

Enemies A to Z

The Darkling



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The Darkling

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The Darkling

Quote: "The sweet fear of your children makes us stronger."

Power Level: 20/24/28

Concept: Monster in the dark

Occupation: Kidnapper, tyrant

Group Affiliation: None

Real Name: Duke Vincent Sforza

Legal Status: Self-proclaimed ruler of the Shadow Hell

Identity: Unknown to the general populace of Earth

Place of Birth: Somewhere in the Valley of Fear in the Shadow Hell

Marital Status: Single

Living Relatives: None

Height: 6 ft. 4 in.

Weight: 200 lbs.

Eyes: Solid red

Hair: None

HISTORY

For centuries, the petty warlords of the Shadow Hell have been scheming and warring against each other. Internecine conflict is the norm, but none of the hellions, as the natives of the Shadow Hell are called, complain much. Such behavior is to be expected in the Shadow Hell, for there might makes right, mercy is weakness, and hate makes the world go 'round. One of these petty warlords was Vincent Sforza, born the second son to Duke Edward and Duchess Olivia. In customary fashion, Vincent was raised under the brutal tyranny of his parents and his older brother Eric. Vincent, in turn, learned to brutalize the servants and courtiers that lurked in Edward's shadow. When he was of age, Vincent ascended the ducal seat after the clever and much lauded assassinations of his

father, mother, and older brother. In fact, so stylish were these murders that Vincent attracted the attention of the Bleak Cadre, a cabal of sorcerers with political aspirations.

Chief among the Bleak Cadre's goals was the acquisition of the legendary Dark Stone, an ancient artifact rumored lost somewhere in the fiend-haunted Valley of Fear adjacent to Vincent's ducal holdings. Occult lore said that the possessor of the Dark Stone would command great mystical power. The Black Cadre reasoned that they could use such power to carve out their own kingdom. Of course, the Dark Stone could ultimately serve only one master, but the Bleak Cadre's members would worry about which of their number to murder, and in what order, after the artifact had been recovered.

Vincent learned a great deal about the Dark Stone from the Bleak Cadre. He agreed to help them quest for the Dark Stone, and turned the resources of his duchy to that end. After several dangerous adventures, in which Vincent faced down many of the monstrous denizens of the Shadow Hell, the young duke reached the lowest chamber of the dungeon in which the Dark Stone had been entombed. Then, rather than turn the Dark Stone over to the representative of the Bleak Cadre who accompanied him, Vincent instead gutted the foolish sorcerer. In a mortar and pestle made from the skull and tibia of a hellion, Vincent pounded the Dark Stone to powder, mixed it with sorcerer's blood, and consumed the artifact.

Such intimate contact with the essence of the Dark Stone transformed Vincent into the Darkling, a shadow creature of vast power. Indeed, the Darkling is probably the most powerful being in the Shadow Hell, and he was quick to put his newfound might to use. The Darkling's first target was the Bleak Cadre. He decimated the sorcerers, leaving only a handful of them alive to serve in his court. He also subjugated the mighty devil bats that once guarded the Dark Stone, taking these dread creatures back to his fortress Night Hold to guard the Darkling's inner sanctum. Soon the Darkling's reign of terror extended across the Valley of Fear as well as his hereditary duchy. An army of dark hounds and their hellion kennel masters hunt the countryside and village streets to impress upon the Darkling's subjects his right to rule.

In time, neighboring warlords became concerned with the Darkling's increasing strengths. Several of them formed a conspiracy to bring the Darkling to his knees, but none of the conspirators reckoned with the transformed duke's full might. Although the conspirators' initial assaults were quite successful, the tide turned against them when the Darkling personally entered the fray behind a squad of shade fiends, animated shadows with superhuman strength and resistance to injury. The conspirators' armies were routed, and the Darkling himself hunted down and killed each of the warlords before placing their holdings under the control of puppet rulers.

While all of this conflict was ongoing, the remnants of the Bleak Cadre researched the Darkling's new powers, exploring the various capabilities of their master's shadow form. It was the Bleak Cadre that hypothesized that the

Darkling could open a portal between the Shadow Hell and a parallel world called Earth. Sure enough, the Bleak Cadre's hypothesis was correct. When the Darkling first traveled to Earth, he became aware of a new sense. He could detect the presence of Earth children. Attracted to the vibrant energy of youth, the Darkling kidnaped a few children for further research. Although the Bleak Cadre's experiments proved fatal to the children a terrifying new secret was revealed. With the help of arcane chambers called Shade Cells, the Darkling could tap into the nightmares of captive Earth children to augment his already prodigious might.

Since even the strongest child seldom lived longer than a month or two under the continuous psychic torture inflicted by a Shade Cell, the Darkling began regular excursions to Earth in order to acquire fresh victims. The Darkling also learned that Earth has been a frequent inter-dimensional crossroad. Many mystical artifacts exist on Earth, and the Darkling continually thirsts for additional might. He not only kidnaps children to fuel his wicked powers, but he also steals magic items and objects of occult significance.

PERSONALITY

The Darkling is cruel, arbitrary, and cunning, all traits that are lauded as virtues in the Shadow Hell. That he is the most powerful being in the Shadow Hell only magnifies the Darkling's wickedness. This does not mean that the Darkling seeks out conflict. He prefers for his underlings to engage in acts of terrorism in his name while he devises plots against those perceived as enemies. Until it is time to strike, the Darkling is haughty but polite. Should he decide to take an active hand in matters, the

Darkling is without mercy. All lives except his own are considered expendable. The Darkling is not always an indiscriminate killer. His cruel mind understands that even if there aren't worse punishments than death, it is at least an amusing challenge to devise new tortures to make his captives beg for death.

PLOT HOOKS

1. The most obvious way your heroes can encounter the Darkling is during the commission of a kidnapping or occult object theft. From this single combat encounter, the heroes glimpse the tip of the iceberg. Further investigations by appropriate means, such as Knowledge (occult), reveal hints of the Shadow Hell's existence and tales of its cruel king.

2. If you have a hero with Dimension Travel, he might find himself in the Shadow Hell, whether by accident or by design. While exploring this new realm, the hero learns about the Darkling and his sinister visits to Earth.

3. For a more epic adventure, imagine the implications of the Bleak Cadre discovering a way to permanently link or even merge the Shadow Hell with a portion of Earth. The heroes find themselves in a race against time to prevent the Darkling from extending his terrible reign across dimensional boundaries. This could easily involve adventures on both Earth as well as the Shadow Hell, pitting the heroes against the Darkling's minions, horrible monsters, and crazed human cultists who welcome the Darkling's coming as the fulfillment of some insane prophecy.

POWERS AND TACTICS

Due to his transformation after consuming the Dark Stone, the Darkling has become a mystical being composed of living shadows. As a result, he is virtually impervious to physical harm, but his ability to interact with the physical world is also greatly limited. He slides easily along surfaces, vertical and horizontal and even across ceilings, under doors, and through small cracks. The Darkling can project bolts of his essence that wreak terrible psychic damage against his target. He can also animate shadows, including "pieces" of his own body. Called Shade Fiends, these animated shadows are solid constructs with superhuman strength under the Darkling's direct control. The Darkling can also conjure up realistic illusions that he uses to confuse and delay his foes.

Furthermore, the Darkling's mystical powers allow him to open portals between the Shadow Hell and Earth. He comes to Earth to kidnap children, which he can mystically sense. Kidnaped children are held captive in the Darkling's dungeons in crystalline urns called Shade Cells. Due to a unique connection to the Shade Cells, the Darkling is able to tap into the captive children's fear and despair in order to increase his shadow powers while within the Shadow Hell. At PLs 24 and 28, the Darkling also acquires an innate connection to the Shadow Hell that grants him an increase in power while in that realm.

The Darkling's tactics do not change much from one PL to the next. Before traveling to Earth *via* dimensional portal, the Darkling always animates his maximum number of Shade Fiends. The Shade Fiends act as the Darkling's hands

and, if necessary, his fists. The Darkling also always has a specific objective in mind when traveling to Earth. Usually this involves kidnaping children to fill the Shade Cells. Since his power is lessened on Earth, the Darkling doesn't like to spend prolonged periods of time away from the Shadow Hell. The Darkling is a villain ripe with possibilities for extra effort. Through such effort, it is acceptable for the Darkling to form solid shadow objects (as Create Object), create areas of inky blackness (as Energy Control [shadow]), conjure large-scale illusions or cast images directly into a foe's mind (as per the Area and Selective extras), or add the Mental Assault or Psychic Sedation extras to his shadow bolts.

In a fight, the Darkling relies on his shadow-form to protect him while his Shade Fiends engage in melee. The Darkling supports their assault by projecting shadow bolts, especially against targets that his Shade Fiends aren't strong enough to affect. As his shade fiends are destroyed, the Darkling animates replacements. He also prefers to keep one or two Shade Fiends in reserve in order to help him accomplish the particular task that brought him to Earth. Once this goal is accomplished, or it becomes apparent that he cannot accomplish it, the Darkling returns to the Shadow Hell in order to plot anew. In the Shadow Hell, the Darkling is even more fearsome. Within his fortress Night Hold, surrounded by his minions, those seeking to confront the Darkling suffer fully the disadvantages of facing such a powerful being on his home turf.

| | | | | | |
|---|----------|--------------|------------|---|-------|
| PL 20 | | The Darkling | | RACE: Hellion SIZE: Medium QUOTE: "The sweet fear of your children makes us stronger." | |
| ABILITIES | | | | | |
| STR | DEX | CON | INT | WIS | CHA |
| 10 | 20 | 20 | 16 | 20 | 20 |
| +0 | +5 | +5 | +3 | +5 | +5 |
| SAVES | | | | | |
| DMG | | FORT | | REF | WILL |
| +5 | | +5 | | +5 | +15 |
| COMBAT | | | | | |
| BAB | MELEE | | RANGE | INIT | SPEED |
| +10 | +10 | | +15 | +5 | 50ft |
| DEFENSE | | | PROTECTION | DAMAGE | |
| 20 | 25 | 25 | — | +0S/+10S | |
| Flat-Footed | Physical | Mental | | Punch/Shadow Bolt | |
| SKILLS | | | | | |
| Bluff +15*, Diplomacy +12*, Intimidate +21*, Knowledge (Shadow Hell) +10, Listen +15, Move Silently +17, Sense Motive +17, Spot +17. *Gains a +3 bonus to Charisma-based checks when his Infamy is a benefit. Suffers a -3 penalty Charisma-based checks when his Infamy is not a benefit. | | | | | |
| FEATS | | | | | |
| Darkvision, Detect (children), Headquarters, Immunity (aging, critical hits, disease, cold, exhaustion, poison, pressure, radiation, starvation, suffocation), Infamy, Minions (loyalty score 41), Startle. | | | | | |
| POWERS | | | | | |
| Alternate Form (shadow) +10 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Immunity, Mental Blast; Flaw: Permanent; Source: Mystical; Cost: 9 pp; Total Cost: 90 pp]. Alternate Form (shadow) +5 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Mental Blast; Flaw: No additional Immunities, Permanent, Restricted - Only in the Shadow Hell, Restricted - Only if at least 5 Earth children are held in shade-cells; Source: Mystical; Cost: 6 pp; Total Cost: 30 pp]. Dimension Travel +10 [Extra: Portal; Flaw: Limited - One Dimension; Source: Mystical; Cost: 2 pp; Total Cost: 20 pp]. Super-Wisdom +10 [Extra: Super-Charisma, Super-Skill (Move Silently); Source: Mystical; Cost: 5 pp; Total Cost: 50 pp]. | | | | | |
| WEAKNESSES | | | | | |
| Disturbing, Vulnerable (light-based attacks). | | | | | |



Number of Minions

| | |
|----------------------|-----|
| Average Hellions | 33 |
| Dark Hounds | 450 |
| Kennel Masters | 22 |
| Hellion Warriors | 12 |
| Devil Bats | 10 |
| Dark Cadre Sorcerers | 10 |

How the PL20 Darkling's Points Were Spent

| Area | PP Cost |
|----------------|--------------|
| Base Attack | 30pp |
| Base Defense | 20pp |
| Ability Scores | 46pp |
| Skills | 22pp |
| Feats | 12pp |
| Powers | 190pp |
| Weaknesses | -20pp |
| Total | 300pp |

| | | | | | |
|--|----------|--------------|------------|---|------|
| PL 24 | | The Darkling | | RACE: Hellion SIZE: Medium QUOTE: "The sweet fear of your children makes us stronger." | |
| ABILITIES | | | | | |
| STR | DEX | CON | INT | WIS | CHA |
| 10 | 20 | 20 | 16 | 20 | 20 |
| +0 | +5 | +5 | +3 | +5 | +5 |
| SAVES | | | | | |
| DMG | | FORT | | REF | WILL |
| +5 | | +5 | | +5 | +17 |
| COMBAT | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | |
| +13 | +13 | +18 | +5 | 50ft | |
| DEFENSE | | | PROTECTION | DAMAGE | |
| 23 | 28 | 28 | — | +0S/+10S | |
| Flat-Footed | Physical | Mental | | Punch/Shadow Bolt | |
| SKILLS | | | | | |
| Bluff +17*, Diplomacy +14*, Intimidate +23*, Knowledge (Shadow Hell) +10, Listen +17, Move Silently +19, Sense Motive +19, Spot +19. *Gains a +3 bonus to Charisma-based checks when his Infamy is a benefit. Suffers a -3 penalty Charisma-based checks when his Infamy is not a benefit. | | | | | |
| FEATS | | | | | |
| Darkvision, Detect (children), Headquarters, Immunity (aging, critical hits, disease, cold, exhaustion, poison, pressure, radiation, starvation, suffocation), Infamy, Minions (loyalty score 45), Startle. | | | | | |
| POWERS | | | | | |
| Alternate Form (shadow) +10 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Immunity, Mental Blast; Flaw: Permanent; Source: Mystical; Cost: 9 pp; Total Cost: 90 pp]. | | | | | |
| Alternate Form (shadow) +5 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Mental Blast; Flaw: No additional Immunities, Permanent, Restricted - Only in the Shadow Hell; Source: Mystical; Cost: 7 pp; Total Cost: 35 pp]. | | | | | |
| Alternate Form (shadow) +5 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Mental Blast; Flaw: No additional Immunities, Permanent, Restricted - Only in the Shadow Hell, Restricted - Only if at least 5 Earth children are held in shade-cells; Source: Mystical; Cost: 6 pp; Total Cost: 30 pp]. | | | | | |
| Dimension Travel +10 [Extra: Portal; Flaw: Limited - One Dimension; Source: Mystical; Cost: 2 pp; Total Cost: 20 pp]. | | | | | |
| Super-Wisdom +12 [Extra: Super-Charisma, Super-Skill (Move Silently); Source: Mystical; Cost: 5 pp; Total Cost: 60 pp]. | | | | | |
| WEAKNESSES | | | | | |
| Disturbing, Vulnerable (light-based attacks). | | | | | |



safe

Number of Minions

| | |
|----------------------|-----|
| Average Hellions | 33 |
| Dark Hounds | 450 |
| Kennel Masters | 22 |
| Hellion Warriors | 12 |
| Devil Bats | 10 |
| Dark Cadre Sorcerers | 10 |

How the PL24 Darkling's Points Were Spent

| Area | PP Cost |
|----------------|--------------|
| Base Attack | 39pp |
| Base Defense | 26pp |
| Ability Scores | 46pp |
| Skills | 22pp |
| Feats | 12pp |
| Powers | 235pp |
| Weaknesses | -20pp |
| Total | 360pp |

| | | | | | |
|--|----------|--------------|------------|---|-------------------|
| PL 28 | | The Darkling | | RACE: Hellion SIZE: Medium QUOTE: "The sweet fear of your children makes us stronger." | |
| ABILITIES | | | | | |
| STR | DEX | CON | INT | WIS | CHA |
| 10 | 20 | 20 | 16 | 20 | 20 |
| +0 | +5 | +5 | +3 | +5 | +5 |
| SAVES | | | | | |
| DMG | | FORT | | REF | WILL |
| +5 | | +5 | | +5 | +17 |
| COMBAT | | | | | |
| BAB | MELEE | | RANGE | INIT | SPEED |
| +17 | +17 | | +22 | +5 | 75ft |
| DEFENSE | | | PROTECTION | DAMAGE | |
| 27 | 32 | 32 | — | +0S/+15S | |
| Flat-Footed | Physical | Mental | | | Punch/Shadow Bolt |
| SKILLS | | | | | |
| Bluff +17*, Diplomacy +14*, Intimidate +23*, Knowledge (Shadow Hell) +10, Listen +17, Move Silently +19, Sense Motive +19, Spot +19. *Gains a +3 bonus to Charisma-based checks when his Infamy is a benefit. Suffers a -3 penalty Charisma-based checks when his Infamy is not a benefit. | | | | | |
| FEATS | | | | | |
| Darkvision, Detect (children), Headquarters, Immunity (aging, critical hits, disease, cold, exhaustion, poison, pressure, radiation, starvation, suffocation), Infamy, Minions (loyalty score 49), Startle. | | | | | |
| POWERS | | | | | |
| Alternate Form (shadow) +15 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Immunity +10, Mental Blast; Flaw: Permanent; Source: Mystical; Cost: 9/8 pp; Total Cost: 130 pp]. Alternate Form (shadow) +5 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Mental Blast; Flaw: No additional Immunities, Permanent, Restricted - Only in the Shadow Hell; Source: Mystical; Cost: 7 pp; Total Cost: 35 pp]. Alternate Form (shadow) +5 [Extras: Animation (Extra: Animate Shadows, Flaw: Animate Shadows Only), Continuous, Illusion, Mental Blast; Flaw: No additional Immunities, Permanent, Restricted - Only in the Shadow Hell, Restricted - Only if at least 5 Earth children are held in shade-cells; Source: Mystical; Cost: 6 pp; Total Cost: 30 pp]. Dimension Travel +10 [Extra: Portal; Flaw: Limited - One Dimension; Source: Mystical; Cost: 2 pp; Total Cost: 20 pp]. Super-Wisdom +12 [Extra: Super-Charisma, Super-Skill (Move Silently); Source: Mystical; Cost: 5 pp; Total Cost: 60 pp]. | | | | | |
| WEAKNESSES | | | | | |
| Disturbing, Vulnerable (light-based attacks). | | | | | |



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Number of Minions

| | |
|----------------------|-----|
| Average Hellions | 33 |
| Dark Hounds | 450 |
| Kennel Masters | 22 |
| Hellion Warriors | 12 |
| Devil Bats | 10 |
| Dark Cadre Sorcerers | 10 |

How the PL24 Darkling's Points Were Spent

| Area | PP Cost |
|----------------|--------------|
| Base Attack | 51pp |
| Base Defense | 34pp |
| Ability Scores | 46pp |
| Skills | 22pp |
| Feats | 12pp |
| Powers | 275pp |
| Weaknesses | -20pp |
| Total | 420pp |

The Darkling's Minions

SHADE FIENDS

The Darkling can animate shadows, even drawing them from the substance of his own body if necessary. Called Shade Fiends, these constructs are the Darkling's most significant tools. Shade Fiends take damage like inanimate objects. A Shade Fiend has only two conditions: damaged

and broken. If a Shade Fiend's Damage save succeeds, it takes no damage. If it fails, it takes 1 hit, reducing its Damage save by -1. If it fails its Damage save by more than 5, a shade fiend is destroyed. A shade fiend's statistics depend on how many Animation ranks the Darkling uses.

| Shade Fiend (Animation +10) | | | | | | | | | |
|--|-------|-------|------|-------|-------------|----------|------------|-----|--------|
| ABILITIES | | | | | | SAVES | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL |
| 20 | 10 | — | — | 3 | 3 | +10 | — | +0 | -4 |
| +5 | +0 | | | -4 | -4 | | | | |
| COMBAT | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | PROTECTION | | DAMAGE |
| +4 | +9 | +4 | +0 | 30ft. | 14 | 14 | 10 | — | +10S |
| | | | | | Flat-Footed | Physical | Mental | | Punch |
| POWERS | | | | | | | | | |
| Amazing Save (Damage) +10 [Source: Mystical; Cost: 1 pp; Total Cost: 10 pp]. | | | | | | | | | |
| Super-Strength +5 [Source: Mystical; Cost: 4 pp; Total Cost: 20 pp]. | | | | | | | | | |

| Shade Fiend (Animation +15) | | | | | | | | | |
|--|-------|-------|------|-------|-------------|----------|------------|-----|--------|
| ABILITIES | | | | | | SAVES | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL |
| 20 | 12 | — | — | 5 | 5 | +15 | — | +1 | -3 |
| +5 | +1 | | | -3 | -3 | | | | |
| COMBAT | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | PROTECTION | | DAMAGE |
| +5 | 10 | +6 | +1 | 30ft. | 15 | 16 | 12 | — | +15S |
| | | | | | Flat-Footed | Physical | Mental | | Punch |
| POWERS | | | | | | | | | |
| Amazing Save (Damage) +15 [Source: Mystical; Cost: 1 pp; Total Cost: 10 pp]. | | | | | | | | | |
| Super-Strength +10 [Source: Mystical; Cost: 4 pp; Total Cost: 20 pp]. | | | | | | | | | |

| Shade Fiend (Animation +20) | | | | | | | | | |
|--|-------|-------|------|-------|-------------|----------|------------|-----|--------|
| ABILITIES | | | | | | SAVES | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL |
| 20 | 14 | — | — | 7 | 7 | +20 | — | +2 | -2 |
| +5 | +2 | | | -2 | -2 | | | | |
| COMBAT | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | PROTECTION | | DAMAGE |
| +6 | +11 | +8 | +2 | 30ft. | 16 | 18 | 14 | — | +20S |
| | | | | | Flat-Footed | Physical | Mental | | Punch |
| POWERS | | | | | | | | | |
| Amazing Save (Damage) +20 [Source: Mystical; Cost: 1 pp; Total Cost: 10 pp]. | | | | | | | | | |
| Super-Strength +15 [Source: Mystical; Cost: 4 pp; Total Cost: 20 pp]. | | | | | | | | | |

| Shade Fiend (Animation +25) | | | | | | | | | |
|--|-------|-------|------|-------|-------------|----------|--------|------------|--------|
| ABILITIES | | | | | | SAVES | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL |
| 20 | 16 | — | — | 9 | 9 | +25 | — | +3 | -1 |
| +5 | +3 | | | -1 | -1 | | | | |
| COMBAT | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | | PROTECTION | DAMAGE |
| +7 | +12 | +10 | +3 | 30ft. | 17 | 20 | 16 | — | +25S |
| | | | | | Flat-Footed | Physical | Mental | | Punch |
| POWERS | | | | | | | | | |
| Amazing Save (Damage) +25 [Source: Mystical; Cost: 1 pp; Total Cost: 10 pp]. | | | | | | | | | |
| Super-Strength +20 [Source: Mystical; Cost: 4 pp; Total Cost: 20 pp]. | | | | | | | | | |

AVERAGE HELLION

The Night Hold's day-to-day business is overseen by a staff of ordinary hellions. These minions cook food, perform maintenance, cultivate the screaming flowers of the Darkling's garden of pain, *et cetera*. They are not overtly hostile, but are certainly not benign. The twisted ethics of the Shadow Hell affect even the common man, and the average hellion would knee-cap his own mother for profit or reputation.

How the Average Hellion's Points Were Spent

| Area | PP Cost |
|----------------|-------------|
| Base Attack | 6pp |
| Base Defense | 4pp |
| Ability Scores | 7pp |
| Skills | 5pp |
| Feats | 6pp |
| Powers | 12pp |
| Weaknesses | -10pp |
| Total | 30pp |

| Average Hellion | | | | | | RACE: Hellion | | SIZE: Medium | | PL2 | |
|---|-------|-------|------|-------|-------------|---------------|--------|--------------|--------|-----|--------|
| ABILITIES | | | | | | SAVES | | | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL | | |
| 10 | 12 | 13 | 10 | 12 | 10 | +1 | +1 | +1 | +3 | | |
| +0 | +1 | +1 | +0 | +1 | +0 | | | | | | |
| COMBAT | | | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | | PROTECTION | DAMAGE | | |
| +2 | +2 | +3 | +1 | 30ft. | 12 | 13 | 13 | — | +2L | | |
| | | | | | Flat-Footed | Physical | Mental | | | | Dagger |
| SKILLS | | | | | | | | | | | |
| Move Silently +5, Craft (choose one) or Profession (choose one) +6. | | | | | | | | | | | |
| FEATS | | | | | | | | | | | |
| Darkvision, Immunity (cold, radiation). | | | | | | | | | | | |
| POWERS | | | | | | | | | | | |
| Super-Wisdom +2 [Extra: Super-Charisma, Super-Skill (Move Silently); Source: Alien; Cost: 5 pp; Total Cost: 10 pp]. | | | | | | | | | | | |
| DEVICES | | | | | | | | | | | |
| Dagger - Weapon +2L [Cost: 1 pp; Total Cost: 2 pp]. | | | | | | | | | | | |
| WEAKNESS | | | | | | | | | | | |
| Vulnerable (light-based attacks). | | | | | | | | | | | |

DARK HOUNDS & HELLION KENNEL MASTERS

The dark hounds are stout canines that appear much like mastiffs, but have glowing red eyes and coal-black, hairless skin. The dark hounds are under the care and command of the kennel masters, warriors in the Darkling's service. Each kennel master is responsible for around a score of dark hounds. The Darkling

primarily maintains his reign of terror in the Valley of Fear by allowing the kennel masters and their packs freedom to hunt the general populace for food and sport. Dark hounds are canny trackers with powerful jaws. The kennel masters wear sturdy hide armor. They are skilled combatants with their whips, cruel weapons that can lay flesh open to the bone.

| Dark Hound | | | | | | SIZE: Medium | | PL1 | |
|--|-------|-------|------|-------|-------------|--------------|--------|------------|--------|
| ABILITIES | | | | | | SAVES | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL |
| 16 | 20 | 16 | 2 | 13 | 10 | +3 | +3 | +5 | +1 |
| +3 | +5 | +3 | -4 | +1 | +0 | | | | |
| COMBAT | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | | PROTECTION | DAMAGE |
| +0 | +5 | — | +5 | 40ft. | 10 | 15 | 11 | — | +4L |
| | | | | | Flat-Footed | Physical | Mental | Bite | |
| SKILLS | | | | | | | | | |
| Move Silently +8, Survival +4. | | | | | | | | | |
| FEATS | | | | | | | | | |
| Attack Finesse, Darkvision, Immunity (cold, radiation), Scent. | | | | | | | | | |
| POWERS | | | | | | | | | |
| Natural Weapons +1 [<i>Source</i> : Alien; <i>Cost</i> : 2 pp; <i>Total Cost</i> : 2 pp]. | | | | | | | | | |
| Running +2 [Alien; <i>Cost</i> : 2 pp; <i>Total Cost</i> : 4 pp]. | | | | | | | | | |
| WEAKNESS | | | | | | | | | |
| Vulnerable (light-based attacks). | | | | | | | | | |

| Kennel Master | | | | | | RACE: Hellion | | SIZE: Medium | | PL3 | |
|---|-------|-------|------|-------|-------------|---------------|--------|--------------|--------|-----|------|
| ABILITIES | | | | | | SAVES | | | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL | | |
| 12 | 12 | 13 | 10 | 12 | 10 | +1 | +1 | +1 | +3 | | |
| +1 | +1 | +1 | +0 | +1 | +0 | | | | | | |
| COMBAT | | | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | | PROTECTION | DAMAGE | | |
| +3 | +5 | +4 | +1 | 30ft. | 12 | 13 | 13 | -3 | +4L | | |
| | | | | | Flat-Footed | Physical | Mental | | | | Whip |
| SKILLS | | | | | | | | | | | |
| Move Silently +5, Handle Animal +6, Profession (animal trainer) +6. | | | | | | | | | | | |
| FEATS | | | | | | | | | | | |
| Attack Focus (whip), Darkvision, Immunity (cold, radiation). | | | | | | | | | | | |
| POWERS | | | | | | | | | | | |
| Super-Wisdom +2 [Extra: Super-Charisma, Super-Skill (Move Silently); Source: Alien; Cost: 5 pp; Total Cost: 10 pp]. | | | | | | | | | | | |
| DEVICES | | | | | | | | | | | |
| Armor - Armor +3 [Cost: 1 pp; Total Cost: 3 pp]. | | | | | | | | | | | |
| Whip - Weapon +3L [Cost: 1 pp; Total Cost: 3 pp]. | | | | | | | | | | | |
| WEAKNESS | | | | | | | | | | | |
| Vulnerable (light-based attacks). | | | | | | | | | | | |

**How the Dark Hound's
Points Were Spent**

| Area | PP Cost |
|----------------|-------------|
| Base Attack | 0pp |
| Base Defense | 0pp |
| Ability Scores | 17pp |
| Skills | 2pp |
| Feats | 10pp |
| Powers | 6pp |
| Weaknesses | -20pp |
| Total | 15pp |

**How the Kennel Master's
Points Were Spent**

| Area | PP Cost |
|----------------|-------------|
| Base Attack | 9pp |
| Base Defense | 4pp |
| Ability Scores | 9pp |
| Skills | 9pp |
| Feats | 8pp |
| Powers | 16pp |
| Weaknesses | -10pp |
| Total | 45pp |

NEW WEAKNESS

Animal: A character with this weakness is an animal. He cannot have an Intelligence score higher than 2, nor can he have any ranks in Super-Intelligence. Animals cannot speak, read, or write. An animal also has various limitations depending on animal type. For example, a horse cannot drive a car or turn a doorknob. Also, animals have a limited status under the law. For example, a dog who bites a child can be killed without recourse to a capital trial. This limitation is most appropriate for sidekicks and other NPCs.

HELLION WARRIORS

A squad of twelve hellion warriors comprise the Darkling's ceremonial guard. In truth, the Darkling has little need for this guard as he is the most powerful being the Shadow Hell. Still, a ceremonial guard is expected, and, if nothing else, they can deal with problems beneath the notice of the Darkling. Clad in chainmail armor and armed with shortspears and crossbows, the warriors use their cloaks of flying to outmaneuver foes.

| Hellion Warrior | | | | | | RACE: Hellion | | SIZE: Medium | | PL3 | |
|---|-------|-------|------|---------------|-------------|---------------|--------|-----------------|---------|-----|--|
| ABILITIES | | | | | | SAVES | | | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL | | |
| 12 | 12 | 15 | 10 | 12 | 10 | +4 | +2 | +1 | +4 | | |
| +1 | +1 | +2 | +0 | +1 | +0 | | | | | | |
| COMBAT | | | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | | PROTECTION | DAMAGE | | |
| +3 | +5 | +4 | +1 | 30ft./30ft. | 13 | 14 | 14 | -4 | +4L/+4L | | |
| | | | | Ground/Flying | Flat-Footed | Physical | Mental | Dagger/Crossbow | | | |
| SKILLS | | | | | | | | | | | |
| Move Silently +6. | | | | | | | | | | | |
| FEATS | | | | | | | | | | | |
| Attack Focus (spear), Darkvision, Immunity (cold, radiation), Toughness. | | | | | | | | | | | |
| POWERS | | | | | | | | | | | |
| Super-Wisdom +3 [Extra: Super-Charisma, Super-Skill (Move Silently); Source: Alien; Cost: 5 pp; Total Cost: 15 pp]. | | | | | | | | | | | |
| DEVICES | | | | | | | | | | | |
| Armor - Armor +4 [Cost: 1 pp; Total Cost: 4 pp]. | | | | | | | | | | | |
| Cloak of Flying - Flight +6 [Source: Mystical; Cost: 1 pp; Total Cost: 6 pp]. | | | | | | | | | | | |
| Crossbow - Weapon +4L [Cost: 1 pp; Total Cost: 4 pp]. | | | | | | | | | | | |
| Spear - Weapon +3L [Cost: 1 pp; Total Cost: 3 pp]. | | | | | | | | | | | |
| WEAKNESS | | | | | | | | | | | |
| Vulnerable (light-based attacks). | | | | | | | | | | | |

**How the Hellion Warrior's
Points Were Spent**

| Area | PP Cost |
|----------------|-------------|
| Base Attack | 9pp |
| Base Defense | 6pp |
| Ability Scores | 11pp |
| Skills | 2pp |
| Feats | 10pp |
| Powers | 32pp |
| Weaknesses | -10pp |
| Total | 60pp |

**How the Devil Bat's
Points Were Spent**

| Area | PP Cost |
|----------------|-------------|
| Base Attack | 9pp |
| Base Defense | 8pp |
| Ability Scores | 14pp |
| Skills | 10pp |
| Feats | 14pp |
| Powers | 40pp |
| Weaknesses | -20pp |
| Total | 75pp |

DEVIL BATS

The Darkling's inner sanctum is guarded by ten devil bats. These man-sized monsters spend much of their time hanging from the vaulted ceiling of the inner sanctum, rousing only to feed at the blood fountains or devour intruders. The devil bats fight on the wing, using their sonic screams to deafen and injure their prey.

| Devil Bats | | | | | | SIZE: Medium | | PL5 | |
|--|-------|-------|------|---------------|-------------|--------------|--------|------------------|---------|
| ABILITIES | | | | | | SAVES | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL |
| 8 | 20 | 16 | 8 | 12 | 10 | +3 | +3 | +10 | +1 |
| -1 | +5 | +3 | -1 | +1 | +0 | | | | |
| COMBAT | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | | PROTECTION | DAMAGE |
| +3 | +8 | +8 | +5 | 5ft./25ft. | 19 | 19 | 15 | — | +0L/+5L |
| | | | | Ground/Flight | Flat-Footed | Physical | Mental | Bite/Sonic Blast | |
| SKILLS | | | | | | | | | |
| Hide +10, Move Silently +10. | | | | | | | | | |
| FEATS | | | | | | | | | |
| Aerial Combat, Attack Finesse, Darkvision, Dodge, Evasion, Immunity (cold, radiation). | | | | | | | | | |
| POWERS | | | | | | | | | |
| Amazing Save (Reflex) +5 [Source: Alien; Cost: 1 pp; Total: 5 pp]. | | | | | | | | | |
| Energy Control (sonic) +5 [Power Stunt: Energy Blast; Source: Alien; Cost: 2 pp; Total: 10 pp]. | | | | | | | | | |
| Flight +5 [Flaw: Restricted - Wings; Source: Alien; Cost: 1 pp; Total: 5 pp]. | | | | | | | | | |
| Natural Weapons +1 [Extra: Clinging; Source: Alien; Cost: 3 pp; Total: 3 pp]. | | | | | | | | | |
| Super-Senses +5 [Extra: Combat Sense, Telescopic Hearing; Power Stunt: Blindsight; Flaw: Hearing Only; Source: Alien; Cost: 3 pp; Total: 17 pp]. | | | | | | | | | |
| WEAKNESS | | | | | | | | | |
| Disabled (poorly suited for ground movement), Vulnerable (light-based attacks). | | | | | | | | | |

THE BLEAK CADRE

There are ten sorcerers remaining in the Bleak Cadre, all of whom now serve the Darkling. The Bleak Cadre are the Darkling's mightiest servants. Each sorcerer knows a variety of mystical spells. Individually, each commands impressive offensive and defensive magic. As a group, they are a force to be reckoned with. These sorcerers prefer to fight from the air, protected by arcane shields, raining a variety of attacks down onto their foes. In addition to their obvious military applications, the sorcerers of the Bleak Cadre act as diplomats and scholars.

How the Bleak Cadre Sorcerer's Points Were Spent

| Area | PP Cost |
|----------------|-------------|
| Base Attack | 9pp |
| Base Defense | 6pp |
| Ability Scores | 11pp |
| Skills | 2pp |
| Feats | 10pp |
| Powers | 32pp |
| Weaknesses | -10pp |
| Total | 60pp |

| | | | | | | | | | | | |
|---|-------|-------|------|---------------|-------------|---------------|--------|--------------|--------------------|-----|--|
| Bleak Cadre Sorcerer | | | | | | RACE: Hellion | | SIZE: Medium | | PL6 | |
| ABILITIES | | | | | | SAVES | | | | | |
| STR | DEX | CON | INT | WIS | CHA | DMG | FORT | REF | WILL | | |
| 10 | 14 | 15 | 12 | 20 | 16 | +2 | +2 | +2 | +9 | | |
| +0 | +2 | +2 | +1 | +5 | +3 | | | | | | |
| COMBAT | | | | | | | | | | | |
| BAB | MELEE | RANGE | INIT | SPEED | DEFENSE | | | PROTECTION | DAMAGE | | |
| +3 | +3 | +5 | +2 | 30ft./30ft. | 13 | 15 | 18 | -6 | +0S/+6S | | |
| | | | | Ground/Flight | Flat-Footed | Physical | Mental | Forcefield | Punch/Mental Blast | | |
| SKILLS | | | | | | | | | | | |
| Diplomacy +5*, Knowledge (occult) +6, Move Silently +6, Spot +8. *Gains a +2 bonus to Diplomacy checks related to the occult. | | | | | | | | | | | |
| FEATS | | | | | | | | | | | |
| Darkvision, Detect (magic), Immunity (cold, radiation), Iron Will. | | | | | | | | | | | |
| POWERS | | | | | | | | | | | |
| Sorcery +6 [Spells: ESP*, Flight, Force Field, Illusion*, Incorporeal*, Mental Blast*; Flaw: Excluded Group - Any One Group*, Rote; Source: Mystical; Cost: 5 pp; Total: 30 pp]. *Vary these spells and the excluded group to reflect each sorcerer's particular preferences. Super-Wisdom +2 [Extra: Super-Charisma, Super-Skill (Move Silently); Source: Alien; Cost: 5 pp; Total Cost: 10 pp]. | | | | | | | | | | | |
| WEAKNESS | | | | | | | | | | | |
| Vulnerable (light-based attacks). | | | | | | | | | | | |

The Shadow Hell

THE SHADOW HELL

The Shadow Hell is very much like Earth, except that it is a twisted mirror image where evil is good, and magic takes the place of science. The Shadow Hell has only a fraction of the Earth's population, and it has no large nation states. Instead, the inhabitants of the Shadow Hell live clustered in hundreds of small cities usually situated close to a major water route or the sea. These cities are under the protection of various warlords. Most warlords claim several cities as part of their domain. There are several special features that heroes must deal with in the Shadow Hell:

TECHNOLOGICAL SUPPRESSION

Powers and devices that are [Source: Super-Science] are automatically reduced by 10 ranks for the duration of their stay in the Shadow Hell. A power or device reduced to zero or fewer ranks ceases to function. Ranks are automatically restored once the Shadow Hell is exited. Ordinary technologies function in the Shadow Hell, but may be hampered by the lack of modern infrastructure. For example, a flashlight works in the Shadow Hell, but finding replacement batteries is all but impossible.

PERPETUAL DARKNESS

The Shadow Hell exists in a perpetual state of moonless, arctic night. The lightlessness means that heroes are confronted by at least one-half concealment at all times. Within structures or other sealed areas, total concealment is imposed by the darkness.

Creatures with appropriate senses (such as Darkvision) ignore these darkness-related problems. Once every 10 minutes, creatures without Immunity (cold) must make a Fortitude save (DC 10, +1 per previous check) to avoid becoming fatigued. Already fatigued characters become exhausted, then unconscious. Unconscious characters who fail a Fortitude save against the cold are dying. Heavy clothing grants a +4 bonus on saves versus the cold. Characters with the Survival skill may gain a bonus to their saves against the cold. Some places in the Shadow Hell, such as the Darkling's shade-cells, are insulated against the cold.

RADIATION

Exceptionally high levels of background radiation are encountered throughout the Shadow Hell. For each hour spent in the Shadow Hell, a character must make a Fortitude save (DC 10, +1 per previous check) or lose two points of Constitution (as the Drain power, but the points cannot be recovered without first getting shelter from the radiation plus appropriate medical care). Certain areas in the Shadow Hell, such as the Darkling's shade-cells or deep underground, are shielded from the plane's radiation. Immunity (radiation) completely resists this hazard. Appropriately shielded clothing or gear may grant up to a +2 bonus on saves against the radiation, at your discretion.

All plants and animals in the Shadow Hell are adapted to the plane's darkness and harsh environmental conditions.

NIGHT HOLD, THE DARKLING'S FORTRESS

Night Hold is a grim fortress atop the rocky hill in the center of Basalt, the Darkling's capital city. Its PL equals the Darkling's PL. In addition to a marvelously stocked library and living space sufficient for all of the Darkling's minions, Night Hold has a number of exceptional features:

BOUND DEVIL

The Darkling has bound an incorporeal, diabolical creature called Graytalker to the very substance of Night Hold. This devil monitors communication channels, defensive and security systems, and the occupants of the shade-cells. It can communicate telepathically with the Darkling anywhere within Night Hold. The creature is no longer truly sentient, but exists only to follow the Darkling's commands.

COMMUNICATIONS

Night Hold's communication system consists of a half dozen hellions who have been mystically lobotomized and connected to an infernal device with ethereal links to the courts of several major warlords and other important personages in the Shadow Hell. These poor souls act as transmitters and receivers for anyone who touches them. A successful Knowledge (occult) skill check (DC 25) can grant the user illegal access to a lobotomized hellion on the other end, effectively allowing the user to eavesdrop on another location. Treat this grim communications system as a limited form of ESP with ranks equal to Night Hold's PL.

DEFENSE SYSTEMS

Night Hold is protected by dozens of mystical traps, locks, and alarms. The

DC for overcoming a lock or alarm using Disable Device and Open Lock is (20 + the fortress's PL). Furthermore, any large open flames have their Damage save bonus reduced by the fortress's PL due to a fire-suppressing magical aura that protects Night Hold. All traps are treated as stationary devices. Traps are typically area-of-effect attacks that do not affect authorized personnel. The bound devil monitoring the defense systems is immediately aware of any fires and any alarms or traps that are triggered. Here are few examples of typical traps:

Glyph of Paralysis - Paralysis +10/12/14 [*Extra:* Area, Selective; *Flaw:* Range - Touch; *Cost:* 2 pp; *Total:* PL].

Glyph of Sickness - Drain +5/6/7 [*Extra:* All Attributes (physical ability scores), Area, Selective; *Cost:* 4 pp; *Total:* PL].

Glyph of Thunder - Dazzle (hearing) +10/12/14 PL [*Extra:* Area, Selective; *Flaw:* Range - Touch; *Cost:* 2 pp; *Total:* PL].

REINFORCED STRUCTURE

The black rock from which Night Hold's walls, floors, and ceilings are constructed has a hardness equal to 1-1/2 times the fortress's PL.

SHADE CELLS

Located in the Darkling's inner sanctum, these crystalline structures, each large enough to comfortably hold an adult human, have a hardness equal the fortress's PL. Anyone within a shade-cell when it is closed is subjected to Drain Wisdom (ranks equal to 1/2 PL). If the prisoner is not rendered unconscious, he

is subjected to another Drain attack each subsequent round until he reaches Wisdom 0 and lapses into a nightmare-filled coma. Night Hold has a number of shade-cells equal to the fortress's PL. The Darkling mostly uses the shade-cells to imprison children taken from Earth in order to augment his shadow powers.



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