and help out.

Using *"We Live Here, Too!"* as an example:

a.) All you have to remember is that the players need to follow the R drug "up the chain" to its manufacturing source. If the players fail to connect the (rather simple) dots, you can always insert additional NPCs or circumstances that will lead them to the next "higher-up."

b.) If, for example, the players are making a mess of the first Mission, you might, say, drop in a student having a bad reaction to the drug, who will spill the beans . . . That way, even if the players miss out on completing Objectives, they can still proceed to the next Mission. Maybe they won't earn as many lines as if they had figured it out themselves, but at least you've kept them on track.

c.) You can prod your players to stay within the Mission parameters. Usually that's what they want to do anyway. But sometimes they will insist on going off in wild, unrelated directions. If that's what they really, truly want, it's probably for the best just to let them. They may well miss out on lines for Mission Objectives, and it's altogether likely that the Issue will prove a failure, with potentially bad consequences. But if that's what they really want, well, just let them. Remember, you can recycle any part of the Adventure they missed out on for another day.

d.) You've just got to roll with the punches (and never let 'em see you sweat). For example: One of our

playtesters (playing Storm) convinced the R drug dealers she wanted to make a “big buy” and got access to the higher-ups by that means, rather than by following the path we laid down. Players will often surprise you with innovative solutions. Don’t overscript your story to the extent that you can’t accommodate the unexpected good play of your players. You need to remain flexible and provide alternatives, and even then you can expect the unexpected.

MANAGING PLOT HOOKS

Let’s say that you’ve created a great Adventure, one that serves as an origin of a new team of superheroes. Maybe you’ve already had a series of adventures with your players, using the Issues of the various Game Guides. It might be time to spice up the regular flow of action with a plot hook. It’s a recurring subplot that targets one or more of your players, something that intrudes on your hero’s life but can’t be resolved right away—at least not in the course of the current Issue. Ongoing subplots happen all the time in the comics, and you might find your players eager for the suspense and chomping at the bit as they anticipate the next gaming session! The best plot hooks are situations that highlight an ongoing struggle (either an internal or external conflict) or foreshadow of some future event. Here are ways to sprinkle plot hooks into your adventures:

a) A sudden appearance: A mysterious package arrives on the doorstep, a piece of code appears in the mail, strange photos are sent via e-mail, or a shadowy figure lurks just out of sight. The

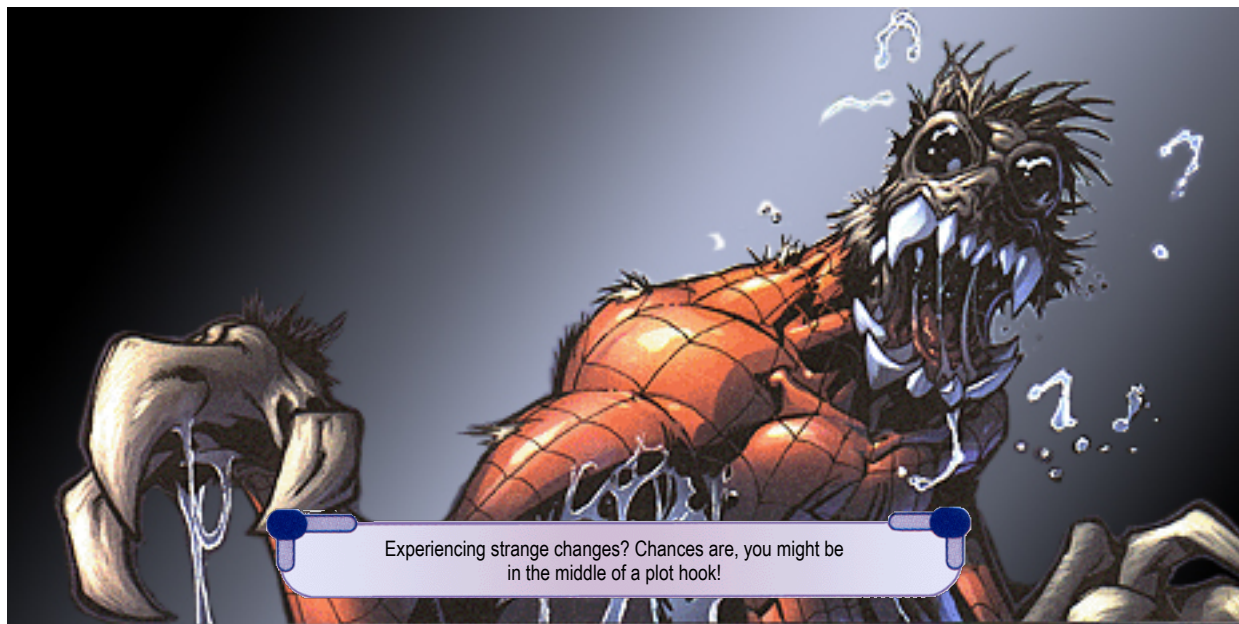
appearance of any kind of clue should be a tip that there is a mystery brewing, and the frustration is that the players can’t see the big picture or follow up on it right away. Let the players wonder what it all means and try to piece together the clues. Then, when you’re ready, allow the players to jump into the investigation as a plot hook to a brand-new adventure. Of course, you’ve designed it so that they’re guesses were right—sort of! There’s a twist to these appearances that springboards the adventure.

b) Fluctuating powers/health: Everything seemed to be going okay when the hero suddenly found his powers a bit . . . off. Or maybe the hero finds herself with a cough she can’t get rid of. Somehow, the hero has stumbled into a subplot featuring the state of his or her powers or general health. The hero might find himself with an added Challenge that he wasn’t expecting, and the ongoing mystery will reveal a little bit more on how it happened and (better yet) how it can be stopped/cured. Perhaps the weakness is a result of a previous adventure, or maybe a villain has targeted him for a nefarious plot. In any case, the added adversity makes the hero all that more heroic as he finally overcomes his subplot. (This is a tricky plot hook to spring on any player without his or her cooperation. Get your player’s permission before you try stepping out with this subplot or the player might think you’re “picking on him.”)

c) Increasing insanity: This one is like the “increasing weakness” except that it affects the character’s mind, as the hero descends into paranoia, madness, or deep

depression. The plot hook occurs as one-by-one the pillars of strength in the hero’s life are taken away. A loved one moves on or passes away, a friend is hurt, a hated foe gets away. The result of all of this is that the hero’s attitude becomes dangerous, even deadly. The other members of the group might be forced to confront him. Ultimately, the dangler is resolved when the hero is put in a final compromising position, a point of no return, and is forced to choose to give in or to begin a return to sanity. (As above, this is a tricky subplot and works best if you have the player’s permission and cooperation.)

d) Secret identity: There is more to a secret identity than a real name and occupation (and, in some cases, separate Attributes and Actions numbers). A lot of plot points that happen to a hero’s true identity happen in the way of a plot dangler. Trouble can start at work with the hero’s occasional absences due to adventuring. Loved ones can start to develop health issues or feel pressured to move away. Best friends can fall into trouble or start to run in the wrong crowd. A pesky reporter might start investigating some logical connections between the hero and his alter ego. All of these situations aren’t helped with the hero’s constant need to make excuses to disappear for long periods of time. The running subplot might force the hero to continue to create excuses and make hard decisions, but there will be a point when enough is enough. What are the implications of sharing his secret? The player might find himself out of job on one hand, but is it worth sharing a secret



if it risks the lives of others by drawing them into the hero's world?

e) Love interest: Like the secret identity, this subplot often forces the hero to keep making excuses for what a normal everyday citizen might consider bizarre behavior. In this case, each time the GM introduces the subplot, the hero risks losing what might be the love of his life. Alternatively, you can have the subplot be an important event in the life of the love interest, perhaps a traumatic turning point, a new career, or loss of something special. Because the hero can't be around all the time, the subplot only gives hints of what is really going on. The big reveal might change the course of the hero's relationship, or could even be the source of a new adventure, like a plot hook to search for an ingredient for a special cure, as an example.

f) Power fluctuations: Everything seems to be going fine when suddenly . . . something happens. Does your power short out, or did its power level suddenly spike to uncontrollable levels? Has your power developed a sudden allergy or aversion to a particular substance? The plot dangler may start with small, almost insignificant, instances. Over the course of your series, however, it becomes a nuisance, threatening the hero's personal life and maybe even shorting out during a critical time of battle. The mystery deepens as the hero investigates, and the subplot can wrap up in many different ways—a villain stands revealed, a new facet of the hero's power is discovered, or a Challenge is uncovered and resolved. This is a great subplot as you anticipate a player using Lines of Experience to create new Actions and Modifiers for his character.

g) Archenemy: The players may be going through the adventure unaware that their activities are being orchestrated as part of a larger scheme plotted by their greatest archenemy. Sprinkle little clues throughout the adventure that have the fingerprints of a recognizable archenemy. If it's the Green Goblin, maybe clones will be involved. If it's Doctor Doom, robots are bound to appear. For example, the heroes' big battle with a known supervillain takes a plot twist when it's suddenly revealed to be a robotic duplicate. Maybe all the major NPC's in the adventure are really robots! Combine this plot hook with the obstacles in menu 3, especially the red herring and blind

pathway ideas. Tease the players as they navigate one adventure with the hopes of reaching the ultimate archenemy. Alternatively, the players can be frustrated by having their archenemy taunting them every step of the way. It makes the enemy's final showdown (and his eventual defeat) so satisfying!

CREATING A QUICK 3-SCENE ADVENTURE

Sometimes all you need is a short adventure that your players can jump into right away. In the comic books, this might be the equivalent to a brief fill-in story between major story arcs or a small mini-series to spotlight some characters or situations outside your main campaign. Maybe you just want a premiere issue of your very own to see if your new star character has what it takes. Whatever the case, try this quick guide to create a short 3-scene adventure.

1) Choose three cool settings. Whether it's a dark alley, a fog-shrouded island, or an abandoned castle, choose whatever works for you and whatever will highlight or enhance the action that's taking place. Every memorable adventure has at least three places that make for good, dramatic scenery. They should be the backdrop for three scenes: a beginning, middle, and end. Arrange them in order of coolness, saving the best one for last.

2) Create an evil villain. Remember, if you're not using an existing villain and you don't have time to build a new one from scratch, just take an existing character from one of the Game Guides and change the name and description. Put the villain in the final setting, and give him an evil plot to pursue, such as experimenting on innocent people.

3) Write a story hook draw the heroes into the first scene. Mysteries always make good hooks: Where did this creature come from? Who is that shadowy figure? Why have all these people vanished? Then follow that up with a bang-- a dangerous rescue, a big fight, or a disaster of some kind. Before the heroes can leave the first scene, they need to find the clue, doorway, or path that leads to the second scene.

4) In the second scene, the heroes should have a chance to learn a little about the villain and his evil plans. But you can place a few obstacles between this and the final showdown. Obstacles

can be physical (locked doors, traps, crevices, molten lava, etc.), riddles or other characters (to fight or talk to, or both). If the heroes can overcome these obstacles, they should learn something that enables them to find the way to the last scene.

5) The last scene should be the hardest, but also the shortest. In this climactic scene, the villain's goal is to complete his or her evil plan, and the heroes' goal (obviously) is to foil the villain. The tougher the villain, the more dramatic, but this also makes it more possible for the heroes to fail. (If they do fail, of course, that gives you the perfect plot hook for the next adventure . . .)

TEAM DESCRIPTIONS

The NPC Team Generators in previous supplements (pages 55-70 of *The Guide to the X-Men* and 48-64 in *The Guide to the Hulk & the Avengers*) can help you to put together a strong team of super-powered opponents; however, all superheroes will eventually run into some form of "better-than-average" but still "normal" human trouble.

When working in teams, these highly-trained obstacles are not only nuisances, but they can also give your heroes quite the workout! All you have to do is pull together a number of these extras and you have an instant team.

In the comic books themselves, any individual member of these groups isn't necessarily fleshed out. We may know their statistics and behavior, but little else. In fact, each member plays the same role—that of a faceless agent of their collective organization. And really, how much do you need to know about them? What you need to know is what their parent organization requires of them, and how they'll react when the heroes stand in their way.

Even so, we did our best to catch the essences of these organizations in such a way that you can use these agents to flavor your world, either by using them as presented or modifying them to suit your needs (preferably both). And if you find yourself needing to flesh out an agent or group during play, just make it up yourself. Try exchanging or adding different equipment or beefing up/ changing Actions to reflect a more specialized team. After all, these are your organizations, now, in your world.

HYDRA Field Agent: HYDRA is a global, subversive organization dedicated to worldwide dominion. It's an espionage and terrorist organization as well as a cult, relying on fanaticism and worship of the Supreme Hydra to keep its members under control. Agents are loyalist Zealots that hold the HYDRA Ideals higher than their own lives. HYDRA also keeps 1 highly trained agents for every 10 field agents. To create these agents, increase abilities/actions and add leadership at 2 or 3. New actions can also be added to reflect more specialized training. **ABILITIES:** Int: 1, Str: 1 or 2, Agi: 1, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 2 (Strength Bonus), Ranged Combat: 3, Black Ops: 3, Vehicle Operation: 2; **EQUIPMENT:** Blaster Pistol (+3), Knives (+2), Watch-Radio; **BEHAVIOR:** Will follow orders. Does not question superiors or think beyond what he is told to think. Will tend to fight until at least half of their force has been decimated, or until a force that could kill them all presents itself. Will mobilize in large numbers and gang up on individual players in groups of 3-6. Will not willingly reveal information about the organization unless deprogrammed by someone with at least a 4 in any relevant social skill or other action. (Resistance: 5).

Hand Ninja: The Hand's ultimate goal is to spread its dark influence over the world, through threats and fear. More powerful warriors, like Elektra or Kirigi, can be created by increasing Abilities and Action numbers and adding Modifiers. **ABILITIES:** Int: 2, Str: 1, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Ninja: 2 (Weapon and Agility Bonus or 2 weapons), Acrobatics: 2 (Agility Bonus), Black Ops: 2, Social Skills: 2 (Japanese Language/Culture, Ninja Culture); **EQUIPMENT:** Choose 1 of the following: Ninja Sword (+2), Quarterstaff (+3), Sai (+2), Shuriken (+1), Crossbow: (+2); **BEHAVIOR:** Will tend to be secretive, violent, and fiercely loyal to the Hand and supporting organizations. Will not willingly reveal information that would compromise the goals of the organization. Usually the Ninja's body dissolves immediately upon defeat.

A.I.M. Operative: Advanced Idea Mechanics is an organization of gifted scientists and hirelings dedicated to acquiring power and overthrowing all governments through advanced technology. Though well trained, personal safety comes second to the pursuit of its fields of study. A.I.M. will also equip its scientists with newly developed weapons, as opposed to

having, and funding, an army to protect itself. **ABILITIES:** Int: 3, Str: 1, Agi: 1, Spd: 2, Dur: 1; **ACTIONS:** Invention/Technology: 2 (Intelligence Bonus), Close Combat: 1 (Strength Bonus), Ranged Combat: 2, General Knowledge: 3 (Choose any 2 science-related specialties), Social Skills: 2 (Industry, Science Community); **EQUIPMENT:** Blaster (+3), Body Armor (+2 Defense), Air Filter (Protection vs. gasses); **BEHAVIOR:** Cunning and Resourceful. Will try to acquire advanced technology by any means possible. May attempt to kidnap heroes for study. Will design and develop hi-tech weaponry. May sell weapons and specialized equipment to supervillains and terrorists. Will not willingly reveal information about the organization unless he suffers at least 3 red stones of damage or if a player with at least 3 in any relevant Social Skill threatens him.

S.H.I.E.L.D. Agent: S.H.I.E.L.D. is a counter-terrorism and intelligence agency, often dealing with superhuman threats. S.H.I.E.L.D. is commanded by Nick Fury and is under the jurisdiction of the United Nations. It has vast technological resources at its command, and agents may have additional high-tech equipment according to their mission. **ABILITIES:** Int: 3, Str: 1, Agi: 1 or 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 3 (Agility Bonus), Ranged Combat: 3, Black Ops: 3, Computers: 2 (Intelligence Bonus), Vehicle Operation: 1; **EQUIPMENT:** Plasma Beam Handgun (+3), Automatic Machine Pistol (+2), Armored Suit (+1 Defense), Secure Radio Link Pocket Computer, other equipment as needed; **BEHAVIOR:** Will be militant and follow protocol. May bail heroes out when they get in over their heads. May limit heroes by claiming jurisdiction and taking control. Usually loyal to the organization and will not reveal classified information. May possibly be corruptible or traitorous (at the GM discretion).

FBI Agent: The Federal Bureau of Investigation is a Federal police force, which is the principal investigative arm of the United States Department of Justice. The FBI has the broadest investigative authority of any federal law enforcement agency with an effective, but not always accurate, intelligence network. **ABILITIES:** Int: 2, Str: 1, Agi: 1 or 2, Spd: 2, Dur: 1; **ACTIONS:** Close Combat: 2 (Agility Bonus), Ranged Combat: 2, Criminology: 2 (Intelligence Bonus), Computers: 2 (Intelligence Bonus), Vehicle Operation: 1; **EQUIPMENT:** Hand Gun (+2), Cell

Phone, Palm Pilot; **BEHAVIOR:** Will often show up at the worst possible moment. Usually shoots first and asks questions later. May possibly be arrogant, believing that the end justifies the means.

SWAT Team Officer: The "Special Weapons And Tactics" officers are part of a high-risk police force. They don't ask questions, they just do what needs to be done to solve the problem at hand. **ABILITIES:** Int: 1, Str: 1, Agi: 2, Spd: 2, Dur: 1; **ACTIONS:** Close Combat: 2 (Agility Bonus), Ranged Combat: 2, BlackOps/Spying: 1, General Knowledge: 2 (Intelligence Bonus, Strategy and Tactics), Vehicle Operation: 1; **EQUIPMENT:** H&K USC45 (+3), Swat Vest (+1 Defense), Shortwave Radio, Handcuffs, Tear Gas Canisters (+2 area attack vs. Durability) or Concussion Grenades (+2 stun damage); **BEHAVIOR:** Will function as a well organized, coordinated team. Will mobilize against selected targets such as heavily armed criminals in secure locations. Will not mobilize in units less than 3.

Atlantean warrior: Atlantis remains a volatile nation, subject to violent political action according to its leader. Tremendously frustrated by the surface world's disregard of the environment, the people of Atlantis are willing to invade, if necessary, to be heard and to protect their world. Armies are led in units, and a squadron leader may have 1 or 2 added to his abilities and may command an Atlantean battle tank or a gigantic sea creature. **ABILITIES:** Int: 1 or 2, Str: 3, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 3 (Strength Bonus), Ranged Combat: 2, Swimming: 4 (Strength Bonus), Vehicle Operation: 1; **MODIFIERS:** Susceptible to dehydration (requires water-breathing equipment); **EQUIPMENT:** Trident or spear (+2), Atlantean laser blaster (+3), Warrior armor (+1 Defense), Comm unit, Water-breathing helmet; **BEHAVIOR:** Attack the surface—invade and force them to concede to the army's demands. Lives by a code of honor even in the middle of battle, but violence may be dictated by current warlord.

In addition to the NPC's listed here, don't forget about the basic non-superpowered NPCs that can be found on pages 112 and 113 of the main Game Guide. While a small gang of street thugs probably won't present a serious threat to most heroes, they can certainly give any player a chance to be a hero!

ADVENTURE BRIEFINGS

MANHATTAN ISLAND

New York City is comprised of five boroughs-- the Bronx to the north, Queens to the east, Brooklyn to the southeast, Staten Island to the far southwest, and Manhattan smack dab in the center. In fact, most people use the phrase "the City" when referring exclusively to Manhattan, calling everything else "the Outer Boroughs." The city is a gateway to the surrounding counties of New York, Connecticut, and most of northern New Jersey, although really only the Bronx is connected to the continental U.S. and you'll have to use some of the world's most famous bridges (or the famous Holland Tunnel) to hop back and forth.

While the metropolitan area itself has a population over 8.6 million, about seven and a half of that live entirely within Manhattan itself. Crowded? Certainly. But the area also boasts world-class arts, entertainment, fashion, and more. It is a hub of pop culture, international politics and finance, and a multi-cultural population unlike any other.

To provide an exhaustive look at all the neighborhoods in Manhattan would be nearly impossible in a limited space, since the Island houses dozens of neighborhoods, each of which have a unique history and flavor. Starting uptown, the following are several highlights you don't want to miss. (Uptown generally means north and downtown means south. More specifically, uptown refers to the city north of 59th Street, and downtown below 23rd or 14th.)

HARLEM While not inclusive of all Upper Manhattan, Harlem is a large neighborhood above the Upper West Side and Central Park and bounded by 155th Street to the north and the Harlem River to the east. The neighborhood has a vibrant African-American community, although it also houses large Jewish and Dominican populations as well as Puerto Rican, the latter of which is known as East Harlem or Spanish Harlem. The area overall is known historically as the birthplace of the "Harlem Renaissance," an explosion of African-American literature, music, and art during the 1920's. More unfortunately, Harlem has also historically been known for atrocious property investment, resulting in poor, unpleasant living conditions-- slums, drug dealing, and homelessness. This trend has been reversing in the last few years, with a rise in property values and a concerted effort by the city to invest in the residential and retail communities. Luke Cage, a hero committed to helping the common man, resides in Harlem, as does one of the Daughters of the Dragon, Colleen Wing.

UPPER EAST AND WEST SIDE The two areas are divided by Central Park, but both are generally considered to stretch from 59th Street to East 96th Street. They are considered to have some of the most expensive real estate in the United States. The Upper East Side is both fashionable and cultural. Here you'll find the Metropolitan Opera and Avery Fisher Hall, the home of the New York Philharmonic. The Upper West Side is known for Carnegie Hall, mayoral mansions such as the Gracie Mansion, and a string of museums along Fifth Avenue, including the Metropolitan Museum of Art and the Guggenheim. Also on this side you'll find the Avengers Mansion and the Hellfire Club Mansion. This is definitely a more affluent area, housing businessmen like Norman Osborn and J. Jonah Jameson, and it's no stranger to politics, housing embassies for Wakanda, Symkaria, and Latveria.

One of the Upper East Side's most prominent locations is the

Fisk Tower, a deceptively unassuming building. Wilson Fisk, the Kingpin of Crime, encourages this modest display, leaving no outward sign of his organization's criminal activities. He occupies and works from the top two floors of the 53-story tower, although he deliberately keeps the number of stories vague to confuse his enemies. He maintains a small staff for his legitimate business dealings, but several undercover thugs keep watch, both at the lower floor entrances and penthouse offices and lobbies. The Kingpin also keeps several varieties of state-of-the-art security and surveillance systems. His typical defense is to flood any given area with potent knock-out gas, keeping an emergency gas mask for himself. He also has several escape routes, via either a helicopter pad on the roof or a hidden, emergency high-speed elevator to an escape tunnel in the sub-basement.

MIDTOWN The Midtown area is the quintessential New York-- throngs of pedestrians, gridlocked streets, countless neon signs and news tickers, and all the sounds associated with them! It's got expensive restaurants, Fifth Avenue department stores, and the Empire State Building. Midtown East stretches from 42nd Street to 59th, and east of Fifth Avenue to the East River. Here you'll find Grand Central Station, the New York Public Library, Rockefeller Center, the United Nations Building, and Times Square. Midtown West continues from 42nd Street to the Port Authority Bus Terminal, to Seventh Avenue and to Central Park South. Here is found the Baxter Building (the Fantastic Four's headquarters,) the Radio City Music Hall, and Macy's, home of the Thanksgiving Day Parade. This is also where many heroes have chosen to base their operations. The Heroes for Hire office is located here, as well as the public headquarters for S.H.I.E.L.D.

HELL'S KITCHEN "Hell's Kitchen," a colloquial phrase for the 110-block core west of Manhattan's Midtown. It lies from 34th to 59th Streets and from Eighth Avenue to the Hudson River. From its very beginning, Hell's Kitchen earned a reputation as a place seething with crime and corruption. True, there are warm families and legitimate businesses, but they are poor and seem destined to coexist with gang lifestyles, drug trafficking, prostitution, and vagrancy. Perhaps because of the poverty and corruption, many criminals find their home here. Some, like Ammo, rose from the streets to become a viscous gang leader. Others, like the Wildboys Jet and Spit, roam the slums aimlessly. You may think that this riotous area would be beneath the notice of major-league villains. In fact, despite its poverty, this neighborhood has often been the strategic target of many would-be organized crime bosses. The Owl, in particular, has often tried to set himself up as a kingpin over the area, but it is Wilson Fisk, the Kingpin of Crime himself, who continually involves himself with Hell's Kitchen.

Hell's Kitchen is beginning to gain a somewhat different notoriety. Sure, there are pockets of sleaze, but overall the neighborhood is cleaner, more respectable. This is largely due to the efforts of its crimefighters, such as Cloak and Dagger, who base themselves at the Holy Ghost Church, or Mayhem, a vigilante operating within the 21st Police Precinct. Hell's Kitchen most notable defender, of course, remains Daredevil. As Matt Murdock, he was born and raised in the Kitchen, and he has dedicated his life to cleaning up the neighborhood and to protecting the less fortunate as both a lawyer and a costumed crimefighter.

Of special note is "The Bar With No Name," located somewhere in Hell's Kitchen. In fact, there are many such bars scattered throughout the United States-- a meeting place for supervillains.

Costumed villains of all types frequent The Bar With No Name. They gather to unwind, to share secrets, to network, or just to regale each other with stories about the time they “almost got him,” (speaking, of course, most often of Spider-Man.) Ever since the vigilante Scourge got the drop on dozens of villains, single-handedly wiping them out, the locations of the Bars With No Names have become even more secret. There are rumors that there is not one true location of the Bar, as the location shifts from bar to bar in order to keep the authorities guessing. Once a hero manages to track down the current location of The Bar With No Name, though, he will have a great opportunity to bring wanted felons to justice!

THE VILLAGE Considered a more bohemian neighborhood, Greenwich Village is an irregularly-shaped area within the Lower West Side bordered by Broadway, Houston, 14th Street, and the Hudson. It has aptly earned its eccentric and nonconformist reputation with its wide array of theaters, coffeehouses, art galleries, jazz clubs and night spots. Here, you’ll find intellectuals and deep thinkers alongside the fashionable and artistic, creating a cutting edge culture perfect for the college life. Just grab a latte, dress in black, and be ready to hobnob with the rest of them. If you can afford to live here, you might unknowingly be a neighbor to Doctor Strange, whose Sanctum Sanctorum is nestled quietly into the area. Misty Knight, the other Daughter of the Dragon, also resides nearby.

LOWER EAST SIDE Located along the East River from about the Manhattan Bridge to 14th Street, the Lower East Side is not really a business area—more given to tenements if not outright slums. Populated by people fleeing the high rents of the Village and SoHo, the vicinity has dense pockets of ethnicity. It has a large area of Eastern European Jewish populations, particularly Polish and Ukrainian, although there are notable populations ranging from Japanese, Bangladesh, and other Muslim cultures. Here, you’ll find Empire State University as well as its most famous hangout, the Coffee Bean. This trendy café has catered to Peter Parker and his friends as well as many of the original X-Men. Peter Parker, in particular, has often made the Lower East Side his home, once sharing an apartment with Harry Osborn during college and briefly living here with Mary Jane right after their marriage.

LOWER MANHATTAN While Manhattan Island itself is really one large financial district, the principal area is Lower Manhattan. Beginning at the tip of Manhattan at Battery Park and extending to Park Row and West Broadway, Lower Manhattan contains a presence of nearly every giant of industry—multinational corporations, blue-chip companies, multi-trillion dollar banks, and, of course, the New York Stock Exchange. Here, you can catch the Staten Island ferry to visit the Statue of Liberty, walk down Wall Street, or visit the artistic and trendy Tribeca. As Tribeca bleeds into the rest of the Financial District, expect to find the new Stark Towers, home of the New Avengers despite the fact the public remains unaware of their new location.

The Financial District is best known for the Chase Manhattan Plaza. The building takes up two city blocks, extends five floors underground, and rises 60 stories. The bank itself occupies the five basements, the first 35 floors, and the top floor. There is an open plaza above two floors of banking space, and in front of it all is a five-story sculpture of fiberglass and aluminum, *Group of Four Trees*. More sculptures and a Japanese rock garden are dispersed through the plaza. Most interesting of all is the bottom basement—a bank vault larger than a football field! The walls are two-feet thick titanium steel, and the six doors to the vault weigh 45 tons

apiece. Many noteworthy characters have used the Chase Manhattan bank as a headquarters, such as Emma Frost for her Frost International corporation, and the Maggia have been known to operate from the now-infamous 58th floor suites.

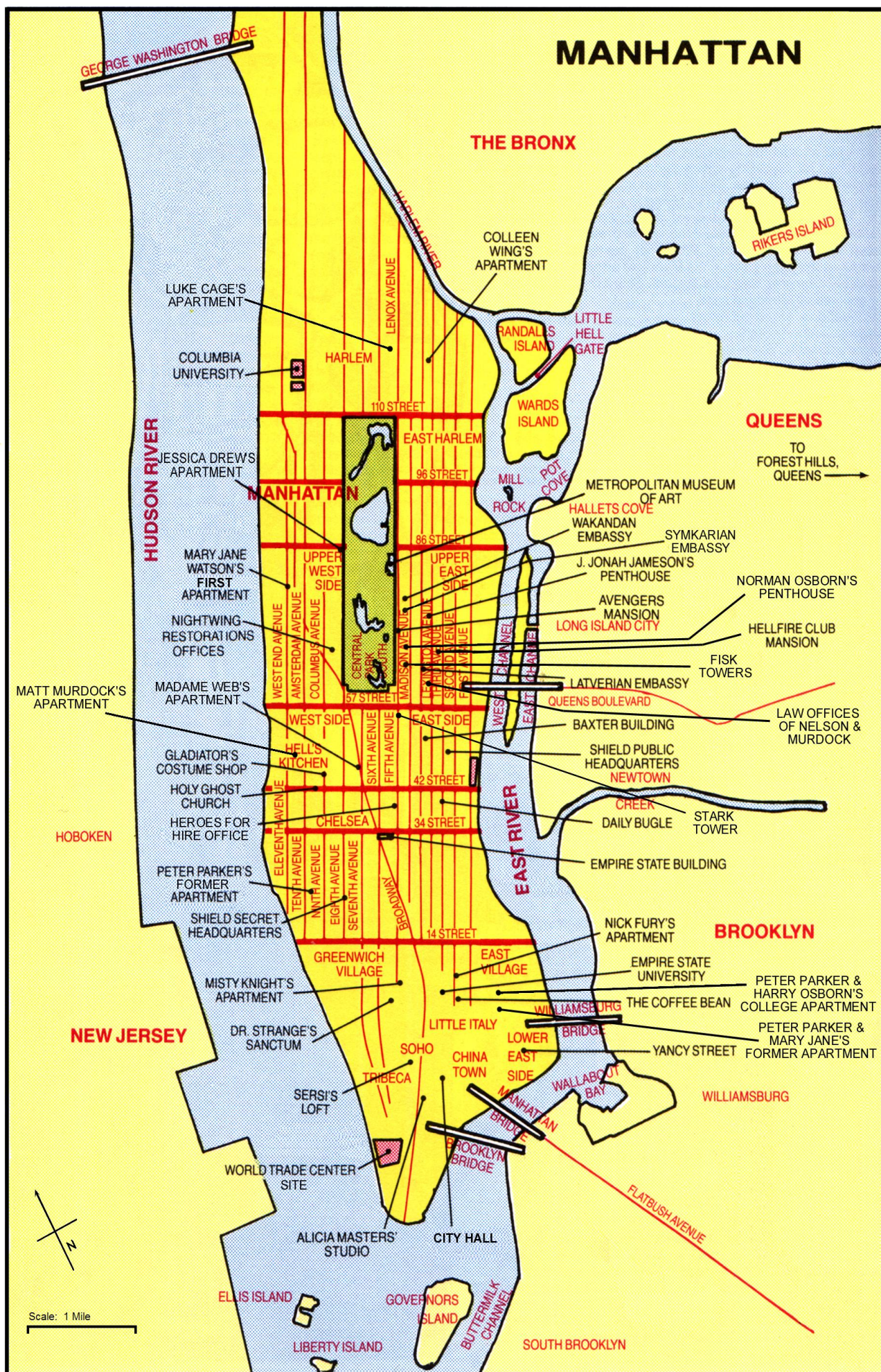
CHINATOWN One of the more distinct neighborhoods in Lower Manhattan, Chinatown houses the majority of New York’s Asian population as well as hosting hundreds of daily tourists. Most will see only the countless souvenir shops and Chinese restaurants that seem to overwhelm the narrow streets. Also popular are the green groceries and fish mongers clustered around Canal Street and all along East Broadway. The full district of Chinatown is considered to be Delancey Street to the north, East Broadway in the east, Broadway in the west, and Chambers Street to the south. What many people fail to see is the tradition of crime that continues to this day. Chinatown’s only park, Columbus Park, was once the most dangerous slum area of immigrant New York in the 19th century, and today, local crime syndicates and street gangs compete for dominance. The villainous White Dragon leads the Dragonlords as the preeminent gang of the area, but heroes like Shang-Chi are often on hand to put an end to such activity.

For heroes looking for adventure, the easiest places to look are the dirty, crime-ridden, and run-down neighborhoods. As “target-rich environments,” virtually any vice or violence can be found, and organized crime, in one form or another, rules the streets, businesses, and unions. But besides fighting the criminal element, heroes may use these areas as a rich source of information. Daredevil has often relied on Josie’s Bar on the Lower East Side for a source of contacts, and Eighth Avenue’s pool hall, the Last Exit, has a number of contacts, snitches, and stool pigeons.

But don’t count out the more affluent areas of Manhattan. They can be recognized by their familiar skylines—the monument-like skyscrapers that jut into the air. They are temples to political and financial power, power to pursue selfish ones just as much as noble ones. These buildings are just as full of power as the heroes that fly beside them on a wing harness or swing around them on a webline. Beneath them, the citizens blithely go about their business, businessmen in suits and cell phones side-by-side with couriers on bikes, hot dog vendors, and gawking tourists. Watch out for organized crime, shady business deals, soulless scientific pursuits, and political machinations. They might not be as noticeable as a purse snatcher, but they can be just as serious.

Here are some other adventures you might run into when traveling around Manhattan:

- 1) Across the street from the Chase Manhattan Plaza is the Federal Reserve Bank of New York. Only 14 stories tall, it is dwarfed by its neighbor, but here, in vaults 80 feet underground, is stored over \$25 billion worth of gold reserves from over 80 foreign nations. As seemingly impenetrable as the facility is, it could still be penetrated by “innocuous” shape-changers like Hydro-Man or Mystique. The Reserve sends out a call to the players—it’s under a full-scale assault by criminal army of new and established villains with abilities such as shrinking, illusions, invisibilities, transformations, or whatever creative power can be dreamed up. The players are going to have to second guess the criminals and cover multiple fronts to make sure that none of the criminals break through the facility and steal the gold reserves.
- 2) Wilson Fisk (or any owner of a financial building) is always looking to update his security systems. Such state-of-the-art equipment comes with its own risk, of course, as high-tech systems have been known to go too far, to turn on their creators. When this happens, Fisk asks the players to navigate through the building to shut the systems down and/or rescue any regular employees trapped inside. However, the players find





themselves played— they were guinea pigs to test the limits of this new system. Now they have to negotiate with Fisk in regards to their “help” or suddenly find themselves in a deathtrap!

- 3) A contact of the players has gone missing, swallowed up by the slums of New York. The players start by checking out his/her last haunt, a bar or pool hall, and find a ransom demand by an upstart gang leader. But even if they thwart the gang, the hero’s archenemy kidnaps the contact to find out the hero’s secrets. To lend a greater urgency, the players were searching for the contact in the first place because he or she contains a key to an even bigger mystery.

- 4) Near Empire State University, in the center of Greenwich Village, is Washington Square Park. The players may happen upon the scene by confronting its more seedy elements, like the corner drug dealers and purse snatchers. They end up, however, embroiled in the park’s peculiar history as a cemetery for the poor and forgotten and as a place for public hanging. This once-popular dueling ground is now a showdown between the creepy, magical villains Calypso and Baron Mordo. After a three-way battle with the players, one of the mystics ultimately trumps the other, gaining magical rights over the area— raising its dead for an army under his or her control!

EMPIRE STATE UNIVERSITY

While it may be small in comparison to other state colleges, Empire State University holds an important role as a four-year and graduate-level institution within the East Village, the eastern part of the Village, bounded by Lafayette Street and the Bowery. A tall brick wall surrounds the school, open in the middle of each block by an archway labeled "ESU." In the center of the grounds is a large fountain, encircled by the art school, gym and sports fields, library, and academic buildings. While most students commute, a large 6-story glass building serves as an on-site dormitory for several hundred students, mostly from out of state.

Peter Parker attended ESU throughout his college career and beyond. During his graduate studies, he even worked on campus in the biophysics department. Parker's fellow students included schoolmates from his high school, like Flash Thompson, but he also managed to make several new deep and meaningful friendships-- most notably, Gwen Stacy. Over the years, many of New York's superheroes used ESU for their studies. If you walked through the grassy lawns of ESU, at any given time you may have met the secret identities of the Slingers, the original White Tiger, Namorita, Rocket Racer, the X-Men's Shadowcat and Marrow, or the Fantastic Four's Human Torch. Venom (as Eddie Brock of course) even took a few courses in bioengineering. The state-of-the-art facilities of ESU draws such students as these, but you don't have to be a student to avail yourself of the university. Vermin once needed psychiatric treatment from ESU.

The college also draws distinguished guest lecturers, such as Reed Richards, and a brilliant faculty. When working through graduate studies, Peter Parker served Dr. Curt Connors, the professor who mistakenly unleashed his alter ego, the Lizard. Other faculty have used their genius for their own agenda, creating villainous identities like the Lightmaster and Humbug. One particularly mad scientist, Miles Warren, used ESU's equipment to not only turn himself into the Jackal, but to clone Spider-Man and Gwen Stacy in some misguided plot to gain revenge on Peter Parker.

Whether or not the players are attending the college, have contacts who are, or are merely passing by, Empire State University offers several opportunities for adventure. Here are a couple of suggestions:

- 1) ESU's equipment and facilities have once again drawn attention from a supervillain looking to exploit them for their own ends. The Vulture, Doctor Octopus, Swarm or some other villain has been enticed to break into the college. Depending on the villain, the players may be defending the physics building and its new particle accelerator, the history exhibit that houses a mystic artifact, or the library with its unique manuscript that would complete an important formula. The players not only have to stop the villain from breaking in and stealing ESU's equipment, but they have to protect the student bystanders. But there's a twist! The villain needed to steal the equipment in order to stop an even greater threat from happening! The

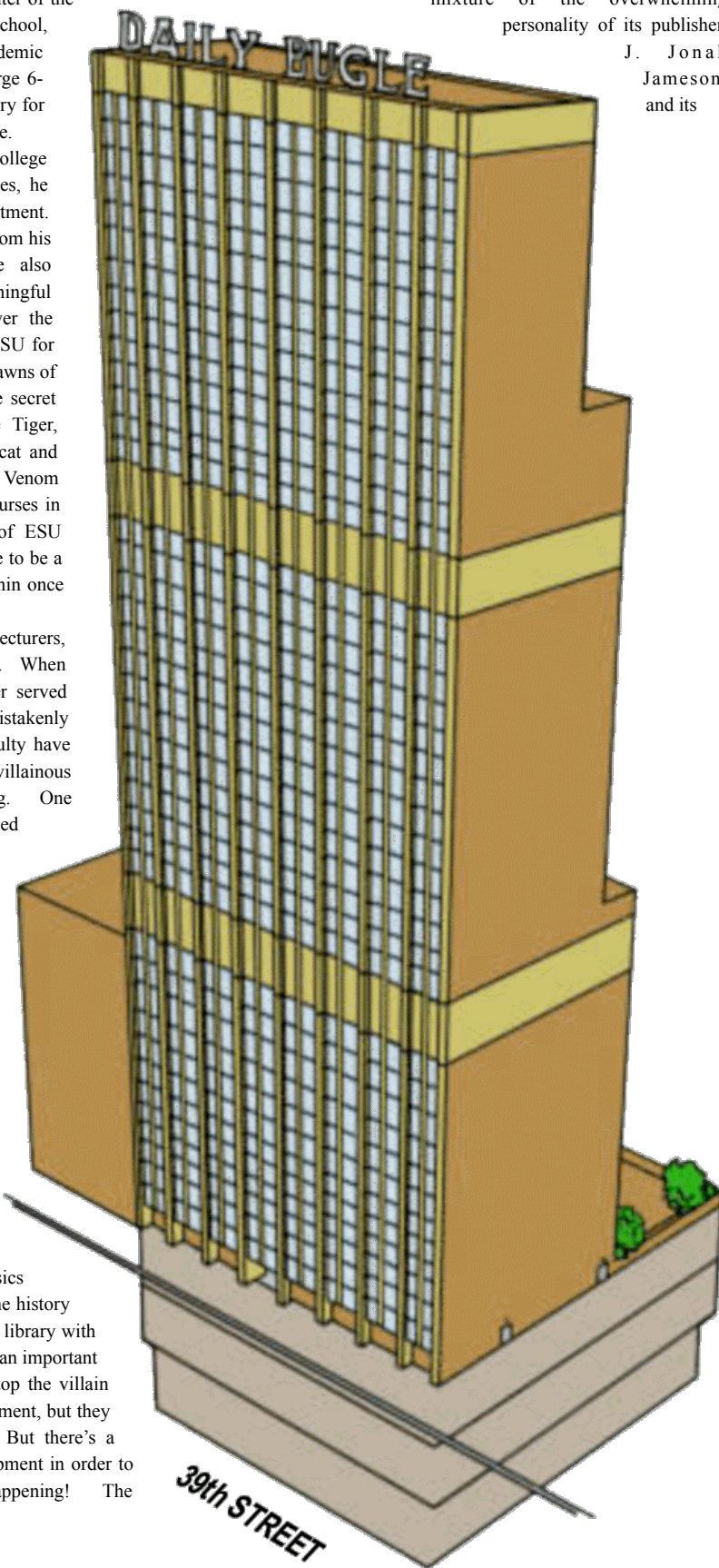
dimensional walls remain weakened, and a creature is unleashed from another dimension in the middle of Biology 101!

THE DAILY BUGLE BUILDING

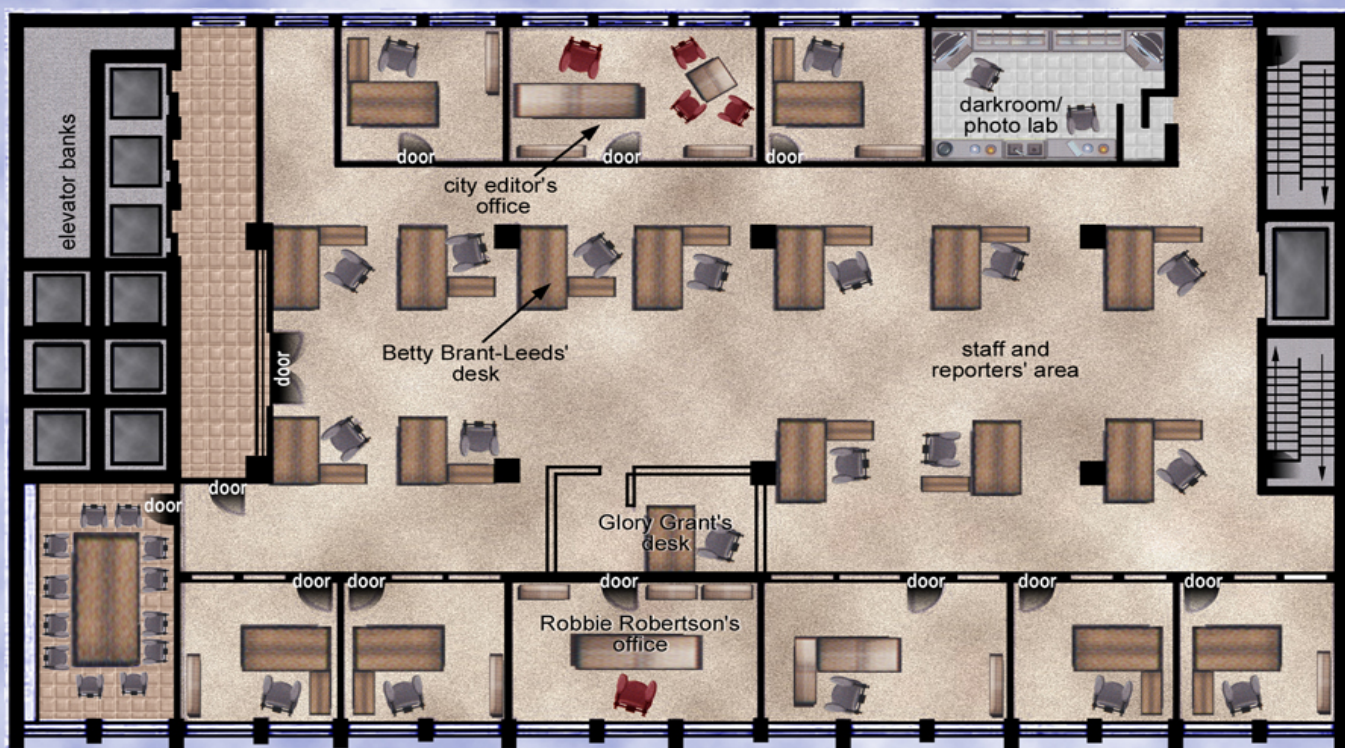
Founded in 1897, the *Daily Bugle* has fast become one of New York City's most popular and extensively-read daily newspapers. With its

photograph-heavy content, the *Bugle's* popularity comes from a mixture of the overwhelming personality of its publisher,

J. Jonah Jameson, and its



THE DAILY BUGLE'S 17TH FLOOR / CITY ROOM



crack investigative journalistic team. The team is headed up by City Editor-in-Chief Joseph “Robbie” Robertson, and includes investigative reporters such as Ben Urich and Betty Brant, and, of course, photojournalist Peter Parker, who “somehow” manages to snap the most dynamic pictures of Spider-Man and other heroes and villains of New York.

J. Jonah Jameson, *the Bugle*’s publisher since the mid-sixties, began his journalistic career as a copyboy for *the Bugle* while still in high school. After a long career as a reporter, the opportunity arose for Jameson to purchase the paper, which was then floundering financially, with money obtained from his personal assets and large inheritance. In no time at all, he turned *the Bugle* into a popular success. Jameson has always used his newspaper to campaign for civil rights of minority groups and to crusade against organized crime (despite whatever risk of personal safety this might cause!) Despite this, Jameson is best known for his controversial editorials that lambaste costumed heroes in general and Spider-Man in particular.

Jameson Publications Inc. has always been innovative, revitalizing the newspaper tabloid format with *The Daily Bugle*. It has even published magazines, including *NOW* and *Woman Magazine* (once edited by Carol Danvers, Warbird.) Jameson has also produced coffee-table photo books and “Best Of” collections. One of these photo books, *Webs*, collected Peter Parker’s photographs of Spider-Man and Parker enjoyed a brief whirlwind publishing tour. Most recently, due to declining circulation, Jameson conceded to the public interest and acceptance of superheroes. He has created a special feature section of the paper called *The Pulse* which focuses on superheroes. The expert staff of *The Pulse* includes *Bugle* reporter Ben Urich and former-superheroine-turned-private-investigator, Jessica Jones.

Jameson Publications Inc. operates from the Daily Bugle Building on 39th Street and Second Avenue. The office complex is capped by *The Daily Bugle* logo in 30-foot letters on the roof. There are loading docks in the rear of the building, reached by a back ally. Occupying only three floors in the building (plus two

subbasement levels that contain its printing presses,) *the Bugle* rents the remaining forty-six stories of office space to a variety of businesses. J. Jonah Jameson’s executive suite is on the 46th floor but the hub of activity at the paper is the 17th-floor City Room. Most of the City Room’s central area is occupied by freestanding desks for the reporters and support staff. Nine offices, a darkroom, and the conference room line the perimeter of this area with two storage areas, a bank of three elevators, and two stairwells on the adjacent walls. Building security is fairly light, consisting of surveillance cameras and security stations by day, and electronic locks, guards, and perimeter alarms by nights.

The Daily Bugle provides the adventure hooks that head up each Marvel Universe adventure. Any of these situations are easy entry points into adventures or opportunities to team up with Spider-Man. The players may find themselves actually working for *the Bugle*, like many a mild-mannered reporter for a great metropolitan newspaper before them. Also, with 43 stories of rented office space, a character who has no connection whatsoever with news media may still be in the building. Here are a couple of other ways to incorporate *The Daily Bugle* into your adventures.

- 1) J. Jonah Jameson maintains a special vitriolic hatred for costumed vigilantes. He has gone far beyond vilifying the wall-crawler in print. In fact, he has funded a variety of schemes (such as the villain Scorpion and the robotic Spider-Slayers) in his single-minded quest to eliminate his “nemesis.” Jameson has now funded a new fly-by-night scheme to get rid of Spider-Man—to use a psychic scrambler machine to lure Spider-Man into its trap (basically its a giant bug-zapper). However, the machine goes awry, summoning the psychic menace of Shathra the Spider-Wasp. Shathra then proceeds to turn *The Daily Bugle* building into her private nesting grounds. It will take all of the players’ strength to defeat Shathra and keep everyone safe. But even if the players are victorious, Jameson will inevitably see this “grandstanding” as further proof that heroes are nothing more than costumed menaces, turning his blistering and surprisingly popular anti-hero tirades against the players.

2) The recent addition of *The Pulse* is capitalizing on the public interest in the private lives of superheroes. The players may be invited for an interview which will lead to a “ride along” by Ben Urich. This offers some nice role-playing opportunities to explore a “day in the life” of your hero. But these things never go entirely smoothly, do they? The player’s archenemy will see this as a high-profile opportunity to defeat the heroes once and for all, creating a series of events to place Urich in jeopardy—such as runaway trucks, falling buildings, and, of course, legions of goons. Ultimately, the villain will kidnap Urich and place the heroes in a classic deathtrap for the final showdown.

CODE: BLUE FACILITIES

No matter how many times heroes such as Spider-Man, Daredevil and Thor apprehend super-powered ne’er-do-wells, they inevitably have to see those criminals on the streets again in a few days. The New York Metro Police grew tired of the criminals breaking out of whatever holding facility they had been put into and threaten innocent civilians in the process. A special SWAT team was created to assist in the apprehending and incarceration of superpowered criminals. That unit is called Code: BLUE.

Armed with a combination of highly specialized training and state-of-the-art weaponry from Stark Enterprises, the police officers assigned to this facility have proven highly successful in engaging superhuman criminals and ending conflicts. These officers continually put their lives on the line to protect the regular ordinary citizens of the greater New York City area. Although there are several dozen officers on duty at any given time, the most frequently seen staff consists of Police Chief O’Grady, Captain Shelley Conklin, Commander Lt. Marcus Stone, demolitions

expert Daniel “Fireworks” Fielstein, acrobatic hit-and-run and martial arts specialist Andrew “Jock” Jackson, sharpshooter and dead-eyed sniper Sergeant “Mad Dog” Rassitano, strategic logistician and brilliant computer technician, Samuel “Mother” Majowski, and heavy arms specialist Margarita Allegra “Rigger” Ruiz. These cops should by no means be considered strictly a street-level group. Code: BLUE first appeared intervening in a three-way battle between Excalibur, Thor, and the Wrecking Crew! Whether it’s Ulik the Troll, Champion, Diablo and his elementals, the demonic Demogoblin, or Devil Dinosaur & Moon Boy in New York, Code: BLUE operatives can dish it out in return.

Capturing a super-powered “perp” may be one thing, but holding them until they can be taken to one “super jails” that dot the American landscape is something altogether different. With this in mind, the N.Y.P.D. constructed temporary holding cells in Midtown for those in Code: BLUE custody. Resembling a common two-story precinct house from the outside, this nondescript stone building is used for the detention and interrogation of non-superpowered criminals or for those whose powers are the result of high-tech powered armor or equipment. Whenever possible, Code: BLUE personnel separate perpetrators with technology-based abilities from their devices and imprison them with common criminals. Criminals such as these are detained on the first two floors. Heavy hitters get a basement cell.

The basement is 30 feet below the surface and houses eight special cells nestled in three layers of specially reinforced materials that separate the cells from each other and from the ground around them. An outer concrete wall, three feet-thick and interwoven with a network of highly charged electric wires (Difficulty to break: 6, Resistance 8, Electrification: 6), protects a two-foot-thick ceramic slab laced with Adamantium and vibranium (Toughness: 10, No AP,

CODE: BLUE HOLDING FACILITY



No 2x damage; Resistance: 20). Finally, the inner wall consists of a one foot-thick titanium-steel vault wall sheathed in a special carbonadium polymer (Toughness: 7, Resistance: 14). Super-villains may further be restrained by power-nullifying shackles and sedation gas (Difficulty: 6 stones vs. Durability to incapacitate.)

To use Code: BLUE in your adventures, it might depend on which side of the law the players happen to be on at the time.

1) Through a mistaken identity or from dumb luck, the players may be accidentally confused for criminals (particularly if they're new to the New York hero scene.) In this case, the heroes may be tricked by the illusionist Mysterio. The players may think they are trying to stop a dangerous-looking mutant, but in fact they are destroying the entrance to a bank. Code: BLUE will ask the heroes to stand down, with enough time for a fight before the players can convince the officers of the truth. In true classic team-up tradition, the players can then join Code: BLUE in trying to bring down the villain.

2) Prison has a way of making criminals change their behavior. Perhaps an imprisoned super-powered villain has decided to become a "fink," turning in state's evidence on a powerful Maggia boss. It will be important to keep up appearances, leaving the criminal in the Code: BLUE holding facility but still keep him under police protection. The players must go undercover, willfully placing themselves in custody to guard the Maggia snitch. Players will need to be on guard against anything, as anything could be a threat-- other inmates, traitorous officers. At the last minute, a powerful superhuman assassins might simply crash the facility, forcing the heroes to defend the snitch and prevent a prison escape at the same time!

THE MOG

As bad as Hell's Kitchen may be, an even more dangerous neighborhood exists just across the East River. "The Mog," as it has become known, is short for "Little Mogadishu," a 20-square block section of Brooklyn's slums. Worse than Hell's Kitchen, it is little more than a ghetto of low-income tenements that house poor and disenfranchised peoples. It also has its fair share of factories, garages, warehouses, and docks, but most if not all buildings are

shoddy, at best, and the streets are littered with trash, cardboard boxes, and damaged, if not stripped, vehicles. But don't worry! In case you need a safe haven, try the Shabazz Mission, a Muslim mission run by Josiah X, who is in fact the hero Justice, son of the fabled "black Captain America."

While many gang warlords battle for control of The Mog, one gang rules above all-- the 66 Bridges. This crime syndicate has grown to become one of the largest on the East Coast, with ties to political and private figures. It even has its own complex banking and investment services, and a hierarchy just like a legitimate corporation! One police officer, Kasper Cole, discovered fellow officers on the 66 Bridges' take. He dedicated himself to taking down the Bridges, adopting the identity of the Black Panther. Although he failed to fully expose the insidious gang, he did manage to oust his superior and expose police corruption. Later, as the White Tiger, Cole joined other heroes to derail the legendary "Money Train," the payoff for the 66 Bridge's network of crooked contacts. The Crew ultimately managed to bring to justice scores of crooked contacts, finally tracing the 66 Bridges to Grace & Tymalt, a multi-media company, which served as a corporate front, and they brought its CEO, Triage, to justice.

For heroes looking to fight the good fight, look no further than The Mog:

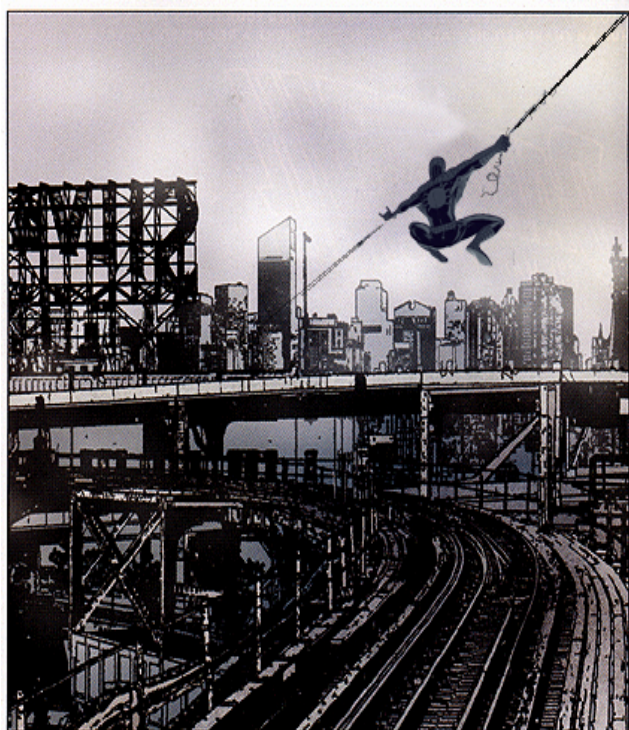
1) The legendary 66 Bridges' Money Train has resumed-- a secret payroll drop for dozens of the gang's contacts. Players are pointed to the route, an old subway maintenance train. At each stop, special couriers with keys take specific lockboxes containing several million dollars off the train. Players can confront each courier at each stop, encountering a unique villain or challenge each time. In the meantime, they have to confront various mercenaries or other vigilantes that want to stop the train. The players don't want to disrupt its strict schedule! After all, how else could they take down each contact until its final destination?

CENTRAL PARK

Now that you have taken a look at the urban sprawl and crowded city streets, take a refreshing tour of Central Park. Even as far back as 1850, there was an urgent need to create an oasis from the hectic city life that so characterizes Manhattan. The park's original visionaries hoped to make it more than simply a park, but truly a progression of art and culture and democracy. And they succeeded. This 840-acre area of parkland contains beautiful landscapes of a great variety of country-- meadow, rolling hills, forest, reservoirs, and sporting fields-- as well as the Metropolitan Museum of Art, a small zoo, the famous Chess and Checker House, and much, much more.

Central Park is indeed central, located in the heart of Manhattan Island. In total, it is approximately two and a half miles long and half a mile wide. The roads inside are available to through traffic but remain closed to vehicles on weekends as well as every morning and evening. The entire park is surrounded by high stone walls with gates opening at regular intervals every few blocks. The locked gates form an effective barrier against typical street thugs and other riffraff, with a Difficulty/Resistance of 6 to break. However, the walls and doors of the Metropolitan Museum are much more heavily guarded and are also constructed with reinforced materials. Those materials have a Toughness of 7 and Resistance of 7. To enter by more subtle means (with Thieving or Black Ops) is a Difficulty of 5 with a total Resistance of 200 stones.

Most people visit the park at the lower end between 58th Street and 67th Street, in part because it boasts a location near the ritzier and more touristy part of the city. It also holds the venues with the most popular activities: the Pond and bird sanctuary, the zoo and accompanying children's zoo, chess tables, and the Friedsam Memorial Carousel. Beyond this area you will find the famous



Strawberry Fields, Shakespeare Garden, the Great Lawn, and more. In fact, there are so many famous locations and venues that one can barely list them all! You would think this would make the park seem crowded and unsightly, but in fact, the layout and landscape are tastefully arranged, making the park seem as open and rugged as any peaceful haven. It is important to note that at the top of the park, beyond the Met and towards 102nd Street, the park has been largely allowed to grow according to its own nature. The meadow and clumps of forest are a bit denser, a bit more untouched. While this helps make this area even more beautiful, it also makes it a bit more wild (and not just in terms of landscape!) Here, the crime rate skyrockets, and muggings and gang activity remain rife.

Thousands of people crowd into Central Park every day: mothers and their strollers, office workers on a lunch break, vendors with hot dog stands or cafes, hansom cab drivers, and joggers, cyclists, and other sports enthusiasts. While nearly all of them will enjoy their time without interruption, some will need a hero to be at the ready. Assaults ranging from purse-snatching to murder have been known to happen. Vandalism is common, and sometimes gangs vie for territory. The crimes may seem petty, but whether on patrol or just trying to enjoy some time off, a hero's job is never done in Central Park.

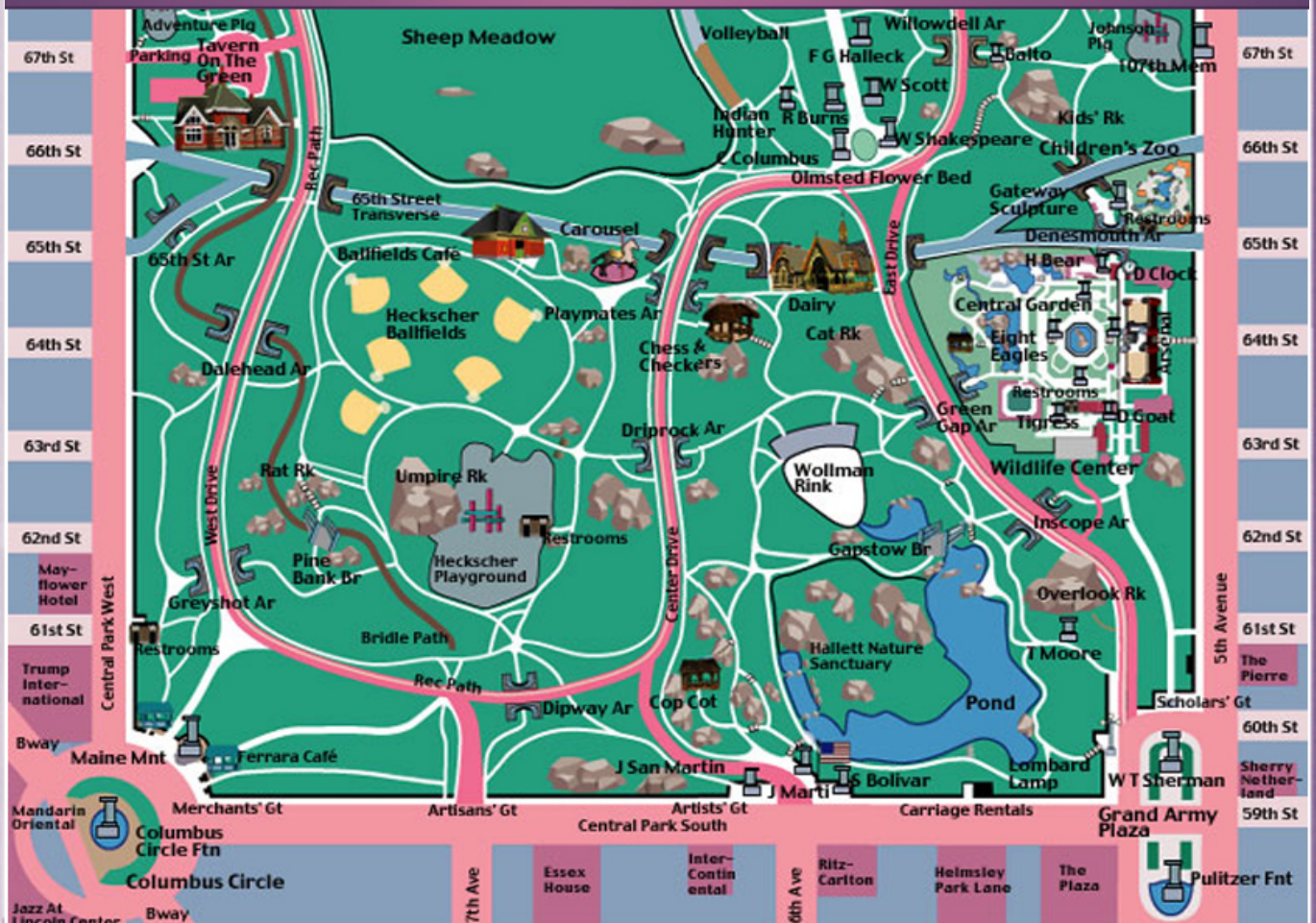
While you enjoy the scenery, watch out for these kinds of adventures in Central Park:

- 1) Inside Central Park's landscapes, there is as much diversity in fauna as in flora. But what happens when those animals start acting a bit . . . peculiar? If the heroes are in the park already, either by enjoying some time off or by patrolling, they will have to rescue several hapless citizens from bizarre animal encounters. Squirrels that have taken over the Visitors'

Center, flocks of pigeons roosting on unsuspecting street performers, and stray cats and dogs teaming up. The media treats these attacks in a light-hearted way, until things start to get serious! The attacks soon turn vicious, and the more deadly animals try to break out of the zoo! As the heroes take care of these events, they soon begin to notice their allies with animal-related powers are taking on more and more of their animal qualities. The players will soon face down their own allies, or even other characters who happen onto the scene. In fact, there is a rise of totemistic energy throughout the park, inciting the creatures and related players and characters. The rise in energy that occurs is sufficient to raise Morlun, who the players must fight back or risk losing an energy-vampire into this chaos.

- 2) The players are invited to attend an avant-garde, charitable art exhibition located in Central Park. However, unknown to them, the event is a sham created by Mysterio and Mad Jack in hopes of luring Spider-Man into their elaborate deathtraps. If Spider-Man is one of the players, they must band together to fight their way out. Otherwise, the players will witness Spider-Man's capture and now it's a rescue operation! Mysterio and Mad Jack have integrated their illusions and traps within the park itself, creating a nightmarish version of Central Park. Through a combination of illusions and high-tech wizardry, the park will seem to have been broken apart into floating "islands" in space-- one island with a chess board and robotic, life-sized pieces, another island that spins like the carousel with mounted knights trying to skewer them, and so on. And since this is Mysterio and Mad Jack, who is to say that the heroes are not fighting robotic duplicates of the two instead? Or perhaps they are just on the take, trying to assassinate the hero on behalf of an even greater mastermind.

CENTRAL PARK: 58TH STREET TO 67TH STREET



ISSUE #4:

SOMETHING SINISTER THIS WAY COMES

A MARVEL UNIVERSE ROLEPLAYING GAME ADVENTURE

Warning! Gamesmasters only! Players should NOT read this.

GamesMaster Notes

Chances are, if you've been running Marvel for a while, you've had a few adventures around New York City already. And now that you've seen all the heroes, villains, teams, and locations associated with this heck-of-a-town, you're hungry for a bigger bite of the Big Apple. This adventure is designed to guide your players through the hotspots of New York, as well as its low-lights and everything in between.

This adventure is designed for characters such as Spider-Man, Daredevil, or other street-level Marvel Knights-types. In other words, if a player chooses someone like Thor or the Silver Surfer, he may significantly unbalance the game. Any of the characters available in this Roster Book will be fine, especially those concerned for their heroic reputation. Gamesmasters are advised, however, to consider against allowing telepaths into the adventure. This is a multi-layered story, and as such, a character with telepathic powers would might force the flow of the adventure to follow a different course. This is not to say that they aren't allowed, since a GM shouldn't discourage players from using powers that would be logical for them to use in the circumstances. But some powers like telepathy will rob the adventure of some of the fun of peeling back the layers of mystery.

Don't worry if these characters are not already on a team together. This is a classic Marvel team-up story for, ideally, 4 to 6 heroes. If playing with more or fewer players, adjust the numbers of villains accordingly.

GamesMaster Briefing

BACKSTORY (DON'T REVEAL THIS TO THE PLAYERS)

The Green Goblin craves power. Not the kind of power that enables one to survive one's own death, nor the kind that comes from having weapons capable of leveling entire city blocks. After all, he has that kind of power already. No, he craves nothing less than complete political and economic dominion over New York City.

Several problems stand in his way, however. Not only are there countless do-gooders that threaten to uncover his plans, but there are just as many supervillains whose own plans might get in the way of his own. How can he take over the city when the citizens are already up in arms? Mob rule threatens to overtake the town, and the Green Goblin plans to stop it. Being the crafty and criminally insane guy he is, the Green Goblin has found a way to disrupt the warring gangs in New York by using their own petty jealousies against themselves. A simple nudge here, another tug there, and the gangs will destroy each other. Then, when a new power vacuum emerges, the Green Goblin will be the only one ready and poised to fill it! But why stop with simple street gangs? Why not use the same tactic to turn the supervillains' powers against themselves? These types are always trying to one-up the other, and with their attention divided, the Green Goblin will be the one who will quietly step into the background and pull the rug out from under them!

Ah! And knowing that Spider-Man or other long-underwear types are bound to interfere, they will either get killed in the crossfire or be discredited and put away by the authorities. All of this will leave the Green Goblin in control and fit to become the ultimate power of all he surveys!

But the Green Goblin is not an impulsive man. He has learned the value of staying in the background while others are on the front line, getting their hands red with all the dirty work. He needs a flunky, a fall guy. Not only will this patsy be able to set up an elaborate fraud, but he will be able to take the fall should the Green Goblin's plans fall apart along the way. Who can he use to not only set the street gangs against themselves but the supervillain community as well? Someone who is smart enough to pull it off but not smart enough to take on the Goblin, if he does say so himself. The obvious answer is Doctor Octopus, a man who once put in his bid to be a ruling crime boss of New York City and a man who has led several incarnations of the infamous Sinister Six.

So the Green Goblin and Doctor Octopus got to work. Obviously, the Green Goblin only shared a fraction of his new vision-- to supply local gangs with new and fantastic weaponry so they could take each other out. It was a simple enough matter to re-assemble the unwitting dupes of the Sinister Six. The members of the Six agreed that it was a good plan, allowing Doctor Octopus to copy aspects of their powers into easily-produced weapons, ready for the street. Little did his teammates notice Octopus' evil grin behind their backs, much in the same way Doc Ock failed to notice the evil grin behind his own.

The Sinister Six-type weapons include the following:

- A Dr. Octopus-like tentacle whip that is mounted on an oversized gauntlet that fits over the user's left forearm. (Tentacle Whip 3)
- A Vulture-like wing harness, allowing the user to fly silently. (Flight 3)
- Knives carved with African designs reminiscent of Kraven the Hunter. The knives carry a variation of his herb potions. (Damage +1, stones vs. Durability to drug. If drugged, all Difficulties are at +1, with each strike producing a cumulative effect until +4 at which point the victim passes out)
- Oversized gloves that generate electricity using the same frequency as Electro's energy projection. (Close Combat Damage +3; Force Blast 3, electricity)
- A sand blaster pistol that is connected to a backpack filled with a unique sand by-product of the Sandman, sand that hardens around its victim. (Force Blast 3, sand, entrapment)
- A Mysterio-like fishbowl helmet with epaulets that spray hallucinogenic gas. The helmet provides the user with an air supply and protection from the gas. (Create Illusions 3)
- NOTE—Even though the numbers for these weapons are relatively low, the players might feel tempted to appropriate the weapons they "liberate" from the gangsters they encounter. This should be discouraged, either by role playing the hero's sense of honor (or disgust at associating with a villain) or by simply allowing the devices not to work once the heroes get their hands on them. No matter how many stones they waste-- er, spend-- on trying to operate them, the weapons simply won't work for them.

As we begin the adventure, the Green Goblin's plan is well underway. Using wheels within wheels, he and the Sinister Six secretly infiltrated the weapons distributions of all of the major New York gangs, even the Kingpin and the Maggia's operations! Pretty much all gangs throughout New York have some level of pseudo-villainous "Sixer" weaponry, even the small hoods in the back alleys of Hell's Kitchen. This is the level in which the players will become involved. Bit by bit, the players must work their way up the ladder of this strange power-pyramid scheme until they can confront the Green Goblin directly.

MISSION 1:

Primary Objective: Stop the gangs who are using a new wave of weaponry and track down the suppliers.

Secondary Objective: Connect the weaponry to the Sinister Six weapon smuggling operation.

Bonus Objective: Deduce that there is more going on than meets the eye. (Do not reveal to players.)

NEWS ITEMS! DAILY BUGLE

- Mayoral election may swing on pro/anti-vigilante platforms.
- Old grudges break to new mutiny! "Super-Gangs" wreak havoc in Hell's Kitchen!
- Training Days-- ESU to aid NYPD in preparing for possible bioterrorism.
- Latest quarter earnings of Oscorp show highest rate of growth.

ENTRY POINT FOR THE PLAYERS

It is deep into the night over New York City. The players are performing a routine patrol around the city, targeting Hell's

Kitchen in Midtown, Manhattan, after catching the headline regarding the outbreak of "Super-Gang" violence. They might note the relative calm, perhaps because most of the residents have learned to retire early in these turbulent times.

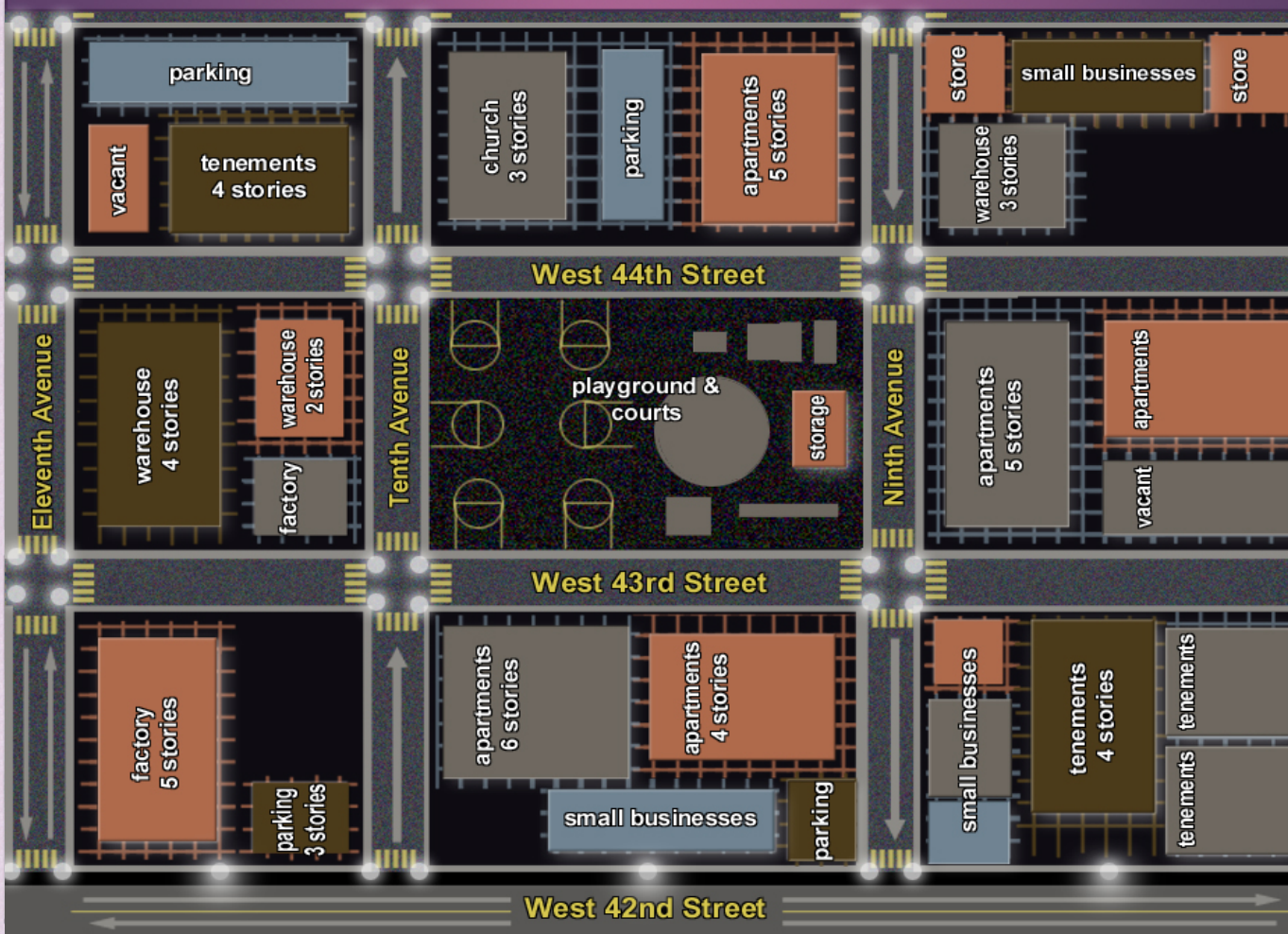
Each of the players' characters should have a reason for wanting to stop the gang warfare. Spider-Man could have an assignment from *The Daily Bugle*. Daredevil's reason is obvious—he wants to protect Hell's Kitchen. The Punisher may be following a drug trafficking ring to the gangs ruling this area. The characters have happened upon each other and have decided to team up. It's time for a little shop-talk among the heroes. The players should role-play their introductions, although the tone of the conversation can range from friendly to guarded, depending if one characters considers the other to be a hero (Daredevil) a mysterious figure (Spider-Man) or a borderline criminal (Punisher.) On the other hand, this adventure can be played with an established team of characters with a single motivation, such as the New Warriors or the Marvel Knights.

One of the heroes, someone with Streetwise, Gang Culture, or a related Social Skills specialty, will remember one of their contacts explaining a potential hotspot of gang activity nearby. "I donno, but from whadda hear," the contact had said, "McCamry Playground, West 43rd, is gettin' lotta 'tention. Word is, th' Los Ardillones be lookin' to grow a bit, chu know? But the 5-Ps already hang thar. 'Sgonna be trouble, man. An' I talkin' tru-BULL!" Any hero familiar with the area should be concerned. The Holy Cross Church is on the same block, and has been a beacon of peace for many years. This new development could be more serious than just a simple gang scuffle!

Scene 1:

(Refer to Area Map of Hell's Kitchen)

HELL'S KITCHEN / MCCAMRY PLAYGROUND



When the players arrive on the scene, there will already be an outbreak of violence between the rival gangs. Describe the occasional flashes of light and sounds of explosions as the heroes approach. Coming even closer, the heroes will notice various sounds of gunfire and, more strangely, sizzles of laser fire. Even the air will take on an acrid, ozone smell. This is not your typical gang scuffle!

McCamry Playground is a small park nestled within a low-income housing area of Hell's Kitchen. On one side, we have Los Ardillones (the 'Llones), an up-and-coming Latino gang which is determined to become a force to be reckoned with. During the fight, they will taunt their enemies with complaints about how they are being mistreated and will make explicit threats about how things will be different, once they rule the streets! Their rivals, the Five Points gang (5-Ps), have long enjoyed the distinction of being the most feared and dangerous gang in the area. They will curse and deride the Ardillones for what they see as a feeble attempt to make themselves known. "Yo! You think you can come 'round here and own us with your bad new weapons? You play with the 5-Ps, you play with death, man!" Their taunts are largely more cliché-- that the 'Llones don't know who they are dealing with, they should go home to cry to mommy, and worse. Feel free to make a list of your own colorful threats to sprinkle throughout the battle!

The strange sounds of the battle are coming from four specific gang members-- two leaders on each side. They are carrying weapons that grant them an edge against their rivals. The Los Ardillones leaders will have the Tentacle Whip gauntlet and the Electro-Gloves. One of the 5-P leaders uses the Sandblast Pistol and the other uses both the Vulture harness and the Kraven daggers. The leaders are not engaging their counterparts so much as simply calling the shots and picking off the non-powered members from either end of the sidelines.

Gang Leaders: **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Agility Bonus); Ranged Combat: 3 (Weapons Bonus); Leadership: 2; **EQUIPMENT:** Specialized "Sixer" weaponry (see above). **BEHAVIOR:** Lead the gang in taking back the streets and gaining revenge for dead brethren.

Everyone is involved in the free-for-all. Several gangsters from either side already lie unmoving about the playground. Overall, however, there will be about three times as many gang members as there are heroes when the players arrive. This includes the gang leaders. (This number is just for dressing the scene-- you will really have an "unlimited" number of enemies. Just keep making up stats for them as needed until the heroes force the gangs to disperse.)

Hell's Kitchen Gangsters: **ABILITIES:** Int: 1, Str: 2, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 2 (Agility Bonus); Ranged Combat: 2 (Weapons Bonus); **EQUIPMENT:** Handgun (+2) and knife or sawed-off pipe (+1). **BEHAVIOR:** Beat down the rival gang until all are dead and the gang's street cred is won back.

The players may try to break up the fight by announcing their presence. This will have little effect, as the fight is well and truly underway, and neither side will pay much attention to the heroes. In fact, when the heroes try to stop the fight by jumping into the fray, they will only get the attention of the gang members they engage directly. All other gang members will continue to fight the other side. In fact, the hero might just prove a welcome distraction, as the gangsters may shoot their rivals in the back, right under the hero's nose! The only way to really end the brawl

is to engage the gang leaders. The moment that one gang leader loses 2 white stones of Health, the gang members on his side will attempt to flee the scene. Any hero who wants to capture a youth must do so in the subsequent Panel; otherwise, he slips quickly into the shadows. Unfortunately, most of the gangsters will escape. The gang leaders will attempt to flee once any one of them is reduced below 1 white stone of Health. They won't get off so easily! Allow the heroes to chase the leaders down, if necessary.

The real challenge to this battle lies in the overwhelming numbers of the gang members. They seem to pop out of nowhere and they scuttle just as quickly into the night. Just keep in mind that, all in all, these are just low-level street thugs. If the players are struggling through the scene, simply have their most imminent threats taken care of by a random shot or rival gangster. If a gang leader is causing too much trouble, a rival leader will temporarily engage him while the hero, sidelined, can recoup and deliver the coup d' grace.

Afterward, the players should interrogate the fallen gang leaders about their strange weaponry. The leaders can't offer too much information, since it was their floater who set up the weapons deal from some supplier a few blocks away-- they just needed them fast and cheap. Besides, anyone can find these "Sixer" weapons. They've been flooding the streets for days now.

Since this is the first time they have heard the term "Sixer," particularly astute players may notice there are only five weapons represented. But if the players don't pick up on the numbers clue, one of the Ardillones leaders will curse at the heroes, saying "if our homey had come back with more firepower like he was supposed to, we could have taken care of those idiots before YOU had to punk us!" When pressed, the leader will reveal there was another type of weapon that their homey had, but he took off with a group to find the supplier himself. He said something about ESU, about getting a different weapon. Why? What else was he supposed to do with a fishbowl helmet that "sprayed out some wicked-trippy gas, man!"

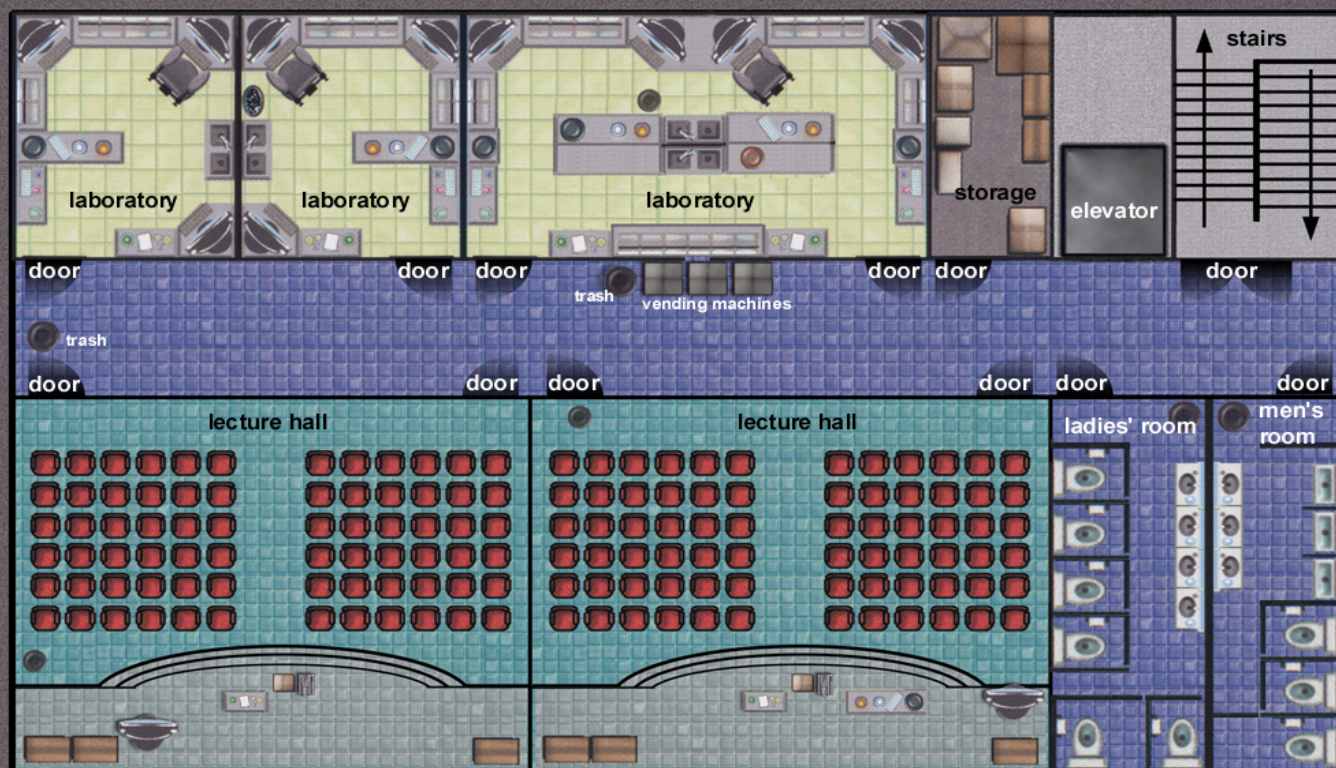
Scene 2:

(Refer to Area Map of ESU's Science Building Interior)

The campus of Empire State University lies empty this late at night. The gates are locked shut and only a few lights shine through the dormitory windows. Which, of course, makes the strange purple mist surrounding the science building all that more mysterious! The gas cloud, unbeknownst to the players, is the variation of Mysterio's hallucinogenic spray somehow released into the air. The players may think they are clever by trying to shield their mouths or to otherwise avoid breathing the mist, but it is of no use-- the mist will seep into the pores of their skin. (If a player really manages to avoid being affected, via a robot body, Self-Contained Lifeform or Phase Shift Action, have the players split up, with the unaffected character being able to snap the others out of their illusion-based hysteria later in the Scene.)

The science building is a 5-story structure whose world-class facilities are hidden behind an old-world brownstone facade. Inside the science building, play up the spooky atmosphere. Just when the heroes feel they have entered the deepest part of the building, the ambient light of the hallways dims entirely. Even equipment or light-based powers grow faint and slip into darkness. There is a brief moment of tense silence, and that's when the Lizard-Men arrive! There are twice as many Lizard-Men as there are heroes, and they pounce upon their unsuspecting victims as if they have landed an ambush (although normal Prescience rules apply.)

Lizard-Men: **ABILITIES:** Int: 1, Str: 3, Agi: 4, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Agility Bonus); **MODIFIERS:** Claws (+2), Mental Defense (+2); **BEHAVIOR:** Mindless destruction.



Play out the battle as if it were entirely real. Once all (or at least one half) of the Lizard-Men lie defeated, the heroes gradually shake off the effects of the hallucinogenic mist. (Alternatively, an unaffected teammate might arrive at this moment, and you can role play the character snapping his allies to their senses.) They now realize that not only were the Lizard-Men all in their minds, but they were, in fact, the extra members of the Los Adrillones gang!

The ‘Llones tell their story: Their floater had managed to hook them up with a dealer that could score them some of the wicked new weapons that have been flooding the streets. But as powerful as the equipment proved to be, some of the pieces seemed . . . “stupid.” In particular, a weird fishbowl helmet with its Freaky Spray. The ‘Llones wanted something more powerful, and they managed to track down the dealer to ESU. It seems there was going to be a brand-new “Sixer” weapon that would be available soon, and the ‘Llones wanted to be the first to gain a bit of an edge. However, when they crashed the ESU, they were confronted by a doctor and some security guards who were investigating the weapons creation. When the ‘Llones fought back, something went wrong with the Freaky Spray, and the doctor turned into some Lizard-guy! Things went a little black after that, until they shook off the illusions at the same time as the heroes. “Uh, did he just say, ‘some Lizard-guy?’”

The Mysterio-spray may have diluted, but one of its effects remains unleashed-- Dr. Curt Connors, who hoped to crash the Sixer weapons creation, has been unwittingly transformed into his alter-ego, the Lizard. They don’t have long to wait, for once the gangsters have told their story to the heroes, the Lizard attacks the scene! The Lizard will have already have three alligators under his control, although he can have more or fewer according to the number of players. The Lizard is intent on protecting what he sees as his “territory” and will want to kill all intruders, including the heroes and any Los Adrillones members. The gangsters won’t

fight back, so the heroes must protect the gang members while subduing the Lizard. Once the Lizard is reduced to zero stones of Health, he reverts to Curt Connors.

Connors will confirm that his Lizard alter-ego was unleashed in reaction to the hallucinogenic spray. He also shares how he stumbled across information on his computer that suggests someone has been trying to access his files in hopes of replicating a variation of his Lizard-serum. He shows footage of a recent break-in, but the security tapes were nearly destroyed, and the results are blurry, scratched, and full of static, with a jerky black-and-white grain that would be present under the best of circumstances. If the heroes place a number of stones into Intelligence to study the tapes, they will discover an overweight man with strange goggles (players may guess correctly that it’s Dr. Octopus) and a skinny, hunched man with a winged costume (the Vulture.) The heroes should catch that the Sinister Six is somehow involved. But observant players may note that the Lizard was never a member of the Sinister Six, and that there is a larger scheme at work.

Scene 3:

If supervillains are developing mass-produced weapons based on their powers, what better way to discover their plans than to go where the supervillains go-- the infamous supervillain hang-out, The Bar With No Name. The heroes may get this tip from the gang members, who may mention that Dr. Octopus was seen there recently, or from Dr. Connors, who in his alter ego is a supervillain, after all. Alternatively, the heroes might have to come up with this information on their own, using their own skills and abilities. Almost any Action will succeed as the players begin hunting villains. Encourage creative use of Hunting/Tracking, Black Ops, and Concentration. Social Skills would be useful, too, especially if the hero has a history of criminal contacts.

Once the players find themselves outside The Bar With No Name, it should be clear that this will not be a simple matter of trouncing the villain in a Mighty Marvel Slugfest. Instead, the players are going to have to rely on their role-playing skills to maneuver through this potentially explosive minefield. You should discourage the players from simply crashing the Bar, to go in with both guns blazing, as it were. The heroes will naturally have a “bad feeling” about doing so. In the words of one of the characters’ respected contact: “Inside that Bar is a legion of deranged and tortured souls, each more maniacal than the next. The people at that Bar trade psychotic schemes like others trade phone numbers. Sure, you could take down one, maybe two bad guys, before breaking a sweat. But while your back is turned, you got THIRTY more where that came from! Even Stilt-Man can land that one-in-a-million punch when he’s just one in million.”

It’s up to the heroes on how to get inside. They can try to infiltrate in a civilian guise, or they can even try to impersonate a supervillain of their choosing! If they wait outside the Bar long enough, they might witness a group of villains equal to their number about to enter-- an obvious chance to capture and steal these villain’s identities. This doesn’t have to lead to a battle that has to be played out. Simply allow the ambush to succeed in order to move the story along.

Inside, numerous costumed characters fill the place. You can name drop some of your and your players favorite villains. Most of the supervillains featured in the profiles of the Marvel Universe Roleplaying Game books are available, if only for set dressing. Notably absent, of course, are the Sinister Six members (and the Green Goblin.)

Have the heroes weave in and out of conversations. What do supervillains talk about in their time off? The players can catch snippets of conversations such as so-and-so’s latest haul, the performance of so-and-so’s hi-tech armor, the near-capture of so-and-so. Once the players try to steer conversation to the “Sixer” weapons smuggling, they will need to win a Social Skills action versus a Difficulty 4/Resistance 9. As GM, you can offer Situational Modifiers, including for convincingly role-played arguments. Note that the Resistance can be overcome by combining the effects of talking to more than one person. In other words, the players don’t have to talk to the same person over and over. Ultimately, the heroes will learn of a connection to a Maggia front, a corporate office. One of the criminals will bend his head low and whisper that you didn’t hear it from him, but the weapons weren’t sold by no Dr. Octopus. No one knows who’s making them, but the weapons supply is headed up by the Maggia-- by Hammerhead’s men. The same Maggia boss operating out of a certain penthouse in Midtown.

MISSION 2:

Primary Objective: Track down and confront the weapon suppliers.

Secondary Objective: Defeat Carnage/Venom.

Bonus Objective: Avoid bad press!

Scene 1:

(Refer to Hammerhead’s Penthouse Area Map)

It will be early morning by the time the players make their way to Hammerhead’s penthouse. It should be fairly easy to make their way to the penthouse area of the building-- have the players describe their plan of attack. The most obvious entrance will be by

way of the rooftop, although the players may have to make their way up from the lobby if no one has any superpowers or equipment to help them. Make it as easy as possible for the players to succeed at their infiltration. For example, the players may expect to encounter alarm systems, and you will allow any stones allotted to be a successful Action. If the players encounter guards in the lobby, allow any bluff to be successful.

This is important because if the players noticeably break into what is considered to be a respectable residential building, it could jeopardize their reputations. On one hand, obviously, the players are meant to be placed in the middle of action as soon as possible. On the other hand, they must be careful to do so in a heroic manner or risk having this situation come back and hurt them! This will be made more important later in the Mission.

Regardless of the player’s plan of “attack,” they will end up in the entry hall of Hammerhead’s penthouse. The quietness of this scene will be disrupted suddenly once the heroes make their way through the center of the expansive penthouse hallway. Suddenly, the columns along the walls open up, exposing the Maggia’s high-tech bodyguards, the Dreadnought robots. There will be one Dreadnought per hero, although you may adjust that number by one or two depending on how tough you want to make it for the players. The Dreadnoughts are playing for keeps--after all, they are just doing what they are programmed to do. That said, they will each pick out one hero and not deviate from single-mindedly attacking him or her. In other words, they won’t team up on their opponents, split stones for multiple targets, or switch targets during the battle. This could work to the heroes’ advantage if they catch on to this, and they themselves start switching or teaming up on opponents.

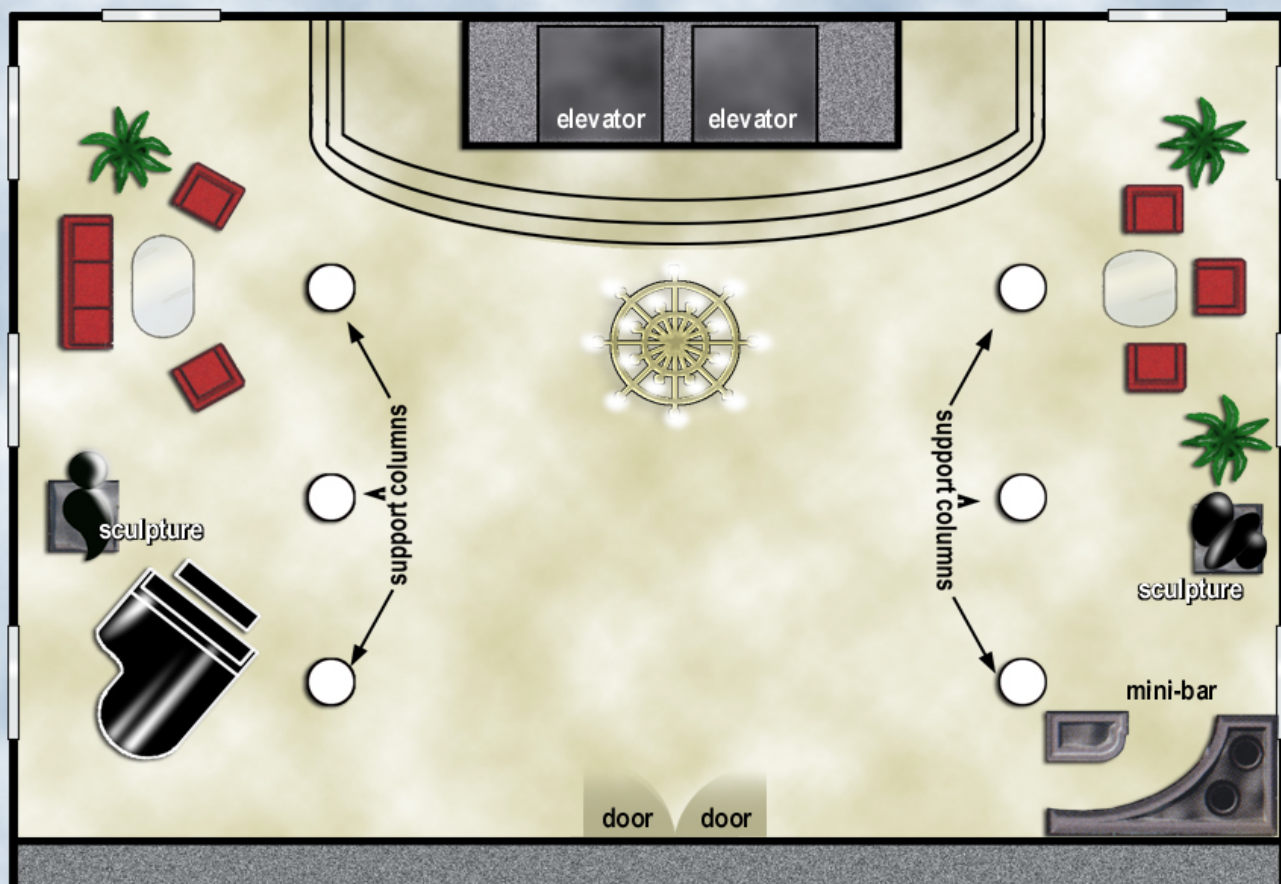
Dreadnought Robots: **ABILITIES:** Int: 0, Str: 4, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 3 (Strength Bonus), Ranged Combat: 3; Gamma Ray Blast: 4; Freon Gas Spray: 3 (stones vs. Dur. to freeze/entrap); **MODIFIERS:** Armor Electrification (+2), Spiked Knuckles (+1 to Close or Ranged Combat), Flamethrower (+2), Toughness (+5, no 2x Damage), Mental Defense (+8); **BEHAVIOR:** Destroy intruder.

If the battle goes on for over ten Panels (and especially if the players are having an unenjoyably hard time) you can have Hammerhead show up with an entourage of Maggia bodyguards and dramatically order the Dreadnoughts to stand down. But in general, the battle should end in one of two ways-- one, the heroes can defeat the robots; two, the robots can clobber the heroes. If it is the latter, describe how the heroes succumb to the blackness of unconsciousness. When they wake up, they will be trussed up in chairs and prepared for the audience with Hammerhead. Instead, if the heroes defeated the robots, they will scarcely have a moment to catch a breath when Hammerhead enters.

Whenever Hammerhead arrives on the scene, he will burst through the double doors that lead into the room, flanked with Maggia goons. However, this entrance might have been more powerful if Hammerhead had time to change out of his pajamas! Hammerhead is a commanding, powerful figure despite his pinstriped red robes. The way he moves, the way he scowls at the heroes, the way he uses his thick New York accent-- all of Hammerhead shows that he is used to imposing respect. He will immediately demand to know what is going on and who are “all dese mooks.”

The players have a variety of ways to negotiate with Hammerhead. This is another role-playing moment as the heroes try to leverage some information out of the Maggia. They can use any relevant Social Skills specialties (or other skills at the GM’s discretion) during the confrontation, and particularly good role-playing might earn them a Situational Modifier. Do the heroes take the high road, demanding answers, or might they try “making an offer

HAMMERHEAD'S PENTHOUSE FOYER



they can't refuse," pretending to want in on the Maggia's weapons racket? But they should be careful— Hammerhead is not one to be bullied. Any explicit threats will earn the players a +1 to +2 to the Difficulty. And, obviously, this all depends on how the battle ended with the Dreadnoughts. Threatening Hammerhead while being trussed up after a defeat will not be the best tactic.

During the conversation, Hammerhead will reveal that he was given prototype weapons by Sandman, Kraven, and the Vulture. However, the word on the street is that three different prototypes were given to a rival organization-- no less than the Kingpin's, if the rumors are to be believed. These weapons proved to be cheap to produce and tremendously effective, creating a skyrocketing demand while flooding the city with the product. The three villains have even promised to return with prototypes of new weapons in the future. However, Hammerhead is upset that he doesn't seem to have an exclusive on these weapons. He knows the weapons do little more than create a cancer as flunkies on all levels are relying on this weaponry and picking each other off in droves. He is an old-fashioned man with old-fashioned values, after all, and he wants to see this "Sixer" scheme stopped as much as the heroes, but he doesn't want to abandon the arms entirely and have his organization left at a disadvantage. He gives the heroes the location of where the Kingpin is supposedly having a "power meeting" today. "But, of course, you didn't hear dat from me!"

Scene 2:

At high noon, the Kingpin will be playing chess with a fellow influential businessman at a posh restaurant in Chase-Manhattan Plaza. This power meeting is so powerful, in fact, that the entire

restaurant and surrounding area has been bought out to provide maximum security and seclusion. The meeting takes place in the open, but secluded, air of a quiet patio, enclosed from the rest of the upper-level Plaza. The Kingpin is flanked by two bodyguards, and the businessman is flanked by three. (Overzealous players might leap to the conclusion that the Kingpin with six people around him might equal the Kingpin plus the Sinister Six! Mention that the guards are shadowy figures and some wear heavy coats and low-brim hats—that should help the conclusion!) This meeting is so powerful, in fact, that the entire restaurant and surrounding area has been bought out to provide maximum security and seclusion. The lunch takes place in the open, but secluded, air of a quiet patio, enclosed from the rest of the upper-level Plaza by various long cement planters and stanchions.

The players might choose to enter the scene in various ways, but the most dramatic of all will be a sudden attack from above. The guards will make an attempt to defend their employers, of course, but it's really just for storytelling. Any attack will be waved away by the Kingpin after the first Panel. The Kingpin will be ready and anxious to talk with the players without having to resort to violence. He will dismiss everyone else from the scene so he can focus on the players.

"I see," the Kingpin will acknowledge once he hears what the heroes have come for. He will not offer any information regarding any questions the players might have. After all, information comes with a price. Or as a prize. With a sudden smile, the Kingpin will offer to give the answers the heroes seek if one of them can best him in a one-on-one duel at chess. No powers, no weapons, no help from teammates, just the two characters using their mental acuity. The players have no choice but to agree.

The chess game is Difficulty 3, Resistance of 9. Both the Kingpin and the player will play stones, and whoever completes the Resistance first will be the winner. The Kingpin will use his Social

Skills of 7 plus the Socialite specialty, and the player is free to use Intelligence or a Social Skills Action as well. Related Social Skills specialties such as High Culture or Jet-Set Culture are appropriate, as well as any others that the GM may allow, as long as the player sticks with just one specialty during the contest.

Note that the rest of the players can't interfere. This includes lending stones through Actions such as Leadership. Particularly sneaky players may try to use Telepathy or Magic. This should be tricky, however, not just because it makes things easier for the players! Remember, the Kingpin has the information the characters need, and he won't give it up until Mission 3. The crimelord is no pushover, either. He may be familiar with the characters' powers and expressly forbid them from use during the contest, on the penalty of forfeit. He will certainly be on his guard and have a Situational Modifier for any such attacks during this scene. But even after all this, if some players manage to read his mind, they might find themselves only pick up surface thoughts about chess moves, learning nothing of the information that Kingpin will be planning on giving to them.

If the hero loses the chess match, the Kingpin will laugh heartily. He will consider the "price" of the hero's dignity as adequate payment for the information. If the Kingpin loses, he will . . . also laugh heartily. He will concede that he is not often beaten, and this worthy task deserves a worthy reward.

Before he relinquishes the information, the Kingpin offers the heroes a place at his table, and he will even offer to pay for lunch for any hero who wishes to eat. This is one of the top restaurants in New York, so chances are the heroes may never have even dreamed they would be able to eat here. Find out what your players are salivating for, or add some gourmet ideas to the set dressing.

The Kingpin's story will be somewhat similar to Hammerhead's. He was given prototype weapons by Doctor Octopus, Electro, and Mysterio. The Kingpin thought the three were merely trying to raise some quick cash by providing cheap knock-offs of their signature equipment. Once other "Sixer" weapons started appearing (and in the hands of Kingpin's rivals, no less,) the Kingpin began to grow concerned. The weapons were too easily mass-produced, and the gang rivalry may overwhelm both gangs at once. Unlike Hammerhead, however, the Kingpin is ready to dive into the production of these weapons, as he hopes to gain the upper hand by diversifying his weapons array as soon as possible. In fact, Doctor Octopus has offered him a taste of the new weaponry tonight. The Kingpin gloats-- he tells the heroes where his warehouse is, boasting in full confidence that they will prove to be worthy "targets" to test his new weapons.

Scene 3:

(Refer to Kingpin's Warehouse Area Map)

It's best to wait for nightfall to investigate the Kingpin's warehouse. Not only is the area less crowded and virtually abandoned, but it creates a much nicer environment to describe to the players! The warehouse is located on the Brooklyn waterfront, and it's typical of The Mog—old, worn, and lying sad in the darkness. As with Hammerhead's penthouse, it should be fairly easy for the heroes to infiltrate the location. Besides, the Kingpin already knows they are coming! Whether coming in from the rooftops, the side or rear entrances, or even simply walking up to the front door—the heroes should know this was easy. Perhaps "too easy!"

Once inside, the lights will suddenly turn on, illuminating the warehouse as if it were day. The interior is a mixture of storage

and high-tech laboratory. Most noticeable, however, are the two containment tubes in the center of the area. Inside one, Carnage. In the other, Venom. The two villains seem asleep, inert. A picture of a strange new weapon revolves on a display in between the containment devices. A button lights up suggestively—the players must press the button to continue to research the new weapon. (This becomes important in Mission 3.) Apparently, the new weapon is some kind of gyrojet pistol-- a gun that fires small projectiles containing a variation of the alien symbiote. The substance will then envelope its victim and entrap and/or smother him. Behind the heroes, rows and rows of crates are stacked on wide shelves, reaching to the ceiling. If those crates are loaded with "Sixer" weapons, the Kingpin would be sitting on a stockpile large enough to build his own super-army!

As if that weren't ominous enough, a soft tapping sounds on the glass of the containment tube. Carnage and Venom are awake! The two villains talk to each other, agreeing that it would behoove them to team up, just as long as it takes to get out of their imprisonment . . . and to kill the heroes. With that, they start pounding on the glass. Before the heroes have time to react, the villains burst loose! The heroes must subdue both Venom and Carnage, who have been cooped up too long to see anything but red!

During the battle, Venom and Carnage will pull no stops to hurt the characters. These two characters should give a group of four to five heroes a good run for their money, and they are not afraid to split stones for multiple attacks. If you think that the villains need a bit more of an "edge," you can have Venom discover an early prototype of the symbiote ammo on a nearby table, throwing them at the heroes and entangling/smothering one or two heroes. The villains can similarly use their environment to their advantage. Either might find stray cables and use them to electrify his opponent (treat as the Electrification Modifier for powered armor at +4). Another might use a computer bay or lab table as a thrown weapon (Weight 2.) If either one is reduced to 2 white stones, he will retreat only as far as the racks of crates in the far half of the warehouse. From there, he will launch sneak attacks from above and/or from between the crates and shelves. Those huge crates make good Weight 4 ranged weapons, when thrown! If the villains defeat the heroes, they will quickly escape the scene, parting ways. Once the heroes defeat one of the villains, the other will turn tail and escape. The players have one Panel to subdue him; otherwise, the villain dashes off through the upper windows of the warehouse.

Immediately after the villain goes down, the heroes will hear police sirens and see the signals lights flashing into the scene. The heroes barely have time to breathe over their fallen foe (and maybe glimpse the other villain slipping out of the warehouse) when the police burst into the warehouse's front doors. The heroes should immediately recognize the high-tech weaponry and distinctive insignia of New York's Code: Blue. The officers will bark at the heroes to stand down, stay where they are, and that they are under arrest! The Code: Blue officers will escort the heroes to their van, where they will be taken to their special holding facility while their charges are booked. On their way to the van, the heroes will notice the Kingpin, who is among the crowd of several senior officers, obviously talking to them about the recent "break in." The Kingpin will smile knowingly, tipping his cane to the heroes as they pass.

The heroes will probably be weak from their battle already, but if they still want to resist, the Code: Blue officer will say he "just wants to talk" and will ask for their cooperation. The odds are definitely not in the heroes' favor, since they don't know about the number of officers still waiting outside the building. Even so, if the heroes try to fight their way out or to use a travel power to escape, several Code: Blue snipers will fire tranquilizer darts at the heroes, taking them out and they will wake up in the next scene, but not before they notice the Kingpin's smiling face as they are carried off.

MISSION 3:

Primary Objective: Uncover the ultimate villain behind it all.

Secondary Objective: Defeat all the supervillains

Bonus Objective: Clear their names!

Scene 1:

Lt. Marc Stone, leader of the Code: Blue team, will apologize to the heroes as they are put into the headquarters' holding facility (or, if they were rendered unconscious and transported against their will, he will apologize as they come to within the cell.) "Look, this is just until we can sort some things out." He remarks how the heroes have helped his team and the city more often than not, even if they weren't aware of their influence. "You guys will be outta here soon, if I have anything to say about it. Just be patient for a little while. You know how it is." He will caution, however, that the heroes must not, under any circumstances, cause any disturbances during their "visit."

Throughout the booking experience, the players have opportunities to interact with the Code: Blue officers. This might be the first opportunity the heroes have had to experience the other end of the justice system. Some officers will be openly belligerent to the heroes, upset at their vigilante lifestyle. Others will be genuinely sorry that the heroes may be victims here. Still others will be star-struck, gushing embarrassingly at finally being able to

meet their favorite hero! Separate the heroes and have different types of officers interacting with each group. For example, a sympathetic officer could strike up a real heart-to-heart with Spider-Man, while the gushing, star-struck officer would be a funny match with the Punisher.

As per procedure, all of the heroes' equipment have been confiscated. That means any armor, weapons, or other devices have been removed from play temporarily. Obviously, the police won't let a character take a sword or a gun into the holding cell, and this rule extends to any such items from Spider-Man's web shooters to Moon Knight's cape to any powered armor heroes. In fact, although the heroes have been extended the courtesy of being able to retain their masks, they have been asked to remove their gloves and boots, since many villains have control circuitry hidden inside. Those with masks look somewhat silly in their prison-issued complimentary uniform.

The Holding Facility is open only at the west wall, which consists of nothing but iron bars, a section of which is a sliding door entrance/exit. This particular Facility has been outfitted with special energy-sapping devices to inhibit the use of superhuman abilities. All superhuman Actions/Modifiers will be reduced to 0, and the player cannot use such Actions (although "normal" Actions such as Close Combat and Social Skills will remain unaffected.) Any Ability over level three will drop to level three, and any Ability at three will drop to two. (If any Ability is at two or one, there is no change.) Determine ahead of time exactly how the power inhibitors effect each hero.

In the Facility there is at least one prisoner per player plus two or three others. Most of the prisoners will ignore the heroes, but soon a group of three will be bold enough to confront one of them. The

KINGPIN'S WAREHOUSE INTERIOR



prisoners, members of the gang the heroes busted at the beginning of the adventure, hold a grudge, and they aren't going to stand for it! The criminals begin verbally assault the heroes. They think the hero is responsible for their life of crime, they claim to have been physically hurt after being accosted by the hero. What's worse, they hold the heroes responsible for now leaving their homes and families unprotected by the inevitable gang retaliation.

The confrontation may end physically, despite the warning of Lt. Mark Stone. The moment any blows are thrown, the combat will end as soon as it begins. Players won't have to spend any stones, as Code: Blue officers will suddenly burst onto the scene. The officers will separate the combatants, ordering the heroes to be removed. In fact, they will next be brought before the judge for their arraignment.

Scene 2:

The courthouse is packed with spectators. Fans of super-heroes sit side-by-side with anti-vigilante watchdog groups. The crowd is buzzing with excitement, and all of the major newspapers and television news programs are represented, most of them talking at once. Also among the crowd-- the Kingpin, seated slightly behind the prosecutor's table. There may even be a couple of guest appearances by costumed heroes who are listed in the Profiles section, such as Luke Cage and Iron Fist, if they are not characters already used by the players.

The heroes are brought before Judge Spenser Watson (incidentally, the uncle of Mary Jane.) They are asked to sit at the defense table and they will be represented by Foggy Nelson. After the docket is read, Foggy asks immediately for a sidebar with the judge. Foggy, the DA, and the judge confer for several minutes in an obviously heated discussion. When finished, Foggy returns to the table. Judge Watson announces that "this is highly unusual, but it seems we live in unusual times. The defense's motion to allow the accused to speak on their behalf is granted." (Obviously, this is Marvel Comics rule of law, which may differ slightly from the real world. At least the twisting of the "usual" rules of order will act in the player's favor.)

The DA will repeat the charges against the heroes: They are accused of breaking and entering, of reckless endangerment, of destruction of private and public property, and of vigilantism. The DA will also ask that they be remanded without bail and be required to abandon their secret identities. Because of Foggy's legal maneuvering, each hero will be allowed to take the stand on their behalf. But he won't be able to prompt them. The DA will be asking the hero to defend himself against one of the following directed questions, grilling the heroes one-by-one. The GM should really grill the characters on their bad press to date. Let this be a good opportunity for role-playing. Have the players stand up when it is their turn to answer:

- Did you or did you not break into a warehouse located in Brooklyn? Did you know at the time it was owned and operated by Fisk Enterprises? Who pressed a button allowing two notorious villains to wake up and escape? Please describe the condition of the warehouse after your encounter with these villains? And despite your efforts of vigilantism, what happened to the villains? So you admit to breaking and entering, operating as a vigilante, and causing destruction of private property? (If the hero tries to implicate the Kingpin as an arms dealer, the DA will counter with the fact the heroes have no actual proof that Wilson Fisk had or would be selling these weapons or using them in criminal operations.)

- Did you attempt to break up a gang fight last night? Despite their efforts of vigilantism, how many gang members were actually captured? (The number should be at least 4, the two leaders, but this is less than five percent of the estimated number of gang members at the scene.) Did you ensure they were actually placed into custody? (Because otherwise the players left the scene and just assumed the police showed up.) And what happened to the weapons? (Unless the heroes specifically destroyed the weapons, the DA will point out that they left known weapons on the street. If they confiscated the weapons, the DA will wonder why the heroes are stealing property.)
- Did you break in and enter Empire State University that same night? Didn't you engage in combat with non-superhumans who were not armed? (The heroes thought they were engaging "Lizard-Men" at the time-- but the DA will suggest that the heroes were operating under the influence of mind-controlling substances.) Didn't you consort with a known criminal, Dr. Curt Connors, a.k.a. the Lizard? Didn't you ask around for the so-called Bar With No Name, a known meeting place of criminals? (If the heroes are getting out of these questions too easily, you can have the DA produce a photo of heroes entering the Bar With No Name.)
- Did you infiltrate the famous Hammerhead Building in Midtown? Do you have an estimate of the monetary value your actions have cost the Hammerhead Building Home Owners Association? (1.2 million dollars in damage to the building and to its "automated security devices.") Did you have any physical proof to connect Mr. Hammerhead to any type of arms dealing? (All the heroes have is their word that Hammerhead was telling the truth.)
- Is there anything else you would like to add to clarify this situation?

In addition to responding to these questions in-character, the players must allocate stones in a Social Skills Action to defend themselves (with an appropriate Situational Modifier given after their stirring defense.) The Difficulty to confidently present their side of the story is not that high—Difficulty 4. But the Resistance to persuade public opinion to their side is high—Resistance 7. Each player must overcome the Difficulty during their time on the stand. The amount of red stones that surpass the Difficulty may be added to the Resistance, and the players can add such stones collectively as each take the stand.

If the Resistance is overcome by the time the last player speaks his/her defense, the court will erupt in applause for our heroes. Judge Watson, once he calls the room to order, will say that he is not convinced the heroes were acting maliciously, and that the prosecution has yet to offer conclusive proof that the heroes were not acting out of noble intentions. He will dismiss the charges and the heroes are free to go. If the Resistance is not overcome by the last player, the court will erupt in grumbling and muttering. There will be an uncomfortable silence as the judge calls the room to order, and the players will notice the Kingpin leaning forward to talk to the DA. The DA will then stand up and announce that the defense's alleged victim no longer wishes to press charges. Judge Watson, somewhat relieved, will dismiss the case.

Whether or not the players required the Kingpin's help, the Kingpin will approach the heroes immediately after the case is dismissed. He will congratulate the heroes on their success. He continues that he would love nothing more than to see the heroes taken away for months, if not years, by the New York justice system, but it has occurred to him that there is something more going on here than simple arms dealings. After listening to the testimonies and

connecting the ideas, the Kingpin is convinced that there is a larger plot at work, trying to pit villain against villain, and heroes have somehow stumbled into it all. There was supposed to be one last meeting between the Kingpin and Doctor Octopus, but the Kingpin has decided to be truant to this little meeting. He drops a piece of paper as he turns to leave, his bodyguards in tow. On the paper is a longitude and latitude number, plus a time later this evening.

Scene 3:

(Refer to OsCorp Cargo Ship map)

The good news is that the longitude and latitude of the villains' meeting is easy enough to research. The bad news is that it points to an offshore location four miles beyond Staten Island. Somehow, the players must figure a way to get out there. Characters with travel-related powers might not find this such a complicated issue. Others, with skills such as Inventing, might be able to kit-bash some transportation. And if a character has a Wealth rating of 4, she most likely owns a private yacht already! The best bet, since most heroes don't own private yachts, is to try to use their contacts. This calls for a Social Skills action with a Difficulty of 4, so don't forget to use those specialties. Be sure to role-play the conversation, so the player can earn an appropriate Situational Modifier with a lively performance.

Deep into the night, the heroes approach their destination—an old, weather-beaten cargo ship, slightly longer than a football field and wider than a four-lane highway. It barely moves in the gently rolling waters, and all is silent save for a bell that rhythmically tolls after each wave. All is dark, as well. In fact, when the heroes begin infiltrating the ship, it seems as if it has

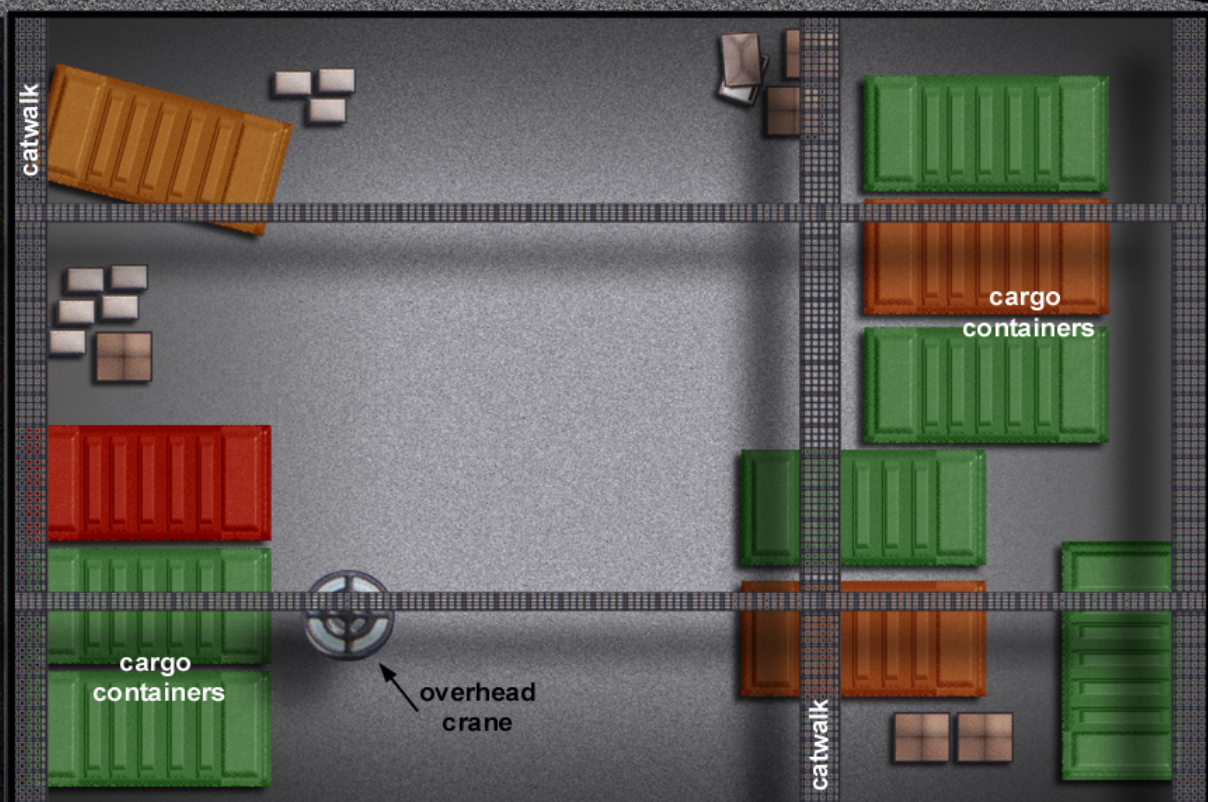
been abandoned. The only light comes from a wide opening (50 by 25 feet) in the middle of the ship. In the cargo hold stands Doctor Octopus, Vulture, Kraven the Hunter, Electro, Sandman, and Mysterio. Hammerhead is also present. Despite the heroes' best attempts, they are late. The meeting has already begun.

The villains stand in a vague circle with Doc Ock in the middle. Outside the circle, there are large cargo containers— huge, metal rectangular boxes standing eight feet tall, 10 feet wide, and 30 feet long. These are stacked irregularly, and they fade into the background. The heroes must be at the opening to hear what is going on inside. The lights of the cargo hold blaze below, so there is little risk of being spotted if the villains casually look upward.

Octopus has obviously been talking about the arms deals with Hammerhead. Hammerhead holds his own quite well against Octopus' self-aggrandizing conversation. Hammerhead will mention that he's brought the payoff, opening a briefcase full of rare jewels. He also demands that, with the Kingpin's absence, that he be granted exclusive ownership of all "Sixer" weaponry. Doctor Octopus laughs. With a tentacle, he snatches the briefcase away from Hammerhead. With another, he pushes Hammerhead away. One of the cargo containers opens its doors automatically and its illusory walls fade away, revealing a barred cell. Hammerhead is locked inside! Doc Ock sneers, "With your men completely dependent on our weaponry, it is I who shall be granted exclusive ownership of your entire organization!"

The other villains look upset, taking offense at the "I" Octopus uses. "Hey, wait a second. . ." they will start to advance on him. But Octopus, in all his confidence, simply lashes out with his arms once more. In a flash, all the other villains are pushed backwards into cells similar to Hammerhead's. They are taken off guard, and the moment they recover, they find they cannot break free. Doc Ock explains

OSCORP CARGO SHIP INTERIOR



that, after designing weapons based on their powers, it made it easier to develop technology to block those powers, as well. Now they are trapped, and Doctor Octopus is poised to become the ultimate power in New York City!

But just as suddenly, an explosion rips through the top of the cargo ship, virtually in the midst of the heroes. They are thrown violently down into the hold, landing hard on the floor around Doc Ock, who seems just as surprised as the players. Looking up, the figure of another villain comes into focus from behind the glare of the lights. It's the Green Goblin! "Not so fast!" he demands of Octopus, "You think you could have been a mastermind on such a level? Your power is nothing compared to that of the Green Goblin!" The Goblin explains how he was the true mastermind. He offers the Sinister Six a choice to join him as his lieutenants. Their first assignment? To destroy the assorted heroes scattered on the floor! "With this victory, nothing can stand in our way!" With a flick of a remote, the Green Goblin opens the doors of the cages, and the Sinister Six step forward!

It's the battle royale! The Sinister Six aren't really interested in joining with the Green Goblin, not after they've been duped. They don't care too much for Doctor Octopus, either, with his recent treachery. But they've got a lot of pent up aggression and they've got a grudge against heroes, so they might as well try to defeat the players while they're down. As the GM, you can be sure to describe the villains' attitudes as they pummel the heroes. They know a good opportunity when they see one!

As for Doctor Octopus, he will furiously turn on the Green Goblin. These two will concentrate their attacks on one another—each convinced he is the rightful ruler of the city. This largely removes them from the conflict so the players can concentrate on surviving the remaining members of the Sinister Six. Just be sure to describe the various threats, curses, and explosions as these two weave around the scene, duking it out.

One easy way to defeat the Six is to use the power-draining cells. The doors of the cells remain open, and if a character calls his shots right, he can push his opponent into the containment unit. Once locked inside, the villain is rendered effectively powerless. Any of the cells will work with any of the villains, but it must be one villain per cell. These "called" shots are harder to achieve (the GM may add a few stones to the Difficulty) and it will require the hero to succeed in a combat Action by an amount of stones equal to his opponent's Strength (if pushing him back in hand-to-hand combat) or Agility (if pushing him back with a ranged or area attack.) The best bet is for heroes to combine their Actions with one another to be able to have enough stones to toss the villains inside. If the heroes need help, Hammerhead will begin to call out some suggestions, adding to the players' Actions by using stones from his Leadership. (Once again proving the adage: "the enemy of my enemy is my friend!")

Once the Sinister Six (er, Five) have been defeated, the heroes have to face down both Doctor Octopus and the Green Goblin! The two villains pause in their private battle to regard the heroes. Doc Ock sneers at the Goblin, taunting him that, for all his planning, his schemes are all crumbling before him. Sending out a tentacle, he snatches the remote for the cages from the Goblin's belt. He presses it, unleashing all the Sinister Six members (if they had been captured by the heroes.) Octopus apologizes, admitting that he was duped just as much as they, and they must escape to plan their revenge. With another pair of tentacles, he peels off a huge piece of the side of the cargo ship. A huge jet of water bursts forth, conveniently pushing over the Green Goblin and the heroes, sending them tumbling. As water starts filling the ship, Doc Ock and the Sinister Six, with Hammerhead in tow, make their way out of the hold. The heroes and the Goblin recover in time to see the

cargo hold doors above them slam shut. They are now trapped inside with the Goblin as the ship lurches, sinking!

The cargo hold will completely fill with water in 15 Panels. During this time, the Green Goblin will continue to battle the heroes: "My scheme may have failed, but if anything, this night will be your last!" The Goblin will use his glider to keep out of range of the close fighters, and he will use his bombs as much as possible due to their area effect. Although he has been battling Doctor Octopus, use the Green Goblin's full stats and arsenal to give the players (who may be weakened by the previous battle) a complete work-out. If you need to give the players a bit of an edge, the Green Goblin may be battle-weary, with fewer white stones of health and/or red stones of energy. Once 5 Panels have left, characters must battle along the tops of various containers—the water has risen too high! Once 10 Panels have passed, the characters must spend at least 1 red stone of energy using their Strength to stay afloat.

After 5 Panels or when the Goblin is reduced to one white stone of health (whichever comes first,) the Green Goblin will attempt to escape and leave the heroes behind. The players will have one Panel to try to defeat the Goblin before he flies off. If successful, he will use his strength to push open the cargo hold doors, breaking them free. But as he leaves, he will slam them closed again, using his High-Voltage Gauntlets to weld the doors back into place.

Once the Green Goblin leaves the scene, there will be four Panels left until the water fills the hold completely (unless the players managed to chase him off earlier.) Breaking out of the cargo ship must be done within the remaining Panels or the characters risk drowning. If the heroes can fly up to the cargo hold doors, they can push it open by overcoming a Difficulty of 5. If they can't fly, they can't open the doors because there is no leverage. Powers with an appropriate range might be helpful. Ripping or blasting through the walls of the ship will be Difficulty 7. If these options won't work, the only thing the heroes can do is make a swim for it! By beating against the force of the water pouring into the ship, they could swim through the hole and make it to the surface. Swimming is a Strength action with Difficulty 2 but a Resistance of 8. This might take a few Panels, but the players must succeed in the same number of Panels as their Durability or run out of breath.

The players will make their way out of the ship to see the Green Goblin as a tiny speck against the night sky. Their own transportation remains thankfully untouched, allowing the weary heroes a place to rest. While making their way back, they rest knowing they helped put an end to the Goblin's latest scheme and the streets can remain safe, for now.

For further adventures, don't let the players may not have much time to rest on their laurels. They may have stopped the "Sixer" arms deals, but there are still some of these weapons on the streets. Maybe the heroes will want to start hunting down all traces of these Sinister-Six replicas. There may even be other prototypes of weapons based on other Spidey-villains, too (Boomerang, Cyclone, and Mad Jack make good choices.) Players will not only have to look out for "new" villains, but these modified weapons might inspire a new breed of street-level hero as well, perhaps some neophyte Marvel Knights who are likely to get in way over their heads! In any of these events, the players' heroes would also have to work to curb the public panic that would likely result, which might be an extension of the bad press they got during their day in court. After all, nothing looks better to the citizenry (and to the cops and DAs!) than keeping the streets safe.

And don't forget-- the Kingpin may think the heroes owe him a big favor. Perhaps the Kingpin needs the heroes to fight Hammerhead on his behalf? Who knows what adventures that may lead to! The heroes may have won, but the distant laughter of the Green Goblin reminds them that the villain is still out there, ready to menace the heroes another day, Good luck, and happy adventuring!

APPENDIX A: WEAPONS

WEAPON	WEAPON MODIFIER	RANGE
Boomerang	1 Stone*	1-2
Darts	1 Stone**	1-2
Whip	1 Stone†	1
Dart Gun	2 Stones**	2
Bola	2 Stones†	1-2
Net	2 Stones†	1
Colt M1911 .45 Semiautomatic Pistol	3 Stones (2x Damage, Collateral)	3
Tommy M1921 Submachine Gun	3 Stones (2x Damage, Collateral)	3
M16 Semiautomatic Rifle	4 Stones (2x Damage, Collateral)	4

*Can turn corners and return to thrower at the end of the Panel

** May be filled with poisons or toxins

† Ranged Combat. Bola and nets do not cause Damage, but do add Weapon Modifier to Ranged Combat and tangles/holds if it hits. Whip may damage OR entangle, but not both at the same time. Bola and whips have D: 1, R: 5 to break free. Standard net is D: 2, R: 4 to break free.

APPENDIX B: VEHICLES

Hobgoblin's Battle Van

Description: Armor-Plated Battle Van with an arsenal of weapons. Can also be operated by remote control, or autopilot.

Difficulty to Operate: 1

Resistance to Operate: 1 (0 if autopilot is engaged)

Defense Modifier: 5

Vehicle Damage: 20

Maneuver Modifier: 5

Speed: 6

Weight: 5

Weapons: Top Mounted Force Cannon: (+5), Range: 5;

Guns: (+3), x2 Damage, Range: 5

Communications equipment

Moon Copter

Description: Modified helicopter (with rope ladder), piloted by Frenchie. Vertical take-off and landing (VTOL) capability. Seats 2.

Difficulty to Operate: 4

Resistance to Operate: 1

Defense Modifier: 1

Vehicle Damage: 8

Maneuver Modifier: 5

Speed: 5

Weight: 5

Weapons: 20 mm cannons: (+3)

Stealth Technology allows it to move silently.

Owl Flyer

Description: A helicopter customized with the Owl's insignia to transport him and his gang. Can transport a maximum of 2 tons.

Difficulty to Operate: 4

Resistance to Operate: 1

Defense Modifier: 2

Vehicle Damage: 12

Maneuver Modifier: 4

Speed: 5

Weight: 6

Weapons: None

Communications array (5 mile radius)

Punisher's War Wagon

Description: Heavily-modified and armored Ford Econoline van, disguised as a TV repair truck.

Difficulty to Operate: 1

Resistance to Operate: 1

Defense Modifier: 6

Vehicle Damage: 30

Maneuver Modifier: 4

Speed: 6

Weight: 5

Weapons: .223 Mini-Gun: (+5), 2x Damage; Anti-Personal

Gun: (+3), 2x Damage, collateral, Range: 6; Rubber Bullet

Guns: (+3), Range: 5; Gas Launchers: (+4), Area vs.

Durability, Range: 5; Grenade

Launchers (+4), Area Effect,

Range: 5; Anti-Car Attack Device:

(+5), Armor Penetration, Range: 5;

Ramming Bar: (+3)

Full scuba gear, parachutes, and

air-supply; Onboard computer,

communication links, and

electronic equipment includes

listening and recording devices,

infra-red scanning, police-band

radio, computer maps of the U.S.,

Sonar Targeting Helmet (+1

Targeting Modifier to Ranged

Combat), Radar: 7; Security

Systems include a Pain- Inducing

Field that does 7 red stones of

damage to anyone trying to

tamper with the van (resisted by

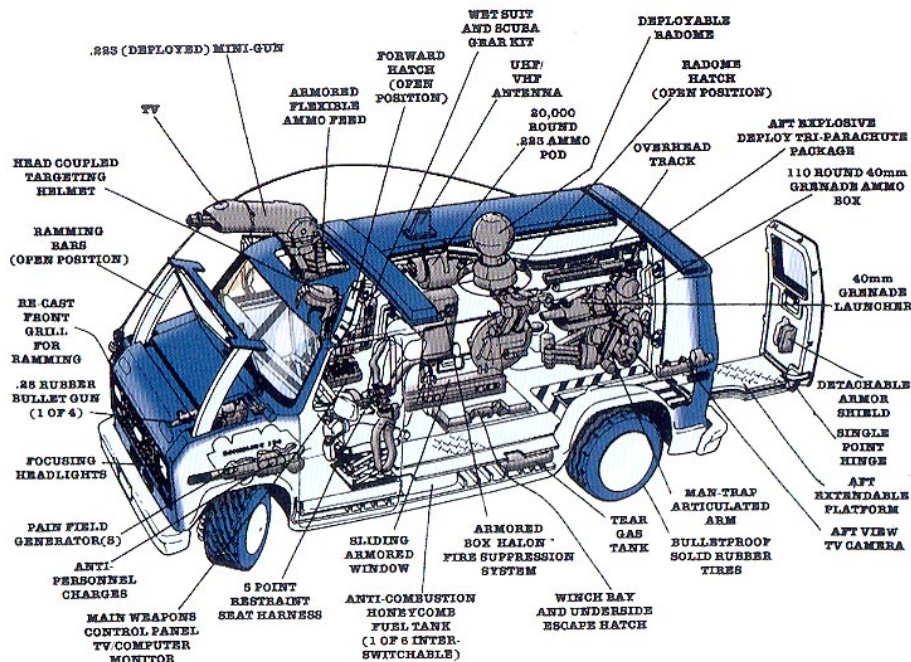
Toughness). Also equipped with a

self-destruct mechanism that can

be set for 15 minutes (A 7-stone

attack to everyone in an area of 1, 2x

Damage to anyone inside the van.)



Punisher's "War Wagon" (Cutaway View)

Police Car

Description: Standard Police car. Seats 2 policemen and 2 prisoners.
Difficulty to Operate: 1
Resistance to Operate: 1
Defense Modifier: 1
Vehicle Damage: 4
Maneuver Modifier: 4
Speed: 5
Weight: 4
Weapons: None

Police Chopper

Description: Standard Police Helicopter. Seats 4 policemen.
Difficulty to Operate: 4
Resistance to Operate: 1
Defense Modifier: 2
Vehicle Damage: 6
Maneuver Modifier: 5
Speed: 4
Weight: 5
Weapons: Gas Canisters: (+4) vs. Durability, Area Effect

APPENDIX C: EQUIPMENT LIST

BASIC EQUIPMENT

Marbles (1 bag/Mission): Attack vs. Agility or stones of Defense. Causes no Damage; if successful, target falls and is unable to shift stones to Defense or move unless an Action is dedicated to regaining his feet. \$5

Synthetic Masks: (+1) to Disguise \$100

Goggles: Defense (+2) to blinding attacks \$200

Concussion Grenade: (+2), Area Effect, 2x Damage \$300

Camera with Motion Detector: Takes pictures when motion is detected \$300

Manacles: D:6, R: 6 \$400

Tear Gas Grenade: (+2), Area Effect, Attack vs. Durability, Stun Damage (damage is taken from energy, first in Actions, then in energy reserve) \$400

Sealed Suit: (+1) Armor, built-in gas mask provides protection vs. gas attack \$1,300

Holographic Projectors: Creates realistic illusions \$20,000

CUSTOM-DESIGNED EQUIPMENT

Glider Cape: Flight (1), gliding only [Prowler] 2 red stones

Wristbands: Defense (+1) vs. bullets and small projectiles [Moon Knight] 1 white stone

Yorumba Spirit Drum: Allows Voodoo Action to act as Control Animals Action [Calypso] 2 white stones

Holographic Mask: (+2) to Disguise, or range of illusions [Chameleon] 2 white stones

Exploding Popcorn: (+4) to RC, Area Effect vs. Int.; targets blinded for number of Panels = to Damage [Jester] 3 white stones

Electromagnetic Ray Weapon: (+4), Stun Damage, Range = 4 [Kraven] 3 white stones

Fear Gas: (+4) vs. Dur., can be shot from pellet gun or dart gun or injected with special ring used in CC. Damage taken from red stones in Action box or from energy reserve [Mister Fear] 3 white stones

Chai: (+1) vs. Durability to stun (red stones) or vs. Agility to disarm [Silver Sable] 3 white stones

Extendable Hand: (+4) to RC, 2x Damage, Range: 25 feet [Jester] 4 white stones

Hallucinogenic Mist: 5-stone Area Attack vs. Dur. Targets hallucinate with -3 Sit.Mod. for a number of Panels = to red stones of dmg. [Mad Jack] 4 white stones

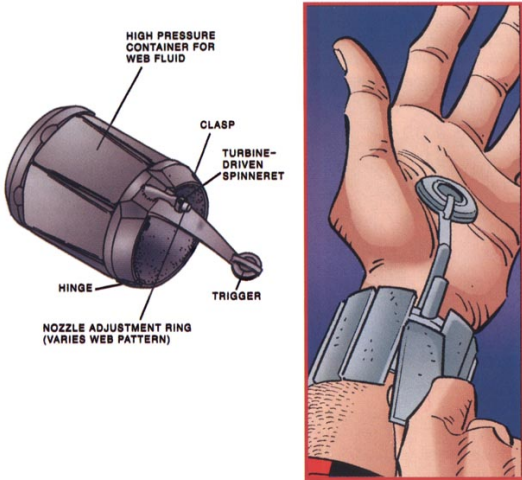
Jet Glider: Speed: 3, Dif: 4, Vehicle Damage: 0, Maneuver Mod.:(+4), Def. Mod.: (+1) [Mad Jack] 4 white stones

Wrist Bracelets: Widow's Bite: (+4) to RC, electrical damage; Widow's Line: (+3) adds to Acrobatics to travel the skyline [Black Widow] 5 white stones

Ankh: (+2) to Close or Ranged Combat, glows in the presence of danger, allowing Prescience [Moon Knight] 9 white stones

Glove Claws: (+2) to attack or climbing, damages surface climbed [Prowler] 9 white stones

Foot Spikes: (+2), retractable; poison (stones vs. Dur.) damage taken once per hour until death or antidote [Tarantula] 9 white stones



Pseudo-Vampire Antidote [Morbis] 10 white stones

Trick Boomerangs: (0) to (+4) effects, Range = 2; 12 stones for 7/mission [Boomerang] 12 white stones

Red Dust: Adds to RC, Corrosive: (+6); Anaesthetic: (+5); Cellular Rotting: (+5); 6 uses per Mission [Carrion] 12, 25, or 35 white stones

Flying Discs: (+3) to RC vs. Dur.; to disable, anaesthetic [Jester] 12 white stones

Pellet Shooter: (0) to (+3), variable effects based on type of pellet loaded [Prowler] 12 white stones

Mysterio's Helmet: Provides Sonar (3) and half-hour air supply; can jam Spider-Man's Spider Sense [Mysterio] 14 white stones

Billy Club: (+4) to RC or CC, rebounds; (+4) to Acrobatics; can be disguised as a cane [Daredevil] 14 white stones

Centurion Armor: Toughness: (+4), no 2x Dmg., nullifies AP; Self-Contained Lifeform vs. air, cold, & pressure of space; Commlink; Enhanced Vision: (4), infrared, telescopic, UV; can call upon armor at will [Nova] 19 white stones

Octopus Device [Doctor Octopus] 23 white stones

Hunting Potions: (4), stones vs. Dur., various effects [Kraven] 25 white stones

Web-Shooters: (+6), immobilizes opponent if stones get through Defense [Spider-Man] 25 white stones

Flight Harness and Wings: Str., Agi., Spd., Dur.: +2; Close Combat: +2; Flight: (2); Razor Wings: (+2) to CC [Vulture] 27 white stones

Rhino Armor with Horn: Defense (+7), virtually indestructible and unremovable, nullifies AP, no 2x Damage, (+4) Horn 27 white stones

APPENDIX D: BESTIARY

ANIMALS

Alligator: Includes Crocodiles; **ABILITIES:** Int: 1, Str: 4, Agi: 4, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Agility Bonus); **MODIFIERS:** Toughness: +2

Ape: **ABILITIES:** Int: 1, Str: 4, Agi: 3, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 3 (Strength Bonus); **MODIFIERS:** Toughness +1

Bat: Individual; **ABILITIES:** Int: 1, Str: 1, Agi: 2, Spd: 2, Dur: 1; **ACTIONS:** Close Combat: 1 (Agility Bonus), Flight: 2; **MODIFIERS:** Sonar Sense: 5

***Bat:** Flock of ten; **ABILITIES:** Int: 1, Str: 4, Agi: 3, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Agility Bonus), Flight: 2; **MODIFIERS:** Sonar Sense: 5

Bear: **ABILITIES:** Int: 1, Str: 4, Agi: 3, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 4 (Strength Bonus); **MODIFIERS:** Teeth and Claws: +2

***Bees and Wasps:** Swarm of 100; **ABILITIES:** Int: 0, Str: 1, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 2 (Agility Bonus), Flight: 2; **MODIFIERS:** Stingers: +1

Bird: Individual. Includes crows, pigeons, etc; **ABILITIES:** Int: 1, Str: 1, Agi: 2, Spd: 2, Dur: 1; **ACTIONS:** Close Combat: 1 (Agility Bonus), Flight: 3

***Birds:** Flock of ten. Includes crows, pigeons, etc; **ABILITIES:** Int: 1, Str: 4, Agi: 3, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Agility Bonus), Flight: 3

Birds of Prey: Include Eagles and Falcons; **ABILITIES:** Int: 1, Str: 1, Agi: 2, Spd: 3, Dur: 2; **ACTIONS:** Close Combat: 1 (Agility Bonus), Flight: 3

Bull: **ABILITIES:** Int: 1, Str: 4, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus); Unstoppable: 2 (Strength Bonus); **MODIFIERS:** Horns: +2

Cat: Small; **ABILITIES:** Int: 1, Str: 1, Agi: 2, Spd: 3, Dur: 2; **ACTIONS:** Close Combat: 1 (Agility Bonus); Hunting/Tracking: 3; **MODIFIERS:** Reflexive Dodge: +3

Cat, large: Cheetahs, Tigers, Lions; **ABILITIES:** Int: 1, Str: 4, Agi: 5, Spd: 4, Dur: 4; Close Combat: 4 (Agility Bonus), Hunting/Tracking: 7; **MODIFIERS:** Teeth and Claws: +2

Dog: Includes Wolverines and Coyotes; **ABILITIES:** Int: 1, Str: 3, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus), Hunting/Tracking: 4; **MODIFIERS:** Fangs +1

Dolphin: **ABILITIES:** Int: 2, Str: 3, Agi: 4, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 1, (Agility Bonus) Swimming: 3 (Speed Bonus)

Elephant: **ABILITIES:** Int: 1, Str: 6, Agi: 1, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 1 (Strength Bonus) 2x Damage (gore/stomp); **MODIFIERS:** Tusks +2, Toughness +2

Fox: **ABILITIES:** Int: 1, Str: 3, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 2 (Agility Bonus), Hunting/Tracking: 5; **MODIFIERS:** Fangs +1

Killer Whale: **ABILITIES:** Int: 0, Str: 6, Agi: 1, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 1 (Strength Bonus), Swimming: 4 (Strength Bonus); **MODIFIERS:** Toughness +3

Horse: **ABILITIES:** Int: 1, Str: 2, Agi: 3, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus)

***Insects:** Swarm of 100; **ABILITIES:** Int: 0, Str: 1, Agi: 3, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 2 (Agility Bonus, damage vs. red stones), Flight: 3

Monkey: **ABILITIES:** Int: 1, Str: 2, Agi: 5, Spd: 3, Dur: 2; **ACTIONS:** Close Combat: 1 (Agility Bonus), Acrobatics: 2, (Agility Bonus)

Piranha: Individual; **ABILITIES:** Int: 0, Str: 1, Agi: 1, Spd: 1, Dur: 1; **ACTIONS:** Close Combat: 3 (Agility Bonus), Swimming: 2 (Speed Bonus); **MODIFIERS:** Razor Sharp Teeth +1

***Piranha:** School of 10; **ABILITIES:** Int: 0, Str: 1, Agi: 2, Spd: 1, Dur: 4; **ACTIONS:** Close Combat: 5 (Agility Bonus), Swimming: 2 (Speed Bonus); **MODIFIERS:** Razor Sharp Teeth +1

Rat: Individual; **ABILITIES:** Int: 1, Str: 1, Agi: 1, Spd: 1, Dur: 1; **ACTIONS:** Close Combat: 2 (Agility Bonus); **MODIFIERS:** Flexible Skeleton +2

***Rats:** Pack of 10; **ABILITIES:** Int: 1, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Agility Bonus); **MODIFIERS:** Flexible Skeleton +2

Rhinoceros: **ABILITIES:** Int: 1, Str: 5, Agi: 1, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 2 (Strength Bonus); Unstoppable: 4 (Strength Bonus); **MODIFIERS:** Horns: +2, Toughness +2

Shark: **ABILITIES:** Int: 0, Str: 4, Agi: 4, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 4 (Strength Bonus), Hunting/Tracking: 6, Swimming: 3 (Speed Bonus); **MODIFIERS:** Teeth: +3

Snake, Constrictor: **ABILITIES:** Int: 0, Str: 5, Agi: 4, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus), 2x Damage (crushing)

Snake, Venomous: **ABILITIES:** Int: 0, Str: 1, Agi: 4, Spd: 3, Dur: 2; **ACTIONS:** Close Combat: 1 (Agility Bonus), Poisonous Bite: 2-6 (As Corrosive Touch/Poison Especially powerful snake venom may also be x2 or 3x damage)

***Snakes, Venomous:** Pit of 100; **ABILITIES:** Int: 0, Str: 1, Agi: 5, Spd: 3, Dur: 5; **ACTIONS:** Close Combat: 4 (Agility Bonus), Poisonous Bite: 5-9 (As Corrosive Touch/Poison, Especially powerful snake venom may also be 2x or 3x damage)

Spider: Individual. Poisonous; **ABILITIES:** Int: 1, Str: 0, Agi: 2, Spd: 2, Dur: 1; **ACTIONS:** Close Combat: 1 (Agility Bonus), Poisonous Bite: 1-3 (As Corrosive Touch/Poison Especially powerful snake venom may also be x2 or 3x damage)

***Spiders:** Pit of 100, poisonous; **ABILITIES:** Int: 1, Str: 0, Agi: 3, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 3 (Agility Bonus), Poisonous Bite 4-6: (As Corrosive Touch/Poison Especially powerful snake venom may also be x2 or 3x damage)

Wolf: **ABILITIES:** Int: 1, Str: 3, Agi: 2, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 4 (Strength Bonus), Hunting/Tracking: 4; **MODIFIERS:** Fangs +2

*When summoning an entire army, characters may base their army off of the group stats, rather than the individual stats.

PREHISTORIC CREATURES

Brachiosaurus: Giant, plant-eating dinosaur; **ABILITIES:** Int: 0, Str: 5, Agi: 2, Spd: 3, Dur: 5; **ACTIONS:** Close Combat: 4 (Strength Bonus), 2x Damage (bash/stomp); **MODIFIERS:** Toughness: +4

Pterosaur: Giant, flying reptile; **ABILITIES:** Int: 0, Str: 4, Agi: 3, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 2 (Strength Bonus), Flight: 3; **MODIFIERS:** Talons: +2

Velociraptor: Large, predatory dinosaur; **ABILITIES:** Int: 1, Str: 4, Agi: 4, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 3 (Agility Bonus); **MODIFIERS:** Talons: +3

Tyrannosaur: Giant, flesh-eating dinosaur; **ABILITIES:** Int: 0, Str: 5, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 4 (Strength Bonus); **MODIFIERS:** Toughness: +2, Teeth: +4



Triceratops: Giant, armor-plated dinosaur; **ABILITIES:** Int: 0, Str: 6, Agi: 1, Spd: 1, Dur: 5; **ACTIONS:** Close Combat: 4 (Strength Bonus), 2x Damage (gore/stomp); **MODIFIERS:** Toughness: +5, Spikes/Horns: +2

MONSTERS

Ghost: **ABILITIES:** Int: 1 or 2, Str: 0, Agi: 1, Spd: 1, Dur: 2; **ACTIONS:** Astral Travel: 5 (Exists only in Astral Form, Doesn't need to pay stones to remain still, 1 stone/panel to become visible), Telekinesis: 4, Telepathy: 2; **MODIFIERS:** Mental Defense: +2, Magical Defense: +2

Insect, Giant: **ABILITIES:** Int: 0, Str: 6, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 4 (Strength Bonus); **MODIFIERS:** Toughness: (+4), Mandibles: (+2)

Octopus, Giant: Includes Giant Squids; **ABILITIES:** Int: 0, Str: 5, Agi: 4, Spd: 2, Dur: 4; **ACTIONS:** Tentacle Whip: 6; **MODIFIERS:** Toughness +1, Ink Cloud: +2 to escape

Werewolf: **ABILITIES:** Int: 2, Str: 3, Agi: 2, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 4 (Strength Bonus), Hunting/Tracking: 4; **MODIFIERS:** Animal Senses: 4, Fangs/Claws (+1), Reflexive Dodge (+1), Susceptible to Magic and Silver: 2x damage

Vampire Bat: Individual; **ABILITIES:** Int: 1, Str: 1, Agi: 2, Spd: 2, Dur: 1; **ACTIONS:** Close Combat: 2 (Agility Bonus), Flight: 2; Drain Energy: 1; **MODIFIERS:** Sonar Sense: 5, Teeth: +1

Vampire Bat: Flock of ten; **ABILITIES:** Int: 1, Str: 4, Agi: 3, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Agility Bonus), Flight: 2; Drain Energy: 3; **MODIFIERS:** Sonar Sense: 5, Teeth: +1

Vampire: **ABILITIES:** Int: 2 or 3, Str: 4, Agi: 4, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 3 (Agility Bonus), Drain Energy: 4 (Drain red stones by biting victim, Death Factor) Flight: 2; **MODIFIERS:** Animal Senses: 2, Fangs: +2, Magical Defense: +3 Susceptible: 2x damage from sunlight, garlic, and religious icons

"Typical" Zombie: **ABILITIES:** Int: 1, Str: 2, Agi: 1, Spd: 1, Dur: 2; **ACTIONS:** Close Combat: (Strength Bonus)

APPENDIX E: POWER AND RESPONSIBILITY

"With great power comes great responsibility."
- Amazing Fantasy #15

Beginning a new campaign can be exhilarating for everyone involved, but as most players realize, it also requires hard work! Before starting a new campaign, much thought goes into planning the game. Will players play established heroes, or create new ones? Where do these characters live and work? Will it be a modern-day setting like New York City where an abundance of Super Heroes patrol its neighborhoods, or in a futuristic setting where Sentinels routinely hunt and capture mutants to be placed in labor camps? Or, perhaps they are World War II allies of Captain America or Sergeant Fury and his Howling Commando, aiding the fight against the growing Nazi threat.

Just as these questions must be answered before the campaign begins, an equally important decision must be made regarding game style. In MURPG, two style options are presented for the Gamesmaster and players to choose from. "Clobberin' Time", which honors the ever-lovin' Blue Eyed Thing, is a more action-based style, while "Power and Responsibility" is more role-playing focused. Since the latter was inspired by the very ideals that Spider-Man adheres to, it's only fitting that we now take an in-depth look at this style of play.

"Power and Responsibility" games are about emotional and ethical choices, as well as character development, interpersonal relationships, and personal goals. That's not to say that there's never any action. Look through any issue of Spider-Man and, between scenes that feature Peter Parker's emotional and ethical choices, you'll find plenty of action. However, unlike the "Clobberin' Time" style of play, combat

and battling are not the *central* focus of the "Power and Responsibility" game.

However, be forewarned; "Power and Responsibility" is not always for everyone. Some players might simply just want to break down a door to clobber massive hordes of AIM Agents (or whatever else is thrown at them), which can certainly be a fun way to let off a little steam, especially after a hard day's work. But for players who enjoy the nuances of roleplaying and character interaction, "Power and Responsibility" games are often the most rewarding.

PLAYER POWER AND RESPONSIBILITY

While player characters (abbreviated as PC's) have all of their obvious normal powers that enable them to beat up the bad guys and save the day, in "Power and Responsibility", the players themselves enjoy a certain amount of power as well; they have a very active hand in developing their characters, and in telling the kinds of stories that they want to tell. They also have the power to develop the storyline, and to determine what direction it takes through the choices they make for their characters.

For example, Spider-Man is chasing after the burglar who killed his Uncle Ben. He's got the guy cornered, somewhere in a warehouse, surrounded by police. He attacks the cornered burglar, but what will he do next? If the Punisher had been in that situation, he would have pushed the burglar out a window and given him a torso full of lead, but Spider-Man leaves him alive for the police. How the story develops depends entirely on the player's choices.

Because these choices define their character, players also have a responsibility; they should strive to always roleplay according to that character's personality and ideals. While playing their character, players should always ask themselves how the character would approach that situation, and how they would feel about the people involved in that particular scene.

Players are also responsible for choosing challenges that they want to play, not just for free stones that they provide. This is crucial since they'll be focusing on their character's issues during play. If the last thing you want is to mope around about a tragic past, don't pick the challenge "haunted past." If you want to play an arrogant, elitist snob who rarely sticks his neck out for anyone, don't pick "compulsion to stick up for the underdog" - unless your elitist snob has a soft spot for losers. The more interest players have in exploring their character's issues, the more fun and interesting game play becomes for all.

It is the player's responsibility to "know" the character they play. The more you "know" your character, the easier it is to make choices, because you'll already know how that character reacts to specific situations. Venom might kill a criminal and eat his brain, for example, but he will also protect those he deems innocent. With this information in mind, we can imagine how Venom might react when he runs into a Maggia hitman in the middle of a job, verses how he handles a policeman who tries to break up the action.

Finally, players are responsible for sharing their game time with other players. PC development is crucial for the "Power and Responsibility" style, but unless you're the only player besides the GM, the game is not all about you and your character. Give other players the time they need to develop their characters; and when your time comes around, don't be afraid to grab the spotlight for yours. Players who share game time allow for all PC's to shine equally, so that all players are able to enjoy playing.

GM POWER AND RESPONSIBILITY

A GM has great power over the game. They act as the game's editor-in-chief, preserving storyline continuity and preparing all of the adventures and challenges that the PC's must face. They also have the power to reject unsuitable characters for the campaign. So, sorry Frog-Man, but you probably can't run around with the likes of the Punisher, Ghost Rider, or Venom. That is, unless the GM either has a sick sense of humor, or the player has drastically re-envisioned the Frog-Man.

However, a good GM also realizes the truthfulness of Uncle Ben's immortal words, that "with great power comes great responsibility". GM's must balance their great power with great responsibility. Despite their vast control over the game, GM's are responsible for giving the players what they want (up to a point.) For one thing, the adventures they choose should be the kind that their players want to play in.



A responsible GM will also focus on issues that the players want to face. Spider-Man's player wants to make enough money to support himself and his sick aunt, while trying to keep Mary Jane from breaking up with him. He wants to do the right thing by using his powers responsibly. If the GM doesn't address these issues, then the player is not playing the character as he wanted to play. A variant of these issues, or a surprising twist, will help keep the game fresh, while testing the player to his fullest.

GMs should always strive to maintain a reasonable balance when it comes to working challenges into a mission. Although it's good drama to have Aunt May get sick, or for Mary Jane to leave Peter for Harry, or to make Peter choose between helping himself or saving the day, too much, too frequently can be quite overwhelming. Challenges are like seasoning that makes an adventure taste good; too much seasoning can ruin the taste for everyone.

A GM who runs "Power and Responsibility", will also want to create stories that give room for character development. Not just, "Doctor Octopus robbed a bank. What do you do?" If everyone has agreed to this game style, then it's best to give players room to make decisions. A more fitting example would be, "Doctor Octopus just robbed a bank, but Jameson is being even more ornery than usual; he demands that you cover the city council meeting on the other side of town! What do you do?"

Finally, there are times when personality differences between players might disrupt the game. This is a normal when a group of people with different viewpoints come together. However, trying to solve real-world player friction through in-character gaming can get very ugly, very fast. A responsible GM will quickly and impartially mediate all player disputes out-of-character, and out-of-game.

CAMPAIGN CREATION

A "Power and Responsibility" campaign is more about characters and their choices than about the situations they get into. The Avengers and Fantastic Four rosters can, and sometimes have changed over the years, and their adventures may be similar in nature. But Spider-Man doesn't have the same adventures that Daredevil has, or vice-versa, because their stories tend to be custom-tailored specifically toward each hero. And so it is, with a "Power and Responsibility" campaign.

An excellent way to build the campaign is to establish a routine for each PC. Then, the GM disrupts one character's routine with issues or challenges that they must face. When the issues are finally resolved (usually by the end of an adventure), they are reincorporated into the narrative. This leads to a brand new routine for that character. The same steps are then repeated for the next player. This pattern of play is

called a "spotlight arc," where the GM focuses on disruption and reincorporating one primary character's routine at a time.

Think of it as a storyline from any one of your favorite comic book series: When Spider-Man gets a new black costume and it tries to take over his life, his normal routine is disrupted. This leads to several battles between himself and the costume, but eventually Spider-Man wins and resolves the issue by discarding it. But when the costume finds a new host, the combined entity becomes a brand new villain; Venom. Now Spider-Man has a new enemy to contend with; a new routine is formed that becomes part of his personal narrative.

In a "spotlight arc" players roleplay their character's issues when they're called upon to do so, but they're also willing to step down to let other PC's have their turn in the spotlight. When Spider-Man has his arc, he deals with his issues, then gives up the spotlight to let another player (The Black Cat, Daredevil, or whoever) have their time. Running "spotlight arcs" may require more work from the GM and the players, but for those who enjoy "Power and Responsibility" roleplaying, the rewards are well worth the effort.

ADVENTURE CREATION

The Mission structure used in a typical Marvel Universe game, is a fine adventure template, based on the Classical Three Act structure that most plays and films have used since the time of Aristotle. However, since "Power and Responsibility" games are focused more on characters, than on staged scenes, this adventure template may not be the perfect choice for that style.

Remember, in "Power and Responsibility" the most important characters are the PC's. Obviously, you also need antagonists to go with the protagonists. The antagonist wants something: money, power, revenge, whatever. They have some idea how to get it, though there's something wrong with their plan, (or else the PC's would never find out). But the antagonists are stubborn; some might be even more stubborn than they are smart. They'll relentlessly plug away at whatever they desire. And PC's, in most cases, will also plug away until they stop them. Because the antagonist's desires and plans are keyed to what players said they wanted in the campaign, one way or another, the PC's will oppose them.

Since "Power and Responsibility" is primarily about the PC's and the decisions that they make, the GM should be sure that the action revolves around them. No matter how cool you think Dr. Strange is, if he, as an NPC, becomes the focus of attention, it will bore everyone else in the game. Of course, that doesn't mean that you can't include NPC heroes. (Dr. Strange, for example, shows up plenty of times to help out other heroes in the comics.) But the GM must remember that it is the player's characters who are at the center of the story, not their own.

The GM should be careful too, about structuring mysteries, or "whodunits." A mystery is, at its core, characters figuring out why other characters made choices. With mysteries, there is a risk of making the story more about the case being investigated (the NPCs) than it is about the investigators (the PCs.) One way to circumvent this is to make it personal, to give the player a personal reason why they need to investigate this case. Maybe the victim (or the perpetrator, or the prime suspect) is a close personal friend or a hated enemy. Another way to work a mystery is to incorporate additional elements into the plot that make the mystery harder to solve.

For example, if a mysterious NPC dresses in a Spider-Man costume to hunt and kill criminals, then Spider-Man has a personal interest in discovering why the NPC frames him. In addition, Spider-Man is also hounded by the police, civilians, even the super hero community, who are all trying to bring him to justice, or at least trying to figure out why he's become a murderer. Story possibilities are as endless as your imagination; when you play "Power and Responsibility", your adventures will take on a whole new level of richness and depth, and keep your players coming back for more.

POWER AND RESPONSIBILITY IN PLAY

Something else to keep in mind: In a "Power and Responsibility" game, stones are often not as cut and dry as they are in a "Clobberin' Time"

game. In “Power and Responsibility” especially, stones represent effort, focus, and desire. So if a PC is down to one last stone of health, and just one stone of energy, that energy stone, used in a desperate, last-ditch effort, should be worth more than what it would normally be worth at full health and energy.

That being said, all characters still need to spend stones to get results. Good roleplaying can, of course, earn situational modifiers towards the PC’s goals, but Actions like “Social Skills” do exist for a reason. Do a good job, and you’ll get a situational modifier. But you must *always* spend stones to create your desired effect.

Appropriate “Backshadowing” is another good way to earn a situational modifier. The most powerful shape in drama is the Circle. If the gaming group can work a meaningful location, character, situation, or prop from the beginning of the story, back into the end as a thematic way of bringing it to a close, the PC’s should be rewarded with free stones. This is called “Backshadowing.” “Backshadowing” is essentially the same as “foreshadowing”, but “Backshadowing” is created by an entire game group, even as the adventure unfolds.

Roleplaying games are, first and foremost, a collective form of storytelling between a Gamesmaster and a group of players. This especially holds true in a “Power and Responsibility” style game. While players enjoy a certain amount of creative power over the storyline, they’re responsible for being faithful to the characters that they create, and also to other players for sharing time in the spotlight. A GM has the power to write adventures and edit the campaign, but is responsible for building these to revolve around the player’s characters, not their own. In the end, both the players and the GM enjoy great power, and that great power comes with a great responsibility - to help make the game enjoyable for all.

APPENDIX F: ACTIONS AND MODIFIERS INDEX

ACTION NAME	BOOK, PAGE	RULES FOR ACITON BOX
Acrobatics	Main, 44	(Agility or Strength Bonus); Movement Action; Subtract Action Number from stones of falling damage
Animal Training	Avengers, 37	Train Animal(s) of choice; Stones vs. Scenario description to train animals
Astral Travel	Main, 44	Leave your body and travel as a spirit; Stones = Speed on Flight row of D&R; 1 stone per Panel to maintain if not moving; Requires 1 Panel prep time
Barnacle*	X-Men, 58	See <i>Barnacle</i>
Biocomputing	X-Men, 44	Combine stones with other actions; See also <i>Avengers</i> , 24: <i>The Leader</i>
Black Ops/ Spying	Main, 45	General spying skills and field training; (Insert Specialties)
Blasting	X-Men, 44	Action # = Max. flight speed; Can burst through walls, etc; 2x Damage; Split stones for multiple targets; Free Force Field protects self/passengers
Boost (Ability)*	X-Men, 60	See <i>Angel Dust</i>
Business Skills	Main, 45	Intelligence Bonus
Charge Objects	Main, 45	Weapon Modifier (Object being charged); Ranged Energy Attack: Range 2; Split stones for multiple targets or Area Attack; 2x Damage
Chronomancy*	X-Men, 63	See <i>Trevor Fitzroy</i>
Clairvoyance	Spidey, 41	Intelligence Bonus; Can perceive distant or hidden objects/events
Combat, Close	Main, 46	(Insert Ability) Bonus or Weapon Modifier; Combat using body or non-ranged weapon; For combat within a few feet; Split stones for multiple targets; (Insert specialties)
Combat, Ranged	Main, 46	Weapon Modifier; Combat using a weapon at a distance; Split stones for multiple targets; (Insert Specialties)
Computers	X-Men, 44	Intelligence Bonus; Expertise in computers; (Insert specialties); See also <i>Avengers</i> , 18/24: <i>Fixer/The Leader</i>
Concentration	Main, 47	Intelligence Bonus; Ask questions about situation to GM
Consume Organic Matter*	X-Men, 61	See <i>Autumn Rolfson</i>
Corrosive Touch	Spidey, 41	Close Combat attack; Stones vs. Durability; (List Options)
Create Illusions	Main, 47	Create 1 illusion per panel; Stones spent vs. detection; Duration = 1 stone per illusion per Panel
Crystallize Liquids*	X-Men, 60	See <i>Shatter</i>
Dance	Avengers, 37	Influence moods, attitudes, & actions; Combine stones with Social Skills when appropriate; Can create minor but lasting impressions
Digging*	X-Men, 60	See <i>Litterbug</i>
Disorientation*	X-Men, 65	See <i>Equilibrium</i>
Drain Energy	Main, 47	Drain red stones by touching victim; Drain red stones up to Action Number
Electropathy*	X-Men, 64	See <i>Milan</i>
Energy Absorption/ Reflection	Main, 47-48	Variable range energy attack: Range 4; Split stones for multiple targets; Absorb up to 2x Action Number; Redirect by placing stones in Action Box as attack; Energy damage suffered may come from reserve stones; Excess stones lost at 1 red/Panel
Energy Dampen*	X-Men, 61	See <i>Roderick “Rory” Campbell</i>
Engulf and Devour*	X-Men, 60	See <i>Cell</i>
Engulf/Control Others*	X-Men, 60	See <i>Sack</i>
Fear	X-Men, 44-45	Stones vs. Intelligence; Range = 2; Take enemy “Damage” directly from Action Box of your choice; Split stones for multiple targets
Flight	Main, 48-49	Flight speed up to Action Number; Add stones for weight carried
Focused Explosions*	X-Men, 61	See <i>Abraham Lincoln Kieros</i>
Force Blast	Main, 49	Variable range energy attack: Range: 4; Split stones for multiple targets
Force Field	Main, 49	Defense: +1 free stone per stone spent; Protect self or others; Pay stones for area greater than 2; Ignore Armor Penetration
Gambling	Main, 50	Intelligence Bonus; Agility Bonus (when cheating); (Insert Specialties)
General Knowledge	Main, 50	Intelligence Bonus; Encyclopedic general knowledge; Ask relevant questions of the GM; Action Number vs. scenario description; (Insert Specialties)
Genetic Engineering	X-Men, 45	Intelligence Bonus; Raise Abilities/Actions/Modifiers of others; Subject’s Durability vs. amount of increase for risk; Split stones for multiple Abilities/ Actions/Modifiers; See Also <i>Avengers</i> ; 13/20: <i>Black Knight/ High Evolutionary</i>
Growth	Main, 50-51	Grow to (Action Number x 20); Cost to grow: 1 stone/20'; +1 Strength/20 (+1 extra for first 20'); +1 Durability/20'; Duration at will; Can't be improved by lines

Healing	Main, 51	Heal/Regenerate Action Number of red stones/Panel; Spend 1 red to heal/restore 1 red; Heal Action Number of white stones/day; Spend 3 red to heal 1 white	Personalized Actions	Main, 56	(Insert Ability) Bonus (if any); (Anything else you feel is relevant); (Insert Specialties)
Hex Spheres	Main, 51-52	Variable range chaotic energy attack; Range: 4; One Hex-Sphere per target; Must describe chaotic effect; Add stones and Panels for control	Phase Shift	Main, 56	Pass through solid matter; Stones = Panels of duration; Effect includes anyone/anything touched or carried
Horsemanship	Avengers, 37	Riding, grooming, and understanding horses	Pheromones	X-Men, 46-47 Spidey, 42-43	Area Attack vs. Durability to distract (or damage); Duration = Stones of "Damage"; Range = 1
Hunting/Tracking	Main, 52	General wilderness (or urban) hunting skills; Action Number vs. elapsed time (Duration on D&R); Action Number vs. Difficulty of trap/ambush; (Insert Specialties)	Phoenix Force, Full	X-Men, 47	Almost absolute power to create and destroy; Physical Invulnerability; Can't be improved by lines
Hypersonic Control*	X-Men, 66	<i>See Loreli</i>	Phoenix Force	X-Men, 47	2x Action Number free red stones/Panel; Become an enormous phoenix; Force Blast (2x damage & AP); Immune to energy; Manipulate time, matter, & energy; Self-Contained Life Form; Limited Teleport; Time Travel at GM discretion
Increase Mass*	X-Men, 61	<i>See Harry Leland</i>	Power Boost	X-Men, 47	Amplify another's powers by touch; "Flare out of control" over normal limit; "Burn out" if over 2x normal limit; Split stones for multiple targets
Inventing	Main, 52-53	Intelligence Bonus; Stones vs. Cost to Invent; Maximum stones/day = Intelligence + Action #; May accrue stones per invention over time	The Power Cosmic*	Main, 31	<i>See Silver Surfer</i>
Invisibility	Main, 53	Become invisible to eyes, cameras; Action Number = Resistance to detection; Cost 2 stones to disappear; Duration: 1 stone per Panel	Private Investigating	Avengers, 38	General investigative skills; (Insert Specialties)
Iron Will	Spidey, 42	Control Flow of Chi; May Combine stones with any action; (List Options); Purchase Mental Defense at -1 to Cost Level	Psionic Energy Field*	X-Men, 37	<i>See Sunfire</i>
Juggling*	Avengers, 56	<i>See Oddball</i>	Psi-Weapon	Main, 56-57	Create mental weapon; Combine with Close/Ranged Combat
Kinetic Energy*	X-Men, 59	<i>See Sebastian Shaw</i>	Psychiatry	Avengers, 38-39	Interaction with NPC's; Treatment of mental disorders; (Insert Specialties)
Leadership	Main, 54	Improve efforts of teammates; Assign up to 2 red stones per player; Total limit per Panel = your AN	Psychokinesis*	Avengers, 23	<i>See Justice</i>
Leaping*	X-Men, 60	<i>See Amphibious</i>	Shape Shifting	Main, 57	Psionically change appearance (human form only); Action Number = Resistance to detection; 3 stones to shift; Duration: 1 stone/Panel at same size; 2 stones/Panel for larger/smaller
Leash*	X-Men, 65	<i>See Leash</i>	Shrink	Main, 57	Shrink to (min. size); Shrinking increases Reflexive Dodge; Duration at will
Lifesaving*	X-Men, 24	<i>See Lifeguard</i>	Social Skills	Main, 57-58	Interaction with NPC's; (Insert Specialties)
Manipulate Body Density	Avengers, 38	One shift on Weight row of D&R per stone; Duration = 1 stone/Panel to maintain; Maximum weight = natural weight (in stones) + Action #; <i>See also X-Men, 59; Shinobi Shaw</i>	Spinning*	Avengers, 54	<i>See Whirlwind</i>
Manipulate Electromagnetic Energy*	Avengers, 28	<i>See Quasar</i>	Statecraft	Avengers, 39 Spidey, 43	Includes Leadership; (Insert Specialties)
Manipulate Matter/Energy*	X-Men, 9/58	<i>See Apocalypse/Chrome; See also Avengers, 28; Sersi</i>	Steal Superpower	Main, 58	Steal superpowers by touching victim; Use stolen power's Action Number; 1 second touch = 1 minute use; Renders victim unconscious; Prolonged contact causes permanent theft
Manipulate Mutagenic Fields	X-Men, 46	Can improve mutants & potential mutants; Proceed as per pg. 72 of the Main Guide; Stones of effort = Character Creation Stones; Victim chooses effect; GM adds Challenges; Must wait one day per stone spent before repeating	Stretching	Main, 58	Stretch 200' per red stone; -1 Strength per 200' (min. 1 Strength); Can be as thin, thick, or bent as needed
Mastery of Elements	Main, 54-55	It's your mastery, you write the rules; But remember, you're usually making things up as you go; Range: 4; (List Options)	Summon and Control Animals	Spidey, 43	Summon and Control specialty animals; <i>See also X-Men, 60/66: Amphibious (Command only) / Piper (Morlocks & Savage Land Mutates)</i>
Metamorphosis	X-Men, 46	Spend stones to improve physical Abilities/Actions/Modifiers; 1 panel to Morph; Duration = 1 hour or 1 red stone/Panel (Choose 1)	Swimming	Avengers, 39 Spidey, 40	Strength, Agility, or Speed Bonus; Can combine with Close Combat if underwater; <i>See also X-Men, 24: Lifeguard</i>
Military Strategy*	Avengers, 55	<i>See Gen. Thaddeus E. "Thunderbolt" Ross</i>	Technoforming*	X-Men, 62	<i>See Scalphunter</i>
Neuroelectric Blast*	X-Men, 59	<i>See Carmella Unuscione</i>	Technology	Main, 58-59	Intelligence Bonus; Action # + Intelligence vs. Difficulty of Technology
Neuro-synaptic Impulses*	X-Men, 61	<i>See Static</i>	Telekinesis	Main, 59	Use as Close Combat or Ranged Combat; Manipulate objects & levitate self/objects; Use Action Number as Strength; Costs 1 stone/10 feet of distance
Nerve Punch	Spidey, 42	Intelligence Bonus; Close Combat attack; 2x Damage OR stun; Ignores called shot Situational Modifiers; May not be used for Defense	Telepathy	Main, 59-60	Project your mind into other minds; Use as Ranged Combat; Range: 4;
Ninja	Main, 55-56	(Insert Ability) Bonus and Weapon Modifier or 2 Weapon Modifiers; Close or Ranged Combat; Split stones for multiple targets; (Insert Specialties)			

Telepathy (cont'd)		may add stones for distance as per D&R; 1 stone/Panel to continue effect; (Insert Options); Rules for Modifier Box: (Action Number) + Mental Defense + Intelligence vs. mental attacks	Mastery of Darkforce (Blackout)	Avengers, 58	Object creation; Open porthole into Darkforce dimension; Project concessive bolts of Darkforce energy; Create barriers; Discounted Flight
Teleportation	Main, 60	Vanish; reappear up to Action Number distance; Effect includes clothes & anyone touched for free; May spend extra stones for precision; (You may want to write in stones and distances)	Mastery of Darkforce (Cloak)	Spidey, 14/45	Create darkness; Become intangible; Combine with Close Combat; Gateway to Darkforce dimension; Exists only as Darkforce; Discounted Energy Absorption/Reflection
Thieving	Main, 60	Agility Bonus; General Thieving Skills; (Insert Specialties)	Mastery of Death	X-Men, 48	Communicate; "Read" corpses; Call undead; Resurrect the dead (only available at GM discretion)
Tongue/Tail/Tendrill Whip	Main, 60-61	Use like Close Combat within Range; Does damage or manipulates/grabs; If used as a weapon +1 stone damage; May be used after stones are revealed; Maximum damage to appendage is 1 white stone	Mastery of Death (Dead Girl)	X-Men, 17/48	Manipulation of dead things; Communicate with the dead; Read corpses
Unstoppable	Main, 61	(Strength or Speed Bonus); Can burst through walls, etc.; 2x Damage	Mastery of Disease (Plague)	X-Men, 60	Immune to illness; Cause illness (Attack vs. Durability, Range: 1, Incapacitation for days = to AN, If stones exceed health, target will die or worse)
Vehicle Operation	Main, 61	Operate Vehicles; (Insert Specialties)	Mastery of Dreams (Rem-Ram)	X-Men, 66	Immune to dream effects; Create/ Manipulate dreams; Force one to confront worst fears in dreams (Gives bonus in subsequent battles with victims)
Ventriloquism	Main, 61-61	Range = 5'/stone	Mastery of Electricity (Electro)	Spidey, 16/45	Immune to effects; Force Blast (2x Damage) vs. White Stones OR Stun damage; Create barriers; Override/ Neutralize electrical devices; Accumulate energy; Neutralize Spider-Man's Wall-Crawling; Attack vs. Dur. to knock foe unconscious for 1 Panel/stone of Damage; Absorb 3 red stones per Panel from electrical source; Replace Speed with AN when riding power lines; Maximum Range = 2
Vertigo*	X-Men, 62	See <i>Vertigo</i>	Mastery of the Four Elements (Cyrstal)	Avengers, 15/41	Immunity to effects; Create/ Manipulate; Elemental attack (Earthquake, water = Area Effect; Air, fire = normal Damage); Accumulate Energy; Limit: 1 hour max. duration for single effect; Mastery of extraordinary scope
Wall-Crawling/ Climbing	Main, 62	(Agility or Strength Bonus); Movement on surfaces regardless of orientation; 1 stone/Panel to cling; Stones = speed on running row of D&R to a maximum of 75 mph	Mastery of Energy (Dooop)	X-Men, 18	All Options
Web-Slinging	Main, 62	Agility Bonus; Movement only; Stones = 2x Running Speed on D&R to a maximum of 125 mph; Add stones for weight carried	Mastery of Energy (Photon)	Avengers, 27/42	Immune to effects; Force Blast; Transform to any energy form desired (1 red stone per Panel to maintain); Create holographic illusion (with no shadows); Mastery of extraordinary scope; Discounted Flight
MAGICAL ACTION	BOOK, PAGE	RULES FOR ACTION BOX	Mastery of Fire (Human Torch)	Main, 24/55	Immunity to fire/heat; Become flame; Create fire/manipulate flame; Force Blast (2x Dmg.); Accumulate Energy (Nova Blast); Discounted Flight
Asgardian Sorcery	Avengers, 41	See Description	Mastery of Fire (Rusty Collins)	X-Men, 63	Immune to effects; Create/ manipulate; Fire Blast (2x Damage); Discounted Flight
Magical Travel	Main, 67	Magically powered movement; Requires 1 Panel preparation; Add 1 stone/person carried (except Teleportation); 1 stone to maintain state if not moving; (Insert Specialties)	Mastery of Fire (Pyro)	X-Men, 33/48	Max. Range: 3; Immune (only to controlled fire); Manipulation of fire into shapes/forms that can safely transport self/others
Mastery of Magic	Main, 63-64	(Insert Intelligence Bonus if bought); Magical Barrier; Magical Blast; Energy Attack: Range: 4; Split Stones for multiple targets; (Insert Options); Rules for Modifier Area: Magical Defense = AN	Mastery of Gravity (Xorn)	X-Men, 40	Int. Bonus; Can substitute Mastery for Str.; Immune to gravity effects; Force Blast (3x Dmg.); Manipulation of gravitational wavelengths
Sorcery	Main, 64	(Insert Intelligence Bonus if bought); Variable range effects and attacks; Split stones for multiple targets; Sleep: Stones vs. Intelligence: 5 minutes/stone damage; Stun: Stones vs. Durability: 1 Panel/stone damage	Mastery of Kinetics (Speedball)	Spidey, 30/46	Create/manipulate kinetic energy; Immunity to kinetic attacks; Kinetic Blast; May combine with Close Combat
Summoning	Main, 64-66	See Description	Mastery of Kung-Fu (Shang-Chi)	Spidey, 28/45	Create/Adapt kung-fu techniques; Catch projectiles; Balance; Multiple opponents; Substitute Mastery for Strength (only to break things); Substitute Mastery for Intelligence (only as mental defense); Substitute Mastery for Agility or Speed (only for Defense); Discounted additional Specialties
Voodoo	Avengers, 40-41 Spidey, 44-45	See Descriptions			
Witchcraft	Main, 67	(Insert Intelligence Bonus if bought); Variable range effects and attacks			
MASTERY	BOOK, PAGE	OPTIONS			
Mastery of Cold (Iceman)	Main, 55 X-Men, 22	Immunity to cold; Become ice; Create/manipulate/reshape ice; Force Blast (Attack vs. Durability to freeze; petrify); Discounted Flight (Ice Ramps)			
Mastery of Cosmic Energy (Collector)	Avengers, 15/41	Unlimited Manipulate/Create Cosmic Energy; Increase Strength, Agility, Speed to AN; Cosmic Blast 2x Damage; Accumulate Energy; Increase own existing Actions to AN; Manipulate Mass; Shape Shifting; Mastery of Extraordinary Power			

Master of Light (Projector)	X-Men, 64	Create/Manipulate light; Make objects with physical effects as per Telekinesis at AN; shape objects into ramps, spheres, etc); Force Blast	Mastery of Sound (Songbird)	Avengers, 29/57	Immune to sonic effects; Manipulate/ create objects of sonic energy (including wings for flight); Sonic Blast (Normal damage or Area Attack vs. Durability to stun); Sound Disks (can carry people as Telekinesis); Discounted Flight
Mastery of Light (Moonstone)	Avengers, 53	Immune to own power; Light Beam attack; Blinding Flash; Discounted Flight	Mastery of Vibration (Arclight)	X-Men, 64	Immune to own effects; Creation/ manipulation; 2x Damage (Collateral Damage; Area Effect); can only effect inanimate objects
Mastery of Living Light (Dagger)	Spidey, 15/45	Accumulate Energy; Create light; Inspirational illusions; May transfer up to AN in stones from energy reserve into Cloak's energy reserve; Nullify poison/toxin/chemical addiction; Discounted Drain Energy	Mastery of Vibration (Avalanche)	X-Men, 10/48	Manipulate vibration (earthquakes, etc.); May hit single targets for 2x Damage or Area Effect); Non-living substances only; Discounted Flight
Mastery of Magnetism (Magnet/Onslaught)	Main, 30/55 X-Men, 27	Immune to effects of magnetism; Force Blast (Magnetic); Manipulate magnetic force; Accumulate Energy; Can Substitute Mastery for Strength; Mastery of extraordinary power	Mastery of Wind	X-Men, 64	Immune to effects; Create/ manipulate; Wind Blast (Area Attack)
Mastery of Magnetism (Polaris)	X-Men, 31	Immune to effects of magnetism; Can manipulate magnetic forces and objects (As Telekinesis); Accumulate Energy	Mastery of Wind (Cyclone)	Spidey, 15/45	Area Effect Force Blast AND Force Field = to number of stones placed in Mastery; Immune to effects; Create Vacuum; Discounted Flight
Mastery of Matter (High Evolutionary)	Avengers, 20	Intelligence Bonus; Unlimited create/manipulate matter (can rearrange matter); Accumulate Energy; Energy Blast (2x Damage)	Mastery of Weather	Main, 32	Immunity to effects; Create/ manipulate weather; Force Blast (Lightning: 2x Dmg.); Accumulate Energy; Discounted Flight
Mastery of Microwave Energy (Firestar)	Avengers, 17/42	Manipulate microwave energy; (create heat, barriers, melt most projectiles on contact); Accumulate Energy; Microwave Blast; Discounted Flight	Mastery of Weather	X-Men, 63	Immunity; Create/manipulate/affect weather; Force Blast (2x Damage)
Master of Pama (Mantis)	Avengers, 25/42	Contact with all plants in known universe; Control, inhabit plants; Form plant simulacrum of self from any plant; Pacifism (May not intentionally cause actual injury to others); Astral Teleport (to any plant in known universe); Discounted Mystic Healing	ACTION & OPTIONS		
Mastery of Plants (Plantman)	Avengers, 27/42	Exists only as plant; Create/ manipulate plants (control, accelerate growth, etc.); Communicate with plants; Grow plant-like appendages (i.e. roots) to use as ropes, etc.; Gardening expertise	BOOK, PAGE		
Mastery of Plasma (Sunfire)	X-Men, 37/48	May combine with Close/Ranged Combat; Immune to plasma; Absorb 3 stones per Panel from solar/ electromagnetic source; Force Blast (2x Dmg.); Regenerate (+1)/Panel in sunlight; Absorb solar/plasma attacks; Free Force Field; Overstrain (hours instead of days); Discounted Flight	Astral Projection		
Mastery of Plasma (Thunderbird)	X-Men, 38/48	Immune to plasma attacks; Free Force Field; Force Blast (2x Dmg.); Accumulate Energy; Discounted Flight	Psionic body travels with character		
Mastery of Radiation (Radioactive Man)	Avengers, 57	Immune to effects; Force Field; Force Blast (heat; hard radiation; induce nausea, dizziness, or radiation poisoning; blinding hypnotic light); Absorb Radiation; Can add Mastery to Strength	Can take others with you astrally		
Mastery of Sand (Sandman)	Spidey, 28	Transform into element; Force Blast; Combine with Stretching; Absorb 3 stones of element to increase size/ mass; Can't be improved with Lines	Drain Energy		
Mastery of Solar Energy (Sunspot)	X-Men, 38/48	(+1) in full sunlight; (-1) in darkness; Absorb heat/light attacks; Regenerate +1/Panel in Sunlight; Energy Blast; Substitute Mastery for Str.; Discounted Flight	Use at Range of 2		
Mastery of Sonics (Banshee)	X-Men, 11/48	Immune to own effects; Manipulate sound: (amplify; create sonic barriers); Sonic Blast (Normal Damage or Area Attack vs. Durability to stun); Overstrain; Collateral Damage can occur; Discounted Flight	Improved Drain		
Mastery of Sound (Klaw)	Avengers, 23	Immune to own effects; Manipulate, create sound objects; Force Blast: (Beam: 2x Dmg. or Area Effect; Range: 0.6 miles); Exist only as sound waves	Tied to specific location		
			Can redirect absorbed stones as a Force Blast		
			Death Factor		
			Extreme Death Factor		
			Hunger		
			Causes victim to transform		
			Energy Absorption/Reflection		
			Sound/Light Transduction		
			Fireworks		
			Additional element/energy type		
			Flight		
			Flight fits in with main power		
			Max. Speed no more than five		
			Limited Maneuverability		
			Max. Speed is 2 when carrying others		
			Can only ride air currents (Glide)		
			(+2) Resistance to land gracefully		
			Silent flight		
			Force Blast		
			Additional element/energy type		
			Force Field		
			Effective vs. Mental Attacks		
			Effective vs. Magic		
			Mastery of Elements		
			Immunity to the effects of the element		
			Can transform into the element		
			Create/manipulate element to number of stones spent		

Force Blast of element, with appropriate effect	Main, 54
Accumulate Energies over time for major effect	Main, 54
Flight (or other movement related to Mastery)	Main, 54
Free Force Field at full AN while using Mastery	X-Men, 49
Absorb stones of attack in same element as Mastery	X-Men, 49
Regenerate 1 extra stone per Panel in sunlight (or underwater, in darkness, etc. as appropriate)	X-Men, 49
Combine stones with Close or Ranged Combat	X-Men, 49; Spidey, 46
Unlimited create/manipulate	Avengers, 42
Must exist as element only	Avengers, 42
Absorb stones of element from power sources	Spidey, 46
Attack/effect extremely limited or applies only against specific target	Spidey, 46
Absorb 3 stones of element to increase size/mass	Spidey, 46
Area Effect Force Blast AND Force Field = to stones place in Mastery	Spidey, 46

Mastery of Magic

Accumulate Energy	Main, 63
Increase Action Number Modifier	Main, 63

Phase Shift

Phase Attack	Avengers, 42
Phase Stun	Avengers, 42

Shape Shifting

Clothing/Camouflage only	Spidey, 46
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Shrink

Insect Strength	Main, 57
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Technology

Transference	Avengers, 42
Transference into multiple machines	Avengers, 42

Telekinesis

Telepathy	Main, 59
Intelligence Bonus	Main, 59
Weapon Modifier	Main, 59
Force Field	Main, 59
Limited control	Spidey, 46
Small objects only	Spidey, 46

Telepathy

Illusions	Main, 59
Project thoughts/control others	Main, 59
Create links with others	Main, 59
Telepathic communications	Main, 59
Mental bolts	Main, 59
Repair minds	Main, 59
Intelligence Bonus	Main, 59
Telekinesis	Main, 59
Empathy	X-Men, 49
Generate pain by touch	X-Men, 49
Psychometry	X-Men, 49
Read recent memories by touching subject	X-Men, 49
Hear voices of spirits and the dead	X-Men, 49
Swap minds	X-Men, 49
Possess others	X-Men, 49
Mental block	X-Men, 49
Astral Projection	X-Men, 49; Spidey, 46
Reflect mental attacks back on attacker	X-Men, 49
Requires eye contact	X-Men, 49; Spidey, 46

Can't read minds	X-Men, 49; Spidey, 46
Empathic projection	Spidey, 46
Subtle commands	Spidey, 46

Teleportation

Travel through another realm required	Main, 60
Range limit: 3 miles	Main, 60
Only teleport to where you have already been	Main, 60
Interstellar distances	Main, 60
Other dimensions, planes, etc.	Main, 60
Must spend 1 red stone per guest teleported	Main, 60
See through portal before entering it	X-Men, 49
Do not have to travel to send others	X-Men, 49; Spidey, 46
Can open portholes for others to return	X-Men 49; Spidey, 46
Time Travel	X-Men, 49

Tongue/Tail/Tendrill Whip

Weapon Modifier	Main, 60
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Unstoppable

Can't make sudden turns or stops	Spidey, 46
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MODIFIER NAME	BOOK, PAGE	RULES FOR MODIFIER BOX
Adamantium Skeleton	Main, 68	Adamantium Skeleton
Animal Senses	Main, 68	Modifier # vs. Resistance to detection
Antennae*	Main, 35	See <i>Wasp</i>
Armor Penetration	Main, 69	Ignore enemy armor/Toughness
Berserk*	Avengers, 57	See <i>Nekra</i>
Bionic Self-Repair	X-Men, 49	See Description
Body Control*	Avengers, 25	See <i>Mantis</i>
Bone Weapons	X-Men, 49	Add free stones to Close Combat
Breathe Underwater*	Avengers, 54	See <i>Tiger Shark</i>
Claws	Main, 68	(Retractable); (+X) to Close Combat
Copy Ability/Actin/Modifier	X-Men, 49	Use highest Abilities/Action/Modifier
Cosmic Awareness	Avengers, 42	Awareness of all threats to the cosmos
Cypermorphics/Telescoping Limbs	X-Men, 49	See Description; See also <i>Avengers, 24: Machinesmith</i>
Cybernetic Senses	Avengers, 42-43	See Description
Deathglow*	X-Men, 28	See <i>Moonstar</i>
Defense, Energy	Main, 68	(+X) stones to defense vs. energy attacks
Defense, Magical	Main, 68	(+X) stones to defense vs. magical attacks
Defense, Mental	Main, 68	(+X) stones to defense against mental attacks
Destiny Force	Avengers, 43	Almost unlimited power; GM controlled
Digestive Acid*	X-Men, 60	See <i>Cell</i>
Disruption*	X-Men, 60	See <i>Scrambler</i>
Duplicate Self	X-Men, 49-50	Create unlimited number of duplicates; Reabsorb dupes by touch; Lose 1 white stone/day/dupe lost
Explosive Punch/Sweat*	Avengers 53-54	See <i>Powderkeg</i>
Extended Life/Immortality	Main, 68-69	Won't die naturally
Fast-Draw	Avengers, 43	Add to Agility for determining turn order for Ranged Combat only
Flexible Skeleton	Spidey, 46	Navigate narrow openings; (+X) to Defense vs. Grappling holds/melee
Healing Factor	Main, 69	Heal 1 white stone/hour; Regenerate 3 red stones per 2 whites per Panel

Healing Factor, Accelerated	Main, 69	Heal 1 white stone per 2 Panels; Regenerate 3 red stones per 2 whites per Panel	Transform Self By Touch	Main, 71	Take on physical properties at will by contact
Healing Factor, Enhanced	Avengers, 43	Heal 1 white stone per Panel; Regenerate 3 red stones per 2 white stones per Panel	Transform Others By Touch	Main, 71	Transform others by touch into (fill in material or object) for one hour; Must overcome Defense first
Healing Factor, Instant	Avengers, 43	Heal all white stones each Panel; Regenerate 2 red stones per white stones per Panel	Transform Self/ Possession	Avengers, 44	Assume appearance, Abilities, Actions, & Modifiers of others; Must be within 10 feet to possess victims
Healing Factor, 2x Natural Healing	Spidey, 47	Heal 1 white stone/12 hours; Regenerate 3 red stones per 2 white stones per Panel; <i>See also Main Book, 17/19: Beast/ Captain America</i>	Translation	X-Men, 51	Translate (fill in specifics)
Immovability	Main, 69	Can't be moved until/unless knocked out	Underwater Combat*	Avengers, 59	<i>See Pisces</i>
Immunity to Reality Distortion	X-Men, 50	Immune to Time-Stopping, Gravity Reversal, Matter Manipulation, etc.	Vision, Enhanced	Main, 71	<i>See Description</i>
Inter-Dimensional Travel	Avengers, 43-44 Spidey, 46	Instantaneous travel to/from (insert dimension)	Weapons Morphing	Spidey, 48	Add free stones to Close or Ranged Combat
Invulnerability/ Immunity	X-Men 50 Spidey, 46-47	Invulnerable to (name invulnerability)			
Limb Regrowth	Spidey, 47	Re-grow lost limbs; Up to 1 per day			
Luck (Personal)	Main, 69	Good Luck: (+X) stones to your Action to succeed by 1 stone; Bad Luck: (-X) stones from opponent's Action so it fails by 1 stone			
Merge*	X-Men, 61	<i>See The Kleinstock Brothers</i>			
Paralytic Agent*	X-Men, 60	<i>See Sack</i>			
Photographic Memory	X-Men, 50	Remember everything you see or read; <i>See also Avengers, 24: The Leader</i>			
Photographic Reflexes	Avengers, 44	Copy non-superpower physical Actions (use empty Action Boxes); +2 Sit. Mod. if copying opponent			
Precognitive Flashes	X-Men, 50 Spidey, 47	Precognitive Flashes; <i>See also Avengers, 15/24/32: Collector/Leader/Warbird</i>			
Prescience	Main, 69	May change stone allocation after enemy attack stones are revealed			
Psycho-Centric Power Template	X-Men, 50 Avengers, 44	Modifier to Computer/Mental Actions; Interface with Computers			
Puffing*	Avengers, 54	<i>See Puff Adder</i>			
Radar Senses	Main, 69	Perceive minute details at range of 10' per Modifier #; Modifier vs. Resistance			
Reconstitute Self	X-Men, 50-51 Spidey, 47	Return intact and whole after about 1 hour (GM discretion); Return intact and whole by next Panel (option); <i>See also Avengers, 15/23/24/59: Collector/Klaw/ Machinesmith/Scorpio</i>			
Reflexive Dodge	Main, 69-70	(+X) stones to Defense			
Resistance to Entanglement	Spidey, 47-48	(+X) stones to Defense vs. grappling/ entanglement			
Self-Contained Lifeform	Main, 70	No need to sleep, breathe, eat, drink, etc.			
Sense Mutants	X-Men, 51	Modifier Number = Range			
Slime*	Main, 34	<i>See Toad</i>			
Sonar Sense	Main, 70	Perceive outlines/shapes at range of 100' per Modifier #; Modifier vs. Resistance			
Stealth	Spidey, 48	Invisible to chosen opponents' special sense (specify); <i>See also Main Book, 35: Venom</i>			
Enhanced Leg Muscles*	Avengers, 55	<i>See Capricorn</i>			
Suppress Mutant Powers	X-Men, 51	Radius = Modifier # on Area/ Leaping row on D&R; Suppress all mutant/mutagenic powers within radius			
Targeting	Main, 70	(+X) stones to Ranged Combat attacks			
Telepathic Link	Avengers, 15	<i>See Collector</i>			
Totem Enemy	Spidey, 48	Reduce chosen enemy's Intelligence to 1 (specify); Range = 1			
Toughness	Main, 70	(+X) stones to Defense			
Transform Self	Main, 70-71	Write altered Abilities, Actions, Modifiers next to normal ones			

MODIFIER & OPTIONS

BOOK, PAGE

Claws

Retractable or extendable claws Main, 68

Luck, Personal

Balance X-Men, 51

Backfire X-Men, 51

Prescience

Limited Prescience; *See Avengers, 32: Vision or Main Book, 35/Spidey, 13: Venom/Carnage* X-Men, 51

Toughness

Nullifies Armor Penetration Main, 70

Nullifies 2x Damage from Firearms or Projectiles Main, 70

Transform Self

Additional form(s) X-Men, 51

As many different forms as you can make up X-Men, 51

Vision, Enhanced

See in darkness Main, 71

Infrared Main, 71

Phased Objects Main, 71

Ultraviolet (UV) Main, 71

Microwave Energy Main, 71

Microscopic Main, 71

Telescopic Main, 71

X-Ray Vision Main, 71

See into other dimensions Main, 71

See auras and magical forces Main, 71

See energy patterns and forces Main, 71

Blinding light X-Men, 51

Electrical energy X-Men, 51

Fog or smoke X-Men, 51

Invisible gasses X-Men, 51

Life energy X-Men, 51

Magnetic fields X-Men, 51

Pheromones X-Men, 51

Psionic waves X-Men, 51

Radioactivity X-Men, 51

Sonic waves X-Men, 51

Underwater X-Men, 51







AEGIS

Trey Rollins

Height: 5' 11"
Weight: 170 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 2
Strength: 2
Agility: 3
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 2
[Agility Bonus or Weapon Modifier]

Force Field: 6*

Energy Reflection: 6*

- Can only reflect energy attacks he is aware of
- Attacks are redirected as pure force

Ranged Combat: 2
[Weapon Modifier]

Social Skills: 3

- Urban Culture
- High School Culture
- Streetwise

MODIFIERS

Targeting: [+1]

Team Affiliation: New Warriors

Wealth: (0)

EQUIPMENT

***Aegis (Mystical Breastplate):**
Grants Force Field and Energy Reflection Actions

DESCRIPTION

Some people are born into greatness, and others have greatness thrust upon them. For the young teenager Trey Rollins, he thinks he may have stumbled upon the latter. One day, he found a golden breastplate and discovered it had magical powers. Creating an costumed identity for himself based on his familiarity of Greek mythology, Rollins, now Aegis, fought street-level crime in his New York neighborhood. He soon earned a reputation as a champion of the downtrodden and oppressed, especially among the youth of the community.

Later, Aegis joined with other young heroes to stop a rampage of the extradimensional Blastaar. The heroes, former members of the New Warriors, decided to re-form the team, and Aegis was invited to join with them. Aegis fought alongside the New Warriors in their subsequent adventures.

At one point, the god Hercules confronted Aegis bringing him and the New Warriors to Olympus and claiming that Rollins had stolen the breastplate. Instead, the goddess Athena revealed that she had placed the breastplate where Rollins could find it--it was a gift. Rollins was her next chosen champion, in the line of Jason, Achilles, Theseus, Odysseus, and Perseus, who had previously used the breastplate to slay the monster Medusa. Rollins accepted his new duty, and the Warriors were returned to Earth.

Aegis is a neophyte hero in so many ways. He often feels out of his element and unworthy of the calling he seems to have earned.

Basil Elks

Height: 5'11"
Weight: 210 lbs.
Eye Color: Ruby Red
Hair Color: None
Species: Mutagenic

ABILITIES

Intelligence: 2
Strength: 3
Agility: 2
Speed: 2
Durability: 5

⑤ ⑮

ACTIONS

Close Combat: 2
[Strength Bonus and Durability Bonus or Weapon Modifier]

- Unarmed Combat

Mastery of Ice: 5

- Create/ Manipulate Ice
- Cold Blast

Energy Blast: 8

- Fire, Radiation or Plasma
- 2x damage

MODIFIERS

Mutagenic, inhuman appearance

Toughness: (+4)

Energy Defense: (+2)

EQUIPMENT

None

DESCRIPTION

A lowlife criminal, Basil Elks attempted to steal the mystic Alpha Stone gem. As Elks escaped, a guard fired at him and shattered the Alpha Stone. The gem's power was released, bonding with Elks and transforming him into the Basilisk. He then set after the Omega Stone to increase his powers - but was temporarily thwarted by Spider-Man, universal guardian Captain Marvel, and Mister Fantastic of the Fantastic Four. After obtaining the Omega Stone, the Basilisk was flung into a volcano by Spider-Man and the Fantastic Four's Thing. Emerging years later to seek revenge, he was shot and killed by the Scourge of the Underworld.

The Basilisk was truly as deadly as his namesake. His eye-beams produced devastating blasts of heat or cold, enough to keep even the Thing on his toes. He could also fly and his body possessed extreme superhuman durability and resistance to injury.

As Basil Elks, he was little more than a petty thief, and somewhat inept at that. As the Basilisk, he was a supervillain powerhouse. Unfortunately, the Basilisk was also a braggart and power-hungry bully. His constant drive for more power proved only the old adage - the bigger they are, the harder they fall.



BASILISK

Flight: 3

- Max Speed = 2

Teleportation: 3

Thieving: 2

- (Agility Bonus)
- Breaking & Entering

Invulnerability to Heat

Self-Contained Lifeform

Wealth: (0)



BOLT

Chris Bradley

Height: 5' 9"
Weight: 160 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 3
Strength: 3
Agility: 3
Speed: 2
Durability: 4

④ 12

ACTIONS

Close Combat: 2
(Strength Bonus or Weapon Modifier)

- Martial Arts
- Trained by Maverick

Mastery of Electricity: 5

- Immunity to Electricity
- Create/Manipulate Electricity
- Lightning Bolt
- Conceal physical features
- Shock Field (Area Attack)
- Absorb 3 stones per Panel from electrical energy source

MODIFIERS

Mutant, human appearance

Ranged Combat: 2
(Weapon Modifier)

- Rifles

General Knowledge: 1

- (Intelligence Bonus)
- Superheroes

Team Affiliation: New Warriors, sidekick to Maverick

Wealth: (-1)

EQUIPMENT

None

DESCRIPTION

Chris Bradley was a teenage mutant who was contacted by the X-Men, who offered to take Bradley to their School for Gifted Youngsters so that he could learn how to control his powers. During his training, the X-Men discovered that Chris had contracted the Legacy Virus. Devastated, Chris returned home in order that he might live the rest of his remaining life with his parents and girlfriend Donna.

When his house was attacked by anti-mutant fanatics, Chris sought out Maverick, a hero who himself had the Legacy Virus. He helped Chris and his family relocate to Florida under assumed names. Chris would also occasionally help Maverick on his adventures, but when Maverick's virus went into remission, the two fell out of contact.

Chris later took it upon himself to become a costumed hero in order to make a difference while he was still alive. With the help of Donna, Chris took up residence in New York City, where he helped the New Warriors and joined their number.

When Maverick became the mercenary Agent Zero on behalf of the evil Weapon X program, Chris took the Maverick identity for himself. He joined Cable, Domino, and other mutants in infiltrating the agency headquarters, where he confronted Agent X, but Chris was unfortunately killed during the shakedown.

For most of his time with the X-Men and New Warriors, Chris was constantly plagued by doubts about his own effectiveness as a hero. These doubts were only heightened by the fact that his powers seemed uncontrollable at first, and later because the Legacy Virus threatened to burn himself out completely. By the time he took the mantle of

Maverick, however, Chris had finally overcome his insecurities and lack of control and was only driven by his desire for justice.

Elias Wirtham

Height: 6'5"
Weight: 300 lbs.
Eye Color: Brown
Hair Color: Black
Species: Cyborg

ABILITIES

Intelligence: 4
Strength: 6
Agility: 4
Speed: 4
Durability: 4

④ 12

ACTIONS

Close Combat: 3
(Strength Bonus or Weapon Modifier)

- Staffs

Ranged Combat: 1
(Weapon Modifier)

Acrobatics: 3
(Agility Bonus)

MODIFIERS

Body Armor, Defense (+3), Beta-mesh skin, no 2x Damage from firearms or projectiles, shock-absorbent (ignore damage from falls less than 45')

EQUIPMENT

Beta-Particle Reactor, serves as artificial heart, powers bionic replacements, generates beta-energy, grants (+2) Electrification

Robotic Wing: (Speed: 3, Difficulty: 4, Vehicle Damage: 2, Maneuver Modifier: +1, Defensive Combat Modifier: (+1), remote control)

DESCRIPTION

Years in the past, Elias' brother contracted a rare disease and died. This, in spite of the hope given by various experimental treatments that were denied as medical insurance companies refused to pay for possible cures which they considered as "not cost-effective." Holding Sapirdyne Chemicals responsible, Dr. Elias Wirtham replaced his heart with a compact beta-particle reactor and became a costumed vigilante, hoping to destroy the company. His violent methods brought him to blows with Spider-Man, but Elias still brought Sapirdyne down. Later, the two have also assisted one another on occasion, notably against the Rhino and Boomerang.

Cardiac's powers are fueled by his artificial heart that generates beta-particle energy, or beta-energy. He also had his skin replaced with a vibranium mesh alloy which allow him to focus the energy the reactor provides into granting him superhuman attributes. The staff he carries similarly focuses the energy into powerful blasts.

Elias Wirtham is a man of dedication. When his dedication to medical research failed him, he took up a new cause. He now hopes to bring down corrupt corporations and others the law cannot touch, by whatever means necessary. Tragically, his greatest asset in this battle is his greatest weakness. He now depends on his beta-particle heart for his very life. By interfacing with an experimental device borrowed from his friend Tony Stark Cardiac can stabilize himself - otherwise he is at the mercy of the technology which gives him his tremendous powers.

CARDIAC



Healing, Medical: 6
(Intelligence Bonus)

Business Skills: 4
(Intelligence Bonus)

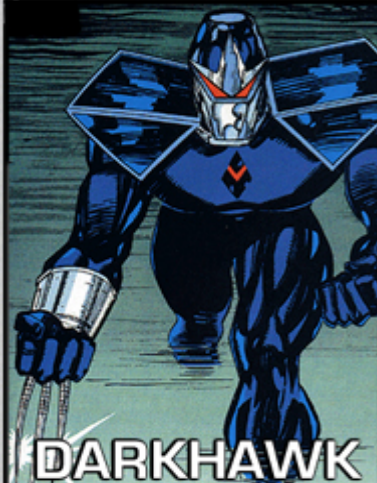
Social Skills: 3
- Business Community
- Medical Community

Interface with Computers

Vulnerable to Electrical Interference, disrupts artificial heart

Wealth: (5)

Multi-Purpose Pulse Staff: (+3) to Close Combat. Appears as walking stick until activated. Exclusive weapon, used as vaulting pole and Robotic Wing handgrip. Channels beta-energy for Force Blast (+6) to Ranged Combat



Chris Powell

Powell / Darkhawk
 Height: 5'9" / 6'4"
 Weight: 155 lbs. / 395 lbs.
 Eye Color: Blue / Red
 Hair Color: Brown / None
 Species: Human

ABILITIES

Intelligence: 2
 Strength: 1/5
 Agility: 1/4
 Speed: 1/4
 Durability: 2/4

② ⑥ ④ ⑫

ACTIONS

Close Combat: 2/5
 (Strength Bonus or Weapon Modifier)
 - Hand-to-Hand

Ranged Combat: 1/4
 (Weapon Modifier)
 - Grappling Hook

Flight: 0/4
 - Gliding only

Force Blast: 0/5

- Darkforce energy from amulet

Force Field: 0/4

- Darkforce energy from amulet
 - Personal shield only
 - Duration = 1

Social Skills: 2

- College culture

MODIFIERS

Appearance: metallic, armored appearance when transformed

Transform Self, into Darkhawk armor, triggered by amulet

Cable Claw: Claws (+2), may add to Ranged Combat for entangling weapon, (+3) when used as a line to swing from surfaces

Toughness: (+0/+2)

Instant Healing Factor, Darkhawk only, when switching back to Chris Powell

Enhanced Vision: (0/3), telescopic and UV vision

Team Affiliation: Excelsior, New Warriors, Avengers

Wealth: (0)

EQUIPMENT

Darkhawk Amulet

DESCRIPTION

In a moment that would change his life forever, Chris Powell happened to witness his father, a NYPD officer, take a bribe from mobster Philippe Bazin. Pursued by the mobsters through an amusement park, Chris began to throw objects at them to slow their pursuit. Picking up a strange amulet, he transformed into an armored body and defeated the goons with ease. Realizing that he had the chance to atone for his father's sins, Chris began to fight crime as Darkhawk.

Later, Darkhawk discovered his armor originated from the alien race Mahari. Aside from receiving enhanced abilities and a pair of retractable glider wings, Darkhawk can mystically regenerate and can form either a shield of black energy or project a force blast from the amulet on his chest. The grappling hook in Darkhawk's armor can be used as a claw-like weapon, as a swing-line, or to ensnare opponents.

Throughout high school and beyond, Chris fought the good fight as Darkhawk. He felt compelled, however, to retire his identity since, over time, his Darkhawk persona made him increasingly violent and irrational. Now, although he misses his time as a hero, he has joined Excelsior in hopes of intervening with young heroes before they, too, find themselves in a victim of a situation they never wanted.

Edward Lavell

Height: 5'10"
 Weight: 192 lbs.
 Eye Color: Brown
 Hair Color: Brown
 Species: Human

ABILITIES

Intelligence: 3
 Strength: 2
 Agility: 3
 Speed: 3
 Durability: 3

③ ⑨

ACTIONS

Close Combat: 2
 (Agility Bonus or Weapon Modifier)
 - Evasion

Ranged Combat: 2
 (Weapon Modifier)
 - Electrical Blasts

Social Skills: 3

- Lowlife
 - Professional Criminal
 - Maggia Protocol

Technology: 2
 (Intelligence Bonus)

MODIFIERS

Reflexive Dodge: (+2)

Wealth: (3)

Team Affiliation: Masters of Evil, Maggia

EQUIPMENT

Eel Costume:

- Toughness: (+1),
 - Resistance to Entanglement: (+9),
 - Electrification: (+3),
 - Electrical Blast (+3), to Ranged Attack
 - Enhanced Senses: (+3), 360° Radar

DESCRIPTION

Once a long-standing member of the Maggia, Edward Lavell was given the original Eel's costume to use on their behalf. He first started by trying to break Hammerhead out of prison, being stopped by Luke Cage and Iron Fist. Since then, he's battled many other heroes, even joining with the Masters of Evil under the second Crimson Cowl. More recently, Lavell, speaker for the Maggia families along the Gulf Coast, was among the Maggia leaders confronted by the Grim Reaper and captured by the Avengers.

His "eel suit" allows him to fire bolts of electricity, to provide an electrical touch, and to sense the presence of others within its short-range electrical field. It even can glow in the dark! The insulated suit also exudes a grease-like substance so opponents may fail to grab him, as many a hero has found out to their chagrin.

In many ways, the Eel remains an enigma. He is extremely loyal to the Maggia, although he has been known to work petty crimes independently. Perhaps he knows his place and takes comfort in it. In any case, he is and always will be a fervent believer in the Maggia family.



EEL

FOREIGNER



Rafael Basil Sabitini

Height: 6'2"
Weight: 200 lbs.
Eye Color: Violet
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 3
Strength: 3
Agility: 3
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Close Combat: 7

[Strength Bonus or Weapon Modifier]

- Dirty Tricks
- Hand-to-Hand
- Martial Arts Multi-Style
- Melee Weapons
- Military Training
- Wrestling

Ranged Combat: 6

[Weapon Modifier]

- Archery
- Assault Weapons
- Knife Throwing
- Small Arms
- Sniper Rifles

Business Skills: 5

[Intelligence Bonus]
- Microbiology

Strength Boost: 2

Nerve Punch: 3

[Intelligence Bonus]

MODIFIERS

Reflexive Dodge: (+2)

EQUIPMENT

None

DESCRIPTION

While the Foreigner is a highly mysterious figure, his mission is simple enough: he arranges crimes for those who will pay. Murder and theft on any scale are no problem as long as the budget is adequate. In his Machiavellian enterprises, he has frequently ran afoul of Spider-Man, although he remains not the kind to fight when there is profit to be made by other means. Most of his actions in the past have been taken indirectly - by agents such as Sabretooth, Blaze, and a look-alike puppet replacing the NYPD's Lt. Kris Keating, whom he had killed. The Foreigner was responsible for arranging the assassination of Ned Leeds, whom he believed at the time to be the Hobgoblin.

What makes the Foreigner so deadly is his superb combat skills, both hand-to-hand and his mastery of weaponry. He is also a master of disguise and a consummate con man. Through extreme mental disciplines, he has developed the ability to perform one-off acts of superhuman strength as well as the ability to slightly mesmerize his opponents, causing temporary blackouts that create the illusion that he teleports.

The Foreigner is as charming as he is deadly. He had once wooed and married the mercenary Silver Sable, and though divorced, the two play a cat-and-mouse game of assassination. Be careful of his wiles - the Black Cat was once duped by his charm to work for him for some time, being taken advantage of due to her fury at being rejected by Spider-Man.

Mental Paralysis: 3

[Intelligence Bonus]

- Telepathic Paralysis lasts only for 2 Panels
- Must make eye contact
- Target wakes up immediately if attacked

Black Ops: 7

- Assassination
- Covert Operations
- Disguise
- Escape
- Infiltration
- Pursuit
- Surveillance

Leadership: 3

Social Skills: 6

- Etiquette
- European Cultures/Languages
- Military Protocol
- Professional Criminal
- Secret Societies
- Underworld Culture

Targeting: (+2)

Wealth: {6}

Dan Ketch

Ketch / Ghost Rider
Height: 5'10" / 6'2"
Weight: 180 lbs. / 220 lbs.
Eye Color: Brown / Red
Hair Color: Brown / None
Species: Human / Demon

ABILITIES

Intelligence: 2/2
Strength: 2/5
Agility: 2/4
Speed: 2/4
Durability: 2/4

② ⑥ ④ ⑫

ACTIONS

Close Combat: 1/4

[Strength Bonus or Weapon Modifier]

- Brawling
- Chain Whip
- Streetfighting

Ranged Combat: 1/2

[Weapon Modifier]

Penance Stare: 0/4

- Telepathic Mental Bolt
- Very short Range
- Must have eye contact

Vehicle Operation: 6

- Motorcycle
- Motorcycle Stunts

MODIFIERS

Appearance, as Ghost Rider, demonic flaming skull

Toughness: (+0/+2), No 2x damage vs. bullets and projectiles

EQUIPMENT

Chain: (+2), Range (2) to Close Combat, mimics Weapons Morphing: {2}, adding to either Close or Ranged Combat

DESCRIPTION

Dan Ketch and his sister, Barbara, stumbled upon two warring mobs, and Barbara was killed in the crossfire by Deathwatch. In vowing revenge, Ketch inadvertently called upon a mystic heritage, which started with the cursed Noble Kale, a man who made a deal with the devil. Thus, Ketch transformed into Ghost Rider! The scared youth soon found that when night fell, and whenever the blood of an innocent was spilt nearby, he would transform into Ghost Rider and be compelled to mete out vengeance. He started with repeated attempts to take down Deathwatch but, over time, has encountered such villains as Mr. Hyde and the Scarecrow and teamed up with other vigilantes and heroes such as the Punisher, Spider-Man, Moon Knight, and Dr. Strange. Noble Kale was once separated from Dan Ketch for a time, but the demon began to act erratically because he lacked a human host. Re-merging, the two share their original condition, riding off to continue actively avenge the innocent.

Ghost Rider's demonic self has superhuman abilities and can summon a motorcycle that can travel at fantastic speeds as well as defy gravity. His "Hellfire" is a mystic flame that can be used for a variety of effects, and his "Penance Stare" allows victims to confront the evil within their own souls. The length of chain he uses as a weapon can also morph into any manner of other weapons, even shuriken and throwing spikes.

When transformed, Ghost Rider is blinded by his motivation to avenge wrongs. He is the epitome of an anti-hero who just doesn't care about most things heroic, including the compunction about killing, a compulsion that Ketch struggles to temper.



GHOST RIDER

Mastery of Hellfire: 0/5

- Project/Control mystic flame
- Immune to heat/flame
- Force Blast
- Create Fear
- Summon Motorcycle (Spd: 6, Travel over water, walls, & vertical surfaces)
- Channel through objects/weapons

Social Skills: 2/1

- Biker Culture
- Occult Lore (Ghost Rider only)

Magic Defense: (+0/+6)

Transformation: into Ghost Rider, uncontrollable

Wealth: {1/0}

HYDRO-MAN



Morris Bench

Height: 6'2"
Weight: 265 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutagenic

ABILITIES

Intelligence: 2
Strength: 3
Agility: 2
Speed: 4
Durability: 4

④ 12

ACTIONS

Mastery of Water: 6

- Can Transform into Element
- Absorb 3 stones of water per Panel to increase volume/energy reserve. Use Area/Leaping Row as volume.)
- Manipulate Water (Use Area/Leaping Row on D&R)
- Water Blast
- Regenerate +1 energy per panel in water
- Drowning: Area Attack vs. Durability

MODIFIERS

Mutagenic, body of water, may appear human

Weapons Morphing: (+1), Ice weapons

Susceptability: x2 Damage from heat and flame attacks.

EQUIPMENT

None

DESCRIPTION

Crewman Morrie Bench was accidentally knocked overboard by Spider-Man (who was battling the Sub-Mariner) during the testing of a powerful new experimental underwater generator, the energies of which combined with gasses from undersea volcanoes to transform Bench into Hydro-Man. He attacked Spider-Man, believing him responsible for his condition, but he evaporated after Spider-Man scattered his liquid form amidst the hot surfaces of the New York rooftops; however, the particles of Hydro-Man's body soon re-integrated, and he embarked on a long criminal career. Highlights of his career include an accidental merging with Sandman into the "Mud-Thing" and membership in the Frightful Four. After trying and failing to go straight after being "fired" by Justine Hammer and the Masters of Evil, Bench was recruited back into the Frightful Four and, more recently, the Sinister Twelve.

Hydro-Man can transform himself wholly or partially into a water-like liquid substance. He can emit high-pressure water blasts like a fire hose and merge with existing water to increase his mass and volume. He mentally controls every drop of his bodily liquid, gradually re-integrating from almost any injury.

Morrie Bench's natural unlawful temperament was combined with a psychologically destabilizing side-effect of his accident to create what is essentially an archetypal super-villain - violent, greedy, and vengeful. He has plenty of potential, but he is continually let down by his own lack of direction and a tendency to get caught up in vengeance rather than profit.

Close Combat: 4

[Strength Bonus or Weapon Modifier]

- Brawling

Ranged Combat: 2

[Weapon Modifier]

- Water Blasts

Thievery: 2

- Petty Crime

Vehicle Operation: 3

- Boats

Social Skills: 3

- Professional Criminal
- Sailors
- Low-Life

Team Affiliation:

Sinister Twelve, Frightful Four, Hammer Industries, Sinister Syndicate, Assembly of Evil

Wealth: (0)

Miles Warren

Height: 5'10"
Weight: 175 lbs.
Eye Color: Green
Hair Color: Gray
Species: Mutagenic

ABILITIES

Intelligence: 6
Strength: 4
Agility: 4
Speed: 4
Durability: 3

③ 9

ACTIONS

Close Combat: 3

[Agility Bonus or Weapon Modifier]

- Dirty Tricks
- Hand-to-Hand

Ranged Combat: 1

[Weapon Modifier]

Acrobatics: 2

[Agility Bonus]

MODIFIERS

Mutagenic, inhuman appearance, green skin

Reflexive Dodge: (+2)

EQUIPMENT

Nerve Gas Bombs: (+4), Area Attack vs. Durability

DESCRIPTION

On Peter Parker's first day at Empire State University, little could he know that Dr. Miles Warren, his biochemistry professor at Empire State University, would become one of his most cunning foes. Warren harbored a secret crush on his student (and Parker's girlfriend), Gwen Stacey. Upon Stacey's death at the hands of the Green Goblin, Warren blamed Spider-Man. In his obsession, he created clones of Gwen Stacey and Peter Parker, learned of Spider-Man's secret identity, and developed an insane alter-ego, the Jackal. He tried to set Spider-Man's clone against the original, and the battle ended with the seeming death of both the Jackal and the clone -- but in reality, both survived. The Jackal returned years later, mutagenically transformed to resemble his original costume. Still obsessed with revenge, the Jackal lured both Peter and the clone, now Ben Reilly, into a complex trap of deceit and half-truths. After Peter and Ben discovered the truth behind the Jackal's schemes, they confronted the villain at the Daily Bugle -- initiating a battle that ended with the Jackal's final, unmistakable death.

Originally, the Jackal wore an tight-fitting olive-green costume with a slightly furry appearance to it. The outfit had razor-sharp claws which were typically tipped with poisonous drugs. Physically, he was no real match for Spider-Man, but with planning, psychology, and by enlisting several allies, he was able to overcome Spider-Man on numerous occasions. Using his exceptional expertise in the field of cloning, the Jackal was able to re-engineer his body. After regeneration, he had the strength, speed and agility of a jackal, amplified to superhuman levels.

Miles Warren's transformation merely made external what was once internal: a depraved and predatory psyche warped by obsession and revenge.

JACKAL



Technology: 6

[Intelligence Bonus]

- Biochemistry
- Genetics
- Cloning

Inventing: 3

[Intelligence Bonus]

Healing, Medical: 4

Social Skills: 2

- Scientific Community
- College Community

Claws: (+2), poison-tipped, Stones vs. Dur., Duration equal to stones of damage

Wealth: (1)

JOYSTICK



Janice Yanizeski

Height: 5'8"
Weight: 135 lbs.
Eye Color: Brown
Hair Color: Blonde
Species: Unrevealed

ABILITIES

Intelligence: 2
Strength: 4
Agility: 5
Speed: 4
Durability: 3

③ ⑨

ACTIONS

Close Combat: 5

[Agility Bonus or Weapon Modifier]
- Batons
- Dirty Tricks
- Hand-to-Hand
- Martial Arts

Ranged Combat: 3

[Weapon Modifier]
- Batons

Acrobatics: 4

[Agility Bonus]

MODIFIERS

Reflexive Dodge: (+3)

EQUIPMENT

2 Energy Batons: (+4) to Close or Ranged Combat; when struck together, creates Force Blast **(+5)** to Ranged Combat

DESCRIPTION

Poor Janice Olivia Yanizeski. Life is just too boring to be lived normally. Much better to re-invent yourself as Joystick, determined to live life on the edge and taking extreme risks. She burst onto the scene as part of the "Great Game," a competition where wealthy individuals placed bets on the outcomes of superhuman battles. Although she defeated El Toro Negro as part of the Game, she failed to win over the unwitting Scarlet Spider. During her final skirmish with the Spider, she had to be saved by Phil Urich as the Green Goblin, who had developed a bit of a crush on her, from a rogue El Toro Negro. Later still, she joined with the Scarlet Spider to expose the Game's backer, John Johnsmeyer, who was using rogue game players to assassinate rival CEOs.

Joystick possesses superhuman strength, speed, and agility. Each of her gauntlets generates a "baton" of coherent energy that can be swung or hurled with great concussive force, or struck together to project a force blast, sufficient to damage concrete.

She was ultimately forced to leave the Game, after being defeated by the Thunderbolts. Rather than be exposed, the Gaming Council threatened to use Joystick's equipment to blow herself up along with the United Nations and everyone at the scene. Joystick was convinced to stop the explosion, joining with the Thunderbolts in exchange for protection from the Gaming Council. She has been a member ever since, reveling in the new thrills she can find as a member of this villain-turned-hero team.

Thieving: 5

[Agility Bonus]
- Burglary
- Evasion
- Hiding
- Lockpicking
- Shadowing

Extreme Sports: 4

Social Skills: 3

- Criminal Underworld
- High Society
- Extreme sports culture

Team Affiliation:

the Great Game, Thunderbolts

Wealth: (1)

Gauntlets: generates energy to create batons, allows Interface to Computers.

MOLTEN MAN



Mark Raxton

Height: 6'5"
Weight: 550 lbs.
Eye Color: Gold
Hair Color: Gold
Species: Mutagenic

ABILITIES

Intelligence: 3
Strength: 7
Agility: 2
Speed: 2
Durability: 5

⑤ ⑮

ACTIONS

Close Combat: 4

[Strength Bonus or Weapon Modifier]

General Knowledge: 4

[Intelligence Bonus]
- Chemistry
- Metallurgy

Technology: 4

[Intelligence Bonus]

Social Skills: 3

- Scientific Community
- Professional Criminal

Thieving: 4

[Agility Bonus]
- Lockpicking

MODIFIERS

Mutagenic, inhuman appearance, golden skin

Toughness: (+4), No 2x Damage from firearms

Resistance to

Entanglement: (+8)

Wealth: (1)

Molten Form: When in molten form, he projects heat and flame at 6 Stones/panel, which he has no control over (ignites objects and does collateral damage), x2 Sensitivity to Water attacks in this form.

EQUIPMENT

None

DESCRIPTION

Mark Raxton, Liz Osborn's stepbrother, was a lab assistant to Spencer Smythe. Accidentally coated with an experimental chemical, Raxton found himself transformed into the Molten Man. Confused, he clashed with Spider-Man. After she graduated from high school, Liz cared for Raxton until his body erupted into flame-- increasing both his power and his rage. He later regained control and reverted to his golden metal-covered form, and Liz's husband, Harry Osborn, offered him an honest job.

Raxton's transformed body is coated with a frictionless alloy, superhumanly strong and nearly invulnerable while also allowing him to slip away from any grasp or snares, even Spider-Man's webbing. In his molten stage, the Molten Man can also radiate heat up to 300 degrees Fahrenheit and emit harmful radiation. This isn't to say that it's not cold and impersonable-- for example, his fingers are sensitive to the sound of the metal tumblers in many safe locks, making him an expert safe-cracker.

Once Raxton found some kind of balance in his powers, he became more balanced mentally and emotionally as well. At first, his accident made him irrational and fueled by violent rage. Now, he is an honest, blue-collar worker who has even teamed up with Spider-Man on occasion.



Thomas Fireheart
 Fireheart / **Puma**
 Height: 6'2"
 Weight: 240 lbs.
 Eye Color: **Brown / Green**
 Hair Color: **Black / Red & Orange Body Fur**
 Species: **Mutant, Enhanced**

ABILITIES

Intelligence: 4
 Strength: 3/7
 Agility: 2/6
 Speed: 2/4
 Durability: 3/4

③ ⑨ ④ ⑫

ACTIONS

Close Combat: 5/5
 (Strength Bonus or Weapon Modifier)

- American Indian Style
- Natural Laws
- Martial Arts
- Trained By Master Muramoto

Concentration: 1/1
 (Intelligence Bonus)

Hunting / Tracking: 0/5

Business Skills: 5/5
 (Intelligence Bonus)

Social Skills: 3/0

- American Indian Culture
- Business Culture
- Japanese Culture

MODIFIERS

Appearance: non-human appearance, orange fur and cat-like features with scar over right eye when transformed

Transform Self: place stones in Concentration to transform, Resistance = 5

Toughness: (+0/+1)

Claws: (+0/+1)

Animal Senses: (+0/+4)

Enhanced Vision: (0/3), see auras and magical forces, see in darkness, telescopic vision

Wealth: (5)

EQUIPMENT

None

DESCRIPTION

Thomas Fireheart's Native American tribe believed in the coming of an all-powerful being who could destroy the world, and thus Fireheart was groomed to be the guardian of the tribe, and possibly the planet. As the Puma, he studied the martial arts - but also found time to build a vast financial empire, much to the chagrin of his tribe's shaman, Threetrees. To further hone his skills, so he could better protect his tribe, Puma accepted a mission from the Rose (Richard Fisk) to stalk Spider-Man, duped into believing the web-slinger was criminal. Though beating him in battle, Puma would not kill him as ordered, and he parted ways convinced of Spider-Man's nobility.

The Puma is a product of generations of selective breeding, tribal mysticism and ceaseless training. He can force his body to undergo a transformation into a superhuman animal champion possessing exceptional senses, lightning reflexes, and preternatural strength.

Above all, Fireheart is a man of honor and pride. Once, feeling ashamed and dishonored that he believed the Daily Bugle's reports of Spider-Man's criminality, he outright purchased the Daily Bugle in order to enforce a radical change of its editorial policy. Spider-Man grew uncomfortable with the publicity, however, and asked Puma to return things to their "natural order."

Elvin Daryl Haliday

Height: 6' 6"
 Weight: 450 lbs.
 Eye Color: **Brown**
 Hair Color: **None**
 Species: **Mutagenic**

ABILITIES

Intelligence: 2
 Strength: 9/11*
 Agility: 2
 Speed: 2/4*
 Durability: 6

⑥ ⑮

ACTIONS

Close Combat: 4
 (Strength Bonus or Weapon Modifier)

- Brawling
- Avengers Training
- New Warriors Training

Ranged Combat: 1

(Weapon Modifier)
 - Large Items

Social Skills: 3

- Avengers Protocol
- High School Culture
- Streetwise

Vehicle Operation: 1

- Avengers Quinjet

MODIFIERS

Mutagenic: human appearance, heavily muscled adult body with shaved head, appears older than he is

2x Natural Healing Rate

Toughness: (+5) no 2x Damage vs. bullets and projectiles

Team Affiliation: New Warriors, Avengers

Mental Defense: (+1)

Wealth: (0)

* Abilities raise +1 per Panel to these levels when enraged

EQUIPMENT

None

DESCRIPTION

One day, a young angry protestor walked up the steps of the Avengers Mansion, demanding the team answer for its lack of minority members and failure to address problems of crime and poverty on the streets around them. Calling himself Rage, the man tried to force himself into membership, but was refused. However, when he later helped the Avengers fight a dimensional invasion, he was offered membership.

In reality, Rage was 13 year-old Elvin Haliday, who, when being chased out of a white neighborhood, hid in a stream of water that was an illegal toxic waste dump site. He returned to his guardian, Granny Staples, and found himself transformed into the body of a powerful adult. Eventually, the Avengers learned the truth of his age, and they demoted him to a trainee. Although he felt rejected, Elvin soon found another place to belong. He was contacted by Speedball to join the New Warriors when several of their members needed to be rescued. Finally, Elvin found a place to fit in. Not only were many of the New Warriors closer to his age, but they also shared Elvin's passion for changing the social ills of the world.

Rage had to confront his namesake emotion when the Poison Memories gang targeted the New Warriors' family members, and Granny Staples was killed. Rage found his powers significantly effected by his state of mind. The New Warriors became even more of a family for him, as Night Thrasher and Chord obtained legal custody of Elvin. With Thrasher and Chord's help, Elvin later wound up in a prestigious charter school, and he abandoned his full-time crimefighting career. Although he still finds time to aid the New Warriors and the Avengers as needed, Rage has decided to pursue his education.



Robert Farrell

Height: 5'10"
Weight: 160 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 4
Strength: 2
Agility: 3
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 3

(Agility Bonus or Weapon Modifier)

- Streetfighting
- U.S. Military Multi-style

Ranged Combat: 3

(Weapon Modifier)

Acrobatics: 1

(Agility Bonus)

Skateboarding: 7

- May combine with Acrobatics

MODIFIERS

Team Affiliation: Outlaws

Social Skills: 4

- Air Force
- Streetwise

Technology/Computers: 5

(Intelligence Bonus)

Inventing: 5

(Intelligence Bonus)

Wealth: (0)

EQUIPMENT

Costume: Defense (+1)

Skateboard: Jet-Powered, movement at Speed: (3), Wall-Crawling: (3)

Gloves:

- Rocket Launchers: (+3) to Close or Ranged Combat, can be Area Effect, 6 uses before reloading

DESCRIPTION

It would almost be cliché if it wasn't so sad—Robert Farrell's promising skills and potential high-tech education were cut short by the death of his mother, leaving him six younger siblings to take care of. Farrell took his talents to the streets, becoming a small-time hood known as Rocket Racer! Clashing several times with Spider-Man, Rocket Racer wanted to turn away from crime, but was forced to commit more robberies by a crooked bail bondsman. Ultimately, he was able to save Spider-Man and himself from the bondsman's bounty hunter, finally able to pursue a scholarship at ESU full time. When not studying, Rocket Racer has been known to help Silver Sable in various mercenary adventures and to team-up with Spider-Man occasionally.

Rocket Racer takes his codename from his jet-powered skateboard, controlling it with a cybernetic system built into his headset (resembling a Walkman radio.) It attaches magnetically to his boots for greater maneuverability and control, and special gyroscopes allow Farrell to travel vertically up walls. He also carries an arsenal of mini-rockets in his gauntlets. They can be used as missile weapons or for help in delivering a powerful jet-powered punch!

Well, if you're going to be a costumed criminal on a skateboard, do it spectacularly! Robert Farrell sure seems to fit the bill, with his free-wheeling attitude making light work of any high-stakes adventure.

Frances Louise Barrison

Height: 6'
Weight: 170 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutagenic

ABILITIES

Intelligence: 2
Strength: 2
Agility: 2
Speed: 1
Durability: 3

③ ⑨

ACTIONS

Close Combat: 2

(Strength Bonus or Weapon Modifier)

Mastery of Sound: 6

- Sound Blast
- Hypersonically generate Fear, Hate, or Despair in targets (Area Effect)

MODIFIERS

Mutagenic, inhuman appearance, chalk-white skin

Insanity: Mental Defence (+5)

Flight: 2

- Limited Maneuverability

Telekinesis: 3

Social Skills: 3

- Professional Criminal
- Drug Culture
- Madness

Team Affiliation:

Partner to Carnage

Wealth: (0)

EQUIPMENT

None

DESCRIPTION

Shriek's miserable childhood drove her to drugs; a run-in with Cloak drove her insane and awakened her latent powers. Imprisoned in Ravencroft Institute, she encountered Carnage and the pair escaped on a killing spree, soon to be joined by the Demogoblin, Carrion, and an evil Spider-Man doppelganger. This strange "family" could only be stopped by an assemblage of New York's superheroes, and Shriek was taken back to the Institute.

Although Shriek's codename harkens to the sonic blasts from her fingertips, her powers seem almost psychic in nature, able to bring out violence, fear, and hate in those around her. Perhaps there was something about Cloak's Darkforce Dimension that now allows her to tap into the darkness of others. Her psionic abilities extend to minor feats of telekinesis and levitation/flight as well.

Shriek is truly, truly insane. Mostly, she maintains a warped idea of family, such as seeing Carnage as her "husband" and the Doppelganger and Carrion as their "sons." However, this family only exists for seeking its own pleasure-- namely that of violence, pain, and deadly thrill-seeking. And yet, she is supremely loyal to this warped family. She even sacrificed herself to help her son Carrion, carrying an absorbed Carrion Virus in her womb like an unborn child. Thankfully, she has begun to respond to therapy at Ravencroft.

SHRIEK





Silhouette Chord

Height: 5' 8"
Weight: 105 lbs.
Eye Color: White
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 2
Strength: 3
Agility: 3
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Close Combat: 3
[Agility Bonus or Weapon Modifier]

- Arm Crutches
- Martial Arts
- New Warriors Training

Mastery of Darkforce: 4

- Create shadows (only to cover herself)
- Immunity to the effects of Darkforce
- Phase Shift: (Intangibility only)

MODIFIERS

Reflexive Dodge: (+3)

Enhanced Senses: (+4)

- All senses enhanced
- Detect ambush

EQUIPMENT

Costume: Defense (+1),
unstable molecules

Comm Unit

Ranged Combat: 1
(Weapon Modifier)

- Crutch Projectiles

Acrobatics: 3
(Agility Bonus)

Teleportation: 4

- Passengers
- Teleport via shadows only

Social Skills: 2

- Gang Culture/Protocol
- Korean Language

Disability: Restricted to crutches

Team Affiliation: New Warriors

Wealth: (0)

Arm Crutches: retractable

- Close Combat: (+2) blunt or bladed weapon (knife spring)
- Ranged Combat: (+4) metal pellets
- Taser: (+4), Range = touch
- Knockout Gas: (+4) stones vs. Durability
- Smoke Screen

DESCRIPTION

Silhouette grew up on the rough side of the tracks, but she and her brother, Midnight's Fire, made a name for themselves by fighting crime in their neighborhood. They were soon joined by another: Dwayne Taylor before he created his Night Thrasher identity. Between busting up gangs and purse snatchers, Silhouette and Dwayne fell in love. Tragedy struck, however, when the police busted the trio infiltrating a gun-running operation and mistook them for hoodlums. Silhouette was shot and left crippled from the waist down.

Dwayne went on to become Night Thrasher and form the New Warriors. When he learned that Silhouette had survived, she was invited to join, although it was hard for Silhouette to rekindle their former relationship. It was as a New Warrior that Silhouette found out that her powers stemmed from a magical well of energies. The New Warriors fought their mentors, ex-military sergeant Chord and martial arts master Tai, over the fate of the well. Silhouette learned Chord was her true father, and she and Night Thrasher briefly left the team to reinvent their identities. When they returned, Silhouette sported a more streamlined and high-tech look. She left the team once more when Night Thrasher became head of the Taylor Foundation.

Resilient and tenacious, Silhouette will not let anything stand in her way, not even a disability. She has adapted to moving quickly with her crutches so that they are almost like an extension of her own body. Nothing, not her troubled past nor her turbulent personal life, will keep her from fighting the good fight.

Fritz von Meyer

Height: 6'5"
Weight: Variable
Eye Color: White
Hair Color: None
Species: Mutagenic

ABILITIES

Intelligence: 4
Strength: 2
Agility: 3
Speed: 2
Durability: 4

④ ⑫

ACTIONS

Close Combat: 3
[Agility Bonus or Weapon Modifier]

Mastery of Bees: 6

- Body composed of bees: May disperse body and use Close Combat as Ranged
- Control/Summon bees and other insects
- Communication with bees and other insects

Flight: 2

MODIFIERS

Mutagenic, non-corporeal
form composed of bees

Stingers: (+1)

EQUIPMENT

None

DESCRIPTION

A former Nazi scientist, Fritz von Meyer fled to South America following World War II. A world expert on toxic poisons and apiculture (bee keeping,) he continued his research on killer bees until he found a hive unlike any he had ever seen -- the bees exhibited no fear, an unusual passivity, and a highly developed intelligence. Believing that a nearby meteorite bombardment had somehow mutated the bees with radiation, von Meyer built a device that he hoped would reawaken the bees' killer instincts so that they could serve him. However, he was attacked and completely consumed by a maddened swarm. In the midst of his death throes, he became their master. As Swarm, he has sought to conquer the world on several occasions - meeting defeat at the hands of superhero teams like the Champions of Los Angeles and the Secret Defenders, as well as Spider-Man. The web-slinger employed such tactics as webbing impregnated with bee repellent and disrupting Swarm's psychic link with his bee-body.

Von Meyer no more, Swarm exists as an aggregate being composed of hundreds of thousands of bees driven by a human intelligence. He can fly through the air or assume any shape and size he desires, mentally influencing the actions of other bees and communicating/controlling other insects as well. Swarm can also mutate bees to gigantic size, and is often seen riding a monstrous queen bee.

Once a brilliant but misguided scientist, Swarm exists now only to survive. Often, this means using his insect-powers and scientific expertise to rid the planet of human life.



General Knowledge: 4
(Intelligence Bonus)

- Apiculture
- Biology

Social Skills: 3

- Argentinean culture
- German culture
- Scientific community

Reflexive Dodge: (+5)

Reconstitute Self

Wealth: (-1)

TIMESLIP



Rina Patel

Height: 5'6"
Weight: 105 lbs.
Eye Color: Hazel
Hair Color: Black
Species: Unrevealed

ABILITIES

Intelligence: 2
Strength: 2
Agility: 2
Speed: 2/7*
Durability: 3

③ ⑨

ACTIONS

Close Combat: 2

(Speed Bonus or Weapon Modifier)

Ranged Combat: 1

(Weapon Modifier)

Teleportation: 7

Social Skills: 3

- Indian culture/language
- Academic culture

*Timeslip: 7

- Travel short distances in time, forward or backward
- Can carry passengers
- Can substitute Timeslip for Speed

MODIFIERS

Precognitive Flashes

Reflexive Dodge: (+3)

Team Affiliation:
New Warriors

Wealth: (0)

EQUIPMENT

None

DESCRIPTION

Rina Patel was a college student attending Hunter College in New York City when she began receiving psychic visions of the future. In these visions, she was an integral member of the hero team New Warriors as Timeslip, and her teammate Speedball was killed by a mysterious enemy. Distraught by these images, Patel sought out the New Warriors in their civilian identities to attempt to convince them of the potential threat. Although initially skeptical, the Warriors reservedly accepted Patel as one of their number after she helped them with her powers. Eventually, Speedball was revealed to be a time-traveler named Darrion Grobe trying to escape the villain Advent. Timeslip helped the Warriors travel through time to undo all of Advent's manipulations and join the true Speedball in defeating Advent before returning home. Later, however, on a mission against the alien Dire Wraiths, Timeslip was exposed to a power-erasing machine, losing her powers. When she returned to Earth, she parted company with the Warriors.

Rina's power to see visions of the future thrust her into the world of superhero crimefighting, a world that she was unsure she really fit into. Her friendship with the New Warriors helped her explore her powers, making her more sure of herself and a confident young heroine. She grew from being unable to control her "timeslips" into being able to jump decades at a time with several passengers.

WHITE DRAGON



Unrevealed

Height: 5'8"
Weight: 160 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence: 2
Strength: 2
Agility: 3
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)
- Martial Arts

Ranged Combat: 1

(Weapon Modifier)

Acrobatics: 2

(Agility Bonus)

Social Skills: 4

- Street Gangs
- Chinese Community

Leadership: 2

MODIFIERS

Reflexive Dodge: (+2)

Team Affiliation:

The Dragon Lords, Kingpin

Wealth: (3)

EQUIPMENT

Steel Claws: (+2), to Close Combat

Dragon Costume: Defense (+2), insulated, vs. fire/heat (+3), Flame Blast (+4) or Gas (+4) vs. Durability, paralysis, from nostrils on mask

DESCRIPTION

The Kingpin may try to hold sway over New York City overall, but it's his lieutenants that fight on the front line to bring the tiny boroughs throughout the city under his control. The White Dragon is one such agent, who leads his gang, the Dragon Lords, in various crime spree upon Chinatown. Spider-Man first encountered the White Dragon when helping his friend Philip Chang escape induction to the Dragon Lords. Since then, the Dragon has fought Spider-Man, Moon Knight, and the Prowler in his continual preying upon Chinatown.

An accomplished martial artist, the White Dragon augments his fighting abilities with his signature costume, complete with steel claws! Watch out for his sneak attacks, too— his costume breathes fire and sprays noxious gas from its nostrils. This is especially true if you get caught in close combat.

The White Dragon, while ruthless and arrogant, is nothing more than a bully trying to force his way into controlling the lives of "his" corner of the City. He lords it over the other members in his gang, but when the going gets too rough, he's not above a simple cut-and-run, hiding behind a fiery explosion as he escapes.

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