

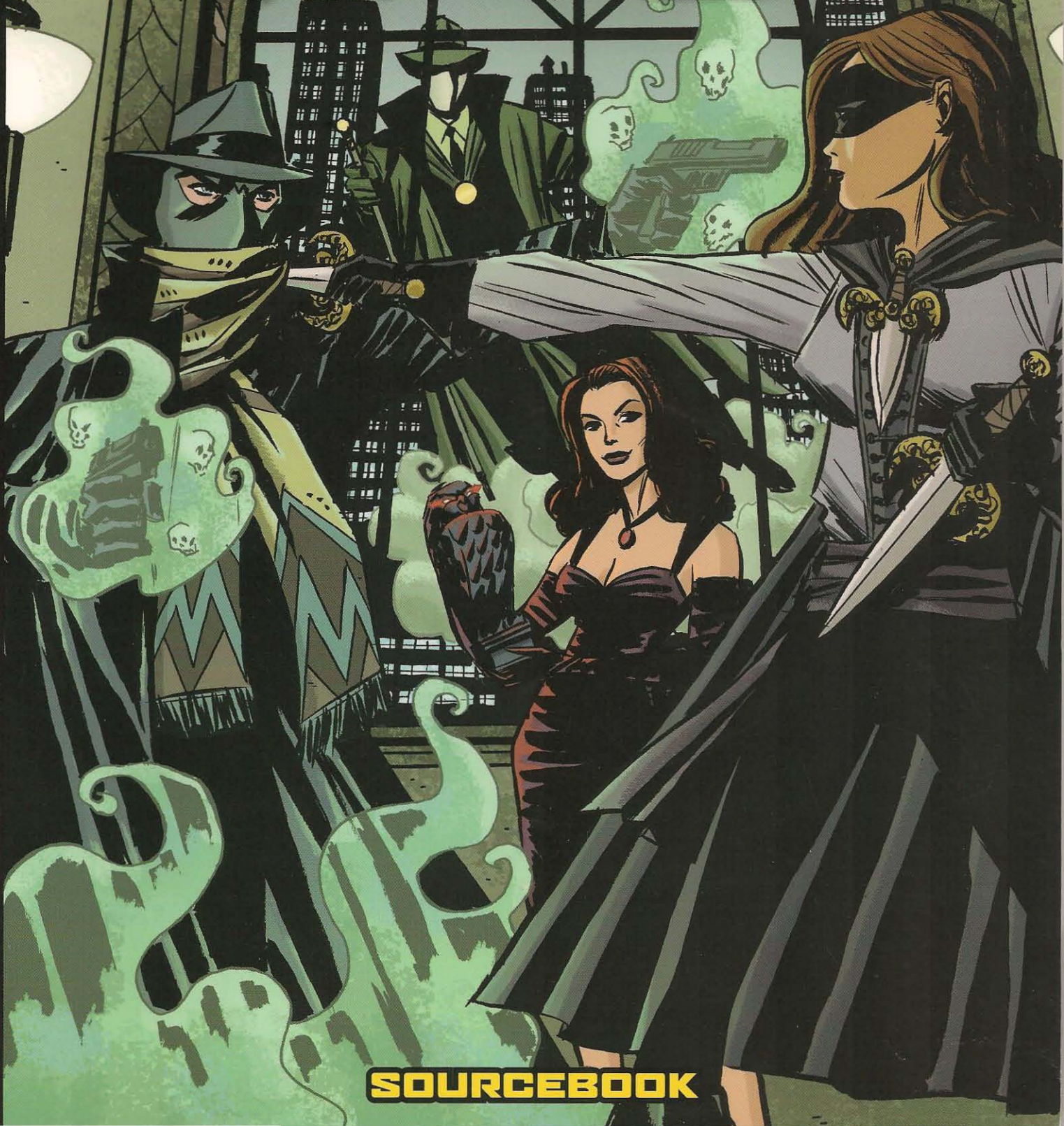
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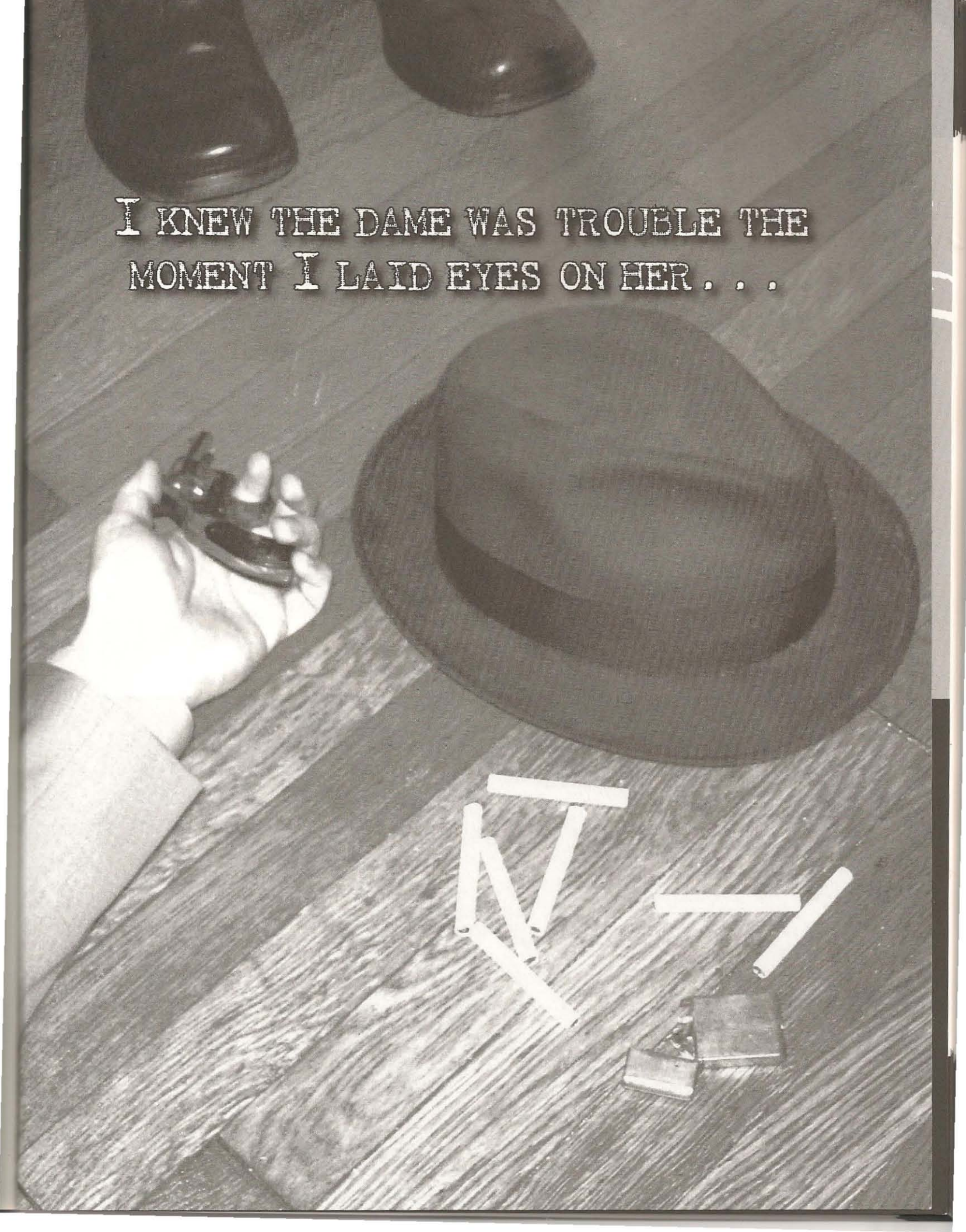
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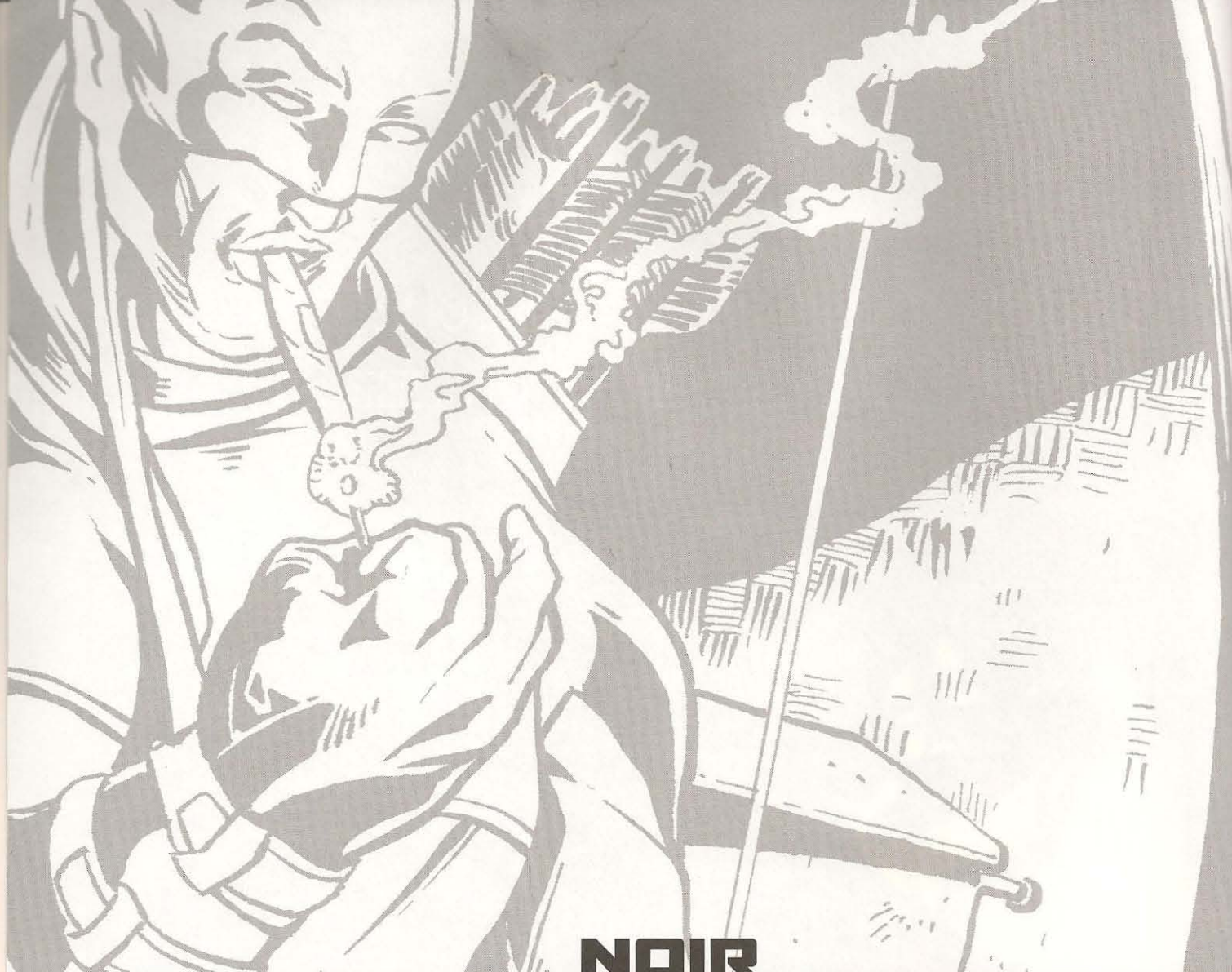


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CHRISTOPHER L. MCGLOTHLIN · GREEN RONIN PUBLISHING

I KNEW THE DAME WAS TROUBLE THE
MOMENT I LAID EYES ON HER . . .





NOIR

A GREEN RONIN PRODUCTION

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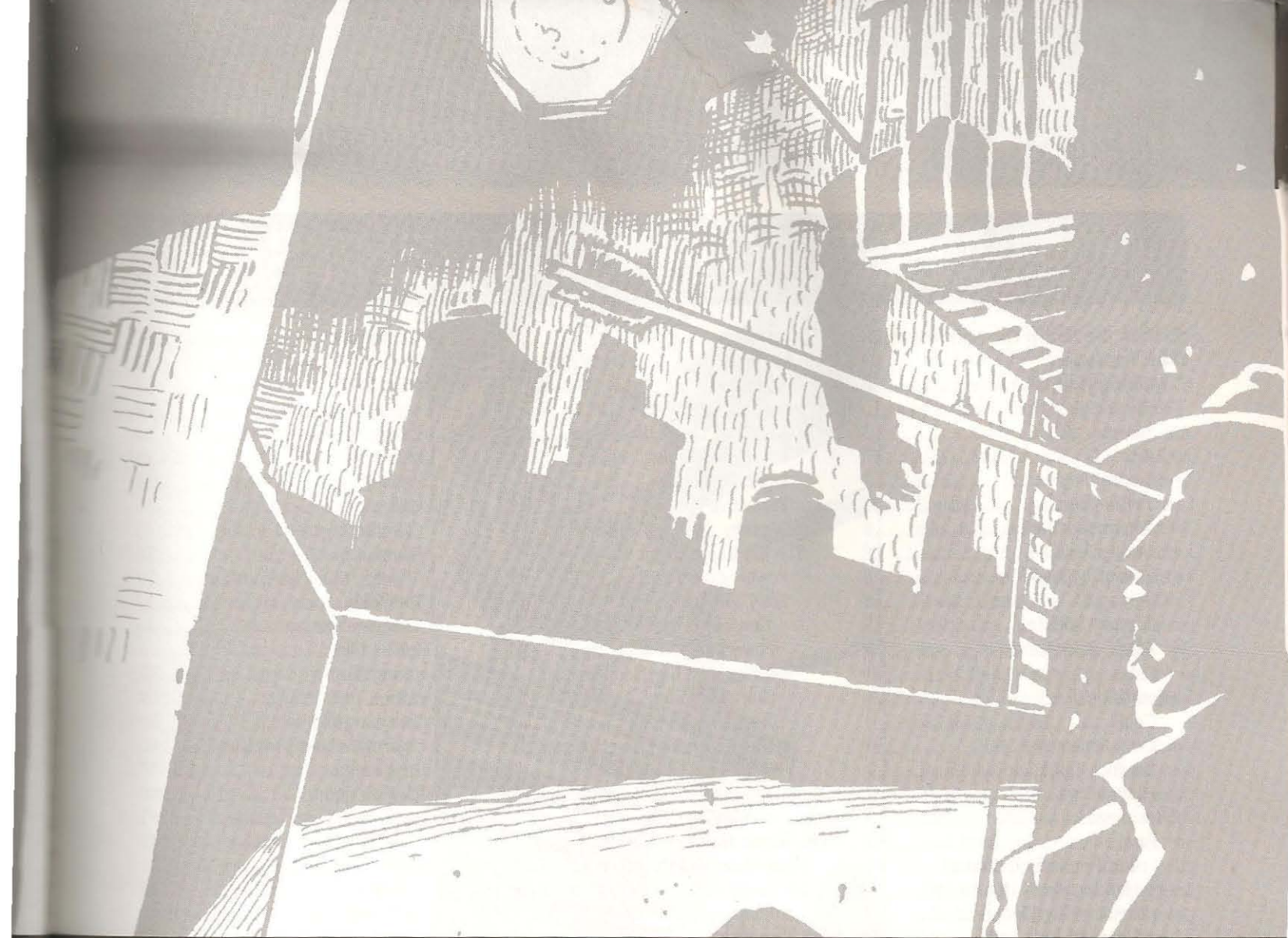
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TABLE OF CONTENTS

So Dark the Night: The Noir World ...5

Dark Passage:

Making Noir characters 6

Body and Soul: Noir Characteristics6

Name.....7

Age.....7

Appearance.....7

Personality.....7

Alternate Identity8

What's My Line?8

Under the Hood8

Origin8

Mystery Science.....8

Magic & Miracles.....8

Fists.....9

Motivation9

Goals9

Crazy Schemes9

Get Rich Quick.....9

Hiding Out.....9

Weaknesses.....10

Fatal Flaws10

Bad People, Bad Choices10

Half the Man I Used to Be.....10

Innocent Bystanders.....10

Down On Your Luck.....10

To Have and Have Not.....11

Wealth Bonus.....11

Making Purchases.....11

The Wealth Check.....11

Try Again.....12

Taking 10 and Taking 2012

Shopping and Time.....12

Aid Another.....12

The Dark Mirror: Reputation12

Getting a Reputation.....12

Fame and Infamy.....12

Using Reputation Bonus13

The Narrow Margin:

Noir Power Levels.....13

The Lineup: Noir Ability Scores13

Sweet Smell of Success: Noir Skills.....13

Computers.....13

Science.....13

Survival.....14

Ace in the Hole: Noir Feats.....14

Connected.....14

Darkvision.....14

Fame and Infamy.....14

Headquarters14

Minions.....14

Having an Edge: New Feats.....15

Fascinate.....15

Force of Personality.....15

Improved Concealment.....15

Improvised Tools.....15

Light Sleeper.....15

Protective Presence.....15

Wealthy.....15

The Big Combo: Noir Super-Powers..15

Power Sources.....15

Sorry, Wrong Number: Limited,

Revised, & Prohibited Super-

Powers in Noir.....16

This Gun for Hire: Noir Devices.....18

Noir Technology18

Device Benchmarks.....18

Gun Crazy: Film Noir Firearms...18

New Flaw.....19

The Guide to Noir Gats.....19

Magical Devices.....19

The Night Has a Thousand

Eyes: Gamemastering Noir 20

On Dangerous Ground: Noir Themes..20

Crime as Social Criticism20

Gangsters.....21

On the Run.....21

Private Eyes and Adventurers.....22

Middle Class Murder.....22

Portraits and Doubles.....23

Sexual Pathology23

Psychopaths.....24

Hostages to Fortune25

Reds.....25

Guignol, Horror, Fantasy.....25

Side Street: More Classic Elements...26

Things Are Never

What They Seem26

A Sense of Impending Doom.....26

The Femme Fatale26

Down-and-Out People

Looking for the Big Payoff.....27

The Past Catching

Up With a Loner.....28

Hardened Cops.....28

The McGuffin.....29

Destroyed by Love29

The Asphalt Jungle:

The Noir City..... 31

The Naked City31

Downtown.....32

The Waterfront.....32

Durrell Town.....34

Smokestack District.....34

Central Business Area34

Midtown.....35

Walmsley.....35

Uptown.....36

Creighton Lake.....36

Marlerville.....36

Charlton Municipal Airfield.....37

The Vets.....37

Mathews Village.....38

Robins Place38

Haring District.....39

Watson Township.....39

Goldman Heights.....39

City Polytechnical Institute.....40

Little Italy.....40

The Rail Yards.....40

Little Ireland.....41

Lower East Side41

South Side.....41

Skid Row42

Lower West Side42

Jandt District.....42

Where the Sidewalk Ends.....42

They Live by Night: Noir Personas ... 43

La Bete Noire.....43

The Black Bowman.....45

Bolt.....46

Dead Man's Hand.....47

Kuang.....48

Lady Banshee.....48

The Nightwalker.....50

The Revenant.....51

Background.....52

The Revenant.....52

Ministry of Fear: Noir Villains..... 53

Brother Alton.....53

The Butcher.....54

Count Bathory.....55

The Directress.....56

Erich.....57

Lady Anaka.....57

The Silver Knight.....58

The Stiletto.....59

Appendix I: Meta-4 Noir 60

Appendix II: A Noir Filmography 62

License and Bios 64

Hard-boiled private eyes. Gorgeous dames gone bad. Double-crossed gangsters looking for revenge. Good men gone bad for money and sex. They're all just a dark and dirty city street away, in the black & white world of *Noir*. It used to be someplace only a movie house could take you, but *Noir* gets you there in style using the award-winning *Mutants & Masterminds* game system. All you need is the *M&M* rulebook, a twenty-sided die, some pals, and the guts to take a walk on the dark side.

Even with superhuman abilities, dark magic, and weird science, life isn't as easy as you'd think. The same rules for surviving in the dark and corrupted world of *Noir* apply to everyone. If you're dumb or just plain unlucky, you're headed for the gutter, pal—or the graveyard—super-powered or not. But if you've got smarts and moxie, you might stay alive long enough for the breaks to go your way and give you a way out. In the end, it's all up to Fate, the harsh mistress who's rolling the dice and betting your life.

THE SETUP: WHAT IS FILM NOIR?

If you understand *M&M* inside and out but don't know Sam Spade from Ace Ventura, you need to start with a little background on *film noir*. Fair warning: *film noir* has inspired dozens of books and articles, and nearly as much debate as politics and religion. Not having space to cover all that here and now, consider this the short version, with all due apologies to the purists for any omissions.

Film noir (French for "black film") is a broad genre, but characteristically features desperate characters, dark humor, lurid crimes,



sex (or at least sexual tension), and downbeat, ironic endings. The look of a *film noir* also sets it apart, as the black & white film palette underscores and contrasts the characters' motives and actions with deep shadows and pale light.

Most critics regard the 1941 version of *The Maltese Falcon* (starring Humphrey Bogart) as the first *film noir*, and as such it's truly a landmark motion picture. More genre classics such as *The Big Sleep*, *Scarlet Street*, *Laura*, *Key Largo*, *Double Indemnity*, and *D.O.A.* (to name but a few) followed, until the cycle finally came to an end in 1958 with Orson Welles' masterful *Touch of Evil*.

Film noir combined familiar Hollywood staples like murder mysteries, gangster melodramas, and racy thrillers with two important new elements. First were the "hard-boiled" stories, taken from the prose of writers like Raymond Chandler, Dashiell Hammett, James Cain, and Horace McCoy. Second was cinematography heavily influenced by European cinema, including the abstract imagery of German expressionism and the documentary style of Italian neo-realism. In short, *film noir* was a more sensationalist type of cinema, and it looked like almost nothing Americans had seen before. More than sixty

years after its inception, audiences around the world are still intrigued by it.

Numerous remakes and neo-*noir* films have been produced in the last few decades, with varying degrees of critical and box-office success. Despite some worthy efforts in later years, for most aficionados the films made during *noir's* 1941-58 prime remain the purest and truest expressions of the genre.

SO DARK THE NIGHT: THE NOIR WORLD



The dark streets of the city call to you. You are haunted by the sins of your past, and seek redemption—or damnation—in the shadows of the night. You are ready to step into the world of *Noir*.

For the most part, creating your *Noir* alter ego is no different than in any other flavor of *M&M*. The basics are the same, but there are some things you can't have, no matter how much you beg. Hey, that's life. Better get used to it, pallie.

For the most part, superhuman abilities don't change the classic *film noir* personas all that much. Instead, it can be argued that they merely accentuate them all the more. The dangerous dame becomes even more seductive with Super-Charisma on her side, just like Strike makes a two-fisted hero into a real palooka. Which abilities are out of the players' reach is up to you, the Gamemaster.

Like Fate, you know how the stories are supposed to go. To keep the players from ruining what you've got planned, you gotta let 'em know up front what they can and can't have. Some of them may be upset, but players can be crybabies that way. Let 'em make with the waterworks right at the start. It'll be good practice for later. Trust us.

BODY AND SOUL: NOIR CHARACTERISTICS

Some players like to start with the numbers, like they're running a racket or something. Tell this type to put away their slide rules and get some good burial insurance, because they won't last long in *Noir*.

You see, *Noir*'s not about how many tall buildings you can leap in a single bound, it's about what makes people tick. More to the point, *Noir* games are about what makes *your character* tick. If you don't already know what that is, this section can help you figure it all out.

One thing you're gonna notice is how *film noir* treats some people differently and doesn't even try to apologize for it. Don't blame us, we're just telling you what happened on the screen back in the day. The important thing is that Gamemasters don't have to play it that way if it spoils the players' fun, so feel free to go ahead and make things as politically correct as you want—just don't blame us if there's not a lot of *film noir* in your *Noir* games when you're done.

DARK PASSAGE: MAKING NOIR CHARACTERS

NAME

In *Noir*, your character needs at least two names, maybe three. The key thing is coming up with at least one that doesn't risk getting them killed.

BIRTH NAME

If their folks weren't careful, some characters might get stuck with the kind of name that causes them trouble for the rest of their lives—however long that may be. For instance, it's gonna be tough for anybody named "Seymour" to pull off a tough-guy act, and there aren't many *femme fatales* who go by "Bertha." You can try and play them that way, but why give the Gamemaster an excuse to take your Interaction rolls down a notch or two?

Instead, take a cue from *film noir* actors and characters and go with something strong or sexy. There's less abuse hurled at you if your name's "Kirk" or "Bogart," and guys are putty in the hands of a "Lauren" or a "Veronica."

ETHNIC NAMES

Your character's moniker can also cause problems if it's "Goldstein," "Chang," "Torentino," "O'Sullivan," "Rodriguez," or "Wojokowski." You see, in the *Noir* era, there's a lot of people with openly bigoted attitudes about Jews, Asians, Italians, Irishmen, Catholics, Mexicans, Poles, Blacks or any other minority group you can think of. These prejudices can run deep, so characters may catch some grief even if their name just *sounds* ethnic. For that reason, more than a few Giuseppe Petri's would rather you call them "George Stone."

ALIASES

A classic *film noir* story element is the guy (or dame) using a false name because they're wanted for crimes they—usually—didn't commit. If you're going to be playing this sort of fugitive, it's a good idea to have two or three other aliases ready, unless your character *likes* the idea of a noose getting slipped around his neck. A false name and a charming smile can only get you so far, of course, but sometimes that's just far enough.

AGE

Male characters in *film noir* are usually about 30 to 40 years old. They're grown-up enough to have been in the last war and developed a real appreciation of their own mortality while they were overseas. Time has made them smarter—and a lot more cynical. These guys who've been around might not be able to outrun twenty-something kids anymore, but they can damn sure outsmart them any day of the week. They don't get to keep their edge forever, but they know that staying alive means keeping up the fight.

Film noir women have the same smarts as the men, and at an age when they still have all their looks, too—usually 20 to 30 years old. This is vital for a gal in this genre. What being good with his fists means to a man, having a pretty face and a good figure means to a woman. Of course, even if her chances in life are getting slim-

mer, the older dame whose beauty is fading and has to get by on brains alone is still seen in *film noir*. Seemingly doomed characters like this are perfect for the genre, even if they are atypical.

Either way, in this genre a gal's wits are her best defense, so women tend to be every bit as cunning and skeptical as the men. They behave as if they've seen more of the world and its ugliness than the date on their birth certificates allows. Anyone who fails to realize this and takes them for "just a kid" usually pays a price for it.

APPEARANCE

They say looks don't count for much, but you'd never know it from watching *film noir*. Here's a few tips to help your character fit in with all the gorgeous people up there on the screen.

Skirts: Most every woman in this genre—blonde, brunette, or red-head—is as tempting as the devil's candy, and is more than ready to take advantage of it. Even the rare plain Janes tend to be the object of some guy's obsession, even if there's no explaining why. The even-rarer dame who's actually unattractive typically tries to make up for it by being completely nuts, totally evil, or both.

Trenchcoats: Truly pretty men are rarely seen in *film noir*, and those that do show up are usually portrayed as being light in the loafers—not a safe thing to be in this genre. "Ruggedly handsome" is much more common, especially for the two-fisted types like private eyes.

Grey-Flannel Suits: Unlike women, men are allowed to look ordinary in *film noir*. This type is usually the main character's sidekick, or in some other supporting role. They don't get the girl in the end, but on the good side, they have a lot fewer people trying to kill them. Downright ugly, however, is something only the bad guys are allowed to get away with onscreen.

PERSONALITY

Femme fatales: Gorgeous dames in *film noir* are mostly scheming, heartless gold-diggers. In fact, it seems to be a genre rule that only average-looking women are allowed to have any redeeming qualities at all. The classic *femme fatale* plays men for saps, luring them in with promises of love and sex they'll never get. In the end, they take the guy's money, break his heart, and leave him to take the rap for their crimes.

Sure, it ain't nice, but in the end, a woman's got to do what it takes to get by in the big city. Besides, it's not like men can't be hard on a gal if they get the chance. Somewhere in her past, it's usually a bad man who's to blame for making her a bad woman.

There are ways to broaden the classic *femme fatale* character and take it in some new directions. Check out **The Femme Fatale** on page 26 for the full story on how this can be done.

Bystanders: They're rare, but there are good women to be found in *film noir*, even if "good" doesn't always mean "innocent." Like some men in the genre, they used to live boring, ordinary lives until one reckless decision changed things. Men and women like this act just like regular folks, mostly. Yeah, they're just like you and me, until events push them over the edge—then they become something they never dreamed they could possibly be. What that is exactly is up to the player, but Fate usually makes them into killers, thieves, perverts, or something just as dark.

Hard-boiled: *Film noir* men can also be just as cruel as any *femme fatale*, especially when it comes to looking out for themselves. Like them, all it takes is one bad romance somewhere in their past to make them that way. The difference is that most men in *Noir* (or at least most heroes) are only hard on the outside. Deep inside, they still want to do the right thing, love, and trust someone again. It just takes the right woman or event to tip the scales once more and lay it all on the line. The player should decide what trigger can make them a romantic idealist all over again, but it shouldn't be easy (though the change is often quick).

Neurotics: Call 'em "eccentric" or "strange" if you want to, but some people are just plain nuts. Some hide it pretty good, but sooner or later, it always comes out they're looneys. There's all kinds of crazy. Some people are afraid too much, some obsess too much, and some are just plain weirdos. Others take one from Column "A" and one from Column "B."

If you want your character to go crazy, make sure both you and the Gamemaster are clear on your intent and want that outcome. Define what kind of psycho you want to play and clear it with the GM in advance. Being crazy is hard, demanding work, and you need to be sure both the player and the stories are ready for it.

ALTERNATE IDENTITY

Most *M&M* characters are superheroes who sometimes play at being regular Joes. In *Noir*, it's just the opposite. Characters in this genre don't have the power to change the world, and a lot of them wouldn't try even if they did. Usually, they've got their hands full just trying to save themselves.

WHAT'S MY LINE?

Some *film noir* characters work at dull day jobs, like teaching school or investigating insurance claims; it takes a twist of Fate to shake them out of the doldrums. Others have careers that are exciting even without superhuman abilities: prizefighter, priest, cop, nightclub singer, prostitute, G-man, gangster, con artist, reporter, attorney, private eye, etc. No matter what your choice, your Gamemaster will find ways to send some trouble to your door, even if it doesn't always get there until after you've punched out for the day.

UNDER THE HOOD

Sooner or later, your character's gonna put on the mask and start using those "powers far beyond those of mortal men," just like in those other *M&M* settings. There are just a couple of differences in *Noir*.

First off, forget the capes and bright colors. They just draw attention your way, and your chances of getting shot and killed go up considerably. Think about a dark-colored hat and trenchcoat instead. You don't stand out as much and they keep you a lot warmer than a pair of tights. And don't forget, in the *Noir* era, tights are like a sandwich board with "sissy" written on it in big, bold letters.

Some *M&M* settings let your character get by alright without a mask and an alias. If it needs to be said, in *Noir* that sort of thing

leads to your character becoming very, very dead in record time. A disguise might be uncomfortable, but it's like a tailored suit compared to a casket.

Second, don't get fancy with your code-name. Your average two-bit gunsle is nowhere near smart enough to be impressed by Kismet, Scion, Animus, or Damask. If he's not angered or confused by a vague moniker, he's bound to just laugh at you. Pick something that's tough, scary, mysterious—and most of all, to the point. Whether you're naming a player character, a villain, or an adventure, you can't go wrong with *film noir's* Seven Most Common Words: city, dark, death, mirror, murder, street, and window. Max them, match them, have fun with them.

ORIGIN

In *Noir*, the aliens get rocketed back to wherever the hell they came from, and mutants can go whine about their problems somewhere else. Characters in this setting got super using nothing but sweat, smarts, and dumb luck—and lost a little bit of their better natures in the process. Look at *noir-ish* comics such as *Sandman*, *Mystery Theatre* for a bit of inspiration on the right way to do it. Anything more exotic is likely to make you the laughingstock of the other masked avengers of *Noir*, and nobody wants that.

MYSTERY SCIENCE

If they've got the brains and the cash, your characters can build themselves a whole hardware store's worth of tools and gadgets to help get them out of tight spots. They can kit themselves out with trick weapons, bulletproof vests, souped-up cars—you name it. Rather, we should say that Gamemasters name it, as they get final say on what you can and can't build. They should give you some leeway, but in an era when one computer fills up a whole warehouse and can't handle anything but basic math problems, don't expect too much. The section on **Noir Technology** (page 18) has more details.

MAGIC & MIRACLES

For some people, a little thing like going to Hell just isn't enough to keep them away from black magic. There's power to be had there, and in *film noir*, a little thing like your soul isn't too much to swap to become a big shot.

In *Noir*, a person typically needs a hunk of pure, concentrated evil before the dark arts work for them. There are some "gray" or "white" magic items out there, but really, what fun are they? No character pain, no storyline gain. Regardless of the magic's exact color, the items that make it available to ordinary mundane folks seem to wind up hidden in dark places around the city and around the world. You just gotta know where to look.

Magical items are hiding in the dirt and sand overseas, and more accessibly in museums and private curio collections (in plain sight, usually). In the latter case, they're found in the hands of people who may or may not know exactly what they've got.

Wherever it came from, your character did his homework or was just plain lucky and found a piece of unholy loot. He or she then

WEAKNESSES

The good news is that in *Noir*, you can take as many weaknesses as the Gamemaster allows. Some of them don't really fit *film noir* all that well, like Susceptible and Vulnerable, but if your Gamemaster buys it, who are we to ask why? Before you get all happy about that, though, the bad news is your character already has at least one or two serious drawbacks, for which you get nothing. They're what we call Fatal Flaws, and they're why we made you figure out your character's background first.

FATAL FLAWS

Nobody in *film noir* ever gets anything without losing something else in the process. Most of the time, the loss is way bigger than the gain. The rule in *Noir* is this: you don't get any of the benefits of an increased Power Level until your character suffers a serious personal setback. With that in mind, you've got to pick at least a couple of physical or personal traits that are gonna make these sorts of tragedies happen to them, over and over again.

There will inevitably be some of your players who don't like this idea. Search us why they'd want to play in the *Noir* setting to begin with, but they're easily handled. No Fatal Flaws mean they don't increase their Power Level. Ever. They can live out their days like the other workaday stiffs who never know the ups and downs of living in the shadows of the city, nice and safe—the sheep instead of the wolves.

See? Told you that'd bring 'em around.

ROLL-PLAYERS

Not everyone plays role-playing games to role-play, weird as that sounds. Sometimes it's all about the roll of the dice, the mental exercise of the game itself. Unfortunately, these people are always going to be like square pegs fitting into the *Noir* setting's round hole. There are some ways around that, though.

First, players could just avoid taking Fatal Flaws with mostly role-playing consequences and instead focus on options with more crunch. If that doesn't work, the Gamemaster can dock them some non-refundable power points instead. In this case, a favorite Mob snitch might set them back a point when it's curtains for the stoolie, while losing the one-time love of their lives might cost them four or more. While not recommended as a default way of handling Fatal Flaws, this can be a remedy for any situation where players might trying to weasel out of their Flaws' consequences. It doesn't have to be a first resort, nor is it a substitute for talking to the player and sharing your concerns with them. What it does do is maintain the balance between the characters who take the lumps Fate dishes out and those that want to be invulnerable.

BAD PEOPLE, BAD CHOICES

It might be naiveté, greed, stubbornness, guilt, anger, lust, or a neurosis, but something inside your character's head forces them to make the wrong choices time and again. These bad decisions can hurt you in a lot of different ways.

Most commonly, your character makes the wrong people angry, like the cops, the rich & powerful, the Mob, or somebody else with super-powers. Whoever it is, it's somebody that's gonna come after them and make them put that new Power Level to some real use.

HALF THE MAN I USED TO BE

Sometimes your character loses a piece of themselves—literally—and levels up while leaving an arm, leg, eye, or kidney behind. They lose some Strength, Dexterity, and/or Constitution in the process—maybe some Intelligence, Wisdom, or Charisma, too, if he got it in the head or face. Your character might even wind up with some form of the Disabled weakness.

This is the rare Fatal Flaw that's available to pretty much any character. You don't want to use too often, though, unless you wanna wind up a 15th-level brain in a jar.

INNOCENT BYSTANDERS

As often as not, your character walks away without a scratch, but someone real close to him isn't as lucky. It gets to be the same old story: a friend or lover winds up dead or crippled, and it's all because of something your character did (or didn't) do.

Of course, the hurt isn't always the kind that shows on the outside. Someone your character cares about could turn around and betray them at the worst possible time. Maybe it's because they think (rightly or wrongly) that your character turned on *them*. Either way, there's a stab-hole in somebody's back and an even bigger one in your character's heart.

Unless the person your character was close to was a Sidekick or a Connection, this won't cost them any power points. The loss should have some in-game plot consequences, however, that make a point loss look like a bargain by comparison. It's going to change the character on the inside. At least for a while, he's going to be more reckless, more careless, and less likely to reach out for help when he needs it (assuming he was ever prone to do that in the first place). Before long, the physical hurt equals the emotional. This provides the Gamemaster an excellent opportunity to plot out some way for the character to fill the void in his life—too bad the GM isn't always going to be that nice.

DOWN ON YOUR LUCK

Some people have all the luck... and all of it bad. For them, everyday life is like rolling a huge boulder uphill, only to have it slip back down to the bottom every time. Any serious material gains you character makes are all lost when he gains a power level. He might gamble his money away or spend it all on booze and floozies. His car gets stolen. His place gets broken into... or burned to the ground. He gets canned from his job or stiffed by the people who own him money, while the loan sharks *he* borrowed from

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See? Told you that'd bring 'em around.

ROLL-PLAYERS

Not everyone plays role-playing games to role-play, weird as that sounds. Sometimes it's all about the roll of the dice, the mental exercise of the game itself. Unfortunately, these people are always going to be like square pegs fitting into the *Noir* setting's round hole. There are some ways around that, though.

First, players could just avoid taking Fatal Flaws with mostly role-playing consequences and instead focus on options with more crunch. If that doesn't work, the Gamemaster can dock them some non-refundable power points instead. In this case, a favorite Mob snitch might set them back a point when it's curtains for the stoolie, while losing the one-time love of their lives might cost them four or more.

While not recommended as a default way of handling Fatal Flaws, this can be a remedy for any situation where players might trying to weasel out of their Flaws' consequences. It doesn't have to be a first resort, nor is it a substitute for talking to the player and sharing your concerns with them. What it does do is maintain the balance between the characters who take the lumps Fate dishes out and those that want to be invulnerable.

BAD PEOPLE, BAD CHOICES

It might be naiveté, greed, stubbornness, guilt, anger, lust, or neurosis, but something inside your character's head forces them to make the wrong choices time and again. These bad decisions can hurt you in a lot of different ways.

Most commonly, your character makes the wrong people angry—like the cops, the rich & powerful, the Mob, or somebody else with super-powers. Whoever it is, it's somebody that's gonna come after them and make them put that new Power Level to some real use.

HALF THE MAN I USED TO BE

Sometimes your character loses a piece of themselves—literally—and levels up while leaving an arm, leg, eye, or kidney behind. They lose some Strength, Dexterity, and/or Constitution in the process—maybe some Intelligence, Wisdom, or Charisma, too. They got it in the head or face. Your character might even wind up with some form of the Disabled weakness.

This is the rare Fatal Flaw that's available to pretty much any character. You don't want to use too often, though, unless you wanna wind up a 15th-level brain in a jar.

INNOCENT BYSTANDERS

As often as not, your character walks away without a scratch, but someone real close to him isn't as lucky. It gets to be the same old story: a friend or lover winds up dead or crippled, and that's because of something your character did (or didn't) do.

Of course, the hurt isn't always the kind that shows on the outside. Someone your character cares about could turn around and betray them at the worst possible time. Maybe it's because they think (rightly or wrongly) that your character turned on them. Either way, there's a stab-hole in somebody's back and an even bigger one in your character's heart.

Unless the person your character was close to was a Scoundrel or a Connection, this won't cost them any power points. The loss should have some in-game plot consequences, however, that make a point loss look like a bargain by comparison. It's going to change the character on the inside. At least for a while, he's going to be more reckless, more careless, and less likely to reach out for help when he needs it (assuming he was ever prone to do that in the first place). Before long, the physical hurt equals the emotional. This provides the Gamemaster an excellent opportunity to work out some way for the character to fill the void in his life—bad the GM isn't always going to be that nice.

DOWN ON YOUR LUCK

Some people have all the luck... and all of it bad. For them, everyday life is like rolling a huge boulder uphill, only to have it slip back down to the bottom every time. Any serious material gains your character makes are all lost when he gains a power level. He might gamble his money away or spend it all on booze and floozies. His car gets stolen. His place gets broken into and burned to the ground. He gets canned from his job or stiffed by the people who own him money, while the loan sharks he borrowed from

your current Wealth bonus. Lost Wealth bonus returns at a rate of 1 point per month.

TRY AGAIN

You can try again if you fail a Wealth check, but not until the character has spent an additional number of hours shopping equal to the purchase DC of the object or service.

TAKING 10 AND TAKING 20

You can take 10 or take 20 when making a Wealth check. Taking 20 requires 20 times as long as normal. (You're shopping around for the best price.)

SHOPPING AND TIME

Buying less-common items generally takes a number of hours equal to the purchase DC of the item, reflecting the time needed to locate the item and close the deal. Getting a license or buying a legally restricted item also increases the time needed to make purchases.

AID ANOTHER

You can make an aid another attempt (DC 10) to help someone else purchase an item. If the attempt is successful, you provide the purchaser with a +2 bonus on the Wealth check. Aiding another on a Wealth check reduces your Wealth bonus by 1.



THE DARK MIRROR : REPUTATION

In *Noir* you tend to make a name for yourself, for good or bad. People talk, word gets around, and—well, one way or another, you get a reputation. The guidelines here replace the basic use of the Fame and Infamy feats from *M&M*, providing a more detailed system for handling reputation in the black & white world of *Noir*.

A character's *Reputation bonus* is used to determine whether or not someone recognizes them. A positive reputation opens doors, but a bad rep can close them, hard. A high Reputation also makes it difficult to hide your identity—without the use of a mask, anyway. Most of the time, the GM decides when Reputation is relevant to a scene or encounter. When it becomes relevant, the GM makes a Reputation check for any character who might be influenced in some fashion by either the hero's fame or infamy, as detailed below.

Note that *Noir* characters often labor in obscurity. Just having a Reputation doesn't mean you're a big star or that people walking down the street are going to recognize you (that sort of thing comes into play with reputation modifiers). In order to even have a chance of knowing someone's reputation, you need to move in the same circles. A cop may recognize a private eye's rep or a crook's, for example, but he's probably not going to know anything about some rich society dame unless she's been involved in some shady business before. The GM should decide when it's appropriate to make a Reputation check for any given character.

GETTING A REPUTATION

Characters in *Noir* get Reputation in two ways.

First, all characters begin with a Reputation bonus equal to half their power level, rounded down. A starting (PL6) character, for example, has a Reputation bonus of +3. The higher your level, the harder it is to blend in as just another average Joe. 1st-level nobodies don't have any Reputation at all.

Secondly, the GM can award Reputation to a character—or remove it—depending on the character's actions. Note that this isn't a matter of a good reputation versus a bad one (see **Fame and Infamy** for that), it's a matter of being well-known versus yesterday's news (or just keeping a low profile until some people forget about you). Generally, Reputation shouldn't increase or decrease by more than 1 per adventure, but the final call is up to the GM. Some spectacular achievements might result in a significant Reputation boost (+2 or +3).

FAME AND INFAMY

Most characters with a high Reputation bonus (+4 or higher) are considered well known within their profession or social circle. Whether this is good or bad depends on the point of view of the person who recognizes the hero.

When someone has a positive opinion of a hero's reputation, the hero is considered *famous* by that character. Fame, when recognized, provides a bonus to certain Charisma-based skill checks.

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When a character has a negative opinion of a hero's reputation, the hero is considered to *infamous* by that character. At the GM's option, a hero might be considered infamous in certain situations due to past events. Infamy, when recognized, provides a penalty to certain Charisma-based skill checks.

USING REPUTATION BONUS

Whenever the GM decides a character's reputation can be a factor in an encounter, the GM makes a Reputation check (DC 25) for the non-player character involved. A Reputation check is $1d20 + \text{the hero's Reputation bonus} + \text{the NPC's Int modifier}$ (Some Knowledge skill modifiers might apply instead of the Int modifier, if the hero would be well known in the field covered by the Knowledge skill.)

Modifiers to the Reputation check depend on the hero and the NPC in question, as shown below. Note that if the NPC has no possible way of recognizing a hero, the Reputation check automatically fails.

If the NPC succeeds at the Reputation check, he or she recognizes the hero. This provides a +4 bonus or a -4 penalty on checks involving the following skills for the duration of the encounter: Bluff, Diplomacy, Gather Information, Intimidate, and Perform.

REPUTATION BONUS

Situation	Reputation Check Modifier
The hero is famous, known far and wide with either a positive or negative connotation	+10
The character is part of the hero's professional or social circle	+5
The hero has some small amount of fame or notoriety	+2

The GM must decide if a character's fame or infamy can come into play in a given situation, thus making a Reputation check necessary. A character who doesn't know (or know of) the hero can't be influenced by his or her reputation.

THE NARROW MARGIN: NOIR POWER LEVELS

Regular *M&M* superheroes can take quite a beating and still get up from it. Super-powered characters in *Noir*, on the other hand, just take a beating. Characters in this setting start at a default Power Level of 6, rather than the usual 10. The reason's simple: if one lone gunsel isn't some threat to wound or kill a character (even a super one), then it's not *film noir*.

That's also part of the reason for Fatal Flaws. The longer that gunsel stays a danger to a character, the longer that character can stay in the *Noir* setting without throwing the balance out of whack. With Fatal Flaws, nobody's in a big hurry to level up.

THE LINEUP: NOIR ABILITY SCORES

Here, you can spend to your heart's content. That's right, no strings attached. You have a lot less points to spend at PL6 than PL10, and if you want to spend the lot of them here, we won't try to stop you. Remember, though, that when you try to justify a string of 20 scores to your Gamemaster, the catch-all excuse, "I'm a *superhero*!" that works so well in regular *M&M* won't cut it here.

If you're playing a sweet, demure 1940s-era gal who can lift 800 lbs. and who's got more brains than Einstein without ever finishing high school, you'd better have one hell of a good background story cooked up in advance.

SWEET SMELL OF SUCCESS: NOIR SKILLS

In *Noir*, your character's skills are what keep him breathing (even more so than regular *M&M*). Fortunately for you, skills are also somewhat easier to come by. Characters in *Noir* use the optional rule of paying 1 power point per two skill ranks instead of just one. No need to thank us for the help. You're going to need it.

Otherwise, the things each skill allows your character to do remain mostly unchanged. Here are the exceptions:

COMPUTERS

Not only is this by far the *least* *Noir*-like skill your character could possibly have, but even if you did have it, you'd never get to use it. In case you didn't already know, what few computers there are in the *film noir* era fill up a whole warehouse each and are guarded like Fort Knox. To make matters worse, they're pretty much limited to just adding a lot of really big numbers faster than a guy with a pencil and paper can. Save the power points and get yourself a good slide rule instead. Trust us, it's handier than computers will be for another four decades.

Of course, if you're playing in some neo-*noir* setting that's closer to the present day, things are different. Your character still might be a geek who can't take a punch, but at least he has a chance to get some use out of this skill. Just figure out if it'll actually be useful before you spend the points.

SCIENCE

For the most part, there's nothing different about this skill in *Noir*. You like test tubes and beakers, then hey, that's okay. We won't make fun. Some young hoodlum might, but not us. Things only get interesting if your character's into nuclear physics, or anything else Bomb related. Yeah, that's the capital "B" Bomb, or "A-" or "H- Bomb," if you prefer.

People who know this stuff are like people who know computers in the *Noir* era. There aren't many of them, and they're all kept locked up tight by our government or the commies. Spend your

points on something safer, like Innuendo, or be prepared to role-play the most wanted person on Earth.

SURVIVAL

This is all about knowing how to find nuts and berries in the forest. Got to be *the* most useless skill in the big-city world of *Noir*, right? Well, maybe not. If the Gamemaster okays it, the Survival skill can be used to stay alive in the asphalt jungle, too.

Instead of feasting on nature's bounty for dinner, your character's looking in trash cans for the city's leftovers. Similarly, your character is counting on steam grates instead of a handmade lean-to in order to keep him warm. Otherwise, the specifics remain unchanged from the *M&M* rulebook.

Hey, we never said using the skill this way was glamorous. Your alter-ego may be eating garbage, but at least he's not starving. Be thankful, bub.

ACE IN THE HOLE: NOIR FEATS

You need all the edges there are for your character to make it to the credits of a *film noir* alive, so most of the feats in the *M&M* rulebook are available in *Noir*. Some of them aren't, of course, and a few others are tweaked a bit. Here's the whole list of can- and can't-haves.

CONNECTED

Normally, this feat uses the Diplomacy skill and has 4 ranks in that skill as a prerequisite. This assumes (naturally, for most comic books) that your character's connection likes and trusts him. While this sort of thing does happen in *film noir*, connections help characters out more often than not either because they're afraid or are being played for a sap. Obviously, that relationship is going to be role-played a lot differently in these kinds of set-ups, and the feat needs to be changed along with that.

If your character routinely beats up, slaps around, or otherwise scares the beejeezus out of the connection, use the Intimidate skill instead of Diplomacy. The Bluff skill can also be substituted for Diplomacy if the player character is stringing the connection along with phony promises of money, sex, or the like. Regardless

of the skill used, the Difficulty Class benchmarks listed in the book remain the same.

It's worth noting that one character can have different relationships with different connections. This is quite in keeping with *film noir*, where people often have a small handful of people they genuinely care about and a plethora of others they're just using and abusing. As long as the character has the required number and type of skill ranks, you can benefit from friends and suckers alike after buying the feat once.

DARKVISION

We draw the line here. Never, never, ever let *any* player character buy this feat under *any* circumstances.

Why? Simple, really: how scary is the dark going to be to a character that can see perfectly in it?

Being afraid (or at least nervous) about what's hiding in the night is part of what *film noir* is all about. It may just be a two power point feat, but it's one that can totally ruin the proper mood and atmosphere a *Noir* game needs. Now, a *villain* with this feat, stalking the blind player characters under a moonless sky, that's perfectly allowable.

Not to give you any ideas or anything, Gamemaster.

FAME AND INFAMY

We get into more detail later in the book, but for now let's just say that *film noir* characters sort of live in a world unto themselves. Beyond it, in the daytime, they're no different than anyone else in the city. Even if they are (in)famous in the "*noir* world," they still don't make newspaper headlines like in regular *M&M*. The Gamemaster is the final authority on who has and who hasn't heard of a given character. We're warning you up front that in *Noir*, a lot of people who live as big shots in the underworld end up as stiff no one with a day job's ever heard of.

To reflect this, the usual benefits of these feats are limited to a character's particular corner of the city. The degree of limitation depends on the character's background. For example, most gangsters' Infamy doesn't go beyond other gangsters, those they terrorize regularly, and maybe John Q. Law. Outside of these people, they're just another goombah.

HEADQUARTERS

You want an abandoned warehouse, a dingy office, or some abandoned subway tunnels? No problem. You want an orbiting satellite or a jungle lair? Prepare to get laughed at. The bottom line: make your Headquarters something you can find inside the city limits that is appropriate to the setting's era.

MINIONS

It's not strictly off limits for player characters, but since they mostly tend to be loners, this feat is much more common (and appropriate) for the villains. In fact, if the bad guy isn't super-powered himself, a gang of thugs, gunsels, and knee-breakers is pretty much required.

FEATS FROM OTHER BOOKS

You might find some of the feats from other *Mutants & Masterminds* books useful in your *Noir* game. In particular, take a look at the following from *Crooks!* and *Nocturnals*:

Crooks!: Above the Law, Animal Affinity, Body Language, Combat Driver, Combat Pilot, Gang Up, Human Shield, Lay Low, Motif, Slippery Eel, Stealthy, Stoic, Tainted Network, Take the Fall, Trailblazer.

Nocturnals: Armed to the Teeth, Beginner's Luck, Bullseye, Dead Aim, Elusive Target, Finishing Blow, Hard-Eyed, Improved Dead Aim, Improved Flank, Packin' Heat, Rapid Reload, Reactive Shooter, Spooky Presence.

Mutants present many of the same problems, at least the kind who were born different. It's a lot of work explaining how such a character didn't wind up getting dissected in a government lab someplace or stuck in a carnival sideshow for life. Not impossible, mind you; just difficult to fit in the genre without it sticking out like a sore thumb. In the end, it may not be worth the work.

Characters that got mutated later in life are a different matter. They're not much more difficult to explain away than ones with say, cursed magical artifacts. It's still going to cause some problems, of course, when a mutant takes a slug and has to explain his freakish nature to a doctor. Still, that's potentially no more complicated than a character who's a fugitive from the law (a *noir* staple). If the Gamemaster's okay with it, then go ahead and make up that dream character of yours who got changed by a bite from a radioactive whatever.

SORRY, WRONG NUMBER: LIMITED, REVISED, & PROHIBITED SUPER-POWERS IN NOIR

Here they are: the ones you can have, and the ones you can't. For the Gamemaster's sake, we also tell *why* you can't have something, just in case a player decides to cry like a little girl about it.

Absorption: Player character or not, this can *only* be effective against energy attacks or something equally rare, if the Gamemaster allows it all. Under no circumstances can it apply to physical attacks, given that in this setting a kid with a .22 pistol has to be some kind of threat. We discourage the Healing extra for the same reason.



Alternate Form: The main concerns here are the forms that grant Protection, Incorporeal, and/or Flight. See the sections on each of these powers for more details on why they're such a problem.

Amazing Save: In a world where a lot of mundane stuff is supposed to worry the player characters (at least a little bit), this is a power the Gamemaster needs to watch closely. Be ready to draw the line if any of a character's total saving throw bonuses hover around his Power Level.

Armor: As above, the Gamemaster needs to be very wary of this power boosting a character's total damage save bonus near or above his Power Level. Like the Protection power, a character wearing Armor still has to make a (reduced) damage save unless the attack's damage bonus is reduced to -5 or less.

The Gamemaster also needs to bear in mind the limits of reality and *Noir* era technology. A character who wants to jump around with a 20 Dexterity and high Acrobatics skill can't be allowed to do it in full plate mail. Likewise, characters who don't have the know-how to invent something better are stuck with the +2 rating of off-the-rack flak jackets.

Cosmic Power: Sure, buy as much of this as you want. No limits...Had you going there, didn't we? Short version: no way, no how, for nobody in *Noir*.

Datalink: Sorry to tell you this, Poindexter, but in *Noir*, there's nothing for you to link to. Maybe in a neo-*Noir* setting, but we're not writing that kinda script here.

Density Control: Since this power can have Incorporeal and Protection added to it, it has all the problems attached to those powers. See those sections for more details.

Dimensional Travel: There shouldn't be any place to run to in *Noir*, so this power is out of the player characters' reach. It may suit some bad guys, though, especially ones getting their chops from some netherworld.

Duplication: You can't allow player characters to have the Absorption Healing extra, or else there's no way one gangster with a gun can scare them. Likewise, you probably want to limit the number of times they can buy the Horde extra, unless you plan on fighting them with the entire Mob. The Survival extra works better as a villain-only thing. In fact, it's a *great* villain gimmick.

Energy Blast: Be careful who you let buy the Propulsion extra. See the Flight power section for more details as to why.

Flight: Characters with this power are gonna be mistaken for flying saucers and convince a lot of rummies to give up the booze, but that's the least of it. Flight makes easy two things that need to be hard in the *Noir* world: getting from place to place quickly and running away from a fight. That last one's a real problem, because flying characters can go where bullets and fists can't follow.

There are ways around this, of course: Find ways to keep the fights indoors, sic other flying characters on them, etc. In the end, though, this power may simply cause the Gamemaster more headaches than it's worth.

If there are characters who really can't get anywhere any other way (if they're poor or crippled, for instance), this power could be a necessity. In the end, the Gamemaster is going to have to judge each flying character on a case-by-case basis, and the players are just going to have to deal with the results.

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Gadgets: This power can work well in *Noir* if it's kept within the limits of available technology and imagination. See the section on **Noir Technology** (page 18) for more details.

Growth: This power automatically grants Protection and is limited accordingly. See the section on that power for more details.

Healing: Nothing ruins a good death scene—and most of the drama in *Noir*—like this power. The setting just doesn't work without an overriding sense of doom. It kills the mood, the story, and probably most of the characters' Fatal Flaws. It's best that you disallow this power entirely, but if someone simply *must* have it, at least slap the Empathic Healing and the Others Only flaws on it. That way, at least one person's always in danger of getting killed.

Incorporeal: If the Protection power is a headache in this setting, Incorporeal can be a migraine. The Gamemaster can just forbid it and be done, or at the very least, rule out most of the extras (especially Ghost Touch and Phase Attack).

Although the ability to pass through walls can be atmospheric, it should be seriously limited. Perhaps the character can only become incorporeal for a round at a time, for example, or it power requires tremendous concentration (making it difficult, if not impossible, to use in a fight). Characters who have this power should have their damage saves limited as well. Otherwise, they can simply shrug off most attacks and then desolidify to thwart the ones they can't.

Luck: Most people get lucky sooner or later, but the odds are much lower in a *film noir*. It's a genre where the breaks are almost always bad, so this is a power the Gamemaster can ban or limit to villains—unless of course, you're talking about buying it with the *Others Only* flaw. Then, you're actually helping set the proper *Noir* mood. Feel free to spend away then.

Postcognition and Precognition: Premonitions or memories of bad fortunes can be a great way to set an appropriately somber *film noir* mood. To avoid having this power screw up your carefully planned mysteries, however, the Gamemaster can require the power to have the Uncontrolled flaw and maybe Psychometry as well.

Protection: As with Armor, the Gamemaster needs to be very wary of this power boosting a character's total damage save bonus to near or above his Power Level. In any case, a character with Protection still has to make a (reduced) damage save unless the attack's damage bonus is reduced to -5 or less. Of course, this assumes the Gamemaster is going to allow player characters to buy this power in the first place. It's fine by us if you don't, or if you restrict it to very low levels.

Regeneration: Where's the nail-biting suspense in a character that heals all by himself? Save this power for just your villains, Gamemaster.

Reincarnate: A player character is *not* allowed to do this all by himself, but some special people can do it for them. This changes the specifics of the power a bit (see sidebar). Of course, the Gamemaster can just say death is final and not allow anyone to wake up from the Big Sleep. At the very least, he may want to forbid player characters from buying this power and leave the power of life and death where it should be: out of their hands.

Shrinking: Unless your Gamemaster's out of his skull on still-brewed hooch and running the weirdest *Noir* game ever, the Microverse extra is off limits.

Sorcery: Just to keep things in balance, this power is always bought with at least one flaw—two if your Gamemaster says so. Concentration Required and Rote are good choices, as is Restricted—Material Ward if the substance is one that's reasonably common in the city.

Space Flight: Don't make us laugh. This is the middle of the 20th century, for Pete's sake. Everybody knows space flight is impossible. Don't even bother asking if you can buy it. Even for you neo-noir types, this shouldn't be easy to come by. See the description of regular ol' Flight for the reasons.

Telepathy: This is one you're going to have to think about, Gamemaster. Telepathy (especially at low levels) isn't that far removed from the genre, but it can easily short circuit any mystery adventures you were planning on running. Therefore, a mandatory Limit—Communication Only flaw on the power or something similar is advised before you allow it in your game.

Teleportation: This power makes it real easy to get away from deathtraps and the like. In fact, it makes it too easy, so much so you can't have it in *Noir*. So there.

Time Control: The trouble with this power is all in the extras. Temporal Fugue (Duplication by any other name), Precognition, and Postcognition have problems all their own, discussed in the section on each power, and Time Travel is as banned as banned can be from *Noir*.

Time Travel: The only time traveling allowed in *Noir* is done through memory, and the price of a ticket is regret over your past mistakes. Forget this power and spend your points on things that help you make tomorrow better instead.

REINCARNATION

Cost: 4 (no bonus from mandatory flaws)

Action: Special

Range: Touch

Duration: Permanent

Characters with this power are brilliant, frequently arrogant surgeons who have access to all the best, most expensive equipment available (mandatory Others Only and Device flaws, there). For a price, they can heal wounds that should be fatal.

It's not an easy thing to do, mind you. It's a lengthy process involving organ and tissue transplants and reconstructive surgery as well. For every power rank used in the procedure, it takes one full hour in the operating room to complete it (mandatory Slow flaw).

The main drawback to the surgery is that it's so extensive, the patient always comes out looking completely different. (In other words, the Never Say Die extra is not allowed.) They don't wake up looking like Frankenstein's monster necessarily, just nothing like they did before they got hurt.

This could be a good thing if the character was on the run before, but it's definitely going to make things difficult when it comes to the people they care about who now don't recognize them. The Gamemaster is heartily encouraged to play up these complications for all they're worth.

Speaking of Frankenstein, the Serial Reincarnation flaw is probably not a good idea in *film noir*, at least for the player characters. If the Gamemaster is really playing up the Grand Guignol aspects of *Noir*, though, it might work, especially if your aim is to make the ultimate recurring villain.

GUNS, GUNS GUNS

Weapon	Damage	Range	Increment	Extra	Flaw Points	Weapon	Damage	Range	Increment	Extra	Flaw Points
<i>Handguns</i>						<i>Longarms</i>					
.22 Derringer	+2L	10 ft.	Multishot Magazine	2	2	.410-gauge pump shotgun	+4L	30 ft.	Area Magazine	5	4
.22 revolver	+2L	30 ft.	Multishot Magazine	6	2	.22 hunting rifle	+4L	60 ft.	Multishot Magazine	10	4
.25 automatic pistol	+2L	30 ft.	Multishot Magazine	7	2	.30 M1 carbine	+5L	60 ft.	Multishot Magazine	8	5
.25 revolver	+2L	30 ft.	Multishot Magazine	6	2	.30 M1919A4 Browning light machine gun	+5L	90 ft.	Autofire Magazine	250	5
.32 automatic pistol	+2L	30 ft.	Multishot Magazine	7	2	.30-06 M1 Garand rifle	+6L	60 ft.	Multishot Magazine	8	6
.32 revolver	+2L	30 ft.	Multishot Magazine	6	2	.30-06 M1 Springfield rifle	+6L	90 ft.	Multishot Magazine	5	6
.357 Magnum revolver	+4L	30 ft.	Multishot Magazine	6	4	.30-06 M1918A2 BAR (Browning Automatic Rifle)	+6L	60 ft.	Autofire Magazine	20	6
.38 Colt Police Special revolver	+3L	30 ft.	Multishot Magazine	6	3	.45 M3A1 "Grease Gun" submachine gun	+4L	40 ft.	Autofire Magazine	30	4
.41 Magnum revolver	+4L	30 ft.	Multishot Magazine	6	4	.45 M-1928 Thompson submachine gun	+4L	40 ft.	Autofire Magazine	20/504	
.44 Magnum revolver	+5L	30 ft.	Multishot Magazine	6	5	.50 M2 HB Browning Heavy machine gun	+7L	90 ft.	Autofire Magazine	105	7
.45 Webley revolver	+4L	30 ft.	Multishot Magazine	6	4	6.5mm Type 38 rifle (J)	+5L	60 ft.	Multishot Magazine	5	5
.45 Colt M1911A1 automatic pistol	+4L	30 ft.	Multishot Magazine		74	7.62mm PPSH-1 "Stalin's Banjo" submachine gun (C)	+4L	40 ft.	Autofire Magazine	35/714	
7.62mm Tokarev TT-33 automatic pistol (C)	+4L	30 ft.	Multishot Magazine	8	4	7.62mm SKS-45 carbine (C)	+5L	60 ft.	Multishot Magazine	10	5
8mm Nambu Type 14 automatic pistol (J)	+3L	30 ft.	Multishot Magazine	8	3	7.7mm Type 92 machinegun (J)	+6L	90 ft.	Autofire Magazine	30	6
9mm Walther P-38 automatic pistol (G)	+3L	30 ft.	Multishot Magazine	8	3	7.92mm Karabiner 98k rifle (G)	+6L	60 ft.	Multishot Magazine	5	6
9mm Browning HP automatic pistol	+3L	30 ft.	Multishot Magazine	14	3	7.92mm MG-42 machinegun (G)	+6L	90 ft.	Autofire Magazine	50	6
9mm Luger P-08 automatic pistol (G)	+3L	30 ft.	Multishot Magazine		83	8mm Type 100 submachine gun (J)	+3L	40 ft.	Autofire Magazine	30	3
<i>Longarms</i>						9mm MP-40 "Schmeisser" submachine gun (G)					
10-gauge sawed-off shotgun	+6L	10 ft.	Area Magazine	2	6						
12-gauge pump shotgun	+5L	30 ft.	Area Magazine	5	5						

(C) = Communist Bloc weapon (Korean War vintage) (J) = Imperial Japanese weapon (World War II vintage) (G) = Nazi German weapon (World War II vintage)

In the *Mutants & Masterminds* core book, guns are handled like any other attack built with the Weapon power (p. 92). There is no attempt to deal with the finer points of firearms, as that sort of detail is mostly out of place in the comics. The Uses flaw applies to certain types of firearms, like submachine guns, but by and large realism is glossed over. In a traditional *Mutants & Masterminds* game, a gun-toting hero can shoot all day long and never have to worry about reloading or running out of ammo. In that setting, that's as it should be.

Running a *Noir* game is a little different, however. While people do joyfully blaze away, they also have to reload, and sometimes they run out of ammo. The following optional flaw and *Noir*-era gun list can be used to better reflect this harsh eventuality.

NEW FLAW

Magazine X: Weapons built with this flaw have a magazine of ammunition, usually a clip or cylinder. X equals the number of shots in one magazine, typically from 6 to 30. Each attack uses one shot (Autofire uses three shots). When a magazine is empty, the weapon must be reloaded. That takes a full action, except for characters with the Quick Draw feat, who can reload as a half action.

For example, a .45 Colt M1911 automatic pistol would have the flaw Magazine 7. After 7 shots, the weapon needs a fresh clip.

THE GUIDE TO NOIR GATS

The table above is a list of guns commonly found in the hands of cops, crooks, soldiers, and civilians during *Noir*'s time frame. There's also a sprinkling of enemy military weapons from World War II and the Korean War, in case some of your characters brought home a few trophies from overseas.

MAGICAL DEVICES

When you bring magical items into things, the rules go right out the window. Anything that's allowed in *Noir* can be palmed off as magic—just be ready for the curse or similar drawback the Gamemaster is bound to inflict in order to balance things out. Like Fatal Flaws (which they often serve as), curses are something whose consequences are best role-played. Alternatively, characters can be docked power points or suffer reduced ability scores, skill ranks, power ranks, etc. in order to simulate the toll the sinister arcane energies are taking on them.



Feeling nervous, Gamemaster? Understandable; the big city has that effect on people. If you've been behind the screen before, there's not much to be scared of. The guidelines for running any good *M&M* game still apply here. Changing over to the *Noir* setting is just a matter of putting the things that make *film noir* special into your adventures.

This chapter outlines the classic elements of the genre and gives you some starting points for how they can fit with super-powered characters. You likely have your own ideas about this, but hopefully these can help inspire you if you don't.

In addition to reading over this section, we strongly recommend checking out some actual *film noir*. We've mentioned some of the best titles already, and more follow here. They're as close as your nearest classic movie channel, and a good many are available for home viewing in the popular DVD format. Check 'em out. We guarantee watching some of the best films ever made makes for the most fun you can have while doing research for a role-playing game.

ON DANGEROUS GROUND: NOIR THEMES

In "The Family Tree of *Film Noir*", Raymond Durnat outlined the eleven major thematic subheadings found in this unique type of cinema. Each makes a great starting point for designing your own *Noir* adventures in its own right; when you start mixing and matching them, you can keep a gaming group active on the dark side of town for a long, long time.

CRIME AS SOCIAL CRITICISM

"Oh, wake up, Norma, you'd be killing yourself to an empty house. The audience left twenty years ago."

—JOE GILLIS (WILLIAM HOLDEN), IN *SUNSET BOULEVARD*.

From a 21st century perspective, *film noir* as a whole is about as politically incorrect as it gets—and unapologetically so. It's part and parcel of the times in which these movies were made. America's social conscience began to stir in new ways during the 40s and 50s, however, and *film noir* was not entirely immune to the change. The movies themselves stayed as lurid as ever, but the characters' motives were calculated to be reflective of society's less savory tendencies.

Several *films noir* focused on settings grounded more firmly in the real world than the typical genre film. These movies highlighted the cruel fates faced by desperate people in familiar subcultures, such as the pro boxing ring (like *The Set-Up*), the movie business (*Sunset Boulevard*), or penitentiaries (*Brute Force*). The characters depicted are trapped, much as modern existence traps us all in lives and circumstances not of our own making. In *Noir*, unwanted super-powers can be the prison, or the same sort of false promise of escape these movies employ.

Other genre entries tackled real-world ills like alcoholism (*The Lost Weekend*), racism (*No Way Out*) and media sensationalism (*Ace in the Hole*), and how far outside law and ethics these forces could drive otherwise rational people. To be sure, these topics have been revisited many times since, but the narratives of these movies remain distinct because of the *film noir* elements. In *Noir*, super-

THE NIGHT HAS A THOUSAND EYES : GAMEMASTERING NOIR



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THE NIGHT HAS A THOUSAND EYES : GAMEMASTERING NOIR

human abilities can either make the consequences more grave or be utterly impotent in changing the attitudes of the people involved.

Depending on the player characters' backgrounds, the adventures can center around either the characters or the people they care about. Maybe a character is falsely accused of a crime because the police single them out based on their race, egged on by newspapers looking for tomorrow's front page. In this case, the characters have to do more than just be super and solve the case, since so many others prefer their own tidier version of events.

Another scenario could feature an old friend who's now a down-on-his-luck, punch-drunk prizefighter, who's being pushed by the Mob into one more fight that'll probably kill him. Naturally, the boxer's fierce pride plus the gangsters' blackmail and threats complicate things. There may be no super-power proof against their friend's stubbornness.

Player characters (and those they care about) are just as susceptible to the demon rum as anyone else in the world. Maybe their problems with the bottle have been ongoing and severe, or maybe the pressures of living on the edge of the night are slowly getting to them. An alcoholic can do a lot of damage to both themselves and others; a super-powered drunk is on a whole other level. In any case, it can make for challenging and fascinating role-playing.

One caution about this theme: don't overuse it. Pure *film noir* is about how people are rotten to one degree or another, for no other reason than they simply are. Too much of a social conscience and things not only get too preachy, but it also turns the genre into one big apology. In *Noir*, cruel Fate is the rule, and explanations the exception.

GANGSTERS

"What do you mean 'gangsters'? It's business."

—WALLY (STANLEY PRAGER), IN *FORCE OF EVIL*.

We know all about how you've seen *The Godfather* Trilogy, *GoodFellas*, and every other movie ever made about *La Familia*. After all, who doesn't enjoy watching Made Men and Mafioso at work? These great films stand on their own, and are certainly required viewing to understand what most everyone thinks of when you mention gangsters. In many ways, however, the portrayal of gangsters in *film noir* differs significantly from the popular conception.

The vicarious thrill the viewer gets from seeing mobsters intimidate, brutalize, and murder their enemies remains, but it's not idealized in *film noir* the way it is in a straight gangster film. In a gangster movie, the victims tend to deserve what they get. They're other mobsters, corrupt public officials, or others lacking any sort of moral superiority who were asking to get rubbed out. Any other sorts of law-breaking the main characters engage in tend to be "victimless crimes," like bootlegging and gambling. We the audience never have to feel all that guilty about cheering them on, right up until the tacked on "Crime Does Not Pay" ending.

In *film noir*, the victims are more likely to be innocent people trying to eke out a living in the big city. The gangsters are vicious leg-breakers who stoop to anything to squeeze another buck out

of some poor helpless person. They're vengeful, double-crossing, nasty pieces of work with few if any redeeming characteristics.

Moreover, true gangster films like *The Godfather* focus more on wealthy and powerful mob bosses, whose smarts and lifestyle the audience can easily envy. *Noir*, on the other hand, looks at the grim and dirty world of the low-level mobsters. They are shown doing very bad things for very little reward, usually because they don't know any better (like in the film adaptation of Ernest Hemingway's *The Killers*).

Even when a *film noir* does revolve around a boss, like Johnny Rocco in *Key Largo*, he's as bad (if not worse) than anyone in his employ. Naturally, gangsters portrayed in this light make great villains in a *Noir* campaign. Indeed, the occasional super-powered mobster is probably the perfect *Noir* villain.

Still, there's some room for player characters on this side of the law. Playing a Mafioso who has some principles or his own code of honor despite it all can be a lot of fun. This is especially true during the inevitable times when he has to choose between his residual morals and the orders of his less-scrupulous bosses. Characters who stay true to themselves are usually introduced to another *film noir* standard, the double-cross, and are sent into an ambush or a suicidal task by their soon-to-be former employers. From there, things can easily switch to the next *Noir* theme....

ON THE RUN

"There goes my last lead. I feel all dead inside. I'm backed into a dark corner and I don't know who's hitting me."

—BRADFORD GALT (MARK STEVENS) IN *THE DARK CORNER*.

The central figure in many a *film noir* is an average Joe who's been falsely accused of a terrible crime they didn't commit. They usually wind up in this situation because they're victims of circumstance—they were in the wrong place at the wrong time, or they bear an uncanny resemblance to the real perpetrator by sheer coincidence. Other times, it's a calculated, malicious frame-up job that gets them in hot water. Whatever the case, they wind up running from the law with nothing but their wits to rely on, with catching the true culprit their only hope of ever regaining their freedom. With some variations, this theme can be found in films like *Cry of the City*, *The Dark Corner*, and *Dark Passage* to name but a few.

The key element of this theme is how the character deals with the predicament. In fact, the suspense is equal parts "Will he clear his name?" and "What is he willing to do in order to clear his name?" The latter part is heightened when a frame-up is involved, or the victim was someone close to the one falsely accused, which adds a revenge element. In any case, how criminal the central character becomes (or is forced to become) in order to prove his innocence is a crucial plot element.

Incorporating this theme into a *Noir* campaign successfully is largely a matter of pacing. A *film noir* wraps up the story in about eighty minutes of screen time, but the Gamemaster of a long-term campaign can telescope matters over the course of several game sessions. Every week, the character gets one step closer to resolving

the complicated set of circumstances that led to his dilemma. It can either be the focus of a group effort or a subplot of a larger story.

This theme can also be part of a player character's origin story, wherein they become super-powered and a wanted man at the exact same time. Perhaps the real culprit got super too, giving the character a truly formidable nemesis he ultimately must face. It's a ready-made reason for why they choose to live part of their lives hidden underneath a mask.

For all others, this is an ongoing occupational hazard. They live lives that invite retaliation in the form of a frame-up, as well as the dumb luck that gets people falsely accused. In either case, their out-of-the-mask lives are threatened, and their super-powers may or may not be of any real help in clearing their names.

PRIVATE EYES AND ADVENTURERS

"'Okay Marlowe,' I said to myself. 'You're a tough guy. You've been sapped twice, choked, beaten silly with a gun, shot in the arm until you're crazy as a couple of waltzing mice. Now let's see you do something really tough—like putting your pants on.'"

—PHILIP MARLOWE (DICK POWELL), IN *MURDER, MY SWEET*.

From Sam Spade (*The Maltese Falcon*) to Harry Morgan (*To Have and Have Not*) to Mike Hammer (*Kiss Me Deadly*), the hard-boiled private detective (and his close cousin, the freelance adventurer) is the quintessential *film noir* character. A player opting for this type of character is probably doing so based on some degree of familiarity with the source material, so it's important for the Gamemaster to serve up as many of the classic elements as possible so as not to disappoint.

Film noir private eyes are tough and smart in equal measure. Any adventure they're a part of should therefore test both their wits and their fists. The basic framework is simple enough: give them an opportunity to find a few clues, scare a few more out of some suitably weasel-like supporting characters, punch out some bad guys, and then put the pieces together before the cops show up. It's a great formula, and it works just as well with superhuman powers added in. Adventurers and P.I.'s are already shown to be smarter and tougher than the rest of us. Super-powers only make them a bit more so.

Private dicks usually have a colorful supporting cast who can be used to set up all kinds of plots and create some great role-playing opportunities as well. For example, every good private eye needs a devoted, sexy, *über*-competent secretary. Most also have a slightly dimmer partner (Miles Archer in *The Maltese Falcon*) or sidekick (Eddie the rummy in *To Have and Have Not*). Depending on the partner/sidekick in question (as well as the requirements of the plot), he can be varying degrees of help or frustration for the player character.

The rest of the people a *film noir* private eye is going to interact with are liars, to one degree or another (note that the supporting cast is not necessarily exempt from this either). Sometimes it's cops on the take who'd love to pin something on the P.I. and make it stick. Other times it's a client, who invariably misleads the player character into a situation where nothing is as it seems. Eventually,

the private eye has to find a way to stay ahead of the police long enough to figure out who's lying, who's actually telling the truth and why.

Adventurer types really aren't all that different. They have a similar supporting cast, get drawn into the same type of Byzantine plots, and meet the same types of untruthful characters. The key thing for this type of character is to put them in a position where they still have cause to interact with the same sort of people. Maybe they own a plane or boat for hire, or maybe they just have a reputation as a someone who can solve problems for a fee sans a P.I. license.

Almost by nature, these character types are cynical. Who can blame them? Their jobs bring them in contact with all the worst sorts of people, and that doesn't exactly do much to restore one's faith in humanity. Most, however, were cynical before embarking on their chosen career. There are some who got that way because of their war experiences, but more commonly it's some faithless dame from their past who left them cold and bitter.

As the Gamemaster, of course, it's your duty to tempt them regularly with attractive women. Most are deceptive, *femme fatale* types, but every now and again a truly good woman comes along. She'll probably die (Fatal Flaws and all that), but that's *film noir* in its purest form.

MIDDLE CLASS MURDER

"I killed him for money and for a woman. I didn't get the money. And I didn't get the woman."

—WALTER NEFF (FRED MACMURRAY), IN *DOUBLE INDEMNITY*.

One of *film noir*'s trademark themes is the notion that inside every workaday man in a gray flannel suit lies a killer waiting to come out. The audience first meets these men in the course of their dull, bourgeois lives, and soon after see him meet the woman who changes everything.

From the start, it's a woman who's all wrong for him. He might be already married (depending on the film), but she's definitely involved with someone else. She may not be the most beautiful woman in the city, but one look and there's no telling the protagonist that. He's ready to kill to be with her, and she's more than ready to take him up on the offer. The other man might be abusive (*Scarlet Street*) or just worth a lot of money dead (*Double Indemnity*), but there's usually an added element that makes killing him seem like the thing to do. In *Noir*, this added element can be something that bestows super-powers as well (giving the player characters something to contend with down the line).

Of course, things almost always end up going bad for everyone involved, particularly the victim. The central character escapes the banality of his existence, but at the cost of his old sense of security, and often his life. Unless you've got one very special and dedicated group of role-players on your hands, Gamemaster, this theme is going to be next to impossible to involve the player characters in directly. If you do have such a group, though, this could make for a truly classic adventure.

Most likely, your players aren't ready to go ahead and kill for just lust and/or money. That doesn't mean abandoning this

theme entirely, however. They can get involved with unraveling such a case, either because they were hired to or because they knew the victim (or, unwittingly, the murderer). Regardless, they have to piece together a crime with the most unlikely sort of killer imaginable, and then deal with perpetrators ready to do anything for each other.

There's an added element involved if the characters knew the killer beforehand. They must grapple with their sympathy with his plight, and may even consider helping him get away with it if the circumstances are right. That takes a lot of planning and role-playing, but those sort of moral dilemmas are definitely something to shoot for. It wouldn't be *Noir* without them.

PORTRAITS AND DOUBLES

"Yeah, dames are always pulling a switch on you."

—DET. LT. MARK MCPHERSON (DANA ANDREWS), IN *LAURA*.

They say everybody's got a twin. If that's not true anywhere else, it's true in *film noir*. Doubles are perfect for getting otherwise respectable folk into all sorts of trouble, including the player characters.

Appropriately enough, *film noir* twins come in two varieties. First, there's the literal twin of a major character, like the two Bette Davises in *Dead Ringer*, or the two Olivia de Havillands in *The Dark Mirror*. Lest they be dull and uninteresting, the identical sibling is as evil and/or psychotic as the brother or sister is good and sane. This puts the character in a position of having to fight and possibly kill his own flesh and blood, creating all sorts of moral quandaries for them in the process. In *Noir*, things can get even more interesting if the bad twin has superhuman powers and abilities just like his brother or sister.

Literal twins are usually the same sex, so that in addition to everything else, the good twin gets blamed for all the bad twin's misdeeds. This is also true of the second type of *film noir* twin, the lookalike double. Here the resemblance doesn't have to be great, just enough for an eyewitness to finger a player character for a serious crime. Such is the fate of Manny Balestrero (Henry Fonda) in Alfred Hitchcock's *The Wrong Man*. Naturally, this frequently segues into the **On the Run** theme (discussed on page 21).

Again, in *Noir* the mix-up becomes even more credible if the real criminal has similar powers and abilities to the player character. If the character is a cop or private eye in the daytime world, he may even be assigned the unusual duty of tracking down his own alter ego, rather like George Stroud in *The Big Clock*.

When *film noir* characters aren't dealing with flesh-and-blood simulacra of themselves, they often come face to face with spiritual twins, or duplicates on canvas. In the first case, the character encounters someone who shares his own very worst tendencies, and the two wind up encouraging each other to follow their shared darker instincts. A classic example of this is Hitchcock's *Strangers on a Train*, who discuss an exchange of murders aimed at getting rid of inconvenient people in their lives. In *Noir*, the bad behavior that can be encouraged is nearly limitless, from ignoring the baleful psychological effects of cursed magical items to alcohol and drug abuse.



The obsessive nature of *film noir* characters can even encompass images of the people they desire. Portraits, photographs, and images in a mirror all figure prominently in genre entries, such as the painting of the murdered *Laura*, by which Det. McPherson finds himself enraptured. These obsessions take on a whole new dimension in a world with super-powers, where dark desires can be fulfilled by Illusion, Animation, or any number of ways. The objects that inspire them can be used as Fatal Flaws or be spun off into **The McGuffin** (see page 29) of any given adventure.

SEXUAL PATHOLOGY

"I hated her so I couldn't get her out of my mind for a minute."

—JOHNNY FARRELL (GLENN FORD), IN *GILDA*.

For all its artistic merits, audiences were drawn to *film noir* in part because of its lurid treatment of already salacious topics. This treatment was applied to violence—and of course, to sex.

In its era, *film noir* pushed the envelope about as far as it could go. Wanton adultery (*The Postman Always Rings Twice*) and insane jealousy (*Leave Her to Heaven*) were frequent story elements. It also didn't stop there; through innuendo or suggestion, *film noir* hinted at far more deviant behavior than had thus far been presented on the silver screen.

For example, the extremely tumultuous love/hate relationship between Johnny Farrell and *Gilda* borders on the masochistic, as does Abigail Martin's penitential turn to prostitution in *Christmas Holiday*. J.J. Hunsecker's overriding interest in thwart-

ing his sister's marriage in the film *Sweet Smell of Success* even hints at unfulfilled incestuous desires on his part.

Contrary to modern sentiments, homosexuality in *film noir* also falls into this category. It's appropriate in this case, as homosexual desires were forbidden in this era by the society at large and figure into genre movies only by implication. Those who wished to partake of them were driven to the same extreme means as the other movie characters discussed in this section.

Characters who pursue their sexual lusts to ruinous ends are a vital part of the genre. The challenge facing the Gamemaster is keeping it shocking, even for a modern audience no longer shocked by something like an extramarital affair. This depends entirely on the sensibilities of the players.

Some are going to prefer the stories to stay true to the genre and maintain the subtlety, while others want the intended shock effect that only a graphic portrayal can deliver. The bottom line, Gamemaster, is this: know your players and do what's the most entertaining. In a setting where weird powers can give rise to any number of weird sexual desires, a degree of discretion may be necessary. This is all the more important in *Noir*, where super-human abilities could lead to any number of kinky results. Again, discretion is advised before revealing, say, what a particular character does with his Growth power in his spare time.

PSYCHOPATHS

"Not that you mind the killings! There's plenty of killings in your book, Lord."

—REV. HARRY POWELL (ROBERT MITCHUM), IN *THE NIGHT OF THE HUNTER*.

If you're coming into *Noir* from the perspective of comic books or mainstream movies, you probably think you have psychopaths down cold. They cackle a lot, have millions of dollars, hundreds of goons, a secret island fortress, a secret mega-weapon, and want to use their genius I.Q.'s to rule the whole entire world.

If that is your idea of a nutjob, then a good first step in *Noir* is to forget every last bit of that.

Film noir crazies tend to be loners and drifters who focus their mania on just one person. As often as not, they're both poor and a threat to no one else but that one person. In the claustrophobic world of *Noir*, however, that's all the menace they need to be. That's a key thing to remember. Even with super-powers, *Noir* psychos are a danger to themselves and a few others: namely, the player characters. Whether the limit is ambition or (more usually) inhibition, the psycho only makes things difficult for them and them alone.

Gamemasters need to give the psychopaths in their games an edge so that they can be an acute threat for the player characters. It can be money and real-world power, but more likely it's an intimate knowledge of the characters. This was usually gained in some past failed relationship, be it professional, romantic, or friendship or just stalking them like the crazies they are. In *Noir*, they can also have the added advantage of having super-powers tailor-made to thwart those of the player characters, making them a true nemesis.

Unlike modern film crazies, who seem strengthened by their manias, the *film noir* psychopath's greatest vulnerability is his own dementia. Figuring out how to use his psychological quirks against him is the key to defeating him. If the Gamemaster did a good job with the lunatic's edges and powers, it's probably the *only* way to beat him.

Different things make different people crazy, and *film noir* villains are no exception. Some are mentally scarred by their war experiences, like the murderous veteran George Loomis in *Niagra*. Others are evil twins (see **Portraits and Doubles** on page 23), or were driven insane by jealousy. In the latter case, they won't let the objects of their affections go, and might kill them just to keep anyone else from having them.

While we don't categorize it in the same way today, *film noir* deals with racial or other types of prejudice as a mental illness. Certainly the degree to which bigots in this genre carry their hatred at least suggests a degree of irrationality, such as the anti-Semitic killer in *Crossfire*. If there are minority player characters in your group, they may attract similar malefactors.



HOSTAGES TO FORTUNE

"Joe couldn't find a prayer in the Bible."

—WHIT STERLING (KIRK DOUGLAS), IN *OUT OF THE PAST*.

As previously stated, characters in *film noir* have lots of luck, and all of it bad. They just *happen* to look like wanted thieves and killers. Friends and lovers turn out to be criminals or psychopaths. Simple things like going on a vacation (*The Woman on the Beach*), getting your palm read at the fair (*Ministry of Fear*), taking a different route home (*Scarlet Street*), or just looking through a window (*The Window*) leads to danger and misfortune.

For the Gamemaster, this means two things. First, even when the player characters' actions or backgrounds don't suggest them, you still have a suitable reason for getting them involved in the story: things just *happen* to them. Fans of the genre know this, and soon your players will too. The Gamemaster still has to come up with a satisfying plot that effects the characters in some meaningful way, but he can rest assured that the set-up is already taken care of.

Second, the Gamemaster has license to sabotage the player characters' plans whenever things are going too well for them. It isn't fair, but it does enforce the genre. You can just play it by ear and hit them with a bit of bad luck whenever the story needs it, but this can really irk some players. If you want to be fair about your unfairness, you can declare right up front that every player character automatically gets the Unlucky weakness (see page 107 in the *M&M* rulebook), with no extra power points gained in the process. This way, the player characters don't outrun Fate forever, but they do at least have some say as to when it finally catches up to them.

REDS

"So you're a Red, who cares? Your money's as good as anybody else's."

—SKIP MCCOY (RICHARD WIDMARK), IN *PICKUP ON SOUTH STREET*

"Tailgunner Joe" McCarthy was exaggerating about there being a Red under every bed, but you'd never know that from watching *film noir*. One of the strongest reminders this genre was truly a product of its times is its use of communist bad guys engaged in all sorts of un-American activities.

Most often, communists agents are trying to get their hands on some piece of classified military technology made in the good ol' U. S. of A., with A-bomb secrets high on their list. The challenge for the main characters is to figure out exactly what they're after (usually, *The McGuffin*; see page 29), and which turncoat American fellow travelers are helping them.

These types of adventures can be straightforward, as evinced by *Kiss Me Deadly*, wherein two-fisted P.I. Mike Hammer gives the no-good commies what's coming to them as he unravels the mystery. Other films drew less patriotic characters into cat-and-mouse Cold War games, like pickpocket Skip McCoy in *Pickup on South Street*, who at least teases handing the McGuffin atomic secrets over to the Reds in exchange for a big payoff.

In *Noir*, the player characters can face either type of situation, as their patriotic tendencies dictate. If they choose to be true to the red, white, and blue, the communists can be among the most dangerous enemies they ever face. Nothing else would befit the products of a large, totalitarian power with access to resources (including super-powers) that dwarf those of the characters and their allies.

If punching commies until they bleed or international intrigue doesn't interest your players (or you're just looking for a change of pace), there are other ways to insert a little Red Scare into your campaign. As seen in *The Woman on Pier 13* and in real life, characters who are—or who ever have been—members of the Communist Party have a pretty sizable skeleton in their closet during this era.

This can cause all sorts of *noir-ish* complications. If the character previously betrayed his country or the party, angry people from his past are bound to show up. They (or anyone else who learns about his communist past) have some prime blackmail material on their hands. Will the big Red target be willing to kill in order to protect his secrets? If so, the characters might be asked to do the job, or find out who did. In the latter case, their quarry might even be a super-powered Red hunter, who might be a psychopath to boot.

GUIGNOL, HORROR, FANTASY

"Next time we'll use a foolproof coffin."

—MAJOR CALLOWAY (TREVOR HOWARD), *THE THIRD MAN*.

Film noir is designed to shock and titillate its audience, whether it be done with kinky sex, lurid violence, or both. Occasionally, the violence moves beyond routine fistfights and gunplay and into the realm of the bizarre and horrific. While only rarely venturing into true horror film territory, unlucky stiffs in *film noir* do get tortured, maimed, and killed in really slow, nasty ways. Normally, it's only threatened or happens entirely off camera, but when it's aimed at the player characters, they don't have the option of changing to a quick edit.

While it's a great tool in the hands of a capable Gamemaster, you're going to want to control the number of death traps and extraordinary tortures player characters undergo. Give them a way out or limit things to a simple working-over. If you don't, in no time flat your characters will not have enough functional limbs to keep up their nighttime activities. Of course, if it's leveling up time and a wounding fits a Fatal Flaw, the Gamemaster might literally owe them a good maiming in these situations.

Again, this is something not to be overdone. It's uncommon (Debby Marsh's hideous facial burns in *The Big Heat* being a notable exception) for a major character to suffer a wound they won't completely heal from (other than death, of course). To do otherwise goes against the genre. Non-player characters, of course, are another matter entirely. If the Gamemaster wants to get across the idea a Fate Worse Than Death awaits, inflicting it on a bystander can do the trick nicely.

Since *Noir* opens the door to black magic, super-powers, and the like, the type of horrors the Gamemaster can unleash is nearly limitless. Player characters can be stalked by demons or otherworldly monsters, cursed with wasting diseases, or things even more fiendish in nature.

Now that we've covered horror, it's time to give fantasy a run for its money. The fantasy referred to in this section's title doesn't refer to elves, dragons, or hobbits (unless you're mixing a third genre into the *film noir* supers setting). Rather, it refers to the way many genre entries were shot, with dreamlike, almost hallucinatory imagery prominently featured.

This sort of thing is hard to convey in a role-playing game, but at least one classic element can be maintained. *Film noir* characters have a knack for getting themselves drugged or knocked out by the bad guys at least once every story, which leads to the classic nightmare sequence.

These sequences can be great for setting a mood, and the Gamemaster is encouraged to pull out all the descriptive stops. They can also be useful for players who've gotten off track in unraveling the mystery d'jour, as the Gamemaster can slip a much needed hint or two into the nightmare to get them back on track—once they regain consciousness, of course.

SIDE STREET: MORE CLASSIC ELEMENTS

Durnat covers the major tenets of *film noir* in his thesis, but the picture isn't quite complete. The following story elements can enhance the themes already described, and moreover, it wouldn't quite be *film noir* without them.

THINGS ARE NEVER WHAT THEY SEEM

"I'm a liar. I've always been a liar."

—BRIGID O'SHAUGHNESSY (MARY ASTOR), IN *THE MALTESE FALCON*.

You know you've reached the end of a *film noir* when the last lie is finally exposed. No one (with the possible exception of the player characters) in the story is telling the truth, and usually respond to their lies being exposed with yet another set of falsehoods.

When designing *Noir* adventures, once you've got the villains, supporting cast, and their goals worked out, the next step is to lay out all the misdirections they're going to throw at the player characters. Every important person they meet may unravel the previous encounter's falsehoods, but invariably entangle the characters in a new web of untruths and dangers.

The player characters aren't going to be able to trust their eyes much more than their ears, of course. As much as possible, physical appearances should mislead away from their true nature. Beautiful people have the most ugly souls. Those who appear innocent are corrupted. Lovely houses conceal horrible sins within their walls. People who put up a rough-hewn front conceal sensitive and deeply wounded souls.

Short version: everything in *Noir* is a lie. The Gamemaster just needs to hit the player characters with enough truth every now and again to keep them off balance.

A SENSE OF IMPENDING DOOM

"Your future is all used up."

—TANYA (MARLENE DIETRICH), IN *TOUCH OF EVIL*

All is false in *film noir*, and hope is the biggest lie of all. No matter how well laid the plans, in the end there's no way out. In *film noir* this frequently leads to the death of one or more central characters. While *Noir* game sessions claim more than their fair share of characters, most Gamemasters and players prefer them to have a life-span greater than their onscreen counterparts.

Luckily, it's still possible to keep things gloomy without killing off player characters who still have some stories left to be told. You can just kill off their hopes and dreams instead.

Every *film noir* character has some greater goal for themselves. It can be escaping their past mistakes, finding true love, or simply getting away from the cancer that is the City. The Gamemaster can therefore simply tease the characters with the prospect of realizing their dreams, then snatch it away at the last minute. The past catches up to them, love is lost or betrayed, and they wind up alone at the train station with a ticket they can't use anymore.

This is not to say *film noir* characters don't ever inject some humor into things. After all, even the most masochistic soul can only take so much unrelenting doom. Rather, it's that the humor is always that of the smart-aleck, wisecracking, gallows sort. The Gamemaster and players are encouraged to keep this in mind when their character's burdens become too heavy to bear.

THE FEMME FATALE

"I haven't lived a good life. I've been bad, worse than you could know."

—BRIGID O'SHAUGHNESSY (MARY ASTOR), IN *THE MALTESE FALCON*.

The faithless woman with looks to kill for is a *film noir* icon second only to her frequent co-star, the hard-boiled private eye. She turns good men into bad men with just a look; with the lure of love and sex, she leads her would-be lovers down a dark and twisted path. Sometimes they can try to reform, but it never seems to matter. In the end, Fate conspires to leave them both lonely, miserable, heading up the river, or dead.

Depending on the *femme fatale* in question, there are varying degrees of heartless behavior displayed. Some are like sharks, like Barbara Stanwyck's characters in *Double Indemnity* and *The File on Thelma Jordan*. They use men in a cold calculating fashion for crooked ends, and couldn't care less about the consequences in store for anyone else. This type obviously makes a great *Noir* villainess—all the more so if she's super-powered.

More challenging is the *femme fatale* who may or may not be a predator camouflaged in an evening gown. If you're a cinephile, think Rita Hayworth in *Gilda* or *The Lady from Shanghai*. She's surrounded by mystery: is she as bad (or as good) as she seems? And even if she is bad, could she really love the male

lead underneath it all? Better still, if she doesn't, is he going to let that deter his pursuit of her in any way?

As with the more harpy-like *femme fatale*, this kind usually leads herself and everyone else around her to a bad end. The difference is that the mystery woman may not have sought the hero's attention in the first place. Even if she did lead him on, she's not hard or contemptuous about it. That's cold comfort for the guy who winds up dead or in jail, of course.

The third type was exemplified onscreen by actress Gloria Grahame in *The Big Heat*. She means well, and her intentions are good. But we all know where that road leads, don't we? This kind is a *femme fatale* because of her contagious bad luck. Rotten things always happen to her and the people she tries to help; as a result, she's about as sad and pathetic as they come. Still, in *Noir*, any player character with half a heart won't walk away from her, even if her misfortunes are truly supernatural in origin.

The last word on using the *femme fatale* in your campaign is this: don't be afraid to mix it up. There's no reason your stories can't feature a woman who's both lovely and genuinely kind (even though in *film noir*, this type always seems to wind up the most miserable of all). You might even blaze a trail or two and throw the occasional "fatal man" at your female player characters.

DOWN-AND-OUT PEOPLE LOOKING FOR THE BIG PAYOFF

"How'd you like to make a thousand dollars a day, Mr. Boot? I'm a thousand-dollar-a-day newspaperman. You can have me for nothing."

—CHARLES TATUM (KIRK DOUGLAS), IN *ACE IN THE HOLE*.

The history books teach us post-World War II America was a time of getting a steady job, raising a smiling happy family, moving to a house in the suburbs, and filling it up with consumer goods. *Film noir*, on the other hand, tell us that inside every middle class working stiff there's a desperately unsatisfied man ready to turn crooked if it means a way out of his drab existence. For the people who are down-and-out financially as well as spiritually, the temptation to go wrong is even greater.

To be sure, *film noir* is full of unsavory characters willing to do nasty things to get ahead. The difference here is that the characters start out as decent folk, but the lure of easy money and a way out of a life they can't stand to live anymore proves too much for them. As seen in films like *The Steel Trap* and *Pitfall*, things usually turn out bad for them in the end.

Despite the superhuman abilities, *Noir* characters can be caught in similar circumstances. Being able to fly without a plane is great, but it doesn't feed the kids and pay the mortgage, unless a job in a freak show is what you're after. For truly hard-luck characters, it might not even put clothes on their back. Either way, there's probably no shortage of situations (and people) where it looks like they can turn their powers into some quick cash—so much cash

that the words "too good to be true" never enter their sainted little heads.

In *Noir*, super-powers can be The Big Payoff just as easily as money. Who wouldn't take a chance on grabbing a magical item or an experimental scientific treatment if it means a way out of the gutter or the gray flannel suit prison? This setup can be part of a player character's back story or an adventure seed all by its self.

Of course, if things go wrong, getting rid of super-human abilities can be The Big Payoff. Maybe they need some more magical mojo to lift an arcane artifact's curse, or a big pile of money to pay somebody to undo the procedure that turned them into a freak. Either way, they're just as desperate as any onscreen would-be middle class embezzler.

The challenge for the Gamemaster is to keep the prospect of the Big Payoff tantalizing but unrealized. If that's a Fatal Flaw, you have no worries: by design, they keep falling for it over and over again. In any case, you have to keep finding ways to keep the player characters trapped in their miserable lots. Sometimes their other Fatal Flaws do the trick, but other times, it's simply Fate having its way with them yet again.

Of course, there may come a day when you want to change things up and let them get the Big Payoff. It means big changes in the character and his storylines, but if the player is open to it, it can be a change worth making. If the Gamemaster really wants to enforce the genre, though, the characters soon learn the wanting is nowhere near as sweet as the having, finding themselves with a whole new set of problems they didn't see coming.



THE PAST CATCHING UP WITH A LONER

"Was you ever bit by a dead bee?"

—EDDIE (WALTER BRENNAN) IN *TO HAVE AND HAVE NOT*.

All kinds of bad things happen in *film noir* to people that don't deserve them. In this genre, being innocent is no guarantee that Fate doesn't have designs on you. If a character really has done something wrong somewhere in his past, though there's absolutely no escape from Fate.

This is a two-fold story element in most genre films. The first deals with the often extraordinary lengths the central character goes to in order to get away from his past transgressions. Escaping to a new job in a new location with a brand-new identity (possibly with a brand-new face, as in *Dark Passage*) is just a start. Unlike someone who's *On the Run* (see page 21), despite his loneliness, he also gets at least a small modicum of happiness, if only because he thinks he's free now.

Another key difference between this and "the wrong man" theme is the central character really did do something terrible. They often had a good reason to do that bad thing, but even so, this does nothing to relieve their guilt. When the past comes calling once again, these old wounds get reopened. How well (or, more likely, desperately) they deal with the situation then becomes the meat of the story.

In *film noir*, these past incidents usually involve a crime of some sort, a love affair that ended badly, a business association that led to a betrayal, or some combination thereof. *Noir* throws

in the added possibility that it also led to the central character (and perhaps others) gaining superhuman abilities. If that's the case, the player character's life under a mask may be part of his attempted flight from the past.

The second story element involves the precise threat to the protagonist's newfound contentment. It can be someone who was directly involved in the events surrounding the character's dark secret. This person could be the victim of the character's misdeeds back for revenge, or another interested party looking to get payback on his behalf. Just like in comic books, people with just cause to want vengeance in *film noir* don't let a little thing like "presumed dead" slow them down, either.

If a character's dark secret was both criminal and can be documented somehow, they may be blackmailed instead. While a person with direct involvement is a likely candidate here, a complete stranger who just lucked upon the incriminating evidence can serve just as well, with an added shock value. The total stranger may also be someone the player character just can't simply get rid of through violent means, like a famed public figure whose murder stands a good chance of being investigated thoroughly.

The last scenario is perhaps the saddest of all. Here, Fate conspires to draw the character into an eerily similar chain of events to the ones that destroyed his old life. Despite all his best efforts, the character finds himself making all the same mistakes as before, and all signs point to the same type of people being hurt all over again. If the character's not careful, in the end the dark secret he carries may double.

HARDENED COPS

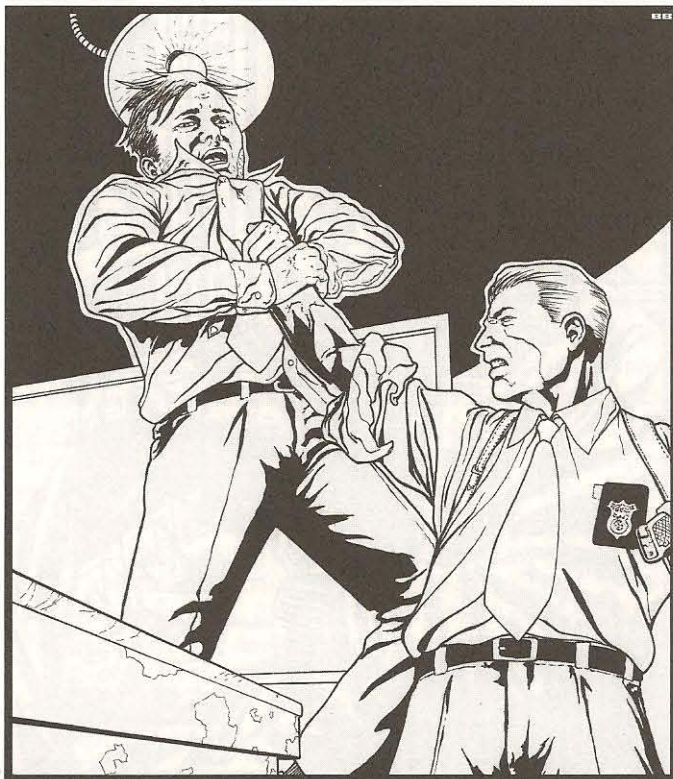
"People are being cheated, robbed, murdered, raped. And that goes on 24 hours a day, every day in the year. And that's not exceptional, that's usual. It's the same in every city in the modern world. But suppose we had no police force, good or bad. Suppose we had... just silence. Nobody to listen, nobody to answer. The battle's finished. The jungle wins. The predatory beasts take over."

—POLICE COMMISSIONER HARDY (JOHN MCINTIRE), IN *THE ASPHALT JUNGLE*.

In the fallen world of *film noir*, the police are just like everyone and everything else: rotten to the core. They make great *Noir* villains with the ultimate power of the state behind them, but that's only half of what this element has to contribute to your stories. The lone good cop trying to stay afloat in a sea of corruption makes for an equally interesting player character.

The crooked cop figures into a number of *film noir* stories, as either an out-and-out antagonist or the thematic counterpoint to a more virtuous character (like the corrupt Lt. Ditrich and his more honest boss, Commissioner Hardy, in *The Asphalt Jungle*). Each challenges a player character in different ways.

In the first case, the cop doesn't have to be on the take necessarily; burnt-out and lazy more than suffices. Whenever a *Noir* character gets themselves mixed up in shady business (which happens a lot), the lazy cop is there, eager to ignore any evi-



dence to the contrary and wrap the case up quickly and cleanly by pinning it on the player character. If the indolent detective also has a grudge against or harbors some jealousy towards the character, so much the better as far as he's concerned.

Dealing with the continued irritation of a lazy, cranky cop generally calls for a little fast-talking on the character's part, but usually not much more. It's just a plot device to keep the protagonist focused on solving the mystery at hand. Of course, the Gamemaster can always opt to turn up the heat, maybe even segueing into a full-blown *On the Run* (see page 21) scenario. If the cop is dirty and on the payroll of the real culprit, a full-blown frame-up becomes that much more likely.

When used as a counterpoint to a more stalwart player character, the dirty cop becomes more of a moral conundrum. Other than the fact that he's taking money to enforce the law selectively, he's usually a decent, regular guy with a family and a mortgage. Often, he's the more upright player character's partner and friend. He doesn't want to be bad, but everyone else on the force is getting paid off. Why should he be the only nice guy coming in last?

Such reasonable corruption serves to really test the principles of the Lone Good Cop. He may already be taking advantage of a corrupt situation; doctoring evidence to make sure the guilty are convicted or the deserving get a break. The buddy on the take is always around, constantly making it look easy to take that one last step away from the player character's moral code. It's a step he may never take (especially if his scruples are a Fatal Flaw), but the temptation remains.

THE MCGUFFIN

"The head of Medusa. That's what's in the box, and who looks on her will be changed not into stone but into brimstone and ashes. But of course you wouldn't believe me, you'd have to see for yourself, wouldn't you?"

—DR. G. E. SOBERIN (ALBERT DEKKER), IN *KISS ME DEADLY*.

It's worth more money than you can possibly imagine. There's only one like it in the entire world. Rich and powerful people from all over the world are prepared to do anything to get their hands on it. We are referring, of course, to the legendary McGuffin.

What is a McGuffin, you ask? Well, even we're never quite sure. In any event, its nature is almost always besides the point.

A McGuffin (Alfred Hitchcock was the first to apply the term to films) is a writer's conceit. It's an ill-defined object wholly invented by the screenplay, which all the story's main characters are desperately trying to acquire. The point of the story is not the object, but how ruthless greed makes the characters in pursuit of something so nebulous—"the stuff dreams are made of," as Sam Spade sums up *The Maltese Falcon*.

While obviously not solely the property of *film noir*, McGuffins are often the focus of genre movies. There's *The Maltese Falcon*, of course, a centuries-old *objet d'art* and an example of a more classically orientated sort of McGuffin. *Film noir* also spun stories around McGuffins inspired by its era, like the microfilmed atomic

symbols in *Pickup on South Street* or the mysterious radioactive device inside the briefcase in *Kiss Me Deadly*.

Noir can update and raise the McGuffin stakes even further. Here the animal statues can not only make people rich, but imbue them with dark, sorcerous energies. The science here is Super-Science, and its creations can make people stronger, faster, and Gamemaster only knows what else. Surely that's as much worth killing for as some old black bird.

One hallmark of the genre is the central character couldn't care less about getting the McGuffin himself. He's far too principled (relatively speaking) and/or hard-bitten to let greed make him as weak and vulnerable as the rest of the characters. Therefore, his involvement stems from love for one of the interested parties, being hired by one of them (and thus, his reputation's at stake), or some other personal quirk unrelated to the McGuffin itself.

The central character can also be driven by a hatred for who might acquire the McGuffin unless he intervenes. Mike Hammer has little use for "the great what's-it" in *Kiss Me Deadly*, but he can't bear to see the damn dirty Reds get their mitts on it. That's all it takes to keep him involved in the struggle for it, right up to the movie's Apocalyptic end.

As we've indicated, the Gamemaster has a free hand to create all-new McGuffins of greater and weirder power than anything Mickey Spillane dreamed up. On the other hand, he's also free to reuse another classic *film noir* ending and have the dingus turn out to be a fake in the end. Nothing's truer to the genre's tenets than greedy people who do ruthless things and come away with nothing in the end. It also handily solves the potential problem the campaign faces with a "genuine" McGuffin, which could suddenly make the player characters a lot richer and more powerful if they're the ones left holding on to it at the end.

DESTROYED BY LOVE

"Maybe I'll live so long that I'll forget her. Maybe I'll die trying."

—MICHAEL O'HARA (ORSON WELLES), IN *THE LADY FROM SHANGHAI*.

It's hard to find an American movie without a love story somewhere in the plot, and most *film noir* is not an exception to this rule. The difference in this genre is that love never makes for a happy ending. In fact, just the opposite proves true.

There's no counting the different ways love goes wrong in *film noir*. Fate shatters couples that seem to be meant for each other, like Keechie and Bowie in *They Live by Night* before his old gang persuades to undertake just one more (ill-fated) heist. True loves are exposed as liars, thieves, killers, and worse, forcing their paramours either to flee the relationship broken-hearted, or be drawn into the same dark existence and a shared bad end.

If your players are *film noir* fans (no matter how newly minted), they are looking for love and all its ruinous effects somewhere in the plot. Moreover, if they're veteran gamers, they welcome the opportunity for love to destroy them (if they have a typical set of Fatal Flaws), at least when it's time to level up. Don't let them down, Gamemaster.

IN A LONELY PLACE: HARD-BITTEN LONER CHARACTERS IN NOIR CAMPAIGNS

Most *film noir* stories involve small numbers of characters. Quite often, the principals all know each other intimately before the events of the opening reel transpire. When the characters in a *Noir* campaign are all likewise previously acquainted, game-play proceeds much like in any other variety of *M&M*.

When the ties between player characters are few or non-existent, however, establishing the kind of group-play experienced role-players are accustomed to can be difficult. If the characters are also typical *film noir* cynical, mistrustful loners, "adventuring as a party" can be well-nigh impossible.

Don't sweat it, Gamemaster. We've got some tips here to save you and your precious storylines from these sort of unwanted distractions.

One method is to work with the players in fleshing out prior relationships between all the characters before the campaign begins. Groups of people who share a dark, tortured past is a *film noir* staple (see *The Past Catching Up with a Loner* on page 28), and Fate conspiring to (re)unite the player characters is a perfect genre setup for a campaign.

Alternately, they can share *several* dark incidents in their collective pasts, with no one character privy to them all. As long as every character already knows at least one other character, they have a reason to work together as a group, even if they don't necessarily trust each other completely. This also heightens the campaign's sense of mystery, because no one character knows everyone's secrets. Best of all, it creates plenty of shocking revelations to come in future game sessions, as the characters' complex web of secrets and lies gradually comes untangled.

In any case, the Gamemaster is strongly urged against getting bossy about pre-existing relationships. Doing so can kill the players' fun dead faster than a .45 slug before the first game even starts, so avoid it if you can. It may be a last resort to keep certain groups or particular players in line and constructively involved in the proceedings, but otherwise, steer clear of dictating character backgrounds to your players.

If Gamemasters and/or players have their hearts set on a cold start to the campaign, the plot of the very first adventure can do a lot to make sure otherwise disinterested parties end up working together. Events can make powerful enemies for the characters, or perhaps they realize their shared tastes for pulling heists, or acquiring McGuffins. They may even just come to *like* each other before the credits begin to roll, or at least come to appreciate the company of somebody else who's got weird powers and abilities.

As above, it needn't be one overriding cause for all. Some of the characters may be wanted by John Q. Law, while others are hiding from *La Cosa Nostra* and the rest continue to hunt for that elusive black bird statue. Just so long as each of them gets *some* compelling advantage from being part of a team (however loosely organized), the campaign can continue apace. This is true even if the exact nature of the advantage gained changes for each character as play progresses.

Of course, even characters who don't regularly try to kill each other may stop short of setting up a superhero clubhouse for their snappily named team. When a group is cordial but nonetheless independent, it may be necessary for a Gamemaster to start adventures with people playing their characters individually or in small groups. As long as the Gamemaster gives each player equal time and *always* leaves them in suspense when their playing times are up, things should progress in an acceptable manner.

In these instances, players can discover different aspects of the impending conflict, peeling away bits of the same mystery like artichoke layers until their paths inevitably converge. A character who's a cop may get word of an impending mob war through his street contacts, while another might be a reluctant soldier in it. Others may be the last hope for the war's targets to stay alive, or be targets themselves. However it's done, each player is drawn into the same plot with ample reason to see it reach the same end.

Of course, there are gamers out there who look at the very idea of interjecting romance (even the ill-fated kind) into a role-playing game and all they can think is "no mushy stuff." Unless they are also the type who's pretty much just sitting at the table counting up how many kobolds stand between them and the next level, they can be accommodated. As you've no doubt seen by now, *film noir* has enough shades of gray that even without romantic elements, the palette remains rich enough to create your own masterpiece. And who knows? By the time the campaign has been up and running for a while, maybe these people can see how much fun everybody else is having getting their hearts broken into a million pieces, and come around.

As a final thought, most *film noir* elements need to be mixed up just for variety's sake. With love, it's much tougher. Characters in a position finally to live happily ever after are usually sharp enough to go ahead and take full advantage of it. They move to the country, and that's the last we hear of them. While this can be a great way to retire a campaign, there are other options. As indicated earlier, just because they're happy down on the farm doesn't mean nothing can lure them away from it. If nothing else, a player character who now has a true love hanging around, also has a new person the Gamemaster can threaten, have commit a betrayal, or otherwise generate stories.



In the daylight, the City is filled to the rim with people, sights, sounds, and smells. The player characters are just a small part of a much greater whole. They go to work, drink their coffee, and talk about the weather.

After dark, the City becomes a world unto itself, made up of barren streets occupied only by the player characters, their allies, and the people with whom they're in conflict. The City transforms into a living, breathing entity, lighting (or obscuring) the characters' way, creating blind alleys, and commenting on their actions with every sight and sound.

Day or night, it remains "the City." It can be anywhere, because for most there's no escaping it. Because it's everywhere, it doesn't need another name. While it has no character sheet, it's just as much a player in your game as anyone seated around the table. The City doesn't just remain static, waiting for the player characters to reshape it to their ends. It's just the opposite: the City changes the players to suit its needs. No sooner do the characters fool themselves into thinking they've made a difference than the City changes back into pretty much what it was before.

Living in the City becomes like a fever dream. During the night, you're all convinced the world has become a strange, fantastic place where you're the master and everything's going your way. Then you wake up the next day in the same old bed, same old dingy room, the same old unhappy person you were before. Like a dream, there are some monsters hiding here. We leave the

details up to the Gamemaster, because just like a nightmare, the fear takes the shape of whatever scares each player character the most. It becomes the very thing they cannot ever run away from.

It's waiting for you, Gamemaster. The City is ready to transform itself into whatever you need it to be. Right now, it's the late 1940s, but even that's flexible. So consider this your welcome to the City. The nickel tour is waiting for you. It's a dark, dangerous place, but where else are going to go?

Buy the ticket. Take the ride.

THE NAKED CITY

You the guy who called for a cab? OK, hop in. Where can I take ya? Everywhere? What are you, a joker or something? Oh, sorry, Mister. Been a while since I seen Ben Franklin's picture. Didn't recognize him at first.

So you want to know all about the City, eh? Well, this bill gets you anywhere in the City you wanna go twice, and there ain't nobody that knows this old town like I do. Driving this cab, I see it all, and I hear it all.

Name's Edwards, by the way, Frank Edwards. Lemme light another stogie and I'll tell you some things about the Big City you won't hear anyplace else. You just sit back and enjoy the ride.

THE ASPHALT JUNGLE: THE NOIR CITY

DOWNTOWN

You probably figured it out already from all the big stone buildings, fountains, and statues of dead war heroes, but this is where our Right Honorable City Government makes its home. It's all here: the Mayor's Office, the Municipal Building, the Courthouse, the City Jail, Police Headquarters, the Coroner's Office, the Fire Chief, the City Library, you name it. In other words, this is where all the palms in town get greased.

You won't find a more rotten, corrupt place in the City. It goes all the way up to Hizzoner the Mayor, and right down to the Department of Public Sanitation. Naturally, a stink like that brings out all the rats and vultures, so you can find plenty of shyster lawyers and crooked P.I.'s looking to feed off other people's misery around here. They like the high office buildings here. They're better for spotting ambulances, grieving widows, and such.

All the big newspaper offices are here, too. The *Gazette*, the *Herald Examiner*, and the *Tribune* are all close by in case some news breaks out. I've even had that nosey dame Olivia Madsen, the one that writes for the *Tribune* in my cab a time or two. Good looker. Redhead. But buddy, I tell ya, she's nothing but trouble.

Now, the funny thing is, if you really are in trouble, your only hope of getting some help is right here. The local FBI Field Office is so honorable and clean it squeaks, but good luck convincing a G-man your problems are worth the Federal Government's time. There are even some honest cops, a few good attorneys, and some top-notch private detectives around here, if you know where to look. With all the crap piling up around here, they kinda grow like mushrooms in the shadows of the City.

It doesn't take long for a straight-shooter to get a rep in this town, like that "do-gooding crusader" Detective Sam Tarris you read about in the papers. That's the easiest way to find them. Well, that and the fact that since they're not on the take, they gotta live and dress like all the rest of us. Don't know how long you plan on staying here, Mister, but I hope for your sake you're leaving before you need to go looking for any of these honest types. If you get caught up in the big money and power

games they play downtime, that makes you one unlucky son of a bitch who's on his way to becoming one locked up or dead son of a bitch.

THE WATERFRONT

There's always at least one ship pulling into or leaving the docks here all around the clock. Yeah, we get 'em here from all over the world—Europe, Persia, Siam, South America, French Indochina, Africa, and some places I can't pronounce. Whatever it is, we got it coming in, going out, or both. I'm not just talking about bananas and steel beams, either. The syndicates smuggle their drugs and guns through here, along with jewels, furs, or anything else that gets stolen here but has to be fenced someplace else.

How do they manage to pull it off, right under the cops' noses? Pal, you *must* be new in town. It'd be easy as pie, even if the police force wasn't taking bribes. The bosses only got about half the cops on the take, but they've got everybody in the longshoremen's union under their thumbs.

Sure, most of those guys are just working hard trying to put food on the table, but that just makes 'em all the more scared to stand up to the crooked union bosses. Some of 'em have tried anyway, and they wound up floating face-down under those docks. More of 'em will try to do the right thing somewhere down the line. Where do you think they're gonna wind up, too?

The Mobs have good reason to keep the unions in their pockets. They make a killing (if you'll pardon the expression) "borrowing" money from the locals' treasures and pension funds. Not to mention all those crates full of valuable stuff that make it off the ship and then "disappear" right into the Mob's warehouses.

Most of all, the unions give the syndicates some unspoken leverage against City Hall. If His Honor ever did try to crack down on all the gangsters in this town, all it would take is one phone call from the bosses to shut this City down faster than you can say "strike."

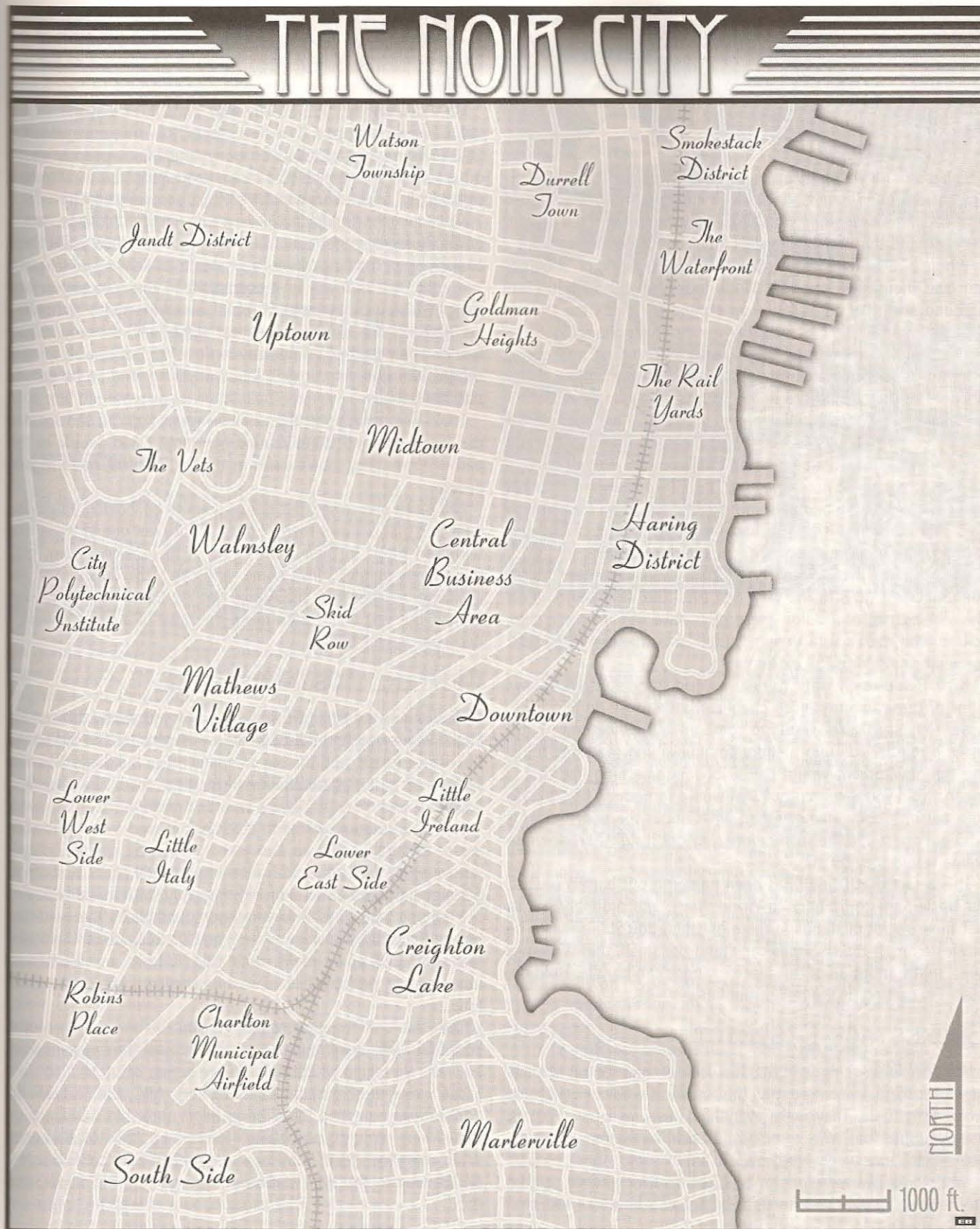
There's also people coming in and out of here along with all the cargo. Some of 'em are hitmen on

FREEDOM CITY NOIR

Mutants & Masterminds GMs with the *Freedom City* sourcebook can scrub off the city's bright colors to use it as a locale for *Noir* games. In particular, the West End and Southside neighborhoods are suitable pretty much as is. The rest of the city needs to be adjusted to fit the period. Naturally, you'll want to remove any overt references to superheroes, fortunately, a lot of them show up after the 1950s, so ignoring all that history takes care of most of it. You can use many of the NPCs and locales, too, changing them to fit *Noir*. The Freedom City Mob works just fine, the District Attorney, too (although he may have more skeletons in his closet, in *Noir*, everyone does).

Most *Freedom City* heroes and villains don't suit *Noir* too well, although some of them can, with a little work. The Raven can still be a dark avenger of the night (with her father put out of business by the Mob or an old war wound, perhaps). Daedalus can be an eccentric inventor with a drinking problem (and a very unusual secret). Seven makes an effective young *femme fatale* with some limits on her magic. So does Lady Tarot, who can still work for her mob-boss father. Eldrich can be a mysterious occult expert who wears a slouch-hat and trenchcoat rather than a cloak, while Foreshadow can be the wealthy young heir driven to prevent the terrible things he foresees from coming to pass.

The villains can get into the act, too. Circe makes a *femme fatale* counterpoint to Daedalus who knows and shares his secret. Baron Samedi can be a dangerous criminal boss, feared in the underworld. Dr. Sin was around in the *Noir* era and can fit right in as a mysterious mastermind and nemesis of the Raven. The Hellqueen is a truly fatal *femme* while Magpie is still one of the world's greatest thieves. The Silencer and Warden are vigilantes working on the other side of the law (a line that's even blurrier in *Noir*). Lastly, Mr. Infamy—whoever or whatever he may be—makes an effective plot device, able to provide anything anyone may want... or so he claims.



their way to and from the Old Country, depending how interested the FBI is in them. Word has it there are also some communist spies sneaking in the same way, but I doubt the Mobs have anything to do with that. I mean, they may be criminals, but they're not dirty Reds.

DURRELL TOWN

You're gonna wanna roll 'em up when we drive through here. The smell around here is kind of like industrial rotting grandma in the summertime, only worse. Don't worry, though. I'll relight my cigar and that'll clear the stink right out of here.

Where's it coming from? See that giant hunk of a building over there? The one that kinda looks like a battleship ran aground and they put a fence up around it? That's the Durrell Chemicals plant. You can probably see the shifts changing if you look close. Those firetraps the workers are coming and going from are tenement buildings. Yeah, people really do live there. It's not like they can afford to live anyplace else on what Durrell pays them. Sheesh, that stink alone would have me packing my bags.

You hear a lot about how bad odors aren't all the workers have to worry about here. They say Durrell can't spare any of his millions to keep the people in his factory safe from exposure to whatever the hell it is they're brewing up in there. I can't prove it in court or nothing, but there's an awful lot of guys who work there and don't live to see fifty. Or forty, for that matter. They're the unluckiest guys in the City. Not even the Mob wants in on the sad excuse for a union these guys have. It's mainly a committee who makes sure Bryant Durrell gets thanked every year for whatever crumbs fall off his table.

Now, if you really want to hear a good story, scuttlebutt says a lot of these unannounced chemical baths were done on purpose. They say Durrell wants to come up with something that'll make a regular Joe into a super commie-killing machine, thinking the government would pay a lot for something like that. I mean, I told you it was crazy. What would something like that do to a person's body anyhow? And what about the poor bastards who got doused in the stuff before they got it right? What kinda shape would they be in?

It is a fact that Durrell has been pumping out barrels of stuff for Uncle Sam going back to World War I, and probably still is. Bet there's a lot of things in there ol' Uncle Joe Stalin would be interested in. If the commies can stand the smell, that is. Awww geez, that's about all of this place my nose can handle. Hold on, Mac. I'm getting us the hell out of here.

SMOKESTACK DISTRICT

Ahhh, now that's more like it. Just look at that sky full of chimneys over there, belching out all that smoke. That's our country at work, right there. They make everything here, ya know. Plastics, metal, rubber tires. Was a lot busier back during the war, but I guess that's true everywhere now, eh, bub?

Well, looks like we're gonna be stuck here for a while. All the stuff that gets made here needs to be hauled someplace, and that

means trucks, and lots of 'em. Most of 'em, as you see, belong to Alliance Freight. They're a local outfit, and get most of the business in town. Mainly because they're as crooked as the day is long.

Oh, I couldn't tell you exactly who owns it, or maybe I should say, what Family owns it. In fact, nobody in this town tries too hard to figure that out. Way too many accidents happen to all the other trucking companies that try to do business here for it to be a coincidence, and that takes care of most people's curiosity.

Most people figure not everything inside Alliance trucks is strictly legal, either, and the Highway Patrol has pulled over enough guys hauling drugs and stolen merchandise to prove 'em right. Not that any of it ever sticks to the company or anything. Whenever they need to move something that's not gonna be listed on the manifest, they get some new, down-on-his-luck hire and promise him double pay to do a "special run." If he gets caught, the poor sap doesn't know anything, and so he gets to play the fall guy.

Looks like traffic's starting to move again. You can see some of the tenements and stores around here now. Good people in this part of town. They aren't much as tippers, but still, good regular people.

Not much else to see, but things seem to be looking up around here. See that bar over there? Ermeys? They got one of those new television boxes in there. Yeah! I go in there every Friday, grab some beers before I drive home, and catch the boxing and the wrestling matches from the Arena. Not like being there in person, I know, but you don't often make the price of a ticket driving a hack, pal, lemme tell ya.

CENTRAL BUSINESS AREA

Now this is the side of town a guy like you seems dressed for. This is where you find the Commodities Exchange, the big banks, the ritziest hotels, and the big company office buildings. You also find the art galleries, the theatre district, the opera, the symphony orchestra, and other places you wouldn't catch me dead in.

Hey, they're great places to catch a fare, and I ain't got nothing at all against culture. But you so much as mention people screaming at each other in Italian and already my butt starts to get numb. Gimme something with Rita Hayworth in it any day.

I tell you who does enjoy the opera, and that's the syndicate bosses. Seriously, you want to see a real-life gangster in this town? Just wait until opera night. Both Don Turturro and Don Friesse never miss a performance, and they cry like babies the whole time.

They don't sit together or nothing, but it's the only time you know the Mobs aren't pulling any hits. At least the daygo ones, at any rate. No telling what the micks are gonna be up to.

You'll find the big networks—NBC, CBS, ABC, the Mutual—all got stations here, too. They bring in all their big names to do shows here. Would you believe I picked up Bob Hope over at WTEC one time? Yeah, Bob Hope! Right here in my cab! Took him all the way to the train station and everything. Big tipper, that Bob.

If you've got an income to match that suit, you might try getting into the Tobacconist's Club. That's their meeting hall, right over there. Don't worry if all you know about tobacco is how to light a smoke. All you need is to be pulling in at least 25 grand a year, and you're in.

As long as you're not Jewish, that is. I mean, you're not, right? Doesn't bother me any, mind you, but if you are you can forget about the Tobacconists even if you're pulling down 250 grand.

Wouldn't mind getting into that Club myself. When they initiate a new member, they have this wild ceremony to mark the occasion. Don't know what goes on, but I've driven over some sweet-looking honeys who get paid by the hour, if ya know what I mean. Like to have gotten me some of that action, I tell ya.

See that tall building over there? That's the Callahan Tower, tallest place in the City, eighty stories straight up. Top floor's got a swanky club called the Skylight Lounge. Wife saved up and took me there for my birthday one time. Got a hot band, a big dance floor, and the best pepper steak you'll ever eat. And the view! You get to see this City the way God sees it!

MIDTOWN

This is where you have your basic collision getting ready to happen. You see, most of the people who live here are your upper middle class types. They got real good jobs, kept out of the war because of a 4-F, and they enjoy living a real good life.

What they don't like is all these people with names they can't even spell moving up here from the Lower East Side after they earn a piece of that same good life. They just know these folks are gonna be bringing their funny accents, their house-fulls of screaming kids, and their gangsters with them. There goes the neighborhood, they think.

Their fight doesn't bother me either way. I'll pick up a Lebowsky or a Sobchak the same as I would a Smith or a Johnson. Money's money, right?

I'll tell you about some fights I am interested in. Right over there, at the City Arena. You can't beat it, Mac. Fifteen thousand screaming fans, best bratwurst in the City, a cold beer—wish I could afford to go more often. Good wrestling card this Friday night. Lou Thesz is putting the World Heavyweight Title on the line. Should be a good one, but I'm more of a boxing fan myself.

They got this one new bantamweight guy over there, "Kid Achilles." Yeah, a Greek, I think. What a left he's got! Him and that Welshman they brought over—Phythyon, I think? Anyway, that's two of the greatest fighters I ever seen. Your money's safe bettin' on those two.

Yeah, I've heard it's run by the Mobs, and they put the fix on, but only with the past-their-prime guys, the bums. Guys who shouldn't be in the ring anymore anyway.

I feel for those guys who can't get into the legit fights. Those poor palookas wind up fighting in illegal bouts, where the Mob makes all the rules. I hear that if you know the right people and grease the right palms, you can get in on the action. Not that I want to see a fight where one bum beats the other to death, but you know, whatever's your pleasure, bub.



WALMSLEY

Feel stupid driving through here? Most people do. This is where all the eggheads in the City go to hatch.

The City College is here, complete with its Law School and Medical School. Everything else here seems to cater to these kinds of people. There's a lot of small single townhouses, duplexes, and walkups where they can live cheap. Lets them save their money for all the small theatres, galleries, and nightspots 'round here. That's kind of funny, because at different times you see the same exact people performing, in the audience, and on stage. It's like their money winds up going in a circle or something.

We got some of those "beatniks" in the crowd, too. Don't know if that makes you happy or unhappy, but they're here. You can score some reefers from them, if that's your thing. Me, I stick to beer. I even had one in my cab once. Name was Jack. Anyway, he was already on his second bottle of cognac and wasn't even slurring his words. Wanted me to take him over to Watson Township. Figures, don't it?

You a professor or something? Good, because I tell you, I don't like the people here. Not at all. Bad enough they all look down on a guy like me, but the bottom line is, I don't trust 'em. Not one bit.

After all, wasn't it those "intellectuals" that cooked up Nazism, fascism, and communism? Aren't these the same jokers that though they were all good ideas? Hell, there probably wouldn't have been a war if it hadn't have been for these damn eggheads!

And I'll tell you what really scares me. Just think about what they're working on now, over on that campus. Some dopey kid who can't even tie his own neckties is probably over there now, thinking of the next great big idea that'll save the world. Like to find him and black all four of his eyes, I tell ya.

Don't think just because they're kids means they're innocent or anything. I've seen 'em. They got no respect, I tell ya. Get a half a beer in them and they're no better than the hoodlums down on the South Side. You don't know what goes on over there then, because they cover it up, these rich kids' folks do. Murder, rape—you name it.

There. I've said my piece. Let's move on.

UPTOWN

You got a wife? A girlfriend? Both? Here's where you can make her real happy. Even if your wife found out about your girlfriend. Or the other way around.

She wants jewels? There's a whole diamond mine's worth here. You want to wrap her in furs? She'll look like a grizzly bear by the time she leaves Uptown. You want to get her some French perfume? Ooh la la, Mac; we got that, too.

There's plenty here for a guy, too, at least a rich one. That place over there, Williamson's Fine Tobaccos, sells only the best Cuban cigars. Buddy, I could go for one of those right now. The Goldsteins' shop right next door deals in tailor-made suits. They set you back a hundred bucks each, and make you look like a million.

I'll be honest with ya. I drive by here almost every day, and I dream about just walking into one of those places and taking it all. Not that I'm gonna, mind you. Too many other people got the same idea, and all it got them was dead. You probably noticed this is one of the places in the City the cops actually patrol, and believe me, brother, they jump on any trouble here with both feet. In the end, you got a better shot at robbing Fort Knox.

Not that any of this stops some people. Every two-bit second-story man in town thinks about pulling off the heist of a lifetime here. Those that try go to jail, or the morgue, and still more of 'em come to try the same stupid stunt. Who knows? Maybe somebody with the right skills will pull it off someday. I won't hold my breath waiting for it to happen, but if it does, I hope it's one of my fares. What a tip that'd be, eh?

Tell you who I think could do it. Not any of the Mobs. The cops watch them too close, and they know all their guys who could do it. It'll be somebody who's got all the right skills but no record, like a veteran. I tell you, a group of rangers or paratroopers or somebody like that, they could pull it off.

Hey buddy! You think maybe I should give some of my old army buddies a call?

CREIGHTON LAKE

Here they are, the richest of the rich, at least in this city. Every home's a mansion, and the poor relations are the ones who don't own a yacht. These people also have their own chauffeurs, which is money out of my pocket.

There's where Bryant Durrell spends his money and time, and over there's the Rockbridge Manor. I hear the old man's son Lawrence is going to be an architect. Makes sense. They got plenty enough real estate for him to build stuff on.

Still, you gotta admit, it's beautiful out here. Houses that look like something out of *Gone with the Wind*, the manicured lawns, the ocean view. I hear it's not always that way on the inside, though. This is old money we're talking about here, and old money means power. Power it doesn't want to give up to new money, or anyone else.

Old money likes to bury its secrets deep. I've heard that if the cops were to drag the bottom of the Lake, they'd find enough bodies to lock up everyone here for life. They'd find out where all the maids the master of the house knocked up disappeared to, and where exactly all the old ex-business partners went to on those long vacations they never go back from.

I also hear stories about how money and power makes some of these people do weird, crazy things. Morgan Stuart, they say, worships the devil, just like in a Boris Karloff movie or something, when he's not test-flying airplanes or buying up casinos.

All the working girls swear they've had friends come out here to Stuart Hall and never come back. Sounds fishy to me. Maybe Stuart just put them on retainer like a lawyer or something. How seriously can you take stories like that? After all, there's a whole bunch of people who say Stuart doesn't even like girls, if you know what I mean.

When the devil worship and fooling around get boring, there's plenty of yacht clubs, tennis clubs, private spas, and places like that to keep all the idle rich busy. It's all four-star and expensive as hell, just like you'd expect.

I just mention make mention of it. It's not like I get invited or anything.

MARLERVILLE

We are a long ways out here, pal. Search me why anyone would want to live this far away from a city without just going ahead and moving to the country. Still, this is where everybody seems to be moving to. More money for me, I guess.

I guess that's the reason they come: money. You can get a decent house dirt cheap, and brother, what ex-G.I. could turn that down? Things look happy enough, too. Every time I drive out here, seems like there's more diapers hanging out on the clotheslines than the last time.

The people here are nice enough, but I don't really like coming out here all that much. This part of town is like a skipping record, you know? All the houses are exactly the same. They all got the same driveway, the same mailbox, the same barbecue grill out in the yard.

Maybe it's not just me, either. You'd think they'd all need surgery to get the smiles off their faces living like this. I mean, isn't this exactly what we all wanted back during the Depression? Many a night out there on Okinawa, I went to sleep and dreamed about coming home to a white picket fence just like that one.

But the people here really ain't all that happy. I know. There's too many wives paying me extra to get them home before their

husbands, and too many husbands slipping me an extra fiver to swear to their wives my cab broke down and that's why they're late. It's like they're all trapped out here, looking for any way out. They screw around just to get the thrill back in their lives. I wonder what happens when that's not gonna be enough.

These office guys are gonna start walking into the company vault and helping themselves. They're gonna kill their wives and think they can get away with it, just like he read about in the pulp novels. It may get 'em locked up, but at least they won't be bored anymore. Crazy to think about one of these straight guys turning into the next John Dillinger, or worse, but I betcha it's gonna happen sooner or later. Watch for it, it'll be in all the papers.

CHARLTON MUNICIPAL AIRFIELD

If you've got the money and a love of cramped conditions, you can catch a plane here bound for any other big city in the country. As far as I'm concerned, you need a healthy amount of guts to get up in one of those things, too. Give me the train any old day. Something about the sound of a propeller makes me edgy. I guess it's just another souvenir I brought back home with me from the war.

Think I'm crazy? Well, who'd they name the airfield after, then? That's right, that famous lady pilot, the one they're still looking for and who ain't been found yet.

It's not just the big outfits like Pan American that take off and land here, of course. There are plenty of people who own their own planes, most of which I'd be less excited about flying in than usual. Some are available for hire as charters; you get what you pay for there, so I don't even want to think about doing it on the cheap.

In addition to the small-timers, it's become all the rage for rich guys to buy and fly their own planes. Morgan Stuart designs and builds his, too, of course, not that that seems to make them fly any better or nothing. I hear Don Turturro has a pilot and a plane waiting here at all times to get him to Cuba, in case things ever get too hot for him here in the City. It's supposed to be well-stocked with the Don's favorite brandy. Maybe I could fly on *that* plane, alright. Like to give it a shot, at any rate.

There's a new company from out on the coast that's set up shop here, too, called Vanguard Aviation. No one knows what they're working on out here, so far from home, but it's got to be something big. The owner's son, a guy named Edward Jackson, is out here overseeing the project. Word is he's test flying the whatever-it-is himself.

From the sounds you hear coming from their company compound, it's got to be some kinda new jet plane. Maybe something new for the Army Air Force, ya think? Maybe that's where all these "flying saucer" stories are coming from. At any rate, it's probably something the big Red men would like to get a look at, same as the little green men.

THE VETS

Sooner or later, everyone in the City goes "down to the Vets." Three things give this part of town its name. First of all, this is

where Veterans' Field is located, home to the Veterans (of course), best team in the American League. No arguments there either, pal, unless you'd like to walk from here.

Even when it's the off-season, this place is still "the Vets," because in addition to the baseball kind, we got the genuine article around here, thanks to the VA Hospital. Got some friends who are there now. They weren't as lucky as me, I guess. Some of them may never leave.

We also got veterans who are permanent residents of this part of town. The cemetery here has honored dead going all the way back to the Civil War. I got friends here, too. I know they weren't as lucky as me. They definitely won't be leaving here.

There's not much in the way of crime here. I guess that's out of respect for the real-life veterans. Not that it stops the Yankees from stealing the pennant from the baseball Veterans year after year or anything. Nice neighborhoods around here, too. I think a lot about saving up and getting one of those apartments that look out over the outfield—me and everybody else in the City, I guess.

The only real troubles they have around here are they guys who came back from the war with the kind of wounds the doctors can't heal, the kind on the inside. It's always the same story with these guys. They check into the overcrowded VA Hospital for a while, until the doctors finally realize they can't do anything for them. Then they turn the guys loose, and the whole thing starts all over again.

Sure, lots of guys brought back bad memories from the war. I already told you about me and my thing with airplanes. But some guys just have more of them to deal with, or maybe less they can



use to try to cope with them. The papers don't much like to talk about this sort of thing, but some of the guys who were really far gone have done some bad, bad things, and not just to themselves. Can't really blame them or anything, but it does happen.

MATHEWS VILLAGE

More working people here. Little more easy-going here than other places, and that's why I live here. Well, there's that and it keeps me in staggering distance of my favorite pool hall. Ever shoot pool, Mister? I figured so. You don't look the type. Be happy to teach you. Only a dime a game stakes to start.

So anyway, where was I? Oh yeah, it's quiet out here. Real quiet. Man can do most of his living—you know, get a drink every now and again, get the groceries, stuff like that—without having to go too far. You and your neighbors know each other by name. Mr. Fanucci knows just how I like my steaks cut. Jake the bartender knows my favorite brand of beer.

Most of the guys who live here work at the meat-packing plants. Trains bring up steers from Texas, and then they turn 'em into dinner. Some of the places are Mob-owned and operated, but nobody makes a fuss because of it. Maybe that's why it's so nice and quiet around here. Everybody gets their fill of blood at work.

I guess if it were any less dull, we'd attract more trouble than we do. As it is, all we get are young hoodlums, you know, street toughs. They're more of a nuisance than anything else, but boy what I wouldn't give to put 'em all across my knee, just like

their folks outta have done. Don't believe what you see in the newsreels, Mac. They're just dumb kids, not the Junior Mafia, at least not yet. I guess none of the Dons have thought of that yet. Heaven help us when they do.

You a church-going man? Well, I'm not, but my wife keeps after me. She was raised Catholic, so we don't miss Sunday Mass unless it snows so deep we can't find the car. We go to St. Peter's over on 59th Street. Wife's been going there all her life. She knows the priest well, Father Gabriel Mizarin.

She likes him a lot, but he always strikes me as a guy who's got a lot on his mind. Now, I hope the Lord don't hear me gossip, but I hear the parishioners talk. They say Father Mizarin takes confession from Paddy Chauncey himself. If that's the Gospel truth (pardon the expression), I can't even imagine some of the things he's heard, the secrets he's gotta take with him to the grave. I mean, how many Hail Mary's do you have to say to make up for running a bunch of guys through an abattoir, anyhow?

ROBINS PLACE

Hold on a second, pal. I always have to turn off the radio when I drive through this part of town. Not sure why, but I always figured it has something to do with what the two big employers out here are up to. That's electronics, by the way.

Yeah, there's some real Buck Rogers stuff going on. Both Yapple and Seeman Electronics worked on radar and the proximity fuse back during the war. Nowadays they're supposed to be building on computers and televisions, and probably a whole bunch of other things guys like me have no idea about. Like I said, real spaceman stuff.

Don't take me wrong. Most of the guys who live around here are just average Joes. All they do is put the gizmos together. It's big brains like Dr. Yapple and Seeman that design them. Heck, I wonder how many other people could wrap their minds around that kinda scientific mumbo-jumbo. No surprise that our local television stations have set up shop out here. Yeah, that's right, stations. More than one. We get both networks here—NBC and Du Mont. Guess they don't have big-city stuff like that where you come from, eh Mister?

Hey, here's somethin' for you. You see the guy in the suit over there next to that lamppost, pretending to read a newspaper? Guess what—he's a G-man. No, I ain't some kind of a hotshot private dick or anything. It's just that nobody who dresses that sharp has nothing else better to do than stand on a street corner reading the funny papers at this time of day.

Yeah, there's been G-men all over this part of town ever since that one engineer over at Seeman's—Saunders, I think was his name—turned out to be a commie. Was a card carrying member back during the '30's, and there he was, with all that top-secret stuff right in from of him. Makes you wonder who else might be a Red, don't it?

Anyway, the FBI's been all over this neighborhood trying to see if they can find who Saunders' accomplices were and where they're hiding now. Good luck to them doing it that way. I mean, what chance do they have if a cabbie like me can spot 'em?



HARING DISTRICT

Now this looks like your part of town, Mister. This is where the nightlife is: bands that swing, dames that sing, and booze to take away the sting. Heh, heh, that's what they say at any rate.

The big nightclubs here are easy to find, even if you're drunk. Just follow the bright flashing lights and you're there, pal. Doesn't really matter which one you wind up at—the Top Hat Club, the Marrakesh Lounge, the Rockslide Club, the Café Eire. They're all top-notch, high-class joints.

They got this one drink at the Marrakesh called the "Camel Kick." Don't know what's in it, but a couple of those and the hardest-drinking man gets carried out of the place. I know, because they usually wind up in my cab. And dames, after a half of one they wind up falling right out of those expensive evening gowns. Always makes my night when that happens, let me tell ya!

You read a lot in the papers about Mob violence here, but it's not as bad as they make it out to be. Sure, all the Dons would love to get their greasy mitts on one of these clubs. I mean, that'd be like getting the keys to the U.S. Mint for a gangster, what with all the money they could launder through there.

They're apparently leaning hard on the club owners to sell out completely to them, or at least take on some not-so-silent partners that have Sicilian accents. That's why every now and again one of the club's liquor deliveries doesn't show up, the juice goes out, or the garbage doesn't get picked up for weeks on end. It's also why so many of the band members get hooked on cocaine or heroin—they get plenty of help, if you know what I mean. And yeah, every once and a while, somebody gets killed here.

Like I said, the papers make a big deal out of it, but it doesn't stop anyone from coming here. It's not like it happens every night, and it's not like the club owners are penniless bums who can't lean back when somebody leans on them. I guess for these folks the danger, however small it really is, just adds to the thrill of being here. Going out and having a drink, a dance, and a ball just isn't as naughty as it used to be for some. Maybe risking getting caught in the middle of some syndicate war gives a night on the town that little extra kick it needs.

WATSON TOWNSHIP

If you're one of those types who wants the thrill of rubbing elbows with real, live gangsters, Watson Township is your best bet to do it and live to brag about it the next day. Consider this part of town as the shallow end of the Mob cesspool, where you dip your toe in and see if it's slimy enough for you.

The hot spots here all used to be speakeasies back during Prohibition. You don't need to say "Joe sent me" to get in anymore, but owners are still all gangsters. Don't let the lack of neon and spotlights fool you, though. The Mafia's all about making money, so they make sure the entertainment is always first rate. And why not? They can afford the best.

Some of the places the Mobs own, like Rocky's, the Stockyard, and Delta Lil's, offer acts you can't see uptown. They always seem to get the best jazzmen booked here for gigs, and they're also showcasing the new kinda Negro music they got now, rhythm and

blues. It's not my thing exactly, but there's few other (and no better) places in town to hear it.

Of course, it's not all music lovers coming here. If you know the right people, you can find some more diversions in the back rooms: cards, dice, slots, all that. They can even supply you with reefers, cocaine, or heroin for a price, if that's your poison. And if you start to run low on cash, the Mobs even have their very own loan officers standing by to help you out.

Lotsa strip clubs around here, too. What can I say? They're popular destinations for the fares I pick up. Since they're Mob-owned and operated, the girls will even give you a private show in the back, if you're willing to pay for it. And lotsa guys do, pal, trust me.

Don't bother trying to get a room at one of the flea bag hotels around here. Not that you were probably tempted or anything, but I just wanted to warn you these are the kinds of places with hourly rates. The Mob's whores usually keep them booked solid, and before you let one of them tempt you, just remember I told ya they're less clean than the rooms are.

Remember the illegal fights I was talking about earlier? They got those here, too. I also hear stories about these joints taking bets on even nastier stuff than that. "How long can a guy last against a pack of starving dogs?" that sort of thing.

GOLDMAN HEIGHTS

L'chaim, pal! No, I don't know what it means. Something good, I'm pretty sure. Anyway, you hear it a lot in this neighborhood. Feel free to use it. It'll help you blend in. Yes siree, this is the Jewish part of town. Kinda explains all the synagogues, don't it?

You seem okay with that, pal, and that's good. I like that. You'd be surprised how many fares ride through here with their nose all turned up. They never actually say anything, but they keep the windows rolled up even in the summertime just like we were drivin' past the Durrell Chemicals plant or something.

Honestly, I don't get that. The people here are good people, and I don't know what anyone could have against 'em. Didn't they learn anything from the war? Sure, I was over in the Pacific myself, but I seen the newsreels same as them. Some of the people who survived through all that mess over in Europe are living in this very neighborhood, in fact.

This is a great place to do business, too. You can get good quality diamonds at Dreyfus' and tailored suits at Goldberg's without paying Uptown prices. Heck, Mr. Goldman sold me the suit of clothes I got married in. There's supposed to be some good restaurants out here, too, like Mrs. Roth's place over there. I don't know myself. I'm a meat and potatoes man. I don't know what *matzoh* balls are—they might be pretty good—but I stay away from any food that has "balls" in its name. Gimme a hamburger sandwich and some French-fried potatoes any day.

You can also find yourself some real good accountants here, too. Every year, they save me a bundle on taxes. If Uncle Sam ever comes after me about it, I tell you now I'm coming here to get me a lawyer. Apparently, Don Turturro feels the same way. His personal attorney, Abe Simon, started his practice right here. They say the Don keeps things quiet here as a favor to Abe. Sounds

possible to me, but maybe there's more to it than that. It's just a gut feeling, but I think if it came right down to it, these people could take pretty good care of themselves if they had to.

CITY POLYTECHNICAL INSTITUTE

Want to see where the Atomic Age got started? Right over there, on the City Polytechnical Institute campus. They'll probably put up a statue or something there someday. Picked up one of the professors one time and he told me all about it. Man, did he tell me. I couldn't get him to shut up once he got started! Not that I resemble that remark myself or anything.

He told me in that crazy accent of his all about how "the world's first functioning atomic pile" was over at the Institute. Then he started bragging they were the ones who "first extracted plutonium." Whatever that is, I'm pretty sure it's a good thing. You look like an educated guy. You tell me.

There, you see, I knew it had something to do with the A-bomb. Guess that makes this place pretty important, then, huh? All those A-bomb parts and big brains in just this one spot. The G-men oughta be over here keeping an eye on the place. We don't want stuff like that falling into the wrong hands, now do we, pal?

The big dome thing just next to the campus is the Institute's observatory. Yeah, got a big telescope in there and everything. Maybe they can figure out where all these "flying saucer" things are coming from. All this empty property here off the campus belongs to the Institute, too. It was donated to them by some rich guy who wanted his idiot kid to have an engineering degree in the worst way.

They say they plan on building on it someday, but in the meantime, they rent the lots to whoever can come up with the dough. You get circuses, tent revivals, that sort of thing. It's always pretty funny watching guys from the Institute who can barely pick up a pencil without help trying to beat the strong-man games. Even funnier when they try to get fresh with the dancing girls. Me, I come get a corn dog and a candy apple. I see the clowns and the lions, and then I go back to where I can get a glass of beer from the tap.

LITTLE ITALY

I don't mind this neighborhood. Not a lot of the other guys driving a hack feel that way. They're always shooting off their mouths about "those greasy guinea dago wop bastards," but not me. They're just people looking to make it a little better for themselves, you know? Like Mama Ragazzi over there, sweeping the sidewalk in front of her restaurant. Nice lady. Serves up the best veal in the City, too, by the way.

Or Paulie over there, pushing the apple cart. Another nice guy. Sells red delicious that taste like they just came off the tree. Always has free ones for the kids, too. He sees pretty much everything that goes in the neighborhood, and while he's mostly smart and keeps his mouth shut, he's good enough to tell me when it's a bad idea to bring a fare down here.

Of course, I gotta admit, that's the case a lot of the time. It's not exactly a secret or anything that the Frieses and the Turturros have been at war here since the first war in Europe ended. Probably

won't come as a surprise to anyone if they're still going at it when the next one gets started.

What people need to keep in mind is that there's a hell of a lot more victims of the syndicates than there are members. Everybody here who's trying to make a decent living is paying most of what they earn to one or both of the Families for "protection." Meanwhile, they see their kids turning into hoodlums because they all want to be just like the made men in their big cars and fancy suits. Plus, they get tempted all the time to blow what money they do have on sucker bets in the Mob's bookie joints and numbers rackets.

The police won't help these people when they need it, even when it doesn't involve gangsters, so they got no one else but the gangsters to turn to. Say what you will about the Dons, but a lot more of these people would be hungry if it weren't for their hand-outs. And you know what happens when one of these families finally does make it out of the neighborhood? Everywhere they go, there's someone calling them "greasy guinea dago wop bastards" and slamming a door in their face. So they find out there's nowhere else for them to go.

But you knew that already, didn't you? Who'd live in these tiny firetraps in the middle of a war zone if they didn't have to, right?

THE RAIL YARDS

Ahhh, now this is more like it. The only way to travel, my friend—by rail. Between the passengers and the freights, we get more trains passing through there than ships, even. And here's the depots, stations, and switch yards that handle all of it.

The trains don't always run on time, but just as long as they keep running, a lot of people's jobs are safe. That includes the people who run them, load them, unload them, and look after the passengers. Not to mention the people who run the newsstands, sell coffee and sandwiches, and the kids who shine shoes for nickels and dimes.

You're always guaranteed a fare here, and that's a good thing, but true of other places too. What I like about coming down here is the action. There's always *something* going on down here.

I've seen 'em unloading circus elephants here. Talk about crappy jobs—literally. You see big names from the movies and the radio. Heck, I even saw the Mayor coming out of the men's room with toilet paper stuck on the bottom of his shoe. Nearly spat my stogie across the room laughing when I saw that, lemme tell ya.

If things are real slow, and I get more time to people watch, then I can pick out the real *Dragnet* kinda stuff going on. Oh yeah, you see G-men trying to sneak people out of town so they can testify against their fellow Mafioso. So far, it hasn't been any one who really knew anything damaging, or I bet the Dons would turn the station into a shooting gallery like the ones they got at the carnival.

What's that? Oh yeah, I have seen people come through here the Dons weren't happy to see coming to town, or leaving it. A couple of big goombahs usually pull him into the men's room even though it don't look he has to go. Few minutes later, only the two goombahs come back out again. I take it for granted the other guy didn't fall down laughing because he saw the Mayor

in there with toilet paper stuck on his shoe. They found one poor sap stuffed into one of the lockers. Don't ask me how they pulled that one off, but they had him folded in half like a suit bag. He must've made somebody real mad, that's for sure.

LITTLE IRELAND

This place got a bad rep back during Prohibition, back when the Irish mobs ran the place, but things are changing here. That's true even if nobody outside notices it. Faster than anybody else, the Irish seem to be working their way out of the old neighborhoods. Every day I drive through here, seems like there's at least one family packing up their belongings and leaving behind the cramped tenements headed for Midtown.

That doesn't mean there aren't gangs of young hoodlums still roaming the streets, robbing people and collecting "protection." It just means there's a lot less of them, and more and more of the people around here are standing up to them. Sometimes the police actually show up and take them to jail, even.

There's still scraps to be fought over, crime-wise, and the best known guy trying to make a meal out of them is a big brute by the name of Paddy Chauncey. He's real small time compared to the syndicate guys, but he's trying to make up for it by being tough. Remember that slaughterhouse bit I was telling you about earlier?

Only two things can happen to a guy like Paddy. Either he'll get smart and join up with one of the syndicates and work his way up to the big time, or if he's dumb, he'll think he can be a big shot all on his own with his protection and numbers rackets. In that case, he'll wind up dead. From everything I hear, Paddy's not smart. I'm no fortune teller, but I think that's all I need to know how his life story's gonna end.

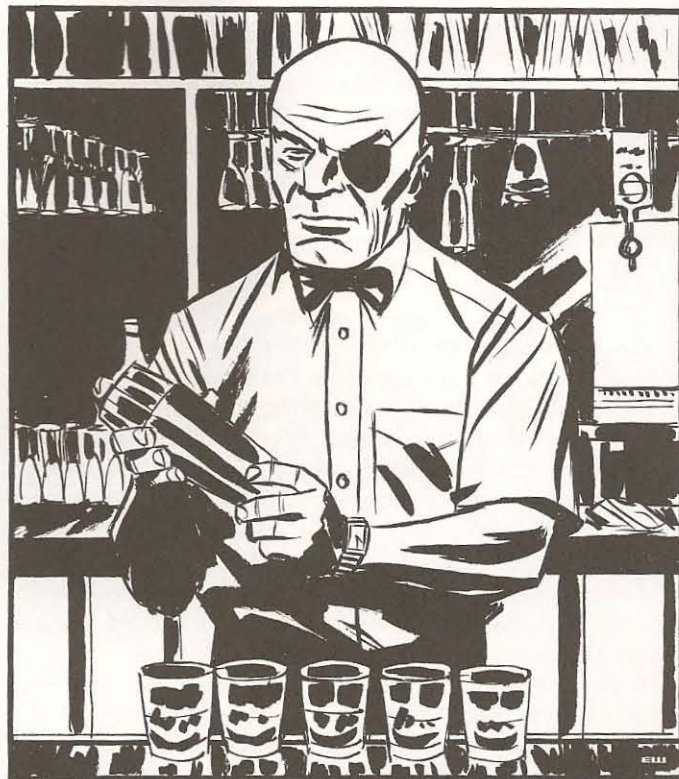
LOWER EAST SIDE

Not too far behind the Irish are the people who live on the Lower East Side. Their circumstances are real similar, and so are the changes happening here. The big difference is in the accents. In this one part of town, you got Russians, Poles, Czechs, Slovaks, Hungarians, Greeks, Romanians, Bulgarians, Yugoslavians, Ukrainians, and probably a couple dozen more I can't pronounce.

Greektown is probably my favorite of the neighborhoods. I took a fare to a wedding the Pramas family was throwing once, and instead of a tip, they invited me to stay for the reception. Needless to say, I ain't exactly used to that kind of generosity. It was a lot of fun. They broke plates to celebrate, if you can believe that. They still send me a card every Christmas, only a week later because it's some kinda Orthodox thing.

What I'm trying to say is, while there are bad parts of town here, a little kindness goes a long way. They're good people, and if you're not careful, you might make friends for life. I don't begrudge these people moving up to Midtown one bit, but I hope something of these old neighborhoods stays behind. Others can make all the "oily bohunk" jokes they want, but this part of town's got real character, ya know?

Nothing makes me smile like getting a family in my cab and hearing them tell stories about the Old Country, whichever one



they're from. They invented all that Bela Lugosi stuff, you know? Vampires, werewolves, witches, black magic, all that. Some of them still believe in it, too. They think all that monster business followed 'em on the boat over here to the big city. It's kinda crazy and old fashioned, I know. But a guy needs a good werewolf story after seven straight hours of driving a cab around. I'll miss the diversion if it goes.

SOUTH SIDE

Now here's the folks that are having the toughest time getting away from the poor side of town—the blacks. Everything I told you about the Italians? They gotta deal with all that and more. What's worse for them is they got nowhere else to go, really. They've already come here from the South, and all they did was trade open prejudice for hidden prejudice.

You know some of the other hack drivers get told by their bosses not to pick these people up, ever? Yeah, right here in this very City, in the middle of the 20th Century. People are people, I say. I don't mind coming down here, and the folks around here seem to know that and appreciate it. Good people, I say.

Still, not much hope of things getting any better around here anytime soon. The Mobs are making a killing here off the numbers racket, and they aim to sell most of their drugs here. Obviously, that's not gonna help much.

Still, even though this place is a ghetto, there's hope. You hear it when you drive past the churches on Sunday morning, or the baseball field when the Americans are playing. I wonder how many white people know we have a Negro League championship team playing here?

That's not to say there aren't bad people here. I mean, there's bad people everywhere, but in poor areas like this, they got extra reasons to be that way. Don't come here unless you know where you're going and know the way out. Trust me, it's for your own good.

I try not to think about what usually happens to hopes in the City too much. Maybe in twenty years or so, things will change. We'll see, I guess.

SKID ROW

Now here's where we hit rock bottom. This is the permanent address for all the City's lost souls. The rummy lives right next door to the drug addict, and they both lie down with the cheapest whores in town. Every building here, from the crummy apartments to the sleazy bars, is just looking for an excuse to fall down or burn down. Trust me, you lose your wallet around here, just get a new wallet, OK?

What breaks my heart is how many of these guys wound up here after coming back from the war. They couldn't handle what they saw over there, and just came home and crawled inside a bottle or a needle. That could be me or you, you know?

Of course, before our hearts bleed too much, some of the people here are just plain nuts. Stay the hell away from them. Mostly they're just a danger to themselves, but some people have gotten lost down here and bad things happened to them. The men they cut up like ribbons. You don't want to know what they did to the women.

And that's just the people they know about. It's scary how easily somebody could disappear down here and no one would ever know.

What say we get out of here now? Right answer, pal.

LOWER WEST SIDE

The buildings here aren't much to look at, and the people aren't that remarkable, either. Why are we here, then? Hey, you wanted to see the whole city! Plus, there's action to be found here. Trust me.

You a gambling man? If so, this will be right up your alley. Like betting team sports? They just refurbished the old City Arena not too many years ago. Now they play pro basketball and pro hockey out there. Since you're new in town, I'll tell you for free the Polar Bears are our NHL team, and the Skyscrapers do us proud in the NBA. I told you before I was a baseball man, so they don't do much for me. It's more of a City pride thing, me rooting for them, ya know?

What I do get into is playing the ponies, and you better believe we got that here. Been many a day I made my beer money for the month gambling my tips over at Ashbrook Downs. Here's a tip for ya, pal: Van Gogh's Ear, whenever Steve DiCarlo is the jockey. The odds makers always sell him short, but when

DiCarlo's riding him, he never loses. You can bet the farm on them.

One thing you wanna be careful of is who exactly you're placing your bets with. I stick to betting at the track because I know it's safe, but there's plenty of other options, none of them good. Watch out for the guys promising big payoffs, because the bigger the promise, the more likely it's a made man. Or worse yet, somebody who wants to be a made man.

Don't be tempted, pal. You'll lose every time, and you'll wind up owing these people your skin. Don't think they won't come collect, either.

JANDT DISTRICT

This is the part of town the Swedes settled in way back when. These days, it's mostly upper middle class people, and they're not all named "Gunderson" anymore. It's what Little Ireland and the Lower East Side might look like someday. The biggest part of the Swedes that's still around is in the houses. I mean, just take a look. You'd have to go all the way to Stockholm to see houses like that someplace else.

As I said, this is where you live when you're young and successful but you haven't settled down yet. So basically, this is people who get paid a lot and never work up a sweat. They come home, drink cocktails, listen to the radio, read a book, and ball somebody different every night.

God, I hate these people. I don't care how good they tip.

If you keep driving past the nice houses, you start to think you're out of the City, and then you hit the last place you ever want to wind up: the State Home for the Criminally Insane. Yeah, I know the State Pen out on Webb Island has a worse rep, but at least most of the guys in there deserve to be.

You see, the State Home gets more money for every nutjob that gets committed there. It didn't take the guy who runs it, Dr. Darren Watts, to figure out he could just keep locking people up and pocketing the biggest chunk of it himself. Oh no, I can't prove nothing, and neither can anybody else. Anyone who could has long since been put away as crazy, and who listens to a crazy person, right?

So be careful, pallie. One step over the line and the next thing you know ol' Dr. Watts will have you in a rubber room. They like giving lobotomies and shock treatment up there, too. Keeps the patients real quiet, don't you know?

WHERE THE SIDEWALK ENDS

Well, we're out of City to see, and I'm out of breath and cigars. Where to now, pal? Airfield? Train station?

Ritz-Carlton Hotel, eh? Well, good to hear I didn't scare ya off.

Gotta warn you one last time, pal. After you've been in the City for a while, it's not so easy to leave. And be careful after dark. Things can get rough then.



You can't quite call them heroes—their white hats are really more like gray hats. Still, they usually try to do the right thing, even if it's for their own reasons, and that's as close to heroic as it gets in the City.

They've all got full M&M statistics (customized for the Noir setting, of course), in case your players want to take a nighttime walk in their shoes, or in case the Gamemaster wants to use them for special guest appearances. Mostly though, they're here to illustrate how to mix *film noir* and comic book characters. If the Gamemaster has no plans to use them, feel free to let your players read them over for inspiration.

LA BETE NOIRE

"Hail Mary, full of grace," she whispered into the basement chill. Memories raced through her mind like the drops of water falling crimson from her hands. Therese was shaking uncontrollably now, causing the sweat and tears to cross her face like spider webs.

"Little whore!" he yelled, as his leather soles slid across the damp manicured lawn. Despite her torn evening gown, the crying young

girl was outrunning him, and when she finally reached the elm grove, became one with the darkness. From her high perch, Therese watched it all, holding in her rage, her doubt, and her fear.

"Hail Mary, full of grace," Therese said. She'd never imagined blood stains were this hard to scrub off, but no matter. If she kept at it, her hands would come clean.

"Tramp! Where'd you go to?" he yelled between gasps for breath. Therese watched him, delicately clutching the sharpened end of the crucifix until he grabbed a tree limb for support. There, she threw it, nailing his palm to the branch with one quick motion.

"Hail Mary, full of grace," Therese said through clenched teeth. There was still blood underneath her fingernails. She scrubbed underneath them until they broke, and the blood she washed away was her own.

"You—you—bitch!" he shouted as Therese landed next to him like a black cat. He looked so helpless...afraid...bleeding...crying.... It looked familiar to Therese, and her hatred boiled over.

"Hail Mary! Full of grace!" The bright red stains were on her clothes now, so she tore at them. She hated her nakedness, but she had to make the blood go away.

"Crazy... dame. Look what you did!" he yelled.

THEY LIVE BY NIGHT: NOIR PERSONAS

"Au contraire, Monsieur Josephson. This is about what you did," Therese replied, "To Ruth, to Rebecca, to Mary, and how many more?" She drew her blade slowly, enjoying the metal-on-metal sound. The unsheathed saber caught the scattered moonlight falling between the branches, and Therese continued, "I have come to save them from you, and save you from yourself."

"Hail Mary! Full of grace!" Therese shouted, pleading, again and again. So much blood, in her hair, in her eyes—why won't it come out?

"Biiiitch!" was all Josephson could howl as the saber struck him below the belt. When Therese realized the deed had been done, she drew back in horror, and wasn't ready when Josephson grabbed her blouse with his free hand.

"Don't touch me! I won't let you touch me!" she cried, and on pure instinct shattered his nose with a single kick. After that, Josephson rained blood from above and below, and the red drops fell on Therese and everything else.

"Hail... hail..." Therese began, but she was spent: body, mind, and soul. For a long time, she sat naked and afraid, until at last Mother Mary took the pain away. How impossible life would be, she thought, if she weren't doing God's work.

BACKGROUND

Therese St. Claire and her twin sister, Camille, were pious young girls, kept from the convent only by Hitler's armies. The Nazis changed a lot of Frenchmen's plans, and the sisters joined their desperate run to safety. Eventually, the St. Claires traded

everything they owned for passage on a cargo ship to America, but at sea the crewmen took Therese and Camille's innocence, too. Therese dealt with the abuse by clinging to her faith; Camille dealt with it by throwing herself overboard.

Therese lost everything before reaching the City, but in no time at all, she was living what, from the outside, looked like a normal life. She became the best-known vintner in the City, and spent more time in Church than the priest. Her faith still couldn't cure her pain, though, and eventually it broke her psyche like a china doll. All she saw was men, always taking whatever they wanted from women, with no fear of God's wrath. In that, Therese would find her new way to serve Him, by making herself into His instrument of vengeance.

She continues to live one life surrounded by the upper class, and when the wine loosens their tongues, she hears all men have done and all women have suffered. Therese's alter ego, *La Bête Noire*, then punishes the men for their sins, always in an Old Testament "eye for an eye" way that guarantees they won't commit the same transgression twice.

LA BETE NOIRE

PL 6; Init +4 (Dex); Defense 16 (12 flat-footed); Spd 30 ft.; Atk +5 melee (+4L, Sword), +5 ranged (+4L, Throwing Knives); SV Dmg +2 (+4 with Evasion), Fort +2, Ref +4, Will +3; Str 12, Dex 18, Con 14, Int 13, Wis 16, Cha 16.

Skills: Acrobatics +9, Balance +9, Bluff +7, Diplomacy +7, Escape Artist +9, Hide +9, Language (English), Listen +7, Move Silently +9, Profession (vintner) +7, Sense Motive +7, Spot +7.

Feats: Attack Finesse, Attractive, Dodge, Evasion, Expertise, Improved Disarm, Improved Trip, Power Attack.

Powers: Strike +2L [Source: Training; Cost: 2 pp; Total: 4 pp].

Equipment: Grappling Rope [Swinging +5; Source: Super-Science; Cost: 1 pp; Total: 5 pp], Sword [Weapon +3L; Source: Super-Science; Cost: 1 pp; Total: 3 pp], Throwing Knives [Weapon +3L; Extra: Mighty Ranged Weapon; Flaw: Uses; Source: Super-Science; Cost: 1 pp; Total: 3 pp].

Reputation: +3.

Fatal Flaws: Therese uses a well-practiced act in public. She's always outgoing, exotic, charming, sophisticated, and—combined with her natural allure—she attracts a lot of men, most of them good ones. Her mania no longer lets her tell good men from bad, however; by the time she realizes she's met someone special, she's driven them away for good.

Being grabbed or held by a man brings back memories of the rapes, and causes her to lose control. She might go berserk, catatonic, or amnesiac, but the consequences for her and those she cares about are never good.

There's still something of the girl who couldn't wait to put on a habit inside Therese, and that part is horrified by what she's doing. *La Bête Noire* is more than a match for most rapists, stalkers and wife-beaters, but the battles she fights with her old self end in nasty draws. Therese often winds up inflicting harsh penances on herself, hurting both her and those around her.



THE BLACK BOWMAN

Bathory flashed a smile, broad and phony, as he lowered his glass. "I'll get to the point, then, Mr. Dean," he growled charmingly, "Where are you hiding Miss Madsen?"

"At the bottom of this martini," Dean quipped, tipping back his glass, "When I get there, I'll let her know you called."

Bathory laughed loud and unhappily "Ah, Mr. Dean, your wit more than lives up to its reputation. Whatever shall I do with you?" Dean quickly polished off his drink, before the impending threat ruined a damn fine martini. "You know of course, I could simply have Tor and Rondo compel you to talk," said Bathory, still maintaining the charm.

"Yah, boss, let Tor fix Mr. Robin Hood. Tor fix Mr. Robin Hood good." The plea rumbled out of Bathory's goon with a simple malice that was refreshingly straightforward. He and his twin were like walking eclipses, with hands that could break a man in two as easily as their backsides could a toilet seat.

Dean exchanged his empty glass for a lit Chesterfield, inhaling deep. "You know I don't sell out clients. Not before they sell me out, at any rate." The room grew darker as Bathory's thugs got closer, but Dean's words hit them like a brick wall. "Take another step and one of you gorillas loses an eye. Which one's it gonna be?" Bathory's thugs stopped dead in their tracks.

"You could have your cut-rate Franksteins kill me," he resumed, "but that won't get you the dame, will it? They could just put me in a hospital instead, but since I know they won't kill me, I still won't talk. And let me tell you happens next," Dean snarled.

He paused for a long last drag, and in one cloudy exhale said, "You'll come home from the opera some night, and when the streetlight bounces off your rosy red cheek, I'll have a dead aim on the side of your neck. Before you reach your front door, I'll have corrected for the breeze, but I'll give you a second to think about how you're home safe now. Then an arrow slices your carotid artery wide open, and you bleed to death in a minute, tops. Time it."

Tight-lipped and steely eyed, Dean leveled his cigarette at Bathory's neck, as if he were drawing a bead with it. Nervously, Bathory began to rub the phantom wound it inflicted. The silence deepened uncomfortably before a chastened Bathory said, "This isn't over between us, Mr. Dean. I want the girl and the items in her possession, and I will have them."

Dean shot back, "Lay off the dame, or I play William Tell." A faint smile appeared as he rose and muttered to Bathory, "And guess who gets to be the apple, pallie?"

BACKGROUND

The book on P.I. Jack Dean reads that he's tenacious as a pit bull, cunning as a fox, and tougher than nails. He's willing to stick his neck out for clients, and that makes him the P.I. of choice for people in the worst kinds of trouble. Dean's never above bending the law when it suits him, but when it's all on the line, he throws out the rulebook and does whatever it takes to keep himself and his client breathing. Lucky for Dean, working in a City where he's got as many enemies as allies on the police force, he knows how to cover his tracks.

Whenever Dean needs to do some dirty work, he disguises himself in night-dark clothes and settles accounts with his deadly aim and a longbow. Those he's helped nicknamed him "the Black Bowman." Those who've crossed him don't say much at all anymore.

THE BLACK BOWMAN

PL 6; Init +4 (Dex); Defense 15 (11 flat-footed); Spd 30 ft.; Atk +3 melee (+3S, Strike), +7 ranged (+4S/L, Bow); SV Dmg +2, Fort +2, Ref +4, Will +3; Str 13, Dex 18, Con 14, Int 12, Wis 16, Cha 12.

Skills: Bluff +5, Climb +5, Concentration +7, Diplomacy +5, Drive +9, Escape Artist +9, Gather Information +5, Hide +9, Intimidate +5, Jump +5, Move Silently +9, Profession (private investigator) +7, Search +5, Sense Motive +7, Spot +7, Swim +5.

Feats: Accurate Attack, Attack Focus (bows), Far Shot, Point Blank Shot, Power Attack, Precise Shot, Surprise Strike.

Powers: Strike +2S [Source: Training; Cost: 2 pp; Total: 4 pp].

Equipment: Flak Jacket [Armor +2; Source: Super-Science; Cost: 1 pp; Total: 2 pp], Longbow & Arrows [Weapon +4S/L; Power Stunt: Dual Damage; Source: Super-Science; Cost: 1 pp; Total: 5 pp] or .44 Magnum revolver [Weapon +5L; Extra: Multishot; Flaw: Magazine 6; Source: Super-Science; Cost: 1 pp; Total: 5 pp].

Reputation: +3.

Fatal Flaws: Like "the Black Bowman," Jack Dean is just another alias of one Edward Bennett. Before the war, Bennett was framed for murdering his fiancée Diane Glass, and framed so good he's got no chance in hell of escaping the chair if he's caught. He's covered his tracks well, but Fate won't let him hide from the past. It keeps crossing his path with people from his old life, looking for revenge or blackmail, and always tearing open a wound that won't heal.



Normally, Dean spots a liar the moment one walks through his office door, but memories of Diane make him a sucker for any dame with a sob story. Helping these broads routinely gets him shot, stabbed, beat up, or drugged, but Dean's smarts usually kick in before he plays the sap. The only lasting damage comes after he gets wise to a lady who'd taken Diane's place and realizes she's just another lying dame.

BOLT

"Ya got the briefcase, Kole? If you're here spoilin' my dinner without that goddamn briefcase, I will drop you and your buddy in the river. Ya hear me, Kole?" D'Annunzio roared between gulps of pinot grigio.

"The briefcase is right here," Max replied coolly. He held the brown leather bag higher so the candlelight could back up his story, careful not to let the scorch marks show. "Pay us and we're gone," he said, with intended finality.

"Ya take care of Solazzo?" barely escaped D'Annunzio's mouth before a forkful of linguini blocked the way behind it.

Max's already annoyed expression changed to a full-blown sneer as he replied, "Nahhh, we just asked him nicely and he handed the briefcase right over. He even gave us a ride over here."

Dave whispered to Max, "Awww, geez—Don't piss these people off!" as he began looking for the exits. He'd been down this road before, and knew what was coming next, even if Max didn't. "Goddamn, I need a drink," he mumbled to himself.



"Nobody likes a wise ass," grunted D'Annunzio, as he searched the wicker basket on the table in vain for a surviving breadstick.

"Pay us and we're gone," Max repeated.

D'Annunzio started to quake with laughter, sending a fried clam airborne. "Ya stupid bastards, ya get nothin'!" he bellowed, "Ya get to leave here on your feet, instead of in a box! Now, be missing!" Three of D'Annunzio's boys stepped out of the shadows with guns drawn, eager to open the front door with Max and Dave's heads.

Max moved first, faster than anything the mobsters had ever seen before—or would ever see again. From his raised fist came a vision of perfect, lethal beauty: a pure white arc leaping into one goon, and then another. It was the wrath of God unleashed on South 123rd Street.

Before the last thug could get off a shot, Dave's knee was between his stones. The goombah was still gasping for breath as Dave shoved him back across the pool table. While the goon fumbled for his gun, Dave picked up a cue-stick. When it finally broke on the thug's skull, Dave put it down again.

The fight over, D'Annunzio sat choking on his dinner and the smell of burning flesh. He didn't gag for long, as another blinding flash from Max's outstretched hand suddenly caused him to kick the oxygen habit altogether.

As smoke filled the restaurant, Dave asked, "Now what?"

"Well," Max thought aloud as he flipped through D'Annunzio's wallet, "there's enough here for a nice, healthful vacation outta the City." He picked up the briefcase. "And if we make sure the Feds find this, I bet it'll be a lot cleaner place when we get back."

Dave laughed in agreement, grabbing the bottle of pinot grigio as he followed Max out the back door. Today had been a disappointment, they both thought, but tomorrow wasn't looking too bad.

BACKGROUND

Most of Maxwell Kole's life story would fit on a gum wrapper. He grew up with nothing, until a long-lost relative named Uncle Sam put him in the pilot's seat of a B-17. Shortly thereafter, of course, the Krauts took that away, too. He spent the rest of the war as a guest of the Nazis. Just like all the times before, he was back to nothing.

During an unsuccessful attempt at tunneling his way out of Germany, however, Kole uncovered an old-looking ring, apparently made of solid gold. With dreams of a Manhattan lifestyle after the war, Max held on to it secretly until he got stateside. Once he got home though, he found he couldn't just cash in and move on.

Max got greedy, and his golden trip to Easy Street detoured to a craps game. That's when things got ugly. As usual when things turn south, Max wound up taking a swing at the nearest chin. He was as surprised as anyone when he threw a lightning bolt instead of a punch.

This was Max's first clue he had one weird hunk of jewelry on his hands.

The trouble is that Max just seems born to lose. Despite his best efforts, the ring hasn't been the ticket to Easy Street he thought it would be. Times are tough in the City; jobs are hard

to come by for guys whose skills are limited to flying bombers and electrocuting people. After all he's been through, Max still has nothing. This leaves Max the only man in the world who has a magic gold ring and still manages to be down on his luck. You can bet Fate's getting a good laugh out of that.

BOLT

PL 6; Init +7 (Dex, Super-Dexterity); Defense 19 (12 flat-footed); Spd 30 ft. (fly 30 ft.); Atk +4 melee (+1S, punch), +6 ranged (+6L, Energy Blast); SV Dmg +3 (+7 with Evasion), Fort +3, Ref +7, Will +1; Str 12, Dex 16, Con 16, Int 12, Wis 12, Cha 11.

Skills: Bluff +5, Intimidate +5, Listen +5, Pilot +13, Spot +5, Swim +5.

Feats: Aerial Combat, Attack Focus (ranged), Dodge, Evasion, Far Shot, Move-By Attack, Point Blank Shot, Rapid Shot, Sidekick.

Equipment: Magic Ring [Energy Control (electricity) +6; *Extras:* Energy Field, Flight; *Source:* Mystical; *Cost:* 3 pp; *Total:* 18 pp; Immunity (electricity); *Source:* Mystical; *Cost:* 1 pp; *Total:* 1 pp; Super-Dexterity +4; *Source:* Mystical; *Cost:* 3 pp; *Total:* 12 pp].

Reputation: +3.

Fatal Flaws: Max is looking for the one big payoff that leads to the easy life, or at least the share of it he earned dodging German flak. He won't do anything that harms somebody that doesn't deserve it, and all things being equal, he'll do the right thing. Unfortunately for him, his greed usually overwhelms his smarts. More often than not, he winds up working for the wrong people and in over his head, with only the ring to get him out of trouble.

Before he even got the ring, Max was cursed with a temper, in addition to being an incorrigible smart-aleck. He made no effort to avoid fights before, and now that he's able to electrocute people, matters haven't improved any. If anything, they've gotten worse; though he doesn't realize it yet, the ring's curse pushes its wearer to greater and more sudden acts of violence.

Max is loyal to a fault to his buddy, Dave Richmond. Dave's the only member of his bomber crew that survived both the crash and the P.O.W. camp. He's a good (if foul-mouthed) soul, and fiercely loyal to his old Captain. Trouble is, Dave's also a rummy, and not that bright a bulb when he is sober. That doesn't matter to Max, though; he feels obligated to look after Dave, no matter how much he has to bail him out.

DEAD MAN'S HAND

The knuckles were broken, he knew that for sure. Funny he didn't notice it sooner; he must've smashed them on that gunsel's jaw. Guinea greaseball tried playing tough guy after he got slugged the first time, so John hit him again, and kept on hitting him. A halfhour later, Mr. Tough Guy was crying like a finnochio, screaming, "Oh God, please don't kill me! Please don't kill me!" through his broken teeth.

Poor dumb bastard said he didn't know anything. At any rate, the poor dumb dead bastard doesn't know anything now.



It's gonna hurt like hell, John thought, but he was going to have to get his gloves off somehow. They hid the broken knuckles all right, but seeing as how they were dripping that goombah's blood and all, they'd probably draw some unwanted stares at the board meeting.

This focused him on the hour he'd spend pretending to care about quarterly earnings and dividends. That hurt worse than the jutting bones. Sounded strange, sure, but when the Mob wants you dead for reasons you don't know, your priorities change real fast.

Cash, dames, Havana cigars—it all meant squat to him now. John Davis was an animal now, prowling an asphalt jungle, trying to kill them before they killed him. If only he could find out who "they" were...

BACKGROUND

Hand after hand, millionaire playboy John Davis had all the Hcards. The usual yacht club poker night had turned into a hot date with Lady Luck, so he stayed in the game, leaving his tipsy father in the care of his chauffeur. Unexpectedly, Fate dealt the next hand, and John's father was handed a Death card not meant for him. The bomb in John's car was obviously a professional job. It was just as obvious that the City's dirty cops weren't going to catch hired killers.

John had no idea who in the Mob took a hit out on him, or even why. What he did know was the hitmen would keep coming back—sooner or later, he'd be a corpse. His only chance was to find out who wanted him dead and beat them at their own game.

To the world, John's a gutless rich boy, afraid to ante up and about to fold. Secretly, he walks the mean streets, searching for vengeance and the answers he needs to cheat Fate yet again. Fixated on the game of chance that spared his life and claimed his father's, John uses the alias Dead Man's Hand. From behind a mask, he deals a final hand to unlucky gangsters, gutting them with razor-edged playing cards.

DEAD MAN'S HAND

PL 6; Init +3 (Dex); Defense 14 (11 flat-footed); Spd 35 ft.; Atk +6 melee (+6L, Strike), +6 ranged (+6L, Throwing Blades); SV Dmg +6, Fort +4, Ref +3, Will +2; Str 16, Dex 16, Con 18, Int 10, Wis 12, Cha 14

Skills: Climb +7, Drive +7, Hide +7, Intimidate +10, Jump +7, Listen +5, Move Silently +7, Profession (businessman) +5, Sense Motive +5, Spot +5, Swim +7.

Feats: All-Out Attack, Endurance, Move-By Attack, Point Blank Shot, Power Attack, Rapid Shot, Rapid Strike, Sidekick, Takedown Attack, Toughness.

Powers: Running +1 [Source: Training; Cost: 2 pp; Total: 2 pp], Strike +3L [Source: Training; Cost: 2 pp; Total: 6 pp].

Equipment: Throwing Blades [Weapon +3L; Extra: Mighty Ranged Weapon; Flaw: Uses; Source: SuperScience; Cost: 1 pp; Total: 3 pp].

Reputation: +3.

Fatal Flaws: John's guilt and thirst for revenge have taken over his life, to the point that he's starting to enjoy the killing and the pain. As a result, his life—the life he once fought to save—is crumbling as he descends ever deeper into the criminal underworld. His inattention is ruining the industrial empire built by his late father, thus threatening his future as well. His growing obsession also threatens the real love he has for Dawn Jordan, a sweet, innocent gal who senses him slipping away and is desperate to hold onto him.

Dead Man's Hand has made a number of friends and allies in the underworld, mostly small-time crooks looking for a way out. Trouble is, these people tend to wind up dead. A couple inadvertently died in John's place, just like his father. Deep down, he's afraid Dawn or his trusted aide and driver Chen Kuang will be next.

KUANG

Chen Kuang has been the Davis family's chauffeur and bodyguard for years, and John's close friend and confidant for nearly as long. Kuang was home with the flu on the night John's father was murdered, and shares his friend's guilt over his death. As a result, he's just as committed as John to finding the killers—and to keeping his old friend alive.

At John's behest, Kuang usually stays behind the wheel of the getaway car, but he's more than ready to leap into action and help out in a more direct fashion when necessary. He is a master of Eastern martial arts; his hands are deadly, and he's not squeamish about getting them bloody when he has to.

Of course, it's not easy for him to just turn the other cheek when confronted with all the City's bigotry. He knows that lashing out in anger will do nothing but hurt his friend in the long run. He has therefore learned to control his temper—most of the time, that is.

KUANG

PL 5; Init +3 (Dex); Defense 17 (14 flat-footed); Spd 30 ft.; Atk +7 melee (+4L/S, Strike), +7 ranged; SV Dmg +2 (+3 with Evasion), Fort +2, Ref +3, Will +1; Str 12, Dex 16, Con 14, Int 13, Wis 12, Cha 9.

Skills: Climb +5, Drive +8, Hide +7, Jump +5, Language (English), Listen +5, Move Silently +7, Profession (bodyguard/chauffeur) +5, Spot +5.

Feats: Attack Finesse, Expertise, Improved Disarm, Improved Trip, Instant Stand, Move-By Attack, Rapid Strike.

Powers: Strike +3 [Power Stunt: Dual Damage; Source: Training; Cost: 2 pp; Total: 8 pp].

Reputation: +2.

LADY BANSHEE

Her cigarette made a pin-hole in the darkness. The glowing tip cast an orange tint on its smoke, a thin stream rising slowly from the dirty alley to the wide-open skies above. She found herself looking to the sky as well, searching for stars above a town that rarely let them shine. None of that mattered, though. In a few short hours, Maeve O'Rourke would be out from under that cloud of despair, following that gossamer trail out of the City and on to where her dreams were waiting.

The City was quiet, leaving her alone with the voice in her head—the one screaming from beyond the grave. Maeve didn't know how talkative Abigail Winthrop had been when the woman was alive, but she wished ardently that her ghost would shut the hell up now that she was dead.

"Find the bastard who killed me! Kill! Kill! Kill him!" Abigail cried.

Doing her best to ignore the unearthly wailing inside her head, Maeve told herself her days as a private dick for spooks were behind her. The big time was waiting for her now, and she'd never have to look back. Of course, with a ghost screaming in your head and a long wait ahead, confidence can turn to fear in no time.

Maeve had started the evening sure of her luck, that her ship had finally come in. By the time Stephen finally drove up, however, she'd polished off an entire pack of Luckys and turned into a bundle of nerves. He leaned his head out the car window and said, "Sorry I'm late, gorgeous. I had some business to take care of." He looked around for her suitcase. "Didn't you pack already?"

"I'm leaving everything behind. Everything." Maeve sank into the seat next to him. She got one last good look at the bright future ahead of her—the big clubs, radio, Hollywood movies—before Abigail's voice bled through the fantasy, drowning it in a crimson flood of pure hatred.

"Kill him! Kill the bastard! Make him die! Make him bleed!"

Maeve did her best to ignore it, but it was just too much. Surely this was a mistake. She vowed to prove the spirit wrong, to rid herself of this burden forever. They were about to round the corner when Maeve asked, "Stephen, are you married?" He slammed on the brakes. That told her everything she needed to know.

He took a deep breath and answered, "She never loved me, she loved my money. We were estranged. She even went back to using her maiden name." Stephen hung his head as he continued, "She was going to divorce me, and take everything I had left. I'd be broke, and, and..." He turned to face her, his eyes pleading. "Without that, how could I make you a big star?"

Maeve said nothing, and eventually Stephen looked away. There was a long pause before he spoke again, saying "She was worth a lot of money dead. We still had our life insurance—double indemnity. More than enough for you and me to be together..."

When he looked up again, Maeve was gone. In her place was a ghostly woman, otherworldly and beautiful beyond words, but with blood-red eyes that told him instantly his number was up. The ghost's scream shattered both Stephen's skull and the car windows, creating a kaleidoscopic shower of crimson and crystal. It then made its own reprise, as Stephen's lifeless head landed on the car horn.

An instant later, the banshee was gone. Maeve sat still in her place, covered in blood and glass. She couldn't muster a scream of her own at first, but once she did, she ran as fast as her high heels would allow. The City streets mocked her every step, until at long last she reached her dressing room. Once again, Maeve was all alone in the City, with no way out. The tears came easy, and didn't stop for a long, long time.

Michael's familiar knock finally stopped her sobs. "You okay in there? 'Bout time for your 12 o'clock set," he said concernedly.

Maeve swallowed her tears and answered, "Stall 'em for me. I gotta...gotta make myself pretty." A few Scotches later, and Maeve was feeling ready for the spotlight. The bloody evening gown and running make-up were dealt with in record time.

Her broken heart would take a lot longer.

BACKGROUND

All her life, Maeve O'Rourke wanted to be a star. Fate gave her looks and a set of pipes—everything she needed, except for the one big break that would put her in the lime-light. She thought she'd found her ticket to fame and fortune after her family gave her a pendant made from an Irish dolmen, a mystic stone gateway between the living and the dead. With it, she sang like an angel, and men fought over her like never before.

The drawback is that the pendant is still a portal to the world beyond. As long as she wears it, Maeve hears the cries of the City's murdered. They cannot rest until their deaths have been avenged, so to save her san-

ity, Maeve finds herself drawn to the seedier side of the City: a nightclub singer trying to play Sherlock Holmes. Once found, the murderers must face Maeve's nastier half: the mystical banshee spirit that haunts the pendant.

LADY BANSHEE

PL 6; Init +6 (Dex, Super-Dexterity); Defense 16 (10 flat-footed); Spd 30 ft. (fly 5 ft.); Atk +3 melee (+OS, punch), +6 ranged (+6L, Energy Blast); SV Dmg +4, Fort +4, Ref +6, Will +1; Str 10, Dex 14, Con 10, Int 12, Wis 12, Cha 16.

Skills: Bluff +13, Diplomacy +13, Listen +7, Perform (singing) +10, Spot +5, Taunt +13.

Feats: Attack Focus (Energy Control), Attractive, Far Shot, Identity Change, Point Blank Shot.

Equipment: Dolmen Pendant [Energy Control (sonic) +6; Power Stunt: Energy Blast; Source: Mystical; Cost: 1 pp; Total: 7 pp; Immunity (sonic); Source: Mystical; Cost: 1 pp; Total: 1 pp; Incorporeal +1 (affected by Energy Blast); Extras: Float, Immunity (suffocation); Source: Mystical; Cost: 3 pp; Total: 3 pp; Super-Charisma +4; Extra: Intimidating Presence; Source: Mystical; Cost: 2 pp; Total: 8 pp; Super-Constitution +4; Source: Mystical; Cost: 3 pp; Total: 12 pp; Super-Dexterity +4; Source: Mystical; Cost: 3 pp; Total: 12 pp; Ultra-Hearing; Source: Mystical; Cost: 1 pp; Total: 1 pp].

Reputation: +3.

Fatal Flaws: More than anything, Maeve wants to be rich and famous and get away from the filth and corruption of the City. This makes her an easy mark for any guy with a nice suit and a good line about taking her away to the big time. She likes to think she's manipulating them, and sometimes she's right. Mostly, though, she just winds up in bed with the wrong man—sometimes literally.

When Maeve plays detective, she relies on her above-average wits, a smart mouth, and looks to die for. In the process, she tells a lot of people what they want to hear, and plays a lot of guys for



saps. Not all of them take it so well, and take it upon themselves to make trouble for her down the line.

Maeve's taken to the occasional Scotch & water to quiet down the dead people invading her head. As time has gone on, the drinks have gotten more and more occasional, and the Scotch is starting to crowd the water right out of the glass.

The one person Maeve truly cares about is her boss, Michael O'Bannon. He gave her a start in show business, and she's still the headliner at his club, the Café Eire. Despite all his failed promises to make her a star, Maeve would do anything for him, short of giving up her dreams. That's been a real lucky break for Michael, because the Mob wants a piece of the club. So far, only Maeve's ghostly self has kept him out of a pair of cement overshoes.

THE NIGHTWALKER

Dr. Richardson stood freezing in the dockside cold, his numb hands struggling to keep hold of the portfolio. The cold continued to seep into his bones, and his shivering distracted him from the fog rising up from the shore.

"Chilly, or is it just nerves?" The voice leapt from the mist, followed by the slow, ominous beat of footsteps on the dock.

Richardson didn't recognize the voice, and the fear chilled him more than the cold. "Y-you're not Shalikashvili! W-who are you? What do you want?" he stammered at the fog.

"No, I'm not Shalikashvili. I don't share his taste for autoerotic asphyxiation—or didn't you know that about him?" replied the

voice. "One wonders why a spy would be so careless with his appetites. Far too easy for someone to strangle him to death and have it look like an accident."

The footsteps were louder now, but the pounding of Richardson's heart drowned them out. "M-money! I'll give you money! I have money!" he cried.

"Fifty grand, in an offshore account—I know. Unlike you, I do my homework, and I can't be bought," echoed the voice, seemingly from everywhere at once. Desperately, Richardson threw a quick glance to his left, only to feel the icy cold of a gun barrel pressed into his right temple.

"I'm over here," said the voice, "That will be your last mistake. You've sold out your country for the last time, you dirty Red son of a bitch." Richardson tried to identify his accuser, but the pistol wouldn't let him turn his head. All he could see out of the corner of his eye was grey fog, grey trenchcoat, grey scarf, and—looming largest—a gloved hand holding a .45.

"D-d-don't shoot me. Please," Richardson begged, with all the breath he could muster.

The gunman replied matter-of-factly, "No worries, there. Your college transcripts gave me a far better course of action." With one swift motion, he grabbed the confused Richardson by the collar and broke into a run. At the edge of the pier, the gunman stopped; Richardson did not. The icy cold river lent a curious register to the doctor's screams.

"Please correct me if your file is misleading, but that was a swim class you failed, was it not?" asked the gunman. He continued, "It's vital I know, because this is supposed to look like a suicide. 'Overcome with guilt after selling secrets to the communists'—that sort of thing." Richardson didn't answer, but when the black water quickly cut off his screams, the gunman got his answer anyway.

The Nightwalker holstered his .45 and made sure that the portfolio full of Dr. Fermi's notes followed Richardson to the bottom. The portfolio's fate would become yet another enigma to which only he knew the answer, and its disappearance would force the Powers That Be to become more vigilant for un-American bastards like Richardson. At last, events had reached the satisfying conclusion he'd orchestrated. The Nightwalker smiled, knowing this was going to make great copy.

BACKGROUND

Philip Warner's byline is on the biggest stories the *City Gazette* publishes, but he doesn't get the news by ethical—or even legal—means. Whenever the law gets in the way of a good story, Warner becomes the Nightwalker.

In addition to keeping himself out of jail, Warner uses the mask to enforce his own idiosyncratic code of justice. Criminals, communists, subversives, and anybody else who bugs him are all candidates for the Nightwalker's revenge and Philip Warner's next headline. There's more to Warner's game than just payback, however. He knows what makes good copy, and is prepared to do anything to deliver the sort of punishments people gladly pay a nickel to read about. If it means doing some "editing" of the real life events, so be it.



Warner's a deadly shot with his trademark pistols, but what makes him dangerous is the endless hours he spends studying up on his enemies. By the time he puts on the mask and opera cape, he knows his quarry better than they know about themselves. He knows all their weaknesses, how to exploit them, and how to turn them into another *Gazette* extra.

THE NIGHTWALKER

PL 6; Init +3 (Dex); Defense 14 (11 flat-footed); Spd 30 ft.; Atk +3 melee (+2S, punch), +5 ranged (+4L, Pistols); SV Dmg +2, Fort +2, Ref +3, Will +4; Str 14, Dex 16, Con 14, Int 14, Wis 18, Cha 13.

Skills: Bluff +5, Disguise +5, Escape Artist +7, Forgery +6, Gather Information +5, Hide +7, Intimidate +5, Listen +8, Move Silently +7, Profession (newspaper reporter) +8, Search +6, Sense Motive +8, Spot +8.

Feats: Ambidexterity, Attack Focus (pistols), Blind-Fight, Multishot, Point Blank Shot, Rapid Shot, Two-Weapon Fighting.

Equipment: Flak Jacket [Armor +2; Source: SuperScience; Cost: 1 pp; Total: 2 pp], Twin .45 Colt M1911 Automatic Pistols [Weapon +4L; Extra: Multifire; Flaw: Magazine 7; Source: SuperScience; Cost: 1 pp; Total: 8 pp], Smoke Grenades [Obscure +6; Source: SuperScience; Cost: 1 pp; Total: 6 pp].

Reputation: +3.

Fatal Flaws: Good reporters tend to be a little nuts, but when it comes to secrets, Warner's a full-blown screwball. His whole life is finding out something no one else knows, whether it's a murderer's identity or who took the last doughnut. This obsession destroys most of his personal relationships. Sooner or later, he digs up a "dark secret" about them and loses a good friend—or the love of a good woman.

There's no shortage of rich, powerful and corrupt people who'd love to see a muckraker like Warner silenced for good, and more than a few individuals have scores to settle with the Nightwalker. Between these two groups, Warner spends a lot of time on the run or hiding out. While he's savvy enough to handle most trouble, his small handful of loved ones and trusted associates isn't always so lucky. Those close to him often pay the price for his actions.

THE REVENANT

The lone, naked bulb cast a ghostly light inside the warehouse, but the shadows agreed with Floyd Stevens' rough features. Beads of sweat poured down his craggy face with each swing of the hammer, but even in the half-light, all he could think of was Kate and her gorgeous face. "Have you found it yet?" she demanded.

Floyd didn't get her impatience. One guard had already drank up his bribe by now, and the other had stared at Kate's gams a little too long to notice Floyd's trench-knife. Nothing could come between them and the dingus now. "I think this is it, angel face," Floyd said as he broke through the last crate-inside-a-crate. He was all-in, but Kate tore into the bundle inside with her blood-red nails, just like a bobcat.

Kate was breathing hard now, hypnotizing Floyd with the rise and fall of her breasts. He scarcely noticed when she whispered loud, "It's here!"

At first glance, the dingus didn't impress him. It was dirty grey, and looked like a kitten. Only its red gemstone eyes grabbed his attention, and even they paled compared to Kate, who clutched the statue like a drowning man on a life preserver.

"I seem to have arrived early—she hasn't betrayed you yet," said a voice in proper English tones. No one should've been able to get the drop on him like this.... He turned to see a well-dressed man, carrying a fancy cane like somebody from a newsreel. Cripple or not, Floyd wasn't about to let him get near Kate and the gems. He moved to settle things with his trench-knife.

No sooner did Floyd get to his feet than one sharp, precise blow from the Englishman's cane knocked the blade right out of his hand. Floyd grabbed his aching mitt, only to feel the Englishman's cane hook his ankle, and drop him face-first to the floor. Looking up through stars, Floyd saw Kate's perfect face as she stroked the statue's stony fur. He focused on those bottomless blue eyes, and hardly noticed when a blood-red ray of light from the statue cremated him in the space of a heartbeat.



"Oh, Phillip! Did he hurt you?" Kate gasped as she ran to the Englishman, "I have the statue! It's even more powerful than the legends describe!" She tried to wrap her arms around him, but she couldn't seem to let go of the statue long enough to do so. There simply wasn't room in her arms for them both.

"You weren't at the pier. Not that I expected you would be," Phillip replied. "The statue, if you please."

Kate's expression would've melted an iceberg as she cried, "Phillip, darling! I lied to keep you safe from Floyd! I was going to get the statue and then come for you, so we can be together! Oh, darling, you must believe me! I love you!"

A lifetime passed before Phillip replied, "Of course. Come closer, my dear."

Kate stepped towards him, smiling. Her face lit up like a starry night. It lingered in Phillip's mind long after the blinding flash of pure white light from his hands burned her to ashes.

He stood alone for a while before retrieving the statue from where it had fallen. A woman like Kate only came around once in a lifetime, but it would never have worked. He couldn't trust her before she got hold of the Lynx of Arbeitstadt—and its black magic got hold of her. There was no earthly way he could trust her afterwards. She was the most beautiful woman he'd ever seen, but Dr. Phillip Lazarus had a job to do. That was that.

BACKGROUND

Raymond Caldwell was a privileged, well-educated man, but he faced a firing squad just like any other deserter in the Great War. He was already dead inside, so this didn't bother him much, really; the trenches had already taken away everything he used to believe in. The fatal shots were just a formality. What he didn't count on was being brought back.

In time, Caldwell was resurrected by a secret mystical society called the Warders of the Gate. They enlisted him in their covert war against the diabolic powers of black magic. He was part of a world even more evil and irrational than before, but now he could do something about it.

Since then, Caldwell has taken on the new identity of Dr. Phillip Lazarus, Esoteric Investigator. As the Revenant, he has hunted down both the practitioners of the black arts and the monsters they bring

into this world. He isn't easily found, but people in the City who need his special kind of help always seem to find their way to his thirteenth-floor offices. After that, their lives are rarely the same again.

The one constant in Lazarus' life and work is his secretary and Gal Friday, Miss Patricia Miller. She's invaluable to his work and privy to all his secrets, and for that alone he'd do anything to protect her, even if he didn't love her like a big brother.

THE REVENANT

PL 6; Init +2 (Dex); Defense 13 (11 flat-footed); Spd 30 ft. (fly 30 ft.); Atk +2 melee (+4S/L, Sword Cane), +3 ranged (+6L, Energy Blast); SV Dmg +2, Fort +2, Ref +2, Will +4; Str 12, Dex 14, Con 14, Int 16, Wis 18, Cha 14.

Skills: Concentration +8, Diplomacy +6, Intimidate +6, Knowledge (mysticism) +7, Listen +8, Spot +8, Search +7, Sense Motive +8.

Feats: Assessment, Far Shot, Headquarters (Concealment, Defense Systems, Garage, Library, Living Space, Staff), Point Blank Shot, Trance.

Equipment: Seal of the Warders [Sorcery +6 (Animation, Comprehend, Energy Blast, Flight, Force Field, Illusion, Mind Control)]; **Flaws:** Concentration Required, Rote; **Source:** Mystical; **Cost:** 4 pp; **Total:** 24 pp; **Feats:** Detect (magic), Immunity (aging), True Sight, **Source:** Mystical; **Cost:** 1 pp; **Total:** 3 pp; **Sword Cane** [Weapon +3; **Power Stunt:** Dual Damage, **Source:** Super-Science; **Cost:** 1 pp; **Total:** 4 pp].

Reputation: +3.

Fatal Flaws: The late Raymond Caldwell was a romantic at heart, and that part of him lives on inside the Revenant. Deep down, he genuinely cares about the people he's trying to help, even if doing so leads him to trust someone he shouldn't. While the Revenant's motives show Caldwell's heroic nature, however, his words and actions display the deep cynicism of Dr. Lazarus.

Since joining the Warders, Lazarus has seen far too many "innocent" people literally sell their souls for the cheap rewards promised by black magic. Once corrupted by the black arts, Lazarus believes there's no redemption other than death. He shows no mercy to those who've succumbed to temptation, even people he cares deeply about. Despite his cold exterior, deep down this takes a heavy toll.

BEYOND A REASONABLE DOUBT: WHY NOIR IS NOT PULP

The genres we call "pulp" and "film noir" share origins in the cheap paper-stock periodicals common in the 1930s, the sort that gave the pulp genre its name. Because of their common roots some people confuse the two, but in reality, they have as much in common as a rose and a cactus.

The pulp genre is colorful. It's about larger-than-life heroes who learned mysterious powers in Far East, or who just happen to be the world's smartest man. Pulp villains are equally larger-than-life: mad scientists with fantastic gadgets, inscrutable Asian masterminds, and so forth. Pulp plots are often lurid, but in the end, the hero teaches the villain that "crime does not pay."

Film noir, on the other hand, is black & white, both literally and figuratively. There usually isn't a hero, and even when there is, he's deeply flawed. He battles small-time crooks and his own shortcomings for low stakes: the love of a beautiful dame, a few dollars, or just staying alive another day. The stories are very lurid, and in the end, Fate teaches the hero and the villain that crime—along with everything else in life—doesn't pay.

Unlike film noir, pulp is primarily a literary genre. Outside of a handful of features and serials, pulp never really made the transition to film. Film noir, on the other hand, is as much about visual style as it is about the literature that inspired the films in the first place.

In many ways, Noir nudges the genre a little closer to pulp by adding superpowers, magic items, and weird technology to the mix. However, a Gamemaster who stays true to the essential elements of film noir doesn't risk confusing the two. As long as things stay small-scale and downbeat, there will be no mistaking your hard-boiled gumshoe for any man of bronze.



Truthfully, some of the bad guys in *Noir* aren't much worse than some of the so-called heroes. That's part of the genre's charm: dramatically exploring how heroes aren't all perfect, and how villains aren't all monsters.

In this section, there's a few characters who fit this description. For the most part though, the heels in this section are just that. To be true to the genre, the villains ultimately have to show the heroes are better people, even if the margin of difference isn't that great. Even when this batch of characters kisses babies, donates to charity and is good to their pets, by the end of the story, there should be no mistaking them for the good guys.

We give you full *M&M Noir* statistics for all these public enemies, so don't let them go to waste. Give your player characters a shot at giving these creeps what they deserve.

BROTHER ALTON

Jesse Alton was a ragged, down-on-his-luck tent revival preacher who lived in constant danger of being blown away, along with everything else left behind in the Dust Bowl. He barely had enough money to carry his Quixotic crusade for the Lord from

town to town—mainly because he spent more time participating in sins than preaching against them.

When he finally lost his Bible in a stick-up after the robber couldn't find anything else of value on him, it seemed like the end of his staggering trip down the road to Damascus. The Lord wasn't done with Jesse just yet, however, or so it seemed. Drunk and desperate, he was wandering through a thrift shop when he found a book that looked to his whiskey-blurred eyes like a Holy Bible. Moved by the Holy Spirit, he plunked down his last two dimes for it.

It wasn't until later, when Jesse got within the range of sober, that he figured out that whatever it was he bought, it sure as Hell wasn't a copy of the Good Book. At first Jesse couldn't make heads or tails of the crazy writing in that old leather-bound book. Eventually, though, the ink on the pages rearranged itself into something he could read. Jesse kept on reading, and the book told him how to do things—some miraculous, and some very bad.

Before long Jesse hit the road again. Now he preaches what sounds like the Gospel, though really he's just saying what the voice that's taken up residence in his head tells him to say. With

MINISTRY OF FEAR: NOIR VILLAINS

the book in his hand, the crowds want to hear every word Jesse Alton has to say. The more people need help and guidance in their lives, the more they want to get it from Brother Alton.

This makes Jesse and the voice in his head both very happy. Jesse no longer has to do without clothes, food, or booze. There's also plenty of women, men, and children to take to his bed for "comforting." When the comforting is all done, Jesse lets the voice in his head take over, and it always says the right words to push these troubled souls right into the abyss.

BROTHER ALTON

PL 6; Init +1 (Dex); Defense 12 (11 flatfooted); Spd 30 ft.; Atk +3 melee (+OS, punch), +4 ranged (+6L, Energy Control); SV Dmg +5, Fort +5, Ref +1, Will +1; Str 10, Dex 12, Con 12, Int 10, Wis 13, Cha 12.

Skills: Bluff +11, Diplomacy +11, Hide +3, Intimidate +11, Listen +3, Move Silently +3, Profession (tent-revival preacher) +3, Spot +3.

Feats: Attack Focus (Energy Control), Minions, Point Blank Shot, Skill Focus (Diplomacy).

Equipment: Cursed Book [Energy Control (fire) +6; *Extra:* Energy Field; *Source:* Mystical; *Cost:* 2 pp; *Total:* 12 pp; Mind Control +6; *Extra:* Mind Blank (victim rationalizes effects); *Flaw:* Restricted—Gaze; *Source:* Mystical; *Cost:* 2 pp; *Total:* 12 pp; Super-Charisma +4; *Extra:* Intimidating Presence; *Source:* Mystical;

Cost: 3 pp; *Total:* 12 pp; Super-Constitution +4; *Source:* Mystical; *Cost:* 3 pp; *Total:* 12 pp].

Reputation: +3.

Fatal Flaws: Most of Brother Alton's ever-growing flock can't possibly believe anything bad about him. They have faith that he honestly tried to help those who later killed or mutilated themselves, and any baby born to a parishioner that looks like him is just a coincidence. In any case, Jesse stays on the move too much for these incidents to add up in any one place. There are exceptions, though; one of the few things that still scares Jesse is an angry man whose kin he violated.

If Jesse could keep his excesses in check, he could skate away from his sins forever. Naturally, though, that's just not how things work around here. The voice in Jesse's head keeps pushing him to ever-more depraved acts, and it's shaking his previous faith that he was doing the Lord's work, albeit in a very mysterious way. When his conscience threatens to rise from the dead, he drinks even more than usual; this makes him both more vulnerable and more dangerously unpredictable.

Jesse's spending more time in and around the City, but he's almost out of abandoned storefronts, vacant halls, and empty lots to use as pulpits. The voice wants him to go back to the Dust Bowl, where it all began—where everyone Jesse cares about lives. By the time he gives in and heads back home, he may or may not be able to say no when the voice tells Jesse to hurt the ones he loves the most.

THE BUTCHER

Frankie Bertello was always the biggest kid in his class, and the biggest bully besides. Some kids grow out of that eventually, but for Frankie, it was his life's true calling. Lucky for him, professional leg-breakers were in high demand in his neighborhood. It wasn't like the college recruiters were fighting over a guy like him anyway. He wound up making his bones by the time most guys get their first kiss. Frankie didn't have brains, but he did have style. His trademark was his meat cleaver, and with it he earned the nickname "the Butcher."

Frankie became the guy all the Turturro Family *capos* called when they wanted to send a message and have somebody maimed real good, or maimed and then killed. In no time at all, Frankie got rich; rich enough to make even a guy like him look classy. Somewhere along the line though, someone got even with Frankie in a big way. Whoever they were, they slipped something into one of his many gin & tonics, something no doctor had ever seen before. It was a drug, a chemical or something, but whatever it was, it's gradually making Frankie bigger, stronger, and deadier.

The doctors can't even be sure how long Frankie's got left to live. If that wasn't complicated enough, he's still at the Mob's beck and call. He needs to keep the cash coming in to keep the doctors working on a cure, and if he refuses the *capos*, they'll put him six feet under long before the drug ever does. His cozy old life is now a desperate chase. Every second he's not busy killing someone else, he's looking for whoever poisoned him, revisiting his own bloody past and trying to save his own life.



THE BUTCHER

PL 6; Init +1 (Dex); Defense 11 (10 flat-footed); Spd 30 ft.; Atk +9 melee (+12L, Meat Cleaver), +6 ranged (+4L .45 M-1928 Thompson); SV Dmg +6, Fort +6, Ref +1, Will +1; Str 18, Dex 12, Con 14, Int 8, Wis 12, Cha 12.

Skills: Drive +5, Intimidate +5, Language (English), Listen +5, Profession (mob enforcer) +5, Spot +5.

Feats: Chokehold, Power Attack, Rapid Takedown, Point Blank Shot, Takedown Attack.

Powers: Super-Constitution +4 [Source: Super-Science; Cost: 4 pp; Total: 16 pp], Super-Strength +4 [Power Stunt: Lethal; Source: Super-Science; Cost: 4 pp; Total: 18 pp].

Equipment: Meat Cleaver [Weapon +4L; Source: Super-Science; Cost: 1 pp; Total: 4 pp] or .45 M-1928 Thompson submachine gun [Weapon +4L; Extra: Autofire; Flaw: Magazine 50; Source: Super-Science; Cost: 1 pp; Total: 4 pp].

Reputation: +3.

Fatal Flaws: The Butcher's always been a good soldier, and becoming a made man was like winning a Nobel Prize for a street guy like him. Now that he's being fitted for a pine box, thought, Frankie's priorities have changed. So far, he's managed to keep things in balance, but as his sand starts to run out, he's going to have to make a choice between his life and the bosses' wishes. Unfortunately for Frankie, the people he works for don't take excuses, but they do take the thumbs (and lives) of the guys who make them.

Over the years, Frankie's hurt a lot of people, bad. At least one of them hated him enough to poison him with God-only-knows-what, and will probably try again if Frankie somehow manages to cheat death. Somebody with that kind of brains, money, and thirst for revenge is someone even the Butcher's afraid of.

Besides the guy who looks like he'll be Frankie's killer, the Butcher has made high-ranking enemies in all the City's other mobs. Some of them would put a knife or a bullet in him just for payback, but most don't want to risk angering Don Turturro by putting a hit on his number-one guy. If and when word gets out that Frankie's sick and dying, however, it'll be open season for guys trying to bump him off and make it look like a suicide.

COUNT BATHORY

To meet the Devil, most people die and go to Hell; others have only to make the acquaintance of Count Tomás Bathory. On the surface, he's only a "humble dealer in antiquities" as he dubs himself, and he's more than charming and cultured enough to make just about everybody fall for it. It's the poor suckers who try to cut a deal with him that see the truth—or at least, as much of it as Bathory ever shows.

Nobody knows for sure if he's really a Count or even a Bathory, but he claims both the title and kinship to the infamous Countess Elizabeth Bathory, who tried to stay young forever with black magic and bathing in the blood of murdered virgins. It's



his stated goal to reclaim the dark, sorcerous legacy of his family, using any means at his disposal.

In addition to dealing in mundane antiques on both the open and black markets, Bathory uses his business as a cover for acquiring items of mystical power. He's happy to play the suave European and con the unsuspecting out of their sorcerous artifacts. On occasion, he even pays for them. Theft is never out of the question, either.

Things get interesting when Bathory crosses wits with someone who won't do business with him. Sometimes the item he wants has sentimental value to the owner, and sometimes the intended mark sees right through Bathory's act. Every now and again, he even happens upon someone who wants to keep an arcane object for the same reason Bathory wants to take it. That's when the real Count makes his appearance. He never stops being outwardly charming, and never stoops to lying. Other than that, the gloves are off. He's got truckloads of money, a small army of paid thugs, and a collection of powerful relics loaded with the blackest black magic. In short, he's about as dangerous as it gets.

This is not to say he can't be beaten at his own game. Above all else, Bathory is committed to self-preservation. He knows to cut his losses and walk away when things are not going to go his way. No more resources are wasted nor blood spilt than absolutely necessary; at the end of the day, characters may even walk away from an encounter, so long as Bathory no longer sees them as a threat.

COUNT BATHORY

PL 6; Init +2 (Dex); Defense 13 (11 flat-footed); Spd 30 ft.; Atk +1 melee (+2L, Blade of the Bathorys), +4 ranged (+6L, Energy Blast); SV Dmg +1, Fort +1, Ref +2, Will +4; Str 11, Dex 14, Con 12, Int 16, Wis 18, Cha 16.

Skills: Concentration +8, Diplomacy +7, Innuendo +7, Intimidate +7, Knowledge (mysticism) +7, Listen +8, Profession (antiques dealer) +8, Search +7, Sense Motive +8, Spot +8.

Feats: Assessment, Attack Focus (Sorcery), Minions.

Powers: Gadgets +6 [Source: Mystical; Cost: 1 pp; Total: 6 pp].

Equipment: Blade of the Bathorys [Sorcery +6 (Comprehend, Create Object, Energy Blast, Flight, Force Field, Invisibility, Mind Control)]; **Flaws:** Concentration, Rote; **Source:** Mystical; **Cost:** 4 pp; **Total:** 24 pp; **Weapon** +2L; **Source:** Mystical; **Cost:** 1 pp; **Total:** 2 pp].

Reputation: +4.



Fatal Flaws: While Bathory doesn't bear grudges, the people he's wronged aren't always as generous. Not all of them are as dangerous as he is, but they do seem to have a knack for showing up whenever they can do the most damage to his schemes.

While he is outwardly a very controlled (and controlling) individual, the mysterious Lady Anaka runs through his veins like a sweet poison. The two are unfriendly rivals when it comes to acquiring magical items. Bathory claims to detest her. He speaks the truth, but he wants her in his bed even more than he wants her to disappear. The bad news for Bathory is that Anaka knows this; no matter how many times she betrays him, she can still play him for a sap.

THE DIRECTRESS

Back in the 30's, Veronica Crawford used to be the toast of Hollywood: "The Face that Launched a Thousand Films." She had money, looks, and fame, but lousy taste in men. No one could figure out what she saw in a low-life crumb like Mickey Moore, especially after he started slapping her around. She'd leave him, of course, but all it took was an apology from Mickey to get her to come back. That is, until the day Mickey really lost it, and a steaming hot pot of Earl Grey tea took away Veronica's looks and fame. After that, Mickey went to prison and she went crazy.

There's no room in Hollywood for burnt-up freaks, so Veronica, her fortune, and her hangers-on retired to her mansion on the City's outskirts. The movies were through with Veronica, but she wasn't quite done with making pictures. It had sunk in that she was done as a leading lady (even though her mind's eye never sees her disfigurement or encroaching age), but in her twisted psyche, this setback became just the opportunity she'd been waiting for: the chance to direct her own movies. With the help of her own little personality cult and long green, she set out to film whatever caught her fractured fancy in the City.

As she roamed the City "scouting locations," her world began to change. People that used to avoid her now did whatever she wanted, and everyone who used to call her delusional now saw the world the same way she did. And when these people started to tell her things, she began to learn secrets—deep, dark, dirty secrets.

Veronica continues to shoot her ever-evolving film epic, fixating on constantly changing items and people and using her mental powers, cash, and outright blackmail until she gets what she wants on film. Her demands might be as simple as one close-up shot of a rare flower, or as complicated as forcing an innocent bystander into a series of torrid love scenes with a total stranger, also "cast" by her. These demands never add up to anything cohesive (at least to anyone else), and are subject to her own hazy recollections. She only knows that she needs that shot and she simply must have it, even if it's bad for her. Just like in her Hollywood days, she doesn't take no for an answer.

Veronica is assisted in her productions by a small band of people only slightly less crazy than she is, all blinded by the afterglow of her fading former fame and her powers. Some others are afraid of her, and are being blackmailed just like many of her films' unwilling stars. Of them all, only Erich, her longtime butler, truly loves her, so much so he'll do anything to keep her life of illusion from being shattered.

THE DIRECTRESS

PL 6; Init +1 (Dex); Defense 14 (13 flat-footed); Spd 30 ft.; Atk +0 melee (+OS, punch), +1 ranged; SV Dmg +1, Fort +1, Ref +1, Will +1; Str 10, Dex 12, Con 12, Int 10, Wis 12, Cha 18.

Skills: Bluff +8, Disguise +8, Hide +5, Listen +5, Move Silently +5, Perform (film actress) +8, Spot +5.

Feats: Sidekick.

Powers: Illusion +6 [*Extra:* Area; *Flaw:* Limited—Only Creatures; *Source:* Psionic; *Cost:* 2 pp; *Total:* 12 pp], Mental Blast +6 [*Extras:* Mental Assault, Psychic Sedation; *Source:* Psionic; *Cost:* 5 pp; *Total:* 30 pp], Mind Control +6 [*Source:* Psionic; *Cost:* 2 pp; *Total:* 12 pp].

Reputation: +4.

Fatal Flaws: Veronica's become such a pathetic, needy creature, you'd think she suffered some new devastating personal loss on a daily basis. The truth is, though, there's a difference between the superficial state of "more, more, more" she learned in Hollywood, and the very real wounds she's suffered. The spoiled movie star act just hides from what she fears the most: the real world.

Any reminder of the fact that she's a horribly scarred, forgotten has-been (or of the abuse Mickey Moore inflicted on her), and Veronica crumbles like a house of cards. She's not pretty anymore, but nothing's as ugly as the times when her world of 35mm illusion crumbles and she actually has to feel all the pain she's suffered. Only Erich can calm her down then, and usually not until after she's done something terrible to herself. She's also vulnerable to anyone who helps feed her delusions. Not many people are skilled enough and heartless enough to pull it off, but anyone who can play along with Veronica's self-image that she's still a gorgeous Hollywood star now filming the greatest movie of all time can get close to her—close enough to hurt her, possibly to destroy her.

The other major complication in Veronica's life stems from the things she's captured with her camera. Murders, robberies, kidnappings, extramarital affairs—she's got them all on miles of film stashed in her mansion. Some of the people she's blackmailing would give anything to see the incriminating film destroyed, and several other powerful people who suspect she's got something on them would do likewise. Veronica can take of herself, but despite her dementia, she's still quite guileless. That puts her at a severe disadvantage against some of the people she's got the goods on.

ERICH

Erich von Murnau's family was part of the old German aristocracy. They just managed to escape Hitler's Germany with their lives and the clothes on their backs. They were poor and suffered like most people during the Depression, but they stayed alive, thanks in no small part to him. He grew up to be a big boy with fists to match, and he learned to use them well. Eventually, Erich's toughness brought him to the service of Hollywood royalty—the one and only Veronica Crawford.

Erich fell desperately in love with her from the first, but never felt even close to being her equal. Instead of confessing his love, Erich dedicated himself to her needs and wants. He was always there for her when she shed a tear, and Mickey Moore made her shed plenty. Erich's been at her side ever since.

Deep down, Erich knows how insane Veronica has become, but he loves her too much to see her as a danger to anything but herself. It would kill his soul as surely as it would kill hers to see her illusory world shattered, so he does everything he can to shield her from reality and make sure she stays in her fantasy world undisturbed. He's still in touch with reality, but loses all his better judgment when it comes to his mistress. Erich is way past the point of hesitating to do anything for his beloved Veronica. He'd lie, cheat, steal, or kill for her—and in fact, already has.

ERICH

PL 5; Init +1 (Dex); Defense 16 (15 flat-footed); Spd 30 ft.; Atk +8 melee (+5L, Strike), +6 ranged (+3L, 9mm Luger P-08 automatic pistol); SV Dmg +5, Fort +3, Ref +1, Will +1; Str 16, Dex 13, Con 16, Int 10, Wis 12, Cha 12.

Skills: Drive +5, Intimidate +5, Jump +7, Language (English), Listen +5, Profession (bodyguard) +5, Spot +5.

Feats: Chokehold, Improved Grapple, Power Attack, Rapid Takedown, Takedown Attack, Toughness.

Powers: Strike +2L [*Source:* Training; *Cost:* 2 pp; *Total:* 4 pp].

Equipment: 9mm Luger P-08 automatic pistol [Weapon +3L; *Extra:* Multishot; *Flaw:* Magazine 8; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 3 pp].

Reputation: +1.

LADY ANAKA

Even in the big cruel City, there's still no shortage of men ready to play knight in shining armor for a pretty dame in distress. That's just what Michelle Lyons counts on. It's not that she's incapable of taking care of herself or anything. Guys just practically beg to be suckers for her—who would she be to turn them down?

The thing is, when you play so many people for fools, sooner or later you start to fool yourself. At this point, it's a wonder she can keep track of all the lies. She manages to keep it straight somehow, though, but eventually everyone's luck runs out.

Michelle's usual story goes something like this. When she needs a new guy to play the sap for her, she turns on the waterworks and tells a tragic story about being forced to work for her rich, powerful and ruthless boss, "Lady Anaka." Anaka, she says, deals in black market Egyptian antiquities. If Michelle fails in her current job, Anaka will have her killed. Of course, if a good man were willing to help her, she'd do just *anything* to show her gratitude. In the end, this usually gets her the stuff she wanted and him killed, which is exactly how she planned it. If you haven't figured it out yet, this is because Michelle Lyons and Lady Anaka are one and the same.

Lady Anaka developed a taste for artifacts when a previous mark told her the ancient Egyptians had discovered the secret of eternal youth. She decided she had to have it, no matter the cost (unfortunately for the mark, he was expendable by the time she was done with him). The secret still eludes her, but she's uncovered a few other powerful black magic items from the land of the pharaohs along the way, with each new discovery spurring her on.



As time goes by, however, Anaka's becoming truly obsessive in her search. There's nothing she wouldn't say or do to stay beautiful forever; everyone she meets is just a means to that end. What makes her truly deadly is that despite this obsession, she's able to keep it in check just long enough to maneuver some sucker into getting her exactly what she wants.

LADY ANAKA

PL 7; Init +2 (Dex); Defense 13 (11 flat-footed); Spd 30 ft.; Atk +1 melee (+OS, punch), +3 ranged (+4L, Pistol); SV Dmg +1 (+2 with Evasion), Fort +1, Ref +2, Will +2; Str 10, Dex 14, Con 12, Int 14, Wis 14, Cha 18.

Skills: Bluff +13, Diplomacy +10, Hide +6, Knowledge (mysticism) +5, Listen +5, Move Silently +5, Search +6, Sense Motive +6, Spot +6.

Feats: Assessment, Attractive, Dodge, Evade, Point Blank Shot, Skill Focus (Bluff), Surprise Strike.

Powers: Gadgets +6 [Source: Mystical; Cost: 1 pp; Total: 6 pp].

Equipment: Scarab of Nefertiti [Drain Constitution +6; Extras: Duration, Slow Recovery; Flaws: Device; Source: Mystical; Cost: 3 pp; Total: 18 pp; Super-Charisma +4; Source: Mystical; Cost: 2 pp; Total: 8 pp], 7.62mm Tokarev TT-33 automatic pistol [Weapon +4L; Extra: Multishot; Flaw: Magazine 8; Source: Super-Science; Cost: 1 pp; Total: 4 pp].

Reputation: +4.

Fatal Flaws: Anaka lives a life that's pretty hard and cold, and no one can do that forever. Somewhere out there in the big City is the one man for whom she'll fall head over heels. She hasn't met him yet (it might even be a player character), but it will happen.

It won't be enough to make her into a good little girl or take her mind off immortality, but it will make for one person she won't betray. In her line of work, that's a dangerous risk.

Worst of all for Anaka, it still leaves a lot of men who lost their hearts, marriages, freedom, and bank accounts because of her. To make matters worse, every day she lives adds to their numbers. Not all of them are as deadly as her hated rival Count Bathory, but they do keep her on the run. From time to time, one manages to catch up with her. That's when things get interesting.

Unlike the more cautious Bathory, Anaka's greed gets the better of her when she comes across a mystic relic. Little things like curses mean little to her until she becomes the victim of one. At times like that, she has no choice but to turn to Bathory (or the player characters) for help they may have good cause to withhold, based on her past history.

THE SILVER KNIGHT

Jimmy O'Riordan was a fresh-faced City beat cop when Prohibition ended. It took with it the bootleg whiskey that was keeping his old neighborhood going. Between that and the Depression, the hard times got even harder; the desperate turned ever more to crime, while decent people looked for a hero. They found one in young Jimmy.

To this day, people in the old neighborhood still talk about how Jimmy ran in and out of the burning tenement building on 122nd Street, rescuing people from that old rat trap until the fire department showed up. From that day on, Jimmy was the old neighborhood's guardian angel, "the Silver Knight" they could count on to help with anything, be it a cat up a tree or gangs of young toughs roaming the streets.

Time passed, and the Silver Knight got himself a wife and an apartment full of kids. He got older, tired, and fatter. He also got tired of being the only poor, honest cop on the beat, and eventually took the Mob's money and a promotion to Detective.

The young, idealistic Jimmy finally gave way then to the older, "realist" Jimmy. He didn't have to waste his time dealing with gangsters murdering each other, or the people who happily paid the Mob for whores, numbers, or drugs. Finally, he could afford some nice things for his wife and kids, and all he had to do was turn his head or misplace some evidence every now and again.

Best of all, when the people in the old neighborhood really needed his help, he could still be "the Silver Knight" for them. When Jimmy wasn't busy on the take, he was still a damn good cop who could find out where all the bodies were buried before the gravediggers finished the job. That's the reason the Mob wanted him on their side in the first place: to keep its secrets safe, and use Jimmy and his badge to dig up everybody else's.

So even though "the Silver Knight" has more than a few layers of tarnish, he's still trying to walk the tightrope between looking out for his old neighborhood and not crossing his real bosses. Good thing for Jimmy he was born with the luck. He chalks it up to the saints and keeping the leprechauns full of whiskey, just like his grandmother from the Old Country always taught him.

In short, Jimmy's a cop in good standing who uncovers truths for the Mob, has an open mind about magic and miracles, and is damn near invulnerable thanks to his unnatural good fortune. In short, he's a player character's worst nightmare.

THE SILVER KNIGHT

PL 6; Init +1 (Dex); Defense 12 (11 flat-footed); Spd 30 ft.; Atk +2 melee (+1S, punch), +2 ranged (+3L, .38 Colt Police Special revolver); SV Dmg +1, Fort +1, Ref +1, Will +4; Str 12, Dex 12, Con 12, Int 13, Wis 18, Cha 14.

Skills: Diplomacy +6, Drive +5, Gather Information +6, Hide +5, Intimidation +6, Listen +8, Move Silently +5, Profession (police detective) +8, Search +5, Sense Motive +8, Spot +5, Taunt +6.

Powers: Luck +6 [*Extra:* Jinx; *Power Stunt:* Counter Luck; *Source:* Mystical; *Cost:* 6 pp; *Total:* 38 pp].

Equipment: .38 Colt Police Special revolver [Weapon +3L; *Extra:* Multishot; *Flaw:* Magazine 6; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 3 pp].

Reputation: +6.

Fatal Flaws: Jimmy always looks out for family, especially his wife Dolores and their five kids. He spends most of his declining energies trying to keep them all fed and clothed, and the rest trying to solve problems for his parents, siblings, aunts, uncles, and cousins. It's for their sakes that Jimmy doesn't risk angering the Mob. He fears the inevitable day when he's asked to do something that violates the last of his principles.

The stress, the whiskey, the weight, the three packs a day and middle age are starting to get to Jimmy. He's had some scares already, and it's only a matter of time before his ticker gives out for real, maybe for good. Even a guy with the leprechauns on his side can't keep death at bay forever.

THE STILETTO

There are plenty of killers and would-be killers in the City. Some even do it for a living. Most of that breed do it because it makes them feel big and powerful; a few of the better ones do it for the money. Antonio Sposato, on the other hand, kills for a living because to him it's better than sex. If you think that's enough to call him weird, consider that Tony doesn't use a gun. As the nickname implies, Tony "the Stiletto" Sposato is strictly a blade man.

It's an old habit for Tony. When he first started running numbers for the Mob, he was too poor and little to get his hands on a gun. It didn't take too many beatings before Tony got his hands on a knife and got real handy with it. He made his bones in the Friese Family on a job he wasn't supposed to come back from. Much to his bosses' surprise, the blade man kept coming back alive until he became one of the most feared hitmen in the underworld. Tony got rich in the process, but the main thrill for him never changed from when he was a poor, dumb kid: sticking a knife in someone and watching them bleed.

Tony himself has become just like his nickname. He's cold and completely unfeeling. Between jobs, he sits in his dingy apartment just like a tool sitting on a shelf, waiting to be put to use. Lucky



for him, it's never long before Don Friese wants somebody else dead from acute knife poisoning.

THE STILETTO

PL 6; Init +5 (Dex); Defense 19 (19 flat-footed); Spd 35 ft.; Atk +7 melee (+4L, Stiletto), +11 ranged (+4L, Stiletto); SV Dmg +2, Fort +2, Ref +5, Will +1; Str 14, Dex 20, Con 14, Int 10, Wis 12, Cha 10.

Skills: Climb +6, Drive +9, Hide +9, Jump +6, Listen +5, Move Silently +9, Profession (hitman) +5, Spot +5.

Feats: Attack Focus (Thrown Stiletto), Far Shot, Point Blank Shot, Power Attack, Quick Draw, Rapid Shot, Surprise Strike.

Powers: Combat Sense +5 [*Source:* Training; *Cost:* 1 pp; *Total:* 5 pp], Running +1 [*Source:* Training; *Cost:* 2 pp; *Total:* 2 pp].

Equipment: Black Armored Trenchcoat [Armor +2; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 2 pp; Blending +2; *Source:* Super-Science; *Cost:* 1 pp; *Total:* 2 pp], Stiletto [Weapon +2L; *Extra:* Mighty Ranged Weapon; *Power Stunt:* Penetrating Attack (-4 to Damage Save rolls); *Source:* Super-Science; *Cost:* 2 pp; *Total:* 6 pp].

Reputation: +3.

Fatal Flaws: Even for a cold-blooded hitman, Tony's a strange guy. He rarely has anything to do with people, speaks very little, and smiles even less. When he's not menacing somebody, he gives off the aura of a remorseless murderer. It even creeps out his fellow mobsters. In game terms, he has the Disturbing weakness (but gets no additional points for it, since it's a Fatal Flaw).

It's a good thing Tony keeps such a low profile, because his trademark stiletto hit jobs would otherwise draw a straight line right to him for the cops and the other mobs to follow. In any case, there's plenty of people—some even more dangerous than he is—who'd gladly kill Tony, either for revenge or just because he's such a creepy little bastard almost all the time.

APPENDIX I: META-4 NOIR

Gamemasters interested in using elements of the Meta-4 setting (detailed in *Crooks!*) in a *Noir* game can use the following characters and ideas, although they're set in a time period earlier than most *Noir* campaigns.

ARCADIA, JEWEL OF THE WEST

In the 1920s, the city of Arcadia became known around the world. The founding fathers of the city had courted only the most prestigious architects, the greatest craftsmen, and the wealthiest industrialists to create what they called "the city of tomorrow." The unbound prosperity of the times brought with it an optimistic vision for the future. Investors were eager to capitalize on new growth, and they brought their wealth to the sunny west coast. Arcadia became a bustling city nearly overnight with wondrous technological marvels, a subway system to rival New York and Paris, and a thriving local economy. The old money families of the east coast wintered in sunny Arcadia, and the well-respected Arcadian University brought a host of well-to-do students. Its planners championed Arcadia as a model city, a modern utopia of the American west.

The stock market crash of 1929 hit Arcadia harder than many other large cities. The unchecked growth earlier in the decade had stretched the city's coffers to the breaking point. As the new decade dawned, the gloss of Arcadia's utopian idea became tarnished with crime, poverty, and despair. The fantastical futuristic buildings, massive factories, and grand transit system fell into disrepair. Those structures not yet completed were left to rust in the rain, funding for them swept away with the losses in the stock market. The gap between the haves and the have-nots was never so obvious. Some industrialists managed to carefully keep what remained of their wealth, while others, recruiting the very people they once employed to build the city and its wonders, turned to organized crime.

Arcadia quickly saw the birth of a new kind of criminal. One who used his genius and wealth to control vast gangs, orchestrate massive robberies, and devise horrific instruments of science gone mad. These were the science villains. Colorful names and ostentatious costumes served to separate them from the common crook. Their bold, outrageous crimes shocked the entire citizenry.

But all was not lost. Out of the back alleys, private clubs, and lavish estates rose heroes willing to combat such evildoers. Foremost among Arcadia's new heroes was the Scorpio Circle. Brought together by Doc Mesmer and his bene-

factor, Carson Welles, the Scorpio Circle recruited the best and brightest of the city's vigilantes, mystery men, and crime-fighting daredevils. Although the Circle's membership changed throughout the years, one thing did not: their dedication to helping the common man with their uncommon powers. With that goal in mind, the Scorpio Circle wrested control of Arcadia from the death-grip of crime.

MR. MYSTERY

"You will face the same fate as all murderers... DEATH!"

Prior to the 1930s, costumed crime-fighters, and criminals were an oddity, chalked up as lunatics with derangements and hysteria, although the policemen of the times found clever ways to support their local heroes. The exploits of those like the Pugilist, Hap Holiday, and Operative Nine were documented, but their stories rarely reached into the realms of the bizarre that would come to be associated with the appearance of Mr. Mystery in 1931.

In the early months of 1931, the subways of Arcadia became a breeding ground for science villain Victor Slaughter's zombie slaves. Slaughter brazenly used his undead zombies to kidnap members of high society. Slaughter abducted Carson Welles, millionaire industrialist and one of Arcadia's founding fathers, hoping to turn Welles into a hypnotized living zombie, to be placed back into high society and carry out Slaughter's demented wishes.

It's unknown how Slaughter's plot was discovered, but *The Arcadia Chronicle's* front-page photograph of Mr. Mystery fighting Slaughter and his zombie horde atop the newly constructed Helios Building brought the reality of costumed heroes to the everyday men and women of America. The rescued Carson Welles was quoted as thanking "that mysterious mister," which cub reporter Noble Middleton rewrote as "Mr. Mystery," and the name stuck.

Carson Welles knew a hero when he saw one, and thus the first stirrings of the Scorpio Circle began. It wasn't easy shadowing the supernatural sleuth, but with the help of Doc Mesmer, and a few conversations with the spirits of the recently departed, Mr. Mystery's whereabouts were discovered. Mr. Mystery quietly accepted the duo's invitation to form a crime-fighting cooperative, and then disappeared into the foggy city streets.

Never without his pair of glowing .45 automatics, imbued with the spectral spirits of vengeance, Mr. Mystery hunts down earth-bound ghosts and dispatches them to the hereafter. Laconic and quick to disappear after the action is over, Mr. Mystery seems to have no real attachment to this world. No children, no wife, no friends. Even close confidant the Pugilist knows very little about the man. Famed for his sharp shooting, Mr. Mystery is also a brilliant detective, capable of deducing even the most baffling of crimes. Some have suggested that perhaps Mr. Mystery hasn't sent every ghost to the afterlife, ensuring that his most difficult questions will not go unanswered.

Mr. Mystery: PL 7; Init +3 (Dex); Defense 18 (+5 base, +3 Dex); Spd 30 ft.; Atk +8 melee (+3S, punch); +8 or +6/+6 ranged (+5L/ghost touch, ghost guns); SV Dmg +1, Fort +1, Ref +3, Will +3 (Indomitable Will); Str 15, Dex 15, Con 13, Int 15, Wis 15, Cha 15.

Skills: Gather Information +9, Hide +3, Intimidate +12, Listen +3, Search +9, Sense Motive +3, Spot +3.

Feats: Ambidexterity, Indomitable Will, Nerves of Steel*, Quick Draw, Spooky Presence*, Track, Two-Weapon Fighting.

Equipment: Ghost Guns (2) [Effect: Weapon +5; Range: Normal; Extra: Ghost Touch; Flaw: Device; Source: Mystical; Total: 10 pp].

*This feat is from the *Nocturnals* sourcebook.

CARSON WELLES

"One sip of my formula..."

Having secretly funded the exploits of crime-fighters like Mr. Mystery and Doc Mesmer since their appearances in the early 1930s, millionaire industrialist Carson Welles sought a way to aid their fight with more than just money. Pouring tens of thousands of dollars into research, aided by his brilliant skill in chemistry, he discovered a breakthrough—a formula, once consumed, that would turn one's body both invisible and incorporeal. Deeming it too dangerous to put upon the open market, Welles chose another usage.

Adding his newfound abilities to his natural skills as a hand-to-hand combatant (a result of years boxing for Harvard), Welles made a nice addition to the elite of Arcadia's costumed crimefighters. Not wishing to endanger his beautiful daughter, Lydia, or his wife, Beatrice, Welles dons a black mask and dashing tuxedo in order to disguise his identity if only the fellows back at



the lodge knew he spent his evenings trading punches with the likes of Victor Slaughter and the Cannoneer!

Although still a scientist at heart, the thought of putting away the city's ruffians and undesirables brings a certain glee to the otherwise peaceful Welles. Knowing that he is able to make a positive difference in the lives of the common man, he seeks to make the world a better place by removing its criminal cancer, one crook at a time.

With the assistance and tutoring of Doc Mesmer, Welles' research has reached into the darker world of the supernatural. Welles hopes that one day he will be able to scientifically harness the chemicals of the ethereal in order to fight crime. This has not gone unnoticed by Mr. Mystery, who has been keeping a close eye on his cheerful benefactor.

Carson Welles: PL 6; Init +3 (Dex); Defense 15 (+4 base, +3 Dex); Spd 30 ft.; Atk +7 melee (+2S unarmed), +7 ranged; SV Dmg +1, Fort +1, Ref +3, Will +1; Str 14, Dex 16, Con 12, Int 16, Wis 12, Cha 12.

Skills: Science (Chemistry) +9, Medicine +5.

Feats: Fame, Hero's Luck, Attack Finesse.

Equipment: Insustantialability Formula [Effect: Invisibility +4, Incorporeal +4; Extras: Float, Ghost Touch, Phase Attack, Selective-Partially Incorporeal; Flaws: Device, Uses x3 (twice per day); Source: SuperScience; Cost: 8 pp; Total: 32 pp].

DOC MESMER

*"By the iron chains of Cagliostro,
YOU SHALL BEGONE!"*

In 1925, Dr. Montague Mesmer discovered the mystical rings of Andach while exploring the abandoned ruins of a pre-Columbian European encampment off the shores of Newfoundland. The rings unlocked his vast mystical potential and bolstered a lifelong interest in matters occult and arcane. Taking a cue from costumed crimefighters like Captain Zero and Mr. Mystery, he donned a crisp black tuxedo and show-magician's turban, fighting crime as Doc Mesmer, the Arcane Avenger!

Mesmer began fighting the criminal element in 1928, but in truth, stopping crime is not his foremost passion. Regarding most of the other crimefighters as no more than boxers or detectives in domino masks, Mesmer wields true arcane powers, seeing himself as an equal of great men from the

past like Simon Magus, Cagliostro, and Eliphas Levi. Mesmer carries on a magical tradition that predates Biblical times, a legacy that has granted him a well-deserved sense of superiority over those who cannot wield magic or even worse, those who do not admit that it exists.

In 1929, Mesmer met Carson Welles at an occult bookstore in New York City's Greenwich Village. Both were researching references to a tome known only as "The Devil's Palm." Mesmer was already in possession of what he thought were two complete chapters of the book, while Welles had another half chapter. The search for the missing pages brought the pair, courtesy of Welles' fabulous fortune, to a hidden temple atop Jun Qu Mountain in China. While fighting an horrific tulpa, a creature created by thought alone, Welles saved Mesmer's life, and the two have remained dedicated friends.

Although Mesmer's career as an anthropologist granted him a modicum of fame and wealth, he knows the crushing emptiness of poverty from firsthand experience. As a child, growing up in a small New England fishing village, he survived on his own after his father died in a muddy trench near the river Somme in 1916. To this day, Mesmer makes fighting for the poor and the working class his primary goal—even if he might be a bit patronizing about it from time to time.

Disagreements over the handling of the souls of the dead have caused a number of arguments with the ghosthunting avenger, Mr. Mystery. Mesmer keeps his deepest secrets from most of the Scorpio Circle, but especially from Mr. Mystery. If he were to know of the depths to which Mesmer interferes in the realms of the dead, Mr. Mystery would surely seek to put a stop to it.

Given Mesmer's great power, he has, of late, come to see himself as superior to most of his fellow costumed crimefighters, and is growing bored thwarting heists of Egyptian antiquities or fighting sky pirates. More and more eccentric mystery men seem to arrive on the scene with each passing month, and he believes that a more powerful caste of humanity may soon develop. Recent events in both America and Europe lead him to fear that this new class might be used as the shock troopers of oppression and fascism, and Mesmer is determined to see that that does not occur. Perhaps it's time to step outside the shadows and take a more active role in making the world a better place.



Doc Mesmer: PL 6; Init +1 (Dex); Defense 15 (+4 base, +1 Dex); Spd 30 ft.; Atk +4 melee (+5S, Agrippa's Cane); +6 (+12*) ranged (DC 21 Will save or +5S, Mental Blast); SV Dmg +2, Fort +2, Ref +1, Will +3 (Indomitable Will); Str 10, Dex 12, Con 14, Int 18, Wis 16, Cha 12.

Skills: Concentration +9 (+15), Knowledge (occult) +10.

Feats: Indomitable Will, Photographic Memory.

Power: Sorcery +5 (Comprehend, Healing, Mind Control, Obscure, Stun) [Power Stunt: Mental Blast; Flaws: Concentration Required, Excluded Group (transportation), Rote; Source: Mystical; Cost: 4 pp; Total: 22 pp].

Equipment: The Rings of Andach [Effect: Boost (Wisdom) +6; Flaw: Device; Source: Mystical; Total: 6 pp], Agrippa's Cane [Effects: Weapon (melee) +5; Flaw: Device; Source: Mystical; Total: 5 pp].

* First round of Boost (Wisdom). Bonus goes down by 1 for the following 6 rounds.

PUGILIST

"Looking for a fight are ye?"

The streets and back alleys of Dublin had been home to the scrappy youngster with the vicious right hook for as long as anyone could remember. Dubliners viewed the apparently ageless fighter as a local myth, a good spirit that looked after the city and its less fortunate inhabitants. Those unscrupulous enough to prey on the poor, the infirm, and the weak found themselves quickly on the receiving end of a sound drubbing by the swift fists of the city's protector. In 1922, a local journalist dubbed the man "The Pugilist" after a particularly brutal fight that ended the career of thief and mass murderer "Springheel Jack."

The story papers of the time began to speak of costumed vigilantes in the United States, piquing the Pugilist's curiosity. When Victor Slaughter and his zombies' exploits atop Arcadia's Helios building made the front page of the *London Times*, the Irish slugger decided it was time to find out what was going on in America, and see if he couldn't lend a hand, or a fist, to fight the good fight.

Arcadia and Dublin had nothing in common, even the thugs were more ruthless. The Pugilist fought the likes of the Cannoneer, and was nearly defeated by the iron robots of Doctor Triumph. The legend of the back alley brawler who had taken the fight to the criminals reached the ears of the enigmatic Mr. Mystery. After a particularly harrowing incident at Victor Slaughter's haunted mansion,

where Mr. Mystery and the Pugilist teamed up to free the souls of dozens of innocents the scrappy bare-knuckled boxer became the fourth member of the Scorpio Circle.

The Pugilist's sense of humor betrays his rough and tumble nature. Always quick with a laugh or a taunt, he is the one member of the Scorpio Circle that seems to truly enjoy what he is doing, without the pretense of saving the world. Content

to merely keep the innocent and weak safe, the Pugilist uses his fists to solve his problems.

Pugilist: PL 7; Init +6 (Dex, Improved Initiative); Defense 18 (+6 base, +2 Dex); Spd 30 ft.; Atk +6 melee (+15S); +6 (+12*), +2 ranged; SV Dmg +6, Fort +5, Ref +2, Will +0; Str 20, Dex 14, Con 18, Int 10, Wis 10, Cha 10.

Skills: Intimidate (strength-based) +10.

Feats: All-Out Attack, Attack Focus (unarmed), Diehard*, Dodge, Great Fortitude, Improved Initiative, Instant Stand, Power Attack, Toughness.

Power: Super-Strength +6 (*Extras:* Protection, Immunity (critical hits); *Source:* Mutation; *Cost:* 6 pp; *Total:* 36 pp), Strike +4 (*Source:* Mutation; *Cost:* 2 pp; *Total:* 8pp)

*This feat is from the *Nocturnals* sourcebook.

APPENDIX II: A NOIR FILMOGRAPHY

Writing this book required the viewing and researching of dozens of genre films. For those looking for inspiration in devising storylines for *Noir* campaigns, they are listed here. All of them are well worth your time to find and watch, but for the busy types we present details on the twenty films *noir* most highly regarded by critics and fans.

Ace in the Hole

(Re-release title: *The Big Carnival*) (1951)

The definitive social commentary *film noir*. Desperate to escape the small-time, reporter Kirk Douglas' sensationalized stories cynically take advantage of the plight of a man trapped in a mine collapse. When the public's reactions prove to be every bit as exploitative, events soon race beyond his ability to control them. This is a great example of how *Noir* can work in a rural, daytime setting.

The Big Sleep (1946)

Not even original author Raymond Chandler could follow the plot, but in any case it's secondary to the timeless interplay between Humphrey Bogart's Philip Marlowe and Lauren Bacall's Vivian Rutledge. One of the best private eye-centered *noir* films—a must-see for Gamemasters with hard-boiled P.I.'s in their campaigns.

Body and Soul (1947)

Boxer John Garfield becomes a professional prizefighter climbs the ladder of success and encounters increasingly difficult choices, foisted on him by unscrupulous promoters. A vivid portrait of a man looking for the Big Score with nothing to sacrifice for it but his own body. Great source material for any down-on-his-luck player character, or Gamemaster who want to incorporate the fight game into his role-playing game.

Double Indemnity (1944)

Insurance agent Fred MacMurray is seduced by Barbara Stanwyck into murdering her husband and collecting his insurance. Dogged by his suspicious boss Edward G. Robinson, both the scheme and MacMurray's formerly safe, staid life both unravel as the film progresses. The riveting plot and masterful performances make this the definitive "middle class murder" film.

Key Largo (1948)

Tense, engrossing psychological *noir* about a war of nerves in an isolated hotel whose occupants are trapped by an approaching hurricane. Said occupants include disillusioned war hero Humphrey Bogart, war widow Lauren Bacall, expatriate gangster Edward G. Robinson, and his alcoholic wreck of an ex-moll, played by Oscar-winner Claire Trevor. Required viewing for great actors playing some of the genre's most archetypal roles.

The Killers (1946)

Insurance investigator Edmond O'Brien pursues an intriguing case wherein a murdered gas station attendant called "the Swede" (Burt Lancaster) did nothing to escape the two hired killers he knew were coming for him. As the investigator delves deeper into the Swede's criminal past, he finds a woman named Kitty Collins is the key to solving the mystery. An engrossing *noir* about down-on-their-luck people and the unexpected things that drive them.

The Killing (1956)

A familiar *film noir* plot about greedy participants in the aftermath of a perfect heist is given a fresh take by legendary film maker Stanley Kubrick. The innovative narrative Kubrick employs makes this one at once firmly rooted in the genre and ahead of its time. Perfect viewing for getting just the right amount of desperation and mistrust in your *Noir* games.

Laura (1944)

Police Detective Dana Andrews investigates the title character's mysterious death, only to find himself increasingly obsessed with a haunting portrait of her. As he finds himself increasingly enraptured by the dead woman, the case takes a shocking turn with personal consequences for the detective himself. It is the definitive genre entry exploring the "portraits and doubles" theme.

The Lost Weekend (1945)

Alcoholic writer Don Birnam (Ray Milland) falls off the wagon with severe consequences. Don's addiction and its consequences are portrayed in an unflinching, uncompromising style by director Billy Wilder, and Milland's performance is top-notch. A must-see for any Gamemaster looking to incorporate alcohol abuse into *Noir* storylines.

The Maltese Falcon (1941)

The very first *film noir* stars Humphrey Bogart as novelist Dashiell Hammett's private eye Sam Spade. Drawn in by a beautiful but deceptive woman (played by Mary Astor), Spade becomes ensnared in a web of intrigue centered around a priceless statue, sought by other colorful but ruthless characters (played by Sydney Greenstreet and Peter Lorre). Cast, script and direction are all perfect—the most "must-see" film on this list.

The Night of the Hunter (1955)

Robert Mitchum gives a chilling performance as the psychotic Reverend Powell who infiltrates and then stalks a family who's hiding money stolen by his former cell mate. This film teaches all you need to know about crazy evil and terror in a *Noir* game.

Nightmare Alley (1947)

Tyrone Power stars as a grifter looking to move up in the low-rent world of carnival sideshows. His ticket to his own personal big time is setting himself as a spiritualist, completely disregarding the consequences his act has for the people who

believe in him. This film is hard-to-find but well worth the time and effort to do so.

Out of the Past (1947)

Ex-P.I. Robert Mitchum is blackmailed into taking another case by a mobster and former client (played by Kirk Douglas). Previously, Mitchum had been hired to bring back the gangster's runaway *femme fatale* mistress, but wound up falling for her himself. The intricate plot (full of double-, triple-, and quadruple-crosses) and some outstanding performances make this one a classic.

Shadow of a Doubt (1943): Is a young woman's charming Uncle Charlie really a serial killer? As one expects from a film by Alfred Hitchcock, the suspense elements in the plot are first-rate, but the *noir* touches are just as compelling, as the line between good and evil becomes increasingly blurred. This is a great primer on "moral ambiguity" in *Noir* storylines.

Strangers on a Train (1951)

During a chance meeting, a politically ambitious man discusses an exchange of murders with a fellow train passenger aimed at getting rid of inconvenient people in their lives. The would-

be politician thinks it's all a put-on, but it soon becomes apparent that the stranger (who's a psychopath) is deadly serious. Another morally ambiguous nail-biter from Alfred Hitchcock.

Sunset Boulevard (1950)

A down-on-his-luck screenwriter (William Holden) enters the delusional world of faded Hollywood star Norma Desmond (Gloria Swanson) in this savage indictment of Tinseltown. It's a superb all-around film, as well as being a great example of how to run *Noir* without relying exclusively on private eyes and gangsters.

Sweet Smell of Success (1957)

In a bravura performance, Burt Lancaster stars as an influential newspaper writer determined to stop his sister's impending marriage to a jazzman. To that end, he hires a sleazy character (Tony Curtis) to stop the wedding at any cost. Clichés about pens and swords aside, Lancaster's ruthless abuse of his power shows Gamemasters a terrific *noir* villain who's not an inherently violent threat.

The Third Man (1949)

A jobless writer (Joseph Cotten) takes up an old pal's offer of employment in postwar Vienna, only

to find his friend murdered under mysterious circumstances once he arrives there. Out for the truth, the writer finds himself exploring a strange foreign world with a flourishing black market and secrets aplenty. A good film in its own right, it's also a fine example of *Noir* in an overseas setting.

Touch of Evil (1958)

One of the best films ever made, *Touch of Evil* is the last true *film noir*, and director Orson Welles delivers as great a closer as anyone could want. A mysterious bombing draws the attention of a home-mooning Mexican cop (Charlton Heston). His investigation draws him into the most corrupt setting ever committed to film, and that alone makes it worth seeing for *Noir* gamers. If you like film to any degree, see this one.

White Heat (1949)

James Cagney stars in the story of a mobster's rise and fall. While Cagney playing a criminal is nothing new, his Cody Jarrett character—a sadistic, mother-fixated psychopath plagued by migraines—shows how different gangsters are in the *noir* genre. It's equally instructive for the *Noir* Gamemaster looking to spice up the generic gangsters in his campaign in a similar fashion.

Further Viewing:

Angel Face (1952)
The Asphalt Jungle (1950)
Beware, My Lovely (1952)
Beyond a Reasonable Doubt (1956)
The Big Clock (1948)
The Big Combo (1955)
The Big Heat (1953)
Black Angel (1946)
The Blue Dahlia (1946)
The Breaking Point (1950)
Brute Force (1947)
Call Northside 777 (1948)
Christmas Holiday (1944)
Clash by Night (1952)
Conflict (1945)
Cornered (1945)
Criss Cross (1949)
Crossfire (1947)
Cry of the City (1948)
D.O.A. (1950)
The Dark Corner (1946)
The Dark Mirror (1946)
Dark Passage (1947)
Deadline at Dawn (1946)
Edge of Doom (1950)
The Enforcer (1951)
Fallen Angel (1946)

The File on Thelma Jordan (1950)
Gilda (1946)
The Glass Key (1942)
Gun Crazy (1950)
House on 92nd Street (1945)
Human Desire (1954)
In a Lonely Place (1950)
Jeopardy (1952)
Kansas City Confidential (1952)
Killer's Kiss (1955)
Kiss Me Deadly (1955)
Kiss of Death (1947)
Kiss Tomorrow Goodbye (1950)
The Lady from Shanghai (1948)
Lady in the Lake (1947)
Leave Her to Heaven (1945)
The Lineup (1958)
Mildred Pierce (1945)
Ministry of Fear (1945)
Murder, My Sweet (1944)
My Name Is Julia Ross (1945)
The Naked City (1948)
The Narrow Margin (1952)
Niagra (1953)
Night and the City (1950)
The Night Has a Thousand Eyes (1948)
Nightmare (1955)

On Dangerous Ground (1951)
Panic in the Streets (1950)
Phantom Lady (1944)
Pickup on South Street (1953)
Pitfall (1948)
Possessed (1947)
The Postman Always Rings Twice (1946)
The Prowler (1951)
Raw Deal (1948)
The Reckless Moment (1949)
Scarlet Street (1945)
The Set-Up (1949)
Side Street (1950)
So Dark the Night (1946)
Sorry, Wrong Number (1948)
The Stranger (1946)
The Street with No Name (1948)
Sudden Fear (1952)
They Live by Night (1948)
This Gun for Hire (1942)
To Have and Have Not (1944)
Where the Sidewalk Ends (1950)
While the City Sleeps (1956)
The Window (1949)
The Woman in the Window (1945)
The Wrong Man (1956)

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